



## 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 SEVENTH ANNUAL GENERAL MEETING of the members of SKIPPER LIMITED will be held on Thursday, 9<sup>th</sup> August, 2018 at 3.30 p.m at Shripati Singhanian 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, 2018 and the Report of the Board of Directors and the Auditors' thereon.
2. To declare dividend for the financial year ended 31st March, 2018. The Board recommends a dividend of ₹ 1.65 per equity share of ₹ 1 each, fully paid up.
3. To appoint a Director in place of Sri Siddharth Bansal (DIN: 02947929) 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 as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby approves the remuneration of ₹ 70,000 (Rupees seventy thousand only) plus applicable taxes and reimbursement of out of pocket expenses 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 of the Company, to conduct the audit of the cost records maintained by the Company for the financial year 2018-19.

**RESOLVED FURTHER THAT** the Board of Directors ( the ‘Board’ which term includes a duly constituted committee of the Board of Directors) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution.”

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 149,150, 152 and other applicable provisions , if any, of the Companies Act, 2013 (the Act) read with Schedule IV of the Act and 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, Sri Ashok Bhandari (DIN: 00012210), who has been appointed as an Additional Director (Independent) by the Board of Directors with effect from 6th September, 2017, in terms of Section 161 of the Act and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years, with effect from 6th September, 2017, not liable to retire by rotation.”

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** Sri Yash Pall Jain (DIN: 00016663) who has been appointed as an Additional Director (Whole Time) by the Board of Directors with effect from 6th September, 2017, in terms of Section 161 of the Act and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member, proposing his candidature for the office of Director, be and is hereby appointed and continued as a Director of the Company, liable to retire by rotation.”

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule V of the Act 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), the consent of the Company be and is hereby accorded for the appointment and terms of remuneration of Sri Yash Pall Jain (DIN: 00016663), as the Whole Time Director of the Company for a period of 3 (three) years from 6<sup>th</sup> September, 2017, on 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 as enumerated in the agreement entered into between the Company and Sri Yash Pall Jain, a copy whereof, has been submitted to this meeting, which agreement be and is hereby also hereby specifically approved.

**RESOLVED FURTHER THAT** Board of Directors be and is hereby authorized to alter or vary the remuneration / terms and conditions of the said appointment 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** the Board of Directors (the ‘Board’ which term includes a duly constituted committee of the Board of Directors) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution.”

8. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and in supersession of the resolution passed by the members at the Annual General Meeting held on 23<sup>rd</sup> September, 2014 in this regard, consent of the Company be and is hereby accorded to the Board of Director of the Company (the ‘Board’ which term includes a duly constituted committee of the Board of Directors) for borrowing from time to time, any sum or sums of monies in any form, from one or more bodies corporate(s), banks, financial institutions, or from other entity by way of advances, loans, non-convertible debentures/bonds or any other security(ies) or otherwise and whether secured or unsecured, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not, at any time, exceed the limit of ₹ 3000 crores (Rupees three thousand crores).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things as they may deem necessary to give effect to the above resolution and/or to execute all such documents, instruments and writings as may be required.”

9. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and in supersession of the resolution passed by the members at the Annual General Meeting held on 23<sup>rd</sup> September, 2014 in this regard, consent of the Company be and is hereby accorded to the Board of Directors of the Company (the ‘Board’ which term includes a duly constituted committee of the Board of Directors) to mortgage and/or create charge, in such form and manner and with such ranking as to priority and for such time and on such terms as the Board may determine, on the movable and/ or immovable assets and properties of the Company, wherever situated, present and future, in favour of any person including, but not limited to, financial/investment institution(s), bank(s), corporate body(ies), etc. to secure the loans, borrowings, non-convertible debentures/bonds and/ or working capital facilities and other credit facilities availed/ to be availed by the Company as the Board deem fit, subject to the limits approved under Section 180(1)(c) of the Act from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and deal with all such matter and take all such steps as may be necessary and to sign and execute any deeds/documents/undertakings/agreements/papers/writings as may be required in this regard and to settle any question, difficulty or doubt that may arise in this regard and also delegate all or any of the above powers to any other person.”

By order of the Board  
**For Skipper Limited**

Registered Office:  
3A, Loudon Street, Kolkata- 700017  
Date: 17<sup>th</sup> May, 2018

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 carrying voting rights, may appoint a single person as a proxy and such person shall not act as a proxy for any other person or member. A proxy form is annexed herewith.
- 2) Corporate members intending to send their authorized representatives to attend the meeting 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) Relevant documents referred in the Notice or Explanatory statement will be open for inspection by the members at the Meeting and such documents will also be available for inspection at the registered office of the Company on all working days between 11.00 a.m. to 1.00 p.m. upto the date of Annual General Meeting.
- 4) M/s Singhi & Co., Chartered Accountants (Firm Registration No. 302049E), has been appointed as the Statutory Auditors at the 33rd Annual General Meeting of the Company for a period of five years upto the conclusion of 38th Annual General Meeting. 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 Annual General Meeting.
- 5) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out details relating to Special Business under item no 4 - 9 forms part of this notice.

- 6) A route map showing direction to reach the venue of the 37<sup>th</sup> Annual General Meeting forms part of the notice as per the requirement of the Secretarial Standards-2 on "General Meeting".
- 7) Relevant details as required under Section 164(2) of The Companies Act, 2013 and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 on General Meetings issued by The Institute of Company Secretaries of India, of person seeking appointment/re-appointment as Director under item no 3, 5, 6 and 7 forms part of the notice.
- 8) Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and the Share Transfer Books of the Company will remain closed from **3<sup>rd</sup> August, 2018 to 9<sup>th</sup> August, 2018** (both days inclusive) in connection with the Annual General Meeting and for the purpose of payment of Dividend, if declared at the Meeting.
- 9) 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 2<sup>nd</sup> August, 2018.
  - 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 2<sup>nd</sup> August, 2018.
- 10) 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.
- 11) The shareholders who have not encashed their earlier 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.
- 12) 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. Maheshwari Datamatics Private Limited, 23, R.N Mukherjee Road, 5th Floor, Kolkata - 700001. In respect of shares held in Electronic/Demat form, members may please contact their respective Depository Participants.
- 13) 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. Maheshwari Datamatics Private Limited, 23, R.N Mukherjee Road, 5th Floor, Kolkata - 700001.
- 14) 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.
- 15) Any query relating to financial statements must be sent to the Company's registered office at least seven days before the date of the Meeting.
- 16) Members who still hold share certificates in physical form are advised to dematerialise their shareholding to avail the benefits of dematerialisation, which includes easy liquidity, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.

- 17) Electronic copy of this notice along with Attendance Slip, Proxy Form and the Annual Report for FY 2017 –18 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(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 this notice along with Attendance Slip, Proxy Form and the Annual Report for FY 2017 –18 is being sent as per the permitted mode.
- 18) Members may also note that the Notice of the 37<sup>th</sup> Annual General Meeting and the Annual Report for the FY 2017–18 will also be 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 all working days. Members are entitled to receive all communication in physical form by post, free of cost, upon making a request for the same. The shareholders may send requests to the Company’s email id: [investor.relations@skipperlimited.com](mailto:investor.relations@skipperlimited.com) for this purpose.
- 19) **Voting through electronic means:**
- (i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of 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 37<sup>th</sup> Annual General Meeting to be held on 9<sup>th</sup> August, 2018.
- (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. 2<sup>nd</sup> August, 2018** 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 (CDSL) 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 6 <sup>th</sup> August, 2018	Up to 5.00 P.M. (IST) on 8 <sup>th</sup> August, 2018

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.

- (iii) 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 along with “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 follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha- numeric *PAN issued by Income Tax Department (Applicable to both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digit of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digit enter the applicable number of 0's before the number after the first two character of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or Company please enter the member id/folio number in the Dividend Bank Details field.</li> </ul>

- h. After entering these details appropriately, click on "SUBMIT" tab.
- i. Members holding shares in physical form will then reach directly to 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 any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL 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.
- (iv) 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.
- (v) 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. 2<sup>nd</sup> August, 2018.
- (vi) 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. 2<sup>nd</sup> August, 2018 may contact the Company for Login ID and other e-voting related details.
- (vii) 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. 1800225533.
20. The Board of Directors of the Company has appointed Sri Raj Kumar Banthia, Practicing Company Secretary (Membership No- 17190/CP- 18428) 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 as the scrutinizer and will be available for the said purpose.
21. 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.
22. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. 9<sup>th</sup> August, 2018.

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

**Item No.4**

Pursuant to the provisions of Section 148 of the Companies Act, 2013, the Company is required to have the audit of its cost records conducted by a cost accountant in practice. The Board of Directors of the Company has on recommendation of the Audit Committee approved the appointment of M/s AB & Co, Cost Accountants as the Cost Auditor of the Company for the Financial Year 2018-19 at a remuneration of ₹ 70,000/- (Rupees seventy thousand only) plus applicable taxes and reimbursement of actual out-of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be approved by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at item no. 4 of the Notice for approval of the remuneration payable to the Cost Auditor of the Company for the financial year ending March 31, 2019.

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

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

#### **Item No.5**

The Board of Directors at its meeting held on 5<sup>th</sup> September, 2017 has appointed Sri Ashok Bhandari as an Additional Director (Independent) of the Company w.e.f 6<sup>th</sup> September, 2017 to hold office up to the date of the ensuing Annual General Meeting of the Company under Section 161 of the Companies Act, 2013.

Sri Ashok Bhandari is a Chartered Accountant and is an experienced, competent, self-motivated and team oriented professional having profound knowledge in strategic planning, resource mobilization, treasury, accounts, secretarial and legal functions and has rich & versatile experience of about 36 years in negotiating with banks, governments and technology & equipment suppliers.

In the opinion of the Board, Sri Ashok Bhandari, fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for appointment as Independent Director of the Company and he is independent of the management. Accordingly, in compliance of Section 149,150,152, Schedule IV and any other applicable provisions of the Companies Act, 2013 and on recommendation of the Nomination & Remuneration committee, Sri Ashok Bhandari is proposed to be appointed as an Independent Director of the Company to hold office for a term of 5 years with effect from 6<sup>th</sup> September, 2017. A notice pursuant to Section 160 of the Companies Act, 2013 has been received from a member proposing the candidature of Sri Ashok Bhandari for the office of Director.

A copy of the letter of appointment, setting out terms and conditions of his appointment, is available for inspection for the members at the registered office of the Company on all working days between 11.00 a.m. to 1.00 p.m. upto the date of Annual General Meeting.

Except Sri Ashok Bhandari 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. 5 of the notice.

The Board considers that the appointment of Sri Ashok Bhandari would be of immense benefit to the Company and thus recommends the Ordinary Resolution as set out at item no. 5 for approval of members of the Company.

Other details in respect of appointment of Sri Ashok Bhandari, in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and Secretarial Standards on General Meetings is annexed to this notice.

#### **Item No. 6 & 7**

The Board of Directors at its meeting held on 5<sup>th</sup> September, 2017 has appointed Sri Yash Pall Jain as an Additional Director (Whole Time) of the Company w.e.f 6<sup>th</sup> September, 2017 to hold office up to the date of the ensuing Annual General Meeting of the Company under Section 161 of the Companies Act, 2013.

Sri Yash Pall Jain is a B.com graduate from Punjab University and has profound knowledge and experience of over 35 years in various leading Industrial Houses including Hawkins Cookers Limited, Punjab State Seeds Corporation Limited, Adhunik Group of Industries, Oswal Agro Mills Ltd, etc. He has served in Bhusan Power & Steel Limited for around 24 years and in his long spanning service career he has held several responsible and important portfolios in commercial activities, banking operations, indirect taxation, internal audit as well as has experience in handling operation of plants and liasioning with all government authorities.

In the opinion of the Board, Sri Yash Pall Jain, fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for appointment as Director of the Company. Accordingly, in compliance of Sections 196, 197, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 and on recommendation of the Nomination & Remuneration committee, Sri Yash Pall Jain is proposed to be appointed as a Whole -Time Director of the Company to



hold office for a term of 3 years with effect from 6<sup>th</sup> September, 2017. A notice pursuant to Section 160 of the Companies Act, 2013 has been received from a member proposing the candidature of Sri Yash Pall Jain for the office of Director.

The Nomination and Remuneration Committee has approved the terms of appointment and remuneration of the Whole Time Director in its meeting held on 5<sup>th</sup> September, 2017. For the purpose, an agreement has been 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 /PERQUISITES**

Basic Salary of ₹ 13,50,432 (Rupees thirteen lakhs fifty thousand four hundred and thirty two) per year in the range of (₹ 13,50,432 – ₹ 20,00,000) over a period of three years 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 Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force.

Besides the above salary, Sri Yash Pall Jain will be entitled to the perquisites and other benefits which may include house rent allowance, conveyance allowance, medical allowance/reimbursements, special allowance, education allowance, bonus or any other allowances/perquisites as may be decided by the Board.

**b. OTHER TERMS**

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 aggregate of remuneration and perquisite/benefits payable to the Whole Time Director and the other Whole Time Directors taken together shall be within the limits prescribed under the Companies Act, 2013 or any amendments thereof.

The copy of the agreement as approved by the Board and executed between Sri Yash Pall Jain and the Company is available for inspection of the members at the registered office of the Company on all working days between 11.00 a.m. to 1.00 p.m. upto the date of Annual General Meeting.

Except Sri Yash Pall Jain 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. 6 & 7 of the notice.

The Board considers that the appointment of Sri Yash Pall Jain would be of immense benefit to the Company and thus recommends the Ordinary Resolution as set out at item no. 6 & 7 for approval of members of the Company.

Other details in respect of appointment of Sri Yash Pall Jain, in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and Secretarial Standards on General Meetings is annexed to this notice.

**Item No. 8 & 9**

The shareholders of the Company by way of special resolution passed at the 33<sup>rd</sup> Annual General Meeting held on 23<sup>rd</sup> September, 2014, have authorized Board of Directors of the Company to borrow upto a limit of ₹ 3000 crores under Section 180(1) (c) of Companies Act, 2013 and have also authorized the Board of Directors of the Company to create

mortgage/charge/hypothecation on its movable & immovable properties upto the said amount under 180(1)(a) of the Companies Act, 2013.

Keeping in view the Company's existing and future financial requirements to support its business operations the Company may explore possibilities to raise finance through issue of non-convertible debentures/bonds amongst other sources and it is therefore proposed to revise the resolution passed on 23<sup>rd</sup> September, 2014 by inserting various modes of raising finance.

Further, in order to create mortgage/charge/hypothecation on the movable & immovable properties of the Company to secure borrowings through issue of non-convertible debentures/bonds to be availed by the Company, the resolution under section 180(1) (a) of the Companies Act, 2013 also needs to be revised.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are in anyway concerned or interested in the resolution set out at item no. 8 & 9 of the Notice.

The Board recommends the special resolution as set out at item no. 8 & 9 for approval of members of the Company.

**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]**

<b>Name of the Director</b>	<b>Sri Siddharth Bansal</b>	<b>Sri Ashok Bhandari</b>	<b>Sri Yash Pall Jain</b>
Director Identification Number	02947929	00012210	00016663
Age	30 years	65 years	59 years
Qualification	He holds a degree in Entrepreneurship from University of Illinois, USA	He holds a bachelor's degree in Science and is a Chartered Accountant	He has a bachelor's degree in Commerce from Punjab University
Date of Joining the Board	10 <sup>th</sup> March,2010	6 <sup>th</sup> September, 2017	6 <sup>th</sup> September, 2017
Experience (approx)	8 years	36 years	35 years
Nature of expertise	Has expertise in operations/manufacturing / marketing of polymer products	Has expertise in strategic planning, resource mobilization, banking, finance, treasury, accounts, secretarial and legal functions	Has expertise in commercial activities, banking operations, indirect taxation, internal audit and handling plant operations
Brief resume	Sri Siddharth Bansal holds a degree in Entrepreneurship from University of Illinois, USA.  He spearheaded the Company's first diversification into non-steel products and is currently heading the Polymer product manufacturing divisions of the Company.	Sri Ashok Bhandari holds a bachelor's degree in Science and is a Chartered Accountant.  He has rich and versatile experience of about 36 years in negotiating with banks, government and technology & equipment suppliers. He has held several responsible and important portfolios in various industries and has received several recognitions and awards during his career.	Sri Yash Pall Jain is a B.Com Graduate from Punjab university and is having more than 35 years of experience with various leading industrial houses.  In his corporate career he has held several responsible and important portfolios in commercial activities, banking operations, indirect taxation, Internal audit and has experience in handling plant operations.

Terms & Conditions of appointment	Whole Time Director, liable to retire by rotation.	Independent Director for a period of five years subject to the approval of the members at the Annual General Meeting of the Company.	Whole Time Director, liable to retire by rotation for a period of three years subject to the approval of the members at the Annual General Meeting of the Company.  Brief terms and conditions of his appointment are mentioned in the explanatory statement relating to his appointment.
Details of remuneration sought to be paid.	₹ 2.40 crore annually	Eligible to receive sitting fees and profit linked commission.	As per explanatory statement relating to his appointment
Remuneration last drawn.	₹ 2.40 crore annually	N.A	N.A
Number of Board meeting attended during the year	4/4	2/2	2/2
Disclosure of relationship with other directors/ KMP	Sri Siddharth Bansal is son of Sri Sajan Kumar Bansal and brother of Sri Sharan Bansal and Sri Devesh Bansal, directors of the Company.	Sri Ashok Bhandari is not related to any of the Directors/KMP of the Company.	Sri Yash Pall Jain is not related to any of the Directors/KMP of the Company.
Shareholding of Director ( No. of equity shares)	1,04,68,725	Nil	Nil
Other Directorship	i. Skipper Pipes Limited ii. Skipper Polychem Limited iii. Skipper Polypipes Private Limited	i. Aum Capital Market Private Limited ii. Cast Solutions Limited iii. Cem Logistics Private Limited iv. Digvijay Finlease Limited v. IFB Industries Limited vi. Intrasoft Technologies Limited vii. Maithan Alloys Limited viii. N.B.I.Industrial Finance Company Limited ix. NPR Finance Limited x. Ragini Finance Limited xi. Shree Capital Services Limited xii. Shreecap Holdings Private Limited	NIL
Other Committee Positions	NIL	i. <b>Intrasoft Technologies Limited</b>  Member in Nomination & Remuneration Committee & Stakeholders Relationship Committee  ii. <b>Digvijay Finlease Limited</b>	NIL

		<p>Member in Audit Committee, Nomination &amp; Remuneration Committee and Stakeholders Relationship Committee.</p> <p><b>iii. Shree Capital Services Limited</b></p> <p>Chairman in Corporate Social Responsibility Committee</p> <p><b>iv. NBI Industrial Finance Company Limited</b></p> <p>Member in Nomination &amp; Remuneration Committee and Stakeholders Relationship Committee.</p> <p><b>v. IFB Industries Limited</b></p> <p>Member in Audit Committee</p> <p><b>vi. NPR Finance Limited</b></p> <p>Member in Audit Committee and Nomination &amp; Remuneration Committee</p>	
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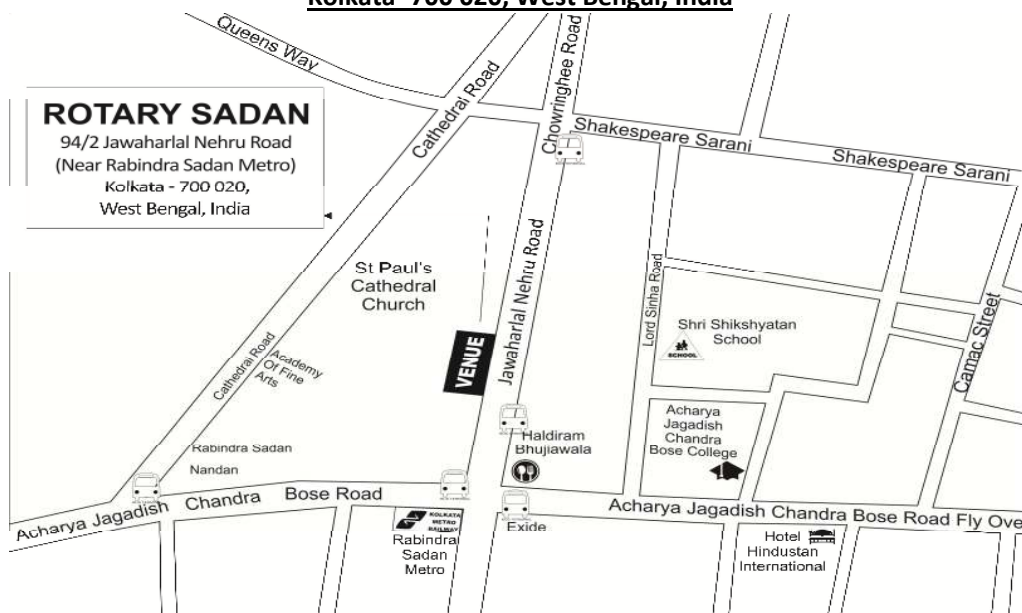
By order of the Board  
For Skipper Limited

Registered Office:  
3A, Loudon Street, Kolkata- 700017  
Date: 17<sup>th</sup> May, 2018

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, Web: [www.skipperlimited.com](http://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 37th Annual General Meeting of the Company, to be held on Thursday, 9th August, 2018 at 3.30 p.m. at Shripati Singhanian 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 31st March, 2018, and the reports of the Board of Directors and the Auditors' thereon.
2	Declaration of dividend for the financial year ended 31st March, 2018.
3	Appointment of director in place of Sri Siddharth Bansal (DIN: 02947929) who retires by rotation and being eligible, offers himself for re-appointment.
4	Approval of remuneration of the Cost Auditors for financial year ending March 31, 2019.
5	Appointment of Sri Ashok Bhandari (Din: 00012210) as Independent Director of the Company for a period of five years.
6	Appointment of Sri Yash Pall Jain (Din: 00016663) as Director.
7	Appointment of Sri Yash Pall Jain (Din: 00016663) as Whole-Time Director of the Company for a period of three years.
8	Authorization under Section 180(1)(c) of Companies Act, 2013 to Board of Directors of the Company to borrow upto a limit of ₹ 3000 crores.
9	Authorization under Section 180(1)(a) of Companies Act, 2013 to Board of Directors for creation of mortgage/charge/hypothecation on the movable & immovable properties of the Company upto the limit approved under Section 180(1)(c) of the Act.

Signed this.....day of .....2018

Affix Re 1  
revenue  
stamp

Signature of shareholder

Signature of proxy holder(s)

**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.

## SKIPPER LIMITED

CIN: L40104WB1981PLC033408

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### ATTENDANCE SLIP

<b>Regd. Folio / DP ID &amp; Client ID</b>
<b>Name and Address of the Shareholder</b>

1. I, hereby record my presence at the 37<sup>th</sup> Annual General Meeting of the Company held on Thursday, 9<sup>th</sup> August, 2018 at 3.30 p.m at Shripati Singhania Hall, Rotary Sadan, 94/2 Jawaharlal Nehru Road (Near Rabindra Sadan Metro Station) Kolkata- 700 020

2. Signature of the Shareholder/Proxy Present

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3. Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover the same at the entrance duly signed.
4. Shareholder / Proxy holder desiring to attend the meeting may bring his / her copy of the Annual Report for reference at the meeting.

**Note:** - PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING.

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### ELECTRONIC VOTING PARTICULARS

(1) EVSN (E-Voting Sequence No.)	(2) USER ID.	(3) PAN or Sequence No.	(4) Bank Account No./DOB
			(See Note No.1)

Notes:

- (1) Where both the details are not registered with the Depositories or Company please enter your User Id. as mentioned in column (2) above.
- (2) Please read the Instructions printed in the Notice of the 37<sup>th</sup> Annual General Meeting. The e-voting period starts from 9.00 A.M. on 6<sup>th</sup> August, 2018 and ends at 5.00 P.M. on 8<sup>th</sup> August, 2018. The e-voting module shall be disabled by CDSL for voting thereafter.