



SKPL/SECT/2026-27/21

Date: 6th May, 2026

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

**The Manager
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street
Mumbai- 400 001
Scrip Code- 538562**

Subject: Postal Ballot Notice

Dear Sir/ Madam,

In compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Postal Ballot Notice for seeking approval of Members of the Company through remote E-voting only (Voting through Electronic means) for the purpose of alteration of Articles of Association (AoA) of the Company and revision in remuneration of the Executive Directors of the Company.

The e-Voting facility for Postal Ballot will be available during the following period:

Commencement of e-Voting	End of e-Voting
From Friday, 08.05.2026 (9:00 A.M.)	Up to Saturday, 06.06.2026 (5:00 P.M.)

The Company has fixed **Friday, 1st May, 2026** as the **“Cut-off-Date”** for the purpose of determining the shareholders eligible to vote on the resolutions set out in the Notice of the Postal Ballot, which is attached herewith.

We request you to take the same on record.

Thanking You,

Yours faithfully,
For **Skipper Limited**

**Anu Singh
Company Secretary & Compliance Officer**

Encl: As above





SKIPPER LIMITED

CIN: L40104WB1981PLC033408

Registered Office: 3A, Loudon Street, 1st Floor, Kolkata – 700 017, West Bengal, India

Corporate Office: Tirumala 22, 22 East Topsia Road, 11th Floor, Kolkata – 700 046, West Bengal, India

Phone: 033- 22895731, Fax: 033-22895733, Email - investor.relations@skipperlimited.com

Website: www.skipperlimited.com

POSTAL BALLOT NOTICE

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

VOTING STARTS ON	VOTING ENDS ON
Friday, 08 th May, 2026 at 9:00 A.M. (IST)	Saturday, 06 th June, 2026 at 5:00 P.M. (IST)

NOTICE is hereby given to the members of Skipper Limited pursuant to and in compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), as amended from time to time, read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No.33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 Circular No. 10/2022 dated December 28, 2022 ,General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), Secretarial Standard on General Meetings (SS 2) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and pursuant to other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), it is sought that the special business as set out below is proposed to be passed by the Members of Skipper Limited (“Company”) through postal ballot by remote e-voting process (“e-voting”).

Pursuant to Section 102 and Section 110 and other applicable provisions of the Companies Act, 2013 the statement pertaining to the below mentioned Resolutions setting out the material facts and the reasons/rationale thereof are annexed to this Postal Ballot Notice for your consideration and forms part of this Postal Ballot Notice (‘Notice’).

As per the requirements of the MCA Circulars, the Company is sending this Notice in electronic form only to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories, the Company’s Registrar and Share Transfer Agent (‘RTA’) as on **Friday, 1st May, 2026 (‘Cut-Off Date’)** and whose e-mail addresses are registered with the Company/RTA/Depositories/ Depository Participant(s) (in case of electronic shareholding) or who will register their e-mail address in accordance with the process outlined in this Notice. Accordingly, physical copy of the Notice along with Postal Ballot Form and prepaid business reply envelope are not being sent to the Members for this Postal Ballot. Communication of assent or dissent of the Members would take place only through the remote e-voting system.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and Secretarial Standard -II, the Company has provided e-voting facility to its members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged National Securities Depository Limited (“NSDL”), an agency authorised by the Ministry of Corporate Affairs (“MCA”) for the

purpose of providing remote e-voting facilities to its Members. The procedure for e-voting is explained under the Notes provided with this Postal Ballot Notice. This Notice is also available on the website of the Company at <https://www.skipperlimited.com> and on the website of NSDL at www.evoting.nsdl.com. Further, the same has been uploaded on the website of BSE Limited at www.bseindia.com and NSE Limited at www.nseindia.com.

The shareholders are requested to duly read the instructions in the Notes at the end of this Notice under the section "Voting Instructions" to cast their vote electronically. Shareholders are requested to cast their vote through the remote e-voting process not later than **Saturday, 6th June, 2026** to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

Pursuant to Rule 22(5) of the Management Rules, the Board of Directors of the Company have appointed Mr. Raj Kumar Banthia, (Membership no- A17190/CP-18428), Practicing Company Secretary, Kolkata as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner. The Scrutinizer shall submit his report to the Chairman or to any person authorized by him after completion of the scrutiny of the voting and the results of the postal ballot shall be declared within two working days i.e., on or before Tuesday 9th June, 2026 at the Registered Office at 3A, Loudon Street, 1st Floor, Kolkata – 700 017, West Bengal, India and shall be placed along with Scrutinizer's Report on the Company's website <https://www.skipperlimited.com> and shall also be displayed on the Notice Board of the Company at its Registered Office and communicated to the Stock Exchanges and National Securities Depository Limited (NSDL) (e-voting agency).

The Resolution, if passed with the requisite majority through Postal Ballot shall be deemed to have been passed, on the last date specified for remote e-voting i.e., on **Saturday, 6th June, 2026**.

SPECIAL BUSINESS:

1. To consider and if thought fit, to pass, with or without modification(s), the following resolution for Amendment in Article of Association (AoA) of the Company as **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of Companies Act, 2013 and the rules framed thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) and subject to the necessary approvals, consents, permissions and sanctions required, if any, by the Registrar of Companies, and / or any other appropriate authority, approval of the Members of the Company be and is hereby accorded to amend the existing Article of Association (the "AoA") of the Company by insertion/mdification/amendment as mentioned in the explanatory statement annexed to this Notice.

FURTHER RESOLVED THAT the Board of Directors of the Company (the "Board") or any officer(s) so authorised by the Board, be and are hereby authorised to do all acts, deeds, matters and things as may be deemed necessary, expedient, proper or desirable to give effect to the resolution including filings of statutory forms and to settle any matter, question, difficulties or doubts that may arise in this regard ."

2. To consider and if thought fit, to pass the following resolution for revision in remuneration of Dr. Sajan Kumar Bansal (DIN: 00063555), Chairman & Managing Director of the Company as a **Special Resolution:**

"RESOLVED THAT in partial modification of earlier resolutions passed by the Members of the Company on 19th September, 2024, approving the re-appointment and terms including remuneration of Dr. Sajan Kumar Bansal (DIN: 00063555), Chairman & Managing Director of the Company and pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Schedule V of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations,

2015, and the Articles of Association of the Company and upon recommendations and approvals of the Nomination & Remuneration Committee, Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for revision in remuneration of Dr. Sajan Kumar Bansal (DIN: 00063555), Chairman & Managing Director of the Company with effect from 28th April, 2026, for the remaining tenure of his current appointment, as set out in the Explanatory Statement annexed to this notice and the supplemental agreement entered into between the Company and Dr. Sajan Kumar Bansal submitted to this meeting, which agreement be and is hereby specifically approved and that the approval be also deemed to be approved pursuant to the provisions of Regulation 17 (6)(e) of the Listing Regulations.”

“RESOLVED FURTHER THAT in the absence or inadequacy of profits in any financial year, minimum remuneration payable shall be determined in terms of Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT except for the aforesaid revision in salary, all other terms and conditions of his re-appointment as Chairman and Managing Director of the Company, as approved by the Members in general meeting on 19th September, 2024, shall remain unchanged.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including the Nomination and Remuneration Committee) be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

3. To consider and if thought fit, to pass the following resolution for revision in remuneration of Mr. Sharan Bansal (DIN: 00063481), Whole-time Director of the Company as a **Special Resolution**:

“RESOLVED THAT in partial modification of earlier resolutions passed by the Members of the Company through postal ballot on 12th March,2025, approving the re-appointment and terms including remuneration of Mr. Sharan Bansal (DIN: 00063481), Whole-Time Director of the Company and pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Schedule V of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being In force), applicable provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and the Articles of Association of the Company and upon recommendations and approvals of the Nomination & Remuneration Committee, Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for revision in remuneration of Mr. Sharan Bansal (DIN: 00063481), Whole-Time Director of the Company with effect from 28th April,2026 for the remaining tenure of his current appointment, as set out in the Explanatory Statement annexed to this notice and the supplemental agreement entered into between the Company and Mr. Sharan Bansal submitted to this meeting, which agreement be and is hereby specifically approved and that the approval be also deemed to be approved pursuant to the provisions of Regulation 17 (6)(e) of the Listing Regulations.”

“RESOLVED FURTHER THAT in the absence or inadequacy of profits in any financial year, minimum remuneration payable shall be determined in terms of Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT except for the aforesaid revision in salary, all other terms and conditions of his re-appointment as Whole-Time Director of the Company, as approved by the Members through postal ballot on 12th March,2025, shall remain unchanged.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including the Nomination and Remuneration Committee) be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

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

“RESOLVED THAT in partial modification of earlier resolutions passed by the Members of the Company through postal ballot on 12th March, 2025, approving the re-appointment and terms including remuneration of Mr. Devesh Bansal (DIN: 00162513), Whole-Time Director of the Company and pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Schedule V of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being In force), applicable provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and the Articles of Association of the Company and upon recommendation and approval of the Nomination & Remuneration Committee, Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for revision in remuneration of Mr. Devesh Bansal (DIN: 00162513), Whole-Time Director of the Company with effect from 28th April, 2026 for the remaining tenure of his current appointment, as set out in the Explanatory Statement annexed to this notice and the supplemental agreement entered into between the Company and Mr. Devesh Bansal submitted to this meeting, which agreement be and is hereby specifically approved and that the approval be also deemed to be approval pursuant to the provisions of Regulation 17 (6)(e) of the Listing Regulations.”

“RESOLVED FURTHER THAT in the absence or inadequacy of profits in any financial year, minimum remuneration payable shall be determined in terms of Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT except for the aforesaid revision in salary, all other terms and conditions of his re-appointment as Whole-Time Director of the Company, as approved by the Members through postal ballot on 12th March, 2025, shall remain unchanged.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including the Nomination and Remuneration Committee) be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

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

“RESOLVED THAT in partial modification of earlier resolutions passed by the Members of the Company through postal ballot on 12th March, 2025, approving the re-appointment and terms including remuneration of Mr. Siddharth Bansal (DIN: 02947929), Whole-Time Director of the Company and pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Schedule V of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being In force), applicable provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and the Articles of Association of the Company and upon recommendation and approvals of the Nomination & Remuneration Committee, Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for revision in remuneration of Mr. Siddharth Bansal (DIN: 02947929), Whole-Time Director of the Company with effect from 28th April, 2026, for the remaining tenure of his current appointment, as set out in the Explanatory Statement annexed to this notice and the supplemental agreement entered into between the Company and Mr. Siddharth Bansal submitted to this meeting, which agreement be and is hereby specifically approved and that the approval be also deemed to be approved pursuant to the provisions of Regulation 17 (6)(e) of the Listing Regulations.”

“RESOLVED FURTHER THAT in the absence or inadequacy of profits in any financial year, minimum remuneration payable shall be determined in terms of Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT except for the aforesaid revision in salary, all other terms and conditions of his re-appointment as Whole-Time Director of the Company, as approved by the Members through postal ballot on 12th March, 2025, shall remain unchanged.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including the Nomination and Remuneration Committee) be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

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

**Kolkata
28th April, 2026**

**Sd/-
Anu Singh
Company Secretary & Compliance Officer
ICSI Membership No: F9782**

NOTES:

- 1) An Explanatory Statement pursuant to Section 102(1) and 110 of the Companies Act, 2013, which sets out the details relating to Special Business Item No. 1 to 5, forms part of this Postal Ballot Notice. The Board of Directors of the Company in its meeting dated 28th April, 2026 considered that the special business under Item No. 1 to 5 being considered unavoidable, be transacted via Postal Ballot.
- 2) In accordance with MCA circulars, the Postal Ballot Notice is being sent to shareholders only through email as per the names received from the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on cut-off date i.e., Friday, **1st May, 2026**.
- 3) The Notice shall also be available on the website of the Company viz., www.skipperlimited.com and on the website of the stock exchanges where equity shares of the Company are listed viz., www.bseindia.com and www.nseindia.com. The Notice shall also be available on the e-Voting website of NSDL viz., www.evoting.nsdl.com.
- 4) Resolution passed by shareholders through Postal Ballot, shall be deemed to have been passed at General Meeting of shareholders.
- 5) All documents referred to in the Notice and the Explanatory Statement shall be made available for inspection by the Members of the Company, without payment of fees up to and including the date of declaration of results of Postal Ballot. Members desirous of inspecting the same may send their requests at investor.relations@skipperlimited.com from their registered e-mail addresses mentioning their names and folio numbers/demat account numbers.
- 6) **PROCEDURE FOR POSTAL BALLOT**
 - (i) Members having their e-mail addresses registered with the Company or the Depository will receive an e-mail from NSDL containing instructions to cast their votes.

- (ii) Members will be provided with facility of e-voting for Postal Ballot through the NSDL e-Voting system at <https://www.evoting.nsdl.com> by following the steps mentioned below for access to NSDL e-voting system.
- (iii) Members, who need any assistance before or during the Postal Ballot, may contact on the helpline number or other contact details provided below.
- (iv) Members under the category of Institutional Investors are encouraged to vote through remote e-Voting for the Postal Ballot.

7) VOTING THROUGH ELECTRONIC MEANS

A. GENERAL INFORMATION

- (i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, read together with MCA circulars and Regulation 44 of Listing Regulations, the Company has engaged the services of NSDL to provide remote e-voting services to all the eligible Members to enable them to cast their votes electronically in respect of the businesses to be transacted at the Meeting.
- (ii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the **cut-off date, i.e. Friday, 1st May, 2026**, shall be entitled to avail the facility of remote e-voting. A person who is not a member as on the cut-off date should treat this notice for information purpose only.

The e-voting facility for Postal Ballot will be available during the following voting period:

Commencement of E-voting	End of E-voting
From Friday, 08.05.2026 (9:00 A.M.)	Up to Saturday, 06.06.2026 (5:00 P.M.)

The 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.

- (iii) The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- (iv) The Board of Directors of the Company have appointed Mr. Raj Kumar Banthia, Practicing Company Secretary (Membership no- A17190/CP-18428) partner of M/s. MKB & Associates, Practicing Company Secretaries, Kolkata, to act as Scrutinizer to scrutinize the process of e-voting.
- (v) The Scrutinizer shall after the conclusion of Postal Ballot, unblock and count the votes cast in the presence of at least two witnesses, not in the employment of the Company. The scrutinizer shall submit the consolidated scrutinizer's report, within two working days of conclusion of the Postal Ballot, to the Chairman or any other person authorized by the Board. The results declared shall be placed on the website of the Company www.skipperlimited.com and also scrutinizer's report be displayed on the Notice board of the Company at its registered office and on the website of NSDL viz., www.evoting.nsdl.com immediately after the results are declared. The results shall simultaneously be communicated to the Stock Exchanges.
- (vi) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot i.e., on Saturday, 6th June, 2026.





B. THE INSTRUCTIONS/PROCEDURE FOR REMOTE E-VOTING:

(i) Login method for e-Voting for Individual shareholders holding securities in demat mode

Pursuant to Section VI-C of the SEBI Master circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11 November 2024 pertaining to ‘e-voting facility provided by Listed Companies’, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/registered Depository Participants (‘DPs’) in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (‘ESP’) thereby facilitating not only seamless authentication but also ease and convenience of participating in e-voting process.

Login method for Individual shareholders holding securities in demat mode is given below:

<p>a) Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. This will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” for seamless voting experience
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	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;">  App Store  Google Play </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at toll free no.: 022- 4886 7000 .
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 210 9911 .

(ii) Login method for e-voting by shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

To Login to NSDL e-voting website:

- (a) Open the web browser by typing the URL: <https://www.evoting.nsdl.com> either on a Personal Computer or on a Mobile.
- (b) Click on icon “Login” available under “Shareholder/Member” section.
- (c) A new screen will open. Enter your User Id, Password/OTP and also a verification code as shown on the screen.

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

(d) Your User Id details are given below :

Manner of holding shares, i.e., in Demat Account or in Physical Mode	Your User Id is:
a) For Members who hold shares in Demat Account with NSDL.	8 Character DP ID followed by 8 Digit Client Id. For example if your DP Id is IN300*** and Client Id is 12***** then your User Id is IN300***12*****
b) For Members who hold shares in Demat Account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12*****then your User Id is 12*****
c) For Members holding shares in Physical Mode.	EVEN followed by Folio Number registered with the Company. For example if Folio Number is 001*** and EVEN is 123456 then User Id is 123456001***

(e) Your Password details are given below:

- If you are already registered with NSDL for remote e-Voting then you can use your existing User ID and Password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you are required to retrieve the “Initial Password” which was communicated to you. Once you retrieve your “Initial Password”, you need to enter the “Initial Password” and the system will direct you to change your “Initial Password”.
- Process to retrieve your “Initial Password” -
 - (i) Trace the email sent to you from NSDL. Open the e-mail and thereafter open the PDF file attached. The Password to open the pdf file is your 8 digit Client Id of NSDL Demat Account or the last 8 digits of Client Id of CDSL Demat Account or Folio Number for shares held in Physical mode. The said PDF file contains your User Id and “Initial Password” for e-Voting purpose.
 - (ii) If your e-mail Id is not registered, please follow steps mentioned below under “Process for those shareholders whose e-mail ids are not registered”.

(f) If you are unable to retrieve or have not received the “Initial Password” or have forgotten your Password:

- If you are holding shares in your demat account with NSDL or CDSL, click on icon “Forgot User Details/ Password” available on <https://www.evoting.nsdl.com>
- If you are holding shares in physical mode, click on icon “Physical User Reset Password” available on www.evoting.nsdl.com
- If you are still unable to get the Password by following aforesaid two options, you can send your request at evoting@nsdl.com mentioning your name, your DP Id and Client Id/Folio Number, your PAN and your registered postal address.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

(g) Tick on Agree to “Terms and Conditions” by selecting on the check box.

(h) Now click on icon “Login”.

(i) Home page of e-Voting will open.

DETAILS ON STEP 2 ARE GIVEN BELOW:

Process to cast your vote electronically on NSDL e-Voting system:

- a) After successful login at Step 1, you will be able to see the homepage of e-voting. Click on e-Voting. Then, click on “Active Voting Cycles”.
- b) After clicking on Active Voting Cycles, you will be able to see all the Companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
- c) Select “EVEN” of Skipper Limited.
- d) Now you are ready for e-Voting as the voting page opens.
- e) Cast your vote by selecting appropriate options, i.e., assent or dissent, verify/ modify the number of shares for which you wish to cast your vote and thereafter click on icon “Submit” and also “Confirm” when prompted.
- f) Upon confirmation, the message “Vote cast successfully” will be displayed.
- g) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- h) Once you have confirmed after voting on the Resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizermb@gmail.com with a copy marked to evoting@nsdl.com . Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call at 022 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com

1. INSTRUCTIONS FOR MEMBERS WHOSE E-MAIL ID’S ARE NOT REGISTERED:

- i. The process for those members whose e-mail id’s are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the businesses mentioned in the Notice convening the Postal Ballot are as follows:
 - a) In case shares are held in physical mode, please provide Folio Number, Name of Shareholder, Number of Equity Shares held, Scanned copy of Share Certificate (both side) along with self-attested scanned copy of PAN card and self-attested scanned copy of any document (such as AADHAAR card/latest Electricity Bill/latest Telephone Bill/Driving License/Passport/Voter ID Card/Bank Passbook particulars) in support of the postal address of the Member as registered against their shareholding by e-mail to investor.relations@skipperlimited.com
 - ii. In case shares are held in demat mode, please provide Name, DP Id & Client Id, Client Master or copy of Consolidated Account Statement along with self-attested scanned copy of PAN and AADHAAR by e-mail to investor.relations@skipperlimited.com. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- iii. Alternatively Member may send an e-mail request to evoting@nsdl.com for obtaining User Id and Password by providing the details mentioned in Point (i) or (ii) as the case may be.

E. OTHER IMPORTANT INSTRUCTIONS

- i. It is strongly recommended not to share your Password with any other person and you must take utmost care to keep your Password confidential. Login to e-Voting website will be disabled upon five unsuccessful login attempts with incorrect details. In such an event, you will require to reset the Password by clicking on the icon “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com
- ii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of NSDL e-Voting website, i.e., www.evoting.nsdl.com or call at 022 4886 7000 or contact Mr. Amit Vishal, DVP/Ms. Pallavi Mhatre, Senior Manager of NSDL at e-mail id: evoting@nsdl.com

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

Item No. 1

It is hereby informed that the existing Articles of Association (“AoA”) of the Company require amendment to align them with the current provisions of the Companies Act, 2013, applicable rules made thereunder, and to incorporate certain enabling provisions considered necessary for efficient governance and operational flexibility of the Company.

Further, in order to ensure that the constitutional documents of the Company remain updated and facilitate smooth conduct of its affairs, it is required to amend the existing Articles of Association by way of insertion/modification/amendment of Articles as mentioned hereinbelow:

A. Insertion of following Articles:

Article 8A:

None of the funds of the Company shall be applied in the purchase of any shares of the Company and itself not give any financial assistance for or in connection with the purchase or subscription of any shares in the Company or in its holding Company save as provided by provisions of the Act.

Article 9A: (i) The company shall have a first and paramount lien—

- (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
- (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

(ii) The company’s lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien.

Provided that no sale shall be made—

- (a) unless a sum in respect of which the lien exists is presently payable; or
- (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

Article 10D: The Directors may in their absolute discretion refuse sub-division of share/debenture certificate where such sub-division will result in the issue of certificate for number of shares and/or debentures which is less than the marketable lot unless the sub-division is required to be made to comply with a statutory provision or an order of a competent court of law.

Article 56A. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act and rules there under or any other law for the time being in force, the company may purchase its own shares or other specified securities.

Article 64A: (a) The provision of Chapter VI the Act relating to registration of charges which expression shall include mortgage shall be complied with.

(b) In the case of a charge created out of India and comprising solely of property situated outside India the relevant provision of the Act shall be complied with.

(c) Where a charge is created in India but comprises property outside India, the instrument creating or proposing to create the charge under that section or a copy thereof verified in the prescribed manner, may be filed for registration notwithstanding that further proceedings, may be necessary to make the charge valid or effectual according to the law of the country of which the property is situated.

(d) Where any charge on any property of the Company required to be registered under the Act has been so registered, any person acquiring such property or any part thereof or any share or interest therein, shall be deemed to have notice of the Charge as from the date of such registration.

(e) In respect of registration of charges on properties acquired subject to charge, the relevant provisions of the Act shall be complied with.

(f) The Company shall also comply with the provisions of the relevant Sections of the Act relating to security to be created in case of series of debenture entitling holders to any charge to the benefit of which the debenture holder of that series are entitled.

Article 70A:

Notwithstanding anything contrary contained in the Articles of Association, the Company may, in pursuance of and subject to compliance with the provisions of applicable rules, regulations, circulars, guidelines, notifications, etc. as may be specified by the Ministry of Corporate Affairs (MCA), Securities & Exchange Board of India (SEBI), Stock Exchanges or any competent authority and the provisions, if any, which may be laid down in this regard by any amendment in or re-enactment of the Companies Act or by the rules, regulations made there under or the Listing Agreement with Stock Exchange, from time to time, allow the member(s) of the Company to participate in the General Meeting(s) of the members through any type of electronic mode like video conferencing, etc. and the members so participating shall be deemed to be present in such General Meeting(s) for the purpose of the quorum, voting, recording and all other relevant provisions in this regard.

For conducting the aforesaid meetings, the Company shall follow the procedure specified under the applicable laws for the time being in force and the rules, regulations, circulars, notifications, guidelines, etc. issued / to be issued from time to time by Ministry of Corporate Affairs (MCA), Security & Exchange Board of India (SEBI), Stock Exchanges or any other competent authority(ies) in this regard.

Article 71A: (1) In the case of an Annual General Meeting all business to be transacted at the meeting shall be deemed special, with the exception of business relating to:

- (i) the consideration of the Accounts, Balance sheet and Profit and Loss Account and the Report of Board of Directors and the Auditors.
- (ii) the declaration of dividend
- (iii) the appointment of and the fixing of the remuneration of the Auditors,
- (iv) the appointment of Directors in the place of those retiring.

(2) In the case of any other meeting all business shall be deemed special.

(3) Where any item of business to be transacted at the meeting is deemed to be special as aforesaid, there shall be annexed to the notice of the meeting a statement setting out all material facts concerning each item of special business to be transacted at a general meeting, shall be annexed to the notice calling such meeting, namely: —

(a) the nature of concern or interest, financial or otherwise, if any, in respect of each items of—

(i) every director and the manager, if any;

(ii) every other key managerial personnel; and

(iii) relatives of the persons mentioned in sub-clauses (i) and (ii);

(b) any other information and facts that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon.

(4) Where any item of business to be transacted at the meeting consists of according approval of the meeting to any document, the time and place where the document can be inspected shall be specified in the explanatory statement.

Article 127A:

(1) Company shall maintain all Registers, Books and Documents as required by the Act or these Articles including the following, namely :

- (a). Register of Members
- (b). Register of Debenture Holders
- (c). Register of other Security Holders
- (d). Register of securities/ shares bought back
- (e). Register of Charges
- (f). Register of Directors, Key Managerial Personnel
- (g). Register of loans, investments, guarantees and securities
- (h). Register of Investments not held by the Company in its own name.
- (i). Register of contracts, arrangements in which the directors are interested.
- (j). Books of Accounts
- (k). All returns and forms filed with the Registrar of Companies
- (l). Such other statutory registers as may be prescribed under the relevant and applicable provisions of the ACT

(2) The said registers, books and documents shall be maintained in conformity with the applicable provisions of the Act and these presents and shall be kept open for inspection for such persons as may be entitled thereto respectively under the Act and these presents on such days and during such business hours as may in that behalf be determined in accordance with the provisions of the Act these Articles and extracts therefrom shall be supplied to those persons entitled thereto in accordance with the provisions of the Act and these Articles.

(3) The Company may keep a Foreign Register of Members in accordance with the provisions of the Act the Directors may from time to time make such provision as they may think fit in respect of the keeping of Branch Registers of Members and/or Debenture holders.

Article 129A: The Company shall also be at liberty to use an official seal in any territory, district or place outside India

B. Modification/Amendment in following Article:

Article 1: The provisions of the Companies Act, 2013 as amended from time to time shall apply to SKIPPER LIMITED except in so far as they permit regulation of the Company's affairs by the Articles provided herein. The regulation contained in Table 'F' in the first Schedule to the

Companies Act, 2013 shall apply to the company, except so far as they are herein otherwise embodied or contained in these Articles or by the Companies Act, 2013. The regulations for the management of the Company and for the observance of the members thereof and their representative shall subject to any exercise of the statutory powers of the Company in reference to the repeal or alteration of or additions to its regulations by Special Resolution, as prescribed by the said Companies Act, 2013, or any statutory modifications thereof, be such as are contained in these Articles.

Article 70: Save as permitted under Section 13(4) of the Act, a general meeting of the Company may be called by given not less than twenty-one days' notice in writing or by electronics means.

Section 14 of the Companies Act, 2013 states that a Company shall alter the provisions of its Article of Association ('AoA') by passing a special resolution. The Board of Directors at its meeting held on 28th April, 2026 has approved the alteration in AoA of the Company subject to the approval of the Members of the Company. Accordingly, the approval of the members is sought for approval and adoption of the altered AoA.

A copy of the proposed AoA of the Company would be available for inspection in the manner as stated in the notes to this notice. Further, in pursuance to Regulation 46 of the Securities and Exchange Board of India (Listing and Disclosure Requirements) Regulation, 2018, a copy of the proposed AoA shall be made available on the website of the company at www.skipperlimited.com, after the same has been approved by the Members of the Company.

The Special Resolution passed by Postal Ballot shall be filed with the Registrar of Companies who shall register the alteration of Articles of Association.

The Board recommends the Special Resolution as set out at item no. 1 for approval of members of the Company.

None of the Directors, Key Managerial Persons (KMPs) of the Company or their relatives are directly/indirectly concerned or interested in the proposed Special Resolution except to the extent of their respective interest as Shareholders of the Company.

Item No. 2

The Members of the Company had re-appointed Dr. Sajan Kumar Bansal (DIN: 00063555) as a Chairman & Managing Director of the Company for a period of five years w.e.f. 1st July, 2024 to 30th June 2029 ('current term') at the 43rd Annual General Meeting held on 19th September, 2024, ("43rd AGM") at the following remuneration:

Salary/Perquisites:

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

The Company has registered its highest ever Annual revenue of Rs. 55,528 millions, driven by strong growth across all business segment, and it has also recorded its highest ever profit after tax (PAT) at Rs. 2,073 millions reflecting strong business growth and operational execution during the Financial Year 2025-26.

Therefore, considering his valuable contribution towards the growth and increased turnover of the company during FY 2025-26, the Board of Directors upon recommendation of the Nomination & Remuneration Committee and Audit Committee at its meeting held on 28th April, 2026, has approved the

increase in remuneration of Dr. Sajan Kumar Bansal for remaining period of his current term w.e.f. 28th April, 2026, subject to approval of the Members.

The details of increased remuneration are furnished below:

a. SALARY / BENEFITS:

-Basic Salary of Rs. 8.16 crore per annum with suitable increase at such rate as may be recommended by the Nomination & Remuneration Committee from time to time and approved by the Board of Directors subject to the same not exceeding the limits specified in Schedule V of the Act, including any statutory modification or reenactment thereof for the time being in force.

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

-Provident Funds and other retirement benefits.

In the absence or inadequacy of profits in any financial year during the tenure of Dr. Sajan Kumar Bansal, minimum remuneration payable shall be determined in terms of Schedule V of the Companies Act, 2013.

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

All the documents ancillary to the above resolution shall be available for inspection by the Members in electronic form as per the instructions provided in the Note No. 5 of this Notice.

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

Except Mr. Sharan Bansal, Mr. Devesh Bansal and Mr. Siddharth Bansal and their relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, in the resolution set out at item no. 2 of the notice.

The Board recommends the Special Resolution set forth in the item no. 2 for approval of the members of the Company.

Item No. 3

The Members of the Company had re-appointed Mr. Sharan Bansal (DIN: 00063481) as a Whole-time Director of the Company for a period of five years from 1st July 2025 till 30th June, 2030 ('current term') through a resolution passed by Postal Ballot on 12th March, 2025, with the following remuneration:

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

- Perquisites not to exceed Rs. 10 lakhs per annum.

-Provident Fund and other retirement benefits

The Company has registered its highest ever Annual revenue of Rs. 55,528 millions, driven by strong growth across all business segment, and it has also recorded its highest ever profit after tax (PAT) at Rs. 2,073 millions reflecting strong business growth and operational execution during the Financial Year 2025-26.

Therefore, considering his valuable contribution towards the growth and increased turnover of the company during FY 2025-26, the Board of Directors upon recommendation of the Nomination & Remuneration Committee and Audit Committee at its meeting held on 28th April, 2026, has approved the increase in remuneration of Mr. Sharan Bansal for remaining period of his current term w.e.f. 28th April, 2026, subject to approval of the Members.

The details of increased remuneration are furnished below:

a. SALARY / BENEFITS:

-Basic Salary of Rs. 4.08 crore per annum with suitable increase at such rate as may be recommended by the Nomination & Remuneration Committee from time to time and approved by the Board of Directors subject to the same not exceeding the limits specified in Schedule V of the Act, including any statutory modification or reenactment thereof for the time being in force.

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

-Provident Funds and other retirement benefits.

In the absence or inadequacy of profits in any financial year during the tenure of Mr. Sharan Bansal, minimum remuneration payable shall be determined in terms of Schedule V of the Companies Act, 2013.

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

All the documents ancillary to the above resolution shall be available for inspection by the Members in electronic form as per the instructions provided in the Note No. 5 of this Notice.

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

Except Mr. Sajan Kumar Bansal, Mr. Devesh Bansal and Mr. Siddharth Bansal and their relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, in the resolution set out at item no. 3 of the notice.

The Board recommends the Special Resolution set forth in the item no. 3 for approval of the members of the Company.

Item No.4

The Members of the Company had re-appointed Mr. Devesh Bansal (DIN: 00162513) as a Whole-time Director of the Company for a period of five years from 1st April 2025 till 31st March, 2030 ('current term') through a resolution passed by Postal Ballot on 12th March, 2025, with the following remuneration:

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

- Perquisites not to exceed Rs. 10 lakhs per annum.

-Provident Fund and other retirement benefits

The Company has registered its highest ever Annual revenue of Rs. 55,528 millions, driven by strong growth across all business segment, and it has also recorded its highest ever profit after tax (PAT) at Rs.

2,073 millions reflecting strong business growth and operational execution during the Financial Year 2025-26.

Therefore, considering his valuable contribution towards the growth and increased turnover of the company during FY 2025-26, the Board of Directors upon recommendation of the Nomination & Remuneration Committee and Audit Committee at its meeting held on 28th April, 2026, has approved the increase in remuneration of Mr. Devesh Bansal for remaining period of his current term w.e.f. 28th April, 2026, subject to approval of the Members.

The details of increased remuneration are furnished below:

a. SALARY / BENEFITS:

-Basic Salary of Rs. 4.08 crore per annum with suitable increase at such rate as may be recommended by the Nomination & Remuneration Committee from time to time and approved by the Board of Directors subject to the same not exceeding the limits specified in Schedule V of the Act, including any statutory modification or reenactment

thereof for the time being in force.

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

-Provident Funds and other retirement benefits.

In the absence or inadequacy of profits in any financial year during the tenure of Mr. Devesh Bansal, minimum remuneration payable shall be determined in terms of Schedule V of the Companies Act, 2013.

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

All the documents ancillary to the above resolution shall be available for inspection by the Members in electronic form as per the instructions provided in the Note No. 5 of this Notice.

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

Except Mr. Sajan Kumar Bansal, Mr. Sharan Bansal and Mr. Siddharth Bansal and their relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, in the resolution set out at item no. 8 of the notice.

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

Item No.5

The Members of the Company had re-appointed Mr. Siddharth Bansal (DIN: 02947929) as a Whole-time Director of the Company for a period of five years from 1st April, 2025 till 31st March, 2030 ('current term') through a resolution passed by Postal Ballot on 12th March, 2025, with the following remuneration:

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

- Perquisites not to exceed Rs. 10 lakhs per annum.

-Provident Fund and other retirement benefits

The Company has registered its highest ever Annual revenue of Rs. 55,528 millions, driven by strong growth across all business segment, and it has also recorded its highest ever profit after tax (PAT) at Rs. 2,073 millions reflecting strong business growth and operational execution during the Financial Year 2025-26.

Therefore, considering his valuable contribution towards the growth and increased turnover of the company during FY 2025-26, the Board of Directors upon recommendation of the Nomination & Remuneration Committee and Audit Committee at its meeting held on 28th April, 2026, has approved the increase in remuneration of Mr. Siddharth Bansal for remaining period of his current term w.e.f. 28th April, 2026, subject to approval of the Members.

The details of increased remuneration are furnished below:

a. SALARY / BENEFITS:

-Basic Salary of Rs. 4.08 crore per annum with suitable increase at such rate as may be recommended by the Nomination & Remuneration Committee from time to time and approved by the Board of Directors subject to the same not exceeding the limits specified in Schedule V of the Act, including any statutory modification or reenactment

thereof for the time being in force.

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

-Provident Funds and other retirement benefits.

In the absence or inadequacy of profits in any financial year during the tenure of Mr. Siddharth Bansal, minimum remuneration payable shall be determined in terms of Schedule V of the Companies Act, 2013.

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

All the documents ancillary to the above resolution shall be available for inspection by the Members in electronic form as per the instructions provided in the Note No. 5 of this Notice.

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

Except Mr. Sajan Kumar Bansal, Mr. Sharan Bansal and Mr. Devesh Bansal and their relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, in the resolution set out at item no. 5 of the notice.

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

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

**Kolkata
28th April, 2026**

**Sd/-
Anu Singh
Company Secretary & Compliance Officer
ICSI Membership No: F9782**

**Details of Directors seeking appointment/re-appointment at the Postal Ballot
[Pursuant to the requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations,
2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of
India]**

Categories	Details of Director	Details of Director	Details of Director	Details of Director
Name	Dr. Sajan Kumar Bansal	Mr. Sharan Bansal	Mr. Devesh Bansal	Mr. Siddharth Bansal
Director Identification Number (DIN)	00063555	00063481	00162513	02947929
Date of Birth/Age	03.01.1958/ 68 years	06.11.1979/ 47 years	25.12.1982/ 44 years	18.01.1988/ 38 years
Qualification	B.Com.	Mr. Sharan Bansal is a graduate in Mechanical Engineering from Georgia Tech, Atlanta USA.	Mr. Devesh Bansal has a Masters of Science degree in International Business and Management from De Montfort University, UK	Mr. Siddharth Bansal has a Science degree in Management from University of Illinois, USA and a Master's in Science degree in International Business from Aston University, UK
Date of first appointment on the Board of the Company	26 th October, 1984	2 nd April, 2002	5 th April, 2002	10 th March, 2010
Experience (approx.)	42 Years	24 Years	24 years	16 years
Nature of expertise	Expertise in Business Management, Finance, Strategy, Taxation, Legal & Compliance	Power Transmission division of the Company.	Poles and Polymer products division of the Company.	Polymer products division of the Company.
Background Details/Job Profile & Suitability/Recognition & Awards	Under the leadership of Dr. Sajan Kumar Bansal, the Company grew from a single-product manufacturer of Hamilton Poles to a multi-unit, multiproduct organisation. He diversified the Company's portfolio ranging from value added engineering to polymer products and has made it a market leader in India and one of the top 10 global manufacturers of Power Transmission	Mr. Sharan Bansal has a graduation degree in Mechanical Engineering from Georgia Tech, Atlanta USA. He has more than 24 years of experience and is currently heading the Power Transmission division of the Company.	Mr. Devesh Bansal is an alumni of Harvard Business School having completed the three-year Owner/President Management Program. He also holds a Master's of Science degree in International Business and Management from De Montfort University, UK. He has more than 24 years of experience in working at Skipper and currently oversees the Poles and Polymer products division of the Company.	Mr. Siddharth Bansal holds a Bachelor's of Science degree in Management from University of Illinois, USA and a Master's in Science degree in International Business from Aston University, UK and is associated with the Company since 2010. He has more than 16 years of experience and is currently heading the Polymer products division of the Company.

	and Distribution (T&D) Structures.			
Terms & Conditions of appointment/re-appointment	Chairman & Managing Director for a period of five years, not liable to retire by rotation.	Whole-Time Director for a period of five years liable to retire by rotation.	Whole-Time Director for a period of five years liable to retire by rotation.	Whole-Time Director for a period of five years liable to retire by rotation.
Details of remuneration sought to be paid	As stated in the resolution and explanatory statement for his re-appointment	As stated in the resolution and explanatory statement for his re-appointment.	As stated in the resolution and explanatory statement for his re-appointment.	As stated in the resolution and explanatory statement for his re-appointment.
Remuneration last drawn	₹ 4, 80, 00,000 /-	₹ 2, 40, 00,000 /-	₹ 2, 40, 00,000 /-	₹ 2, 40, 00,000 /-
Comparative remuneration profile, profile of the position and person	The remuneration proposed to be paid to him is fully justifiable and comparable to that prevailing in the industry. The re-appointment is being done on the existing salary being drawn.	The remuneration proposed to be paid to him is fully justifiable and comparable to that prevailing in the industry. The re-appointment is being done on the existing salary being drawn.	The remuneration proposed to be paid to him is fully justifiable and comparable to that prevailing in the industry. The re-appointment is being done on the existing salary being drawn.	The remuneration proposed to be paid to him is fully justifiable and comparable to that prevailing in the industry. The re-appointment is being done on the existing salary being drawn.
Pecuniary relationship directly or indirectly with the Company	Dr. Sajan Kumar Bansal is the promoter and Chairman & Managing Director of the Company.	Mr. Sharan Bansal is the promoter and Whole Time Director of the Company.	Mr. Devesh Bansal is the promoter and Whole Time Director of the Company.	Mr. Siddharth Bansal is the promoter and Whole Time Director of the Company.
Number of Board meeting attended during the year	4/4	4/4	3/4	3/4
Disclosure of relationship with other directors/KMP	Dr. Sajan Kumar Bansal is father of Mr. Sharan Bansal, Mr. Devesh Bansal and Mr. Siddharth Bansal, Whole-time Directors of the Company.	Mr. Sharan Bansal is related to Dr. Sajan Kumar Bansal-(Father), Mr. Siddharth Bansal-(Brother) and Mr. Devesh Bansal-(Brother) Directors of the Company.	Mr. Devesh Bansal is related to Mr. Sajan Kumar Bansal-(Father), Mr. Sharan Bansal-(Brother) and Mr. Siddharth Bansal-(Brother) Directors of the Company.	Mr. Siddharth Bansal is related to Mr. Sajan Kumar Bansal-(Father), Mr. Sharan Bansal -(Brother) and Mr. Devesh Bansal-(Brother), Directors of the Company.
Shareholding of Director in Skipper Limited	1,04,872 equity shares 2,17,60,000 equity shares as a beneficial owner through private trust	11,000 equity shares	11,000 equity shares	11,000 equity shares
List of Directorship in other companies as on the date of this Notice.	1.Aakriti Alloys Private Limited 2.Samriddhi Ferrous Private Limited 3.Skipper Plastics Limited 4.Suviksit Investments	1. Skipper Polychem Limited 2. Skipper Pipes Limited 3. Skipper Plastics Limited 4. Suviksit Investment	1. Skipper Polychem Limited 2. Skipper Pipes Limited 3. Skipper Plastics Limited 4. Samriddhi Ferrous Pvt. Ltd.	1. Skipper Polychem Limited 2. YPO (Calcutta) 3. Skipper Pipes Limited 4. Skipper Polypipes Private Limited

	Limited 5.Vaibhav Metals Private Limited 6.Ventex Trade Private Limited	Limited 5. Skipper Telelink Limited 6. Vaibhav Metals Pvt. Ltd. 8. Skipper Realities Limited	5. Aakriti Alloys Pvt. Ltd. 6. Ventex Trade Pvt. Ltd. 7. Suviksit Investments Ltd. 8. Skipper Realities Limited 9. Skipper Telelink Limited 10. Skipper Polypipes Pvt.Ltd.	5. Skipper Realities Limited 6. Skipper Telelink Limited
List of Membership/ Chairmanship of Committees of other companies as on the date of this notice *	Skipper Plastics Limited - Chairman in Audit Committee	NIL	NIL	NIL
Listed entities from which the Director has resigned in the past three years	None	None	None	None

*Pursuant to Regulation 26 of the Listing Regulations, only two Committees viz. Audit Committee and Stakeholders Committee have been considered.