

## SKIPPER LIMITED

Registered Office: 3A Loudon Street, 1<sup>st</sup> Floor, Kolkata - 700 017

Phone : 033-22892327/ 5731, Email ID: mail@skipperlimited.com

CIN: L40104WB1981PLC033408

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

Notice is hereby given to the Members of Skipper Limited pursuant to Section 110 and all other applicable provisions if any, of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), for seeking your consent for passing the following Resolutions through Postal Ballot:

### SPECIAL BUSINESS

#### 1. Appointment of Smt. Mamta Binani (DIN 00462925) as an Independent Director

To consider and, if thought fit, to pass the following resolution which will be proposed as an Ordinary Resolution:-

**"RESOLVED THAT** pursuant to the provisions of the Section 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), and the applicable provisions of the Listing Agreement, Smt. Mamta Binani (DIN: 00462925), who has been appointed as an Additional Director of the Company on February 12, 2015 and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation from the date of declaration of the result of postal ballot upto to March 31, 2020.

**"RESOLVED FURTHER THAT** the Company has received from Smt. Mamta Binani, (DIN: 00462925) the consent under Section 152(5), declaration under Section 149(6) & (7) and 164 and Disclosure of Interest under Section 184 of the Companies Act, 2013."

**"RESOLVED FURTHER THAT** Sri Sajan Kumar Bansal, Managing Director be and is hereby authorized to do all the act, deeds and things which are necessary for the aforesaid appointment and to send the necessary intimation in prescribed form to Registrar of Companies. West Bengal.

2. Revision of the Remuneration of Sri Sajan Kumar Bansal., Managing Director of the Company:

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

“RESOLVED THAT in terms of Article 125 of the Articles of Association of the Company and pursuant to the provisions of Section 198, 269, 309, 311, 314 Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 and corresponding provisions of Section 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (the Said Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modifications) consent of the Company be and is hereby granted for the revision of remuneration of Sri Sajan Kumar Bansal (DIN: 00063555) the Managing Director of the Company with effect from 1<sup>st</sup> April, 2015 as per the terms as to remuneration and perquisites as are set out in the statement pursuant to Section 102 (1) of the Companies Act, 2013 annexed to this notice with liberty to the Board of Director (hereinafter referred to as the Board which terms and conditions as to the remuneration and perquisites as may be agreed to between the Board and the concerned Director.

3. Revision of the Remuneration of Sri Sharan Bansal., Whole time Director of the Company:

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

“RESOLVED THAT in terms of Article 125 of the Articles of Association of the Company and pursuant to the provisions of Section 198, 269, 309, 311, 314 Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 and corresponding provisions of Section 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (the Said Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modifications) consent of the Company be and is hereby granted for the revision of remuneration of Sri Sharan Bansal (DIN: 00063481) the Whole time Director of the Company with effect from 1<sup>st</sup> April, 2015 as per the terms as to remuneration and perquisites as are set out in the statement pursuant to Section 102 (1) of the Companies Act, 2013 annexed to this notice with liberty to the Board of Director (hereinafter referred to as the Board which terms and conditions as to the remuneration and perquisites as may be agreed to between the Board and the concerned Director.

**4. Revision of the Remuneration of Sri Devesh Bansal., Whole time Director of the Company:**

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

“RESOLVED THAT in terms of Article 125 of the Articles of Association of the Company and pursuant to the provisions of Section 198, 269, 309, 311, 314 Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 and corresponding provisions of Section 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (the Said Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modifications) consent of the Company be and is hereby granted for the revision of remuneration of Sri Devesh Bansal (DIN: 00162513) the Whole time Director of the Company with effect from 1<sup>st</sup> April, 2015 as per the terms as to remuneration and perquisites as are set out in the statement pursuant to Section 102 (1) of the Companies Act,2013 annexed to this notice with liberty to the Board of Director (hereinafter referred to as the Board which terms and conditions as to the remuneration and perquisites as may be agreed to between the Board and the concerned Director.

**5. Revision of the Remuneration of Sri Siddharth Bansal., Whole time Director of the Company:**

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

“RESOLVED THAT in terms of Article 125 of the Articles of Association of the Company and pursuant to the provisions of Section 198, 269, 309, 311, 314 Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 and corresponding provisions of Section 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (the Said Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modifications) consent of the Company be and is hereby granted for the revision of remuneration of Sri Siddharth Bansal (DIN: 02947929) the Whole time Director of the Company with effect from 1<sup>st</sup> April, 2015 as per the terms as to remuneration and perquisites as are set out in the statement pursuant to Section 102 (1) of the Companies Act,2013 annexed to this notice with liberty to the Board of Director (hereinafter referred to as the Board which terms and conditions as to the remuneration and perquisites as may be agreed to between the Board and the concerned Director.

**6. To approve the appointment of Sri. Shankar Lal Poddar as a Director of the Company**

To consider and if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution:

RESOLVED that Sri Shankar Lal Poddar (DIN: 00063472), who was appointed as an Additional Director of the Company by the Board of Directors with effect from November 7, 2014 pursuant to Section 161 of the Companies Act, 2013 ("the Act") and the Rules framed thereunder, who holds office up to the date of next Annual General Meeting or the last date on which the Annual General Meeting should have been held whichever is earlier and in respect of whom written notice pursuant to Section 160 of the Act has been received from a member signifying the intention to proposing the name of Sri Shankar Lal Poddar as a candidate for the office of the Director of the Company, be and is hereby appointed as a Director of the Company

7. Approval of Remuneration of Sri Shankar Lal Poddar, Director of the Company:

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

"RESOLVED THAT in terms of Article 125 of the Articles of Association of the Company and pursuant to the provisions of Section 198, 269, 309, 311, 314 Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 and corresponding provisions of Section 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (the Said Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modifications) consent of the Company be and is hereby granted for the appointment of Sri Shankar Lal Poddar (DIN: 00063472) as wholtime director of the company for the period from 7<sup>th</sup> November, 2014 to 6<sup>th</sup> November, 2017 upon such terms and conditions including remuneration as are set out in the statement pursuant to Section 102 (1) of the Companies Act, 2013 annexed to this notice with liberty to the Board of Director (hereinafter referred to as the Board which terms shall be deemed to include any duly authorized committee of the Board ) to alter and vary the terms and conditions of the said appointment including the remuneration and perquisites as may be agreed to between the Board and the concerned Director.

By Order of the Board  
Skipper Limited

(Arbind Kumar Jain)  
Company Secretary

Dated: 23<sup>rd</sup> February, 2015

Place - Kolkata

**Notes:**

1. The relative Explanatory statement pursuant to Section 102(1) and other applicable provisions of the Companies Act, 2013, setting out material facts is annexed hereto.



2. The Company has appointed Sri Manoj Kumar Banthia M/s. M. K. B & Associates, Company Secretary in Practice, Kolkata, as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner. The Postal Ballot Form and the self addressed, postage pre-paid envelope is enclosed for use of the members.
3. The voting rights of the Members shall be reckoned as on 20.02.2015 which is the cut-off date.
4. The Scrutinizer will submit his report to the Chairman or any other Director as authorized by the Board after completion of the scrutiny and the result of the voting by Postal Ballot including E-voting will be announced on 30.03.2015, at the registered office of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.nrinternationalltd.in](http://www.nrinternationalltd.in).
5. The Scrutinizer's decision on the validity of a Postal Ballot form shall be final.
6. Member(s) desiring to exercise vote can do so either by sending Postal Ballot Form or by using e-voting facility.
7. In case a member(s) desires to exercise vote by Postal Ballot Form, he is requested to carefully read the instructions printed on the Postal Ballot Form. After completing the enclosed Postal Ballot Form, send the self-addressed pre-stamped Envelope to the Scrutinizer. However, envelopes containing Postal Ballots, if sent other than by regular post at the expenses of the registered member will also be accepted. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than 6.00 p.m. on 28<sup>th</sup> March, 2015. All Postal Ballot Forms received after this date will be treated as if reply from such Member has not been received. Also no other Form or Photocopy thereof is permitted.
8. In case a member desires to exercise vote by using e-voting facility, then he has to carefully follow the instructions given under the heading "Instructions" of Postal Ballot Form. He can use the facility and log in any number of times till he has voted on the resolution or till the end of the voting period i.e. by 6.00 P.M on 28th March, 2015, whichever is earlier.

## EXPLANATORY STATEMENT

Annexed to the Notice dated 23<sup>rd</sup> February, 2015.

Item No.1

### Appointment of Smt. Mamta Binani as Independent Directors

Upon the recommendation of the Nomination & Remuneration Committee, the Board of Directors at their meeting held on February 12, 2015 appointed Smt. Mamta Binani as Additional Directors of the Company.

Further as per provisions of Section 150(2) of the Companies Act, 2013, the appointment of Independent Directors shall be approved by the shareholders through Postal Ballot and therefore, the appointment of Smt. Mamta Binani for a term upto 31<sup>st</sup> March, 2020.

The Company has received notices along with deposit of Rs. 1,00,000/- under provisions of Section 160 of the Companies Act, 2013 from shareholder(s) proposing the candidature of Smt Mamta Binani for directorship of the Company

Mrs. Mamta Binani has given a declaration to the Board that they meet the criteria of independence as provided in Section 149(6) of the Act. Pursuant to the declaration of independence, the present composition of the Board of Directors is in conformity with the provisions of Section 149 of the Companies Act, 2013. The Company has also received from the above director:- (i) the consent in writing to act as director and (ii) intimation that they are not disqualified under section 164(2) of the Companies Act, 2013.

The above non-executive Independent Director is experienced, competent and highly renowned persons from the fields of accounting, finance, auditing and technical. The Board considers that their services of the above Independent Director would be of immense benefit to the Company and it is desirable to avail their services.

The Nomination & Remuneration Committee of Directors have recommended the appointment of director as Independent Directors for a term upto 31<sup>st</sup> March, 2020 and in the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules framed there under for appointment as Independent Directors and they are independent of the management.

Appointment of the director as Independent Director is recommended by the Board and is now placed before the Members for their approval.

A copy of draft letter for the appointment of the above Director as Independent Director setting out the terms & conditions would be available for inspection without any fee for the members at the registered office of the Company during normal business hours on any working day. Other details of the Independent Director whose appointments are proposed have been given in the annexure attached.

Smt. Mamta Binani is concerned or interested in the resolution relating to their own appointment. These directors do not hold any shares of the Company.

Except Smt. Mamta Binani herself, None of the other Directors, Key Managerial Personnel and relatives thereof are concerned or interested in the Resolutions at Item No.1

#### Item No.2 to 5

The details of remuneration proposed to be paid to Managing Director and Whole Time Directors are given below:

| Name of Director   | Designation         | Monthly Remuneration (Rs.) |
|--------------------|---------------------|----------------------------|
| Sajan Kumar Bansal | Managing Director   | Rs. 3,00,00,000/-          |
| Sharan Bansal      | Whole time Director | Rs. 1,50,00,000/-          |
| Devesh Bansal      | Whole time Director | Rs. 1,50,00,000/-          |
| Siddharth Bansal   | Whole time Director | Rs. 1,50,00,000/-          |

\*Subject to increase @ 10% at the commencement of every financial year

- Contribution to Provident Fund to the extent not taxable under the Income Tax Act, 1961
- Gratuity Payable at a rate not exceeding half a month's salary for each completed year of service.
- Leave Pay Encashment of earned leave as per Company rules.
- Free use of Company's car with driver for use on Company's business. Use of car for private purpose, if any, shall be billed by the Company to him.
- Free telephone facility at residence. Personal long distance calls, if any, shall be billed by the Company to him.
- Reimbursement of entertainment, travelling and all other expenses, actually and properly incurred for the purpose of the Company.

The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limits prescribed from time to time Sections 198,269,309,311,314, Schedule XIII and all other applicable provisions, if any, of the companies Act, 1956 and corresponding Section 196,197,198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (the Said Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any Statutory modifications).

The above directors are not entitled to sitting fees for attending meetings.

Sri Sajan Kumar Bansal, Sri Sharan Bansal, Sri Devesh Bansal and Sri Siddharth Bansal are concerned or interested in the resolutions as relative or own capacity. None of the Key Managerial Personnel and other directors or their relatives are interested in this resolution.

The above directors are managing the whole of the affairs of the Company. Hence the Board recommends the resolutions for item no. 2 to 5 for your approval.

**Item No. 6**

The Board of Directors at its meeting held on November 7, 2014 had on recommendation of Nomination and Remuneration Committee appointed Sri Shankar Lal Poddar as an Additional Director of the Company to hold office till conclusion of next Annual General Meeting of the Company and his appointment as a Director of the Company has to be approved by the members of the Company.

The Company has received notices along with deposit of Rs. 1,00,000/- under provisions of Section 160 of the Companies Act, 2013 from shareholder(s) proposing the candidature of Sri Shankar Lal Poddar for directorship of the Company

The Board of Directors recommend passing of the Resolution as an Ordinary Resolution of the accompanying notice for the approval of members.

Except Sri Poddar none of the other Directors, Key Managerial Personnel and relatives thereof are concerned or interested in the Resolutions at Item No.6

**Item No. 7**

The Board of Directors at its meeting held on November 7, 2014 had on recommendation of Nomination and Remuneration Committee appointed Sri Shankar Lal Poddar as an Additional Director of the Company to hold office till conclusion of next Annual General Meeting of the Company and the Board has recommended his appointment as Director of the Company in item no. 6 of this notice. The Board on recommendation of the Nomination and Remuneration Committee recommends his name for appointment as whole time Director for the period of three years from 7<sup>th</sup> November, 2014 to 6<sup>th</sup> November, 2017. The Board also recommends payment of remuneration to Sri Shankar Lal Poddar as follows

Sri Shankar Lal Poddar is associated with the Company since last 28 years contributing in various field of working of the Company. Looking at his long association and sincere contribution to the growth of the Company the Board recommend his appointment as wholetime director.



The remuneration of Sri Shankar Lal Poddar is to be fixed by the Board of Directors from time to time such that the salary and aggregate value of all perquisites and allowances shall not exceed the overall ceiling on remuneration approved by the members. Your directors have recommended a ceiling of Rs. 50,00,000/- ( Rupees Fifty Lacs only) per annum.

The following perquisites shall not be included in the computation of the ceiling on remuneration specified above:

1. Contribution to Provident Fund to the extent not taxable under the Income Tax Act, 1961.
2. Gratuity Payable at a rate not exceeding half a month's salary for each completed year of service
3. Leave pay encashment of earned leave as per Company Rules
4. Free use of Company's Car for use of Company's business. Use of Car for private purpose, if any, shall be billed by the Company to him.
5. Free telephone facility at residence. Personal long distance calls, if any, shall be billed by the Company to him
6. Reimbursement of Entertainment, travelling and all other expenses actually and properly incurred for the purpose of the Company.
7. The proposed remuneration is within the limits prescribed under section I of Part II of Schedule V of the Companies Act, 2013.

The office of the Whole time Director may be terminated by the Company or concerned director by giving the other 3 months' prior notice in writing

The Board of Directors recommend passing of the Resolution as an Ordinary Resolution of the accompanying notice for the approval of members.

Except Sri Poddar himself none of the other Directors, Key Managerial Personnel and relatives thereof are concerned or interested in the Resolutions at Item No.6

**Information pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment/reappointment is furnished below and the same forms a part of the Notice.**

**Mrs. Mamta Binani**

Mrs. Mamta Binani (42), DIN: 00462925, Commerce Graduate & a Fellow Member of the Institute of Company Secretaries of India, was appointed as Non-Executive (Independent) Director of the Company on 12<sup>th</sup> February, 2015. Her Professional Career includes 17 years of experience in corporate consultation & advisory covering Due Diligence, Secretarial & Legal

functions, Formation of Joint Ventures, Drafting of SPA & Corporate Governance. Mrs. Binani is presently Vice-President of the Institute of Company Secretary of India and occupied as one of the leading practicing Company Secretary from the Eastern India.

Mrs. Mamta was elected as the First Lady Chairperson in Eastern India Regional Council of the Institute of Company Secretaries of India in the year 2010. She also holds the privilege of being the only lady Chairperson in the EIRC amongst all three professional institutes i.e. ICSI, ICAI & ICWAI.

She is a coveted speaker at Corporate Governance at various workshops and seminars organized by ICAI, ICWAI & ICSI, National Foundation of Corporate Governance. Has addressed various forums on topics of professional interest including Due Diligence, FII Regulations, Takeover Regulations, Inspection & Investigation, Drafting Skills, SEBI Laws. She possesses excellent communication, drafting, negotiation, relationship management, training & analytical skills. She is also an empanelled trainer at ICICI Bank for imparting leadership training to middle management.

Mrs. Binani does not hold any share in the Company nor does any other person hold any share in the Company for her on a beneficial basis.

**Sri Shankar Lal Poddar**

Sri Shankar Lal Poddar (60), DIN: 00063472, Commerce graduate, was appointed as an Additional Director of the Company on 7<sup>th</sup> November, 2014. He is a Senior Executive of the Company, carrying more than 40 years of rich experience in the field of Finance, Procurement and administration. He is associated with the company for more than 28 years. Sri Shankar Lal Poddar holds 200 shares of face value of Re 1 each in the Company and no other person holds any share in the Company for him on a beneficial basis.

By Order of the Board  
Skipper Limited

Company Secretary

Dated: 23<sup>rd</sup> February, 2015

## SKIPPER LIMITED

Registered Office: 3A Loudon Street, 1<sup>st</sup> Floor, Kolkata - 700 017  
Phone : 033-22892327/ 5731, Email ID: mail@skipperlimited.com  
CIN: L40104WB1981PLC033408

### 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 Ordinary Resolution(s)/ 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.      | Ordinary resolution for appointment of Smt. Mamta Binani as an Independent Director of the Company.   |               |                                     |  |
| 2.      | Ordinary Resolution for revision of remuneration of Sri Sajan Kumar Bansal, Managing Director of the Company as per Section 197 read with Schedule V of the Companies Act, 2013   |               |                                     |  |
| 3.      | Ordinary Resolution for revision of remuneration of Sri Sharan Bansal, Whole time Director of the Company as per Section 197 read with Schedule V of the Companies Act, 2013      |               |                                     |  |
| 4.      | Ordinary Resolution for revision of remuneration of Sri Devesh Bansal, Whole time Director of the Company as per Section 197 read with Schedule V of the Companies Act, 2013      |               |                                     |  |
| 5.      | Ordinary Resolution for revision of remuneration of Sri Siddharth Bansal, Whole time Director of the Company as per Section 197 read with Schedule V of the Companies Act, 2013   |               |                                     |  |
| 6.      | Ordinary resolution for appointment of Sri Shankar Lal Poddar as Whole Time Director of the Company subject to retirement by rotation   |               |                                     |  |
| 7.      | Ordinary Resolution for approval of remuneration of Sri Shankar Lal Poddar, Additional Director of the Company as per Section 197 read with Schedule V of the Companies Act, 2013 |               |                                     |  |

Place:

Date:

Signature of the Shareholder

**Note:**

1. Please read carefully the instructions overleaf before exercising your vote.
2. For e-voting please refer the instructions for Electronic Voting (E-Voting) printed overleaf.
3. Please note that the last date for receipt of Postal Ballot Forms by the Scrutinizer is 28.03.2015.

**ELECTRONIC VOTING PARTICULARS**

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

**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 10.00 A.M. on 27.02.2015 and ends at 6.00 P.M. on 28.03.2015, the e-voting module shall be disabled by CDSL for voting thereafter.



## INSTRUCTIONS

1. A shareholder can opt only for one mode for voting i.e. either Physical through Postal Ballot Form or e-voting. In case a shareholder opts for e-voting, he cannot exercise his vote through Postal Ballot Form and vice-versa.
2. Voting period commences on and from 27.02.2015 at 10.00 A.M. and ends on 28.03.2015 at 06.00 P.M.
3. The results of the Postal Ballot and e-voting will be announced on 30.03.2015 at 3:00 P.M. at the Registered Office of the Company and shall also be published in the newspapers.
4. The voting rights for the shares are one vote per equity share, registered in the name of shareholders/ beneficial owners of the Company as on 20.02.2015.
5. The Scrutinizer's decision on the validity of the Postal Ballot and e-voting will be final.

### INSTRUCTIONS FOR VOTING BY PHYSICAL POSTAL BALLOT FORM:

1. The members are requested to carefully read the instructions printed in the Postal Ballot form and return the Postal Ballot form duly completed with the assent (for) or dissent (against), in the enclosed postage pre-paid self addressed envelope, so as to reach the scrutinizer, on or before 28.03.2015, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member.
2. The members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy is permitted thereof.
3. Envelopes containing postal ballot form if deposited in person or sent by courier at the expense of the registered member will also be accepted.

### INSTRUCTIONS FOR ELECTRONIC VOTING (E-VOTING):

- (I) In compliance with the provisions of Section 108 of the Companies Act 2013, read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the equity listing agreement, the Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically. Members have option to vote either through e-voting or through the Postal Ballot Form.

For this purpose, the Company has signed a Tripartite agreement with the Central Depository Services (India) Limited ("CDSL") for facilitating e-voting. The instructions for members for voting electronically are as under:-

- a. Log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- b. Click on "Shareholders" tab.
- c. Now, select Electronic Voting Sequence No. as mentioned in the Postal Ballot Form alongwith "SKIPPER LIMITED" from the drop down menu and click on "SUBMIT".
- d. Now Enter your User ID (as mentioned in the Postal Ballot Form) :
  - i. For CDSL: 16 digits beneficiary ID,
  - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- e. Next enter the Image Verification as displayed and Click on Login.
- f. If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- g. However, if you are a first time user, please use the e-Voting particular provided in the Postal Ballot Form 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 mandatory enter their login password in the new password field.

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.

- j. For Members holding shares in physical form, the details in Postal Ballot Form can be used only for e-voting on the resolutions contained in this Notice.
  - k. Click on the relevant EVSN "SKIPPER LIMITED" for which you choose to vote.
  - l. 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.
  - m. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
  - n. 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.
  - o. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - p. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
  - q. 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.
  - r.
    - Institutional shareholders (i.e. other than Individuals, H U F, and NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
    - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
    - After receiving the login details they have to create a user who would be able to link the account(s) for which they wish to vote on.
    - The list of accounts should be mailed to [heldesk.evoting@cdslindia.com](mailto:heldesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
    - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Authorised Person/Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (II) The voting period begins on 27.02.2015 at 10.00 A.M. and ends on 28.03.2015 at 6.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 20.02.2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (III) Sri Manoj Kumar Banthia M/s. M. K. B & Associates, Company Secretary in Practice, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (IV) 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).