SKIPPER Limited

Dated: 14th July, 2016

The Secretary
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block
Bandra Kurla Complex, Bandra (E)
Mumbai- 400 051

The Secretary
The Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers, Dalal Street
Mumbai- 400 001

NSE Scrip Name- SKIPPER / BSE Scrip Code- 538562

Sub: Notice of Book Closure and Annual General Meeting

Dear Sir,

We are enclosing herewith notice of the 35th Annual General Meeting (AGM) of the Company scheduled to be held on Monday, 8th August, 2016 at 3.30 p.m at Shripati Singhania Hall, Rotary Sadan, 94/2 Jawaharlal Nehru Road (Near Rabindra Sadan Metro) Kolkata- 700 020, West Bengal, India.

Further it is informed that in terms of Section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Register of Members and Share Transfer Books of the Company shall remain closed from 2nd August, 2016 to 8th August, 2016 (both days inclusive) for the purpose of AGM and for ascertaining the eligibility of shareholders for payment of dividend @Rs. 1.40 per equity share, if approved by the members at the ensuing AGM.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and rules made there under and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing remote e-voting facility to its members in respect of all the business to be transacted at the AGM. The remote e-voting period commences on Friday, 5th August, 2016 at 9.00 A.M. and ends on Sunday, 7th August, 2016 at 5.00 P.M. During this period, members of the Company as on the cut-off date 1th August, 2016, may cast their vote electronically.

At the Annual General Meeting, facility for voting through 'ballot paper' shall be made available and only members as on the "cut –off date" i.e 1st August, 2016, who have not cast their vote by remote e-voting shall be entitled to exercise their right to vote at the AGM through ballot paper. The Members who have cast their votes through electronic means prior to the meeting may still attend the meeting but shall not be entitled to vote.

We request take you to kindly take note of the above.

Thanking you,

Yours faithfully,
For Skipper Limited

Arbind Kumar Jain
Company Secretary

SKIPPER LIMITED

CIN: L40104WB1981PLC033408
Registered Office: 3A, Loudon Street, Kolkata – 700 017, India
Ph: 033- 22895731, Fax: 033-22895733, Email - investor.relations@skipperlimited.com,
Website: www.skipperlimited.com

NOTICE OF 35TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the THIRTY FIFTH ANNUAL GENERAL MEETING of the members of SKIPPER LIMITED will be held on Monday, 8th August, 2016 at 3.30 p.m at Shripati Singhania Hall, Rotary Sadan, 94/2 Jawaharlal Nehru Road (Near Rabindra Sadan Metro) Kolkata- 700 020, West Bengal, India to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016, and the Reports of the Board of Directors and the Auditors' thereon.

2. To declare dividend of ₹ 1.40 per equity share of ₹ 1 each for the financial year ended 31st March, 2016.

3. To appoint a director in place of Mr. Sharan Bansal (DIN: 00063481) who retires by rotation and being eligible, offers himself for re-appointment.

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

   "RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and pursuant to the resolution passed by the members at the Annual General Meeting held on 23rd September, 2014 and the recommendations of the Audit Committee and Board of Directors, the appointment of M/s. Singhi & Co., Chartered Accountants, (Firm Registration No. 302049E) as the Statutory Auditors from the conclusion of 35th Annual General Meeting of the Company till the conclusion of 36th Annual General Meeting of the Company, be and is hereby ratified at such remuneration as may be determined by the Board of Directors of the Company in consultation with the Auditors plus applicable service tax and reimbursement of out of pocket expenses incurred by them for the purpose of audit."

SPECIAL BUSINESS:

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

   "RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), remuneration of ₹ 70,000/- (Rupees seventy thousand only) plus applicable taxes payable to the Cost Auditors M/s AB & Co., Cost Accountants, for conducting audit of cost accounting records maintained by the Company, for the financial year 2016-17 as approved by the Board of Directors be and is hereby ratified.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. To consider and if thought fit, to pass with or without modification(s), the following resolution for revision in remuneration of Mr. Sajan Kumar Bansal, Managing Director of the Company, as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof) consent of

the Company be and is hereby granted for the revision of remuneration of Mr. Sajan Kumar Bansal (DIN:00063555), Managing Director of the Company with effect from 1st April, 2016 to 30th September, 2016 as per the recommendation by the Nomination and Remuneration Committee and Board of Directors as set out in the explanatory statement annexed to this notice and the supplemental agreement entered into by the Company and Mr. Sajan Kumar Bansal, a copy whereof, initialed by the Chairman of the meeting for the purpose of identification, has been submitted to this meeting, which agreement be and is hereby specifically approved with liberty to the Board of Directors (hereinafter referred to as the Board which term shall be deemed to include any duly authorized committee of the Board) to alter and vary the terms and conditions as to the remuneration and perquisites as may be agreed to between the Board and the concerned Director.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."

7. To consider and if thought fit, to pass with or without modification(s), the following resolution for revision in remuneration of Mr. Sharan Bansal, Whole Time Director of the Company, as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof) consent of the Company be and is hereby granted for the revision of remuneration of Mr. Sharan Bansal (DIN:00063481), Whole Time Director of the Company with effect from 1st April, 2016 to 30th June, 2017 as per the recommendation by the Nomination and Remuneration Committee and Board of Directors as set out in the explanatory statement annexed to this notice and the supplemental agreement entered into by the Company and Mr. Sharan Bansal, a copy whereof, initialed by the Chairman of the meeting for the purpose of identification, has been submitted to this meeting, which agreement be and is hereby specifically approved with liberty to the Board of Directors (hereinafter referred to as the Board which term shall be deemed to include any duly authorized committee of the Board) to alter and vary the terms and conditions as to the remuneration and perquisites as may be agreed to between the Board and the concerned Director.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."

8. To consider and if thought fit, to pass with or without modification(s), the following resolution for re-appointment of Mr. Sajan Kumar Bansal as Managing Director of the Company, as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof) and subject to such other approval, consent, permission as may be necessary, the consent of the Company be and is hereby accorded for the re-appointment of Mr. Sajan Kumar Bansal (DIN: 00063555), as Managing Director of the Company, not liable to retire by rotation for a period of 3 years from 1st October, 2016 on the remuneration, terms and conditions as recommended by the Nomination and Remuneration Committee and Board of Directors as set out in the explanatory statement annexed to this notice and the agreement entered into by the Company and Mr. Sajan Kumar Bansal, a copy whereof, initialed by the Chairman of the meeting for the purpose of identification, has been submitted to this meeting, which agreement be and is hereby specifically approved.

RESOLVED FURTHER THAT Board of Directors be and is hereby authorized to alter or vary the remuneration and/or other benefits payable to Mr. Sajan Kumar Bansal (DIN: 00063555) as Managing Director, including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits as prescribed under the Act.

RESOLVED FURTHER THAT Mr. Sharan Bansal (Din: 00063481), Director of the Company and Mr. Arbind Kumar Jain (Membership No: A23017), Company Secretary of the Company be and are hereby authorized severally to do

all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

9. To consider and if thought fit, to pass with or without modification(s), the following resolution for re-appointment of Mr. Devesh Bansal as Whole Time Director of the Company, as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof) and subject to such other approval, consent, permission as may be necessary, the consent of the Company be and is hereby accorded for the re-appointment of Mr. Devesh Bansal (DIN: 00162513), as Whole Time Director of the Company, liable to retire by rotation for a period of 3 years from 1st April, 2016 on the remuneration, terms and conditions as recommended by the Nomination and Remuneration Committee and Board of Directors as set out in the explanatory statement annexed to this notice and the agreement entered into by the Company and Mr. Devesh Bansal, a copy whereof, initialed by the Chairman of the meeting for the purpose of identification, has been submitted to this meeting, which agreement be and is hereby specifically approved.

RESOLVED FURTHER THAT Board of Directors be and is hereby authorized to alter or vary the remuneration and/or other benefits payable to Mr. Devesh Bansal (DIN: 00162513) as Whole Time Director, including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits as prescribed under the Act.

RESOLVED FURTHER THAT Mr. Sharan Bansal (Din: 00063481), Director of the Company and Mr. Arbind Kumar Jain (Membership No: A23017), Company Secretary of the Company be and are hereby authorized severally to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof) and subject to such other approval, consent, permission as may be necessary, the consent of the Company be and is hereby accorded for the re-appointment of Mr. Siddharth Bansal (DIN: 02947929), as Whole Time Director of the Company, liable to retire by rotation for a period of 3 years from 1st April, 2016 on the remuneration, terms and conditions as recommended by the Nomination and Remuneration Committee and Board of Directors as set out in the explanatory statement annexed to this notice and the agreement entered into by the Company and Mr. Siddharth Bansal, a copy whereof, initialed by the Chairman of the meeting for the purpose of identification, has been submitted to this meeting, which agreement be and is hereby specifically approved.

RESOLVED FURTHER THAT Board of Directors be and is hereby authorized to alter or vary the remuneration and/or other benefits payable to Mr. Siddharth Bansal (DIN: 02947929) as Whole Time Director, including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits as prescribed under the Act.

RESOLVED FURTHER THAT Mr. Sharan Bansal (Din: 00063481), Director of the Company and Mr. Arbind Kumar Jain (Membership No: A23017), Company Secretary of the Company be and are hereby authorized severally to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

11. To consider and if thought fit, to pass with or without modification(s), the following resolution for appointment of Mr. Joginder Pal Dua as Independent Director of the Company, as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable provisions of SEBI(Listing Obligation and

Disclosure Requirements) Regulations, 2015, Mr. Joginder Pal Dua (DIN:02374358) who was appointed as an Additional Director of the Company by the Board of Directors w.e.f 1st February, 2016 and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 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 for a term of 5 (five) consecutive years commencing from 1st February, 2016."

By order of the Board
For Skipper Limited

Arbind Kumar Jain
Company Secretary
Membership No. A23017

Date: 18th May, 2016
Place: Kolkata

NOTES:

1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
The instrument appointing the proxy, in order to be effective, must be deposited at the registered office of the Company, duly completed and signed, at least 48 hours before commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. A member holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder. A proxy form is sent herewith.

2) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the board resolution authorizing their representative to attend and vote on their behalf at the Meeting.

3) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out details relating to Special Business under item no 5-11 is annexed hereto.

4) Relevant details as required under SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of person seeking appointment/re-appointment as Director under item no 3,8,9, 10 and 11 are annexed herewith.

5) Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Registers of Members and the Share Transfer Books of the Company will remain closed from 2nd August, 2016 to 8th August, 2016 (both days inclusive) in connection with the Annual General Meeting and for the purpose of payment of Dividend, if declared at the Meeting.

6) If dividend as recommended by the Board of Directors is approved at the Annual General Meeting, payment of such dividend will be made within the statutory time limit as under:

a. To all beneficial owners in respect of shares held in dematerialized form as per the data made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as on the close of business hours on 1st August, 2016.
b. To all members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on 1st August, 2016.

7) Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members

holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/Registrar and Share Transfer Agent. The bank particulars registered with Depository Participants/ Company will be used for payment of dividend.

8) The shareholders who have not encashed their earlier dividend warrants are requested to write to the Company immediately for claiming outstanding dividends declared by the Company. The amount of dividend remaining unclaimed/unpaid for seven years shall be transferred to the Investors Education and Protection Fund when the same becomes due.

9) Pursuant to section 72 of the Companies Act 2013 members holding shares in physical form are advised to file nomination in prescribed Form SH-13 with the Company's Registrar M/s. ABS Consultants Private Limited, Room no- 99, 6th Floor, Stephen House, 4 BBD Bag (East), Kolkata- 700 001. In respect of shares held in Electronic/Demat form, members may please contact their respective Depository Participants.

10) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their depository participants. Members holding shares in physical form can submit their PAN to the Company's Registrar M/s. ABS Consultants Private Limited, Room no- 99, 6th Floor, Stephen House, 4 BBD Bag (East), Kolkata- 700 001.

11) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act 2013, the Register of contracts or arrangements in which directors are interested under Section 189 of the Companies Act 2013 will be available for inspection at the Annual General Meeting.

12) Electronic copy of the notice of the 35th Annual General Meeting indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form and the Annual Report for FY 2015 –16 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of notice of the 35th Annual General Meeting indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form and the Annual Report for FY 2015 –16 is being sent as per the permitted mode.

13) Members may also note that the Notice of the 35th Annual General Meeting and the Annual Report for 2015–16 will also be available on the Company's website www.skipperlimited.com for download. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form by post, upon making a request for the same, free of cost. For any communication, the shareholders may send requests to the Company's investor email id: investor.relations@skipperlimited.com

14) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and of the Companies (Management and Administration) Rules, 2014, as amended from time to time and SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015, the Company is pleased to offer remote e- voting (Electronic Voting) facility to its members to cast their votes electronically on all resolutions set forth in this Notice convening the 35th Annual General Meeting to be held on 8th August, 2016.

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. 1st August, 2016** only shall be entitled to avail the facility of remote e-voting / voting through Ballot Form at the Meeting. A person who is not a member as on the cut- off date should treat this notice for information purpose only.

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

The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting	End of remote e-voting
From 9.00 A.M. (IST) on 5th August, 2016	Up to 5.00 P.M. (IST) on 7th August, 2016

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of aforesaid period.
Further, the members who have not cast their votes through remote e-voting may attend and cast their votes at the Annual General Meeting through Ballot Form which shall be made available for use at the meeting.

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

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

a. Log on to the e-voting website: www.evotingindia.com during the voting period.
b. Click on "Shareholders" tab
c. Now, select Electronic Voting Sequence No. as mentioned in the Attendance Slip/ email alongwith "Skipper Limited" from the drop down menu and click on "SUBMIT".
d. Now Enter your User ID (as mentioned in the Attendance Slip/email):

   i. For CDSL: 16 digits beneficiary ID,
   ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
   iii. Members holding shares in physical form should enter folio number registered with the Company.
e. Next enter the Image Verification as displayed and Click on Login.
f. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
g. However, if you are a first time user, please use the e-voting particular provided in the Attendance Slip/email and fill up the same in the appropriate boxes.
h. After entering these details appropriately, click on "SUBMIT" tab.
i. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field.
j. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
k. For members holding shares in physical form, the details in Attendance Slip/email can be used only for e-voting on the resolutions contained in this Notice.
l. Click on the relevant EVSN along with "Skipper Limited" from the drop down menu and click on "Submit".
m. On the voting page, you will see "Resolution Description" and against the same the option "YES/NO" for voting. Select the option "YES" or "NO" as desired. The option "YES" implies that you assent to the Resolution and option "NO" implies that you dissent to the Resolution.
n. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
o. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
p. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
q. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
r. If Demat account holder has forgotten the changed password then enter the User ID and image verification code click on Forgot Password & enter the details as prompted by the system.
s. For Non – Individual Shareholders and Custodians:
   - Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to https://www.evotingindia.com and register themselves as Corporates.
   - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@cdslindia.com.
   - After receiving the login details a Compliance user should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

ii. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

iii. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 1st August, 2016.

iv. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e 1st August, 2016 may contact the company for Login ID and other e-voting related details.

v. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or call the helpdesk no. 18002005533.

16. The Board of Directors of the Company has appointed Mr. Manoj Kumar Banthia, Practicing Company Secretary (Membership no-A11470/CP-7596) of M/s MKB & Associates, Company Secretaries, Kolkata as Scrutinizer to scrutinize the Ballot Form and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

17. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. 8th August, 2016.

18. The Scrutinizer, after scrutinising the votes cast at the Meeting and through remote e-voting, will, not later than 48 hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.skipperlimited.com and on the website of CDSL www.evotingindia.com. The results shall simultaneously be communicated to the Stock Exchanges.

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

Item No.5

The Board, on recommendation of the Audit Committee, has approved the appointment of the M/s AB & Co as the Cost Auditors for the financial year 2016-17 at a remuneration of ₹ 70,000/- (Rupees seventy thousand only) plus applicable taxes payable to conduct the audit of the cost records of the Company in accordance with the provisions of the Companies Act, 2013 and rules made thereunder.

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

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2017.

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

Item No.6 & 8

Mr. Sajan Kumar Bansal has been associated with the Company for more than 32 years and is currently acting as the Managing Director of the Company. Mr. Bansal is the driving force behind the company's exponential growth and results and is responsible for the overall management of the Company. With special focus on day to day operations, taxation, compliances and strategic decisions Mr. Bansal has emerged as the backbone of the Company.

Considering this exceptional contribution and support in the growth of the Company, the Board of Directors upon recommendation of the Nomination & Remuneration Committee has revised the remuneration of Mr. Sajan Kumar Bansal as follows w.e.f 1st April, 2016 for the rest of his term upto 30th September, 2016.

- Salary and allowances not to exceed ₹ 4,80,00,000 (Rupees four crore eighty lakhs only) per annum.
- Perquisites not to exceed ₹ 2,00,000 (Rupees two lakhs only) per annum.

Further, the term of Mr. Sajan Kumar Bansal as Managing Director of the Company expires on 30th September, 2016. Considering his qualifications, wealth of expertise and experience your directors in their meeting held on 18th May, 2016 have, subject to approval of members, re-appointed Mr. Sajan Kumar Bansal as a Managing Director of the Company for a period of three years from 1st October, 2016 to 30th September, 2019.

Details of remuneration which is in accordance with and within the ceiling of maximum remuneration permitted under Schedule V to the Companies Act, 2013 as recommended by the Nomination and Remuneration Committee of Directors and approved by the Board of Directors of the Company at its meeting held on 18th May, 2016 are given herein below.

- Salary and allowances not to exceed ₹ 4,80,00,000 (Rupees four crore eighty lakhs only) per annum.
- Perquisites not to exceed ₹ 2,00,000 (Rupees two lakhs only) per annum.

The copy of the Supplementary Agreement and Agreement for revision of remuneration and re-appointment executed between Mr. Sajan Kumar Bansal and the Company as approved by the Board is available for inspection by the members at the registered office of the company on all working days between 11.00 A.M. to 1.00P.M. upto the date of Annual General Meeting.

In terms of the provisions of the Companies Act, 2013 any changes in the terms of appointment / re-appointment of Managing Director need approval of the members in general meeting. Accordingly, consent of the members is sought for passing the Ordinary Resolution as set out at item No. 6 & 8 of the Notice.

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

Item No.7

Mr. Sharan Bansal is currently acting as the Whole Time Director of the Company. Under the leadership of Mr. Sharan Bansal the Company has emerged as one of India's largest Tower Manufacturing Companies with capacity of upto 2,00,000 MT. Skipper has witnessed a double digit growth under his leadership.

Considering the contribution and growth of the T & D business of the Company, the Board of Directors upon recommendation of the Nomination & Remuneration Committee has revised the remuneration of Mr. Sharan Bansal as follows w.e.f 1st April, 2016 for the rest of his term upto 30th June, 2017.

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

A copy of the Supplemental Agreement as approved by the Board and executed between Mr. Sharan Bansal and the Company, setting out the terms of variation and remuneration is available for inspection by the members at the registered office of the company on all working days between 11.00 A.M. to 1.00P.M. upto the date of Annual General Meeting.

In terms of the provisions of the Companies Act, 2013 any changes in the terms of appointment of Whole Time Director needs approval of the members in its general meeting. Accordingly, consent of the members is sought for passing the Ordinary Resolution as set out at item No. 7 of the Notice.

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

Item No.9

Mr. Devesh Bansal has been associated with the Company for more than 14 years and has been serving the Company with his immense knowledge and expertise. Mr. Devesh Bansal is a Masters of Science in International Business & Management from De Montfort University, UK and oversees the Poles/ Monopoles and Polymer products division of the Company.

The term of Mr. Devesh Bansal as Whole Time Director of the Company expired on 31st March, 2016. Considering his qualifications and experience your directors have in their meeting held on 1st February, 2016 re-appointed Mr. Devesh Bansal as a Whole Time Director of the Company for a period of three years from 1st April, 2016 to 31st March, 2019.

Details of remuneration which is in accordance with and within the ceiling of maximum remuneration permitted under Schedule V to the Companies Act, 2013 and terms & conditions of service as recommended by the Nomination and Remuneration Committee of Directors and approved by the Board of Directors of the Company at its meeting held on 18th May, 2016 are given herein below.

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

The copy of the agreement as approved by the Board and executed between Mr. Devesh Bansal and the Company is available for inspection of the members at the registered office of the company on all working days between 11.00 A.M. to 1.00P.M. upto the date of Annual General Meeting.

In terms of the provisions of the Section 197 read with Schedule V of the Act, a company may appoint/reappoint a whole time director subject to the approval of the members in its general meeting. Accordingly, consent of the members is sought for passing the Ordinary Resolution as set out at item No. 9 of the Notice.

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

Item No.10

Mr. Siddharth Bansal has been associated with the Company for more than 6 years. Mr. Siddharth Bansal is a Bachelor of Science in Management from University of Illinois, USA and a Masters in Science in International Business from Aston University, UK and oversees the Polymer products division of the Company.

The term of Mr. Siddharth Bansal as Whole Time Director of the Company expired on 31st March, 2016. Considering his qualifications and experience your directors have in their meeting held on 1st February, 2016 re-appointed Mr. Siddharth Bansal as a Whole Time Director of the Company for a period of three years from 1st April, 2016 to 31st March, 2019.

Details of remuneration which is in accordance with and within the ceiling of maximum remuneration permitted under Schedule V to the Companies Act, 2013 and terms & conditions of service as recommended by the Nomination and Remuneration Committee of Directors and approved by the Board of Directors of the Company at its meeting held on 18th May, 2016 are given herein below.

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

The copy of the agreement as approved by the Board and executed between Mr. Siddharth Bansal and the Company is available for inspection of the members at the registered office of the company on all working days between 11.00 A.M. to 1.00P.M. upto the date of Annual General Meeting.

In terms of the provisions of the Section 197 read with Schedule V of the Act, a company may appoint/reappoint a whole time director subject to the approval of the members in its general meeting. Accordingly, consent of the members is sought for passing the Ordinary Resolution as set out at item No. 10 of the Notice.

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

Item No.11

Mr. Joginder Pal Dua holds a Masters Degree in Economics. He has served in Oriental Bank of Commerce for more than 30 years and has also served as Executive Director and Chairman of Allahabad Bank for five years. He retired as Chairman of Board for Industrial & Financial Reconstruction (B.I.F.R.) in January, 2016. Mr. Dua has also been on the governing board of several premier education institutions like NIBM, XIMB, IBPS, IIBF and CAB.

Mr. Joginder Pal Dua was appointed as an additional director of the Company by the Board of Directors on 1st February, 2016 to hold office till the conclusion of the Annual General Meeting ('AGM').

The Company has received a notice in writing from a member along with the requisite deposit pursuant to Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Joginder Pal Dua as a Non-executive Independent Director.

Accordingly, it is proposed to appoint him as an Independent Non-executive Director under the provisions of Section 149 of the Act, for a period of 5 years, and if appointed, he shall hold office till January 31, 2021.

Mr Dua being an experienced, competent and highly renowned personality from the field of banking, the Board considers that his appointment would be of immense benefit to the Company and thus recommends the Ordinary Resolution as set out at item No. 11 for approval of members.

The Company has received necessary disclosures as required under the Companies Act, 2013 from Mr. Dua including a declaration to the effect that he meets the criteria of independence as provided in the Act and in the opinion of the Board, Mr. Dua fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for appointment as Independent Directors of the Company and he is independent of the management. A copy of the Letter of Appointment, setting out terms and conditions of his appointment, is available for inspection of the members at the registered office of the company on all working days between 11.00 A.M. to 1.00P.M. upto the date of Annual General Meeting.

Except Mr.Joginder Pal Dua and his relatives none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in this resolution.

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

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

Name of the Director	**Mr. Sajan Kumar Bansal**	**Mr. Sharan Bansal**	**Mr. Devesh Bansal**	**Mr. Siddharth Bansal**	**Mr. Joginder Pal Dua**
Director Identification Number	00063555	00063481	00162513	02947929	02374358
Age	58 years	36 years	33 years	28 years	63 years

Qualification	B.Com	Bachelor of Science in Mechanical Engineering from the Georgia Institute of Technology, USA.	Masters of Science in International Business & Management from De Montfort University, UK.	Bachelor of Science in Management from University of Illinois, USA and a Masters in Science in International Business from Aston University, UK.	Masters Degree in Economics
Date of Joining the Board	26.10.1984	02.04.2002	05.04.2002	10.03.2010	01.02.2016
Experience	32 years	14 years	14 years	6 years	41 years
Nature of expertise	Business management	Tower division of the business	Poles, Monopoles and Polymer products division of the business	Polymer products division of the business	Banking and Finance
Brief resume	Mr. Sajan Kumar Bansal is the driving force behind the company's exponential growth since the beginning of the new millennium. Under his visionary leadership, the company has grown from a single unit, single product manufacturer to multi-unit, multi product manufacturing of engineering goods and polymer products.	Mr. Sharan Bansal initiated the Transmission Towers vertical at Skipper and within a decade, has grown it into one of India's largest Transmission Tower manufacturers with 3 large plants and a capacity of 200,000 MT per annum (including poles). Skipper has witnessed a double digit growth under his leadership.	Mr. Devesh Bansal has been heading the poles & monopoles division of the company securing a wide-range of clientele from sectors such as power T&D, lighting and signage. With his strong leadership skills, Skipper Limited has emerged as one of the largest manufacturers of poles & monopoles in India in a short span of time. Mr. Devesh Bansal is also overseeing the development of polymer product division of the Company.	Mr. Siddharth Bansal has been heading the procurement, operations and marketing of the polymer products division at Skipper Limited. With his strong knowledge base, the organization is on a rapid expansion spree and has commissioned 3 new plants in 2015-16 and is in process of commissioning one more plant in 2016-17.	Mr. Joginder Pal Dua has served in Oriental Bank of Commerce for more than 30 years and has also served as Executive Director and Chairman of Allahabad Bank for five years. He retired as Chairman of Board for Industrial & Financial Reconstruction (B.I.F.R.) in January, 2016. Mr. Dua has also been on the governing board of several premier education institution like NIBM, XIMB, IBPS, IIBF and CAB.
Terms & Conditions of appointment	Managing Director not to retire by rotation	Whole time director, liable to retire by rotation	Whole time director, liable to retire by rotation	Whole time director, liable to retire by rotation	Independent Director, not to retire by rotation.
Details of remuneration sought to be paid.	₹4.80 crore annually	₹ 2.40 crore annually	₹2.40 crore annually	₹2.40 crore annually	Eligible to receive sitting fee and profit linked commission upto ₹ 1 Lac per annum.

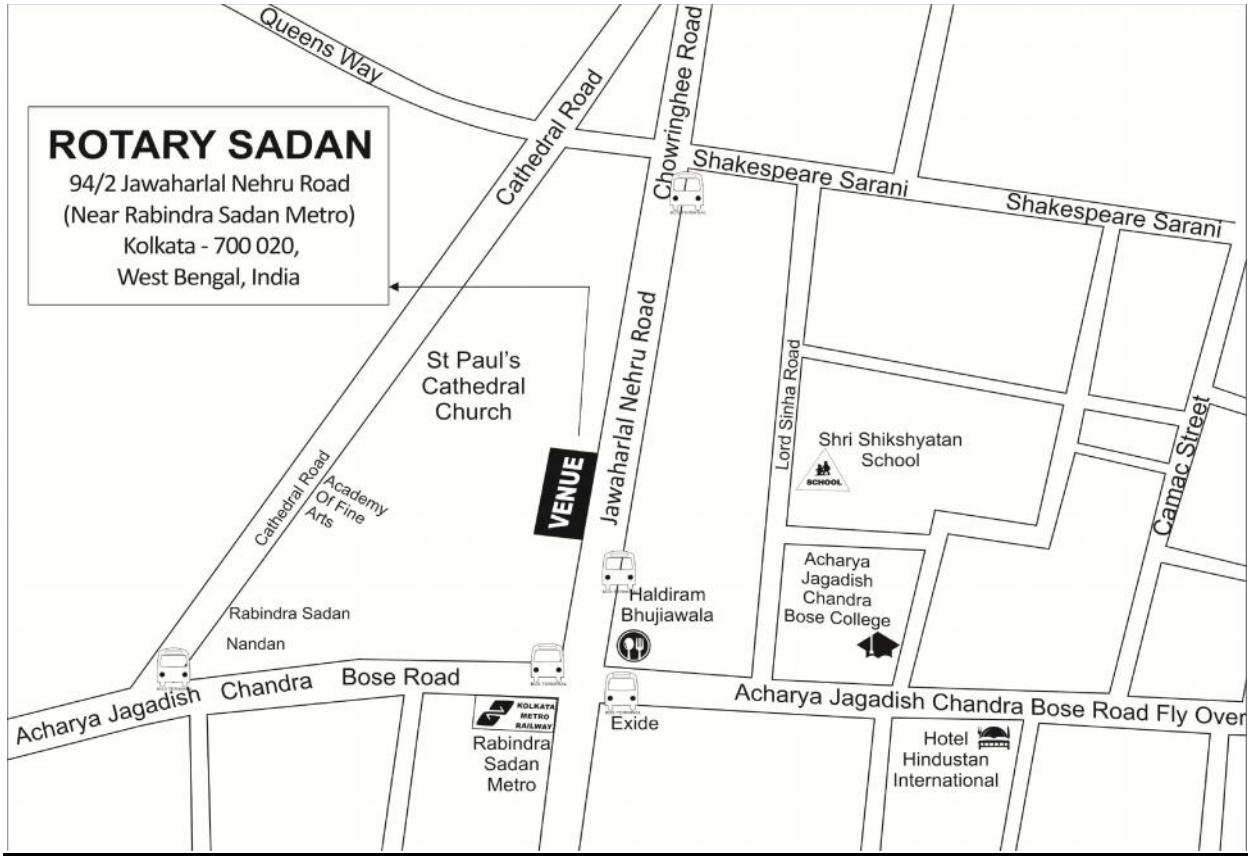
Remuneration last drawn.	₹ 3.00 crore annually	₹ 1.50 crore annually	₹ 1.50 crore annually	₹ 1.50 crore annually	N.A
Number of Board meeting attended during the year	5	2	4	3	No meeting held after his appointment in FY 2015-16
Disclosure of relationship with other directors/ KMP	Mr.Sajan Kumar Bansal is father of Mr.Sharan Bansal, Mr.Devesh Bansal and Mr.Siddharth Bansal, directors of the Company.	Mr.Sharan Bansal is son of Mr.Sajan Kumar Bansal and brother of Mr. Devesh Bansal and Mr. Siddharth Bansa,l directors of the Company.	Mr. Devesh Bansal is son of Mr. Sajan Kumar Bansal and brother of Mr. Sharan Bansal and Mr. Siddharth Bansal, directors of the Company	Mr. Siddharth Bansal is son of Mr. Sajan Kumar Bansal and brother of Mr. Sharan Bansal and Mr. Devesh Bansal, directors of the Company	Mr. Joginder Pal Dua is not related to any Director/KMP of the Company.
Shareholding of Director (No. of equity shares)	8243796	4696955	3622175	10468725	Nil
Other Directorship and committee membership	i)Skipper Telelink Ltd ii)Skipper Realties Ltd iii)Ventex Trade Pvt Ltd iv)Suviksit Investments Ltd v)Skipper Plastics Ltd vi)Mayur Apartments Pvt Ltd vii)Aakriti Alloys Private Limited viii)Samriddhi Ferrous Private Limited ix)Utsav Ispat Private Limited x)Vaibhav Metals Private Limited	i) Skipper Telelink Ltd ii) Skipper Realties Ltd iii)Skipper Polypipes Pvt Ltd iv)Suviksit Investments Ltd v) Skipper Plastics Ltd vi)Skipper Polychem Ltd vii) Skipper Pipes Ltd viii)Utsav Ispat Private Limited ix)Vaibhav Metals Private Limited	i) Skipper Telelink Ltd ii) Skipper Realties Ltd iii)Skipper Polypipes Pvt Ltd iv)Suviksit Investments Ltd v) Skipper Plastics Ltd vi)Ventex Trade Pvt Ltd vii)Skipper Polychem Ltd viii)Skipper Pipes Ltd ix) Aakriti Alloys Private Ltd x)Samriddhi Ferrous Private Ltd	i) Skipper Polypipes Pvt Ltd ii) Skipper Polychem Ltd iii) Skipper Pipes Ltd	i)Century Plyboards (India) Ltd

By order of the Board
For Skipper Limited

Arbind Kumar Jain
Company Secretary
Membership No. A23017

Date: 18th May, 2016
Place: Kolkata

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



SKIPPER LIMITED

CIN: L40104WB1981PLC033408
Registered Office: 3A, Loudon Street, Kolkata – 700 017, India
Ph: 033- 22895731, Fax: 033-22895733, Email - investor.relations@skipperlimited.com, Web: www.skipperlimited.com

PROXY FORM

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

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

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

1. Name: …… Email: ……
   Address: …… Signature: ……

or failing him / her

2. Name: …… Email: ……
   Address: …… Signature: ……

or failing him / her

3. Name: …… Email: ……
   Address: …… Signature: ……

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 35th Annual General Meeting of the Company, to be held on Monday, 8th August, 2016, at 3.30 p.m at Shripati Singhania Hall, Rotary Sadan, 94/2 Jawaharlal Nehru Road, (Near Rabindra Sadan Metro) Kolkata- 700 020, West Bengal, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	**Resolution Proposed**
1	Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2016, and the Reports of the Board of Directors and the Auditors' thereon.
2	Declaration of dividend for the financial year ended 31st March, 2016.
3	Appointment of director in place of Mr. Sharan Bansal (DIN: 00063481) who retires by rotation and, being eligible, offers himself for re-appointment.
4	Ratification of appointment of Statutory Auditors & fixing their remuneration.
5	Approval of remuneration of the Cost Auditors for financial year ending March 31, 2017.
6	Revison in remuneration of Mr. Sajan Kumar Bansal (Din: 00063555), Managing Director of the Company
7	Revison in remuneration of Mr. Sharan Bansal (DIN: 00063481), Wholetime Director of the Company.
8	Re-appointment of Mr. Sajan Kumar Bansal (Din: 00063555) as Managing Director upto 30th September, 2019
9	Re-appointment of Mr. Devesh Bansal (Din:00162513) as Wholetime Director upto 31st March, 2019
10	Re-appointment of Mr. Siddharth Bansal (Din:02947929) as Wholetime Director upto 31st March, 2019
11	Appointment of Mr. Joginder Pal Dua (Din: 02374358) as Independent Director of the Company upto 31st January, 2021.

Signed this……..day of ……..2016

Affix Re 1 revenue stamp

Signature of shareholder Signature of proxy holder(s)

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

SKIPPER LIMITED

CIN: L40104WB1981PLC033408

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

Ph: 033- 22895731, Fax: 033-22895733, Email - investor.relations@skipperlimited.com, Web: www.skipperlimited.com

ATTENDANCE SLIP

Regd. Folio / DP ID & Client ID	
Name and Address of the Shareholder	

1. I, hereby record my presence at the 35th Annual General Meeting of the Company held on Monday, 8th August, 2016 at 3.30 pm at Shripati Singhania Hall, Rotary Sadan, 94/2 Jawaharlal Nehru Road,(Near Rabindra Sadan Metro) Kolkata- 700 020, West Bengal, India

2. Signature of the Shareholder/Proxy Present

3. Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover the same at the entrance duly signed.

4. Shareholder / Proxy holder desiring to attend the meeting may bring his / her copy of the Annual Report for reference at the meeting.

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

- -

ELECTRONIC VOTING PARTICULARS

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

Notes:

(1) Where Bank Account Number is not registered with the Depositories or Company please enter your User Id. as mentioned in column (2) above.

(2) Please read the Instructions printed in the Notice of the 35th Annual General Meeting. The e-voting period starts from 9.00 A.M. on 05.08.2016 and ends at 5.00 P.M. on 07.08.2016, the e-voting module shall be disabled by CDSL for voting thereafter.