



### SKIPPER LIMITED

CIN: L40104WB1981PLC033408

Registered Office: 3A, Loudon Street, Kolkata - 700 017, India.

Ph: 033-22895731, Fax: 033-22895733,

Email: investor.relations@skipperlimited.com,

Website: www.skipperlimited.com

### NOTICE

NOTICE is hereby given that the **THIRTY SIXTH ANNUAL GENERAL MEETING** of the members of **SKIPPER LIMITED** ("the Company") will be held on Tuesday, 5<sup>th</sup> September, 2017 at 3.30 p.m at Shripati Singhania Hall, Rotary Sadan, 94/2 Jawaharlal Nehru Road, Kolkata- 700 020 (Near Rabindra Sadan Metro Station) to transact the following businesses:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2017 and the Reports of the Board of Directors and the Auditors' thereon.
2. To declare dividend of ₹1.55 per equity share of ₹ 1 each for the financial year ended 31<sup>st</sup> March, 2017.
3. To appoint a director in place of Mr. Devesh Bansal (DIN: 00162513) who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the resolution passed by the members at the Annual General Meeting held on 23<sup>rd</sup> September, 2014 and the recommendations of the Audit Committee and Board of Directors, the appointment of M/s. Singhi & Co., Chartered Accountants, (Firm Registration No. 302049E) as the Statutory Auditors from the conclusion of 36<sup>th</sup> Annual General Meeting of the Company till the conclusion of 37<sup>th</sup> Annual General Meeting of the Company, be and is hereby ratified at such remuneration as may be determined by the Board of Directors of the Company in consultation with the Auditors plus applicable taxes and reimbursement of out of pocket expenses incurred by them for the purpose of audit."

#### **SPECIAL BUSINESS:**

5. To consider and if thought fit, to pass with or without modification(s), the following resolution for approval of remuneration of Cost Auditors, as Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), remuneration of ₹ 70,000/- (Rupees seventy thousand only) plus applicable taxes payable to M/s AB & Co., Cost Accountants, (Firm Registration No. 000256 ) appointed by the Board of Directors, for conducting audit of cost accounting records maintained by the Company, for the financial year 2017-18 be and is hereby approved.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or 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 Mr. Sharan Bansal as Whole Time Director of the Company, as Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act 2013 and 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 subject to such other approval, consent, permission as may be necessary, the consent of the Company be and is hereby accorded for re-appointment of Mr. Sharan Bansal (DIN:00063481), as Whole Time Director of the Company, liable to retire by rotation for a period of three years from 1<sup>st</sup> July, 2017 on the remuneration, terms and conditions as recommended by the Nomination and Remuneration Committee and Board of Directors as set out in the explanatory statement annexed to this notice and the agreement entered into by the Company and Mr. Sharan Bansal, a copy whereof, initialed by the Chairman of the meeting for the purpose of identification, has been submitted to this meeting, which agreement be and is hereby specifically approved.

**RESOLVED FURTHER THAT** Board of Directors be and is hereby authorized to alter or vary the remuneration and/or other benefits payable to Mr. Sharan Bansal (DIN: 00063481) as Whole Time Director, including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits as prescribed under the Act.

**RESOLVED FURTHER THAT** Mr. Sajan Kumar Bansal (DIN: 00063555), Managing Director of the Company and Mr. Manish Agarwal (Membership No: A29792), Company Secretary of the Company be and are hereby authorized severally to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

By order of the Board  
For Skipper Limited

Registered Office:  
3A, Loudon Street, Kolkata- 700017  
Date: 15<sup>th</sup> May, 2017

Manish Agarwal  
Company Secretary  
Membership No. A29792

**NOTES:**

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**  
The instrument appointing the proxy, in order to be effective, must be deposited at the registered office of the Company, duly completed and signed, at least 48 hours before commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. A member holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder. A proxy form is sent herewith.
- 2) Corporate members intending to send their authorized representatives to attend and vote at the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified true copy of the board resolution authorizing their representative to attend and vote on their behalf at the Meeting.**
- 3) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out details relating to Special Business under item no 5&6 is annexed hereto.**
- 4) Relevant details as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of person seeking appointment/re-appointment as Director under item no 3 and 6 are annexed herewith.**
- 5) Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Registers of Members and the Share Transfer Books of the Company will remain closed from 30<sup>th</sup> August, 2017 to 5<sup>th</sup> September, 2017 (both days inclusive) in connection with the Annual General Meeting and for the purpose of payment of Dividend, if declared at the Meeting.**
- 6) If dividend as recommended by the Board of Directors is approved at the Annual General Meeting, payment of such dividend will be made within the statutory time limit as under:**

- a. To all beneficial owners in respect of shares held in dematerialized form as per the data made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as on the close of business hours on 29<sup>th</sup> August, 2017.
  - b. To all members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on 29<sup>th</sup> August, 2017.
- 7) Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/Registrar and Share Transfer Agent. The bank particulars registered with Depository Participants/ Company will be used for payment of dividend.
- 8) The shareholders who have not encashed their earlier dividend warrants are requested to write to the Company immediately for claiming outstanding dividends declared by the Company. The amount of dividend remaining unclaimed/ unpaid for seven years shall be transferred to the Investors Education and Protection Fund when the same becomes due.
- 9) Pursuant to section 72 of the Companies Act 2013 members holding shares in physical form are advised to file nomination in prescribed Form SH-13 with the Company's Registrar M/s. ABS Consultants Private Limited, Room No- 99, 6<sup>th</sup> Floor, Stephen House, 4 BBD Bag (East), Kolkata- 700 001. In respect of shares held in Electronic/Demat form, members may please contact their respective Depository Participants.
- 10) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their depository participants. Members holding shares in physical form can submit their PAN to the Company's Registrar M/s. ABS Consultants Private Limited, Room no- 99, 6<sup>th</sup> Floor, Stephen House, 4 BBD Bag (East), Kolkata- 700 001.
- 11) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act 2013, the Register of contracts or arrangements in which directors are interested under Section 189 of the Companies Act 2013 will be available for inspection at the Annual General Meeting.
- 12) Electronic copy of the notice of the 36<sup>th</sup> Annual General Meeting indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form and the Annual Report for FY 2016 –17 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of notice of the 36<sup>th</sup> Annual General Meeting indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form and the Annual Report for FY 2016 –17 is being sent as per the permitted mode.
- 13) A route map and prominent landmark for easy location of the venue of the meeting is enclosed with this Notice. Members may also note that the Notice of the 36<sup>th</sup> Annual General Meeting and the Annual Report for 2016–17 is also available on the Company's website [www.skipperlimited.com](http://www.skipperlimited.com) for download. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form by post, upon making a request for the same, free of cost. For any further clarification, the shareholders may send requests to the Company's investor email id: [investor.relations@skipperlimited.com](mailto:investor.relations@skipperlimited.com)
- 14) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and of the Companies (Management and Administration) Rules, 2014, as amended from time to time and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to offer remote e-voting (Electronic Voting) facility to its members to cast their votes electronically on all resolutions set forth in this Notice convening the 36<sup>th</sup> Annual General Meeting to be held on 5<sup>th</sup> September, 2017.
- 15) 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. 29<sup>th</sup> August, 2017 shall be entitled to avail the facility of remote e-voting

/ voting through Ballot Form 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 Company has engaged the services of Central Depository Services (India) Limited as the authorized agency to provide the remote e-voting facilities.

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 2 <sup>nd</sup> September, 2017	Up to 5.00 P.M. (IST) on 4 <sup>th</sup> September, 2017

The remote 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.

Further, the members who have not cast their votes through remote e-voting may attend and cast their votes at the Annual General Meeting through Ballot Form which shall be made available for use at the meeting.

The members who have already casted their votes through remote e-voting may attend the meeting but shall not be entitled to vote thereat.

**16) i) Instructions and other information relating to remote e-voting are as under:**

- a. Log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- b. Click on "Shareholders" tab
- c. Now, select Electronic Voting Sequence No. as mentioned in the Attendance Slip/ email alongwith "Skipper Limited" from the drop down menu and click on "SUBMIT".
- d. Now Enter your User ID (as mentioned in the Attendance Slip/email):
  - i. For CDSL: 16 digits beneficiary ID,
  - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
  - iii. Members holding shares in physical form should enter folio number registered with the Company.
- e. Next enter the Image Verification as displayed and Click on Login.
- f. If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- g. However, if you are a first time user, please use the e-voting particular provided in the Attendance Slip/ email and fill up the same in the appropriate boxes.
- h. After entering these details appropriately, click on "SUBMIT" tab.
- i. Members holding shares in physical form will then reach directly the Company selection screen. However members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field.
- j. Kindly note that this password is also to be used by the Demat holders for voting for resolutions of another company on which they are eligible to vote, provided that company opts for e-voting through CDS platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- k. For members holding shares in physical form, the details in Attendance Slip/email can be used only for e-voting on the resolutions contained in this Notice.
- l. Click on the relevant EVSN along with "Skipper Limited" from the drop down menu and click on "Submit"

- m. On the voting page, you will see "Resolution Description" and against the same the option "YES/NO" for voting. Select the option "YES" or "NO" as desired. The option "YES" implies that you assent to the Resolution and option "NO" implies that you dissent to the Resolution.
  - n. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
  - o. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
  - p. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - q. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
  - r. If Demat account holder has forgotten the changed password then enter the User ID and image verification code click on Forgot Password & enter the details as prompted by the system.
  - s. For Non – Individual Shareholders and Custodians:
    - Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
    - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
    - After receiving the login details a Compliance user should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
    - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
    - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - ii. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
  - iii. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 29<sup>th</sup> August, 2017.
  - iv. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 29<sup>th</sup> August, 2017 may contact the Company for Login ID and other e-voting related details.
  - v. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call the helpdesk no. 18002005533.
- 17) The Board of Directors of the Company has appointed Mr. Manoj Kumar Banthia, Practicing Company Secretary (Membership no-A11470/CP-7596) of M/s MKB & Associates, Practicing Company Secretaries, Kolkata as Scrutinizer to scrutinize the Ballot Form and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
- 18) 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](http://www.skipperlimited.com) and also be displayed on the Notice board of the Company at its registered office and

on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately after the results are declared. The results shall simultaneously be communicated to the Stock Exchanges.

- 19) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. 5<sup>th</sup> September, 2017.

**EXPLANATORY STATEMENT OF MATERIAL FACTS IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

**Item No.5**

The Board, on recommendation of the Audit Committee, has approved the appointment of the M/s AB & Co, Cost Accountant (Firm Registration No. 000256 ) as the Cost Auditors for the financial year 2017-18 at a remuneration of Rs. 70,000/- (Rupees seventy thousand only) plus applicable taxes payable to conduct the audit of the cost records of the Company in accordance with the provisions of the Companies Act, 2013 and rules made thereunder.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (as amended), the remuneration payable to the Cost Auditors is required to be approved by the shareholders of the Company.

M/s AB & Co, Cost Accountant have the necessary experience in the field of cost audit and have submitted a certificate regarding their eligibility for appointment as Cost Auditors of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at item No. 5 of the Notice for approval of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2018.

None of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

**Item No.6**

Mr. Sharan Bansal is associated with the Company since 2002 and is currently acting as the Whole Time Director of the Company. Mr. Bansal is a Mechanical Engineer from Georgia Institute of Technology, USA and is having over 15 years of experience. He initiated the transmission tower vertical at Skipper and within a decade, has grown it into India's largest transmission tower structure manufacturer.

The current term of Mr. Sharan Bansal as Whole Time Director of the Company will expire on 30<sup>th</sup> June, 2017. Considering his qualifications and experience your directors have in their meeting held on 15<sup>th</sup> May, 2017 based on the recommendation of Nomination and Remuneration Committee, re-appointed Mr. Sharan Bansal as a Whole Time Director of the Company for a period of three years from 1<sup>st</sup> July, 2017 to 30<sup>th</sup> June, 2020.

Details of remuneration which is in accordance with and within the limits as specified under Section 197 of the Companies Act, 2013 and the terms & condition of service as recommended by the Nomination and Remuneration Committee of Directors and approved by the Board of Directors of the Company at its meeting held on 15<sup>th</sup> May, 2017 are given below.

- Salary and allowances not to exceed ₹ 2,40,00,000 (Rupees two crore forty lakhs only) per annum.
- Perquisites not to exceed ₹ 2,00,000 ( Rupees two lakhs only) per annum.

The copy of the agreement as approved by the Board and executed between Mr. Sharan Bansal and the Company is available for inspection of the members at the registered office of the Company on all working days except Saturday and Sunday between 11.00 A.M. to 1.00P.M. upto the date of Annual General Meeting and shall also be open for inspection at the Annual General Meeting.

In terms of the provisions of the Section 197 read with Schedule V of the Act, a Company may appoint/reappoint a Whole Time Director subject to the approval of the members in its general meeting. Accordingly, consent of the members is sought for passing the Ordinary Resolution as set out at item No. 6 of the Notice.

Mr. Sajan Kumar Bansal, Mr. Devesh Bansal and Mr. Siddharth Bansal and their relatives are concerned or interested in the resolution. None of the Key Managerial Personnel and other directors or their relatives are in any way, interested in this resolution.

**Details of Directors seeking appointment/re-appointment at the Annual General Meeting**

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

<b>Name of the Director</b>	Mr. Sharan Bansal	Mr. Devesh Bansal
Director Identification Number	00063481	00162513
Age	37 years	34 years
Qualification	Bachelor of Science in Mechanical Engineering from the Georgia Institute of Technology, USA.	Masters of Science in International Business & Management from De Montfort University, UK.
Date of Joining the Board	02.04.2002	05.04.2002
Experience	15 years	15 years ✓
Nature of expertise	Expertise in Tower & EPC division of the business	Expertise in Poles, Monopoles and Polymer products division of the business
<b>Brief resume</b>	<p>Mr. Sharan Bansal initiated the Transmission Towers vertical at Skipper and within a decade, has grown it into India's largest Transmission Tower structure manufacturer with 4 large plants and a capacity of 230,000 MT per annum (including poles).</p> <p>Mr. Devesh Bansal has been heading the poles &amp; monopoles division of the Company securing a wide-range of clientele from sectors such as power T&amp;D, lighting and signage. With his strong leadership skills, Skipper Limited has emerged as one of the largest manufacturers of poles &amp; monopoles in India in a short span of time. Mr. Devesh Bansal is also overseeing the development of polymer product division of the Company.</p>	
<b>Terms &amp; Conditions of appointment</b>	Whole Time Director, liable to retire by rotation	Whole Time Director, liable to retire by rotation
<b>Details of remuneration sought to be paid.</b>	₹ 2.40 crore annually	₹ 2.40 crore annually
<b>Remuneration last drawn.</b>	₹ 2.40 crore annually	₹ 2.40 crore annually
<b>Number of Board meeting attended during the year</b>	4	4
<b>Disclosure of relationship with other directors/ KMP</b>	Mr. Sharan Bansal is son of Mr. Sajan Kumar Bansal and brother of Mr. Devesh Bansal and Mr. Siddharth Bansal, Directors of the Company.	Mr. Devesh Bansal is son of Mr. Sajan Kumar Bansal and brother of Mr. Sharan Bansal and Mr. Siddharth Bansal, Directors of the Company.
<b>Shareholding of Director (No. of equity shares) in the Company</b>	4696955	3622175
<b>Other Directorship</b>	<ul style="list-style-type: none"> <li>i) Skipper Telelink Ltd</li> <li>ii) Skipper Realties Ltd</li> <li>iii) Skipper Polypipes Pvt Ltd</li> <li>iv) Suviksit Investments Ltd</li> <li>v) Skipper Plastics Ltd</li> </ul>	<ul style="list-style-type: none"> <li>i) Skipper Telelink Ltd</li> <li>ii) Skipper Realties Ltd</li> <li>iii) Skipper Polypipes Pvt Ltd</li> <li>iv) Suviksit Investments Ltd</li> <li>v) Skipper Plastics Ltd</li> </ul>

Name of the Director

Mr. Sharan Bansal

Mr. Devesh Bansal

vi) Skipper Polychem Ltd

vi) Ventex Trade Pvt Ltd

vii) Skipper Pipes Ltd

vii) Skipper Polychem Ltd

viii) Utsav Ispat Private Limited

viii) Skipper Pipes Ltd

ix) Vaibhav Metals Private  
Limited

ix) Aakriti Alloys Private Ltd

x) Indian Electrical and  
Electronics Manufacturers  
Association

x) Samriddhi Ferrous Private  
Ltd

Membership/ Chairmanship of Committees  
of other Boards

Nil

Nil

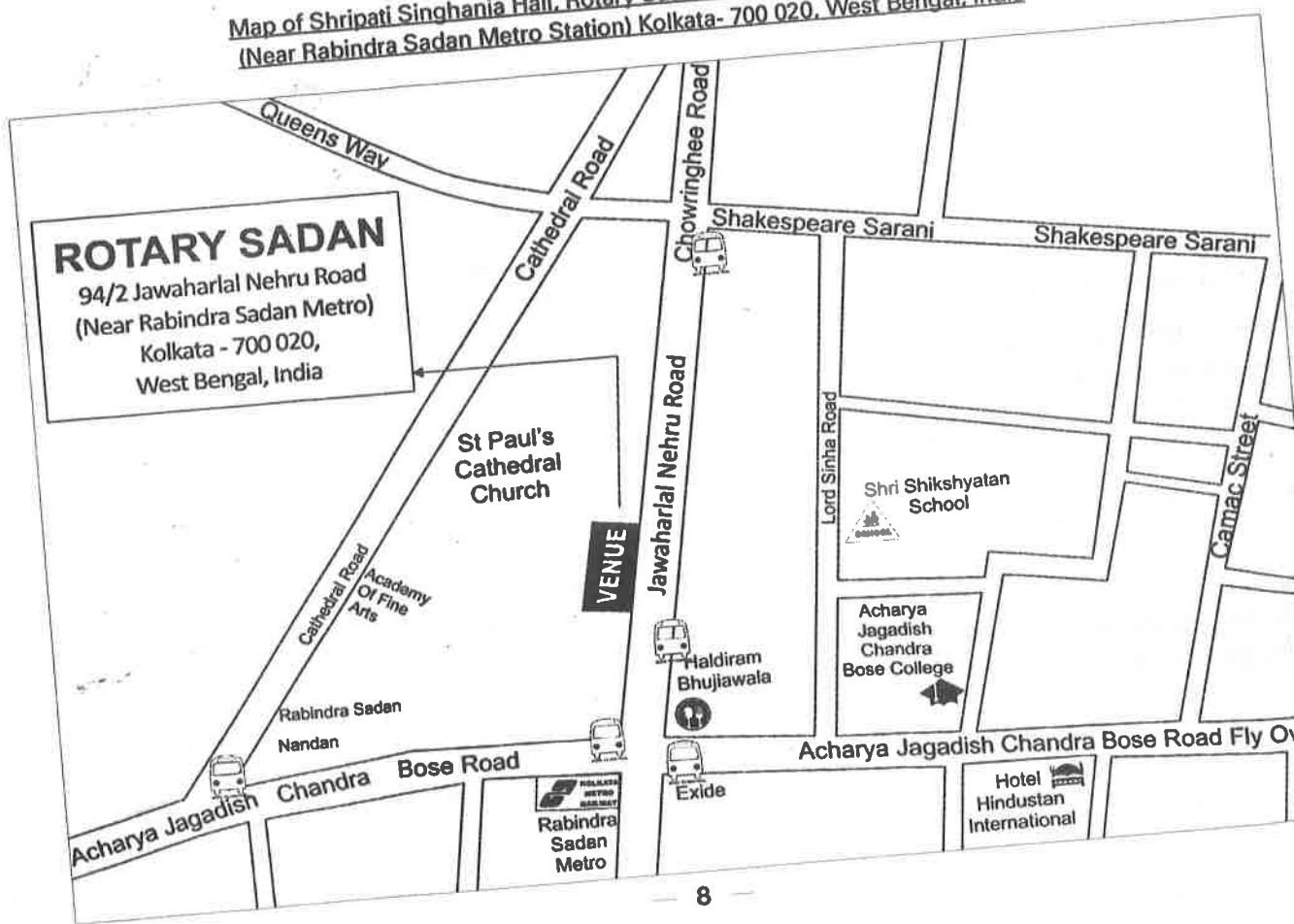
Registered Office:  
3A, Loudon Street, Kolkata- 700017  
Date: 15<sup>th</sup> May, 2017

By order of the Board  
For Skipper Limited

Manish Agarwal  
Company Secretary  
Membership No. A29792

**ROUTE MAP OF VENUE**

Map of Shripati Singhania Hall, Rotary Sadan, 94/2 Jawaharlal Nehru Road.  
(Near Rabindra Sadan Metro Station) Kolkata- 700 020, West Bengal, India



**SKIPPER LIMITED**

CIN: L40104WB1981PLC033408

Registered Office: 3A, Loudon Street, Kolkata - 700 017, India.

Ph: 033-22895731, Fax: 033-22895733,

Email: investor.relations@skipperlimited.com,

Website: www.skipperlimited.com

**PROXY FORM****[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

Name of the member(s):	E-mail ID:
Folio No./Client ID:	DP ID:
Registered Address:	

I/We, being the member(s) of ..... shares of Skipper Limited, hereby appoint:

1. Name: ..... Email: .....  
Address: ..... Signature: .....  
or failing him / her
2. Name: ..... Email: .....  
Address: ..... Signature: .....  
or failing him / her
3. Name: ..... Email: .....  
Address: ..... Signature: .....

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 36<sup>th</sup> Annual General Meeting of the Company, to be held on Tuesday, 5<sup>th</sup> September, 2017 at 3.30 p.m at Shripati Singhania Hall, Rotary Sadan, 94/2 Jawaharlal Nehru Road (Near Rabindra Sadan Metro Station), Kolkata- 700 020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution Proposed
1	Adoption of the Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2017, and the Reports of the Board of Directors and the Auditors' thereon.
2	Declaration of dividend for the financial year ended 31 <sup>st</sup> March, 2017.
3	Appointment of director in place of Mr. Devesh Bansal (DIN: 00162513) who retires by rotation and, being eligible, offers himself for re-appointment.
4	Ratification of appointment of Statutory Auditors & fixing their remuneration.
5	Approval of remuneration of the Cost Auditors for financial year ending March 31, 2018.
6	Appointment of Mr. Sharan Bansal (Din: 00063481) as Whole Time Director upto 30 <sup>th</sup> June, 2020

Signed this ..... day of ..... 2017

Signature of shareholder

Signature of proxy holder(s)

Affix Re 1  
revenue  
stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.