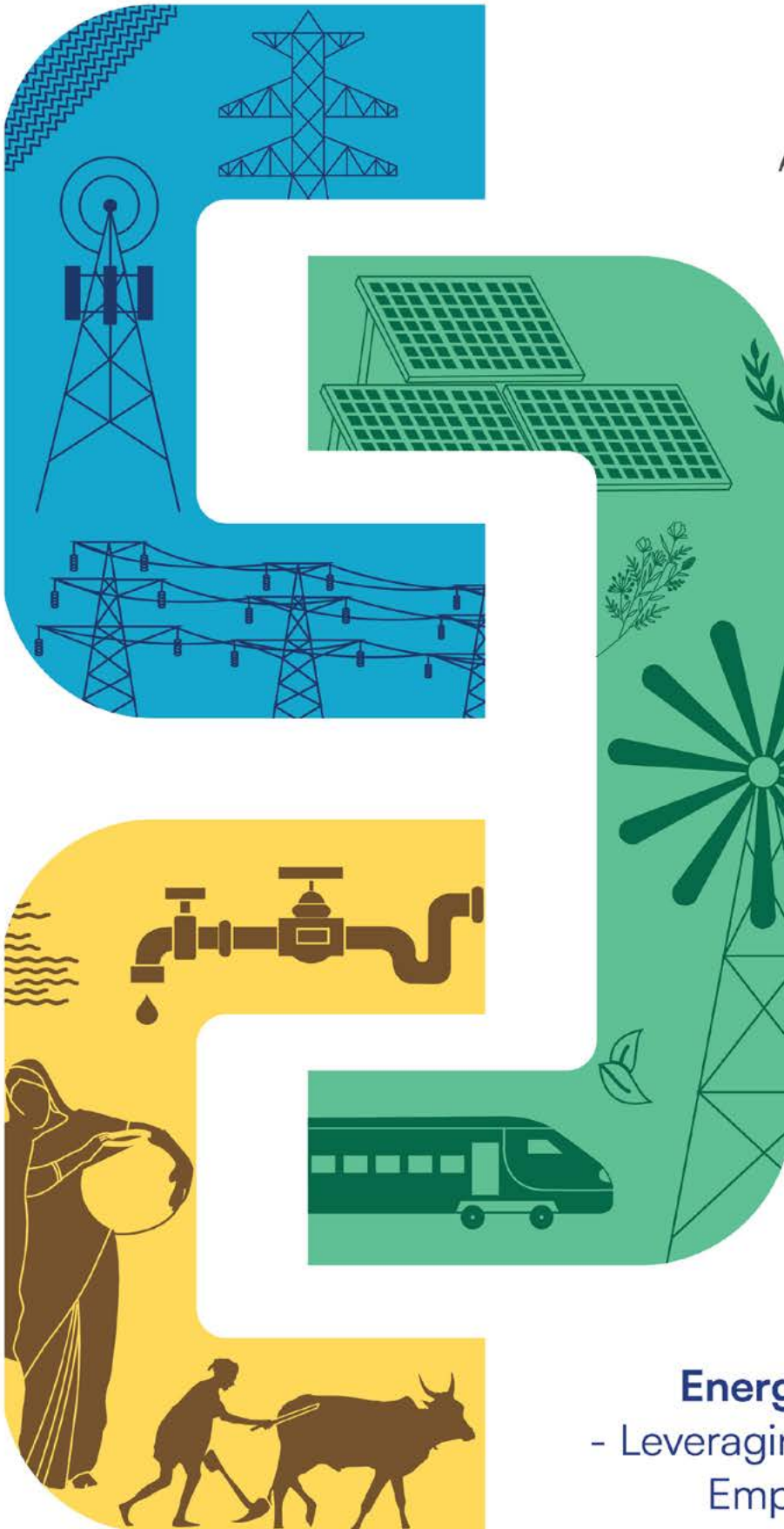


Notice For 43rd
Annual General Meeting



Energizing the Future
- Leveraging Opportunities,
Empowering Growth.

SKIPPER LIMITED

CIN: L40104WB1981PLC033408

Registered Office: 3A, Loudon Street, Kolkata – 700 017, West Bengal, India

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Website: www.skipperlimited.com

NOTICE OF 43RD ANNUAL GENERAL MEETING

NOTICE is hereby given that the **FORTY-THIRD ANNUAL GENERAL MEETING** ('AGM') of the members of **SKIPPER LIMITED** ('the Company') will be held on Thursday, 19th September, 2024 at 11.30 A.M., through Video Conference or Other Audio Visual Means (VC/OAVM) to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (both Standalone and Consolidated) of the Company for the financial year ended 31st March, 2024, together with the reports of the Board of Directors and the Auditors thereon.
2. To declare a dividend for the financial year ended 31st March, 2024. The Board of Directors has recommended a Dividend of 10% i.e. ₹ 0.10 per equity share of face value of Re. 1 each fully paid up and ₹ 0.025 per equity share of face value of Rs. 0.25 each partly paid up.
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 the following resolution for appointment of Statutory Auditor and fixation of remuneration as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any of the Companies Act 2013 ('the Act') read with the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and based on recommendation of the Audit Committee and the Board of Directors (the 'Board'), M/s. JKVS & Co., Chartered Accountants (Firm Registration No. 318086E) be and are hereby appointed as the Statutory Auditors of the Company to hold the office for a period of five consecutive years from the conclusion of 43rd Annual General Meeting until the conclusion of the 48th Annual General Meeting of the Company to be held in the year 2029, on the terms and conditions, including remuneration, as set out in the explanatory statement annexed to this notice."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to revise and alter the remuneration payable to the Statutory Auditors at any time during the tenure, pursuant to the recommendation of the Audit Committee."

"RESOLVED FURTHER THAT the Board and 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."

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass the following resolution for ratification of remuneration of Cost Auditors for the Financial Year 2024-25 as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ('the 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-imbursalment of actual out of pocket expenses incurred in connection with the audit as recommended by the Audit Committee and approved by the Board of Directors, 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 31st March, 2025, be and is hereby ratified and approved.”

“**RESOLVED FURTHER THAT** the Board of Directors or the 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 the following resolution for re-appointment of Mr. Sajan Kumar Bansal (DIN: 00063555), as Managing Director of the Company as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 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), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and upon recommendation of the Nomination & Remuneration Committee, Audit Committee and approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. Sajan Kumar Bansal (DIN: 00063555) as the Managing Director of the Company, not liable to retire by rotation, for a further period of five years with effect from 1st July, 2024 and remuneration payable thereof on the terms and conditions as set out in the explanatory statement annexed to this notice and the agreement & supplement agreement dated 02nd May, 2024 & 30th July, 2024 respectively, entered into between the Company and Mr. Sajan Kumar Bansal, Managing Director, submitted to this meeting, which agreement & supplement agreement be and are hereby specifically approved and that the approval be also deemed to be approval pursuant to the provisions of Regulation 17 (6)(e) of the Listing Regulations.”

“**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary be and are hereby severally authorized to execute all such writings and 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 the following resolution for revision in remuneration of Mr. Sharan Bansal (DIN: 00063481), Whole-time Director of the Company as a **Special Resolution**:

“**RESOLVED THAT** in partial modification of earlier resolutions passed by the Members of the Company on 24th August, 2022 approving the re-appointment and terms including remuneration of Mr. Sharan Bansal (DIN: 00063481), Whole-Time Director of the Company and pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (‘the 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), applicable provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and upon recommendations and approvals of the Nomination & Remuneration Committee, Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for payment of revised remuneration to Mr. Sharan Bansal (DIN: 00063481), Whole-Time Director of the Company with effect from 2nd May, 2024, for the remaining tenure of his current appointment, as set out in the Explanatory Statement annexed to this notice and the supplemental agreement entered into between the Company and Mr. Sharan Bansal submitted to this meeting, which agreement be and is hereby specifically approved and that the approval be also deemed to be approved pursuant to the provisions of Regulation 17 (6)(e) of the Listing Regulations.”

“**RESOLVED FURTHER THAT** the aforesaid remuneration be paid as minimum remuneration notwithstanding the fact that the Company has no profits or its profits are inadequate at any time during his existing tenure.”

“**FURTHER RESOLVED THAT** any of the Directors or the Company Secretary of the Company be and are hereby severally authorized to execute all such writings, instruments or to file forms or to do all such acts, deeds, matters and things which may be usual, expedient or proper to give effect to the above resolution.”

8. To consider and if thought fit, to pass the following resolution for revision in remuneration of Mr. Devesh Bansal (DIN: 00162513), Whole-time Director of the Company as a **Special Resolution**:

“RESOLVED THAT in partial modification of earlier resolutions passed by the Members of the Company on 16th June, 2022 approving the re-appointment and terms including remuneration of Mr. Devesh Bansal (DIN: 00162513), Whole-Time Director of the Company and pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (‘the 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), applicable provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and upon recommendation and approval of the Nomination & Remuneration Committee, Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for payment of revised remuneration to Mr. Devesh Bansal (DIN: 00063481), Whole-Time Director of the Company with effect from 2nd May, 2024, for the remaining tenure of his current appointment, as set out in the Explanatory Statement annexed to this notice and the supplemental agreement entered into between the Company and Mr. Devesh Bansal submitted to this meeting, which agreement be and is hereby specifically approved and that the approval be also deemed to be approval pursuant to the provisions of Regulation 17 (6)(e) of the Listing Regulations.”

“RESOLVED FURTHER THAT the aforesaid remuneration be paid as minimum remuneration notwithstanding the fact that the Company has no profits or its profits are inadequate at any time during his existing tenure.”

“FURTHER RESOLVED THAT any of the Directors or the Company Secretary of the Company be and are hereby severally authorized to execute all such writings, instruments or to file forms or to do all such acts, deeds, matters and things which may be usual, expedient or proper to give effect to the above resolution.”

9. To consider and if thought fit, to pass the following resolution for revision in remuneration of Mr. Siddharth Bansal (DIN: 02947929), Whole-time Director of the Company as a **Special Resolution**:

“RESOLVED THAT in partial modification of earlier resolutions passed by the Members of the Company on 16th June, 2022 approving the re-appointment and terms including remuneration of Mr. Siddharth Bansal (DIN: 02947929), Whole-Time Director of the Company and pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (‘the 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), applicable provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and upon recommendation and approvals of the Nomination & Remuneration Committee, Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for payment of revised remuneration to Mr. Siddharth Bansal (DIN: 02947929), Whole-Time Director of the Company with effect from 2nd May, 2024, for the remaining tenure of his current appointment, as set out in the Explanatory Statement annexed to this notice and the supplemental agreement entered into between the Company and Mr. Siddharth Bansal submitted to this meeting, which agreement be and is hereby specifically approved and that the approval be also deemed to be approved pursuant to the provisions of Regulation 17 (6)(e) of the Listing Regulations.”

“RESOLVED FURTHER THAT the aforesaid remuneration be paid as minimum remuneration notwithstanding the fact that the Company has no profits or its profits are inadequate at any time during his existing tenure.”

“FURTHER RESOLVED THAT any of the Directors or the Company Secretary of the Company be and are hereby severally authorized to execute all such writings, instruments or to file forms or to do all such acts, deeds, matters and things which may be usual, expedient or proper to give effect to the above resolution.”

10. To consider and if thought fit, to pass the following resolution for appointment of Mr. Desh Raj Dogra (DIN: 00226775), as an Independent Director of the Company as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 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) & applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, in accordance with the provisions of Articles of Association of the Company and based on recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, Mr. Desh Raj Dogra (DIN: 00226775), who has been appointed as an Additional Director of the Company in the Independent category and has submitted a declaration that he meets the criteria of Independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 (1) 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, not liable to retire by rotation and to hold office for a term of 5 (five) years from 30th July, 2024 to 29th July, 2029 (both days inclusive) on such terms and conditions as stated in the explanatory statement hereto.”

“RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary 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.”

11. To consider and if thought fit, to pass the following resolution for increase in borrowing powers of the Company under Section 180 (1) (c) of the Companies Act, 2013 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 9th August, 2018 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, free reserves and Securities Premium, 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 ₹ 5000 crores (Rupees five thousand crores only).”

“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.”

12. To consider and if thought fit, to pass the following resolution for mortgage and/or charge creation on movable and immovable assets and properties of the Company Under section 180 (1) (a) of the Companies Act, 2013 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 9th August, 2018 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.”

13. To consider and if thought fit, to pass the following resolution for raising of funds through issuance of securities of the Company as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Sections 23, 42, 62, 71, 179 and other applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), each including any amendment(s), statutory modification(s), or re-enactment(s) thereof (“**Companies Act**”) and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 the Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004, including any amendments, statutory modification(s) and/or re-enactment thereof, the Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India from time to time, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, the Depository Receipts Scheme, 2014 each as amended; the listing agreements entered into by the Company with the stock exchanges where the equity shares of face value of Rs. 1/- of the Company are listed (“**Stock Exchanges**”, and such equity shares, the “**Equity Shares**”); and any other provisions of applicable law (including all other applicable statutes, clarifications, rules, regulations, circulars, notifications, and guidelines issued by the Government of India (“**Gol**”), Ministry of Corporate Affairs (“**MCA**”), Reserve Bank of India (“**RBI**”), Securities and Exchange Board of India (“**SEBI**”), Stock Exchanges, and such other statutory / regulatory authorities), and subject to all approvals, permissions, consents, and / or sanctions as may be necessary or required from SEBI, the Stock Exchanges, RBI, MCA, Gol, or any other concerned statutory / regulatory authority, and subject to such terms, conditions, or modifications as may be prescribed or imposed while granting such approvals, permissions, consents, and / or sanctions by any of the aforesaid authorities, which will be considered by the board of directors of the Company (“**Board**”, which term shall include any committee which the Board may have constituted or may hereinafter constitute to exercise its powers, including the powers conferred by this resolution), approval of the members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorised to offer, issue, and allot (including with provisions for reservations on firm and / or competitive basis, or such part of the issue and for such categories of persons as may be permitted) any instrument or security, including Equity Shares, fully / partly convertible debentures, foreign currency convertible bonds, non—convertible debentures, warrants (collectively, the “**Securities**”), or any combination of Securities, to all or any such investors, jointly and / or severally, that may be permitted to invest in such issuance of Securities, including resident or non—resident / foreign investors (whether institutions and / or incorporated bodies and / or trusts or otherwise) / foreign portfolio investors / mutual funds / pension funds / venture capital funds / banks / alternate investment funds / Indian and / or multilateral financial institutions / insurance companies / any other qualified institutional buyers as defined under the SEBI ICDR Regulations (“**QIBs**”) / any other category of persons or entities who are authorised to invest in the Securities in terms of applicable law, as may be deemed appropriate by the Board in its absolute discretion and whether or not such investors are members of the Company, for cash, in one or more tranches, with or without a green shoe option, to raise funds for an aggregate consideration amounting up to Rs. 600 crore (Rupees Six Hundred Crore only), through a public issue, preferential allotment, or a private placement (including one or more qualified institutions placements (“**QIP**”) in accordance with the applicable provisions of the Companies Act and the SEBI ICDR Regulations), or through any other permissible mode and / or combination thereof as may be considered appropriate, to be to be subscribed to in Indian and / or any foreign currency by all eligible investors, through the issuance of an offer document / letter / circular

/ placement document, as permitted under applicable laws and regulations, at such price (including at a discount or premium to market price or prices permitted under applicable law), in such manner, and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion, including the discretion to determine to whom the offer, issue and allotment of Securities shall be made to the exclusion of others (including allotment to stabilizing agent in terms of green shoe option, if any, exercised by the Company); making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investors and / or in respect of different Securities; number of securities to be issued; face value; number of Equity Shares to be issued and allotted on conversion / redemption / extinguishment of debt(s); rights attached to the warrants; period of conversion; fixing of record date; and / or book closure dates subject to the applicable laws considering the prevailing market conditions and / or other relevant factors, and wherever necessary, in consultation with the book running lead managers and / or other advisors appointed.”

“RESOLVED FURTHER THAT the relevant date for the purpose of pricing the Securities shall be date of the meeting in which the Board decides to open the issue of the Securities, subsequent to receipt of approval from the members of the Company, in terms of applicable law; in the event that convertible securities (as defined under the SEBI ICDR Regulations) are issued to QIBs by way of a QIP, the relevant date for pricing of such Securities shall be either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as determined by the Board.”

“RESOLVED FURTHER THAT in case of an issue and allotment of Securities by way of a QIP in terms of the SEBI ICDR Regulations:

- (i) the allotment of the Securities shall be completed within 365 days from the date of passing of the special resolution by the members of the Company;
- (ii) the Equity Shares to be offered, issued, and allotted shall be subject to the provisions of the memorandum of association and articles of association of the Company and shall rank pari passu in all respects with the existing Equity Shares;
- (iii) no partly paid-up Equity Shares or other Securities shall be issued / allotted;
- (iv) the issuance of the Securities by way of the QIP shall be made at such price that is not less than the price determined in accordance with the pricing formula provided under Regulation 176(1) of the SEBI ICDR Regulations ("**QIP Floor Price**"), and the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the SEBI ICDR Regulations, as may be applicable. However, the Board, at its absolute discretion, may offer a discount of not more than 5% or such other percentage as may be permitted under applicable law on the QIP Floor Price;
- (v) no single allottee shall be allotted more than 50% of the issue size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations; and
- (vi) the Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to this special resolution.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above, the Securities may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per prevailing practices and regulations in the capital markets and the Board be and is hereby authorised, in its absolute discretion, in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed to.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above, the Board be and is hereby authorised to do such acts, deeds, and things, in its absolute discretion, as it deems necessary or desirable in connection with offering, issuing, and allotting the Securities, and to give effect to these resolutions, including, without limitation, the following:

- (a) offer, issue and allot all / any of the Securities, subject to such terms and conditions, as the Board may deem fit and proper in its absolute discretion;
- (b) determining the terms and conditions of the issuance, including among other things, (i) terms for issuance of additional Securities and for disposal of Securities which are not subscribed to by issuing

them to banks / financial institutions / mutual funds or otherwise, (ii) terms as are provided in domestic offerings of this nature, and (iii) terms and conditions in connection with payment of interest, dividend, voting rights, premium and redemption or early redemption, conversion into Equity Shares, pricing, variation of the price or period of conversion, and / or finalizing the objects of the issuance and the monitoring of the same;

- (c) approve, finalise, and execute any preliminary as well as final offer document (including, among other things, any draft offer document, offering circular, registration statement, prospectus, placement document, private placement offer letter, letter of offer, and / or other letter or circular), and to approve and finalise any bid cum application form, abridged letter of offer, notices, including any advertisements and other documents or any term sheets or any other ancillary documents in this regard;
- (d) decide the form, terms and timing of the issue(s) / offering(s), Securities to be issued and allotted, class of investors to whom Securities are to be offered, issued and allotted, number of Equity Shares to be issued and allotted in each tranche;
- (e) issue and allot such number of Equity Shares, as may be required to be issued and allotted, upon conversion of any Securities, or as may be necessary in accordance with the terms of the issuance all such Equity Shares ranking pari passu with the existing Equity Shares in all respects;
- (f) approve, finalise, execute, and amend agreements and documents, including, any number of powers of attorney, lock-up letters, agreements in connection with the creation of any security, and agreements in connection with the appointment of any intermediaries and / or advisors, (including for underwriting, marketing, listing, trading, appointment of lead manager(s) / merchant banker(s), legal counsel, depository(ies), banker(s), advisor(s), registrar(s), trustee(s), and other intermediaries as required), and to pay any fees, commission, costs, charges and other expenses in connection therewith;
- (g) provide such declarations, affidavits, certificates, consents and / or authorities as required from time to time;
- (h) seek any consents and approvals, including, among others, the consent from the Company's lenders, customers, vendors, parties with whom the Company has entered into agreements, and from concerned statutory and regulatory authorities;
- (i) file requisite documents with the SEBI, Stock Exchanges, the GoI, the RBI, and any other statutory and / or regulatory authorities, and any amendments, supplements or additional documents in relation thereto, as may be required;
- (j) seeking the listing of the Securities on any stock exchange(s), submitting the listing application to such stock exchange(s) and taking all actions that may be necessary in connection with obtaining such listing approvals (both in-principle and final listing and trading approvals);
- (k) open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board;
- (l) approving the issue price and finalize allocation and the basis of allotment of the Securities on the basis of the bids / applications and oversubscription thereof as received, where applicable;
- (m) acceptance and appropriation of the proceeds of the issue of the Securities;
- (n) affix the common seal of the Company, as required, on any agreement, undertaking, deed or other document, in the presence of any one or more of the directors of the Company or any one or more of the officers of the Company as may be authorised by the Board in accordance with the memorandum of association and articles of association of the Company;

- (o) further authorise and empower any committee and / or director(s) and / or officer(s) of the Company, to execute and deliver, for and on behalf of the Company, any and all other documents or instruments and doing or causing to be done any and all acts or things as the committee / director(s) / officer(s) may deem necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing, or in connection with the issuance of Securities, and any documents or instruments so executed and delivered or acts and things done or caused to be done by the committee / director(s) / officer(s) shall be conclusive evidence of the authority of the committee / director(s) / officer(s) and the Company in doing so; and

- (p) do all such incidental and ancillary acts and things as may be deemed necessary, and to give such directions that may be necessary or settle any issues, questions, difficulties or doubts that may arise in regard to or in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions and the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution and all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

By order of the Board
For Skipper Limited

Kolkata
27th August, 2024

Anu Singh
Company Secretary & Compliance Officer
ICSI Membership No: FCS 9782

NOTES:

- 1) In pursuance of the circulars issued by the Ministry of Corporate Affairs ('MCA') vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being General Circular No. 09/2023 dated September 25, 2023 (hereinafter collectively referred to as "MCA Circulars") and circulars issued by Securities and Exchange Board of India vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 (hereinafter collectively referred to as "Circulars"), companies are allowed to conduct their Annual General Meeting (AGM) during the calendar year 2024 through Video Conferencing or Other Audio Visual Means (VC/OAVM).

In compliance with the above Circulars, the relevant provisions of the Companies Act, 2013 ('the Act') and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 43rd Annual General Meeting ("AGM" or the "Meeting") of the Company will be held on Thursday, 19th September, 2024 at 11.30 A.M., (IST) through VC/OAVM. The deemed venue for the 43rd AGM shall be the Registered Office of the Company.

- 2) According to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), and the MCA Circulars, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of holding 43rd AGM of the Company through VC/OAVM. The facility of casting votes by a member using a remote e-voting system as well as e-voting during the AGM will be provided by NSDL at <https://www.evoting.nsdl.com>
- 3) An Explanatory Statement pursuant to Section 102 of the Act and Rules framed thereunder, in respect of the Special Business under Item No. 5 to 13 forms part of this notice. The Board of Directors of the Company at its meeting held on 27th August, 2024 considered that the special business under Item Nos. 5 to 13, being considered unavoidable, be transacted at the 43rd AGM of the Company.
- 4) Members attending the AGM through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 5) 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. Since, the AGM is being conducted through VC/OAVM, 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.com.

- 6) Since the AGM will be held through VC/OAVM, the Route Map is not annexed with this Notice.
- 7) 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.
- 8) In accordance with the above circulars, the Notice along with the Annual Report of the Company for the financial year ended 31st March, 2024, 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 31st March, 2024 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.
- 9) Necessary information of the Directors as required under Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) forms part of this notice.

10) Book Closure and Dividend:

Pursuant to the provisions of Section 91 of the Act read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of Listing Regulations, the Register of Members of the Company will remain closed from Friday, 13th September, 2024 to Thursday, 19th September, 2024 (both days inclusive) in connection with the Annual General Meeting and for the purpose of payment of Dividend, if declared at the Meeting. 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 list to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on Thursday, **12th September, 2024**.
- b. To all members in respect of shares held in physical form on or before the close of business hours on Thursday, **12th September, 2024**.

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.

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 by sending duly completed ISR 1 available on RTA's website www.mdpl.in. 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.

- 11) SEBI vide Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May, 2024 issued to the Registrar and Transfer Agents (RTA), SEBI Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17th November, 2023 and SEBI Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated 10th June, 2024, as amended, has mandated that with effect from April 1, 2024, dividend to the security holders holding shares in physical mode shall be paid only through electronic mode. Such payment to the eligible shareholders holding physical shares shall be made only after they have furnished their PAN, Contact Details (Postal Address with PIN and Mobile Number), Bank Account Details, Specimen Signature, etc., for their corresponding physical folios with the Company or its RTA. In view of the above, Members are requested to update their KYC details by sending duly completed ISR 1, ISR 2, Choice of nomination, bank account details with the Company's RTA, M/s. Maheshwari Datamatics Pvt. Ltd., 23 R.N. Mukherjee Road, 5th Floor, Kolkata-700001. The relevant forms prescribed by SEBI for furnishing the above information are available on the website of the RTA at www.mdpl.in. In respect of shares held in Electronic/ Demat form, members may please contact their respective Depository Participants.
- 12) SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in demat form only, while processing service requests viz. Issue of duplicate securities certificate, claim from Unclaimed Suspense Account, Renewal/Exchange of securities certificate, Endorsement, Sub-division/Splitting of securities certificate, Consolidation of securities certificates/ folios, Transmission and Transposition. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4. It may be noted that any service request can be processed only after the folio is KYC compliant.
- 13) 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 Thursday, 12th September, 2024, through email on investor.relations@skipperlimited.com. The same will be replied by the Company suitably.
- 14) Members willing to express their views or ask questions during the AGM are required to register themselves as speakers by sending their requests from Wednesday, 4th September, 2024 to Wednesday, 11th September, 2024, 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.
- 15) All documents referred to in the Notice and the Explanatory Statement shall be made available for inspection by the Members of the Company, without payment of fees up to and including the date of 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>.
- 16) The shareholders who have not uncashed their dividend warrants are requested to write to the Company for claiming outstanding dividends declared by the Company. Details of the unpaid/unclaimed dividend are uploaded on the website of the Company at www.skipperlimited.com.

As per Section 124(5) of the Act read with relevant rules made thereunder, all dividends which remain unpaid/unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account shall be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government. Further, as per Section 124 (6) of the Act read with relevant rules made thereunder, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to the IEPF Account. In terms of the aforesaid provisions, unclaimed dividend/shares for FY 2016-17 are due to be transferred to the IEPF on 10th October, 2024 and the Company has, accordingly, sent reminder letters to those shareholders whose shares/ dividends are liable to be transferred to IEPF. The Company, through a public notice in the newspaper, made on 29th June, 2024 has also advised those Members to claim their unclaimed or unpaid dividend from the Company within the stipulated time period, so as to prevent the concerned shares to be transferred to the Demat Account of the IEPF Authority.

17) 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 serve 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 serve basis.

18) Members, who need any assistance before or during the AGM, may contact on the helpline number or other contact details provided below.

19) 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.

20) VOTING THROUGH ELECTRONIC MEANS:

i) 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. Thursday, 12th September, 2024**, 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 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. The remote e-voting facility will be available during the following period:

Commencement of Remote E-voting	End of Remote E-voting
From 9.00 A.M. (IST) on Monday, 16 th September, 2024	Up to 5.00 P.M. (IST) on Wednesday, 18 th September, 2024

Any person holding shares in physical form and non-individual shareholders, who acquires shares in the Company and becomes a Member of the Company after sending of the Notice of the AGM and holding shares as on the cut-off date, i.e., Thursday, 12th September, 2024, may obtain the Login User Id and Password by sending a request at evoting@nsdl.com or investor.relations@skipperlimited.com.

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.

- ii) 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. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. 19th September, 2024. The recorded transcript of the proceedings of the AGM shall be available on the Company's website at www.skipperlimited.com
- iii) The Board of Directors of the Company has appointed Mr. Raj Kumar Banthia, Practicing Company Secretary (Membership no- A17190/CP-18428), partner of M/s. MKB & Associates, Practicing Company Secretaries, Kolkata, to act as Scrutinizer to scrutinize the process of remote e-voting and also e-voting during the meeting in a fair and transparent manner.
- iv) 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 at least two witnesses, not in the employment of the Company. The scrutinizer shall submit the consolidated scrutinizer's report, within two working days from the 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.

21) THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 16th September, 2024 at 09:00 A.M. and ends on 18th September, 2024, at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 12th September, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 12th September, 2024.

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





STEP 1: Access to NSDL E-Voting System

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

DETAILS ON STEP 1 ARE GIVEN BELOW:

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI master circular dated July 11, 2023 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi/ Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my Easi username & password. After successful login the Easi/ Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all

	<p>the e-voting Service Providers, so that the user can visit the e-voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/ Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve their User ID/ Password are advised to use Forget User ID and Forget Password option available at the above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	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 Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you will need to enter the 'initial password' and the system will force you to change your password.
- c) In order to retrieve the 'initial password'
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/ folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

DETAILS ON STEP 2 ARE GIVEN BELOW:

To cast your vote electronically and join General Meeting on NSDL e-Voting system-

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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 click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizermkb@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com
- 22) PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:**
- a. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), and AADHAR (self-attested scanned copy of Aadhar Card) by email to investor.relations@skipperlimited.com.
 - b. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor.relations@skipperlimited.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login

method explained at step 1 (A) i.e., Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

- c. Alternatively, shareholder/ members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

23) THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM/ AGM ARE AS UNDER: -

- a. The procedure for e-voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
- b. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the EGM/AGM.
- c. Members who have voted through Remote e-voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
- d. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

24) INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/ AGM THROUGH VC/ OAVM ARE AS UNDER:

- a. Members will be provided with a facility to attend the EGM/ AGM through VC/ OAVM through the NSDL e-coting system. Members may access by following the steps mentioned above for Access to NSDL e-voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the 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 in the notice to avoid last minute rush.
- b. Members are encouraged to join the Meeting through Laptops for better experience.
- c. Further, speakers will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

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

Item No.4

The Members of the Company at the 43rd Annual General Meeting ('AGM') held on 12th August, 2019 approved the re-appointment of M/s Singhi & Co., Chartered Accountants (Firm Registration No. 302049E) as the Statutory Auditors of the Company for a second term of five years from the conclusion of the said AGM. M/s Singhi & Co. will complete their second term on conclusion of this AGM in terms of the said approval and Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014.

The Board of Directors of the Company at its meeting held on 30th July, 2024, upon recommendation of the Audit Committee, have recommended for the approval of the Members, the appointment of M/s JKVS & Co., Chartered Accountants, (Firm Registration No. 318086E) as the Auditors of the Company for a period of five years from the conclusion of this AGM till the conclusion of the 48th AGM at a remuneration of ₹ 14 lakhs per annum.

As per the provisions of Section 139 and Section 141 of the Companies Act, 2013 ('the Act'), the Chartered Accountants Act, 1949 and the rules or regulations made thereunder, M/s. JKVS & Co. have given their consent dated 5th July, 2024 confirming their eligibility to be appointed as the Statutory Auditors of the Company and that if appointment made, would be within the limits laid down by or under the authority of the Act. They also hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

Details as required under Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

1. Proposed fees payable to the statutory auditor along with terms of appointment and in case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change-

- The fee proposed to be paid to M/s. JKVS & Co., towards statutory audit for financial year 2024-25 shall not exceed ₹ 14 lakhs per annum plus out of pocket expenses, with the authority to the Board to make revisions as it may deem fit, based on the recommendation of the Audit Committee.
- The fee for services in the nature of statutory certifications and other permissible non-audit services will be in addition to the statutory audit fee as above, and will be decided by the management in consultation with the Statutory Auditors. The provision of such permissible non-audit services will be reviewed and approved by the Audit Committee.
- There is no material change in the proposed fee for the auditor from that paid to the outgoing auditor.
- The Audit Committee and the Board of Directors, while recommending the appointment of M/s. JKVS & Co., as the Statutory Auditor of the Company, have taken into consideration, among other things, the credentials of the firm and partners, proven track record of the firm and eligibility criteria prescribed under the Act.

2. Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor proposed to be appointed:

M/s. JKVS & Co. Chartered Accountants, (Firm Registration No. 318086E) have experience in wide spectrum of services including Audit and Assurance, Risk Advisory, Consulting, Taxation, Corporate Finance and Management Services. The firm has more than 35 listed companies as its client and is operating at three metropolitan cities namely, Kolkata, Delhi and Mumbai.

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

Item No. 5

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 2nd May, 2024, 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 31st March, 2025 at a remuneration of ₹ 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 the financial year 2024-25.

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. 5 of the notice.

The Board recommends the Ordinary Resolution set forth in the item no. 5 for approval of the members of the Company.

Item No. 6

Mr. Sajan Kumar Bansal has been associated with the Company for more than 43 years and is the driving force behind the company's exponential growth and is responsible for the overall management of the Company. With special focus on day to day operation, taxation, compliances and strategic decisions, he has emerged as the backbone of the Company.

The members of the Company at their meeting held on 12th August, 2019, re-appointed Mr. Sajan Kumar Bansal (DIN: 00063555) as the Managing Director of the Company for a period of five years w.e.f. 1st July, 2019 till 30th June, 2024. Considering the responsibilities and his contribution towards the growth of the Company, the Board of Directors, upon recommendation of the Nomination & Remuneration Committee and Audit Committee, at its meeting held on 2nd May, 2024 approved the re-appointment of Mr. Sajan Kumar Bansal as Managing Director of the Company, for a further period of 5 (five) years w.e.f. 1st July, 2024 to 30th June 2029, subject to the approval of the members.

The Company has received consent in writing from Mr. Sajan Kumar Bansal to continue to act as Managing Director of the Company for a further period of 5 years. Approval of the members is also sought for the continuation of Mr. Sajan Kumar Bansal as Managing Director of the Company even after attaining the age of 70 years during his tenure of the appointment. He satisfies all other conditions set out in Section 196(3) and Part-I of Schedule V to the Act for being eligible for re-appointment. Mr. Sajan Kumar Bansal is not disqualified from being appointed as Director in terms of Section 164 of the Act, 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.

Based on the recommendation of Nomination & Remuneration Committee & Audit Committee, the Board of Directors approved the remuneration of Mr. Sajan Kumar Bansal in its meetings held on 2nd May, 2024 & 30th July, 2024 for a period of five years from 1st July 2024, details of which are furnished below:

a) Salary/Perquisites:

- Basic Salary of ₹4.80 crore per annum.
- Perquisites not to exceed ₹ 10 lakhs p.a.
- Retirement benefits applicable to employees of the company.

The approval for appointment and remuneration of Mr. Sajan Kumar Bansal shall also be deemed to be approved in accordance with Regulation 17(6)(e) of Listing Regulations.

The agreement and supplement agreement entered into between the Company and Mr. Sajan Kumar Bansal for his re-appointment are available for inspection by the members in electronic form as per the instructions provided in the Note No. 15 of this notice. Other details in respect of re-appointment of Mr. Sajan Kumar Bansal, in terms of Regulation 36(3) of Listing Regulations and Para 1.2.5 of Secretarial Standards on General Meetings (SS-2) issued by the ICSI are annexed to this notice.

Except Mr. Sajan Kumar Bansal, Mr. Sharan Bansal, Mr. Devesh Bansal and Mr. Siddharth Bansal and their 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 Mr. Sajan Kumar Bansal 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.

Item No. 7

The Members of the Company had re-appointed Mr. Sharan Bansal (DIN: 00063481) as a Whole-time Director of the Company for a period of three years from 1st July, 2022 till 30th June, 2025 ('current term') at the 41st Annual General Meeting held on 24th August, 2022, ("41st AGM") at the following remuneration:

- Salary and allowances not to exceed Rs. 1.20 crores per annum.
- Perquisites not to exceed Rs. 10 lakhs per annum.

During FY 2023-24, the revenue of Company has grown by more than 60% and it has achieved the highest turnover in its history. There has been substantial growth in all corners lead by Towers, Pole, Polymer and Infra projects and is poised to gain substantial momentum in next 2-3 financial years and the turnover is expected to grow on back of improved business environment, strong pending execution of engineering & infra contracts and strong polymer business performance.

Therefore, considering his valuable contribution towards the growth of the company and increased turnover of the company during FY 2023-24, the Board of Directors upon recommendation of the Nomination & Remuneration Committee and Audit Committee at its meeting held on 2nd May, 2024, has approved the increase in remuneration of Mr. Sharan Bansal for remaining period of his current term w.e.f. 2nd May, 2024, subject to approval of the Members.

The details of increased remuneration are furnished below:

a. SALARY / BENEFITS:

- Basic Salary of Rs. 2.40 crore per annum with suitable increase at such rate as may be recommended by the Nomination & Remuneration Committee from time to time and approved by the Board of Directors subject to the same not exceeding the limits specified in Schedule V of the Act, including any statutory modification or re-enactment thereof for the time being in force.
- Perquisites not to exceed Rs. 10 lakhs p.a.
- Provident Funds and other retirement benefits.

In the event of absence or inadequacy of profits of the Company in any financial year during the tenure of Mr. Sharan Bansal, he shall be entitled to receive/ enjoy his aforesaid remuneration including perquisites as minimum remuneration.

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

The approval for revision in remuneration of Mr. Sharan Bansal shall also be deemed to be approved in accordance with Regulation 17(6)(e) of Listing Regulations.

The supplemental agreement entered into between the Company and Mr. Sharan Bansal, for revision in remuneration is available for inspection by the Members in electronic form as per the instructions provided in the Note No. 15 of this Notice.

Other details in respect of Mr. Sharan Bansal, in terms of Regulation 36(3) of Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the ICSI are annexed to this notice.

Except Mr. Sajan Kumar Bansal, Mr. Sharan Bansal, Mr. Devesh Bansal and Mr. Siddharth Bansal and their 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. 7 of the notice.

The Board recommends the Special Resolution set forth in the item no. 7 for approval of the members of the Company.

Item No. 8

The Members of the Company had re-appointed Mr. Devesh Bansal (DIN: 00162513) as a Whole-time Director of the Company for a period of three years from 1st April, 2022 till 31st March, 2025 ('current term') through postal ballot dated 16th June, 2022 at the following remuneration:

- Salary and allowances not to exceed Rs. 1.20 crores per annum.
- Perquisites not to exceed Rs. 10 lakhs per annum.

During the FY 2023-24, the revenue of Company has grown by more than 60% and it has achieved the highest turnover in its history. There has been substantial growth in all corners lead by Towers, Pole, Polymer and Infra projects and is poised to gain substantial momentum in next 2-3 financial years and the turnover is expected to grow on back of improved business environment, strong pending execution of engineering and infra contracts and strong polymer business performance.

Therefore, considering his valuable contribution towards the growth of the company and increased turnover of the company during FY 2023-24, the Board of Directors upon recommendation of the Nomination & Remuneration Committee and Audit Committee at its meeting held on 2nd May, 2024, has approved the increase in remuneration of Mr. Devesh Bansal for remaining period of his current term w.e.f. 2nd May, 2024, subject to approval of the Members.

The details of increased remuneration are furnished below:

a. SALARY / BENEFITS:

-Basic Salary of Rs. 2.40 crore per annum with suitable increase at such rate as may be recommended by the Nomination & Remuneration Committee from time to time and approved by the Board of Directors subject to the same not exceeding the limits specified in Schedule V of the Act, including any statutory modification or re-enactment thereof for the time being in force.

-Perquisites not to exceed Rs. 10 lakhs p.a.

-Provident Funds and other retirement benefits.

In the event of absence or inadequacy of profits of the Company in any financial year during the tenure of Mr. Devesh Bansal, he shall be entitled to receive/ enjoy his aforesaid remuneration including perquisites as minimum remuneration.

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

The approval for revision in remuneration of Mr. Devesh Bansal shall also be deemed to be approved in accordance with Regulation 17(6)(e) of Listing Regulations.

The supplemental agreement entered into between the Company and Mr. Devesh Bansal for revision in remuneration is available for inspection by the Members in electronic form as per the instructions provided in the Note No. 15 of this Notice.

Other details in respect of Mr. Devesh Bansal, in terms of Regulation 36(3) of Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the ICSI are annexed to this notice.

Except Mr. Sajan Kumar Bansal, Mr. Sharan Bansal, Mr. Devesh Bansal and Mr. Siddharth Bansal and their 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. 8 of the notice.

The Board recommends the Special Resolution set forth in the item no. 8 for approval of the members of the Company.

Item No. 9

The Members of the Company had re-appointed Mr. Siddharth Bansal (DIN: 02947929) as a Whole-time Director of the Company for a period of three years from 1st April, 2022 till 31st March, 2025 ('current term') through postal ballot dated 16th June, 2022 at the following remuneration:

- Salary and allowances not to exceed Rs. 1.20 crores per annum.
- Perquisites not to exceed Rs. 10 lakhs per annum.

During the FY 2023-24, the revenue of Company has grown by more than 60% and it has achieved the highest turnover in its history. There has been substantial growth in all corners lead by Towers, Pole, Polymer and Infra projects and is poised to gain substantial momentum in next 2-3 financial years and the turnover is expected to grow on back of improved business environment, strong pending execution of engineering and infra contracts and strong polymer business performance.

Therefore, considering his valuable contribution towards the growth of the company and increased turnover of the company during FY 2023-24, the Board of Directors upon recommendation of the Nomination & Remuneration Committee and Audit Committee at its meeting held on 2nd May, 2024, has approved the increase in remuneration of Mr. Siddharth Bansal for remaining period of his current term w.e.f. 2nd May, 2024, subject to approval of the Members.

The details of increased remuneration are furnished below:

a. SALARY / BENEFITS:

-Basic Salary of Rs. 2.40 crore per annum with suitable increase at such rate as may be recommended by the Nomination & Remuneration Committee from time to time and approved by the Board of Directors subject to the same not exceeding the limits specified in Schedule V of the Act, including any statutory modification or re-enactment thereof for the time being in force.

-Perquisites not to exceed Rs. 10 lakhs p.a.

-Provident Funds and other retirement benefits.

In the event of absence or inadequacy of profits of the Company in any financial year during the tenure of Mr. Siddharth Bansal, he shall be entitled to receive/ enjoy his aforesaid remuneration including perquisites as minimum remuneration.

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

The approval for revision in remuneration of Mr. Siddharth Bansal shall also be deemed to be approval in accordance with Regulation 17(6)(e) of Listing Regulations.

The supplemental agreement entered into between the Company and Mr. Siddharth Bansal for revision in remuneration is available for inspection by the Members in electronic form as per the instructions provided in the Note No. 15 of this Notice.

Other details in respect of Mr. Siddharth Bansal, in terms of Regulation 36(3) of Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the ICSI are annexed to this notice.

Except Mr. Sajan Kumar Bansal, Mr. Sharan Bansal, Mr. Devesh Bansal and Mr. Siddharth Bansal and their 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. 9 of the notice.

The Board recommends the Special Resolution set forth in the item no. 9 for approval of the members of the Company.

Item No. 10

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company ("Board") at its meeting held on 30th July, 2024, had appointed Mr. Desh Raj Dogra (DIN: 02768316) as an Additional Director (Category: Non-Executive & Independent) of the Company for a term upto 5 (Five) consecutive years commencing from 30th July, 2024 to 29th July, 2029 (both inclusive), not liable to retire by rotation, subject to approval of the shareholders of the Company.

In terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

As per Regulation 25(2A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment of independent director shall be subject to the approval of shareholders by special resolution.

After considering his qualifications, skill sets, experience, independence, knowledge, ability to devote sufficient time, the Nomination & Remuneration Committee selected and recommended to the Board, the appointment of Mr. Desh Raj Dogra as an Independent Director of the Company. The profile of Mr. Desh Raj Dogra is annexed to this Notice.

The Company has received from Mr. Desh Raj Dogra (i) consent in writing to act as a Director in Form DIR-2 in terms of section 152 of the Act read with Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(1) or 164(2) of the Act, (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations (iv) a Declaration that he is not debarred from accessing capital market. (v) declaration to the effect that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. In the opinion of the Board, he fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is Independent of the management of the Company. The Company has received a notice in writing

pursuant to Section 160 of the Act from a Member signifying intention to propose the candidature of Mr. Desh Raj Dogra as an Independent Director of the Company.

The copy of draft letter of appointment of Mr. Desh Raj Dogra setting out the terms and conditions of his appointment is available electronically for inspection by the Members in electronic form as per the instructions provided in the Note No. 15 of this Notice. Pursuant to Regulation 36(3) of SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard on General Meetings (SS-2) issued by the ICSI, requisite particulars of Mr. Desh Raj Dogra including his profile and specific areas of expertise are annexed to this notice.

Except Mr. Desh Raj Dogra and his relatives, no other Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution.

The Board is of the view that the vast knowledge and varied experience of Mr. Desh Raj Dogra will be of immense benefit to the Company. The Board recommends the Special Resolution set forth in the item no. 10 for approval of the members of the Company.

Item No. 11 & 12

The shareholders of the Company by way of special resolution passed at the 37th Annual General Meeting held on 9th August, 2018, 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.

In order to meet the operational requirements and expansion of the business, the Company shall require further funds. For the same, the Company shall be required to increase the borrowing power of the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall also include a duly constituted Finance Committee or any officer(s) authorized by the Board thereof for exercising the powers conferred on the Board by this resolution and under Section 179 of the Act) from the existing limit of Rs. 3,000 Crores up to maximum Rs. 5,000 Crores.

Further, in order to create mortgage/charge/hypothecation on the movable & immovable properties of the Company to secure borrowings to be availed by the Company, the resolution under section 180 (1) (a) of the Companies Act, 2013 also needs to be revised upto the maximum limit approved under Section 180 (1) (c) of the Companies Act, 2013.

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. 11 & 12 of the Notice.

The Board recommends the Special Resolution as set out at item no. 11 & 12 for approval of members of the Company.

Item No. 13

The Company is actively pursuing opportunities for its projected growth and continues to explore organic growth avenues for expansion and for other general corporate purposes. To support these efforts, the availability and allocation of sufficient resources, including funds, is essential.

In line of the above, the Board of Directors ("the Board") at its meeting held on 27th August, 2024 considered a fund raising proposal by way of inter alia, issue of equity shares or any other equity linked instruments or securities including convertible preference shares/ fully or partly convertible debentures or by way of a composite issue of non-convertible debentures and warrants entitling the warrant holder(s) to apply for equity shares, or any other eligible securities through inter alia, a private placement (including one or more qualified institutions placements) or further public issue of equity/ debt securities, preferential issue or through any other permissible mode under applicable laws and/ or combination thereof.

While no specific instrument or instruments of Securities has been identified at this stage, the exact combination of the Securities to be issued, issue price, timing and detailed terms and conditions of issuance, etc. shall be finalized by the Board ("**Board**", which term shall include any committee which the Board may have constituted or may hereinafter constitute to exercise its powers, including the powers conferred by this resolution), in consultation with lead managers, advisors and such other authorities and intermediaries, as may be required to be consulted by the Company, in due considerations of prevailing market conditions and other relevant factors and in the best interest of the Company. Such issue shall be subject to the provisions of the Companies Act, 2013, as amended and rules made there under, from time to time, the Memorandum and Articles of Association of the Company, SEBI ICDR Regulations and other applicable laws, rules, regulations & guidelines.

The relevant date for the purpose of pricing the Securities shall be date of the meeting in which the Board decides to open the issue of the Securities, subsequent to receipt of approval from the members of the Company, in terms of applicable law; in the event that convertible securities (as defined under the SEBI ICDR Regulations) are issued to QIBs by way of a QIP, the relevant date for pricing of such Securities shall be either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as determined by the Board.

In the event that such issuance of Securities is undertaken by way of a QIP, the allotment of Securities shall be completed within a period of 365 days from passing the special resolution by the members of the Company. Further, the Equity Shares offered, issued, and allotted by the Company pursuant to any such QIP in terms of the resolution would be subject to the provisions of the memorandum of association and articles of association of the Company and shall rank, in all respects, *pari passu* with the existing Equity Shares of the Company.

The pricing of the Securities shall be determined in accordance with the relevant provisions of the SEBI ICDR Regulations, the Companies Act, and any other applicable law. The resolution enables the Board, in accordance with applicable law, to offer a discount of not more than 5% or such percentage as may be permitted under applicable law on the price determined in accordance with the SEBI ICDR Regulations.

The Securities allotted as above would be listed on the Stock Exchanges. As and when the Board takes a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The approval of the members is being sought to enable the Board to decide on the issuance of Securities, to the extent and in the manner stated in the special resolution, as set out in item no. 13 of this notice, without the need for any fresh approval from the members of the Company in this regard.

None of the directors or key managerial personnel of the Company, or their respective relatives, is concerned or interested, financially or otherwise, in said resolution.

The proposed issuance of Securities is in the interest of the Company and the Board recommends the resolution set out at item no. 13 of the notice for the approval of the members as a special resolution.

**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 then.

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	2023-24	2022-23	2021-22
Total Revenue	32820.43	19803.00	17070.80
Profit before Tax	1215.12	470.76	303.47
Profit after Tax	746.82	327.08	286.11

e. Foreign Investments or Collaborations, if any:

Nil

II Information about the appointee:

All the required information about the appointees have 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 for items no. 7, 8 & 9 pursuant to the proviso to the sub-section (1) of Section 197 read with Schedule V of the Act and based on the resolutions passed during the last re-appointments made in the year 2022, under the concept of no profits or inadequacy in profits anytime during the tenure of their re-appointments. However, at present the Company is having adequate profit, given the substantial increase in demand across all segments.

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

The Company has actively taken strategic and operational measures to further improve the performance of the Company. The Company has streamlined various processes, which has improved the efficiency of the operations.

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

We believe that the initiative taken by the Company will further improve the performance and profitability in coming years.

Annexure

Details of Directors seeking appointment/re-appointment at the AGM
[Pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and
Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI)]

Categories	Details of Directors				
Name	Mr. Sajan Kumar Bansal	Mr. Sharan Bansal	Mr. Devesh Bansal	Mr. Siddharth Bansal	Mr. Desh Raj Dogra
Director Identification Number (DIN)	00063555	00063481	00162513	02947929	00226775
Age	66 years	44 Years	41 years	36 Years	69 Years
Qualifications	B.Com.	Masters of Science in Mechanical Engineering from Georgia Institute of Technology, USA.	Master of Science in International Business and Management from De Montfort University, UK.	Science degree in Management from University of Illinois, USA and a Master's in Science degree in International Business from Aston University, UK	Master's degree in Agriculture from Himachal Pradesh University and MBA from Faculty of Management Studies, University of Delhi
Date of first appointment on the Board	26 th October, 1984	02 nd April, 2002	5 th April, 2002	10 th March, 2010	30 th July, 2024
Experience (approx.)	39 years	22 years	22 years	14 years	37 years
Brief Resume, Job profile and his suitability and Recognition & awards	Under the leadership of Mr. Sajan Kumar Bansal, the Company grew from a single-product manufacturer of Hamilton Poles to a multi-unit, multi-product organisation. He diversified the Company's portfolio ranging from	Mr. Sharan Bansal graduated in Mechanical Engineering from Georgia Tech, Atlanta USA. He initiated the Power Transmission vertical at Skipper in 2003 and within a decade, has grown it to become India's largest T&D	Mr. Devesh Bansal is an alumni of Harvard Business School having completed the three-year Owner/President Management Program. He also holds a Master's of Science degree in International Business and	Mr. Siddharth Bansal holds a Bachelor's of Science degree in Management from University of Illinois, USA and a Master's in Science degree in International Business from Aston University, UK and is associated with the	Mr. Desh Raj Dogra holds a Bachelor's and a Master's degree in Agriculture from Himachal Pradesh University and MBA from Faculty of Management Studies, University of Delhi. He is also a certified associate of the Indian

	value added engineering to polymer products and has made it a market leader in India and one of the top 10 global manufacturers of Power Transmission and Distribution (T&D) Structures.	Structure manufacturer and world's only true Integrated T&D Company. Under his guidance and direction, Skipper had bagged "The largest Tower Supplier" award from Power Grid Corporation of India Limited (PGCIL), for 3 consecutive years. In the past, he has served on the National Executive Council of Indian Electrical and Electronics Manufacturers Association (IEEMA) and as President of Entrepreneur's Organization - Kolkata chapter.	Management from De Montfort University, UK. He has more than 22 years of experience in working at Skipper and currently oversees the Poles and Polymer products division of the Company.	Company since 2010. He has more than 14 years of experience and is currently heading the Polymer products division of the Company.	Institute of Bankers. He retired in 2016 as Managing Director and CEO of CARE Ratings, the second largest credit rating agency in India in terms of rating income. After a 15-year stint at Dena Bank, he joined CARE Ratings in 1993. He has over 37 years of experience in the financial sector (particularly in banking and credit rating).
Nature of expertise in specific functional areas	Expertise in Business Management, Finance, Strategy, Taxation, Legal & Compliance	Expertise in Tower division and EPC division of the business	Expertise in Poles and Polymer products division of the business.	Expertise in Polymer products division of the Company.	Expertise in the financial sector (particularly in banking and credit rating)
Terms & Conditions of appointment/re-appointment	Managing Director for a period of five years, not liable to retire by rotation.	NA	He is retiring by rotation and offers himself for re-appointment.	NA	Independent director for a period of five years, not liable to retire by rotation.
Details of remuneration sought to be paid	As stated in the resolution and explanatory statement for his re-appointment	As stated in the resolution to approve revised remuneration and explanatory statement thereto.	As stated in the resolution to approve revised remuneration and explanatory statement thereto.	As stated in the resolution to approve revised remuneration and explanatory statement thereto.	Eligible to receive sitting Fees and profit linked commission.

Remuneration last drawn in FY 23-24	₹ 1,44,00,000/-	₹ 1,20,00,000 /-	₹ 1,20,00,000 /-	₹ 1,20,00,000 /-	NA
Number of Board meetings attended during the year	5/5	5/5	4/5	4/5	NA
Comparative remuneration profile with respect to industry, size of the company, 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.	The remuneration proposed to be paid to him is fully justifiable and comparable to that prevailing in the industry.	The remuneration proposed to be paid to him is fully justifiable and comparable to that prevailing in the industry.	NA
Disclosure of relationship with other directors/KMP	Mr. Sajan Kumar Bansal is father of Mr. Sharan Bansal, Mr. Devesh Bansal and Mr. Siddharth Bansal, Whole-time Directors of the Company.	Mr. Sharan Bansal is son of Mr. Sajan Kumar Bansal, Managing Director of the Company and brother of Mr. Devesh Bansal and Mr. Siddharth Bansal, Whole-time Directors of the Company.	Mr. Devesh Bansal is son of Mr. Sajan Kumar Bansal, Managing Director of the Company and brother of Mr. Sharan Bansal and Mr. Siddharth Bansal, Whole-time Directors of the Company.	Mr. Siddharth Bansal is son of Mr. Sajan Kumar Bansal, Managing Director of the Company and brother of Mr. Sharan Bansal and Mr. Devesh Bansal, Whole-time Directors of the Company.	Mr. Desh Raj Dogra is an Additional Independent Director of the Company.
Shareholding of Director including shareholding as a beneficial owner	1,04,872 equity shares (including 9533 partly paid equity shares)(0.09%) 2,17,60,000 equity shares as a beneficial owner (19.26%)	11,000 equity shares (including 1000 partly paid equity shares) (0.009%)	11,000 equity shares (including 1000 partly paid equity shares) (0.009%)	11,000 equity shares (including 1000 partly paid equity shares) (0.009%)	Nil

List of Directorship in other companies as on 31st March, 2024	1. Aakriti Alloys Private Limited 2. Samriddhi Ferrous Private Limited 3. Skipper Plastics Limited 4. Suviksit Investments Limited 5. Utsav Ispat Private Limited 6. Vaibhav Metals Private Limited 7. Ventex Trade Private Limited	1. Skipper Polychem Limited 2. Skipper Pipes Limited 3. Skipper Plastics Limited 4. Vaibhav Metals Pvt. Ltd. 5. Utsav Ispat Pvt. Ltd. 6. Suviksit Investments Ltd. 7. Skipper Telelink Limited 8. Skipper Realities Limited	1. Aakriti Alloys Private Limited 2. Samriddhi Ferrous Private Limited 3. Skipper Pipes Limited 4. Skipper Plastics Limited 5. Skipper Polychem Limited 6. Skipper Realities Limited 7. Suviksit Investments Limited 8. Ventex Trade Private Limited 9. Skipper Telelink Limited	1. Skipper Polychem Limited 2. YPO (Calcutta) 3. Skipper Pipes Limited 4. Skipper Polypipes Private Limited	1. S Chand and Company Limited 2. IFB Industries Ltd 3. Capri Global Capital Limited 4. Axiscades Technologies Limited 5. G R Infraprojects Limited 6. Infomercis Valuation and Rating Private Limited 7. Aham Housing Finance Private Limited 8. Axiscades Aerospace & Technologies Private Limited 9. Asirvad Micro Finance Limited 10. M Power Micro Finance Private Limited
Name of Listed Companies from which the Director has resigned in last three years.	None	None	None	None	Welspun Corp Limited
List of Memberships/ Chairmanship of Committees of other companies as on 31st March, 2024	Skipper Plastics Limited - Chairman in Audit Committee	Skipper Plastics Ltd.- Chairman in Nomination & Remuneration (Chairman)	None	None	1. G R Infraprojects Limited a) Member in Risk Management Committee 2. Capri Global Capital Limited a) Member in Nomination and

					<p>Remuneration Committee</p> <p>b) Member in Risk Management Committee</p> <p>3. S Chand and Company Limited</p> <p>a) Chairman in Corporate Social Responsibility Committee</p> <p>b) Member in Audit Committee,</p> <p>c) Member in Nomination and Remuneration Committee</p> <p>d) Member in Risk Management Committee</p> <p>4. Asirvad Micro Finance Limited-</p> <p>a) Chairman in Audit Committee</p> <p>b) Member in Corporate Social Responsibility Committee</p> <p>c) Member in Risk Management Committee</p> <p>d) Member in Management Committee</p> <p>e) Member in IPO Committee</p> <p>5. Axiscades Technologies Limited</p>
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					<ul style="list-style-type: none"> a) Chairman in Audit Committee b) Chairman in Stakeholders Relationship Committee c) Member in Nomination and Remuneration Committee d) Member in Capital Raising Committee
Skills and capabilities required for the role and manner in which the proposed person meets the requirements	<p>The Nomination & Remuneration Committee has identified Industry Expertise Financial, Taxation & Accounting, Legal, Compliance, Governance & Risk Management, Sales & Marketing, Leadership, Management & Corporate Strategy, Administration & Human Resource as the skills and has also evaluated his performance. Mr. Bansal possesses the required skills and capabilities suitable for this role.</p>	<p>The Nomination & Remuneration Committee has identified Industry Expertise Financial, Taxation & Accounting, Legal, Compliance, Governance & Risk Management, Sales & Marketing, Leadership, Management & Corporate Strategy, Administration & Human Resource as the skills and has also evaluated his performance. Mr. Bansal possesses the required skills and capabilities suitable for this role.</p>	<p>The Nomination & Remuneration Committee has identified Industry Expertise Financial, Taxation & Accounting, Legal, Compliance, Governance & Risk Management, Sales & Marketing, Leadership, Management & Corporate Strategy, Administration & Human Resource as the skills and has also evaluated his performance. Mr. Bansal possesses the required skills and capabilities suitable for this role.</p>	<p>The Nomination & Remuneration Committee has identified Industry Expertise Financial, Taxation & Accounting, Sales & Marketing, Leadership, Management & Corporate Strategy, Administration & Human Resource as the skills and has also evaluated his performance. Mr. Bansal possesses the required skills and capabilities suitable for this role.</p>	<p>The Nomination & Remuneration Committee has identified Financial, Taxation & Accounting Leadership, Management & Corporate Strategy Administration & Human Resource as his skills required for the role. Mr. Desh Raj Dogra possesses the required skills and capabilities suitable for this role.</p>

By order of the Board
For Skipper Limited

Kolkata
27th August, 2024

Anu Singh
Company Secretary & Compliance Officer
ICSI Membership No: FCS 9782