



Dated: 6th December, 2015

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 Postal Ballot

Dear Sir,

With reference to the above we are enclosing 6 copies of Postal Ballot Notice for the ensuing Postal Ballot for approval of Skipper Employee Stock Option Plan 2015 and Grant of Employee Stock Options to the employees of the Company thereunder.

Pursuant to provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and the Listing Agreement, the Company is providing e-voting facility to its members in respect of the resolution to be passed through the ballot process. The Company has engaged Central Depository Services (India) Limited as the authorized agency to provide e-voting facility.

The remote e-voting shall commence on 8th December, 2015 at 9.00 A.M and ends on 6th January, 2015 at 5.00 P.M.

Thanking you,

Yours faithfully,
For Skipper Limited

Arbind Kumar Jain
Company Secretary

Encl: a.a

SKIPPER LIMITED

Regd. Office : 3A, Loudon Street, 1st Floor, Kolkata - 700 017

CIN : L40104WB1981 PLC033408 Phone : 033 2289 2327 / 5731 / 5732, Fax : 033 2289 5733

Email : mail@skipperlimited.com, Website : www.skipperlimited.com



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

Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013('the Act'), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), that the resolution appended below is proposed to be passed by way of postal ballot/ electronic voting (e-voting). The explanatory statement pertaining to the said resolution setting out the material facts and the reasons thereof is annexed hereto along with a postal ballot form for your consideration.

The Board of Directors has appointed Mr. Manoj Kumar Banthia, Practicing Company Secretary (Membership no-A11470/CP-7596) of M/s MKB & Associates, Company Secretaries, Kolkata as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.

You may record your assent (for) or dissent (against) by filling necessary details and affixing your signature at the designated place in the postal ballot form and return the same in original duly completed in the enclosed self-addressed, pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e 5 p.m on 6th January, 2016. The Postage on the enclosed self-addressed postage pre-paid envelope shall be borne and paid by the Company. Any Postal Ballot form received after the said date will be rejected and considered as if no reply has been received from the member

Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is also offering e-voting (electronic voting) facility to its members, as an alternative to cast their votes electronically on the resolutions set forth in this notice. Please note that e-voting is optional. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the authorized agency to provide e-voting facilities.

You are requested to carefully read the instructions printed herein below related to voting by physical postal ballot form/ e-voting before casting your votes. In case the Member has exercised the vote in physical as well as electronic mode, the valid vote by electronic mode only will be considered.

Upon completion of scrutiny of the postal ballot form/votes cast through electronic means, the scrutinizer will submit his report to the Chairman. The result of the postal ballot would be announced by the Chairman or any Director or Company Secretary of the Company on or before 8th January, 2016 at the registered office of the Company. The date of declaration of result shall be deemed to be the date of passing of the said resolution. The aforesaid results would be intimated to the Stock Exchanges on which the shares of the Company are listed i.e. BSE & NSE and will be displayed along with the Scrutinizer's report on the Company's website www.skipperlimited.com.

SPECIAL BUSINESS

To consider and if thought fit, to give assent/dissent to the following resolution as Special Resolution:

Approval of Skipper Employee Stock Options Plan 2015 and Grant of Employee Stock Options to the employees of the Company thereunder

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Listing Agreements entered into by the Company with the Stock Exchanges, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI SBEB Regulations”), and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be accepted by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), the approval of the Company be and is hereby accorded to the introduction and implementation of Skipper Employee Stock Option Plan 2015 (hereinafter referred to as the “ESOP 2015” or the “Plan”) to the Board of Directors of the Company to create, and grant from time to time, in one or more tranches, not exceeding 20,00,000 (Twenty Lakh) Employee Stock Options to or for the benefit of such person(s) who are in permanent employment of the Company, including any Director, whether whole time or otherwise, (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), as may be decided by the Board under ESOP 2015, exercisable into not more than 20,00,000 (Twenty Lakh) equity shares of face value of Re. 1/- (Rupee One) each fully paid-up at such price or prices, on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of ESOP 2015.”

“RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank pari passu with the then existing equity shares of the Company.”

“RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the options granted earlier, the ceiling on the number of options mentioned in the resolution above, shall be deemed to be increased to the extent of such additional equity shares issued.”

“RESOLVED FURTHER THAT in case the equity shares of the Company are sub-divided or consolidated, then the number of shares to be allotted and the exercise price on payable by the option grantees under the Plan shall automatically stand augmented in the same proportion as the present face value of Re. 1/- per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to take requisite steps for listing of the Equity Shares allotted under ESOP 2015 on the Stock Exchanges where the Equity Shares of the Company are listed.”

“RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOP 2015.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the ESOP 2015 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOP 2015 and do all other things incidental and ancillary thereof.”

“RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of ESOP 2015 as also to make applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with

the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard.”

By order of the Board
For Skipper Limited

Arbind Kumar Jain
Company Secretary
Membership No. A23017

Date: 30th November, 2015
Place: Kolkata

Notes:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts and reasons for the proposed special resolution, is annexed herewith.
2. The Postal ballot form for voting is enclosed herewith.
3. The postal ballot notice is being sent to all members, whose name appear in the Register of Members/list of beneficial owners as received from National Securities Depository Limited (“NSDL”)/ Central Depository Services (India) Limited (“CDSL”) as on 27th November, 2015 by email to all the members whose email ID’s are registered with the Company/ Depository Participant(s) for communication purpose unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice along with the Postal Ballot form and pre paid envelope is being sent by the permitted mode.
4. Members who have received postal ballot notice by email but wishes to vote through physical form may indicate their option to receive the postal ballot form from the Company by sending a letter or an e-mail to the Company Secretary ,email id: investor.relations@skipperlimited.com by mentioning their Folio no. / DP ID/ Client ID.
5. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the postal ballot form and return the form duly completed and signed to the Scrutinizer not later than the closing of working hour’s on 6th January, 2016. All forms received after this will be strictly treated as if reply from such member(s) has not been received.
6. Mr. Manoj Kumar Banthia, Practicing Company Secretary (Membership no-A11470/CP-7596) of M/s MKB & Associates, Company Secretaries, Kolkata as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.
7. The Scrutinizer shall unlock the votes in the presence of at least two witnesses, not in employment of the Company and make a Scrutinizer’s Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company by 8th January, 2016.
8. The voting right of shareholders shall be in proportion to their shares of the paid up capital of the Company as on 27th November, 2015.
9. The results shall be declared on or before 8th January, 2016. The results declared along with the Scrutinizers Report shall be placed on the Company’s website www.skipperlimited.com and will be communicated to the National Stock Exchange of India Limited and Bombay Stock Exchange Limited.
10. The notice of Postal Ballot is also available on the website of the Company www.skipperlimited.com and of CDSL at www.evotingindia.com
11. The shareholders can opt for only one mode of voting i.e either by sending Postal Ballot Form physically or by e-voting. If a member casts vote by both modes, then voting done through e-voting shall prevail and the Ballot shall be treated as invalid.
12. Incomplete, unsigned or Incorrect Postal Ballot Forms will be rejected. The Scrutinizer’s decision on the validity of a Postal Ballot will be final and binding.
13. In case of shares held by Companies, Trusts, Societies etc, the duly completed Postal Ballot Form should be accompanied by a Certified True Copy of Board Resolution /Authority Letter.
14. Relevant documents referred to in the accompanying notice are open for inspection by the Members at the registered office of the Company on all working days between 3.00 p.m to 5:00 p.m. upto 6th January, 2016.
15. Voting Instructions:

E-voting

The e-voting period commences on 8th December, 2015 at 9.00 a.m (IST) and ends on 6th January, 2016 at 5.00 pm (IST). During this period, members of the Company holding shares either in physical form or in dematerialized form as on 27th November, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- 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 Electronic Voting Particulars/ email alongwith "Skipper Limited" from the drop down menu and click on "SUBMIT".
- d. Now Enter your User ID (as mentioned in the Electronic Voting Particulars /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 Electronic Voting Particulars/ 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 to be also 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 Electronic Voting Particulars /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 Corporate.
 - 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.
- t. 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.

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

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives. Your Company believes that equity based compensation plans are an effective tool to reward the employees of the Company for their contribution to the growth of the Company, to create an employee ownership in the Company, to attract new talents, to retain the key resources and knowledge in the organisation.

With this objective in mind, your Company intends to implement Skipper Employee Stock Option Plan 2015 (“ESOP 2015”/ “Plan”) for the employees including Directors of the Company.

The Company seeks members’ approval in respect of ESOP 2015 and grant of Stock Options to the eligible employees of the Company as decided in this behalf from time to time in due compliance with the Companies Act, 2013 and Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI SBEB Regulations”).

The main features of the ESOP 2015 are as under:

a) Brief description of the Plan:

The Company proposes to introduce the ESOP 2015 with primarily with a view to attract, retain, incentivise and motivate the existing employees of the Company, employees joining the Company, and its Directors that would lead to higher corporate growth. The Plan contemplates grant of options to the eligible employees (including Directors), as may be determined in due compliance of SEBI SBEB Regulations and provisions of the Plan. After vesting of options, the eligible employees earn a right (but not obligation) to exercise the vested options within the exercised period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

The Nomination and Remuneration Committee (“Committee”) of the Company shall act as Compensation Committee for administration and superintendence of ESOP 2015. All questions of interpretation of the ESOP 2015 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in ESOP 2015.

b) Total number of Options to be granted:

The total number of options to be granted under ESOP 2015 shall not exceed 20,00,000 (Twenty Lakh) options. Each option when exercised would be converted into one Equity Share of Re. 1/- (Rupee One) each fully paid-up.

Vested Option lapsed due to non-exercise and/or unvested Options that get cancelled due to resignation/ termination of the employee or otherwise, would be available for being re-granted at a future date. The Board/ Committee is authorized to re-grant such lapsed / cancelled Options as per the provisions of ESOP 2015, within overall ceiling.

Further, the SEBI Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the options granted. In this

regard, the Committee shall adjust the number and price of the options granted in such a manner that the total value of the options granted under ESOP 2015 remain the same after any such corporate action. Accordingly, if any additional options are issued by the Company to the option grantees for making such fair and reasonable adjustment, the ceiling of 20,00,000 (Twenty Lakh) shall be deemed to be increased to the extent of such additional options issued.

c) Identification of classes of employees entitled to participate in ESOP 2015

All the permanent employees (including a Director, whether wholetime or not but excluding independent directors) of the Company, working in India or outside India shall be eligible to participate in the Plan. Provided however that the following persons shall not be eligible to participate in ESOP 2015:

- a. an employee who is a Promoter or belongs to the Promoter Group as defined in the SEBI Regulations; or
- b. a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the issued and subscribed Equity Shares of the Company; or
- c. Independent Directors.

d) Requirements of vesting and period of vesting

All the options granted on any date shall vest not earlier than 1 (one) year and not later than a maximum of 6 (six) years from the date of grant of options as may be determined by the Committee. The Committee may extend, shorten or otherwise vary the vesting period from time to time, in accordance with the applicable law and in the interest of the option grantee.

The vesting dates in respect of the options granted under the Plan shall be determined by the Committee and may vary from an employee to employee or any class thereof and / or in respect of the number or percentage of options granted to an employee.

Options shall vest essentially based on continuation of employment and apart from that the Committee may prescribe achievement of any performance condition(s) for vesting.

e) Maximum period within which the options shall be vested:

All the options granted on any date shall vest not later than a maximum of 6 (six) years from the date of grant of options as may be determined by the Committee.

f) Exercise price or pricing formula:

Exercise price shall be such price being not less than the face value of the equity shares of the Company as may be determined by the Committee.

g) Exercise period and the process of Exercise:

The Exercise period would commence from the date of vesting and will expire on completion 5 (five) years from the date of respective vesting or such other shorter period as may be decided by the Committee from time to time.

The vested Option shall be exercisable by the employees by a written application to the Company expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Committee from time to time. The Options shall lapse if not exercised within the specified exercise period.

h) Lock-in

The Shares issued upon exercise of Options shall be freely transferable and shall not be subject to any lock-in period restriction after such exercise. Provided however that the Shares allotted on such exercise cannot be sold for a period of 30 (thirty) days from the date of allotment in terms of Code of Conduct for Prevention of Insider Trading of the Company ("COCPIT") read with Securities Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015

(SEBI Insider Trading Regulations), as amended or such other period as may be stipulated from time to time in terms of COCPIT.

i) Appraisal process for determining the eligibility of employees under ESOP 2015:

The appraisal process for determining the eligibility shall be decided from time to time by the Committee. The broad criteria for appraisal and selection may include parameters like tenure of association with the Company, performance during the previous years, contribution towards strategic growth, contribution to team building and succession, cross-functional relationship, corporate governance, etc.

j) Maximum number of Options to be issued per employee and in aggregate:

The number of options that may be granted to any specific employee of the Company under the Plan, in any financial year and in aggregate under the ESOP 2015 shall be less than 5,00,000 options.”

k) Maximum quantum of benefits to be provided per employee under the ESOP 2015:

The maximum quantum of benefits underlying the options issued to an eligible employee shall depend upon the market price of the shares as on the date of exercise of options.

l) The conditions under which option vested in employees may lapse:

S. No.	Separations	Vested Options
1	Resignation/ termination (other than due to Cause)	All Vested Options as on date of submission of resignation may be exercised by the Option Grantee by the last working day with the Company.
2	Termination due to Cause	All Vested Options which were not exercised at the time of such termination shall stand cancelled with effect from the date of such termination.
3	Retirement	All Vested Options can be exercised by the Option Grantee by the last working day with the Company.
4	Death	All Vested Options may be exercised by the Option Grantee’s nominee or legal heir immediately after, but in no event later than 12 months from the date of Death.
5	Permanent Incapacity	All Vested Options may be exercised by the Option Grantee or, if the Option Grantee is himself, unable to exercise due to such incapacity, the nominee or legal heir, immediately after, but in no event later than 12 months from the date of such incapacity.
6	Other reasons apart from those mentioned above	The Compensation Committee shall decide whether the Vested Options as on that date can be exercised by the Option Grantee or not, and such decision shall be final.

m) Route of Plan implementation:

The Plan shall be implemented and administered directly by the Company. In case Company wishes otherwise, it may be intimated to the members in due course as per applicable laws.

n) Source of acquisition of shares under the Plan:

The Plan contemplates fresh/new issue of shares by the Company.

- o) Amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc:

This is currently not contemplated under the present Plan.

- p) Maximum percentage of secondary acquisition:

This is not relevant under the present Plan.

- q) Accounting and Disclosure Policies:

The Company shall follow the Guidance Note on Accounting for Employee Share-based Payments and/or any relevant Accounting Standards as may be prescribed by the competent authorities from time to time, including the disclosure requirements prescribed therein.

- r) Method of option valuation:

The Company will adopt the intrinsic value method of valuation of options. Notwithstanding the above, the Company may adopt any other method as may be required under prevailing applicable laws.

- s) Declaration:

In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options and the impact of this difference on profits and on Earning Per Share ("EPS") of the company shall also be disclosed in the Directors' report.

Consent of the members is being sought by way of a special resolution pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder and as per Regulation 6 of the SEBI SBEB Regulations.

A draft copy of the ESOP 2015 is available for inspection by the Members at the registered office of the Company on all working days between 3.00 p.m to 5:00 p.m. upto 6th January, 2016.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution, except to the extent of their entitlements, if any, under the Plan.

In light of above, you are requested to accord your approval to the special resolution.

By order of the Board
For Skipper Limited

Arbind Kumar Jain
Company Secretary
Membership No. A23017

Date: 30th November, 2015
Place: Kolkata



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

POSTAL BALLOT FORM

Postal Ballot No.:

1 Name and registered address of the Shareholder(s) :

2 Name of the Joint Holder(s) if any :

3 Registered Folio no. / DP ID No. / Client ID No. :

4 Number of Shares held :

I/We hereby exercise my/our vote in respect of the Special Resolution(s) to be passed through Postal Ballot for the business stated in the Notice of the Company by sending my/ our assent or dissent to the said Resolution(s) by placing a tick (✓) mark in the appropriate column below:

Sl. No.	Particulars	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution for approval of Skipper Employee Stock Option Plan 2015 and Grant of Employee Stock Options to the employees of the Company thereunder.			

Place:

Date:

Signature of the Shareholder

Note:

1. Please read carefully the instructions overleaf & as provided in the notice before exercising your vote.
2. Please note that the last date for receipt of Postal Ballot Forms by the Scrutinizer is 06.01.2016.

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) The e-Voting period starts from 09.00 A.M. on 08.12.2015 and ends at 5.00 P.M. on 06.01.2016, the e-voting module shall be disabled by CDSL for voting thereafter.

Voting Instructions

- a. A member desiring to exercise his/her vote by postal ballot may complete the Postal Ballot Form and send it to the Scrutinizer in the attached self addressed prepaid envelope.
- b. Assent/Dissent to the proposed resolution may be recorded by placing a tick in appropriate column.
- c. The Postal Ballot Form shall be completed and signed by the member(s) as per specimen signature(s) registered with the Company or with the Depository Participant as the case may be. In case of joint shareholding, the Postal Ballot Form should be completed and signed by the first named member and in his absence, the next named member.
- d. Postal Ballot cannot be exercised through a proxy.
- e. Incomplete, unsigned, improperly and incorrectly filled forms will be rejected.
- f. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the closing of working hour's i.e 5 p.m on 6th January, 2016. All forms received after this will be strictly treated as if reply from such member(s) has not been received.
- g. In case of shares held by Companies, Trusts, Societies etc the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/ Authority.
- h. Members are requested not to send any document (other than the resolution/ Authority as mentioned above) along with Postal Ballot Form in the enclosed self addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and if any extraneous matter is found in such envelope, the same would be destroyed by the Scrutinizer.