SKIPPER LIMITED

Our Company was originally incorporated under the Companies Act, 1956 on March 5, 1981, in the name of "Skipper Investments Limited" pursuant to a certificate of incorporation granted by the Registrar of Companies, West Bengal. The name of the Company was changed to Skipper Steels Limited and a fresh Certificate of Incorporation consequent upon change of name was issued on April 26, 1984 by the Registrar of Companies, West Bengal. During the year 2008, pursuant to a Scheme of Amalgamation, Bansal Cylinders & Tubes Limited and Vishwajyothi Tracon Private Limited, S K Bansal Group companies, were amalgamated with Skipper Steels Limited vide order dated April 28, 2008 of the Hon'ble High Court at Calcutta. Subsequently, Bansal Cylinders & Tubes Limited and Vishwajyothi Tracon Private Limited were dissolved pursuant to the said Scheme of Amalgamation. During the year 2009, pursuant to a Scheme of Amalgamation, Skipper Infrastructure Limited, a S K Bansal Group company, was amalgamated with Skipper Steels Limited vide order dated March 24, 2009 of the Hon'ble High Court at Calcutta. Subsequently, Skipper Infrastructure Limited was dissolved pursuant to the said Scheme of Amalgamation. Thereafter, the name of the Company was rechristened to its present name to "Skipper Limited" and a fresh Certificate of Incorporation consequent upon change of name was issued on September 7, 2009 by the Registrar of Companies, West Bengal. For further details regarding our Company and change in address of the registered office, please refer to "**General Information**" beginning on page no. 39 of this Draft Letter of Offer.

Registered Office: 3A, Loudon Street, 1st Floor, Kolkata- 700017; **Telephone No.**: (033) 2289 5731/ 5732; **Fax No.:** (033) 2289 5733;
Contact Person: Mrs. Anu Singh (Company Secretary & Compliance Officer), **Corporate Identity Number**: L40104WB1981PLC033408;
E-mail id: anu.singh@skipperlimited.com; **Website**: www.skipperlimited.com;

PROMOTERS OF OUR COMPANY: MR. SAJAN KUMAR BANSAL, MR. SHARAN BANSAL, MR. DEVESH BANSAL, MR. SIDDHARTH BANSAL, MRS. MEERA BANSAL, MRS. SUMEDHA BANSAL, MRS. RESHU BANSAL, MRS. SHRUTI M. BANSAL, SKIPPER PLASTICS LIMITED, VENTEX TRADE PRIVATE LIMITED, AAKRITI ALLOYS PRIVATE LIMITED, SAMRIDDHI FERROUS PRIVATE LIMITED, SKIPPER POLYPIPES PRIVATE LIMITED, UTSAV ISPAT PRIVATE LIMITED, VAIBHAV METALS PRIVATE LIMITED, SK BANSAL LEGACY TRUST - HELD BY SAJAN KUMAR BANSAL AS TRUSTEE, SK BANSAL FAMILY TRUST - HELD BY MEERA BANSAL AS TRUSTEE, SK BANSAL UNITY TRUST - HELD BY MEERA BANSAL AS TRUSTEE, SK BANSAL HERITAGE TRUST - HELD BY SAJAN KUMAR BANSAL AS TRUSTEE

FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF SKIPPER LIMITED (OUR "COMPANY" OR THE "ISSUER") ONLY

NEITHER OUR COMPANY NOR OUR PROMOTERS HAVE BEEN DECLARED AS A WILFUL DEFAULTER OR A FRAUDULENT ECONOMIC OFFENDER BY THE RBI OR ANY OTHER GOVERNMENT AUTHORITY

RIGHTS ISSUE OF UP TO [●] PARTLY PAID-UP EQUITY SHARES OF FACE VALUE OF RE. 1/- (RUPEE ONE ONLY) EACH OF OUR COMPANY (THE "EQUITY SHARES") FOR CASH AT A PRICE OF RS. [●] (RUPEES [●] ONLY) PER EQUITY SHARE (INCLUDING A PREMIUM OF RS. [●] PER EQUITY SHARE) FOR AN AMOUNT UPTO RS. 2,000/- MILLION (RUPEES TWO THOUSAND MILLION ONLY) ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF [●] RIGHTS EQUITY SHARE FOR EVERY [●] FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS [●] (THE "ISSUE"). FOR FURTHER DETAILS, PLEASE REFER TO "TERMS OF THE ISSUE" BEGINNING ON PAGE NO. 195 OF THIS DRAFT LETTER OF OFFER.

 # Assuming full subscription and receipt of all Call Monies with respect to Rights Equity Shares.

PAYMENT SCHEDULE FOR THE RIGHTS EQUITY SHARES

AMOUNT PAYABLE PER RIGHTS EQUITY SHARE*	FACE VALUE (RS.)	PREMIUM (RS.)	TOTAL (RS.)
On Application	[●]	[●]	[●]
Additional calls as may be decided by the Board/ Committee of the Board from time to time	[●]	[●]	[●]
Total (Rs.)	[●]	[●]	[●]

For further details on Payment Schedule, see "Terms of the Issue" on page page no. 195 of this Draft Letter of Offer.

GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk with such investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors shall rely on their own examination of our Company and the Issue including the risks involved. The securities being offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**") nor does SEBI guarantee the accuracy or adequacy of this Draft Letter of Offer. Specific attention of the investors is invited to "**Risk Factors**" beginning on page no. 19 of this Draft Letter of Offer before making an investment in this Issue.

ISSUER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Letter of Offer contains all information with regard to our Company and the Issue, which is material in the context of the Issue, and that the information contained in this Draft Letter of Offer is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Letter of Offer as a whole or any such information or the expression of any such opinion or intentions misleading in any material respects.

WILFUL DEFAULTERS OR FRAUDULENT BORROWERS

Neither our Company nor any of our Promoters or any of our Directors have been categorized as a Wilful Defaulter or Fraudulent Borrowers.

LISTING

The existing Equity Shares of our Company are listed on the BSE and NSE (together, the "**Stock Exchanges**"). Our Company has received in-principle approvals from the BSE and NSE for listing of the Rights Equity Shares pursuant to its letter bearing reference number [●] and [●] respectively. Our Company will also make applications to the Stock Exchanges to obtain their trading approvals for the Rights Entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020. For the purpose of this Issue, the Designated Stock Exchange is BSE.

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
VC Corporate Advisors Private Limited CIN: U67120WB2005PTC106051 **SEBI REGN. No.:** INM000011096 **Validity of Registration**: Permanent **Contact Person**: Ms. Urvi Belani/ Mr. Premjeet Singh **Address:** 31, Ganesh Chandra Avenue, 2nd Floor, Suite No.–2C, Kolkata- 700 013 **Tel. No.:** (033) 2225 3940 **E-mail Id**: mail@vccorporate.com **Investor Grievance e-mail id**: mail@vccorporate.com **Website**:www.vccorporate.com	**Maheshwari Datamatics Private Limited** CIN: U20221WB1982PTC034886 **SEBI REGN. No.:** INR000000353 **Validity of Registration**: Permanent **Contact Person:** Mr. Ravi Bahl **Address:** 23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700 001, **Tel. No**.: 033 2248 2248 **Fax No.:** (033) 2248 4787 **Email Id**: mdpldc@yahoo.com **Investor Grievance e-mail id**: mdpldc@yahoo.com **Website**: www.mdpl.in

ISSUE PROGRAMME

ISSUE OPENS ON	LAST DATE FOR ON-MARKET RENUNCIATIONS*	ISSUE CLOSES ON**
[●]	[●]	[●]

** Eligible Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.*

*** Our Board thereof will have the right to extend the Issue Period as it may determine from time to time, provided that this Issue will not remain open more than 30 (thirty) days from the Issue Opening Date. Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.*

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SECTION I - GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Letter of Offer uses the definitions and abbreviations set forth below, which you should consider when reading the information contained herein. The following list of certain capitalized terms used in this Draft Letter of Offer is intended for the convenience of the reader/prospective investor only and is not exhaustive.

References to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rules, guidelines or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

In this Draft Letter of Offer, unless otherwise indicated or the context otherwise requires, all references to 'the/our Company', 'we', 'our', 'us' or similar terms are to Skipper Limited as the context requires, and references to 'you' are to the Eligible Shareholders and/ or prospective Investors in this Issue.

*The words and expressions used in this Draft Letter of Offer but not defined herein shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, 2013, the SEBI Act, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments thereto, the SCRA, the Depositories Act and the rules and regulations made there under, as applicable. Notwithstanding the foregoing, terms used in "**Statement of Special Tax Benefits**", "**Financial Statements**", "**Outstanding Litigations and Defaults**" and "**Terms of the Issue**" beginning on page no. 49, 91, 179 and 195 respectively of this Draft Letter of Offer, shall have the meaning given to such terms in such sections.*

CONVENTIONAL/ GENERAL TERMS	
Term	**Description**
Articles of Association or Articles or AOA	The Articles of Association of our Company, as amended from time to time
Auditor or Statutory Auditor/ Peer Review Auditor	M/s. Singhi & Co.
Audit Committee	The committee of the Board of Directors constituted as our Company's Audit Committee in accordance with Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**") and Section 177 of the Companies Act, 2013
Audited Financial Statements/ Financial Statement	The audited financial statements of our Company for the Financial Years ended March 31, 2023 and March 31, 2022 which comprises of the balance sheet, the statement of profit and loss, including other comprehensive income, the statement of cash flows, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information
Board or Board of Directors	The Board of Directors of our Company or a duly constituted committee thereof
Chairman	The Chairman of our Company, Mr. Amit Kiran Deb
Company or Our Company or the Company or the Issuer Company or We or Us	Skipper Limited incorporated under the provisions of the erstwhile Companies Act 1956, having its Registered Office at 3A, 1st Floor, Loudon Street, Kolkata-700017
Chief Financial Officer / CFO	Mr. Shiv Shankar Gupta, the Chief Financial Officer of our Company
Companies Act	Companies Act, 1956 and/ or the Companies Act, 2013, as amended from time to time
Company Secretary and Compliance Officer	Mrs. Anu Singh, the Company Secretary and Compliance Officer of our Company
Depositories Act	The Depositories Act, 1996 and amendments thereto
Depository Participant/ DP	Depository Participant as defined under the Depositories Act
Directors	Directors on the Board, as may be appointed from time to time
Eligible Equity Shareholders	Holders of Equity Shares of the Company as on the Record Date
Equity Shares	Equity shares of face value of Re. 1/- each of our Company
Executive Directors	Executive Directors of our Company
Indian GAAP	Generally Accepted Accounting Principles in India
Independent Directors	The Independent Directors of our Company, in terms of Section 2(47) and Section 149(6) of the Companies Act.
IT	Information Technology
Key Managerial Personnel	The key managerial personnel of our Company in terms of Companies Act and as per the definition provided in Regulation 2(1) (bb) of the SEBI ICDR Regulations and Section 2(51)

CONVENTIONAL/ GENERAL TERMS	
Term	**Description**
	of the Companies Act, 2013.
Materiality Policy	A policy adopted by our Company for identification of material litigation(s) for the purpose of disclosure of the same in this Draft Letter of Offer
Memorandum of Association or Memorandum or MOA	The Memorandum of Association of our Company, as amended from time to time.
Nomination and Remuneration Committee	The committee of the Board of directors reconstituted as our Company's Nomination and Remuneration Committee in accordance with Regulation 19 of the SEBI Listing Regulations and Section 178 of the Companies Act.
Non-Executive Directors	Non-executive Directors of our Company.
Non-Executive and Independent Director	Non-executive and independent directors of our Company, unless otherwise specified
Promoters	Mr. Sajan Kumar Bansal, Mr. Sharan Bansal, Mr. Devesh Bansal, Mr. Siddharth Bansal, Mrs. Meera Bansal, Mrs. Sumedha Bansal, Mrs. Reshu Bansal, Mrs. Shruti M. Bansal, Skipper Plastics Limited, Ventex Trade Private Limited, Aakriti Alloys Private Limited, Samriddhi Ferrous Private Limited, Skipper Polypipes Private Limited, Utsav Ispat Private Limited, Vaibhav Metals Private Limited, SK Bansal Legacy Trust - Held By Sajan Kumar Bansal As Trustee, SK Bansal Family Trust - Held By Meera Bansal As Trustee, SK Bansal Unity Trust - Held By Meera Bansal As Trustee, SK Bansal Heritage Trust - Held By Sajan Kumar Bansal As Trustee
QC	Quality Control
Registered Office	3A, Loudon Street, 1st Floor, Kolkata – 700017, West Bengal
Registrar of Companies/ ROC	Registrar of Companies, West Bengal
Rights Issue Committee	The Committee of our Board constituted for purposes of this Issue and incidental matters thereof.
SEZ	Special Economic Zone
Stock Exchanges	Stock exchange where the Equity Shares of our Company are presently listed, being BSE Limited and National Stock Exchange of India Limited
We/ us/ our	Unless the context otherwise indicates or implies, refers to Skipper Limited;

ISSUE RELATED TERMS	
Term	**Description**
Abridged Letter of Offer or ALOF	Abridged letter of offer to be sent to the Eligible Equity Shareholders with respect to the Issue in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments thereto and the Companies Act
Acuite	Acuite Ratings & Research Limited
Additional Rights Equity Shares	The Rights Equity Shares applied or allotted under this Issue in addition to the Rights Entitlement
Allotment, Allot or Allotted	Allotment of the Rights Equity Shares pursuant to this Issue
Allotment Account(s)	The account(s) opened with the Banker(s) to this Issue, in to which the Application Money lying to the credit of the escrow account(s) and amounts blocked by Application Supported by Blocked Amount in the ASBA Account, with respect to successful Applicants will be transferred on the Transfer Date in accordance with Section 40(3) of the Companies Act
Allotment Account Bank(s)	Bank(s) which are clearing members and registered with SEBI as bankers to an issue and with whom the Allotment Accounts will be opened, in this case being **[●]**
Allotment Advice	The note or advice or intimation of Allotment, sent to each successful Investor who has been or is to be allotted the Equity Shares pursuant to this Issue
Allotment Date/ Date of Allotment	Date on which the Allotment is made pursuant to this Issue
Allottee(s)	Persons to whom Right Equity Shares are allotted/ issued pursuant to this Issue
Applicant(s) or Investors	Eligible Equity Shareholder(s) and/or Renouncee(s) who are entitled to apply or make an application for the Rights Equity Shares pursuant to this Issue in terms of this Draft Letter of Offer
Application(s)	Application made through (i) submission of the Application Form or plain paper Application to the designated Branch of the SCSBs or online/electronic application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process, to subscribe to the Rights Equity Shares at the Issue Price
Application Form	Unless the context otherwise requires, an application form under the ASBA process used by an Investor to make an application for the Allotment of Rights Equity Shares in the Issue

ISSUE RELATED TERMS	
Term	**Description**
Application Money	Amount payable at the time of Application, i.e., Rs. **[●]** per Rights Equity Share in respect of the Rights Equity Shares applied for in the Issue at the Issue Price
Application Supported by Blocked Amount or ASBA	Application (whether physical or electronic) used by an ASBA Investor to make an application authorizing the SCSB to block the Application Money in at the ASBA Account maintained with the SCSB
ASBA Account	Account maintained with the SCSBs and specified in the Application Form or the plain paper Application by the Applicant for blocking the amount mentioned in the Application Form or the plain paper Application
ASBA Applicant/ ASBA Investor(s)	As per the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, all investors (including Renouncees) shall make an application for an Issue only through ASBA facility
ASBA Circulars	Collectively, SEBI circular bearing reference number SEBI/CFD/DIL/ ASBA/1/2009/ 30/12 dated December 30, 2009, SEBI circular bearing reference number CIR/CFD/DIL/1/2011dated April 29, 2011 and the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR /P/2020/13 dated January 22, 2020
Banker(s) to the Issue	Collectively, the Escrow Collection Bank and the Refund Bank to the Issue, in this case being [●] Bank Limited;
Banker to the Issue Agreement	Agreement dated **[●]** amongst our Company, the Registrar to the Issue, the Lead Manager and the Bankers to the Issue for collection of the Application Money from Applicants/Investors making an Application, transfer of funds to the Allotment Account from the Escrow Account and SCSBs, release of funds from Allotment Account to our Company and other persons and where applicable, refunds of the amounts collected from Applicants/Investors and providing such other facilities and services as specified in the Agreement
Basis of Allotment	The basis on which the Rights Equity Shares will be Allotted to successful Applicants under this Issue, as described in "Terms of the Issue" beginning on page 195 of this Draft Letter of Offer
Call(s)	The notice issued by our Company to the holders of the Rights Equity Shares as at the Call Record Date for making a payment of the Call Monies
Call Money(ies)	The balance amount payable by the holders of the Rights Equity Shares pursuant to the Payment Schedule, being ₹'[●]' per Rights Equity Share (which constitutes [●]% of the Issue Price), to be paid on one or more subsequent Call(s) after payment of the Application Money
Call Record Date	A record date fixed by our Company for the purpose of determining the names of the holders of Rights Equity Shares for the purpose of issuing of the Call
Consolidated certificate	The certificate that would be issued for Rights Equity Shares Allotted to each folio in case of Eligible Equity Shareholders who hold Equity Shares in physical form;
Controlling Branches or Controlling Branches of the SCSBs	Such branches of the SCSBs which co-ordinate with the Lead Manager, the Registrar to the Issue and the Stock Exchanges, a list of which is available on http://www.sebi.gov.in/sebiweb/ other/Other Action.do?doRecognised=yes
Designated Stock Exchange	BSE Limited
Designated SCSB Branches	Such branches of the SCSBs which shall collect the Application Form or the plain paper application, as the case may be, used by the ASBA Investors and a list of which is available on http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised =yes
Draft Letter of Offer or DLOF	This Draft Letter of Offer dated 25.09.2023 to be filed with the SEBI and the Stock Exchanges
Escrow Collection Bank	Banks which are clearing members and registered with SEBI as bankers to an issue and with whom Escrow Account(s) will be opened, in this case being with ICICI Bank Limited
Eligible Equity Shareholder(s)	Holder(s) of the Equity Shares of our Company as on the Record Date. Please note that the investors eligible to participate in the Issue exclude certain overseas shareholders. For further details, see "Notice to Investors" on page 12 of this Draft Letter of Offer
FPIs	Foreign portfolio investors as defined under the SEBI FPI Regulations
Fraudulent Borrower	Fraudulent Borrower(s) as defined under Regulations 2(1)(lll) of the SEBI ICDR Regulations
IEPF	Investor Education and Protection Fund
Investor(s)/ Applicants	Eligible Equity Shareholder(s) of our Company on the Record Date, **[●]** and the Renouncee(s)
ISIN	International Securities Identification Number i.e., INE439E01022
Issue Agreement	Issue agreement dated [●] between our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue / Rights Issue	Rights Issue of up to [●] Partly Paid-up Equity Shares of face value of Re.1/- each of our Company for cash at a price of Rs. [●] per Rights Equity Share not exceeding Rs. 2,000/- Million (Rupees Two Thousand Million Only)* on a rights basis to the Eligible

ISSUE RELATED TERMS	
Term	**Description**
	Equity Shareholders of our Company in the ratio of [●] Rights Equity Shares For every [●] equity Shares held by the Eligible Equity Shareholders of our Company on the Record Date i.e. [●]. On Application, Investors will have to pay Rs. [●] per Rights Equity Share which constitutes [●]% of the Issue Price and the balance ₹[●] per Rights Equity Share which constitutes [●]% of the Issue Price, will have to be paid, on one or more subsequent Call(s), as determined, from time to time at its sole discretion, by our Board or its Rights Issue Committee. **Assuming full subscription and receipt of all Call Monies with respect to Rights Equity Shares*
Issue Closing Date	[●]
Issue Materials	Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and any other material relating to the Issue
Issue Opening Date	**[●]**
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which Applicants can submit their applications, in accordance with the SEBI ICDR Regulations
Issue Price	Rs. **[●]** per Rights Equity Share (including a premium of Rs. [●] per equity share). On Application, Investors will have to pay Rs. [●] per Rights Equity Share which constitutes [●] % of the Issue Price and the balance ₹ [●] per Rights Equity Share which constitutes [●]% of the Issue Price, will have to be paid, on one or more subsequent Call(s), as determined, from time to time at its sole discretion, by our Board or its Rights Issue Committee.
Issue Proceeds/ Gross Proceeds	Gross proceeds of the Issue
Issue Size	Amount aggregating not exceeding up to Rs. 2,000/- Million (Rupees Two Thousand Million Only) * **Assuming full subscription and receipt of all Call Monies with respect to Rights Equity Shares*
Lead Manager	VC Corporate Advisors Private Limited
Letter of Offer/LOF	The final Letter of Offer to be filed with the Stock Exchanges and SEBI
Listing Agreement	The listing agreements entered into between our Company and the Stock Exchanges in terms of the SEBI Listing Regulations
Monitoring Agency	India Ratings and Research Private Limited
Monitoring Agency Agreement	Agreement dated September 01, 2023 entered into between our Company and the Monitoring Agency in relation to monitoring of Net Proceeds
Multiple Application Forms	Multiple application forms submitted by an Eligible Equity Shareholder/Renouncee in respect of the Rights Entitlement available in their demat account. However supplementary applications in relation to further Equity Shares with/without using additional Rights Entitlement will not be treated as multiple application
Net Proceeds	Issue Proceeds less the Issue related expenses. For further details, please refer to "Objects of the Issue" beginning on page 45 of this Draft Letter of Offer
Non-ASBA Investor/ Non-ASBA Applicant	Investors other than ASBA Investors who apply in the Issue otherwise than through the ASBA process comprising Eligible Shareholders holding Equity Shares in physical form or who intend to renounce their Rights Entitlement in part or full and Renouncees
Non-Institutional Investors	An Investor other than a Retail Individual Investor or Qualified Institutional Buyer as defined under Regulation 2(1) (jj) of the SEBI ICDR Regulations
Payment Schedule	Payment schedule under which **[●]**% of the Issue Price is payable on Application, i.e., Rs. **[●]** per Rights Equity Share, and the balance unpaid capital constituting **[●]**% of the Issue Price, i.e., Rs. **[●]** will have to be paid, on one or more subsequent Call(s), as determined from time to time, at its sole discretion, by our Board or its Rights Issue Committee
Qualified Institutional Buyers or QIBs	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
Record Date	Designated date for the purpose of determining the Eligible Equity Shareholders eligible to apply for Rights Equity Shares, being **[●]**
Refund Bank(s)	The Banker(s) to the Issue with whom the Refund Account(s) will be opened, in this case being **[●]**
Refund through electronic transfer of Funds	Refunds through NECS, Direct Credit, RTGS, NEFT or ASBA process, as applicable;
Registrar to the Company/ Registrar to the Issue/ Registrar	Maheshwari Datamatics Private Limited
Registrar Agreement	Agreement dated **[●]** between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to this Issue

ISSUE RELATED TERMS	
Term	**Description**
Renouncee(s)	Person(s) who has/have acquired Rights Entitlements from the Eligible Equity Shareholders through renunciation
Renunciation Period	Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee on or prior to **[●],** i.e., the Issue Closing Date
Retail Individual Bidders(s)/ Retail Individual Investor(s)/ RII(s)/RIB(s)	An individual Investor (including an HUF applying through Karta) who has applied for Rights Equity Shares and whose Application Money is not more than ₹2,00,000/- (Rupees Two Lakhs Only) in the Issue as defined under Regulation 2(1)(vv) of the SEBI ICDR Regulations
Rights Equity Shares	Equity Shares of our Company to be Allotted pursuant to this Issue
Rights Entitlement(s)/ RES	Number of Rights Equity Shares that an Eligible Equity Shareholder is entitled to in proportion to the number of Equity Shares held by the Eligible Equity Shareholder on the Record Date, in this case being **[●]** Rights Equity Shares for every **[●]** Equity Shares held by an Eligible Equity Shareholder. The Rights Entitlements with a separate ISIN '[●]' will be credited to your demat account before the date of opening of the Issue, against the Equity Shares held by the Equity Shareholders as on the Record Date, pursuant to the provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circular, the Rights Entitlements shall be credited in dematerialized form in respective demat accounts of the Eligible Equity Shareholders before the Issue Opening Date
Rights Entitlement Letter	Letter including details of Rights Entitlements of the Eligible Equity Shareholders. The Rights Entitlements are accessible on the website of our Company
SCSB(s)	Self-certified syndicate banks registered with SEBI, which acts as a banker to the Issue and which offers the facility of ASBA. A list of all SCSBs is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised Fpi= yes&intmId =35, as applicable, or such other website as updated from time to time, and (ii) in relation to ASBA (through UPI mechanism), a list of which is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?do RecognisedFpi=yes&intmId=40 or such other website as updated from time to time;
Transfer Date	The date on which the Application Money blocked in the ASBA Account will be transferred to the Allotment Account(s) in respect of successful Applications, upon finalization of the Basis of Allotment, in consultation with the Designated Stock Exchange
Willful Defaulter	Company or person, as the case may be, categorized as a willful defaulter by any bank or financial institution (as defined under the Companies Act,) or consortium thereof, in accordance with the guidelines on willful defaulters issued by RBI
Working Day(s)	In terms of Regulation 2(1)(mmm) of SEBI ICDR Regulations, working day means all days on which commercial banks in Kolkata are open for business. Further, in respect of Issue Period, working day means all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business. Furthermore, the time period between the Issue Closing Date and the listing of Equity Shares on the Stock Exchange, working day means all trading days of the Stock Exchange, excluding Sundays and bank holidays, as per circulars issued by SEBI

INDUSTRY RELATED TERMS OR OTHER TERMS OR ABBREVIATIONS	
Term	**Description**
Rs., ₹, Rupees or INR	Indian Rupees
AIF(s)	Alternative investment funds, as defined and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
Accounting Standards	Accounting Standards issued by the ICAI
ACS	Average Cost of Supply
AGM	Annual General Meeting
APCD	Air Pollution Control Device
AT&C Losses	Aggregate Technical & Commercial losses
ARV	Average Realisable Value
AY	Assessment year
BSE	BSE Limited
BSNL	Bharat Sanchar Nigam Limited
BTS	Base Transceiver Station
CAGR	Compound Annual Growth Rate

INDUSTRY RELATED TERMS OR OTHER TERMS OR ABBREVIATIONS	
Term	**Description**
CBDT	Central Board of Direct Taxes, Government of India
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
CKM	Circuit Kilometer
Companies Act, 1956	Erstwhile Companies Act, 1956 along with the rules made there under
Companies Act, 2013	Companies Act, 2013 along with the rules made there under
CRAR	Capital adequacy ratio/Capital to risk assets ratio
CrPC	Code of Criminal Procedure, 1973
CPC	Chlorinated Polyvinyl Chloride
Depositories Act	Depositories Act, 1996
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018
Depository Participant/ DP	A depository participant as defined under the Depositories Act
DP ID	Depository Participant's Identification
DIN	Director Identification Number
DSIR	Department of Scientific & Industrial Research
DISCOM	Distribution Company
DNV	Det Norske Veritas
DoT	Department of Telecommunications
EBITDA	Profit/(loss) after tax for the year adjusted for income tax expense, finance costs, depreciation and amortization expense, as presented in the statement of profit and loss
EGM	Extraordinary general meeting
EHS Certifications	Environmental Health and Safety Certifications
EPS	Earnings per Equity Share
EPC	Engineering, procurement, and construction
Euro/ €	Euro is the official currency of 20 out of 27 European Union member countries
FCNR Account	Foreign currency non-resident account
FDI Circular 2020/ FDI Circular	Consolidated FDI Policy dated October 15, 2020 issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India
FEMA	Foreign Exchange Management Act, 1999, together with rules and regulations there under
FEMA Regulations	The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017
FEMA Reporting Master Directions	The Master Direction on Reporting under the FEMA dated January 1, 2016, as amended from time to time
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Financial Year, Fiscal Year or Fiscal or FY	Period of 12 months ended March 31 of that particular year, unless otherwise stated
FIR	First information report
FPIs	Foreign Portfolio Investors as defined under the SEBI FPI Regulations
FTTH	Fiber to the Home
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
FVCI	Foreign Venture Capital Investors as defined under and registered with SEBI pursuant to the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000 registered with SEBI
GAAP	Generally Accepted Accounting Principles
GDP	Gross Domestic Product
GoI or Government	Government of India
GST	Goods and Service Tax
HFC	Housing finance companies
HUF	Hindu Undivided Family
HDPE	High-Density Polyethylene
HVDC	High Voltage Direct Current
IBC	Insolvency and Bankruptcy Code, 2016
ICAI	Institute of Chartered Accountants of India
Income Tax Act	Income-Tax Act, 1961
Ind AS	Indian Accounting Standards as specified under section 133 of the Companies Act 2013 read

INDUSTRY RELATED TERMS OR OTHER TERMS OR ABBREVIATIONS	
Term	**Description**
	with Companies (Indian Accounting Standards) Rules 2015, as amended
IFRS	International Financial Reporting Standards
ISIN	International Securities Identification Number
IST	Indian Standard Time
ISTS	Inter-State Transmission System
ISO	International Organisation for Standardisation
Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended thereto
ITAT	Income Tax Appellate Tribunal
JJM	Jal Jeevan Mission
KYC	Know your customer
LTV	Loan to value ratio
MCA	Ministry of Corporate Affairs
MTPA	Million Tonnes Per Annum
MVA/ MW	Mega Volt Ampere/ Mega Watt
Mutual Fund	Mutual fund registered with SEBI under the Securities and Exchange Board of (Mutual Funds) Regulations,1996
NABL	National Accreditation Board for Testing and Calibration Laboratories
Net Asset Value per Equity Share or NAV per Equity Share	Net Worth/ Number of Equity shares subscribed and fully paid outstanding
Net Worth	Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation
NBFC	Non-banking financial companies
NPA(s)	Non-performing assets
NRE	Non-resident or person(s) resident outside India, as defined under the FEMA
NRE Account	Non-resident external account
NRI	A person resident outside India, who is a citizen of India and shall have the same meaning as ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2016
NRO	Non-resident ordinary
NRO Account	Non-resident ordinary account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB or Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or in directly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or in directly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
ODI	Off-shore Derivative Instruments
OHSAS Certifications	Occupational Health and Safety Standard Certifications
PAN	Permanent Account Number
PAT	Profit after Tax
PE Ratio	Price Earnings Ratio
PGCIL	Power Grid Corporation of India Limited
PMLA	Prevention of Money Laundering Act, 2002
PSU	Public Sector Undertaking
PVC Pipes	Polyvinyl chloride Pipes
QP	Qualified purchaser as defined in the U.S. Investment Company Act
QMS Certifications	Quality Management Systems Certifications
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934
Regulation S	Regulation S under the U.S. Securities Act
ROC	Registrar of Companies, Kolkata, West Bengal
RoW	Right of Way
RTGS	Real time gross settlement
Rule 144A	Rule 144A under the U.S. Securities Act

INDUSTRY RELATED TERMS OR OTHER TERMS OR ABBREVIATIONS	
Term	**Description**
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957 as amended thereto
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992 as amended thereto
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 as amended thereto
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019 as amended thereto
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended thereto
SEBI Listing Regulations/ SEBI LODR Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended thereto
SEBI Rights Issue Circulars	SEBI circulars bearing reference number SEBI/HO/CFD/SSEP/CIR/P/2022/66 dated May 19, 2022 read with SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 as amended thereto
STP	Sewage Treatment Plant
SWR	Soil, Waste and Rainwater
Stock Exchanges	BSE & NSE
STT	Securities Transaction Tax
Supreme Court	Supreme Court of India
Trade Mark Act	Trade Marks Act, 1999 and the rules thereunder, including subsequent amendments thereto
TAT	Turn Around Time
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended thereto
TBCB	Tariff Based Competitive Bidding
TOC	Theory of Constraints
TWH	Terawatt-hour
Total Borrowings	Aggregate of debt securities, borrowings (other than debt securities) and subordinated liabilities
T & D	Transmission and Distribution
TL	Transmission Lines
UPC	Unplasticized Polyvinyl Chloride
U.S.$, USD or U.S. dollar	United States Dollar, the legal currency of the United States of America
U.S. Investment Company Act	Investment Company Act of 1940, as amended
U.S. Person	U.S. persons as defined in Regulation S under the U.S. Securities Act or acting for the account or benefit of U.S. persons (not relying on Rule 902(k)(1)(viii)(B) or Rule 902(k)(2)(i) of Regulations)
U.S. QIB	Qualified institutional buyer as defined in Rule 144A
USA, U.S. or United States	United States of America
U.S. SEC	U.S. Securities and Exchange Commission
U.S. Securities Act/ Securities Act	U.S. Securities Act of 1933, as amended
VCF	Venture capital fund as defined and registered with SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the SEBI AIF Regulations, as the case may be
VRES	Variable Renewable Energy Sources
WDV	Written down value method of valuation

NOTICE TO INVESTORS

The distribution of this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, Application Form and Rights Entitlement Letter and the issue of Rights Entitlement and Rights Equity Shares to persons in certain jurisdictions outside India may be restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer or Application Form may come are required to inform by themselves about and observe such restrictions.

Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch the Letter of Offer, the Abridged Letter of Offer, Application Form and Rights Entitlement Letter (collectively "**Issue Material**s") through email and courier only to Eligible Equity Shareholders who have a registered address in India or who have provided an Indian address to our Company. The Letter of Offer will be provided, through email and courier, by the Registrar, on behalf of our Company, to the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and in each case who make a request in this regard. Investors can also access the Issue Materials from the websites of the Registrar, our Company, NSE and BSE. Those overseas shareholders who do not update our records with their Indian address or the address of their duly authorized representative in India, prior to the date on which we propose to dispatch the Issue Materials, shall not be sent any Issue Materials.

No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose except that this Draft Letter of Offer is being filed with SEBI for observations. Accordingly, the Rights Entitlements or Rights Equity Shares may not be offered or sold, directly or indirectly and this Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer or any offering materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Issue Materials will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, in those circumstances, the Issue Materials must be treated as sent for information purposes only and should not be acted upon for subscription to the Rights Equity Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of the Issue Materials should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send the Issue Materials to any person outside India where to do so, would or might contravene local securities laws or regulations. If the Issue Materials is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlements referred to in the Issue Materials.

Any person who makes an application to acquire the Rights Entitlements or the Rights Equity Shares offered in the Issue will be deemed to have declared, represented, warranted and agreed that such person is authorized to acquire the Rights Entitlements or the Rights Equity Shares in compliance with all applicable laws and regulations prevailing in his jurisdiction. Our Company, the Registrar, the Lead Manager or any other person acting on behalf of our Company reserves the right to treat any Application Form as in valid where they believe that Application Form is in complete or acceptance of such Application Form may in fringe applicable legal or regulatory requirements and we shall not be bound to allot or issue any Rights Equity Shares or Rights Entitlement in respect of any such Application Form.

Neither the delivery of the Issue Materials nor any sale hereunder, shall, under any circumstances, create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as at any time subsequent to the date of the Issue Material.

THE CONTENTS OF THIS DRAFT LETTER OF OFFER SHOULD NOT BE CONSTRUED AS LEGAL, TAX OR INVESTMENT ADVICE. PROSPECTIVE INVESTORS MAY BE SUBJECT TO ADVERSE FOREIGN, STATE OR LOCAL TAX OR LEGAL CONSEQUENCES AS A RESULT OF THE OFFER OF RIGHTS EQUITY SHARES OR RIGHTS ENTITLEMENTS. ACCORDINGLY, EACH INVESTOR SHOULD CONSULT THEIR OWN COUNSEL, BUSINESS ADVISOR AND TAX ADVISOR AS TO THE LEGAL, BUSINESS, TAX AND RELATED MATTERS CONCERNING THE OFFER OF RIGHTS EQUITY SHARES. IN ADDITION, NEITHER OUR COMPANY NOR THE LEAD MANAGER IS MAKING ANY REPRESENTATION TO ANY OFFEREE OR PURCHASER OF THE RIGHTS EQUITY SHARES REGARDING THE LEGALITY OF AN INVESTMENT IN THE RIGHTS EQUITY SHARES BY SUCH OFFEREE OR PURCHASER UNDER ANY APPLICABLE LAWS OR REGULATIONS.

NO OFFER IN THE UNITED STATES

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act or the securities laws of any state of the United States and may not be offered or sold in the United States of America or the territories or possessions thereof ("**United States**"), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The offering to which this Draft Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States or as a solicitation therein of an offer to buy any of the Rights Equity Shares or Rights Entitlement. There is no intention to register any portion of the Issue or any of the securities described herein in the United States or to conduct a public offering of securities in the United States. Accordingly, the Issue Material should not be forwarded to or transmitted in or into the United States at any time.

Neither our Company nor any person acting on our behalf will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company or any person acting on our behalf has reason to believe is in the United States when the buy order is made. Envelopes containing an Application Form and Rights Entitlement Letter should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer, and all persons subscribing for the Rights Equity Shares and wishing to hold such Rights Equity Shares in registered form must provide an address for registration of these Rights Equity Shares in India. Our Company is making the Issue on a rights basis to Eligible Equity Shareholders and the Issue Material will be dispatched only to Eligible Equity Shareholders who have an address in India. Any person who acquires Rights Entitlements and the Rights Equity Shares will be deemed to have declared, represented, warranted and agreed that, (i) it is not, and that at the time of subscribing for such Rights Equity Shares or the Rights Entitlements, it will not be, in the United States, and (ii) it is authorized to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations.

Our Company reserves the right to treat any Application Form as invalid which: (i) does not include the certification set out in the Application Form to the effect that the subscriber is authorized to acquire the Rights Equity Shares or Rights Entitlement in compliance with all applicable laws and regulations; (ii) appears to us or our agents to have been executed in or dispatched from the United States; (iii) where a registered Indian address is not provided; or (iv) where our Company believes that the Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to allot or issue any Rights Equity Shares or Rights Entitlement in respect of any such Application Form.

The Rights Entitlements may not be transferred or sold to any person in the United States.

The Rights Entitlements and the Rights Equity Shares have not been approved or disapproved by the US Securities and Exchange Commission (the "**US SEC**"), any state securities commission in the United States or any other US regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Rights Entitlements, the Rights Equity Shares or the accuracy or adequacy of this Draft Letter of Offer.

Any representation to the contrary is a criminal offence in the United States.

The above information is given for the benefit of the Applicants / Investors. Our Company and the Lead Manager is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Rights Equity Shares applied for do not exceed the applicable limits under the applicable laws or regulations.

THIS DOCUMENT IS SOLELY FOR THE USE OF THE PERSON WHO RECEIVED IT FROM OUR COMPANY FROM THE LEAD MANAGER FROM THE REGISTRAR. THIS DOCUMENT IS NOT TO BE REPRODUCED OR DISTRIBUTED TO ANY OTHER PERSON.

PRESENTATION OF FINANCIAL INFORMATION AND OTHER INFORMATION

Certain Conventions

All references herein to 'India' are to the Republic of India and its territories and possessions and the 'Government' or 'GoI' or the 'Central Government' or the 'State Government' are to the Government of India, Central or State, as applicable. Unless otherwise specified or the context otherwise requires, all references in this Draft Letter of Offer to the 'US' or 'U.S.' or the 'United States' are to the United States of America and its territories and possessions. Unless otherwise specified, any time mentioned in this Draft Letter of Offer is in Indian Standard Time ("**IST**"). Unless indicated otherwise, all references to a year in this Draft Letter of Offer are to a calendar year.

In this Draft Letter of Offer, references to the singular also refer to the plural and one gender also refers to any other gender, wherever applicable.

Financial Data

Our fiscal year commences on April 1 of each calendar year and ends on March 31 of the following calendar year, so all references to a particular "fiscal year" or "Fiscal" are to the 12-months period ended on March 31 of that year. Unless the context otherwise requires, our financial data in this Draft Letter of Offer is derived from the Audited Financial Statements. Our audited financial statements as of and for financial year ended March 31, 2023 have been prepared by our Company in accordance with Ind AS, Companies Act, and other applicable statutory and/or regulatory requirements ("**Financial Statements**"). Our Company publishes its financial statements in Indian Rupees. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Letter of Offer should accordingly be limited. We have not attempted to explain those differences or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data. For details of financial statements, see "Financial Statements" on page 92 of this Draft Letter of Offer.

In this Draft Letter of Offer, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding-off, and unless otherwise specified, all financial numbers in parenthesis represent negative figures.

Currency of Presentation

All references to the "Rupees "or "Rs." are to Indian Rupees, the official currency of the Republic of India. Unless stated otherwise, throughout this Draft Letter of Offer, all figures have been expressed in Million.

Exchange Rate

The following table provides information with respect to the exchange rate for the Indian Rupee per 1 US$ and 1 Euro. The exchange rates are based on the reference rates released by Foreign Benchmark India Private Limited which is available on their website. No representation is made that any Rupee amounts could have been, or could be, converted into US$ and Euro at any particular rate, the rates stated below, or at all.

Currency	As on June 30, 2023	As on March 31, 2023	As on March 31, 2022	As on March 31, 2021
1 US$	Rs. 82.04	Rs. 82.22	Rs. 75.81	Rs. 73.51
1 Euro	Rs. 89.62	Rs. 89.31	Rs. 84.06	Rs. 85.85

Source: FBIL Reference Rate as available on https://www.fbil.org.in (In case March 31 of any of the respective years is a public holiday, the previous working day has been considered).

Industry and Market Data

Unless stated otherwise, industry and market data used in this Draft Letter of Offer has been obtained or derived from publicly available information as well as industry publications and sources. Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable, but their accuracy and completeness are not guaranteed, and their reliability cannot be assured. Although we believe the industry and market data used in this Draft Letter of Offer is reliable, it has not been independently verified by us. The data used in these sources may have been reclassified by us for the purposes of presentation. Data from these sources may also not be comparable. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "Risk Factors" beginning on page 19 of this Draft Letter of Offer. Accordingly, investment decisions should not be based solely on such information.

The extent to which the market and industry data used in this Draft Letter of Offer is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which the business of our Company is conducted, and methodologies and assumptions may vary widely among different industry sources.

FORWARD LOOKING STATEMENTS

This Draft Letter of Offer contains certain "forward-looking statements". Forward looking statements appear throughout this Draft Letter of Offer, including, without limitation, under the chapters titled "Risk Factors", "Objects of the Issue" and "History and Corporate Structure". Forward-looking statements include statements concerning our Company's plans, objectives, goals, strategies, future events, future revenues or financial performance, capital expenditures, financing needs, political & legal environment and geographical locations in which our Company operates, and other information that is not historical information. These forward- looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "continue", "can", "could", "expect", "estimate", "intend", "likely", "may", "objective", "plan", "potential", "project", "pursue", "shall", "seek to", "will", "will continue", "will pursue", "forecast", "target", or other words or phrases of similar import. Similarly, statements that describe the objectives, plans or goals of our Company are also forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements. All statements regarding our Company's expected financial conditions, results of operations; business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our Company's business strategy, planned projects, revenue and profitability (including, without limitation, any financial or operating projections or forecasts), new business and other matters discussed in this Draft Letter of Offer that are not historical facts. These forward-looking statements contained in this Draft Letter of Offer (whether made by our Company or any third party), are predictions and involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of our Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections. Actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industry in which our Company operates and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, the competition in our industry and markets, technological changes, our exposure to market risks, general economic and political conditions in India and globally which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in laws, regulations and taxes, incidence of natural calamities, pandemics and/or acts of violence. Important factors that could cause actual results to differ materially from our Company's expectations include, but are not limited to, the following:

- any adverse outcome in litigation proceedings in which our Company is involved;
- non-compliance with certain financial covenants of the financing and debt facilities availed by our Company;
- any unforeseen situation / event having negative impact on the capital market;
- any disruption in our sources of funding or increase in costs of funding;
- our ability to obtain certain approvals and licenses;
- engagement in a highly competitive business and a failure to effectively compete;
- our ability to manage our operations at our current size or to manage any future growth effectively;
- General, political, economic, social and business conditions in India and other global markets; and
- Dependence on a number of key management personnel and senior management personnel and our ability to attract and retain qualified personnel.

For further discussion of factors that could cause the actual results to differ from the expectations, see the sections "***Risk Factors***", "***Our Business***" and "***Management's Discussion and Analysis of Financial Position and Results of Operations***" beginning on pages 19, 67, and 172 respectively of this Draft Letter of Offer. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

We cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

Forward looking statements reflect the current views of our Company as of the date of this Draft Letter of Offer and are not a guarantee of future performance. These statements are based on the management's beliefs and assumptions, which in turn are based on currently available information. Although, we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Directors, our Promoters, nor any of their respective affiliates or advisors have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with the SEBI ICDR Regulations, our Company will ensure that investors are informed of material developments from the date of this Draft Letter of Offer until the time of receipt of the listing and trading permissions from the Stock Exchange.

SECTION II- DRAFT LETTER OF OFFER SUMMARY

The following is a general summary of the terms of this Issue, and should be read in conjunction with and is qualified by the more detailed information appearing in this Draft Letter of Offer, including the sections titled "*Risk Factors*", "*The Issue*", *"Capital Structure*", "*Objects of the Issue*", "*Our Business*", "*Industry Overview*", "*Outstanding Litigation and Material Developments*" and "*Terms of the Issue*" on pages 19, 37, 43, 45, 67, 52, 179 and 195 of this Draft Letter of Offer respectively.

1. SUMMARY OF BUSINESS:

Skipper Limited is one of the leading companies in the manufacture of Transmission Towers, Telecom Towers, Poles, Polymer Pipes & Fittings. Skipper differentiates its offerings with high quality and cost-effective solutions for infrastructure support. The Company has 42+ Years of proven excellence as India's largest and world's only integrated T&D company having its own Structure Rolling, manufacturing, Tower Load Testing Station and Transmission line EPC. Under the brand name of 'Skipper', the Company manufactures premium quality polymer pipes & fittings, which serves both the agricultural as well as plumbing sectors. The Company also commissioned a DSIR approved state of the art R&D Center and NABL accredited Tower Test Station in Ghoraghata, West Bengal which is one of the largest Test Station in the world, where Transmission structures of height 120M can be tested. For further details, please refer to the chapter titled 'Our Business' beginning on page 67 of this Draft Letter of Offer.

2. OBJECTS OF THE ISSUE:

The details of Issue Proceeds are set forth in the following table:

Particulars	Amount (Rs. in Million)
Gross Proceeds from the Issue#	Upto Rs. 2000
Less: Estimated Issue related Expenses	[●]
Net Proceeds from the Issue#	[●]

assuming full subscription and allotment

**The Issue size will not exceed Rs. 2,000/- Million (Rupees Two Thousand Million Only). If there is any reduction in the amount on account of or at the time of finalization of Issue Price and Rights Entitlements Ratio, the same will be adjusted against General Corporate Purpose.*

The Net Proceeds (gross proceeds less issue expenses) are proposed to be used in accordance with the details provided in the following table:

Particulars	Amount (Rs. in Million)
To meet the working capital requirement	Upto Rs. 1600
For general corporate purposes	[●]
Total Net Proceeds	[●]

The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds.
For further details, please see chapter titled "Objects of the Issue" beginning on page 45 of this Draft Letter of Offer.

3. INTENTION AND EXTENT OF PARTICIPATION BY OUR PROMOTER(S) AND PROMOTER GROUP IN THE ISSUE:

We have been informed by our Promoters and Promoter Group that they may not fully subscribe to their entitlements arising out of the proposed Rights Issue and may renounce a part of their right entitlement in the favour of third parties whom our Promoters and Promoter Group may identify in due course. Therefore, the non-applicability of minimum subscription criteria provided in regulation 86(1)(b) of the SEBI ICDR Regulations is not met. Minimum subscription is thus applicable for the proposed Rights Issue. Pursuant to regulation 86(2) of the SEBI ICDR Regulations in case of non-receipt of minimum subscription, all application monies received shall be refunded to the Applicants forthwith, but not later than four days from the closure of the Rights Issue.

4. SUMMARY OF FINANCIAL INFORMATION:

The following table sets forth summary of financial information derived from the Audited Consolidated Financial Statements for the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021 and certified Un-Audited Consolidated Financial Statements for the periods ended June 30, 2023, prepared in accordance with recognition and measurement principles of Ind AS 34 and Regulation 33 of SEBI Listing Regulations.

(Amount Rs. in Million, unless otherwise specified)

Particulars	For 3 months period ended June 30, 2023 (Un-audited)	Financial Years ended		
		March 31, 2023 (Audited)	March 31, 2022 (Audited)	March 31, 2021 (Audited)
Equity share Capital	102.67	102.67	102.67	102.67

Particulars	For 3 months period ended June 30, 2023 (Un-audited)	Financial Years ended		
		March 31, 2023 (Audited)	March 31, 2022 (Audited)	March 31, 2021 (Audited)
Net Worth	7,836.67*	7,674.13	7,321.31	7,078.39
Revenue (total income)	5,560.36	19,856.17	17,110.92	15,855.31
Profit after tax	162.54	355.66	251.47	214.34
Earnings per share (basic and diluted)	1.58*	3.46	2.45	2.09
Net asset value per equity share	76.33	74.75	71.31	68.94
Total Borrowings	5,566.09	4,840.19	5,666.51	4,385.46

** Non-annualized.*

5. AUDITOR QUALIFICATIONS:

There are no qualifications by the Statutory Auditors in their report to the Audited Financial Statements for the Financial Year ended March 31, 2023.

6. SUMMARY OF OUTSTANDING LITIGATIONS:

A summary of outstanding material litigation proceedings pertaining to our Company as on the date of this DLOF is provided below. For details of the material outstanding litigation proceedings including criminal proceedings and civil proceedings, please see "Outstanding Litigations, Defaults and Material Developments" on page 179 of this DLOF.

(Amount Rs. In Million)

Nature of Cases	Number of Cases	Aggregate amount involved*
Litigations involving our Company		
A. Proceedings involving issues of moral turpitude or criminal liability		
• Filed by our Company	35	74.189
• Filed against our Company	-	-
B. Matters involving material violations of statutory regulations by our Company	-	-
C. Other proceedings involving our Company which involve an amount exceeding the Materiality Threshold and other pending matters which, if they result in an adverse outcome, would materially and adversely affect the operations or the financial position of our Company		
• Filed by our Company	3	96.687**
• Filed against our Company	3	25.060#
D. Tax Matters		
• Direct Tax	3	3.646
• Indirect Tax	5	169.845
E. Matters involving economic offences where proceedings have been initiated against our Company	-	-

Note:
** Approximate amounts given, to the extent quantifiable.*
*** The amount is exclusive of interest that may be applicable as determined upon final adjudication. This amount includes a counter-claim of Rs. 36.41 Million made by the Company against SIDCL in the special civil suit no. 13 of 2021. For further details, please refer to "Outstanding Litigation and Defaults" beginning on page 179 of this Draft Letter of Offer.*
 # The amount is exclusive of interest that may be applicable as determined upon final adjudication.
For further details, please refer to section titled 'Outstanding Litigations, Defaults and Material Developments' beginning on page 179 of this Draft Letter of Offer.

7. RISK FACTORS:

For details of potential risks associated with our ongoing business activities and industry, investment in Equity Shares of the Company, material litigations which impact the business of the Company and other economic factors please see "Risk Factors" on page no. 19 of this Draft Letter of Offer.

8. SUMMARY OF CONTINGENT LIABILITIES OF OUR COMPANY:

As of March 31, 2023, the contingent liabilities that had not been provided for, details of the same as under**:**

			(Amount Rs. in Million)
Sl. No.	**Particulars**	**March 31, 2023**	**March 31, 2022**
a.	Demand notices issued by Central Excise Department	60.29	60.29
b.	Demand notices issued by Service Tax Department	33.89	33.89
c.	Demand notices issued by Directorate of Revenue Intelligence	25.58	25.58
d.	CST Demand issued by Assessing Authority	0.98	11.84
e.	GST Demand issued by Assessing Authority	1.62	1.07
f.	Sales Tax/VAT demands issued by Assessing Authority	50.82	50.94

The Company does not expect any reimbursements in respect of the above contingent liability.
*Please see the section "Financial Statements" on page 92 of this Draft Letter of Offer for more information.

9. SUMMARY OF RELATED PARTY TRANSACTIONS:

For details regarding our related party transactions as per Ind AS 24 entered into by our Company for Financial Year 2023 and Financial Year 2022 please see page no. 151 of this Draft Letter of Offer.

10. FINANCING ARRANGEMENTS:

There have been no financing arrangements whereby our Promoters, members of our Promoter Group, Directors or their relatives, which are forming part of Promoter of our Company, have financed the purchase by any other person of securities of our Company, during the period of six months immediately preceding the date of the Draft Letter of Offer.

11. ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH IN THE LAST ONE YEAR:

Our Company has not issued any Equity Shares for consideration other than cash in the one year preceding the date of this Draft Letter of Offer.

12. SPLIT OR CONSOLIDATION OF EQUITY SHARES IN THE LAST ONE YEAR:

Our Company has not carried any split or consolidation of Equity Shares in the last one year preceding the date of this Draft Letter of Offer.

SECTION III – RISK FACTORS

An investment in equity shares involves a high degree of risk. Investors should carefully consider all the information in this Draft Letter of Offer, including the risks and uncertainties described below, before making an investment in our Rights Equity Shares. The risks described below are not the only risks relevant to our Company's business, operations or our Rights Equity Shares, but also to the industry and segments in which we operate or propose to operate. Additional risks and uncertainties, not presently known to us or that we currently deem immaterial may also impair our business, results of operations, cash flows and financial condition. If any of the following risks, or other risks that are not currently known or are currently deemed immaterial, actually occur, our business, results of operations, cash flows and financial condition could be adversely affected, the trading price of our equity shares could decline, and investors may lose all or part of their investment.

To obtain a complete understanding of our Company, prospective investors should read this section in conjunction with "Financial Information "beginning on page 91 and other information contained in this Draft Letter of Offer. In making an investment decision, investors and purchasers of the Rights Equity Shares must rely on their own examination of us and our business and the terms of the Issue including the merits and risks involved. Potential investors and purchasers of our Rights Equity Shares should consult their tax, financial and legal advisors about the consequences of investing in the Issue. Prospective investors and purchasers of the Rights Equity Shares should pay attention to the fact that our Company is incorporated under the laws of India and are subject to a legal and regulatory environment, which may differ in certain respects from that of other countries.

To obtain a complete understanding, you should read this section in conjunction with the sections "Industry Overview", and "Our Business" on pages 52 and 67 of this Draft Letter of Offer, respectively. The industry-related information disclosed in this section has been derived from publicly available documents from various sources believed to be reliable, but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Neither our Company, nor any other person connected with the Issue, including the LM, has independently verified the information in the industry report or other publicly available information cited in this section.

This Draft Letter of Offer also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and, in the section titled "Forward-Looking Statements" on page 15 of this Draft Letter of Offer. The following risk factors have been determined by our Board of Directors on the basis of their materiality. In accordance with Clause 5 in Part B-1 of Schedule VI of the SEBI ICDR Regulations, the following factors have been considered for determining the materiality: (i) Some events may not be material individually, but may be found material collectively, (ii) some events may have material impact qualitatively instead of quantitatively; and (iii) some events may not be material at present but may have material impact in the future.

INTERNAL RISK FACTORS:

1. ***Our business currently is primarily dependent on projects in India undertaken or awarded by government authorities or other entities funded by the Central/ State Governments and PSUs and we derive majority of our revenues from contracts with a limited number of Government entities. Any adverse changes in the Central or State Government policies may lead to our contracts being forecloses, terminated, restructured or renegotiated, which may have a material effect on our business and results of operations.***

   Majority of our contacts and agreements are entered into with various Central/State Governments and public sector undertakings wherein Central and/or State Governments hold a majority stake. Public sector undertakings are controlled by the Government appointees and extraneous considerations may be involved while awarding projects. The majority of our business is procured from projects undertaken by them. Majority of our projects are Government sponsored projects and these are often subject to delay. Such delays may arise on account of a change in the Central and/or State Governments, changes in policies impacting the public at large, scaling back of Government policies or initiatives, changes in governmental or external budgetary allocation, or insufficiency of funds, any of which can materially and adversely affect our business, financial condition and results of operations. As on the quarter ended 30th June, 2023, contracts and/or orders awarded by the Central and State Governments and PSUs have constituted majority of our Order Book.

   In addition, infrastructure contracts awarded by the Central and/or State Governments may provide the client with the right to terminate the contract for convenience, without any reason, at any time after providing us with notice, as per the time prescribed in the contract. Performance guarantees and guarantees for advances are also common and are typically unconditional and payable on demand, and may be invoked by the client without reason unless injunctions are obtained by the company. Since the majority of our projects are contracts with the Central and State Governments or public sector undertakings, we are susceptible to such termination or invocation. In the event that a contract is so terminated or invoked without cause, our revenues will be adversely affected.

Further, payments from the Central, State and Local Governmental authorities in India may be subject to several delays due to regulatory scrutiny and long procedural formalities, including any audit by the Comptroller and Auditor General of India. If payments under our contracts with the Central, State and Local Governmental authorities in India are delayed, our working capital requirements would be adversely affected, resulting in additional finance costs and increase in our realization cycle. Any delay in payments from the central, state and local governmental authorities in India may adversely affect our financial condition and results of operations.

2. ***Projects included in our Order Book and our future projects may be delayed, modified or cancelled for reasons beyond our control which may materially and adversely affect our business, prospects, reputation, profitability, financial condition and results of operation.***

As on 30th June, 2023, our Order Book was 53718.45 million. Our Order Book sets forth our expected revenues from uncompleted portions of the contracts received. However, project delays, modifications in the scope or cancellations may occur from time to time due to either a client's or our default, incidents of force majeure or legal impediments. For example, in some of our projects, we or our clients are obliged to take certain actions, such as acquiring land, securing right of way, clearing forests, securing required licenses, authorizations or permits, making advance payments or opening of letters of credit or moving existing utilities, which may be delayed due to our client's non- performance, our own breaches or force majeure factors.

In an engineering procurement and construction project ("EPC"), we may incur significant additional costs due to project delays and our counterparties may seek liquidated damages due to our failure to complete the required milestones or even terminate the construction contract totally or refuse to grant us any extension. The schedule of completion may need to be reset and we may not be able to recognize revenue if the required percentage of completion is not achieved in the specified timeframe. In addition, pandemics like COVID-19 or epidemics may in the future have, a material impact on our business, prospects, financial condition and results of operations.

As a result, our future earnings may be different from the amount in the order book. Our contracts may be amended, delayed or cancelled before work commences or during the course of construction. Due to unexpected changes in a project's scope and schedule, we cannot predict with certainty when or if expected revenues as reflected in the order book will be achieved. In addition, even where a project proceeds as scheduled, it is possible that contracting parties may default and fail to pay amounts owed or receivables due to us. If any or all of these risks materialize, our business, prospects, reputation, profitability, financial condition and results of operation may be materially and adversely affected.

3. ***There are certain outstanding legal proceedings involving our Company. Any adverse outcome in such legal proceedings may adversely affect our business, financial condition and results of operations.***

There are certain outstanding material litigation proceedings involving our Company that are incidental to our business and operations. These include, *inter alia*, material civil proceedings, criminal proceedings and proceedings before regulatory authorities. These are pending at different levels of adjudication before various courts, tribunals and appellate tribunals.
A summary of the outstanding legal proceedings against our Company as disclosed in this Draft Letter of Offer along with the amount involved, to the extent quantifiable, has been set out below.

(Amount Rs. In Million)

Nature of Cases	Number of Cases	Aggregate amount involved*
Litigations involving our Company		
F. Proceedings involving issues of moral turpitude or criminal liability		
• Filed by our Company	35	74.189
• Filed against our Company	-	-
G. Matters involving material violations of statutory regulations by our Company	-	-
H. Other proceedings involving our Company which involve an amount exceeding the Materiality Threshold and other pending matters which, if they result in an adverse outcome, would materially and adversely affect the operations or the financial position of our Company		
• Filed by our Company	3	96.687**
• Filed against our Company	3	25.060#
I. Tax Matters		
• Direct Tax	3	3.646
• Indirect Tax	5	169.845
J. Matters involving economic offences where proceedings have been initiated against our Company	-	-

Note:

** Approximate amounts given, to the extent quantifiable.*
*** The amount is exclusive of interest that may be applicable as determined upon final adjudication. This amount includes a counter-claim of Rs. 36.41 Million made by the Company against SIDCL in the special civil suit no. 13 of 2021.*
 # The amount is exclusive of interest that may be applicable as determined upon final adjudication.
For further details, please refer to section titled 'Outstanding Litigations, Defaults and Material Developments' beginning on page 179 of this Draft Letter of Offer.

4. Loss of any of our key customers or significant reduction in production and sales of, or demand for our products from, our significant customers may materially and adversely affect our business and financial performance.

Our customers comprise mainly of Public Sector Undertakings ("**PSU**") and export customers for our Engineering and Infra segment and retail customers for Polymer segment. In the three-month period ended June 30, 2023 and in Fiscals 2023 and 2022, sales to our top five customers contributed Rs. 1774.49 million, Rs.3760.58 million and Rs.4744.42 million respectively, representing 32.00%, 18.99% and 27.73% respectively, of our revenue from operations in those periods. In those periods, our top 10 customers contributed Rs. 2490.69 million, Rs. 6219.47 million and Rs. 6501.94 million, respectively, representing 44.91%, 31.41% and 38.00%, respectively, of our revenue from operations in those periods.

Since we are dependent on certain key customers for a significant portion of our sales, the loss of any of such customers or a reduction in demand from such customers, for any reason, including due to loss of contracts, delay in fulfilling existing orders, failure to negotiate acceptable terms in negotiations, disputes or a loss of market share or a downturn in such customers' business, if not suitably replaced with another customer, could adversely affect our business, financial condition and results of operations.

Furthermore, the volume of our business with these customers may vary from period to period. Our business, operations, revenues and profitability may be adversely affected if these customers demand price reductions, set-off any payment obligations or if there is an adverse change in any of our customers' procurement strategies, including procurement from our competitors. Our revenues and profitability may also be adversely affected if there's a reduction in our customers' capacity volumes or if there is a significant reduction in the volume of our business with such customers, or if our customers prefer our competitors over us, and we may not remain the supplier of our engineering and polymer products and Infra services for our customers.

Our growth depends, among other factors, on the growth of our key customers and we are also exposed to the changes in the policies of the Government. A decline in our customers' business performance may also lead to a corresponding decrease in demand for our products and services. The volume and timing of sales to our customers may vary due to various factors such as, unavailability of raw materials or components, logistic challenges, delays in site readiness, weather related issues and other factors affecting the economy in general, and our customers in particular. Unfavourable industry conditions can also result in an increase in commercial disputes and other risks of supply disruption. It is difficult to forecast the success or sustainability of any strategies undertaken by any of our key customers in response to the current economic or industry environment.

5. We have significant working capital requirements and our inability to meet our working capital requirements may adversely affect our business, financial condition and results of operations.

Our business of manufacturing of Transmission towers, Telecom Towers, Poles, Railway structures & Polymer pipe and fittings requires a significant amount of working capital as there is considerable time lag between purchase of raw materials and realisation from sale of our finished goods. Thus, we are required to maintain sufficient stock to meet manufacturing requirements affecting our working capital requirements. Consequently, there could be situations where the total funds available to us may not be sufficient to fulfil our commitments, and hence we may be required to incur additional indebtedness or utilize internal accruals to meet our working capital requirements. The working capital requirements may increase if credit period against sales is increased or there is a requirement to pay higher price for raw material or to pay excessive advances for procurement of raw materials. We may provide performance guarantees to secure obligations under our contracts. Further, letters of credit are often required to satisfy payment obligations to suppliers. Some of these factors may result in an increase in our short-term borrowings. In the event, that we are required to repay any working capital facilities upon receipt of a demand from any of our lenders, we may continue to have negative cash flows and we will be unable to satisfy our working capital requirements.

We have also availed financial borrowings from banks for which we are liable to pay timely interest for long periods. As of 30^{th} June, 2023 we had total borrowings (including current maturities of long-term debt) for amounts aggregating to Rs. 5449.37 million. Some debt financing agreements entered into by our Company contain restrictive covenants, and/or events of default that limit our ability to undertake certain types of transactions, which may adversely affect our business and financial condition. Until we are able to arrange adequate amount of working capital limits on a sustainable basis, we may continue to face the risk of losing orders or delays in execution of contracts, resulting in other consequences. There can be no assurance that we will continue to be successful in arranging adequate working capital for our existing or expanded operations on acceptable terms or at all, which may adversely affect our business and prospects.

6. We are dependent on external suppliers for key raw materials, components, spares, equipment and machinery, which could materially and adversely affect our business and operations.

Success of our existing and planned operations depends on, among other things, our ability to source sufficient amounts of raw materials and spares at competitive prices for our manufacturing of engineering and polymer products. Our manufacturing units are located close to raw materials sources, helping our Company enjoy cost benefits and lower supply lead time. However, we source raw materials such as Zinc, Resin and Structural items from overseas also. The quality of our products (and consequently, customer acceptance of such products) depends on the quality of the raw materials, components and spares and the ability of suppliers to timely deliver such materials. The prices and supply of such raw materials and components depend on factors beyond our control, including general economic conditions, competition, production levels, transportation costs and import duties. Suitable alternative suppliers who can meet our technical and quality standards, and who can supply the necessary quantities, may be hard to find in the event of a supply failure.

The failure of any of our suppliers to deliver these raw materials or components in the necessary quantities, to adhere to delivery schedules for supply, or to comply with specified quality standards and technical specifications, could adversely affect our production processes and our ability to deliver orders and service EPCs on time and at the desired levels of quality. This, in turn, could give rise to contractual penalties or liabilities for us, loss of customers and damage to our reputation. In the past, we have been subject to shortages in the supply of certain key components, due to the inability of component suppliers to meet demand. In certain cases, this has led to and can lead to delay in supplying of finished goods to our customer and thus delay our ability to recognise revenues in relation to our ongoing projects and also may lead to payment of liquidated damages and performance guarantees. If we are unable to procure the requisite quantities of raw materials in a timely manner and within our budgeted costs, our business, financial condition and results of operations may be adversely affected.

We may also face instances where claims against suppliers for losses caused to customers by faulty components are disputed and recovery of such losses from the supplier is delayed, leading to our Company having to compensate the customer from its own revenue. If such events continue for extended periods of time, it could materially and adversely affect our ability to execute our orders and in-turn, our business, cash flows, financial condition and results of operations. Further, since we import certain of our raw materials and components for manufacture of goods, in the event there are any natural and other disasters, civil unrest, bilateral or international disruptions such as Russia-Ukraine war, our supply of such imported raw materials, components and spares may be disrupted, which may materially and adversely affect our business, cash flows, financial condition and results of operations.

We are also subject to mechanical failure and equipment shutdowns. In such situations, undamaged manufacturing units that are dependent on, or interact with, damaged sections of our facilities may also have to be shut down. Such events could materially and adversely affect our manufacturing capacity. If such shutdowns continue for extended periods, our business reputation, financial condition, cash flows and results of operations could be materially and adversely affected.

7. We are exposed to counterparty credit risk and any delay in, or non-receipt of, payments may materially and adversely affect our cash flows and results of operations.

We are exposed to counterparty credit risk in the usual course of our business due to the nature of and the inherent risks involved in, dealings, agreements and arrangements with our counterparties who may delay or fail to make payments or perform their other contractual obligations. Our operations involve extending credit to our customers in respect of sale of our products and services, and consequently, we face the risk of the uncertainty regarding the receipt of these outstanding amounts. As at 31st March, 2023 and 31st March, 2022, our outstanding trade receivables were Rs. 3,602.22 million and Rs.4,343.97 million, respectively, and constituted 18.19% and 25.45%, respectively, of our revenue from operations in the respective Financial Years then ended. We also provide advances to our suppliers and other parties and Rs. 585.98 million of such advances provided by us remained outstanding as at March 31, 2023.

The financial condition of our customers, business partners, suppliers and other counterparties may be affected by the performance of their business which may be impacted by several factors including general economic conditions which may be beyond our control. An event such as the outbreak of the COVID-19 pandemic that results in a slowdown in the general economy or a potential credit crisis could cause our customers, business partners or suppliers to suffer disruptions in their businesses or experience financial distress, their access to the credit markets could be limited, and they could file for insolvency or bankruptcy protection and we cannot assure you of the continued viability of our counterparties or that we will accurately assess their creditworthiness.

Such conditions could cause our customers to delay payment, request modifications of their payment terms, or default on their payment obligations to us, all of which could increase our receivables. We cannot assure you that we will be able to collect the whole or any part of any overdue payments. A significant delay in, or non-receipt of, large payments or non-performance by our customers, business partners, suppliers or other counterparties could adversely affect our cash flows and results of operations. Timely collection of dues from customers also depends on our ability to complete our contractual commitments and subsequently bill for and collect from our customers. If we are unable to meet our contractual obligations, we may experience delays in the collection of, or be unable to collect, our customer balances, which could adversely affect our cash flows and results of operations.

The longer credit period granted to our customers compared to that offered by our suppliers may potentially result in certain cash flow mismatches. We cannot assure you that we will not experience any significant cash flow mismatches in the future or that our cash flow management measures will function properly, or at all. If we fail to properly manage the possible cash flow mismatches, our cash flows, financial condition and results of operations could be materially and adversely affected.

8. Our operations are conducted across geographies and our results of operations are subject to fluctuation in exchange rates of currencies.

The company use derivative financial instruments such as forward, swap, options etc. to hedge against interest rate and foreign exchange rate risks, including foreign exchange fluctuation related to highly probable forecast sale. The realised gain / loss in respect of hedged foreign exchange contracts which have expired/ unwinded during the year are recognised in the statement of profit and loss and included in other operating revenue / other expenses as the case may be. However, in respect of foreign exchange forward contracts period of which extends beyond the balance sheet date, the fair value of outstanding derivative contracts is marked to market and resultant net loss/gain is accounted for in the statement of profit and loss. The Company does not hold derivative financial instruments for speculative purposes. During the Financial Year 2022- 2023, Our Company reported Forex Loss of Rs. 242.53 million against the Forex Gain of Rs. 190.58 million for the Financial Year 2021- 2022. The said Forex derivatives loss was mainly on account of sharp depreciation of INR vis-à-vis USD. All the currencies across the globe have depreciated sharply against the USD and INR was one of them, though INR depreciated a lot less than other currencies. As a prudent approach, we are hedging our exports to the tune of 80% of our order book which is normally executed over 7 to 8 quarters. Hence, in case of currency depreciation we face MTM losses on the outstanding hedged position every quarter. The nature of impact is largely notional and we have thereafter realised the export proceeds at the spot rate prevailing on the date of receipt of such proceeds.

As such, our Company is exposed to risks relating to exchange rate fluctuations, particularly in USD and Euros. Our Company uses various foreign exchange forwards and derivative instruments to manage the risks arising from fluctuations in exchange rates and interest rates. The availability of any such derivative/hedging instruments are subject to regulations, market conditions in the geographies of our presence and thus may not be available at all points of time or in an efficacious manner. Further, such derivative instruments may not fully mitigate the risk of fluctuations and the company may continue to not fully cover its foreign exchange and floating rate liabilities. Unfavourable movements in currency exchange rates may materially adversely impact our business, results of operations, cash flows and financial condition.

9. Any failure or delay in transportation and logistics arrangements entered into by us could materially and adversely affect our business and operations.

We are dependent on third party transportation and logistics providers of various forms of transport, such as air, sea-borne freight, rail and road, to receive Raw materials, spares and components used in the production of Engineering and Polymer products, and to deliver our products from our manufacturing facilities to some of our customers. Such transportation and logistics may not be adequate to support our future or continued operations. We are typically responsible for transportation of Towers & Poles from storage yards to project sites for certain customers. Although in Fiscal 2023, our few customers primarily managed transportation and logistics on their own through third parties, we remain vulnerable to disruptions of transportation and logistical operations because of weather-related problems, strikes, lock-outs, inadequacies in road and rail infrastructure and port facilities, lack of or vaguely defined regulations or other events. We also have limited storage facilities and may not be able to store sufficient components and raw materials, making us more dependent on efficient logistical operations. All of these factors could adversely affect our ability to supply our products to our customers on time, or at all which could, in-turn materially and adversely affect our business, cash flows, financial condition, and results of operations.

10. As the securities of our Company are listed on a stock exchange in India, our Company is subject to certain obligations and reporting requirements under SEBI Listing Regulations. Any non-compliances/ delay in complying with such obligations and reporting requirements may render us/our promoters liable to prosecution and/or penalties.

Our Company is subject to the obligations and reporting requirements under SEBI Listing Regulations. During the last three preceding years from the date of this Draft Letter of Offer our Company has complied with SEBI Listing Regulation except in one instance under Regulation 17(1A) of the SEBI Listing Regulations wherein the Stock Exchanges have levied penalty, in aggregating to Rs. 0.17 million, on the Company. The penalty has been paid under- protest and thus, a waiver application has also been filed with the Stock Exchanges. Though our Company endeavours to comply with all such obligations/reporting requirements, there may be certain instances of non- compliance and delays in complying with such obligations/reporting requirements. Any such delays or non- compliance would render our Company to prosecution and/or penalties. Although our Company has not received any further communication from the stock exchanges or any authority in this regard, there could be a possibility that the waiver application may be rejected and the penalty paid would stand. Any such delays or non- compliance in future would render our Company to prosecution and/or penalties.

11. Any downgrade in our credit ratings may increase interest rates for refinancing our borrowings, which would increase our cost of borrowings, and adversely affect our ability to borrow on a competitive basis.

Credit ratings reflect the opinions of ratings agencies on our financial strength, operating performance, strategic position and ability to meet our obligations. For instance, we have recently vide letter dated August 02, 2023 received a long-term rating of Acuite A-/Stable and a short-term rating of Acuite A2+ from Acuite Ratings & Research Limited. Our Company has, in the past, encountered instances of downgrade in our credit ratings which adversely affected our ability to raise additional debt on favourable terms. Any future downgrade in our credit ratings may result in increased interest rates for refinancing our borrowings, which would increase our cost of borrowings, and may adversely affect our future issuances of debt and our ability to borrow on a competitive basis. Further, any downgrade in our credit ratings may also lead to an increase in the interest rate that we have to pay our lenders. If any of these risks materialise, it could materially and adversely affect our business, cash flows, financial condition and results of operations.

12. ***We may be unable to obtain, maintain or renew requisite statutory and regulatory permits and approvals for our business operations.***

Our operations are subject to various government regulations, and we are required to obtain and maintain a number of statutory and regulatory permits and approvals under central, state and local government rules in the geographies in which we operate, generally for carrying out our business and for our manufacturing facility. A majority of these approvals are granted for a limited duration. Some of these approvals have expired, and we have either made or are in the process of making an application for obtaining the approval or its renewal. While in the past we have been able to obtain the relevant licenses, there can be no assurance that we will obtain such licenses in the future in time or at all and will not be subject to any penalty. Further, while we apply, in the ordinary course of business, for licenses and approvals under applicable laws, certain approvals may expire in ordinary course of business and certain others may also be subject to intermittent applications for renewal. Our Company cannot assure that the relevant authorities will issue or renew any expired permits or approvals in time or at all. Our Company's permission to operate the Uluberia unit was valid till June 30, 2023, and is due for renewal under sections 25 and 26 of the Water (Prevention and Control of Pollution) Act, 1974 and section 21 of the Air (Prevention and Control of Pollution) Act, 1981. The Company has made an application to the West Bengal Pollution Control Board on June 22, 2023, for the same. The renewal of the consent is yet to be obtained. Consequently, failure or delay in obtaining approvals or failure by our Company in obtaining, maintaining or renewing the required permits or approvals within the validity period of such approvals or permits, may result in interruption of our operations. Furthermore, under such circumstances, the relevant authorities may restrain operations, impose fines/penalties or initiate penal action/legal proceedings against our Company for the inability and/or failure to renew/obtain approvals. Although our Company endeavours to obtain and maintain relevant regulatory approvals and permits applicable to our operations, such approvals and permits are subject to various conditions and in the event of our inability to comply with such conditions, the relevant regulatory authorities may suspend or revoke such approvals.

13. ***Any disruption affecting our manufacturing facilities or operations could materially and adversely affect our business, cash flows, financial condition and results of operations.***

The process of manufacturing of our HDPE Pipes involves significant hazards that could result in fires, spills, and other unexpected or dangerous conditions or accidents. Though we have obtained all the statutory approvals till date and complied with all relevant and requisite requirements, we may not assure you that such approvals would be available to us in future. Our Infra project operations are serviced from remote sites. Any significant interruption to our operations because of factors such as industrial accidents, floods, severe weather or other natural disasters could materially and adversely affect our business, cash flows, financial condition and results of operations. There can be no assurance that such events or natural disasters will not occur in the future and the occurrence of such events will not materially and adversely affect our manufacturing, project execution and therefore our cash flows, financial condition and results of operations. We also require power for our manufacturing facilities. Industrial accidents, natural disasters or other factors may affect our ability to produce or procure the necessary power to operate our manufacturing facilities which could, in-turn, materially and adversely affect our business, cash flows, financial condition and results of operations.

14. ***Our results of operations could be adversely affected by strikes, work stoppages or increased wage demands by our employees or other disputes with our employees.***

We are exposed to the risk of strikes, lock-outs and other industrial actions. As at 30th June, 2023, we have employed 2446 personnel. As on the Financial Year ended 31st March, 2023 the Company does not have any employees and workers in association or unions recognised by the Company. We cannot assure you that we will not experience disruptions in our work due to disputes or other problems with our work force, which may adversely affect our ability to continue our business operations. Any employee unrest directed against us, could directly or indirectly prevent or hinder our normal operating activities, and, if not resolved in a timely manner, could lead to disruptions in our operations. We may be unable to negotiate any acceptable collective bargaining agreements with such employees who have caused the disruptions which could lead to stoppages. Further, our third-party suppliers may experience strikes or other labour disruptions and shortages that could affect our operations, possibly for a significant period of time, result in increased wages, shortage in manpower and other costs and otherwise materially and adversely affect our business, results of operations or financial condition. These actions are very difficult for us to predict or control and any such event could adversely affect our business, financial condition and results of operations. A potential increase in the salary scale of our employees as a result of organisation or unrest, or a disruption in services from our employees or contract manufacturers due to potential strikes, could adversely affect our business, operations and financial condition.

15. We depend on the skills and experience of our senior management team, Key Managerial Personnel and employees with technical expertise for our business and future growth. We may be unable to hire and retain sufficient number of qualified professional personnel.

Our success depends in part on the knowledge, skill, industry experience and continued service of our Managing Director, Mr. Sajan Kumar Bansal, and other key members of senior management. Our future performance would depend on the continued service of our senior management, Key Managerial Personnel and persons with technical expertise. The loss of the services of any such personnel or our inability to find a suitable replacement for such personnel may impair our relationship with key customers and our level of technical expertise, which may adversely affect our business, financial condition, results of operations and prospects. In particular, we rely on the experience and business relationships of our senior management and our other business heads. Should their involvement in our business reduce or should our relationship with these persons deteriorate for any reason in the future, our business, results of operations, financial condition and prospects may be adversely affected. For details of our management and Key Managerial Personnel, see "*Our Management*" on page 84 of this Draft Letter of Offer.

The continued operations and growth of our business is also dependent upon our ability to identify, attract, hire, train, retain and motivate skilled personnel. We cannot assure you that we will be able to retain these employees or find adequate replacements in a timely manner, or at all. Our performance depends largely on the continued efforts and abilities of these employees. Competition for skilled personnel is intense, and we may need to offer a more attractive compensation and other benefits package, including share-based compensation, to attract and retain them. Even if we were to offer higher compensation and other benefits, there can be no assurance that these individuals will choose to join or continue to work for us. We may also require a long period of time to hire and train replacement personnel when skilled personnel terminate their employment with us. In addition, any of our existing qualified personnel may terminate their employment with us and join our competitors. There can be no assurance that we will be able to attract, assimilate or retain sufficiently qualified personnel successfully. A failure to do so could materially and adversely affect our business, cash flows, financial condition and results of operations.

16. We may be held liable for the payment of wages to the contract labourers engaged indirectly in our operations.

In order to retain flexibility and control costs, we appoint independent contractors who, in turn, engage on-site contract labour to perform certain operations, including providing security. We have obtained registration as a principal employer under the Contract Labour (Regulation and Abolition) Act, 1970 ("**Contract Labour Act**") for certain of our establishments where workmen are employed through contractors or agencies licensed under the Contract Labour Act. Although we do not engage these labourers directly, in the event of default by any independent contractor, we may be held responsible for any wage payments that must be made to such labourers. Any violation of the provisions of the Contract Labour Act by us is punishable with, *inter-alia*, imprisonment for every person in charge of and responsible for the conduct of the business of our Company at the time of the commission of the offense. If we are required to pay the wages of the contracted workmen and subjected to other penalties under the Contract Labour Act, our reputation, cash flows financial condition and results of operations could be adversely affected.

17. We are exposed to risks relating to fluctuations in foreign currency exchange rates.

We are exposed to the risk of changes in foreign exchange rates. While we earn a principal portion of our revenue from operations in the Indian Rupee, we are exposed to risks related to fluctuations in foreign currency exchange rates, particularly to the U.S. dollar owing to our export sales to customers outside India and import of raw materials, sales and purchases for which are denominated in these currencies. Depreciation in the value of the Indian Rupee against such other currencies could increase the Indian Rupee cost of purchasing raw materials. We enter into hedging arrangements such as such as forward currency contracts to help mitigate the effects of fluctuations in exchange rates to the extent we are unable to match any foreign exchange expenses with earnings. We are also exposed to foreign currency risk with respect to certain of our foreign currency denominated indebtedness.

Since our local reporting currency is Indian Rupees, we are also subject to currency translation risk as all foreign currency transactions including purchases and other related expenses are translated into Indian Rupees for the purposes of our financial statements. Certain of our financial assets, principally trade receivables and our investments, and our financial results are affected by the re-measurement and translation of these non-Indian rupee currencies into Indian rupees which is reflected in the effect of exchange rate in foreign currency translation reserve in the Audited Financial Statements.

Fluctuations in foreign currency exchange rates against the Indian Rupee could adversely affect our reported revenues and results of operations if the value of Indian Rupee depreciates with respect to these currencies.

18. We have certain contingent liabilities, which if they materialize, may adversely affect our financial condition, cash flows and results of operations.

Set out below are our contingent liabilities as at 31st March, 2023 that have not been provided for, based on our Audited Financial Statements.

			(Amount Rs. in Million)
Sl. No.	**Particulars**	**March 31, 2023**	**March 31, 2022**
a.	Demand notices issued by Central Excise Department	60.29	60.29
b.	Demand notices issued by Service Tax Department	33.89	33.89
c.	Demand notices issued by Directorate of Revenue Intelligence	25.58	25.58
d.	CST Demand issued by Assessing Authority	0.98	11.84
e.	GST Demand issued by Assessing Authority	1.62	1.07
f.	Sales Tax/VAT demands issued by Assessing Authority	50.82	50.94

Further, we are involved in other disputes, lawsuits, claims, inquiries and proceedings including commercial matters that arise from time to time in the ordinary course of business. If a significant portion of our contingent liabilities materialise, it could adversely affect our results for operations, financial condition and cash flows. For details see "*Financial Statements*" on page 92 of this Draft Letter of Offer.

19. **Our *Company has entered into related party transactions with the Promoters and/ or Directors and the Group Companies***

There were no materially significant related party transactions, which may have potential conflict with the interest of the Company. The details of the related party transactions are set out in the notes to financial statements for FY 2022- 2023. All the transactions with related parties have been made at arm's length basis. Furthermore, it is likely that the Company may enter into related party transactions in the future. There can be no assurance that such transactions individually or in the aggregate, will not have an adverse effect on the Company's business and results of operations.

20. We have not commissioned an industry report for the disclosures made in the chapter titled "Industry Overview" and made disclosures on the basis of the data available on the internet and such third-party data has not been independently verified by us.

We have neither commissioned an industry report, nor sought consent from the quoted website source for the disclosures which need to be made in the chapter titled "***Industry Overview***" of this Draft Letter of Offer. We have made disclosures in the said chapter on the basis of the relevant industry related data available in the public domain for which relevant consents have not been obtained. We have not independently verified such third party-data. We cannot assure you that any assumptions made are correct or will not change and, accordingly, our position in the market may differ from that presented in this Draft Letter of Offer. Further, the industry data mentioned in this Draft Letter of Offer or sources from which the data has been collected are not recommendations to invest in our Company. Accordingly, investors should read the industry related disclosure in this Draft Letter of Offer in this context

21. We may not be able to obtain or maintain adequate insurance cover.

Our operations are subject to various hazards and risks, including risks to the manufacturing industry. These risks include the occurrence of thefts, explosions, chemical spills, storage tank leaks, discharges or releases of hazardous substances and other environmental risks, mechanical failure of equipment at its facilities and natural disasters. In addition, many of these operating and other risks could cause personal injury, loss of life, severe damage to or destruction of our properties and the property of third parties and environmental pollution and may result in the suspension of operations and the imposition of civil or criminal penalties. Notwithstanding the insurance coverage that we carry, we may not be fully insured against certain business risks. There are many events that could significantly impact our operations, or expose us to third-party liabilities, for which we may not be adequately insured. There can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part, or on time. To the extent that we suffer any loss or damage that is not covered by insurance or exceeds our insurance coverage, our business, financial condition and results of operations could be adversely affected.

While we believe that our insurance coverage is consistent with industry norms, we do not carry business interruption insurance for our entire operations. We have obtained insurance coverage for our Inventory and Plant and Machinery. If any or all of our production facilities are damaged in whole or in part and its operations are interrupted for a sustained period, there can be no assurance that its insurance policies will be adequate to cover the losses that may be incurred as a result of such events. If we suffer a large uninsured loss, or any insured loss suffered by us significantly exceeds our insurance coverage, its business, financial condition, cash flows and results of operations may be adversely affected. As at 31st March, 2023 and 31st march 2022 the aggregate coverage of the insurance policies obtained by us was Rs. 13,660.8 million and Rs. 10,443.0 million respectively

In addition, our insurance coverage is generally subject to annual renewal. In the event that premium levels increase, it may not be able to obtain the same levels of coverage in the future as it currently has or it may only be able to obtain such coverage at substantially higher cost. If we are unable to pass these costs on to our customers, the costs of higher insurance premiums could adversely affect our financial condition, cash flows and results of operations. Alternatively, we may choose not to insure, which, in the event of any damage or destruction to our facilities or defects to our products, could adversely affect our business, financial condition, cash flows and results of operations.

22. Under-utilisation of capacity may adversely affect our business, results of operations and financial condition.

Use of production capacity is subject to several variables like availability of raw material, power, water, proper working of machinery, orders on hand, etc. It cannot be assured that we shall be able to utilize our existing manufacturing facilities to their full capacity or up to an optimum capacity, and non-utilisation of the same may lead to loss of profits or can result in losses, and may adversely affect our business, results of operations and financial condition.

23. We participate in a competitive tender process for supply to various government agencies, companies and institutions. We may face an inability to successfully obtain tenders in the future, which would impact our revenues and profitability and the tenders we have successfully obtained may be withdrawn in the future.

We participate in a competitive tender process for supply to various government agencies, companies and institutions. Pricing is a key factor in the tender process and we may face challenges in participating in a tender process and having to manage our tender price in light of any internal budgets. If we are unable to win tenders, our future revenues and profitability may suffer. Additionally, for any reason, if we are disqualified from the tender process by a government agency, we may automatically be disqualified by other central and state government agencies. This may impact our business operations and growth. In addition, such tender processes may be challenged even after contracts have been awarded on grounds including validity of tender conditions, satisfaction of eligibility criteria and representations made in bid documents. While we have policies to guide enhanced supervision of these matters, the occurrence of such instances may result in reputational damage and adversely affect our business, results of operations, financial position and cash flows due to loss of opportunities. Litigation may be necessary to clarify these disputes and protect our brand equity, which could result in incurring additional costs.

24. Any failure to keep our technical knowledge confidential and protect our intellectual property could erode our competitive advantage.

As at the date of this Draft Letter of Offer, we have registered 23 trademarks in India under various classes covering our various product, including our logo and Brand name. There can be no assurance that third parties will not infringe upon our intellectual property, causing damage to our business prospects, reputation, and goodwill. Our efforts to protect our intellectual property may not be adequate and may lead to erosion of our business value and our operations could be adversely affected. We may need to litigate in order to determine the validity of such claims and the scope of the proprietary rights of others.

Further, while we take care to ensure that we comply with the intellectual property rights of third parties, we cannot determine with certainty whether we are infringing upon any existing third-party intellectual property rights. While we have not been involved in any intellectual property disputes in the past, we cannot assure you that we will not be involved in such disputes in the future, including disputes relating to our 6 pending trademark applications.

Further, we may not be able to prevent the unauthorised disclosure or use of our technical know-how or other trade secrets despite the existence generally of confidentiality agreements and other contractual restrictions. If any of our employees, third party contract manufacturers, distributors or consultants who are parties to these agreements breach or violate the terms of any of these agreements or otherwise disclose our proprietary information, we may not have adequate remedies for any such breach or violation, and we could lose our trade secrets as a result. Enforcing a claim that a third party illegally disclosed or misappropriated our trade secrets, including through intellectual property litigation or other proceedings, is difficult, expensive and time consuming, and the outcome is unpredictable.

Any intellectual property claims, with or without merit, could affect our relationships with current or future customers, be very time-consuming, could be expensive to settle or litigate and could divert our management's attention and other resources. These claims could also subject us to significant liability for damages, potentially including enhanced statutory damages if we are found to have wilfully infringed intellectual property rights. Furthermore, necessary licences may not be available to us on satisfactory terms, if at all. While such claims by third parties have not been made to us historically, the occurrence of any of the foregoing could adversely affect our business operations and financial results.

25. We are subject to range of safety, labour, health and environment related legislations and any non-compliance may adversely affect our business operations.

We are subject to a broad range of safety, health, environmental, labour and related laws and regulations in the jurisdictions in which we operate, which impose controls on the disposal and storage of raw materials, noise emissions, air and water discharges, on the storage, handling, discharge and disposal of chemicals and other aspects of our operations. For example, local laws in India limit the amount of hazardous and pollutant discharge that our development and manufacturing facilities may release into the air and water. The discharge of raw materials that are chemical in nature or of other hazardous substances into the air, soil or water beyond these limits may cause us to be liable to regulatory bodies or third parties. In addition, we may be required to incur costs to remedy the damage caused by such discharges, pay fines or other penalties for non-compliance. Complying with, and changes in, these laws and regulations may increase our compliance costs and adversely affect our business, prospects, results of operations and financial condition. Furthermore, non-compliance with the limits prescribed by the relevant laws and regulations may lead to the suspension of our manufacturing licenses, which will halt production and adversely affect our business operations.

The improper handling or storage of hazardous materials could result in accidents, injure our personnel and damage our property and/or the environment. Any accident at our facilities may result in personal injury or loss of life, substantial damage to or destruction of property and equipment resulting in the suspension of operations. In addition, we may be required to incur costs to remedy the damage caused, pay fines or incur other penalties for non-compliance.

26. Our funding requirements and the proposed deployment of Net Proceeds are not appraised by any independent agency, which may affect our business and results of operations.

We intend to use the Net Proceeds for the purposes described in "*Objects of the Issue*" on page 45 of this Draft Letter of Offer. Our funding requirements are based on management estimates and our current business plans and has not been appraised by any bank or financial institution. The deployment of the Net Proceeds will be at the discretion of our Board. However, the deployment of the Net Proceeds will be monitored by a monitoring agency appointed pursuant to the SEBI ICDR Regulations. Accordingly, prospective investors in the Issue will need to rely upon our management's judgment with respect to the use of proceeds. If we are unable to deploy the proceeds of the Issue in a timely or an efficient manner, it may affect our business and results of operations.

27. Non-receipt of complete Call Money(ies) may have an impact of a consequential shortfall in Net Proceeds.

The Calls shall be deemed to have been made at the time when the resolution authorising such Calls is passed at the meeting of our Company's Board of Directors. The Calls may be revoked or postponed at the discretion of our Company's Board of Directors, from time to time. Pursuant to the provisions of the Articles of Association, the Investors would be given at least 15 days' notice for the payment of the Calls. Our Company's Board of Directors may, from time to time at its discretion, extend the time fixed for the payments of the Calls. Our Company, at its sole discretion, may send reminders for the calls as it deems fit, and if it does not receive the Call Money(ies) as per the timelines stipulated, it would forfeit the Application Money. Non-receipt of complete Call Money(ies) and a consequential forfeiture of the Application Money may lead to a shortfall in the Net Proceeds, which may have to be met out of internal accruals and may impact the business and expenditure plans. For details, see "*Objects of the Issue*" on page 45 of this Draft Letter of Offer

28. Our Company may publish its financial results for the six months ended September 30, 2023 during the Issue Period.

In terms of the SEBI Listing Regulations, listed companies are required to publish their financial results for each quarter within a period of 45 days from the end of each quarter. Accordingly, to ensure compliance with the requirements of the SEBI Listing Regulations, our Company may publish and submit to the Stock Exchanges, its financial results for the six months ended September 30, 2023 ("**Quarterly Financial Results**") during the Issue Period. As a result, the Quarterly Financial Results may not be directly comparable and may materially differ from the Financial Information included in this Draft Letter of Offer.

External Risk Factors

Risks related to India:

29. Political, economic or other factors that are beyond our control may materially and adversely affect our business, operations, prospects or financial results.

We are dependent on domestic, regional and global economic and market conditions. Our performance, growth and market price of the Equity Shares are and will be dependent to a large extent on the health of the economies in which we operate.

A significant portion of our assets and employees are located in India, and we intend to continue to develop and expand our business in India. Further, in light of the increasing linkage of the Indian economy to other global economies, the Indian economy is increasingly influenced by economic developments and volatility in securities markets in other countries. Political and economic instability, slowdown or conflict in these regions or worldwide could materially and adversely affect our business and financial results. Our business and financial condition could be impacted by certain factors, including the following:

- any slowdown in the Indian economy in the future;
- further increase in interest rates may adversely impact our access to capital and increase our borrowing costs, which may constrain our ability to grow our business and operate profitably;

- fluctuations in India's foreign exchange reserves may affect liquidity and interest rates in the Indian economy as well as the valuation of the Indian Rupee, which may adversely affect our financial condition;

- political instability, resulting from a change in government or in economic, fiscal or economic liberalisation policies, may adversely affect economic conditions in India;

- any adverse fluctuations in global commodity prices;

- the occurrence of natural or man-made disasters or epidemic or pandemic such as COVID-19 may adversely affect economic conditions in India; and

- civil unrest, acts of violence, terrorist attacks, regional conflicts or situations or war may adversely affect the financial markets, which may impact our business, financial condition, results of operations and cash flows.

Trade deficits could also adversely affect our business. India's trade relationships with other countries and its trade deficit, driven to a major extent by global crude oil prices, may adversely affect Indian economic conditions. Crude oil prices have been volatile over the past year, and if trade deficits increase or are no longer manageable because of the rise in global crude oil prices or otherwise, the Indian economy, and therefore our business and our financial results may be materially and adversely impacted.

30. Changing laws, rules and regulations and legal uncertainties, adverse application or interpretation of corporate and tax laws, may adversely affect our business, prospects and results of operations.

The regulatory and policy environment in which we operate is evolving and subject to change. Our business and financial performance could be adversely affected by unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations applicable to us and our business. In such instances, and including the instances mentioned below, our business, results of operations and prospects may be adversely impacted, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. Any political instability in India, such as corruption, scandals and protests against certain economic reforms, which have occurred in the past, could slow the pace of liberalization and deregulation. The rate of economic liberalization could change, and specific laws and policies affecting foreign investment, currency exchange rates and other matters affecting investment in India could change as well.

The application of various Indian tax laws, rules and regulations to our business, currently or in the future, is subject to interpretation by the applicable taxation authorities. Any future amendments may affect our benefits such as exemption for income earned by way of dividend from investments in other domestic companies and units of mutual funds, exemption for interest received in respect of tax-free bonds, and long-term capital gains on equity shares if withdrawn by the statute in the future, and the same may no longer be available to us. Any adverse order passed by the appellate authorities/ tribunals/ courts would have an effect on our profitability.

Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. For instance, the Supreme Court of India has in a decision clarified the components of basic wages which need to be considered by companies while making provident fund payments, which resulted in an increase in the provident fund payments to be made by companies. Any such decisions in future or any further changes in interpretation of laws may have an impact on our results of operations.

There can be no assurance that the GOI will not implement new regulations and policies requiring us to obtain approvals and licenses from the GOI or other regulatory bodies, or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the applicability, interpretation and implementation of any amendment or change to governing laws, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent in the jurisdictions in which we operate may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future and may also materially and adversely affect our business, cash flows, financial condition and results of operations. In addition, we may have to incur expenditures to comply with the requirements of any new regulations, which could materially harm our results of operations or cash flows. Any unfavourable changes to the laws and regulations applicable to us could also subject us to additional liabilities.

We are unable to determine the impact of any changes in or interpretations of existing, or the promulgation of, new, laws, rules and regulations applicable to us and our business. If that was to occur it could result in us, our business, operations or group structure being deemed to be in contravention of such laws and/or may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future.

31. Recent global economic conditions have been challenging and continue to affect the Indian market, which may adversely affect our business, financial condition, results of operations and prospects.

The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. Investors' reactions to developments in one country may have adverse effects on the market price of securities of companies located in other countries, including India. Negative economic developments, such as rising fiscal or trade deficits, or a default on national debt, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy, including the movement of exchange rates and interest rates in India and could then adversely affect our business, financial performance and the price of our Equity Shares.

Large budget deficits and rising public debts in recent years, for example in Europe, have triggered sovereign debt finance crises that resulted in the bailouts of European economies and elevated the risk of government debt defaults, forcing governments to undertake aggressive budget cuts and austerity measures, in turn underscoring the risk of global economic and financial market volatility. Financial markets and the supply of credit could continue to be negatively impacted by ongoing concerns surrounding the sovereign debts and/or fiscal deficits of several countries in Europe, the possibility of further downgrades of, or defaults on, sovereign debt, concerns about a slowdown in growth in certain economies and uncertainties regarding the stability and overall standing of the European Monetary Union. Increased budget deficits and the incurrence of additional public debt in Europe and other developed markets as a result of the COVID-19 pandemic may exacerbate these risks and uncertainties.

In addition, China is one of India's major trading partners and there are rising concerns of a possible slowdown in the Chinese economy as well as a strained relationship with India, which could have an adverse impact on the trade relations between the two countries. Risks resulting from a relapse in the Eurozone crisis or any future debt crisis in Europe or any similar crisis could have a detrimental impact on consumer confidence levels and global economic recovery. The sovereign rating downgrades for Brazil and Russia (and the imposition of sanctions on Russia) have also added to the growth risks for these markets. These factors may also result in a slowdown in India's export growth. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, implemented a number of policy measures designed to add stability to the financial markets. However, the overall long-term effect of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have the intended stabilising effects. Any significant financial disruption could materially and adversely affect our business, financial condition, cash flows and results of operation.

The war in Ukraine has contributed to rising rates of inflation in the current Fiscal, including in India. The United States Federal Reserve has raised its benchmark interest rates very frequently since the last eighteen months. The United States Federal Reserve's interest rate decisions have a significant influence on central banks globally some of which, including the Reserve Bank of India, have also raised interest rates in response to the rising rates of inflation, resulting in increased cost of credit, including in India.

Further deterioration in the global economy as a result of any epidemic or pandemic or the Russia-Ukraine conflict or otherwise, or the perception that such deterioration could occur, may continue to adversely affect global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity and restrict the ability of key market participants to operate in certain financial markets. Any of these factors could depress economic activity and restrict our access to capital, which could adversely affect our business, financial condition, cash flows and results of operations and reduce the price of our Equity Shares. Any financial disruption could adversely affect our business, results of operations shareholders' equity and the price of our Equity Shares.

32. Significant differences exist between Ind AS used to prepare our financial information and other accounting principles, such as IFRS and U.S. GAAP, with which investors may be more familiar.

Our audited financial statements contained in this Draft Letter of Offer have been prepared and presented in accordance with Ind AS and no attempt has been made to reconcile any of the information given in this Draft Letter of Offer to any other principles or to base it on any other standards. Ind AS differs from accounting principles with which prospective investors may be familiar, such as IFRS and U.S. GAAP. We have not attempted to quantify the impact of U.S. GAAP or IFRS on the financial information included in this Draft Letter of Offer, nor do we provide a reconciliation of our financial statements to those of U.S. GAAP or IFRS. U.S. GAAP and IFRS differ in significant respects from Ind AS. Accordingly, the degree to which the financial information included in this Draft Letter of Offer will provide meaningful information is dependent on your familiarity with Ind AS and the Companies Act. Any reliance by persons not familiar with Ind AS on the financial disclosures presented in this Draft Letter of Offer should accordingly be limited.

33. Any adverse change in India's credit rating by an international rating agency could materially adversely affect our business and profitability.

Our borrowing costs and our access to the debt capital markets depend significantly on the credit ratings of India. India's sovereign rating has been Baa3 with a "Stable" outlook by Moody's in both August 2023 and October 2021 and BBB- with a "Stable" outlook by Fitch in both May 2023 and December 2022; BBB "low" by DBRS in both May 2021 and May 2023. India's sovereign rating from S&P is BBB- with a "stable" outlook in 2021. Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing and the interest rates and other commercial terms at which such financing is available, including raising any overseas additional financing. A downgrading of India's credit ratings may occur, for reasons beyond our control such as, upon a change of government tax or fiscal policy could adversely affect our ability to fund our growth on favourable terms or at all, and consequently adversely affect our business and financial performance and the price of the Equity Shares.

34. Changes in technology may render our current technologies obsolete or require us to make substantial capital investments.

The industry in which we operate is continually changing due to technological advances along with constant introduction of new and enhanced products. These changes result in the frequent introduction of new products and significant price competition. Although we strive to maintain and upgrade our technologies, facilities and machineries consistent with current international standards, we cannot assure you that we will be able to successfully make timely and cost effective enhancements and additions to our technological infrastructure, keep up with technological improvements in order to cater to the specifics of our new products, geographical requirements, marketing needs, our customers' needs or that the technology developed by others will not render our products less competitive or attractive. In addition, the new technologies we adopt from time to time may not perform as expected. The cost of implementing new technologies for our operations could be significant, which could adversely affect our business, financial condition, cash flows and results of operations

35. Failure to comply with environmental laws, rules and regulations may adversely affect our business operations.

A failure on our part to adequately comply with applicable environmental laws, rules and regulations, could hamper or adversely impact the operations of our Company, and consequently, could adversely affect the Company and its cash flows and profitability.

36. Changes in Government Policies and political situation in India could adversely affect our business operations.

Since 1991, successive Indian governments have pursued policies of economic liberalization, including significantly relaxing restrictions on the private sector. Nevertheless, the role of the Indian central and state governments in the Indian economy as producers, consumers and regulators has remained significant.

Although the Central government has announced policies and taken initiatives that support the economic liberalization policies that have been pursued by previous governments, the rate of economic liberalization could change, and specific laws and policies affecting foreign investment and other matters affecting investment in our securities could change as well.

37. We may be affected by competition law in India and if there is any adverse application or interpretation of the Competition Act, 2002.

The Competition Act, 2002, as amended (the "**Competition Act**") was enacted for the purpose of preventing practices that have or are likely to have an appreciable adverse effect on competition ("**AAEC**") in certain markets in India and has mandated the Competition Commission of India (the "**CCI**") to separate such practices. Under the Competition Act, any arrangement, understanding or action, whether formal or informal, which causes or is likely to cause an AAEC is deemed void and attracts substantial penalties.

Furthermore, any agreement among competitors which directly or indirectly involves determination of purchase or sale prices, limits or controls production, or shares the market by way of geographical area or number of customers in the relevant market is presumed to have an appreciable adverse effect on competition in the relevant market in India and shall be void.

If we pursue acquisitions in the future, we may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, any enforcement proceedings initiated by the CCI, any adverse publicity that may be generated due to scrutiny or prosecution by the CCI, or any prohibition or substantial penalties levied under the Competition Act, which would adversely affect our business, results of operations, cash flows and prospects.

Risks relating to the Equity Shares and this Issue:

38. Investors will be subject to market risks until the Equity Shares credited to the investors demat account are listed and permitted to trade.

Investors can start trading the Equity Shares allotted to them only after they have been credited to an investor's demat account, are listed and permitted to trade. Since the Equity Shares are currently traded on the Stock Exchanges, investors will be subject to market risk from the date they pay for the Equity Shares to the date when trading approval is granted for the same. Further, there can be no assurance that the Equity Shares allocated to an investor will be credited to the investor's demat account or that trading in the Equity Shares will commence in a timely manner.

39. Our ability to pay dividends in the future will depend upon our future results of operations, financial condition, cash flows and working capital and capital expenditure requirements.

Any dividends to be declared and paid in the future are required to be recommended by our Board and approved by our shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. Our ability to pay dividends in the future will depend upon our future results of operations, financial condition, cash flows, sufficient profitability, working capital requirements, capital expenditure requirements and Solvency Ratio requirements. We cannot assure investors that we will generate sufficient revenues to cover our operating expenses and, as such, pay dividends to our shareholders in future consistent with our past practices, or at all. Further, we may be subject to regulatory restrictions which may adversely affect our ability to pay dividends

40. Investment in Rights Equity Shares is exposed to certain risks. From the Call Record Date for each Call prior to the final Call, the trading of the Rights Equity Shares would be suspended for an applicable period under the applicable law. Furthermore, the Rights Equity Shares will not be traded with effect from the Call Record Date for the final call fixed for the determination of the Investors liable to pay Call Monies, as determined from time to time, at its sole discretion, by our Board or its Rights Issue Committee. The holders of the Rights Equity Shares will not be able to trade in these securities until they are credited to the holders' account as fully paid-up. Furthermore, until the subsistence of Rights Equity Shares, we may not be able to undertake certain forms of equity capital raising.

The Issue Price is **[●]** per Rights Equity Share. Investors will have to pay **[●]** per Rights Equity Shares which constitutes **[●]**% of the Issue Price on Application and the balance **[●]** per Rights Equity Shares which constitutes **[●]**% of the Issue Price on one or more subsequent Call(s), as determined from time to time, at its sole discretion, by our Board. The Rights Equity Shares offered under this Issue will be listed under a separate ISIN. An active market for trading may not develop for the Rights Equity Shares. This may affect the liquidity of the Rights Equity Shares and restrict your ability to sell them.

If our Company does not receive the Call Money from the Rights Equity Shareholders (including the Promoters and members of Promoter Group of our Company) as per the timelines stipulated in the Call notice, unless extended by our Board, the defaulting Rights Equity Shareholders (including the Promoters and members of Promoter Group of our Company) will be liable to pay interest as may be fixed by our Board unless waived or our Company may forfeit the Application Money and any Call Money received for previous Calls made, in accordance with the Companies Act, 2013 and our Company's Articles of Association. For details, see "*Terms of the Issue*" on page 195 of this Draft Letter of Offer. Rights Equity Shareholders are only entitled to dividend in proportion to the amount paid up and the voting rights (exercisable on a poll) by investors shall also be proportional to such investor's share of the paid-up equity capital of our Company. If certain investors do not pay the full amount, we may not be able to raise the amount proposed under this Issue.

The ISIN representing partly paid-up Rights Equity Shares will be terminated after the Call Record Date for the final Call. On payment of the final Call-in respect of the partly paid-up Rights Equity Shares, such partly paid-up Rights Equity Shares would be converted into fully paid-up Equity Shares and shall be listed and identified under the existing ISIN for our fully paid-up Equity Shares. Our Company would fix a Call Record Date for the purpose of determining the list of allottees to whom the notice for the final Call would be sent. From the Call Record Date for each Call prior to the final Call, the trading of the Rights Equity Shares would be suspended for an applicable period under the applicable law. Further, with effect from the Call Record Date, trading in the partly paid-up Equity Shares for which final Call have been made, would be suspended prior to the Call Record Date, for such period as may be applicable under the rules and regulations. Furthermore, the holders of the partly paid-up Rights Equity Shares will not be able to trade in these shares until they are credited to the holders' account as fully paid-up Rights Equity Shares. Similarly, for an applicable period, from the Call Record Date for each Call, the trading of the Rights Equity Shares would be suspended under the applicable law.

Further, there is little history of trading of partly paid-up Rights Equity Shares in India and therefore there could be less liquidity in this segment, which may cause the price of the Rights Equity Shares to fall and may limit ability of Investors to sell the Rights Equity Shares. There may also be a risk of the Rights Equity Shares not forming part of the index.

Further, until the subsistence of Rights Equity Shares, we cannot undertake further rights issues, further public offers or bonus issues. In terms of Regulations 62 and 104 of the SEBI ICDR Regulations, an issuer making a rights issue or further public offer is required to ensure that all its existing partly paid-up Rights Equity Shares have either been fully paid-up or have been forfeited. Additionally, a bonus issue will not be permitted under law until the subsistence of partly paid-up equity shares in terms of Regulation 293 of the SEBI ICDR Regulations.

41. Failure to exercise or sell the Rights Entitlements will cause the Rights Entitlements to lapse without compensation and result in a dilution of shareholding.

The Rights Entitlements that are not exercised prior to the end of the Issue Closing Date will expire and become null and void, and Eligible Equity Shareholders will not receive any consideration for them. The proportionate ownership and voting interest in our Company of Eligible Equity Shareholders who fail (or are not able) to exercise their Rights Entitlements will be diluted. Even if you elect to sell your unexercised Rights Entitlements, the consideration you receive for them may not be sufficient to fully compensate you for the dilution of your percentage ownership of the equity share capital of our Company that may be caused as a result of the Issue. Renouncee(s) may not be able to apply in case of failure in completion of renunciation through off-market transfer in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) prior to the Issue Closing Date. Further, in case, the Rights Entitlements do not get credited in time, in case of On Market Renunciation, such Renouncee will not be able to apply in this Issue with respect to such Rights Entitlements.

42. SEBI has streamlined the process of rights issues. You should follow the instructions carefully, as stated in such SEBI circulars, and in this Draft Letter of Offer.

The concept of crediting Rights Entitlements into the demat accounts of the Eligible Equity Shareholders has been introduced by SEBI in 2020. Accordingly, the process for such Rights Entitlements has been recently devised by capital market intermediaries. Eligible Equity Shareholders are encouraged to exercise caution, carefully follow the requirements as stated in the SEBI Rights Issue Circulars and ensure completion of all necessary steps in relation to providing/updating their demat account details in a timely manner. Further, while in accordance with the SEBI Rights Issue Circulars, the credit of Rights Entitlements shall be made into the demat accounts of the Eligible Equity Shareholders as on the Record Date, such Eligible Equity Shareholders shall be participating in the Issue only in accordance with the applicable laws in their respective jurisdictions. SEBI, vide circular dated May 19, 2022, has changed the minimum time period between closure of trading of Rights Entitlements on the stock exchange platform and closure of the rights issue to at least three working days. For details, see "*Terms of the Issue*" beginning on page 195 of this Draft Letter of Offer.

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense account (namely, "**[●]** Suspense Account") opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in the account of the IEPF authority; or (b) the demat accounts of the Eligible Equity Shareholder which are frozen or the Equity Shares which are lying in the unclaimed suspense account (including those pursuant to Regulation 39 of the SEBI Listing Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date; or (c) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (d) credit of the Rights Entitlements returned, reversed or failed; or I the ownership of the Equity Shares currently under dispute, including any court proceedings, if any; or (f) non-institutional equity shareholders in the United States.

43. No market for the Right Entitlements may develop and the price of the Right Entitlements may be volatile.

No assurance can be given that an active trading market for the Rights Entitlements will develop on the Stock Exchanges during the Renunciation Period or that there will be sufficient liquidity in Rights Entitlements trading during this period. The trading price of the Rights Entitlements will not only depend on supply and demand for the Rights Entitlements, which may be affected by factors unrelated to the trading in the Equity Shares, but also on the quoted price of the Equity Shares, amongst others. Factors affecting the volatility of the price of the Equity Shares, as described herein, may magnify the volatility of the trading price of the Rights Entitlements, and a decline in the price of the Equity Shares will have an adverse impact on the trading price of the Rights Entitlements. Since the trading of the Rights Equity Shares will be on a separate segment compared to the Equity Shares on the floor of the Stock Exchanges, the trading of Rights Equity Shares may not track the trading of Equity Shares. The trading price of the Rights Entitlements may be subject to greater price fluctuations than that of the Equity Shares.

44. The Rights Entitlement of Eligible Equity Shareholders holding Equity Shares in physical form may lapse in case they fail to furnish the details of their demat account to the Registrar.

In accordance with the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the credit of Rights Entitlement and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, the Rights Entitlements of the Eligible Equity Shareholders holding Equity Shares in physical form (the "Physical Shareholders") shall be credited in a suspense demat account (namely, "[●] Suspense Account") opened by our Company during the Issue Period. The Physical Shareholders are requested to furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their demat accounts at least one day before the Issue Closing Date. The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse. Further, pursuant to a press release dated

December 3, 2018 issued by the SEBI, with effect from April 1, 2019, a transfer of listed Equity Shares cannot be processed unless the Equity Shares are held in dematerialized form (except in case of transmission or transposition of Equity Shares).

45. Overseas shareholders may not be able to participate in our Company's future rights offerings or certain other equity issues.

If our Company offers or causes to be offered to holders of its Equity Shares rights to subscribe for additional Equity Shares or any right of any other nature, our Company will have discretion as to the procedure to be followed in making such rights available to holders of the Equity Shares or in disposing of such rights for the benefit of such holders and making the net proceeds available to such holders. For instance, our Company is not offering the rights (including their credit) in this offering to the holders of Equity Shares who have a registered address in the United States. Our Company has no obligation to prepare or file any registration statement. Accordingly, shareholders who have a registered address in the United States may be unable to participate in this offering or in future rights offerings and may experience a dilution in their holdings as a result.

46. Investors may be subject to Indian taxes arising out of capital gains on the sale of our Equity Shares and Equity Shares Rights Entitlements.

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares of an Indian company are generally taxable in India. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short-term capital gains tax in India. Capital gains arising from the sale of the Equity Shares may be partially or completely exempt from taxation in India in cases where such exemption is provided under a treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on gains made upon the sale of the Equity Shares. The Finance Act, 2019 has clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of securities other than debentures, on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount. These amendments came into effect from July 1, 2020.

Further, the Finance Act, 2022, which received the asset of the President of India on March 30, 2022, has, among other things, provided a number of amendments to the direct and indirect tax regime. Investors should consult their own tax advisors about the consequences of investing or trading in the Equity Shares. Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning Equity Shares. We cannot predict whether any new tax laws or regulations impacting our services will be enacted, what the nature and impact of the specific terms of any such laws or regulations will be or whether, if at all, any laws or regulations could adversely affect our business. Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals.

47. The Equity Shares may experience price and volume fluctuations, volatility in the global securities market may cause the price of the Equity Shares issued to decline and movement in the exchange rate could adversely affect the value of our Equity Shares, independent of our operating results.

The price of the Equity Shares may fluctuate as a result of several factors, including volatility in the Indian and global securities markets, movement in exchange rates and interest rates in India, the results of our operations, the performance of our competitors, developments in the energy transmission sector and changing perceptions in the market about investments in the Indian renewable energy sector, changes in the estimates of our performance or recommendations by financial analysts, significant developments in India's renewable energy policies, including those of the Ministry of Newand Renewable Energy, Government of India, significant developments in India's fiscal regulations and any other political or economic factors. Negative economic developments, such as rising fiscal or trade deficits, or a default on sovereign debt, in other emerging market countries may affect investor confidence, cause increased volatility in Indian securities markets, and indirectly affect the Indian economy in general causing a decline in the trading price of our Equity Shares for reasons unrelated to our business, financial condition or operating results. The trading price of our Equity Shares might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. In addition, any adverse movement in exchange rates during a delay in repatriating the proceeds from a sale of Equity Shares outside India, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares, may reduce the net proceeds received by shareholders. The exchange rate between the Rupee and the U.S. Dollar has changed substantially in the last two decades and could fluctuate substantially in the future, which may adversely affect the value of our Equity Shares and returns from our Equity Shares, independent of our operating results.

48. Rights of shareholders under Indian law may be more limited than under the laws of other jurisdictions.

Our Articles of Association and Indian law govern our corporate affairs. Legal principles relating to these matters and the validity of corporate procedures, Directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a corporate entity in another jurisdiction. Shareholders' rights under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as one of our shareholders than as a shareholder of a bank or corporate entity in another jurisdiction. In accordance with the provisions of the Companies Act, the voting rights of an equity shareholder in a company shall be in proportion to the share of a person in the paid-up equity share capital of that company. Further, Section 106(1) of the Companies Act read with the Articles of Association specifically provides that no member shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid. Therefore, the rights of holders of the Rights Equity Shares will not be *pari passu* with the rights of the other shareholders of our Company in case of non-payment of Call Money(ies).

49. Applicants to this Issue are not allowed to withdraw their Applications after the Issue Closing Date.

In terms of the SEBI ICDR Regulations, Applicants in this Issue are not allowed to withdraw their Applications after the Issue Closing Date. The Allotment in this Issue and the credit of the Rights Equity Shares to the Applicant's demat account with its depository participant shall be completed within such period as may be prescribed under the applicable laws. There is no assurance, however, that material adverse changes in the international or national monetary, financial, political or economic conditions or other events in the nature of force majeure, material adverse changes in our business, cash flows, financial condition, or results of operation, or other events affecting the Applicant's decision to invest in the Equity Shares, would not arise between the Issue Closing Date and the Allotment Date. Occurrence of any such events after the Issue Closing Date could also impact the market price of our Equity Shares.

The Applicants will not have the right to withdraw their applications in the event of any such occurrence. We cannot assure you that the market price of the Equity Shares will not decline below the Issue Price. To the extent the market price for the Equity Shares declines below the Issue Price after the Issue Closing Date, the Shareholder will be required to purchase Equity Shares at a price that will be higher than the actual market price for the Equity Shares at that time. Should that occur, the Shareholder will suffer an immediate unrealized loss as a result. We may complete the Allotment even if such events may limit the Applicants' ability to sell our Equity Shares after this Issue or cause the trading price of our Equity Shares to decline.

50. Holders of our Equity Shares could be restricted in their ability to exercise pre-emptive rights under Indian law and could thereby suffer future dilution of their ownership position.

Under the Companies Act, a company incorporated in India must offer holders of its equity shares pre-emptive rights to subscribe and pay for a proportionate number of shares to maintain their existing ownership percentages prior to the issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the equity shares who have voted on such resolution. However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without us filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights unless we make such a filing. We may elect not to file a registration statement in relation to pre-emptive rights otherwise available by Indian law to you. To the extent that you are unable to exercise pre-emptive rights granted in respect of our Equity Shares, you may suffer future dilution of your ownership position and your proportional interests in us would be reduced.

51. Our Company will not distribute the Letter of Offer, the Rights Entitlement Letter, the Application Form and other Issue related materials to certain categories of overseas Equity Shareholders.

We will not distribute the Letter of Offer, the Abridged Letter of Offer, the Application Form and the Rights Entitlement Letter (together, the "**Issue Materials**") to overseas Shareholders who have not provided an address in India for service of documents. The Issue Materials will be sent/ dispatched only to the Eligible Equity Shareholders who have provided an Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Application Form, the Rights Entitlement Letter and other Issue Materials will be sent only to their valid e-mail address. Further, the Letter of Offer will be sent/ dispatched only to overseas Shareholders who qualify as the Eligible Equity Shareholders who have provided an Indian address and who have made a request in this regard. In the event that e-mail addresses of the Eligible Equity Shareholders are not available with us or the Eligible Shareholders have not provided valid e-mail addresses to us, we will dispatch the Application Form and other applicable Issue materials by way of physical delivery as per the applicable laws to those Eligible Equity Shareholders who have provided their Indian address. The Issue Materials will not be distributed to addresses outside India on account of restrictions that apply to circulation of such materials in overseas jurisdictions. Investors can also access the Letter of Offer and the Application Form from the websites of the Registrar, our Company, the Lead Manager and the Stock Exchanges.

However, the Companies Act requires companies to serve documents at any address, which may be provided by the members as well as through e-mail. Presently, there is lack of clarity under the Companies Act and the rules made thereunder with respect to distribution of the Issue materials in overseas jurisdictions where such distribution may be prohibited under the applicable laws of such jurisdictions. However, we cannot assure you that the regulator or authorities would not adopt a different view with respect to compliance with the Companies Act and may subject us to fines or penalties.

52. Foreign investors are subject to foreign investment restrictions under Indian law that limit our ability to attract foreign investors, which may adversely affect the trading price of our Equity Shares.

Under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are permitted (subject to certain exceptions) if they comply with, among other things, the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares does not comply with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate any such foreign currency from India will require a no-objection or a tax clearance certificate from the income tax authority. We cannot assure you that any required approval from the RBI or any other Government agency can be obtained on any particular terms, or at all.

Additionally, the Government may impose foreign exchange control restrictions in certain emergency situations, including situations where there are sudden fluctuations in interest rates or exchange rates, where the Government experiences extreme difficulty in stabilizing the balance of payments or where there are substantial disturbances in the financial and capital markets in India. These restrictions may require foreign investors to obtain the Government's approval before acquiring Indian securities or repatriating the interest or dividends from those securities or the proceeds from the sale of those securities. There can be no assurance that any approval required from the RBI or any other government agency can be obtained on any particular terms, or at all.

53. Companies operating in India are subject to a variety of taxes and surcharges.

Tax and other levies imposed by the central and state governments in India that affect our tax liability include central and state taxes and other levies, income tax, value added tax, turnover tax, service tax, stamp duty, tax on dividends and other special taxes and surcharges which are introduced on a temporary or permanent basis from time to time. Moreover, the central and state tax scheme in India is extensive and subject to change from time to time. The central or state government may in the future increase the corporate income tax it imposes. Any such future increases or amendments may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable. Additional tax exposure could adversely affect our business, cash flows and results of operations

SECTION IV- INTRODUCTION

THE ISSUE

This Issue has been authorised through a resolution passed by our Board at its meeting held on August 16, 2023, pursuant to Section 62(1)(a) of the Companies Act, 2013. The terms and conditions of the Issue including the Rights Entitlement, Issue Price, Record Date, timing of the Issue and other related matters, have been approved by a resolution passed by the Board of Directors/ Rights Issue Committee at its meeting held on [●].

The following is a summary of the Issue, which should be read in conjunction with, and is qualified in its entirety by, more detailed information in ***'Terms of the Issue'*** on page 195 of this Draft Letter of Offer.

Equity Shares outstanding prior to the Issue	10,26,70,212 equity shares of face value of Re. 1/- each. For details see "Capital Structure" beginning on page 43 of this Draft Letter of Offer
Rights Equity Shares offered in the Issue	Upto [●] partly paid-up rights equity shares
Equity Shares outstanding after the Issue (assuming full subscription for and allotment of the Rights Entitlement) and made fully paid- up	[●] equity shares of face value of Re. 1/- each
Rights Entitlement	[●] partly paid- up equity shares for [●] every [●] equity shares held as on the Record date
Record Date	[●]
Fractional Entitlement	For Equity Shares being offered on a rights basis under the Issue, if the shareholding of any of the Eligible Equity Shareholders is less than [●] ([●]) Equity Shares or is not in multiples of [●] ([●]), the fractional entitlement of such Eligible Equity Shareholders shall be ignored for computation of the Rights Entitlement. However, Eligible Equity Shareholders whose fractional entitlements are being ignored earlier will be given preference in the Allotment of one additional Equity Share each, if such Eligible Equity Shareholders have applied for additional Equity Shares over & above their Rights Entitlement, if any.
Dividend	Such dividend, in proportion to the amount paid-up on the Rights Equity Shares, as may be recommended by our Board and declared by our Shareholders, in accordance with applicable law.
Face Value per Equity Share	Re. 1/- (Rupees One Only) each
Issue Price per Equity Share	Rs. [●] per equity share
Issue Size	Upto Rs. 2,000 /- Million (Rupees Two Thousand Million Only)
Terms of the Issue	Please refer to the section titled 'Terms of the Issue' beginning on page 195 of this Draft Letter of Offer.
Use of Issue Proceeds	Please refer to the section titled 'Objects of the Issue' beginning on page 45 of this Draft Letter of Offer.
Security Code/ Scrip Details	ISIN: INE439E01022 NSE Symbol: SKIPPER BSE Scrip Code: 538562 ISIN for Rights Entitlements: [●]

Terms of Payment: For issue of up to [●] Partly Paid-up Rights Equity Shares

Amount payable per Rights Equity Share (Due Date) *	Face value (Re.)	Premium (Rs.)	Total (Rs.)
On Application	[●]	[●]	[●]**
On Call (one or more) as determined from time to time, at sole discretion of our Board or the Rights Issue Committee	[●]	[●]	[●]**
Total	[●]	[●]	[●]

**For further details on Payment Schedule, see "Terms of the Issue" on* page 195 of this Draft Letter of Offer.
***Constitutes [●] % of the Issue Price.*

Issue Schedule:

Issue Opening Date	[●]
Last date for On-market renunciation of Rights Entitlements*	[●]
Issue Closing Date	[●]

* *The Board of Directors or the Rights Issue Committee will have the right to extend the Issue period as it may determine from time to time, provided that the Issue will not remain open in excess of 30 (thirty) days from the Issue Opening Date.*
** *Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.*

GENERAL INFORMATION

Our Company was originally incorporated under the Companies Act, 1956 on March 5, 1981, in the name of "Skipper Investments Limited". The name of the Company was changed to Skipper Steels Limited and a fresh Certificate of Incorporation consequent upon change of name was issued on April 26, 1984 by the Registrar of Companies, West Bengal. During the year 2008, pursuant to a Scheme of Amalgamation, Bansal Cylinders & Tubes Limited and Vishwajyothi Tracon Private Limited, S K Bansal Group companies, were amalgamated with Skipper Steels Limited vide order dated April 28, 2008 of the Hon'ble High Court at Calcutta. Subsequently, Bansal Cylinders & Tubes Limited and Vishwajyothi Tracon Private Limited were dissolved pursuant to the said Scheme of Amalgamation. During the year 2009, pursuant to a Scheme of Amalgamation, Skipper Infrastructure Limited, a S K Bansal Group company, was amalgamated with Skipper Steels Limited vide order dated March 24, 2009 of the Hon'ble High Court at Calcutta. Subsequently, Skipper Infrastructure Limited was dissolved pursuant to the said Scheme of Amalgamation. Thereafter, the name of the Company was rechristened to its present name to "Skipper Limited" and a fresh Certificate of Incorporation consequent upon change of name was issued on September 7, 2009 by the Registrar of Companies, West Bengal. The Company's equity shares are presently listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) bearing Scrip Code and Symbol representing '538562' and 'SKIPPER' respectively, and ISIN 'INE439E01022. The other details of the Company are as follows:

- **Changes in the Registered Office of our Company**

Except as disclosed below there has been no change in the address of the registered office of our Company since the date of incorporation:

Date of Change	Details of change in Registered Office
11.08.2005	The Registered Office of the Company shifted from 23A, Netaji Subhas Road, 5th Floor, Room No. 22, Kolkata- 700001 to Crescent Tower, 229, A.J.C. Bose Road, 5th Floor, Suite No. D, Kolkata- 700020.
01.08.2008	The Registered Office of the Company shifted from Crescent Tower, 229, A.J.C. Bose Road, 5th Floor, Suite No. D, Kolkata- 700020 to its present address i.e., 3A, Loudon Street, 1st Floor, Kolkata- 700017.

- **Registered Office of our Company**

3A, Loudon Street, 1st Floor Kolkata -700017
Phone No.: +91 33 2289 5731/32
Fax No.: +91 33 2289 5733
Website: www.skipperlimited.com
Email: investor.relations@skipperlimited.com
CIN: L40104WB1981PLC033408
Regn. No.: 033408

- **Address of the Registrar of Companies (RoC)**

Our Company is registered with the RoC Kolkata situated at the following address:
Nizam Palace, 2nd MSO Building, 2nd Floor, 234/4, A.J.C.B. Road,
Kolkata – 700 020, West Bengal

Company Secretary and Compliance Officer	Chief Financial Officer
Anu Singh, 3A, Loudon Street, 1st Floor, Kolkata -700017 **Phone No**.: +91 33 2289 5731/32 **Fax No**.: +91 33 2289 5733 **Email:** anu.singh@skipperlimited.com **PAN**: BRRPS3003G	**Shiv Shankar Gupta** 3A, Loudon Street, 1st Floor, Kolkata- 700017 **Phone No**.: +91 33 2289 5731/32 **Fax No**.: +91 33 2289 5733 **Email:** shivshankar.gupta@skipperlimited.com **PAN**: ACWPG0590K

Lead Manager to the Issue	Registrar to the Issue/ Company
VC Corporate Advisors Private Limited, **CIN:** U67120WB2005PTC106051 **SEBI REGN. No**.: INM000011096 **Validity of Registration**: Permanent **Contact Person**: Ms. Urvi Belani/ Mr. Premjeet Singh 31, Ganesh Chandra Avenue, 2nd Floor, Suite No.– 2C, Kolkata-700 013 **Tel. No**.: (033) 2225-3940 **Email**: mail@vccorporate.com **Website**: www.vccorporate.com	**Maheshwari Datamatics Private Limited** **CIN:** U20221WB1982PTC034886 **SEBI REGN. No**.: INR000000353 **Validity of Registration**: Permanent **Contact Person**: Mr. Ravi Kumar Bahl 23, R. N. Mukherjee Road, 5th Floor, Kolkata - 700001 **Tel. No.:** 033 2248 2248 **Fax :** 033 2248 4787 **Email :** mdpldc@yahoo.com **Website:** www.mdpl.in

Statutory Auditors of the Company	Internal Auditors of the Company
Singhi & Co., Chartered Accountants, 161, Sarat Bose, Road, Kolkata- 700026 **Phone No**.: +91 33 2419 6000/01/02 **Email:** kolkata@singhico.com **Firm Registration No**.: 302049E **Peer Review Certificate No**.: 014484 **Website**: www.singhico.com	**R Kothari & Co. LLP, Chartered Accountants,** 16A, Shakespeare Sarani, Kolkata- 700071 **Phone No.:** +91 33 2282 6776/ 6807 **Email**: kolkata@rkothari.in **Firm Registration No**.: 307069E, **Peer Review Certificate No.:** 015227 **Website**: www.rkothari.in

Banker to the Issue	Legal Advisor to the Issue
ICICI Bank Limited **CIN**: L65190GJ1994PLC021012 **SEBI Regn. No.**: INBI00000004 Capital Markets Division, 5th Floor, 163, HT Parekh Marg, Backbay Reclamation, Churchgate, Mumbai- 400020 **Phone No**.: 022 6805 2185 **Email**: ipocmg@icicibank.com **Website:** www.icicibank.com **Contact Person**: Mr. Varun Badai	**Citadel Law Chambers,** Room No. 506, 5th Floor, Krishna Building, 224A, A.J.C. Bose Road, Kolkata- 700017 **Contact Person**: Ms. Ramya Hariharan **Phone No**.: +91 8337046554 **Email**: contact@citadel-chambers.com **Website**: www.citadel-chambers.com

- **M/s. AB & Co.,** Cost Accountants is the Cost Auditor to the Company.

- Investors may contact the Registrar to the Issue or our Company Secretary and Compliance Officer for any pre-Issue or post-Issue related matters. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSB (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), e-mail address of the sole/ first holder, folio number or demat account, number of Rights Equity Shares applied for, amount blocked (in case of ASBA process), ASBA Account number and the Designated Branch of the SCSB where the Application Forms, or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip (in case of ASBA process). For details on the ASBA process, please see "**Terms of the Issue**" on page 195 of this Draft Letter of Offer.

- **Self-Certified Syndicate Bankers (SCSB)**

  The lists of SCSBs notified by SEBI to act as SCSB for the ASBA process is available on the website of SEBI on http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes. For details of the Designated Branches of SCSBs collecting the Application Forms, please see to the above-mentioned SEBI link.

- **Experts**

  Our Company has received consent from its Statutory Auditors, M/s. Singhi & Co, Chartered Accountants through their letter dated September 13, 2023 to include their name as required under Section 26(1) of the Companies Act, 2013 in this Draft Letter of Offer and as an "expert" as defined under Section 2(38) of the Companies Act, 2013, in their capacity as the Statutory Auditors and in respect of their: (i) audit report dated May 15, 2023 relating to the audited Ind AS financial statements as at and for the year ended March 31, 2023 and (ii) limited review report dated August 10, 2023 related to the unaudited financial results as at and for the three month period ended June 30, 2023. Such consent has not been withdrawn as at the date of this Draft Letter of Offer. However, the term "**expert**" and "**consent**" shall not be construed to mean an "**expert**" or "**consent**" as defined under the U.S. Securities Act.

Our Company has received consent from its Statutory Auditors, M/s. Singhi & Co, Chartered Accountants through their letter dated September 13, 2023 to include their name in this Draft Letter of Offer, as an "expert" as defined under Section 2(38) of the Companies Act, 2013 in respect of the statement of possible special tax benefits dated September, 12, 2023 available to our Company and the Shareholders, issued to our Company and such consent has not been withdrawn as at the date of this Draft Letter of Offer.

- **Book Building Process**

Being a rights issue, the Issue shall not be made through the book building process.

- **Appraising**

The objects of this issue have not been appraised by any bank or any other independent financial institution or any other independent agency.

- **Minimum Subscription**

We have been informed by our Promoters and Promoter Group that they may not fully subscribe to their entitlements arising out of the proposed Rights Issue and may renounce a part of their right entitlement in the favour of third parties whom our Promoters and Promoter Group may identify in due course. Therefore, the non-applicability of minimum subscription criteria provided in regulation 86(1)(b) of the SEBI ICDR Regulations is not met. Minimum subscription is thus applicable for the proposed Rights Issue. Pursuant to regulation 86(2) of the SEBI ICDR Regulations in case of non-receipt of minimum subscription, all application monies received shall be refunded to the Applicants forthwith, but not later than four days from the closure of the Rights Issue.

- **Statement of responsibility of the Lead Manager**

VC Corporate Advisors Private Limited, being the sole Lead Manager will be responsible for all the responsibilities related to co-ordination and other activities in relation to the Issue. Hence, a statement of inter- se allocation of responsibilities is not required.

- **Credit Rating**

As this is an issue of Rights Equity Shares, there is no credit rating required for the Issue.

- **Debenture Trustee**

As this is an Issue of the Rights Equity Shares, the appointment of debenture trustee is not required.

- **Monitoring Agency**

Our Company has received the consent from India Ratings & Research Limited to act as the Monitoring Agency, to monitor the utilisation of the Net Proceeds in terms of Regulation 82 of the SEBI ICDR Regulations. Their details are as follows:

India Ratings and Research Private Limited,
Wockhardt Towers, 4th Floor, West Wing, Bandra Kurla Complex, Bandra (E) Mumbai-400 051,
Phone No.: 022-40001700
Email: infogrp@indiaratings.co.in
Website: www.indiaratings.co.in
Contact Person: Mr. Amol Sumrani
SEBI REGN. No.: IN/CRA/002/1999
Validity of Registration: Permanent

- **Underwriting**

The Issue of Rights Equity Shares is not being underwritten and/ or no standby support is being sought for the said Issue.

- **Filing**

SEBI vide the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020 has amended Regulation 3(b) of the SEBI ICDR Regulations as per which the threshold for filing of Draft Letter of Offer with SEBI for Rights Issues has been increased. The threshold of the Rights Issue size under Regulation 3(b) of the SEBI ICDR Regulations has been increased from Rupees One Thousand Lakhs to Rupees Five Thousand Lakhs. Since the size of this Issue falls above this threshold, this Draft Letter of Offer has been filed with SEBI for its observations, at SEBI Bhavan, Plot No. C4-A, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra, India and also through the SEBI intermediary portal at siportal.sebi.gov.in in terms of the SEBI circular bearing reference no. SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, and with the Stock Exchanges. On receipt of observations from the SEBI, the Letter of Offer will be filed with the SEBI and the Stock Exchanges as per the provisions of the SEBI ICDR Regulations.

- **Issue schedule**

Last date for Credit of Rights Entitlement	**[●]**
Issue Opening Date	**[●]**
Last date for On-market Renunciation of Rights Entitlements*	**[●]**
Issue Closing Date #	**[●]**
Finalization of Basis of Allotment (on or about)	**[●]**
Date of Allotment (on or about)	**[●]**
Date of Credit (on or about)	**[●]**
Date of Listing (on or about)	**[●]**

**Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounces on or prior to the Issue Closing Date.*
#Our Board or the Rights Issue Committee will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

The above schedule is indicative and does not constitute any obligation on our Company or the Lead Manager.

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than 2(two) Working Days prior to the Issue Closing Date, i.e., [●] to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date, i.e., [●].

- Investors are advised to ensure that the Application Forms are submitted on or before the Issue Closing Date. Our Company, the Lead Manager or the Registrar will not be liable for any loss on account of non-submission of Application Forms on or before the Issue Closing Date. Further, it is also encouraged that the applications are submitted well in advance before Issue Closing Date. For details on submitting Application Forms, see "*Terms of the Issue - Process of making an Application in the Issue*" beginning on on page 197 of this Draft Letter of Offer.

- The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar at www.mdpl.in after keying in their respective details along with other security control measures implemented thereat. For further details, see "*Terms of the Issue - Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders*" beginning on page 207 of this Draft Letter of Offer.

Please note that if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before the Issue Closing Date, such Rights Entitlements shall lapse and shall be extinguished after the Issue Closing Date. No Rights Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from the market and the purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an application to apply for Rights Equity Shares offered under the Issue for subscribing to the Rights Equity Shares offered under the Issue.

CAPITAL STRUCTURE

The capital structure of our Company and related information as on the date of this Draft Letter of Offer, prior to and after the proposed Issue, is set forth below:

(Amount ₹ in Million)

No.	Particulars	Aggregate Value at Nominal Value	Aggregate value at Issue Price*
A.	**Authorized Share Capital**		
	41,00,00,000 Equity Shares of Re. 1/- each	410.00	
B.	**Issued, Subscribed & Paid-Up Equity Share Capital before the Issue**		
	10,26,70,212 Equity shares of Re. 1/- each	102.67	
	Total		
C.	**Present Issue being offered to the Equity Shareholders through the Letter of Offer aggregating up to ₹[●] Million(1)**		
	[●] Rights Equity Shares of face value of ₹1/- each at an issue price of **[●]** per Equity Share(2)	**[●]**	**[●]**
D.	**Issued, Subscribed and Paid-up Capital Equity Share Capital after the Issue (3)**		
	10,26,70,212 Fully Paid-up Equity shares of Re. 1/- each	102.67	
	[●] Partly Paid- up Equity Shares of Re.1/- each	**[●]**	
E.	**Securities Premium Account**		
	Before the Issue		1174.74
	After the calls are made in respect of Rights Equity Shares(4)		**[●]**

**To be updated upon finalisation of the Issue Price*

(1) *The Issue has been authorized by a resolution of our Board passed at its meeting held on August 16, 2023 pursuant to Section 62 of the Companies Act, 2013.The terms of the Issue including the Record Date and Rights Entitlement Ratio have been approved by a resolution passed by the Board of Directors / Rights Issue Committee at its meeting held on [●].*

(2) *On Application, Investors will have to pay Rs. [●] per Rights Equity Share which constitutes [●] % of the Issue Price and the balance Rs. [●] per Rights Equity Share which constitutes [●] % of the Issue Price, will have to be paid, on one or more subsequent Call(s), as determined from time to time, at its sole discretion, by our Board or Rights Issue Committee.*

(3) *Assuming full subscription for and allotment of the Rights Equity Shares. Please note that the Payment Schedule and the right to call up the remaining paid-up capital in one or more Calls will be as determined from time to time, at its sole discretion, by our Board or the Rights Issue Committee.*

(4) *Assuming full payment of calls by holders of Rights Equity Shares*

(5) *Subject to finalization of Basis of Allotment, Allotment and before deduction of Issue Expenses.*

Notes to the capital structure: -

1. Shareholding Pattern of our Company as per the last filing with the Stock Exchange in compliance with Regulation 31 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and subsequent amendments thereto.

   (i) The shareholding pattern of the Company as on June 30, 2023 can be accessed on the website of BSE at https://www.bseindia.com/stock-share-price/skipper-ltd/skipper/538562/shareholding-pattern/ and on the website of NSE at https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=SKIPPER &tabIndex=equity.

   (ii) The statement showing holding of Equity Shares of persons belonging to the category "Promoter and Promoter Group" including the details of lock-in, pledge of and encumbrance thereon, as on June 30, 2023 can be accessed on the website of BSE at https://www.bseindia.com/corporates/shpPromoterNGroup.aspx?scripcd=538562&qtrid=118.00&QtrName=June%202023 and on the website of NSE at https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=SKIPPER&tabIndex =equity.

2. Statement showing holding of securities of persons belonging to the "Public" category as on June 30, 2023 can be accessed on the website of BSE at https://www.bseindia.com/corporates/shpPublicShareholder.aspx?scripcd=538562&qtrid=118.00&QtrName=June%202023 and on the website of NSE at https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=SKIPPER&tab Index=equity.

3. No Equity Shares have been acquired by our Promoters or members of our Promoter Group in the year immediately preceding the date of filing of this Draft Letter of Offer with the Board.

4. As on the date of this Draft Letter of Offer, our Company does not have any other outstanding warrants, outstanding instruments with an option to convert or securities which are convertible at a later date into Equity Shares.

5. **Intention and extent of participation by our Promoters and Promoter Group in the Issue:**

   We have been informed by our Promoters and Promoter Group that they may not fully subscribe to their entitlements arising out of the proposed Rights Issue and may renounce a part of their right entitlement in the favour of third parties whom our Promoters and Promoter Group may identify in due course. Therefore, the non-applicability of minimum subscription criteria provided in regulation 86(1)(b) of the SEBI ICDR Regulations is not met. Minimum subscription is thus applicable for the proposed Rights Issue. Pursuant to regulation 86(2) of the SEBI ICDR Regulations in case of non-receipt of minimum subscription, all application monies received shall be refunded to the Applicants forthwith, but not later than four days from the closure of the Rights Issue.

6. The Equity Shares of our Company are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Draft Letter of Offer. Further, the Rights Equity Shares allotted pursuant to the Rights Issue, shall be partly paid up. For further details on the terms of the Issue, please see "Terms of the Issue" on page 195 of this Draft Letter of Offer.

7. At any given time, there shall be only one denomination of the Equity Shares. Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

8. The ex-rights price of the Equity Shares as per regulation 10(4)(b) of the SEBI Takeover Regulations is [●].

9. Our Company does not have any stock option scheme.

10. None of the Equity Shares held by our Promoters or the members of our Promoter Group are locked-in, pledged or otherwise encumbered.

11. The Issue being a rights issue, as per Regulation 34(c) of the SEBI ICDR Regulations, the requirements of promoter's contribution and lock-in are not applicable.

12. The details of the Equity Shareholders holding more than 1% of the issued and paid-up Equity Share capital of our Company as of June 30, 2023 are as follows:

Sl. No.	Name of the Equity Shareholders	Number of Equity Shares held	Percentage of Equity Shares held (%)
1.	Skipper Plastics Limited	2,00,50,000	19.53
2.	SK Bansal Legacy Trust - Held by Sajan Kumar Bansal as Trustee	1,08,80,000	10.60
3.	SK Bansal Family Trust - Held by Meera Bansal as Trustee	1,08,80,000	10.60
4.	SK Bansal Unity Trust - Held by Meera Bansal as Trustee	1,08,80,000	10.60
5.	SK Bansal Heritage Trust - Held by Sajan Kumar Bansal as Trustee	1,08,80,000	10.60
6.	Pacific Horizon Investment Trust PLC	44,20,953	4.31
7.	Ventex Trade Private Limited	49,87,500	4.86
8.	Aakriti Alloys Private Limited	20,05,250	1.95
9.	Samriddhi Ferrous Private Limited	14,65,150	1.43
10.	ICG Q Limited	23,45,000	2.28
11.	Ajay Upadhyaya	11,20,000	1.09
12.	Aakarshan Tracom	12,75,791	1.24

SECTION V: PARTICULARS OF THE ISSUE

OBJECTS OF THE ISSUE

Our Company intends to utilize the Net Proceeds from this Issue towards the following objects:
1. To meet the Working Capital requirements of the Company; and
2. General Corporate Purposes.

The main objects and the objects incidental and ancillary to the main objects of our MOA enable our Company to undertake the activities for which the funds are being raised through the Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the object clause of our MOA.

Issue Proceeds

The details of the Issue Proceeds are set forth in the table below:

Particulars	**Amount *(₹ in Million)***
Gross Proceeds from this Issue^	Up to 2,000.00
Less: Estimated Issue related expenses^^	[●]
Net Proceeds from the Issue	[●]

^ assuming full subscription in the Issue and subject to finalization of the Basis of Allotment and to be adjusted per the Rights Entitlement ratio.

^^ To be finalized upon determination of the Issue Price and updated in the Letter of Offer. See "-Estimated Issue Related Expenses" on page 47 of this Draft Letter of Offer.

Requirement of Funds and utilization of Net Proceeds

The proposed utilization of the Net Proceeds by our Company is set forth in the following table:

Particulars	**Amount *(₹ in Million)***
Augmenting Working Capital Requirements	Up to 1,600.00
General Corporate Purpose*	[●]
Total Net Proceeds from the Issue	[●]

** The amount shall not exceed 25% of the Gross Proceeds.*

There are no existing or anticipated transactions in relation to utilization of Net Proceeds with our Promoters, Directors, Key Managerial Personnel or Associate Companies (as defined under Companies Act, 2013).

Means of Finance

The funding requirements mentioned above are based on our Company's internal management estimates and have not been appraised by any bank, financial institution or any other external agency. They are based on current circumstances of our business and our Company may have to revise these estimates from time to time on account of various factors beyond our control, such as market conditions, competitive environment and interest or exchange rate fluctuations. Consequently, our Company's funding requirements and deployment schedules are subject to revision in the future at the discretion of our management, subject to applicable law. If additional funds are required for the purposes as mentioned above, such requirement may be met through internal accruals, additional capital infusion, debt arrangements or any combination of them, subject to compliance with applicable laws.

The fund requirements set out above are proposed to be entirely funded from the Net Proceeds. Accordingly, we confirm that there are no requirements to make firm arrangements of finance under Regulation 62(1)(c) of the SEBI ICDR Regulations through verifiable means towards 75% of the stated means of finance, excluding the amount to be raised from the Issue.

Proposed schedule of implementation and deployment of Net Proceeds

We propose to deploy the Net Proceeds for the aforesaid purposes in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below:

Particulars	**Amount to be funded from the Net Proceeds**	**Proposed schedule for deployment of the Net Proceeds in Financial year 2023- 2024**	**Proposed schedule for deployment of the Net Proceeds in Financial year 2024- 2025**
		At Application	**Through subsequent Calls**
To meet the Working Capital Requirements	[●]	[●]	[●]
General Corporate Purpose*	[●]	[●]	[●]
Total Net Proceeds from the Issue	[●]	[●]	[●]

**The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.*

In the event that the estimated utilization of the Net Proceeds in a scheduled Financial Year is not completely met (in full or in part), due to factors stated above and other factors such as (i) economic and business conditions; (ii) the timing of completion of the Issue; (iii) market conditions outside the control of our Company; and (iv) any other business and commercial considerations, the remaining Net Proceeds shall be utilized (in full or in part) in subsequent periods as may be determined by our Company, in accordance with applicable laws. Any change in estimated schedule of utilization shall be subject to shareholder`s approvals and in accordance with applicable laws. If the actual utilisation towards the Objects of the Issue, in full or in part, is lower than the proposed deployment, such balance will be used for future growth and towards General Corporate Purposes to the extent that the total amount to be utilised towards General Corporate Purposes will not exceed 25% of the Gross Proceeds in accordance with the SEBI ICDR Regulations. Where the issue size is reduced on account of any unsubscribed portion, the proceeds to be utilized towards the above Objects would stand reduced proportionately or in such proportion, at the discretion of the management.

Objects for utilisation of funds from call money on partly paid shares

Our Company may utilise the entire proceeds raised at Application towards meeting working capital requirements by our Company. The Call Monies will also be used for the Objects of the Issue as set out above. Further, the utilisation of Net Proceeds towards general corporate purposes will be from the Call Monies in the proportion decided by our Board or a duly authorised committee of our Board, at its discretion.

As and when our Company makes the Call(s) for the balance monies with respect to the Rights Equity Shares, our Company shall endeavour to utilize the proceeds raised from such Call(s) within the same Financial Year as the receipt of the said Call Monies failing which our Company shall utilize the said Call Monies in the subsequent Financial Year.

Details of the Objects

The details of the Objects of the Issue are set out below:

1. **Funding the working capital requirements of our Company:**
   We fund the majority of our working capital requirements in the ordinary course of our business from our internal accruals, net worth, financing from banks and unsecured loans. We operate in a highly competitive and dynamic market conditions and may have to revise our estimates from time to time on account of external circumstances, business or strategy, foreseeable opportunity. Consequently, our fund requirements may also change.

   The details of Company's working capital as at 31st March, 2022 and as at 31st March, 2023 and the source of funding, on the basis of financial statements, as certified by our Statutory and Peer Review Auditor, M/s. Singhi & Co, Chartered Accountants, vide their report dated 12th September, 2023 are provided in the table below. Further, in light of the incremental business requirements, our Company requires additional working capital for funding its working capital requirements in the Financial Year ending 31st March, 2024. On the basis of our existing working capital requirements and the projected working capital requirements, our Board pursuant to its resolution dated 16th August, 2023 has approved the business plan for the Financial Year ending 31st March, 2024 and 31st March, 2025 respectively and the proposed funding of such working capital requirements, The breakup of the working capital requirements year wise is given in the table below:

(Amount Rs. In Million)

Particulars	Financial Year ended 31st March, 2022 (Audited)	Financial Year ended 31st March, 2023 (Audited)	Financial Year ended 31st March, 2024 (Estimated)	Financial Year ended 31st March, 2025 (Estimated)
Current Assets				
Inventories	7,860.64	9,132.01	12151.90	13359.20
Trade Receivables	4,343.97	3,602.22	5477.60	6309.80
Other Current Assets (1)	1646.69	1835.12	2357.30	2602.90
Total Current Assets (A)	**13,851.30**	**14,569.35**	**19986.80**	**22271.90**
Current Liabilities				
Trade Payables	6,264.26	5,881.15	8008.10	8790.80
Other Current Liabilities(2)	1027.24	2245.89	2581.30	2609.00
Total Current Liabilities (B)	**7291.50**	**8127.04**	**10589.40**	**11399.80**
Net Working capital Requirement (A-B)	**6559.80**	**6442.31**	**9397.40**	**10872.10**
Incremental Working Capital	**-**	**(117.49)**	**2955.09**	**1474.70**
Funding Pattern				
Borrowings from bank (includes Buyers Credit)	3546.67	2921.34	5250.00	5250.00
Internal Accruals			Note-3	Note-3
Net proceeds from the Issue	-	-	Note-3	Note-3

Note: Pursuant to the certificate dated September 12, 2023 issued by the Statutory Auditor.

Note 1: Comprising of Cash and Cash Equivalents, Other Bank Balances, Other Financial Assets, Contract Assets and Other Current Assets;
Note 2: Comprising Other Financial Liabilities, Contract Liabilities, Other Current Liabilities, Provision, Lease liabilities and Current Tax Liabilities (Net);
Note3: Internal accruals and Net proceeds from the Issue are subject to the finalization of the Issue size.

Assumptions for Holding Levels

Particulars	Holding level for Fiscal 2022 (Audited)	Holding level for Fiscal 2023 (Audited)	Holding level for Fiscal 2024 (Estimated)	Holding level for Fiscal 2025 (Estimated)
Current Assets				
Trade Receivables	93	66	65	64
Inventories	168	168	143	136
Current Liabilities				
Trade Payables	134	108	94	89

Justification for Holding Period levels

The justifications for the holding levels mentioned in the table above are provided below:

Trade receivables	Our Company had achieved reduction in overall debtors/ trade receivable days to 66 days in the Fiscal 2023 against 93 days in Fiscal 2022. The trade receivables days are estimated to be 65 & 64 for the Fiscal 2024 & 2025 respectively.
Inventories	The Company had maintained inventory days of 168 in Fiscal 2022 and 168 for Fiscal 2023, The inventory days is estimated to be 143 & 136 for the Fiscal 2024 & 2025 respectively.
Trade Payables	The Company had maintained trade payable days of 134 in Fiscal 2022 and 108 days for Fiscal 2023. It is estimated to be 94 & 89 for the Fiscal 2024 & 2025 respectively.

Our Company proposes to utilize ₹[●] & ₹[●] out of the Net Proceeds in the Fiscal 2024 and Fiscal 2025 respectively towards our working capital requirements.

2. **General Corporate Purpose:**

We intend to deploy balance Net Proceeds aggregating upto ₹[●] Million towards general corporate purposes. The general corporate purposes for which our Company proposes to utilize includes, but is not restricted to, Strategic initiatives, Funding growth opportunities, investment in associates, entering into brand building exercises and strengthening our marketing capabilities, partnerships, tie-ups or contingencies in ordinary course of business which may not be foreseen or any other purposes as approved by our Board of Directors.

Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. However, not more than 25% of the Gross Proceeds of the Issue would be deployed for the General Corporate purposes.

3. **Estimated Issue Related Expenses**

The Issue related expenses consist of fees payable to the Lead Manager, Legal Advisors, statutory and processing fee to the SCSBs, Registrars to the Issue, advertising expenses and all other incidental and miscellaneous expenses for listing the Rights Equity Shares on the Stock Exchanges. Our Company will need approximately ₹[●] Million towards these expenses, a break-up of the same is as follows:

Sl. No.	Particulars	Estimated Expense	% of Total Expenses	As a % of Issue size#
1.	Fees payable to the intermediaries (including Lead Manager fees, Bankers to the Issue, Registrar to the Issue, Legal Advisor, Auditors fees, Registrar fees and other allied expenses)	[●]	[●]	[●]
2.	Expenses relating to statutory advertising, printing, marketing, distribution, stationery expenses and other shareholder outreach expenditure	[●]	[●]	[●]
3.	Regulatory fees, filing fees, listing fees, depository fees and other miscellaneous expenses and Stamp Duty	[●]	[●]	[●]
	Total estimated issue expenses*^#	**[●]**	**[●]**	**[●]**

**Subject to finalisation of Basis of Allotment. In case of any difference between the estimated Issue related expenses and actual expenses incurred, the shortfall or excess shall be adjusted with the amount allocated towards General Corporate Purposes. All Issue related expenses will be paid out of the Gross Proceeds received at the time of receipt of the subscription amount to the Rights Issue.*
^*Excluding taxes.*
#*Assuming full subscription.*

Bridge Financing Facilities
Our Company has not raised any bridge loan from any bank or financial institution as on the date of this Draft Letter of Offer, which are proposed to be repaid from the Net Proceeds.

Interim use of Net Proceeds
Our Company, in accordance with the policies established by our Board from time to time, will have the flexibility to deploy the Net Proceeds. Pending utilization for the purposes described above, our Company intends to temporarily deposit the funds in the scheduled commercial banks included in the second schedule of Reserve Bank of India Act, 1934 as may be approved by our Board of Directors or a duly constituted committee thereof. In accordance with the Companies Act, our Company confirms that pending utilization of the Net Proceeds towards the stated objects of the Issue, our Company shall not use/deploy the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

Monitoring of utilization of funds
We have appointed India Ratings and Research Private Limited, as the Monitoring Agency for the Issue. Our Board and the Monitoring Agency shall monitor the utilisation of the Net Proceeds and the Monitoring Agency shall submit a report to our Board as required under Regulation 82(4) of the SEBI ICDR Regulations and Regulation 32 of the SEBI Listing Regulations. The monitoring agency shall submit its report to the Board in the prescribed format on a quarterly basis, until (100%) hundred per cent of the proceeds of the issue actually raised have been utilised.

Pursuant to Regulation 82(4) of the SEBI ICDR Regulations and Regulation 32 of the SEBI Listing Regulations, our Company shall, within 45 days from the end of each quarter, publicly disseminate the report of the Monitoring Agency on our website as well as submit the same to the Stock Exchanges, including the statement indicating deviations, if any, in the use of proceeds from the objects stated above and details of category wise variations in the utilisation of the Net Proceeds from the objects of the Issue as stated above. Such statement of deviation shall be placed before the Audit Committee for review on an annual basis. Pursuant to the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee, the uses and applications of the Net Proceeds. The Audit Committee shall make recommendations to our Board for further action, if necessary.

Our Company will disclose the utilization of the Net Proceeds under an appropriate separate head along with details in our balance sheet(s) until such time as the Net Proceeds remain unutilized clearly specifying the purpose for which such Net Proceeds have been utilized. This information will also be published in newspapers simultaneously with the interim or annual financial results after review by the Audit Committee and its explanation in the director’s report.

We shall, on an annual basis, prepare a statement of funds utilised for purposes other than those stated in this Letter of Offer and place it before the Audit Committee. Such disclosure shall be made only until such time that all the Net Proceeds have been utilised in full. The statement shall be certified by the Statutory Auditors.

Appraising entity
None of the objects of this Issue, for which the Net Proceeds will be utilized, have been appraised.

Strategic or financial partners
There are no strategic or financial partners to the Objects of the Issue.

Interest of Promoters, Promoter Group and Directors, in the objects of the Issue.
Except in the ordinary course of business, no part of the proceeds of the Issue will be paid by our Company to our Promoter, our Promoter Group, our Directors or Key Managerial Personnel.

There are no material existing or anticipated transactions in relation to utilization of Net proceeds with our Promoters, our directors, our Associates and Key Managerial Personnel. Our Company does not require any material government and regulatory approvals in relation to the objects of the Issue.

STATEMENT OF SPECIAL TAX BENEFITS

To,
The Board of Directors
Skipper Limited,
3A, Loudon Street,
Kolkata – 700 017

Dear Sir/ Madam,

Statement of Special Tax Benefits available to Skipper Limited ("Company" or "Issuer") and the shareholders of the Company prepared in accordance with the requirement of Securities and Exchange board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended

1. This statement is prepared for the purpose of inclusion in the draft Letter of Offer of Skipper Limited (the "**Company**") for the proposed Rights Issue of equity shares. We hereby confirm the following Annexure A and B as prepared by the Management of the Company stating the special tax benefit available to the company and to its shareholders:

a) **Annexure 'A'**, prepared by the Company, provides the special tax benefits available to the Company and to the shareholders of the Company under the Income-tax Act, 1961 (the "**Act**") as amended by the Finance Act 2023, i.e. applicable for the Financial Year 2023-24 relevant to the assessment year 2024-25, presently in force in India as on the signing date.

b) **Annexure 'B'**, prepared by the Company, provides the special tax benefits available to the Company and to the shareholders of the Company under the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 and applicable goods and services tax legislations, as promulgated by various states, Union Territories Goods and Services Tax Act, 2017 ("**GST Act**"), the Customs Act, 1962 ("**Customs Act**") and the Customs Tariff Act, 1975 ("**Tariff Act**") (collectively referred to as "**Indirect Tax**") as amended by the Finance Act 2023, i.e. applicable for the Financial Year 2023-24, presently in force in India as on the signing date.

2. **Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Relevant Acts. Hence, the ability of the Company and/ or its shareholders to derive the tax benefits is dependent upon their fulfilling such conditions, which, based on business imperatives the Company faces in the future, the Company or its shareholders may or may not choose to fulfil. The benefits discussed in the enclosed Annexures are not exhaustive and the preparation of the contents stated in the Annexures is the responsibility of the Company's management. We are informed that these Annexures are only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed Rights issue of equity shares of the Company.**

3. **We do not express any opinion or provide any assurance as to whether:**
   a. the Company, or its shareholders will continue to obtain these benefits in future;
   b. the conditions prescribed for availing the benefits have been / would be met with; and
   c. the revenue authorities/courts will concur with the views expressed herein.

4. The contents of the enclosed Annexures are based on information, explanations and representations obtained from the Company and on the basis of their understanding of the business activities and operations of the Company. We have relied upon the information and documents of the Company with respect to the business activities and operations of the Company being true, correct and complete and have not audited or tested them. Our view, under no circumstances, is to be considered as an audit opinion under any regulation or law. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein.

5. The Certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of inclusion in the draft Letter of Offer and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing. Any subsequent amendment / modification to provisions of the applicable laws may have an impact on the views contained in our statement. While reasonable care has been taken in the preparation of this certificate, we accept no responsibility for any errors or omissions therein or for any loss sustained by any person who relies on it.

For Singhi & Co.
Chartered Accountants
Firm Registration No: 302049E
Sd/-
(Aditya Singhi)

Partner
Membership No. 305161
UDIN: 23305161BGXJIN3098

Place: Kolkata
Date: 12/09/2023

ANNEXURE 'A' TO THE STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND THE SHAREHOLDERS OF THE COMPANY UNDER THE APPLICABLE TAX LAWS IN INDIA

Outlined below are the special tax benefits available to the Company, and the shareholders of the Company under the Income-tax Act, 1961 ("**the Act**") as amended by the Finance Act 2023, i.e. applicable for the Financial Year 2023-24 relevant to the assessment year 2024-25, presently in force in India are as under.

I. Special tax benefits available to the Company:

a. As per section 115BAA of the Act, the Company has an option to pay income tax in respect of its total income at a concessional tax rate of 25.168% (including applicable surcharge and cess) subject to satisfaction of certain conditions with effect from Financial Year 2019-20 (i.e. Assessment Year 2020-21). Such option once exercised shall apply to subsequent assessment years. In such a case, the Company may not be allowed to claim any of the following deductions/exemptions:
   i. Deduction under the provisions of section 10AA (deduction for units in Special Economic Zone
   ii. Deduction under clause (iia) of sub-section (1) of section 32 (Additional depreciation)
   iii. Deduction under section 32AD or section 33AB or section 33ABA (Investment allowance in backward areas, Investment deposit account, site restoration fund)
   iv. Deduction under sub-clause (ii) or sub-clause (iia) or sub-clause (iii) of sub-section (1) or sub-section (2AA) or sub-section(2AB) of section 35 (Expenditure on scientific research)
   v. Deduction under section 35AD or section 35CCC (Deduction for specified business, agricultural extension project)
   vi. Deduction under section 35CCD (Expenditure on skill development)
   vii. Deduction under any provisions of Chapter VI-A other than the provisions of section 80JJAA or Section 80M
   viii. No set off of any loss carried forward or depreciation from any earlier assessment year, if such loss or depreciation is attributable to any of the deductions referred from clause i) to vii) above
   ix. No set off of any loss or allowance for unabsorbed depreciation deemed so under section 72A, if such loss or depreciation is attributable to any of the deductions referred from clause i) to vii) above

   Further, it was clarified by CBDT vide Circular No. 29/ 2019 dated 2 October 2019 that if the Company opts for concessional income tax rate under section 115BAA, the provisions of section 115JB regarding Minimum Alternate Tax (MAT) are not applicable. Further, such Company will not be entitled to claim tax credit relating to MAT.

   The Company has not opted for the provisions of section 115BAA of the Act for the Assessment Year 2023-2024.

   In case where a Company does not opt for the lower tax rate, the Company would be liable to pay tax @ 25%or 30% depending upon the prescribed turnover threshold (plus applicable surcharge and health and education cess) subject to Minimum Alternative Tax.

b. In accordance with and subject to the conditions specified under Section 80-IA of the Act, the company is eligible for hundred percent deduction of the profits derived from developing, operating and maintaining infrastructure facility where it has begun on or before March 31, 2017. The benefit period is ten consecutive assessment years out of twenty assessment years beginning from the year in which the eligible undertaking begins to operate the facility.

c. In accordance with the section 35 (1) (iv) of the Act, the company is eligible for 100% deduction pertaining to expenditure of a capital nature on scientific research related to its business.

II. Special tax benefits available to Shareholders:

There are no special tax benefits available to the shareholders for investing in the shares of the Company.

Notes:

a) The above Statement sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.
b) The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.

c) This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.
d) In respect of non-residents, the tax rates and consequent taxation will be further subject to any benefits available under the relevant DTAA, if any, between India and the country in which the non-resident has fiscal domicile.
e) No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

For Skipper Limited
Sd/-
Sajan Kumar Bansal
(Managing Director)

Date: 12/09/2023
Kolkata

ANNEXURE 'B' TO THE STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND THE SHAREHOLDERS OF THE COMPANY UNDER THE APPLICABLE TAX LAWS IN INDIA

Outlined below are the possible special tax benefits available to the Company and its shareholders under**The Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017** and applicable goods and services tax legislations, as promulgated by various states, Union Territories Goods and Services Tax Act, 2017 **("GST Act"), the Customs Act, 1962 ("Customs Act") and the Customs Tariff Act, 1975 ("Tariff Act") (collectively referred to as "Indirect Tax")** as amended by the Finance Act 2023, presently in force in India as on the signing date.

I. Special indirect tax benefits available to the Company

There are no special indirect tax benefits available to the Company.

II. Special indirect tax benefits available to the shareholders

There are no special indirect tax benefits applicable in the hands of shareholders for investing in the Equity Shares of the Company.

Notes:
a) The above statement is based upon the provisions of the specified Indirect tax laws, and judicial interpretation thereof prevailing in the country, as on the date of this Annexure.

b) The above statement covers only above-mentioned tax laws benefits and does not cover any income tax law benefits or benefit under any other law.

c) This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.

d) No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

For Skipper Limited
Sd/-
Sajan Kumar Bansal
(Managing Director)

Date: 12/09/2023
Kolkata

INDUSTRY OVERVIEW

The information in this section is extracted from publicly available information, data and statistics, various government publications and industry sources. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

*Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect and accordingly, investment decisions should not be based on such information. You should read the entire Draft Letter of Offer, including the information contained in the sections titled "**Risk Factors**" and "**Financial Information**" and related notes on page 19 and 91 respectively of this Draft Letter of Offer before deciding to invest in the Issue.*

Our Company caters to a diverse range of industries, including manufacturing of Transmission Towers, Telecom Towers, Poles, Polymer Pipes & Fittings, an overview of which has been given in "Our Business" section.

An overview of the sectors in which we operate and our products are generally supplied to is given below:

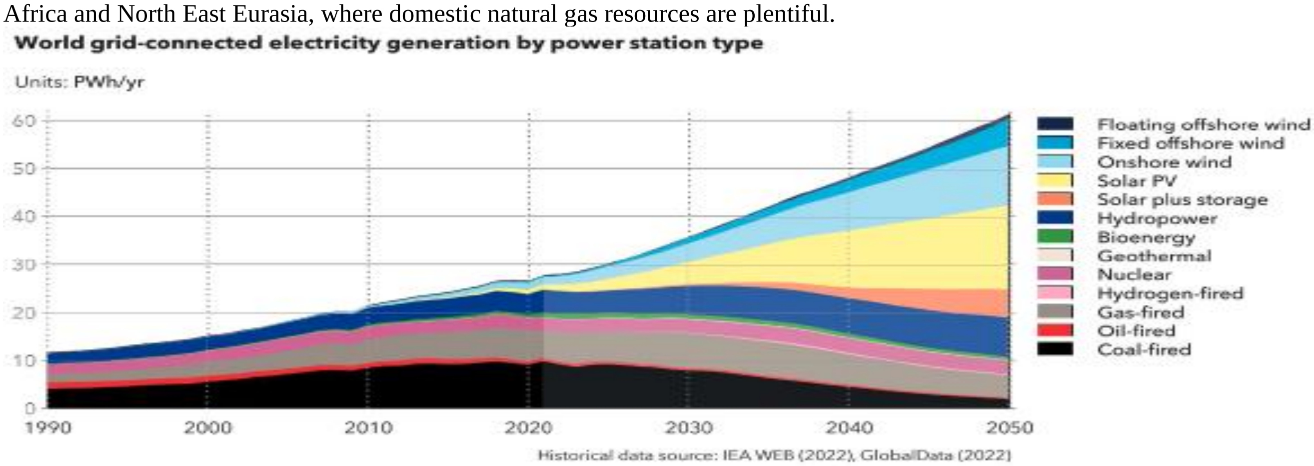
GLOBAL TRANSMISSION AND DISTRIBUTION INDUSTRY

The Transmission and Distribution (T&D) industry has seen strong growth in 2022, driven by factors such as rapid urbanisation and governments' increasing focus on renewable energy sources. As countries priorities the modernization of their energy grids by deploying high-voltage transmission, the market is set to witness unprecedented growth. This modernisation can enhance the reliability, resiliency, and efficiency of the grid system, and contribute to meeting low-carbon goals.

In 2022, the Asia-Pacific region emerged as the leader in the electric power generation, transmission and distribution market. This growth was driven by increasing demand for electricity in developing countries like China and India due to steady economic growth and industrialisation. The Middle East and Africa also witnessed significant growth in access to electricity, with the expansion of power grids to remote rural areas and improvements in the efficiency of grid networks. The grid network or the transmission and distribution is hugely dependent on the supply of electricity. The global electricity supply and demand and the grid network is elaborated herein below:

Electricity supply

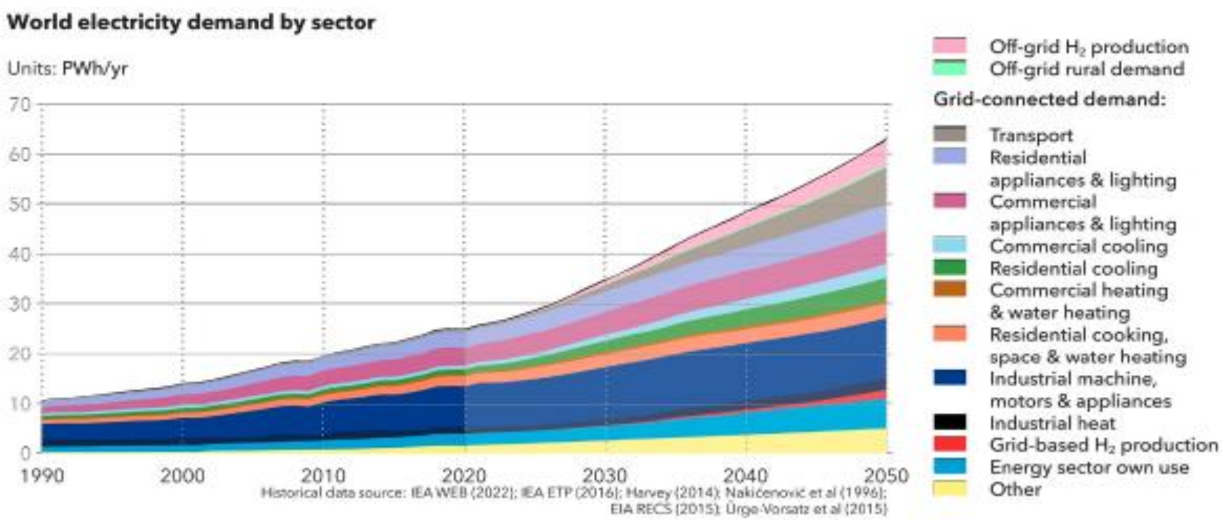
Global grid-connected electricity supply increases from 27 PWh per year in 2020 to 62 PWh per year by 2050. This signifies a 2.7% per year annual average growth in electricity generation. At present, the biggest share of the power generation in the world comes from coal-fired power plants (35%), as seen in Following Figure. This will shrink to just 4% by 2050 owing to decarbonization, pressure on financing of coal-fired power plants, and the declining costs for renewable electricity generation. The second-largest electricity generator in the world at present is the gas-fired power plant. Its current share of the electricity mix, 24%, will be maintained through to 2030, despite the short-term supply shock caused by Russia's invasion of Ukraine. From 2030, this share enters a period of steady decline to reach 8% by 2050. Because it is relatively cleaner than coal, we expect gas-fired power plants, primarily run with methane, to have a longer staying power. Such plants have a larger share in regions such as Middle East and North Africa and North East Eurasia, where domestic natural gas resources are plentiful.



The role of fossil-fuel powered power stations will be increasingly confined to providing flexibility and backup in power systems when variable renewable energy sources (VRES) are unavailable, especially through low-capital expenditure (CAPEX) gas-fired power stations. In 2050, fossil fuels will generate just 12% of power needs and nuclear 5%. By mid-century dispatchable power, under intense pressure to decarbonize, will still have a price-setting role, possibly not as pronounced as today, and will continue to play a pivotal role in the power system. We are likely therefore to see considerable attention being paid to maintaining fossil-fuel generation, despite its diminishing role in the electricity supply.

Electricity demand

World electricity demand grew 3% per year from the 1980s until 2020, as both a consequence and cause of economic growth. In 2020, global electricity demand, including off-grid rural demand was 27 PWh per year. We project demand to grow to 62 PWh per year by 2050. This is an average annual growth of 2% per year. In 2050, we expect electricity to make up 36% of the global energy demand. At present, electricity's share is 19% of final energy demand. Following figure shows the evolution of the global electricity demand by sector, and this includes off-grid rural demand and off-grid dedicated electrolyser power demand. It is evident that not all demand sectors have the same growth trajectories. Dedicated off-grid electrolyser demand does not exist to any significant degree today. But by 2050, it will comprise of 8% of the electricity demand. Similarly, transport only has a share of 2% at present, which burgeons to 12% by 2050, spurred on by electrification of passenger, and later, commercial transport.



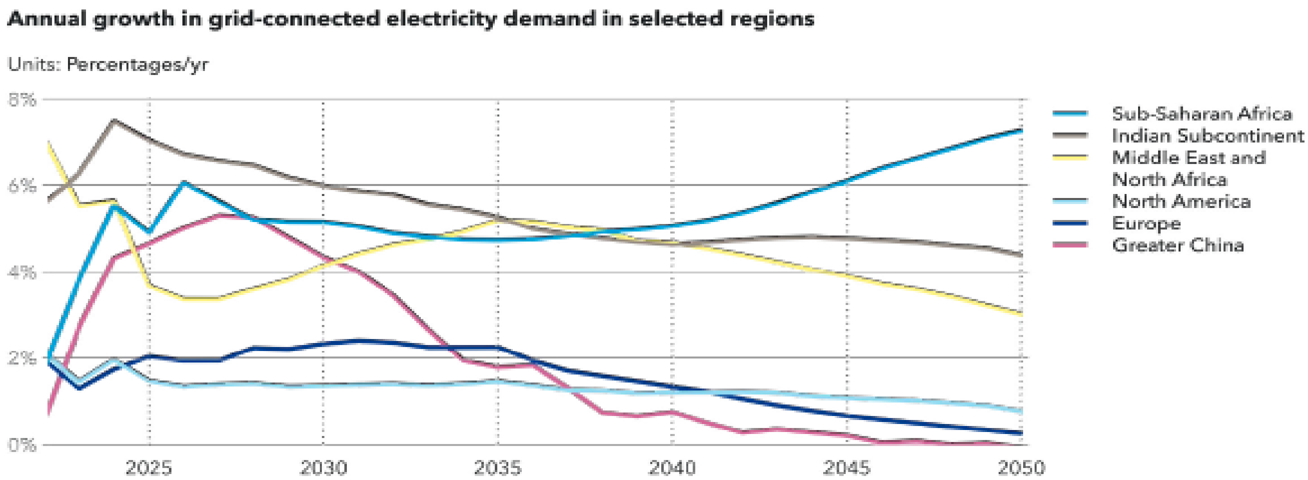
Contrastingly, the residential space and water heating and cooking segment had a share of 8% of electricity demand in 2020, which reduces to 5% by 2050. The electrification of cooking stoves, space and water heating lead to increasing electricity demand over the world for this segment and commercial space and water heating as well. But, this rate of absolute demand increase is lower than the growth other segments experience, which reduces their share of total electricity demand. The demand for this segment increases from 2 PWh per year in 2020 to 3 PWh per year by 2050.

Similarly, space cooling, both in residential and commercial buildings, which only contributes to a combined demand of 1.7 PWh per year today, will grow four-fold by 2050. An increase in the number of cooling degree days (Chapter 1: Buildings) in the world because of global warming, along with higher penetration of air-conditioners due to increasing prosperity in warmer regions, such as the Indian Subcontinent and South East Asia, are the reasons for this growth.

The electricity demand for appliances and lighting in both residential and commercial buildings almost doubles from now to 2050, mostly driven by the increased electrification in currently under-electrified regions such as the Indian Subcontinent and Sub-Saharan Africa. Most electricity in the manufacturing sector is used either as industrial heat or to run machines, motors and appliances. Of these two, machines, motors and appliances make up 33% of the total electricity demand, which is the single largest share among all demand segments. By 2050, energy efficiency in this demand segment, and growth in transport sector electricity demand ensures that its relative share reduces to 19%, despite its absolute demand increasing from 8 PWh per year in 2020 to 12 PWh per year.

Regional variation in electricity demand

Not all regions experience the same growth in electricity demand. In 2020, Greater China had the largest share of electricity demand (31%), followed by North America (19%) and Europe (13%). We foresee Greater China remaining the region with the largest electricity demand in 2050, but its share will reduce to 26%. Furthermore, we project the Indian Subcontinent overtaking both North America and Europe and having the second largest electricity demand in 2050, with a regional share of 15% of the global demand. Given that the Indian Subcontinent will remain the most populous region in 2050, and with increasing GDP per capita, it is not surprising that it overtakes North America and Europe in terms of electricity demand, given that it has lower electrification rates compared with higher-income regions. It is instructive to investigate how growth of electricity demand will vary over time in the different regions. Following figure shows these variations for six selected regions.



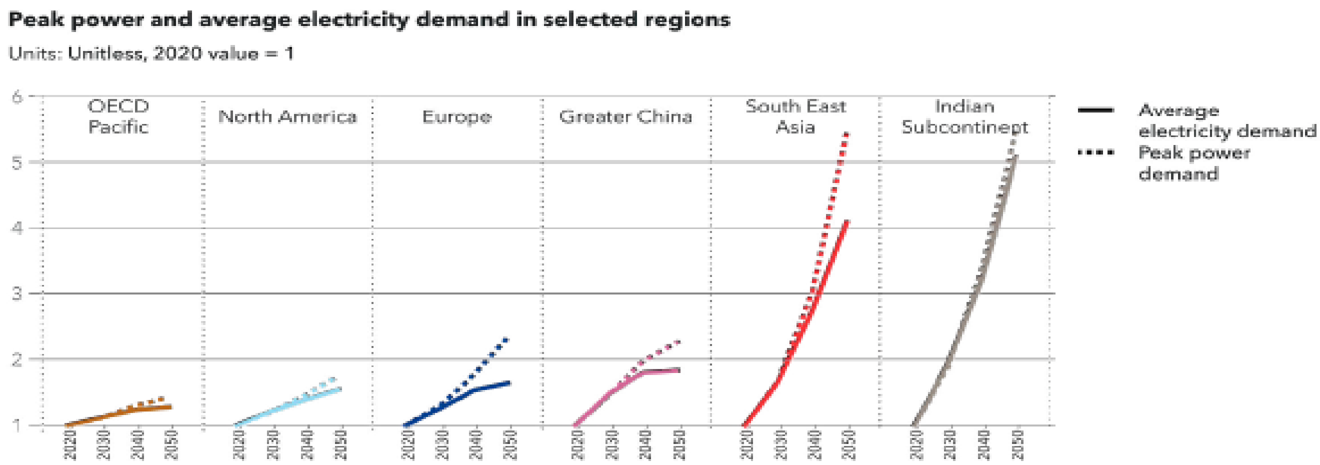
The growth rate is calculated and presented for each year relative to the previous year. In the short term, we expect the Indian Subcontinent and Sub-Saharan Africa to have the highest growth rates; 7.5% in 2024 and 6% in 2026, respectively. As discussed before, both these regions have low electrification rates in almost all the key demand sectors today, and as such we foresee massive electrification drives in the regions leading to very high demand growth in the short term. Interestingly, while the growth rate of the Indian Subcontinent reduces after 2026, Sub-Saharan Africa's demand growth rate continues to increase into the 2030s and 2040s. Given the potential for economic growth, and the projected population increase, Sub-Saharan Africa will have the highest growth in electricity demand globally. This signifies the enormous potential the region has to invest in renewables, and in electrifying much of its demand segments.

Unlike the Indian Subcontinent and Sub-Saharan Africa, North America and Europe have stable and near-constant growth rates of about 2% year on year owing to already high electrification rates, and comparatively low economic growth. On the other hand, the growth of new demand segments such as transport and grid-connected electrolyser demand, ensure that their growth rates do not reach zero, even by mid-century. We foresee Greater China's very high growth rate (5.3% in 2027) reducing in the 2030s. This is to be expected given the expected stabilization of China's population and economy and front-loading of vehicle electrification today. By 2050, almost all of China's vehicle fleet will be EVs, with relatively little electrification in transport in the late 2040s. Furthermore, unlike North America and Europe, Greater China will not prioritize grid-connected electrolysers, which otherwise could be responsible for the later uplift demand. Due to these reasons, we expect electricity demand growth in Greater China to reach zero by mid-century. In the Middle East and North Africa region, we see rapid electrification in buildings, thanks to higher penetration of space cooling spurred on by increasing GDP per capita. This leads to the increasing growth rate of electricity demand in the 2030s.

Power demand

In this Outlook, peak power demand is the highest electricity demand of each region over a given year on an hourly basis. Peak power demand increases year on year for all regions in our forecast, except for North East Eurasia in the short term. That region's two major economies are Russia and Ukraine, and due to the Ukraine war, we project a reduction in peak power demand. World total peak power demand was 3.9 TWh per hour in 2020, and this increases to 10 TWh per hour by 2050, a 3.1% per year average growth. This average growth is higher than that of the electricity demand growth.

This has implications not only for the power generators, but also for the physical transmission and distribution grid in the regions. The grid infrastructure needs to be designed and capable of transporting this peak power at instantaneous speeds from the power generators to consumers, which means strengthening and expansion of the transmission and distribution grids, even in regions which are at 100% electrification today. Following Figure shows how peak power demand and average electricity demand is expected to evolve in selected regions for 2030, 2040 and 2050, relative to each region's 2020 peak power and average electricity demand.



The largest growth in peak power demand is expected in the Indian Subcontinent and South East Asia, due to high rates of electrification in buildings, manufacturing and transport. By comparison, regions such as North America and OECD Pacific have lower rates of growth. In all the regions, the growth in peak power demand is higher than the growth in average electricity demand. We project that as regions consume more and more electricity, their peak power demand will also rise, at a proportion higher than the growth in average electricity demand.

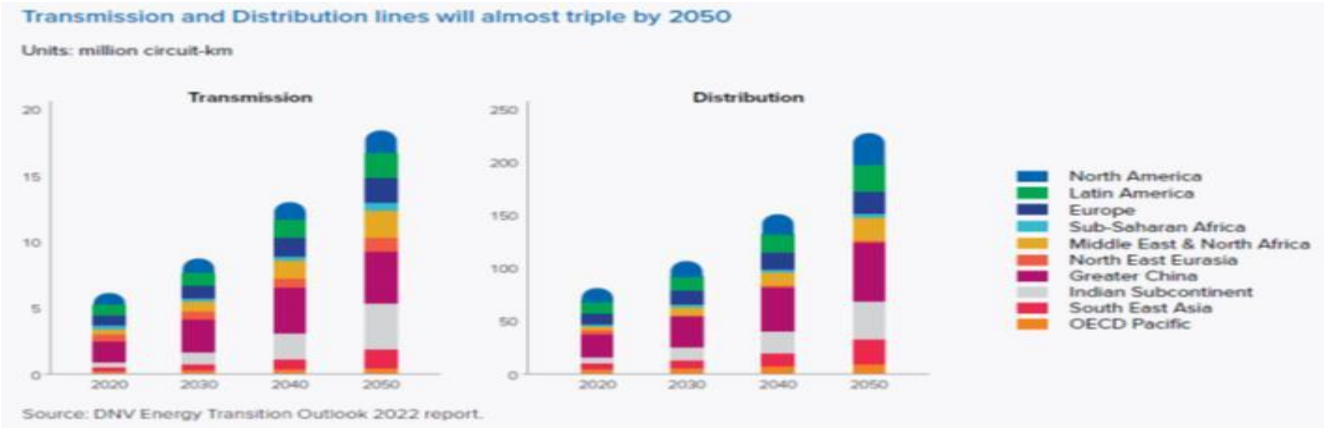
GRID

A great deal of attention, investment, and policy is rightly focused on clean energy generation and decarbonization of industry. But the role of power grids is sometimes under-appreciated and misunderstood, which could ultimately contribute to the failure of an expedient energy transition — one fast enough to support the goals of the Paris Agreement. *Future Proofing our Power Grids: Making mass electrification possible* is part of DNV's Industry Insights series. It is based on research with over 400 industry leaders involved in the transmission and distribution sector as well as nine in-depth interviews with senior figures from Ofgem, The World Bank, Alliander, E.ON, Enel, Eurelectric, Stratkraft, Siemens, and Strategen. The report explores power grids' readiness to support the demands of the energy transition and highlights challenges involved in transforming the grid to suit a new energy mix, as the sector embarks on fundamental, structural change to revolutionize a system — rapidly — that must keep functioning, reliably, all day, every day.

Physical infrastructure

More grid connections will be needed as the global grid-connected electricity demand will grow by 2.7% per year from 2020 to 2050. As the below Figure shows, world transmission lines will increase from just over 6 million circuit-kilometres in 2020 to almost 18.5 million by 2050. The fastest progress will occur in regions with relatively weaker infrastructure: the Indian Subcontinent, Sub-Saharan Africa, and South East Asia. In terms of volume, the Indian Subcontinent and Greater China will be the regions with the longest new lines, with 40% of all new transmission lines installed in these two regions. Although it could be argued that distributed renewables remove the need for centralized electricity systems, our modelling highlights that transmission infrastructure does not become obsolete in transitioning to a more-decentralized grid despite a shift towards distribution lines, as power plants become smaller.

Further, to accelerate the electrification, more grid connections will be needed. Investment in world grid would reach levels of US$ 500 billion per year in 2030s and growing up to US$ 1 trillion per year by 2050s from the 2022 levels of US$ 274 billion per year, according to DNV Energy Transition report. The growth in the grid investments would be driven by accelerating integration of renewables, grid modernisation to improve resilience and reliability and digital transformation.

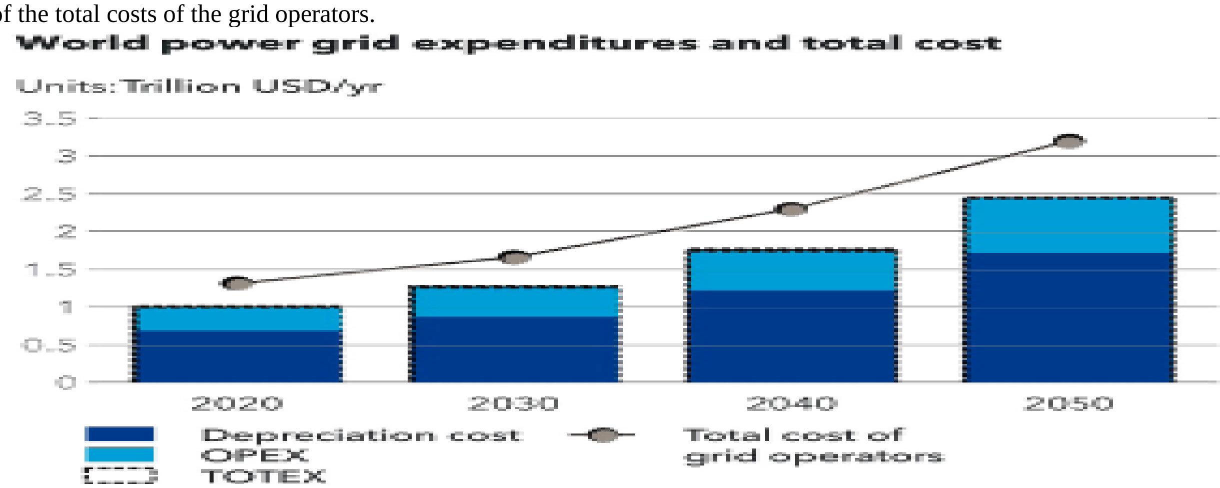


As per the DNV Energy Transition Report, it is forecasted that world transmission lines will increase from ~6 million ckm in 2020 to almost 18.5 million ckm by 2050. Distribution lines will almost triple from 2020 to 2050, reaching about 230 million ckm globally, from 80 million ckm. Modern societies require the highest reliability level from their electrical infrastructure, and this can be provided by a greater number of more-widely distributed elements connected via a strong backbone. Furthermore, while the electricity demand grows 2.7% per year, peak power demand grows at a slightly higher rate of 3.1% per year, which has a direct impact on the growth of physical grid infrastructure, which needs to be able to handle the high power and ensuing congestion. This is another reason why the transmission grid will expand more rapidly than the rate of the electricity demand growth. A development we project is the more widespread use of high-voltage direct current (HVDC) lines in the transmission grid in the future. HVDC lines make up only 1% of the transmission grid in terms of circuit-kilometres at present. This will increase to 5% by 2050. But, in terms of power capacity, they will have a share of 20% in the transmission grid, by 2050.

Distribution lines will almost triple from 2020 to 2050, reaching about 230 million circuit-kilometres globally, from 80 million circuit-kilometres. As the percentage of VRES grows significantly, integration of renewables and grid modernization will have to work hand-in-hand to achieve the reliable grids needed for modern societies and successful economies. Modernization of the grid will involve: reinforcement or upgrade of transmission and distribution systems, investments in international interconnections, implementing decentralized energy data and information processes, installing advanced grid features (smart meters, sensors, remote controls), changing processes and business models, establishing more flexible energy markets, undergoing regulatory review, and modernizing system operations.

Investment in transmission and distribution infrastructure:

Although total grid investments were at around USD 270 billion per year in 2020, post-COVID recovery and expansion of renewable power will ensure a steady increase in grid investments, reaching levels of USD 500 billion per year in the 2030s, and growing up to USD 1 trillion per year by 2050. The continued growth in grid investments shown in Figure 2.9 is driven by actions from grid operators accelerating renewables integration, grid modernization to improve resilience and reliability, and digital transformation. Grid investments are typically reflected to consumers over years. As global power grids steadily expand, the annualized depreciation cost of past investments is higher than the investment expenditures (Following Figure). We estimate global transmission and distribution depreciation costs to be about USD 700 billion per year. The operating expenditures (OPEX) add another USD 310 billion to the bill, bringing the total expenditures (TOTEX) to USD 1 trillion in 2020. This rises to about 3 trillion by 2050. The total cost of grid operators includes additional costs, such as tax, levies, dividends, profits, and interest rates. These make up about 30% of the total costs of the grid operators.



Investments are not only for grid expansion; some 15% of grid investment today goes into digital infrastructure, to address the complexity of a more decentralized power system and to support decision making in asset management and operations. Investments in digital tools will expand to enable collection of data and information from the grid and feed these to core processes. These tools include: advanced analytical algorithms enhanced with machine learning to translate data from various sources into validated information about market processes, asset conditions, and decision-support functions; IT infrastructure to store and manage data for authorization and data quality; standardized and secure data-communication infrastructure to transfer market and field data, enabling connectivity and interoperability; and sensor arrays, collecting asset data to be utilized by a digitally enabled workforce. This digital ecosystem enables the operation of equipment closer to physical limits, and for optimizing maintenance and replacement plans, as well as integrating distributed energy resources.

By allocating total cost of grid operators to the total electricity consumption, the grid charges in the end users' electricity bills can be estimated. The world average for the unit grid charges has been around USD 60/MWh for the last two decades; we forecast this number to be stable in the USD 63-70/MWh band in the future. Regionally, the picture will vary. In Europe and North America, where strong renewable growth is not accompanied by equally strong growth in electricity demand, unit grid charges will rise and constitute a larger portion of the electricity bill. In Europe, grid charges will rise from about USD 75/MWh in 2020 to USD 90/MWh by 2050, while in North America it will reach USD 75/MWh by 2050. In both these regions, grid charges constitute about 25% of the residential electricity price at present and will increase its share to about 40% by 2050.

Source*: DNV Energy Transition Outlook 2022*

Indian Overview

The Transmission System in the country has been continuously strengthened with addition of transmission lines and interregional capacity as under:

Period	Addition in Transmission line (ckm)	Addition in Transformation capacity (MVA)
FY 2014-15	22,101	65,554
FY 2015-16	28,114	62,849
FY 2016-17	26,300	81,816
FY 2017-18	23,119	86,193
FY 2018-19	22,437	72,705
FY 2019-20	11,664	68,230
FY 2020-21	16,750	57,575
FY 2021-22	14,895	78,982
FY 2022-23 (Till Dec 2022)	8,079	47,272
Total	**1,73,459**	**6,21,176**

Major Projects commissioned in FY 2022-23

i. TBCB transmission project namely "Transmission System for providing connectivity to RE projects at Bhuj-II (2000 MW) in Gujarat" with an estimated cost of Rs. 645 Crores has been completed by Powergrid Bhuj Transmission Ltd in November 2022.

ii. TBCB transmission project namely "Transmission System for Western Region Strengthening Scheme – 21 (WRSS – 21) Part – A – Transmission System Strengthening for Relieving Over Loadings Observed in Gujarat Intra-State System Due to Re-injections in Bhuj PS" with an estimated cost of Rs 1090 Crores has been completed by WRSS XXI(A) Transco Limited (A subsidiary of Adani Transmission Limited) in October 2022

iii. TBCB transmission project namely "765 kV System Strengthening Scheme in Eastern Region. ERSSXVIII", with an estimated cost of Rs. 3,994 Crores has been commissioned by PGCIL in August 2022

iv. Creation of 400/220 kV S/S in NCT of Delhi during 12th Plan Period (Part-A):

   a. LILO of 1 ckt of 400 kV D/c Bamnauli – Jhatikara line at Dwarka (commissioned by PGCIL in February 2022) along with 3x500 MVA 400/220kV ICT (commissioned by PGCIL in March 2022) .

   b. LILO of both ckt of 400 kV D/c Bawana – Mandola line at Maharanibagh commissioned by PGCIL in March 2022.

v. 400 kV D/c Jeerat-Subhashgram transmission line commissioned by PGCIL in August 2022. With this all the elements of POWERGRID Medinipur- Jeerat Transmission Limited (PMJTL) have been completed in August 2022.

vi. LILO of 400 kV D/c Kishanganj-Darbhanga line at Saharsa substation commissioned by PGCIL in April 2022.

Transmission Planning for 500 GW of non-fossil fuel by 2030

Continuing to take leadership role in climate change adaption, our Hon'ble Prime Minister of India, in the COP-26 Summit at Glasgow in November 2021, announced that India will bring its non-fossil energy capacity to 500 GW by 2030.

India is moving towards clean energy sources and plans to integrate non-fossil fuel-based power generation capacity to the extent of 50% in the installed capacity mix by 2030. The installed electricity generating capacity in the country as on 31st December, 2022, was 410 GW comprising of 174 GW from non-fossil fuel sources, which is about 42% of the total installed electricity generating capacity.

The planned additional transmission system under ISTS for integration of about 537 GW of RE generation capacity by the year 2030 includes 8120 ckm of HVDC Transmission corridors (+800 kV and +350 kV), 25,960 ckm of 765 kV lines, 15,758 ckm of 400 kV lines and 1,052 ckm of 220 kV cables at an estimated cost of Rs 2.44 lakh crores.

The "Transmission System for Integration of over 500 GW RE Capacity by 2030" has been prepared by a committee headed by CEA. The plan was launched by Hon'ble Union Minister for Power and NRE on 07.12.2022. The plan will provide visibility to the Renewable Energy Developers about the potential generation sites and scale of investment opportunity. Further, it will also provide the Transmission Service Providers the vision of growth opportunity available in the transmission sector along with investment opportunities of about Rs 2.44 lakh crores.

Steps taken for integration of Renewable energy

To facilitate integration of Renewable Energy capacity, following initiatives have been taken:

1. **Establishment of Green Energy Corridors (GEC) and Renewable Energy Management Centres (REMCs)**

   To facilitate integration of large-scale envisaged renewable generation capacity addition in RE resource rich states viz. Rajasthan, Gujarat, Tamil Nadu, Maharashtra, Karnataka, Andhra Pradesh, Himachal Pradesh and Madhya Pradesh, a comprehensive plan comprising transmission as well as control infrastructure was identified as a part of "Green Energy Corridors".

   It includes strengthening of Transmission infrastructure at Intra-state and Inter-state level for integration of RE sources to the grid, control infrastructure i.e., Renewable Energy Management Centers (REMC) comprising of forecasting and scheduling of renewable generation to address intermittency and invariability of RE capacity at SLDC/RLDC/ NLDC level.

   Inter State Transmission System (ISTS) has been implemented by POWERGRID comprising about 3200 ckm high-capacity lines and 6 nos. of substations (765/400/220kV- 1nos, 765/400kV-4 nos, 400/230kV- 1no.) with transformation capacity of about 17,000 MVA. The Inter State Transmission Scheme has been commissioned. Intra State Transmission system is being implemented by the respective State Transmission Utilities (STUs).

   13 nos. of REMCs/EMC comprising RE forecasting & RE scheduling systems, integrated with existing SCADA collocated at SLDC/RLDC/NLDC [Tamil Nadu, Andhra Pradesh, Karnataka, Gujarat, Maharashtra, Madhya Pradesh & Rajasthan, Telangana, South Andaman, SRLDC, WRLDC & NRLDC & NLDC] have been commissioned by POWERGRID.

2. **Implementation of Transmission scheme for Ultra Mega Solar Power Parks**

   A comprehensive transmission scheme for evacuation of about 20,000 MW envisaged ultra mega solar power parks has been evolved. Transmission system for seven (7) solar parks (about 6500 MW) viz. Ananthapur (1500 MW), Pavagada (2050 MW), Rewa (750 MW), Bhadla-III (500 MW), Bhadla-IV (250 MW), Essel (750 MW), Banaskantha (700MW) has been implemented by POWERGRID. It comprises about 1,870 ckm transmission lines and 5 pooling stations with transformation capacity of about 13,500 MVA.

3. **Transmission Scheme for Potential Renewable Energy Zones (REZs)**

   MNRE/SECI had identified potential wind/solar energy zones of 66.5 GWs in various RE rich states. Details are as below:

State	Type	2023-2024	Total (GW)
	Wind (GW)	Solar (GW)	
Rajasthan	-	20	20
Gujarat	06	10	16
Maharashtra	02	05	07
Madhya Pradesh	-	05	05
Karnataka	2.50	05	7.50
Andhra Pradesh	03	05	08

Tamil Nadu	03	-	03
Total	16.50	50	66.50

A comprehensive transmission scheme has been evolved to integrate above potential REZs and the same is being implemented in a phased manner. In addition, transmission system for about 55GW REZ (beyond 66.5GW REZ) (including 13GW at Ladakh) has also been planned which is under various stages of implementation / approval.

4. **Transmission System for evacuation of power from Ladakh (13 GW: 9GW Solar & 4GW Wind):**

During his speech on August 15, 2020, the Hon'ble Prime Minister announced a project for setting up of 7,500 MW solar parks in Ladakh. Taking this forward, the Ministry of New and Renewable Energy (MNRE) has decided to set up RE projects (solar & wind power) of total 10,000 MW capacity in Ladakh. The Ladakh region is a cold desert with abundant land availability and solar irradiation (one of the highest in the country). Upon MNRE's request, the UT Administration of Ladakh has identified the land for the RE projects. The transmission infrastructure for evacuating power from the large scale RE power project will be required to be constructed. Upon the directions of Ministry of Power (MoP), POWERGRID prepared a Detailed Project Report (DPR) for power evacuation and grid integration of the proposed RE projects in Ladakh. The transmission plan has been drawn up.

An interconnection has been planned from Pang RE project (in Leh) with existing Ladakh grid so as to ensure reliable power supply to the Ladakh region as well as Jammu & Kashmir. In view of the complex terrain and adverse climatic conditions, state-of-the-art Voltage Source Convertor (VSC) based High Voltage Direct Current (HVDC) system and Extra High Voltage Alternating Current (EHVAC) system are proposed to be set up under the scheme.

The total estimated cost of transmission project is Rs. 20,773.70 crores (excluding IDC). The transmission system will be implemented over a period of approx. 5 years, due to extreme climatic conditions & limited working time in Ladakh. Central Government is considering a proposal to provide central grant amounting to 40% of the project cost to reduce the burden of transmission charges on the user of this RE power.

5. **Transmission System for evacuation of power from 181.5GW potential Renewable Energy Zones**

MNRE/SECI has identified 181.5GW potential Renewable Energy Zones in 8 states with various Hybrid & Solar locations planned as below:

Sl. No.	State / UTs	Wind	Solar	Total	Remarks
1.	Rajasthan	15	60	75	45 GW in GIB Zone
2.	Andhra Pradesh	18	33	51	-
3.	Karnataka	08	09	17	-
4.	Tamil Nadu	05	-	05	Off shore wind
5.	Telangana	03	10	13	-
6.	Madhya Pradesh	02	06	08	-
7.	Gujarat	05	-	05	Off shore wind
8.	Maharashtra	02	5.50	7.50	-
	Total	**58**	**123.50**	**181.50**	

Committee on Transmission Planning for 500 GW non-fossil capacity by 2030 was constituted for planning the associated system and a report has been published in December 2022 with details of planned transmission system.

6. **Transmission System for evacuation of power from 10GW Offshore wind in Gujarat and Tamil Nadu**

Govt. of India on June 09, 2022 vide Public Notice has informed following with respect to Offshore wind in Gujarat and Tamil Nadu:

- Bids equivalent to a project capacity of 4.0 GW per year for a period of three years starting with the current Financial Year 2022-2023 for development off the coast of Tamil Nadu and Gujarat for sale of power through open access/ captive/ bi-lateral third-party sale / merchant sale.

- Subsequently a project capacity of 5 GW will be bid out every year for a period of five years i.e., up till Financial Year 2029-2030.

In the first phase, 5 GW Offshore wind potential each at Gujarat (CUF - 37%) and Tamil Nadu (CUF - 48%) has been prioritized for implementation. The transmission system for integration of 5 GW Offshore wind potential each at Gujarat and Tamil Nadu has already been identified as part of 500GW Report published by CEA. 220kV / 230kV Submarine cables have been planned for integration of Offshore.

DISTRIBUTION

The finances of most of the distribution companies (DISCOMs) in the country have been under stress for some time. The outbreak of the global pandemic COVID-19 in the country and the consequent nationwide lockdown exacerbated the liquidity problems for the power sector further as revenues of the power distribution companies nosedived as people were unable to pay for the electricity consumed while power supply, being an essential service, had been maintained.

To alleviate the immediate problems in the sector, under the Aatma Nirbhar Bharat announcements, the Government announced a liquidity infusion package for the power sector under which the DISCOMs were able to discharge their dues to the CPSU Gencos & Transcos; IPPs, and RE Gencos by availing concessional loans from PFC and REC against State guarantees.

Under the Aatma Nirbhar Bharat liquidity infusion package, the Ministry of Power issued guidelines to the States for availing the benefits of concessional loans from PFC and REC on 14th May, 2020. PFC and REC have advised their loan scheme to States on 16th May, 2020.

Against the Liquidity Infusion package, Rs.1.33 Lakh Cr worth of loans have been sanctioned and Rs. 1,12,456 Cr has already been disbursed/ released till 02-01-2023.

While there are no financial implications to the Government of India arising out of this scheme, it allowed uninterrupted supply of power, thereby minimizing the negative impact of COVID.

Revamped Distribution Sector Scheme:

The Government of India launched the Revamped Distribution Sector Scheme (RDSS) to help DISCOMs improve their operational efficiencies and financial sustainability by providing result-linked Financial assistance to DISCOMs to strengthen supply infrastructure based on meeting prequalifying criteria and achieving basic minimum benchmarks. RDSS has an outlay of Rs. 3.04 lakh crores over 5 years i.e., Financial Year 2021-2022 to Financial Year 2025-2026. The outlay includes an estimated Government Budgetary Support (GBS) of INR 0.98 lakh Crore.

The main objectives of RDSS are:

- Reduction of AT&C losses to pan-India levels of 12-15% by FY 2024-25.
- Reduction of ACS-ARR gap to zero by FY 2024-25.
- Improvement in the quality, reliability, and a_ affordability of power supply to consumers through a financially sustainable and operationally efficient distribution sector.
- The scheme shall provide funds for loss reduction works; system strengthing and modernisation. The scheme also provide assistance for prepaid Smart metering for consumers, system metering at feeder and DT level with communicating feature along with associated Advanced Metering Infrastructure (AMI) to be implemented under TOTEX mode (Total expenditure includes both capital and operational expenditure). With smart meters, utilities will be able to better manage their cash flows. Data gathered as part of the two-way communication in a smart metering solution will help utilities to improve their load forecasting, which will help them in optimizing their power procurement thereby reducing the cost of power supply. The direct impact of this feature will be on reducing the ACS-ARR gap and AT&C losses of the DISCOMs.

Loss Reduction works majorly includes replacement of bare conductor with AB cable, HVDS systems, feeder bifurcation etc. Similarly, system strengthening includes creation of new substations, feeders, upgradation of transformation capacity, cables etc. Modernization includes SCADA, DMS, IT/OT, ERP, GIS enabled applications, ADMS etc. to make distributions systems smarter.

A detailed Result Evaluation Framework (REF) under RDSS shall monitor participating DISCOM's progress vis a vis their action plan. The disbursement of grant under RDSS will be linked to meeting pre-qualifying criteria stipulated under the scheme and the score achieved in REF.

To monitor the progress and implementation of the scheme, an inter-ministerial monitoring committee has been constituted under the chairmanship of Secretary (Power). So far, Sixteen (16) meetings of the Monitoring Committee of RDSS have been convened, wherein, Action Plans and DPRs of 46 Discoms (28 States/UTs) have been approved.

Source: Annual report of Ministry of Power available at https://powermin.gov.in/en/content/annual-reports-year-wise-ministry

TELECOMMUNICATIONS

INTRODUCTION

Currently, India is the world's second-largest telecommunications market with a subscriber base of 1,170.75 million in January 2023 and has registered strong growth in the last decade. The Indian mobile economy is growing rapidly and will contribute substantially to India's Gross Domestic Product (GDP) according to a report prepared by GSM Association (GSMA) in collaboration with Boston Consulting Group (BCG). In 2019, India surpassed the US to become the second-largest market in terms of the number of app downloads.

The liberal and reformist policies of the Government of India have been instrumental along with strong consumer demand in the rapid growth of the Indian telecom sector. The Government has enabled easy market access to telecom equipment and a fair and proactive regulatory framework, that has ensured the availability of telecom services to consumers at affordable prices. The deregulation of Foreign Direct Investment (FDI) norms has made the sector one of the fastest-growing and the top five employment opportunity generator in the country.

GROWTH DRIVERS FOR THE INDIAN TELECOM SECTOR

MARKET SIZE

India is the world's second-largest telecommunications market. The total subscriber base, wireless subscriptions as well as wired broadband subscriptions have grown consistently Tele-density stood at 84.51%, as of March 2023, total broadband subscriptions grew to 846.57 million until March 2023.
The total number of internet subscribers reached 865.90 million in October-December 2022. The wireless segment accounted for 96.25% (i.e., 833.49 million) of the total telephone subscriptions In December 2022.

Over the next five years, rise in mobile-phone penetration and decline in data costs will add 500 million new internet users in India, creating opportunities for new businesses.

GOVERNMENT INITIATIVES

The government has fast tracked reforms in the telecom sector and continues to be proactive steps in policy front for the overall growth and benefit of the sector, some of the key initiatives are as follows

1. The year gone by saw an important development in the telecom sector in the form of the launch of a centralized portal 'Gati Shakti Sanchar' to facilitate 'Right of Way' ("RoW") permissions and approvals. The portal has eased the right of way application process through a single window, and allows real-time tracking of applications, which is expected to enhance transparency of the entire process. With 5G rollouts in full swing, this significantly eases the site acquisition process and leads to a much faster creation of 5G infrastructure in the country.

2. Right of Way (RoW) changes: Under the notified Right of Way (Amendment) Rules, 2022, street furniture can be used to deploy small cells at a nominal cost. The ability to use street furniture is important from 5G perspective, as telecom infrastructure needed to facilitate 5G would be in the form of much leaner structures and in large quantity. As per RoW (Amendment) Rules, 2022, licensees can deploy telecom infrastructure over any private property and shall not require any approval from the concerned authority but shall submit an intimation prior to commencement of such establishment. The Government is also working with cross sectors i.e., National Highways Authority of India (NHAI), Ministry of Road Transport and Highways (MoRTH), Indian Railways to align their RoW policy with central notified policy for faster utilization of land

and building available with them. Indian Railways have amended their policy and allowed IP1 infrastructure players to deploy telecom infrastructure on their land/property.

OUTLOOK

The telecom tower industry continues to be a pivotal force in aiding the connectivity revolution. India boasted 400,000 telecom towers in 2015. Between 2007 and 2020, the number of towers grew to over double at a CAGR of 7.1% to reach a total of 636,300 with around 2,254,658 total BTS and currently stands at 7,02,641 according to DoT. As data consumption grows and the imminent launch of 5G technology takes center stage, the next decade holds exciting new prospects for infrastructure providers. New opportunities arise for tower companies shifting their attention from a macro tower focused business, towards new business models hinged on fiber, Wi-Fi, Data Centers, smart cities, small cells and beyond. The department is also actively pursuing the development of 6G technology and has created a sixth-generation innovation group. Additionally, the government's emphasis on installing 8 lakh mobile towers by 2025 is expected to further boost the growth of the industry.
(Source: India Brand Equity Foundation (IBEF): https://www.ibef.org/industry/telecommunications).

The Digital Communications Commission has approved the following:

i. The proposal for providing Comprehensive 4G mobile coverage in remaining Uncovered Villages in the country on nomination basis to BSNL through USOF as under:

   a) Submitting the case for approval of the Cabinet for Provisioning of 4G mobile services to 24,680 uncovered villages across the country by installing 16,464 4G mobile towers at an estimated cost of Rs 17,664 Crores. (CAPEX + OPEX for 5 years) (excluding taxes and levies) to be funded by Universal Service Obligation Fund on cost plus with 10% as administrative charges.

   b) For provision of coverage to 4,936 additional villages as 20% extra villages for rehabilitated villages, dropout from existing contracts due to RoW, weather or other local conditions, new settlements, inability by TSPs to fulfill promised coverage, withdrawal of services by existing operators etc., additional approval of Rs. 3,496 Crore is granted.

   c) The work shall be awarded on nomination basis to BSNL. The ownership of Asset created under this project will be with BSNL and the timeline/rollout for the implementation for the project will be 24 months.

ii. The proposal regarding provision of 4G mobile coverage at Border Out Posts (BOPs) of various Border Guard Forces (BGFs) and Border Intelligence Posts (BIPs) of Intelligence Bureau (IB) as under with timeline for implementation of the project shall be 18 months:

   a) Submitting the case for approval of Cabinet for provision of 4G based mobile services at 1117 locations of Border Out Posts (BOPs) of various Border Guard Forces (BGFs) and Border Intelligence Posts (BIPs) of Intelligence Bureau (IB) on nomination basis to BSNL. The ownership of the assets created under the project will be with BSNL.

   b) Estimated cost of Rs. 1545.660 Cr [CAPEX Rs. 600.076 Cr + OPEX Rs. 945.584 Cr. For 5 years (including Rs 447.630 Cr for VSAT bandwidth @ 8 Mbps for 5 years)], excluding taxes. OPEX to be borne by DoBM, MHA.

   c) Overall variation of 20% for Rs 309.132 Cr in estimate for additional BOPs/BIPs locations.

To give a fillip to '*Atmanirbhar Bharat'*, ITI has ventured into the manufacturing of 4G RAN equipment with homegrown technologies, and has signed an MoU with C-DOT for manufacturing of indigenous 4G RAN.

Mission Mode Programme - Providing 4G mobile coverage in 75 identified village one each in 75 blocks in NE region
This programme is of Ministry of Development of North East Region (DoNER). Various activities have been identified to be undertaken in this mission Mode Programme for decent living of villagers. Provisioning of Mobile/Net connectivity/ digital infrastructure pertains to DoT. DoNER has identified 75 villages one each in 75 blocks in NE region. Out of 75 villages,34 villages are already 4G covered and remaining 4G uncovered villages are included "Saturation 4G Coverage" scheme of USOF and targeted to be 4G covered by March, 2024.

Implementation status of the ongoing activities:

1. Mobile Services in Uncovered Villages of Arunachal Pradesh and 2 Districts of Assam:

   As per Government approval on 09.12.2020, provision of 4G mobile services in 2374 uncovered villages in Arunachal Pradesh and two Districts of Assam (Karbi Anglong & Dima Hasao) will be carried out. Accordingly, work has been awarded and Agreements have been signed on 29.10.2021 for Arunachal Pradesh and on 01.11.2021 for two Districts of Assam with the Telecom Service Providers for execution of the scheme. Till October-2022, Survey work of all 1683 villages of Arunachal

Pradesh and 653 villages out of 691 villages in two Districts of Assam have been completed. In Arunachal Pradesh 14 sites have been installed and commissioned covering 19 villages and in two Districts of Assam, 54 sites have been installed and commissioned covering 67 villages. Target for completion of this project is April, 2023.

2. Provision of 4G Mobile Coverage in Uncovered Villages and seamless 4G Mobile coverage of National Highway NH-4 (Erstwhile NH-223) in Andaman & Nicobar Islands:

   DCC in its meeting held on 20.12.2019 approved the proposal for setting up of 82 towers to provide 4G mobile services in identified 85 uncovered villages and 42 towers for providing seamless mobile coverage by bridging the gaps along uncovered NH-4 (Erstwhile NH- 223). The CAPEX & OPEX for 5 years are funded by USOF through VGF Model [Total: Rs 129.58 Crore (excluding taxes)]. Agreement was signed between USOF and M/s RJIL on 15.03.2021 as an outcome of the open tender floated by USOF for implementation of project in 12 months. Till October-2022, 105 tower sites [Village: 58, Highway: 47] have been approved by USOF as against 124 tower sites survey reports submitted by M/s RJIL. Site acquisition under process in coordination with UT ANI & LSA. Satellite Bandwidth to RJIL for the project has been allocated by ISRO.

3. Mobile Service in Uncovered Villages:

   Government has prioritized to reach remote areas of the country such as North-Eastern States, Islands, Himalayan States, Western Border States and more importantly the Left-Wing Extremism affected areas in the first phase. Tender for provision of mobile service in 54 uncovered villages of J&K, Ladakh, Himachal Pradesh, Uttar Pradesh, Bihar, Rajasthan, Gujarat, Uttarakhand, Border areas and other priority areas was awarded at a cost of Rs.337 crores and is under implementation. Further, additional order to cover 55 villages of Uttarakhand, J&K, Rajasthan and Gujarat has been given under the scheme. As on 31.10.2022, 294 villages have been covered with 4G mobile services by installing 273 mobile towers.

4. Saturation of 4G mobile services:

   The Union Cabinet on 27.07.2022 approved a project for saturation of 4G mobile services in uncovered villages across the country at a total cost of Rs. 26,316 Cr. The project will provide 4G mobile services in 24,680 uncovered villages in remote and difficult areas. The project has a provision to include 20% additional villages on account of rehabilitation, new-settlements, withdrawal of services by existing operators etc. In addition, 6,279 villages having only 2G/3G connectivity shall be upgraded to 4G. The project will be executed by BSNL using Atmanirbhar Bharat's 4G technology stack and will be funded through Universal Service Obligation Fund.

5. Aspirational Districts Scheme:

   a) A Scheme for 502 uncovered villages across 112 Aspirational District over four States (namely Uttar Pradesh, Bihar, Madhya Pradesh and Rajasthan) for provisioning of 4G based Mobile services has been awarded and the project is under implementation. Till October-2022, 132 villages have been covered by installing 106 Mobile towers under this project.

   b) A scheme for providing 4G mobile Services in 7,287 uncovered villages across 44 Aspirational Districts of 5 States (Andhra Pradesh, Chhattisgarh, Jharkhand, Maharashtra and Odisha) at an estimated cost of Rs. 6,466 Crore has been approved by Government on 17.11.2021. The RFP was floated on 07.12.2021 and the agreement with L-1 bidders (M/s RJIL for 3 States and M/s BAL for two States) have been signed on 20-05-2022. Survey of sites is under progress. Till October-2022, 6185 villages survey has been completed and 3 mobile sites have been commissioned in Chhattisgarh.

India has recently launched the **5G Services** which will also require modification / replacement and installation of telecom towers.

Few data of the Indian Telecom Scenario are as hereunder:

I. Increase in Telephone Subscription

a) Total telephone connections rose to 117.02 crore in October 2022 from 93.30 crore in March 2014, with a growth of 25.42 %. The number of mobile connections reached to 114.4 crore in October 2022. The tele-density which was 75.23% in March 2014 has reached 84.67% in October 2022.

b) Urban telephone connections rose to 64.99 crores in October 2022 from 55.52 crore in March 2014, a growth of 17.06% while the growth in rural telephone connections was 37.69%, which is double of urban increase, rising from 37.78 crore in March 2014 to 52.02 crores in October 2022. The rural tele-density jumped from 44% in March 2014 to 57.91% in October 2022.

II. Jump in Internet and broadband penetration:

a) Internet connections jumped from 25.15 crore in March 2014 to 83.69 crore in June 2022, registering a growth of 232%.

b) Broadband connections rose from 6.1 crore in March 2014 to 81.62 crores in September, 2022 growing by 1238%

c) Average revenue realization per subscriber per GB wireless data reduced to Rs. 10.29 in June, 2022 from Rs. 268.97 in December 2014, a reduction of more than 96.17%.

d) Average monthly data consumption per wireless data subscriber increased by 266 times to 16.40 GB in June, 2022 from 61.66 MB in March 2014.

III. FTTH

a) FTTH Broadband subscribers per 1000 HH for Rural is 15.05, Urban is 241.20 and Total is 85.03 as on August, 2022.

b) FTTH state wise data shows that Delhi has highest FTTH per 1000 household (654.53) as on August, 2022.

IV. BTS and Towers:

a) The number of Mobile Base Transceiver Stations (BTS) are 23.98 lakhs as on 09.12.2022.

b) The number of mobile towers are 7.40 lakh as on 09.12.2022

Source: Annual report of department of telecommunications available at https://dot.gov.in/annual-report

RAILWAY ELECTRIFICATION PROGRAMME

The Indian Railways is set to undergo a significant transformation with heavy investments in high-speed trains, modernization, safety measures, and the development of heavy haul systems, among other initiatives. To achieve a seamless multi-modal transportation network across the country, the government has launched the National Rail Plan 2030, which aims to enhance the efficiency and safety of Indian Railways while integrating and synergizing the rail network with other modes of transport. To accelerate the implementation of critical projects by 2024, the government has also launched Vision 2024 under the National Rail Plan, which includes 100% electrification, identifying new dedicated freight corridors, and new high-speed corridors to further improve the rail networks.

FOCUS ON INFRASTRUCTURE SECTOR

INTRODUCTION

India's high growth imperative in 2023 and beyond will significantly be driven by major strides in key sectors with infrastructure development being a critical force aiding the progress.

Infrastructure is a key enabler in helping India become a US $26 trillion economy. Investments in building and upgrading physical infrastructure, especially in synergy with the ease of doing business initiatives, remain pivotal to increase efficiency and costs. Prime Minister Mr. Narendra Modi also recently reiterated that infrastructure is a crucial pillar to ensure good governance across sectors.

The government's focus on building infrastructure of the future has been evident given the slew of initiatives launched recently. The US$ 1.3 trillion national master plan for infrastructure, Gati Shakti, has been a forerunner to bring about systemic and effective reforms in the sector, and has already shown a significant headway.

Infrastructure support to nation's manufacturers also remains one of the top agendas as it will significantly transform goods and exports movement making freight delivery effective and economical.

The "Smart Cities Mission" and "Housing for All" programmes have benefited from these initiatives. Saudi Arabia seeks to spend up to US$ 100 billion in India in energy, petrochemicals, refinery, infrastructure, agriculture, minerals, and mining.

Infrastructure sector is a key driver for the Indian economy. The sector is highly responsible for propelling India's overall development and enjoys intense focus from Government for initiating policies that would ensure time-bound creation of world class infrastructure in the country. Infrastructure sector includes power, bridges, dams, roads, and urban infrastructure development. In other words, the infrastructure sector acts as a catalyst for India's economic growth as it drives the growth of the allied sectors like townships, housing, built-up infrastructure, and construction development projects.

To meet India's aim of reaching a US$ 5 trillion economy by 2025, infrastructure development is the need of the hour. The government has launched the National Infrastructure Pipeline (NIP) combined with other initiatives such as 'Make in India' and the production-linked incentives (PLI) scheme to augment the growth of infrastructure sector. Historically, more than 80% of the country's infrastructure spending has gone toward funding for transportation, electricity, and water& irrigation. While these sectors still remain the key focus, the government has also started to focus on other sectors as India's environment and demographics are evolving. There is a compelling need for enhanced and improved delivery across the whole infrastructure spectrum, from housing provision to water and sanitation services to digital and transportation demands, which will assure economic growth, increase quality of life, and boost sectoral competitiveness.

MARKET SIZE

In Budget 2023-24, capital investment outlay for infrastructure is being increased by 33% to Rs.10 lakh crore (US$ 122 billion), which would be 3.3 per cent of GDP. As per the Union Budget 2023-24, a capital outlay of Rs. 2.40 lakh crore (US$ 29 billion) has been provided for the Railways, which is the highest ever outlay and about 9 times the outlay made in 2013-14.

Started with 6,835 projects, the NIP project count now stands at 9,142 covering 34 sub-sectors, as per news reports. Under the initiative, 2476 projects are under development phase with an estimated investment of US$ 1.9 trillion. Nearly half of the under-development projects are in the transportation sector, and 3,906 in the roads and bridges sub-sector.

India plans to spend US$ 1.4 trillion on infrastructure through 'National Infrastructure Pipeline' in the next five years. In FY21, infrastructure activities accounted for 13% share of the total FDI inflows of US$ 81.72 billion. India will need to construct 43,000 houses every day until 2022 to achieve the vision of Housing for All by 2022. As of August 22, 2022, 122.69 lakh houses have been sanctioned, 103.01 lakh houses have been grounded, and 62.21 lakh houses have been completed, under the Pradhan Mantri Awas Yojna scheme (PMAY-Urban).
Hundreds of new cities need to be developed over the next decade. Over the next 10 years, demand for urban freight is predicted to increase by 140%. Final-mile freight transit in Indian cities accounts for 50% of the total logistics expenditures in the country's increasing e-commerce supply chains. India is expected to become the third-largest construction market globally by 2022. Indian logistics market is estimated to touch US$ 320 billion by 2025. The overall infrastructure capex is estimated to grow at a CAGR of 11.4% over 2021-26 driven by spending on water supply, transport, and urban infrastructure. Investment in infrastructure contributed around 5% of the GDP in the tenth five-year plan as against 9% in the eleventh five-year plan. Further, US$ 1 trillion investment in infrastructure was proposed by the India's planning commission during the 12th five-year plan, with 40% of the funds coming from the private sector.

OUTLOOK

India's Infrastructure forms an integral part of the country's economic ecosystem. There has been a significant shift in the industry that is leading to the development of world-class facilities across the country in the areas of roads, waterways, railways, airports, and ports, among others. The country-wide smart cities programmes have proven to be industry game-changers. Given its critical role in the growth of the nation, the infrastructure sector has experienced a tremendous boom because of India's necessity and desire for rapid development. The expansion has been aided by urbanisation and an increase in foreign investment in the sector.

The infrastructure sector has become the biggest focus area for the Government of India. India plans to spend US$ 1.4 trillion on infrastructure during 2019-23 to have a sustainable development of the country. The Government has suggested investment of Rs. 5,000,000 crore (US$ 750 billion) for railways infrastructure from 2018-30. India's GDP is expected to grow by 8% over the next three fiscal years, one of the quickest rates among major, developing economies, according to S&P Global Ratings. India and Japan have joined hands for infrastructure development in India's Northeast states and are also setting up an India-Japan Coordination Forum for development of Northeast to undertake strategic infrastructure projects for the region.

India being a developing nation is set to take full advantage of the opportunity for the expansion of the infrastructure sector, and it is reasonable to conclude that India's infrastructure has a bright future ahead of it.

(Source: India Brand Equity Foundation (IBEF): https://www.ibef.org/industry/infrastructure-sector-india).

POLYMER PIPES AND FITTINGS MARKET

INTRODUCTION

The market for PVC pipes and fittings in India has experienced significant growth, driven by the country's focus on improving access to clean drinking water, sewer and drainage systems. These pipes are versatile and can be used in various industries, including agriculture and chemicals. The industry's expansion is being fuelled by the increasing demand for these pipes in diverse applications, coupled with rapid industrialisation and urbanisation. The pipes' unique features, such as their lightweight nature, ease of transportation, variety of types, and durability, among others, make them highly desirable.

OUTLOOK

The market for Indian PVC pipes and fittings is predicted to experience a surge in growth reaching a value of ₹500 billion by 2025 with a CAGR of 10.8%; this is due to the government's efforts to promote a cleaner India by providing clean and reliable water supply to rural areas along with the introduction of new technologies and advanced pipe systems. The growth of industrialisation along with the growing housing and construction segment boosted the demand for these products. As water scarcity becomes a significant issue in the future, the use of efficient pipes and fittings is expected to help address this problem.

The Government of India is making significant investments in rural infrastructure with a strong focus on improving agricultural productivity and ensuring access to clean drinking water for rural households. India's impressive ranking as the third-largest in agri-tech finance is fuelling rapid advancements in the country's agrarian infrastructure. Further, the Ministry of Housing and Urban Affairs has launched the 'Pradhan Mantri Awas Yojana' to ensure housing for all, in urban India. These developments are driving an increasing demand for polymer pipes across the country and are expected to play a pivotal role in the segment's growth in the promising times ahead.

GROWTH DRIVERS

Government programmes

Initiatives such as 'Housing for All', 'Nal se Jal' and the 'Swachh Bharat Mission' are poised to drive a surge in demand for the segment. The ambitious 'Nal se Jal' aims to provide safe and adequate drinking water to every rural household through individual tap connections by 2024, leading to incredible growth in the sector.

Focus on sanitation

Significant investments and initiatives have been made under the 'Swachh Bharat Mission' to promote sanitation in India, resulting in the construction of 11 crore toilets and 2.23 lakh community sanitary complexes across the country to date. This trend is expected to continue in the coming years.

Indian micro-irrigation systems

Farmers in India are increasingly adopting micro-irrigation systems to optimise crop yields while reducing water usage, leading to a surge in micro-irrigation projects throughout the country.

Demand for premium products

The industry is also experiencing a gradual shift towards favouring premium products, resulting in consolidation and creating a growing market space for branded companies to thrive.

DRIVING THE GROWTH OF POTABLE WATER IN INDIA

Access to clean and safe water is a crucial issue in India, despite the country experiencing annual floods. It is estimated that this water crisis results in a substantial 6% loss to India's GDP. Recognising the importance of addressing this challenge, efforts are being made to improve water infrastructure and ensure that every individual has access to clean water, thereby promoting public health, socio-economic development and overall wellbeing.

The Indian government's establishment of the dedicated 'Jai Shakti' involves significant investments, with J3.5 trillion allocated for tap water distribution and around J5.5 trillion for Rivers Inter-Link Plans. Furthermore, the Union Budget for FY23 has earmarked J7 billion for the 'Jal Jeevan Mission' aimed at providing potable drinking water to every rural household in India.

(Source: Annual Report 2022- 2023).

SECTION VI – DETAILS OF BUSINESS

OUR BUSINESS

Our Company was incorporated under the Companies Act, 1956 on March 5, 1981, as Skipper Investments Limited. The name of the Company was changed to Skipper Steels Limited and a fresh Certificate of Incorporation consequent upon change of name was issued on April 26, 1984. During the Year 2008, pursuant to a Scheme of Amalgamation, Bansal Cylinders & Tubes Limited and Vishwajyothi Tracon Private Limited, S K Bansal Group companies, were amalgamated with Skipper Steels Limited vide order dated April 28, 2008 of the Hon'ble High Court at Calcutta. Subsequently, Bansal Cylinders & Tubes Limited and Vishwajyothi Tracon Private Limited were dissolved pursuant to the said Scheme of Amalgamation. During the Year 2009, pursuant to a Scheme of Amalgamation, Skipper Infrastructure Limited, a S K Bansal Group company, was amalgamated with Skipper Steels Limited vide order dated March 24, 2009 of the Hon'ble High Court at Calcutta. Subsequently, Skipper Infrastructure Limited was dissolved pursuant to the said Scheme of Amalgamation. The Company is also engaged in Horizontal Directional Drilling (HDD) and Transmission Line Engineering Procurement Construction (EPC) which are mainly used in infrastructure development. Thereafter, the name of the Company was rechristened to its present name to Skipper Limited and a fresh Certificate of Incorporation consequent upon change of name was issued on September 7, 2009. The CIN of the Company is L40104WB1981PLC033408 and the Registered Office of the Company is situated at 3A, Loudon Street, 1st Floor, Kolkata- 700017. Skipper Limited got its equity shares listed on BSE (Scrip Code: 538562) and NSE (Symbol: SKIPPER) in 2014 & 2015 respectively.

The company exhibits a versatile business profile, evident through its three distinct divisions - engineering goods, polymer, and infrastructure, contributing 76%, 21%, and 3% respectively to its revenue of financial year 2022-23. Skipper is one of the pioneering companies for introducing and manufacturing Transmission Monopoles in India. It boasts a strong customer base, comprising renowned construction, power transmission, and distribution firms like Power Grid Corporation of India Limited, and UP Power Transmission Corporation Limited, among others.

Skipper Limited is one of the leading companies in the manufacture of Transmission Towers, Telecom Towers, Poles, Polymer Pipes & Fittings. Skipper differentiates its offerings with high quality and cost-effective solutions for infrastructure support. We are the First Company in India to manufacture monopoles and to successfully design and supply Transmission Monopoles structures to North America. ". Its international footprint spans across continents such as Latin America, Europe, and Africa and is spread across 55+ countries in the engineering segment. The Company has 42+ Years of proven excellence as India's largest and world's only integrated T&D company having its own Structure Rolling, manufacturing, Tower Load Testing Station and Transmission line EPC. Under the brand name of 'Skipper', the Company manufactures premium quality polymer pipes & fittings, which serves both the agricultural as well as plumbing products. The Company also commissioned a DSIR approved state of the art R&D Center and NABL accredited Tower Test Station in Ghoraghata, West Bengal which is one of the largest Test Station in the world, where Transmission structures of height 120M can be tested. The Company also launched several new products like Bath Accessories and Fittings and Water Storage Tanks called "Marina Skipper Limited got its equity shares listed on BSE (Scrip Code: 538562) and NSE (Symbol: SKIPPER) in 2014 & 2015 respectively.

The Company has three manufacturing facilities in the state of West Bengal and one in Assam. Our three Power Grid-approved manufacturing plants along with seven in-house galvanizing plants can handle materials of various dimensions and have enabled us to become the first company in India to manufacture and supply 800 kV transmission towers to Power Grid Corporation. Skipper Limited prides on its quality and service; the ability to reach products across the country through its dealer distribution network; the ability to customize products as per specific sectoral and customer needs; the ability to graduate from mere product sale to turnkey tower installation solutions; & the ability to expand from manufacturing to service. These values have helped the company to grow from a turnover of Rs. 1,000 million in 2006-07 to over Rs. 19,803 million in 2022-23.

Skipper has firmly established itself as among the three largest Transmission Tower manufacturing companies in India and among the 10 largest in the world. Skipper is the first choice for Tower supplies for all major EHV Transmission projects in India and is probably the only company in India to operate in all 3 verticals for Power Transmission – Angle Rolling, Tower production and EPC Line construction.

Skipper is one of the largest and the fastest-growing Polymer Pipes & Fittings manufacturer in India Certified as 'Great Place to Work' for two consecutive years with 2,446 Employees and 55+ Countries where we export our products which solidifies our leadership position and leveraged our expertise and manufacturing capabilities.

Subsidiaries/ Associate Company/ Joint Venture

As on date of this Draft Letter of Offer, our Company has no Subsidiary and Associate Company as per terms defined under Companies Act, 2013. The Company holds 50% partnership interest in "Skipper-Metzer India LLP" (SMIL) a Limited Liability Partnership engaged in the business of manufacturing of drip irrigation systems. The said LLP has been classified as Joint Venture in accordance with the provision of Indian Accounting Standards.

PLANT LOCATIONS

SL Unit - 1
Jalan Complex, NH-6, Village: Jangalpur, Post: Andul Mouri, Howrah, West Bengal- 711302

BCTL Unit
Jalan Complex, NH-6, Village: Jangalpur, Post: Andul Mouri, Howrah, West Bengal- 711 302

<u>Uluberia Unit</u>
NH-6, Village: Madhabpur, Mahisrekha, Post: Uluberia, Howrah, West Bengal- 711 303

<u>Guwahati Unit – 1 & 2</u>
Village- Parlley, Mouza- Chayani Revenue Circle- Palashbari, District- Kamrup Rural, Assam

Transmission Line Testing Station
Village & P.O- Barunda. P.S- Bagnan, District- Howrah, West Bengal

Properties

Our Registered Office is located at 3A, Loudon Street, 1st Floor, Kolkata- 700017, West Bengal, India. In addition to our registered office, we have two other offices in Kolkata, West Bengal.

Intellectual Property

The details of the registered Trade Marks and Copy Rights of our Company as on 09.09.2023 are as under:

TRADE MARKS

Sl. No.	Status	Class	Mark	Valid Upto
1	Registered	45	Skipper Saathi	27-Jun-2026
2	Registered	1	Skipper Solvent Cement	24-Jul-2027
3	Registered	6	Buildsafe	14-Dec-2031
4	Registered	6	Skipper Magik Fit	30-Jul-2032
5	Registered	17	Skipper Magik Fit	30-Jul-2032
6	Registered	6	Skipper Magic Fix	30-Jul-2032
7	Registered	17	Skipper Magic Fix	30-Jul-2032
8	Registered	6	Skipper Magik Flow	30-Jul-2032
9	Registered	17	Skipper Magik Flow	30-Jul-2032
10	Registered	6,17	Bansal	16-Dec-2030
11	Registered	6	Bansal Skipper	21-Jun-2030
12	Registered	1	Skipper	24-Jul-2027
13	Registered	6	Skipper	21-Jun-2030
14	Registered	11,17,19	Skipper	3-Jul-2025
15	Registered	6	Skipper Bansal	11-Jul-2031
16	Registered	17	Skipper Bansal	11-Jul-2031
17	Registered	6,17	S	11-Nov-2030
18	Registered	6,17	Skipper	11-Nov-2030
19	Registered	11	Skipper BRAVO Clean & Fresh	9-Aug-2029
20	Registered	11	Skipper	22-Oct-2029
21	Registered	6	Bansal Skipper	15-Dec-2025
22	Registered	6	Bansal Plus	15-Dec-2025
23	Registered	20	Skipper	13-Mar-2031
24	Applied	17	SKIPPER FOR LIFE (Device)	--
25	Applied	17	SKIPPER FOR LIFE (word)	--
26	Applied	17	SKIPPER FIXED FOR LIFE (word)	--
27	Opposed	11	Skipper Bath Fittings	--
28	Opposed	11	Skipper Flow	--
29	Opposed	6	Bansal Plus	--

COPY RIGHTS

Sl. No.	Application No.	Status	Mark
1	A-121184/2017	Copyright	Skipper Fixed For Life Logo
2	A-110656/2014	Copyright	Skipper Magik Fix Logo
3	A-110657/2014	Copyright	Skipper Magik Fit Logo
4	A-110655/2014	Copyright	Skipper Magik Flow Logo

PRODUCTS & SERVICE PORTFOLIO

Engineering

Power Transmission Tower

Railway Structures

Power Distribution Poles

MS & High Tensile Angles

Monopoles

Test Station and R&D Center

Telecom Tower

Fasteners & Tower Accessories

<u>Infrastructure</u>

Transmission Line EPC

Telecom EPC

Railway Electrification

<u>Polymer</u>

UPVC Pipes

CPVC Pipes

HDPE Pipes

Pipes & Fittings

PVC Casing Pipes

UPVC Column Pipes

Engineering Business:

Within a very short span of time, the Company has established its presence as a leading player in the Indian Power Transmission & Distribution, Telecommunications and Water Infrastructure Industry. Our Company has the largest Transmission Tower manufacturing capacity in Eastern India with an annual production capacity of 3,00,000 MTPA. Our three Power Grid-approved manufacturing plants along with seven in-house galvanising plants can handle materials of various dimensions and have enabled us to become the first company in India to manufacture and supply 800 kV transmission towers to Power Grid Corporation. With most modern plant facilities spread across 2 million square feet, Skipper uses high performance CNC Angle and Plate production lines to ensure the highest product quality and timely supply to Transmission projects. Skipper has also successfully completed upstream integration and manufacturing of Mild Steel & High Tensile Angles in-house, which gives it a superior control over its value chain. Like all other units of Skipper, the Tower manufacturing units are also ISO- 9001:2008 certified for quality management, ISO-45001:2018 certified for Occupational Health & Safety, ISO 14001:2015 certified for Environmental Management System and also of Bureau of Indian Standards (ISI). Utmost care is given to Health & Safety, Environment and Pollution control. It is for this reason that the world's leading tower design company, Ramboll of Denmark has chosen Skipper as its manufacturing partner in India to cater to Indian as well as foreign markets. With a diversified product portfolio encompassing T&D, Telecom, Solar, Railways and Fasteners, we are well-equipped to cater to the global market's demands.

The Company were also awarded with a prestigious contract by Bharat Sanchar Nigam Limited (BSNL). The contract entails supplying and erecting Ground Based Telecom Towers and acting as an Infrastructure as a Service Provider (IaaSP) for the supply, installation and subsequent operation, and maintenance of infrastructure items in uncovered villages across India. This project aims to achieve 4G saturation and includes a 5-year contract with the possibility of a 5-year extension. We are excited to contribute to the advancement of connectivity in rural areas and further strengthen our position as a leading player in the industry. The recently awarded projects have a total contract value of approximately Rs 25,700 million and will be executed under a capex and opex model over a span of 6 years.

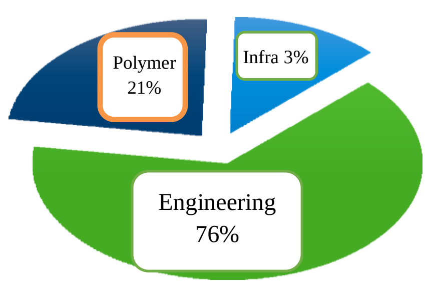
Polymer Segment Business:

We are one of India's largest and fastest-growing Polymer Pipes & Fittings manufacturers. Our range of CPVC plumbing pipes and fittings are manufactured with Durastream CPVC Compound sourced from world renowned Sekisui Chemicals Ltd, Japan. Our CPVC Pipes come in SDR 11, which are NSS marked up to 2" are manufactured as per ASTM D2846 and SDR 13.5 which are manufactured from 2" to 6" comes in SCH 40 and SCH 80 are of ASTM S441. These pipes are cost-effective and conform to IS 15778. We manufacture 100% lead-free UPVC pipes and utilise cutting-edge extrusion machines and stringent quality control measures. Our substantial portfolio of pipes makes us a power player in the country. Further, collaborating with EZ Weld, USA, we have introduced high-quality solvent cement in the Indian market. We are the first Polymer pipe company in India to implement Theory of Constraints (TOC) into its operations. Skipper achieved highest ever Annual revenue performance in Polymer Business in FY23 at ₹ 4,060 million on back of strong volume growth, registered growth of ~27% over the last year same period. We introduced our Polymer pipes with a strong commitment to enhance the quantity and quality of clean water supply nationwide. To amplify our efforts and expand our reach we are launching a campaign with the objective of raising awareness about our CPVC pipes that are 100% leadfree and NSF 14-certified, specifically designed for Indian households. We aim to educate consumers about the significance of utilising top-quality lead-free pipes for safe and reliable potable water solutions. We are proud to announce the collaboration with renowned cricketers MS Dhoni and Chris Gayle as brand ambassadors for our PVC Pipes.

Infrastructure Business:

Skipper is a fully integrated EPC major providing comprehensive solutions in tower design, testing, manufacturing, and onsite construction. We excel in EPC projects related to Power T&D, Telecom Infrastructure, and Railway Structures across various regions. With specialised teams for live line works, retrofitting and power evacuation, as well as expert teams for project management, inspection, and construction management, we ensure seamless services for our clients. Additionally, we ventured into water EPC works, securing our first order of over ₹ 1,000 million for 'Jal Jeevan Mission' projects. With a commitment to delivering superior quality and meeting clients' technical and documentation requirements, we stand as a dependable long-term partner for leading infrastructure companies.

Revenue mix by segment



Process of procuring Raw Material

The Company is having a designated purchase department which discharges procurement function. The main raw materials of the Company primarily, Steel, Zinc and PVC Resin. There are regular suppliers of raw materials ensuring smooth supply of proper quality of raw materials to the Company. The Company procured its raw material mainly from Eastern India region and the same is brought to the factory by the mode of road transport. Its operating activities require the on-going purchase of these materials. The company has arrangement to pass-through the increase/decrease in steel and Zinc price through price variance clause in majority of the contract.

Competition

The Company faces competition for products from other manufacturers in the domestic market. The Company competes with other manufacturers on the basis of product range, product quality, and product price including factors, based on reputation, regional needs, and customer convenience.

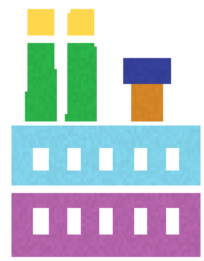
OUR COMPETITIVE STRENGTHS

42+

Years of

Excellence

India's largest and world's only Integrated T&D company having its own Structure rolling, manufacturing, Tower Load Testing Station & Transmission Line EPC



Largest manufacturer of T&D structures in India

Awarded as "Largest Tower Supplier" by PGCIL & "Best Industry in Water Resources Sector" by Central Board of Irrigation and Power

2450+

Employees

Exporting to

55+

Countries

One of the largest and fastest growing Polymer Pipes & Fittings in India

Improvement in scale of operations and healthy order book position

The revenue from operations of the Company improved to Rs. 19803.00 million in FY2023 registering a growth of 16 percent YoY compared to Rs. 17070.80 million in FY2022. The growth was majorly on account of improvement in business operations from the engineering and polymer divisions. The expansion of the distribution channel boosted revenue from the polymer division, while effective execution of orders led to increased revenue from the engineering division. Furthermore, the order book position of the company remained healthy and stood at Rs.4551 Cr. as on 31 March 2023. Approximately 80 percent of these orders originate from the domestic market, with 62 percent coming from sectors like telecom, railways, solar, fasteners, and other steel structural items (Non-T&D), and 18% from the Power Transmission & Distribution (T&D) sector. The remaining 20 percent of orders are from international markets. A significant order, valued at Rs.2570 Cr, was obtained from Bharat Sanchar Nigam Ltd. (BSNL) for the supply and installation of ground-based telecom towers, with subsequent O&M for five years, extendable to an additional five years, under India's 4G saturation initiative in uncovered villages. Furthermore, the company actively pursues projects worth Rs. 6600 Cr on the international front and about Rs. 3520 Cr domestically. However, the company's profitability saw deterioration marked by decline in operating profit margin to 9.70 percent in FY2023 from 9.81 percent in FY2022, mainly due to foreign exchange losses arising out of sharp depreciation of INR vs USD. Furthermore, the net profitability margin decreased to 1.65 percent in FY2023 as compared to 1.68 percent in FY2022. Acuite believes that revenues of the company will continue to show improvement on account of timely execution of orders and healthy order book position over the medium term.

Healthy financial risk profile

The financial risk profile of the company is healthy marked by healthy net worth, low gearing and moderate debt protection metrics. The tangible net worth of the company stood at Rs.7679.61 million as on March 31, 2023 as compared to Rs.7355.16 million as on March 31, 2022 due to accretion of reserves. Furthermore, its capital structure remains leveraged, marked by the gearing of the company of 0.63 times as on March 31, 2023, despite a significant increase in external borrowings in FY2023. The Total Outside Liabilities/Tangible Net Worth (TOL/TNW) stood at 1.89 times as on March 31, 2023 as compared to 1.84 times as on March 31, 2022.

Liquidity Indicator – Adequate

The average monthly utilisation of the Company fund-based limits stood at around 63% and that for the non-fund-based limits stood at 89% during the 12 months ended May 2023, indicating sufficient liquidity cushion. The cashflow from operations increased significantly Rs. 2841.91 million in FY23 and Rs.172.77 million in FY22. The free cash flow also turned positive at Rs.973 million in FY23 (FY22: negative Rs. 1,164 million; FY21: Rs. 163 million), due to favourable changes in the working capital. SL's has term loan repayment obligations of Rs. 572.24million and Rs. 575.65 million for FY24 and FY25, respectively, which would be met through cash accruals.

Improved Sector Developments

With the restoration of the remission of duties or taxes on export product scheme in the engineering product business, the benefits from India and Australia free trade agreement would increase exports competitiveness of the sector and improve the players' operational performance. Additionally, the Union budget's move to bring the renewable energy transmission line project under the 'green project' it would drive power transmission lines and towers market growth while the Pradhan Mantri Awas Yojana and Jal Jeevan Mission projects would increase demand for plumbing and sanitary pipes. With India being the second largest transmission towers market after China, contributing 15% to the global market and China plus one strategy, India could have increased orders.

Moderate Credit Metrics

The gross interest coverage (operating EBITDA/gross interest) increased to 1.86 times in FY23 (FY22: 1.80 times; FY21: 1.97 times), due to its EBITDA increasing higher than the interest expenses. The adjusted net leverage (adjusted net debt)/operating EBITDA; including letter of credit (LC) acceptances) reduced to 4.08 times for FY23 (FY22: 5.21 times; FY21: 4.77 times), due to low LC acceptances and debt and the increase in absolute EBITDA. The adjusted net leverage (excluding LC acceptances) also reduced to 2.54 times in FY23 (FY22: 3.41 times). It is expecting that the adjusted net leverage (including LC acceptances) to reduce to below 4 times over FY24-FY25, due to absolute EBITDA expected to improve in the near term.

Exposed to Volatility in Raw Material Prices

Raw materials form 63%-67% of Skipper Limited`s total cost over FY20-FY23, which are likely to be in the same range in FY24. The major raw materials are billets, zinc, hot rolled strips, PVC resin and mild steel angles/channels. The company has integration for hot rolled products which are being captively consumed in mild steel angles and channels. The Company also manufactures tower accessories (hangers, shackles, climbing devices, and step bolts) which provides strategic advantage over competitors. The management stated that around 50% of the orders are based on fixed prices, due to a high execution period of 12-18 months, exposing the company to price volatility risk. Skipper Limited books inventory in advance or hedges it on exchange in order to mitigate the price volatility risk. Additionally, Skipper Limited also hedges its raw materials, especially zinc, on exchanges or procures its raw material through advance bookings.

Working Capital Intensive Operations

Skipper Limited`s business is working-capital intensive in nature, with its gross working capital cycle remaining elongated at 234 days in FY23 & 261 days in FY22, largely due to a decrease in receivable days to 66 from 93, following an increase in exports and discounting. However, its inventory days remained constant at 168 days in FY 23 and FY22, due to the company maintaining higher raw materials to insulate itself from raw material price fluctuations for its fixed price orders and increased finished goods due to increased lead time and logistics period towards export sales and inspection period. It is believed that the working capital operations of the company will remain at the similar levels over the medium term.

Leadership development strategy

In today's dynamic business environment, organisations encounter various challenges that demand operational efficiency and a competitive edge. Our Company recognises the need for change and understands that it involves adopting new behaviours, routines, methods, customers, perspectives and technology. It is the responsibility of our leadership to guide and support our teams and employees in navigating these challenges and adapting effectively. To ensure alignment between business goals and leadership capabilities, we follow a three-step approach: developing a business strategy, formulating a leadership strategy, and implementing a leadership development strategy.

Leveraging our technological expertise

We are at the forefront of a comprehensive digital transformation initiative to revolutionise logistics and operational processes. We have showcased our commitment to innovation by successfully implementing numerous cutting-edge systems and solutions. We drive this transformational journey using our vision to enhance efficiency, optimise resources, and deliver exceptional customer value.

Research & Development Capabilities

We have strengthened our innovation capabilities backed by our talented designing and R&D teams. Our Tower Test Bed is approved by Department of Scientific and Industrial Research, Govt. of India. We are assuring our clients by conducting prototype tests in our state-of-art test centre situated in the state of West Bengal.

TESTED POWER TRANSMISSION TOWERS AND MONOPOLES

765kV S/C Monopole

765kV Transmission Tower

220kV Transmission Tower

400kV D/C Quad Moose Monopole

500kV Transmission Tower

Cyber security network revamping

We have adopted a robust defence strategy, implementing VLAN segregation to reduce potential cyberattack surface area, resulting in 70% risk reduction by limiting attackers' lateral movement. Further, our firewall now incorporates deep packet inspection and sandboxing.

KEY PERFORMANCE HIGHLIGHTS

- Despite facing challenges related to inflationary cost pressures and geopolitical factors, our major business segments have demonstrated strong revenue performance while maintaining healthy operating margins;
- Our Company reported strong revenue performance across all major business segments. Revenue grew to Rs.19,803 million registering 16 % y-o-y growth;
- Engineering segment achieved the highest-ever export sales of Rs. 7,230 million, an 80% growth compared to the previous year. The share of exports in our overall engineering revenue increased to 47% in FY23, compared to 30% in FY22;
- Polymer Business reported highest-ever Annual revenue of Rs. 4,060 million in FY23; registering a growth of 27% over previous year period;
- Standalone Operating EBITDA margins improved to 11.0% in comparison to 8.7% in FY22;
- Improvement continues on back of better-quality contracts and Increased share of engineering export business and parting away with majority of old legacy and CIF contracts aiding to better margin performance in engineering business;
- Our JV "Skipper-Metzer India LLP" (50:50) engaged in the business of manufacturing of drip and micro-irrigation systems has turned profitable;
- Debt Equity Ratio improved to 0.63 times against 0.77 times in FY22;
- Net operating cash flow increased to ₹ 2,842 million from ₹173 million in FY` 22 on back of strong underline earnings and efficient working capital; and

- Achieved significant reduction in Overall debtors in spite of higher sales.

POLYMER SECTION HIGHLIGHTS

Leading manufacturer and distributor of polymer pipes and fittings, catering to both plumbing and agricultural sectors	**Cumulative Production Capacity of 62,000 TPA**	**Company on boarded two renowned cricketers Mr. M. S. Dhoni and Mr. Chris Gayle as Brand ambassadors. The duo is promoting the brand across Indian markets.**	Growing National Presence with Over 31,000 Retail sales touch points and planning to double the same over the next 2 years	**Largest manufacturer of PVC pipes in West Bengal and in Eastern India.**
Only Polymer Pipe Company in India to implement the Theory of Constraints (TOC) into its operation	**Leveraging Scale Economies in Procurement of PVC & CPVC Resin Locally and Internationally**	Focusing on Plumbing Portfolio; 60:40 Revenue mix share of Plumbing: Agriculture.	**Added more products into our portfolio offerings ; HDPE Pipes, CP Bath Fittings & Accessories and Water storage tanks, all of them garnered strong response from marketplace.**	Fastest growing Polymer Brand in India with expanding reach and consistent market share gains take shape.

The campaign aims at creating awareness about 100% lead free and NSF 14 certified CPVC pipes for Indian households and the importance of using best in class lead free pipes for potable water solutions was very well appreciated across all the market place.

AWARDS AND RECOGNITIONS

AWARD: THE LARGEST TOWER SUPPLIER FOR 3RD CONSECUTIVE YEAR GIVEN BY:

POWER GRID CORPORATION OF INDIA LTD. (PGCIL)

AWARD: EMERGING POWER EPC PLAYER GIVEN BY:

EPC WORLD

AWARD: GLOBAL HR EXCELLENCE GIVEN BY:

WORLD HRD CONGRESS

AWARD: MOST VALUABLE CONTRIBUTION TO POWER INDUSTRY GIVEN BY:

ET EDGE

AWARD: STAR PERFORMER AWARD FOR THE YEAR 2015-16 GIVEN BY:

EEPC INDIA

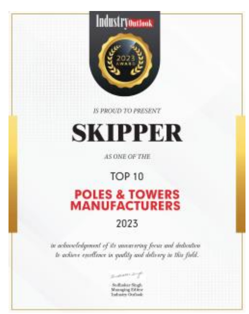
AWARD: THE BEST POLYMER BRAND GIVEN BY:

CONSTRUCTION TIMES

#1 EMERGING BRAND IN POLYMER PIPES AND FITTINGS GIVEN BY:

WCRC

'MOST ETHICAL COMPANY' WORLD CSR DAY



FEATURED IN 'TOP 10 POLES & TOWERS MANUFACTURERS, 2023' BY INDUSTRY OUTLOOK

SAJAN KUMAR BANSAL WAS AWARDED – 'INDIA'S BEST LEADERS IN TIMES OF CRISIS' BY THE

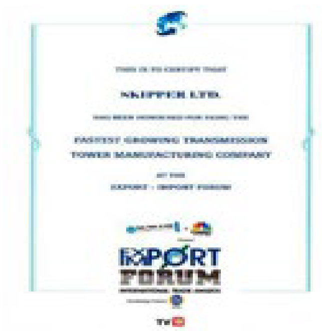
GREAT PLACE TO WORK INSTITUTE

AWARD: WON THE PRESTIGIOUS ‘SKOCH ORDER OF MERIT’

AWARD: RECEIVED THE BEST EMPLOYEE ENGAGEMENT STRATEGY’ BY

ET NOW

AWARD:
RANKED 14TH IN ‘DREAM COMPANIES TO WORK FOR’ PRESENTED BY
ET NOW



AWARD: FASTEST-GROWING TRANSMISSION TOWER MANUFACTURING CO.

CNBC TV-18

BEST INDUSTRY IN WATER RESOURCES SECTOR’
CBIP

Certified as a
‘GREAT PLACE TO WORK’

FOCUS ON GROWING EXPORTS

In the engineering exports segment, our Company has achieved the highest ever engineering export sales of ₹7,230 million, which is an impressive 80% y-o-y increase compared to FY22. This outstanding performance reflects our strong presence and success in the international market, positioning us for further growth and success in the future. We have obtained the highest accreditation in India for manufacturing products that can be supplied to global markets. Our strong export business has enabled us to become the largest and most cost-effective manufacturer in India and one of the most cost-effective manufacturers globally, with our exports contributing to 47% revenue of our Engineering segment. We have concentrated on enhancing our export competitiveness resulting in increased revenue in our business segments and establishing ourselves as a prominent player in the global industry. Our engineering products exports made inroads into high potential developed markets of North America, Australia, Asia-Pacific, the Middle East and West Africa.

BUSINESS STRATEGY

The key components of our strategy to drive profitable growth and to maximize value are to continuously enhance customer satisfaction, attract, develop, and retain talent, and maintain stringent standards of environmental safety and corporate responsibility. To this end, the Company operates the business in the most efficient & effective way to ensure supply of quality products that satisfy its focused-customer's needs and add value to its stakeholders. The focus of the Company is to increase the contribution on the products by reducing the cost of production, control over logistics, ensure uninterrupted raw material supply, command high prices through gradual shifting to value added products and to ensure long term sustainability of the Company.

FUTURE PERFORMANCE OUTLOOK

- Company expects to clock revenue growth in excess of 25% CAGR for the next 3 financial years on back of strong pending order book;

- Execution of engineering contracts and strong polymer segment performance;

- Diversification into international markets and sectors will help us to pick choose higher margin order coming our way and provide us an opportunity to be spoilt for choices across the sectors, aiding to continued better margin performance, improved bottom-line profitability and capital return ratios;

- Continuing efforts to further strengthen the international T&D order book; Expect good traction in International TL orders to continue, while pending domestic TL ordering bids are expected to start getting awarded in FY 2024;

- Having built up the retail distribution network of Polymer business over the last few years, Skipper's Polymer pipes brand campaign is seeing excellent market acceptance and robust demand growth. This trend is expected to continue over the next few years;

- Productivity and cost reduction initiatives at the plant and site level are expected to further improve efficiency in operations and aid to stable margins; and

- Focus continues on bottom line profitability and improvement in capital return ratios.

SECTION VII: MANAGEMENT (BOARD OF DIRECTORS AND SENIOR MANAGEMENT) AND ORGANISATIONAL STRUCTURE

The composition of the Board is governed by the provisions of the Companies Act, 2013, the SEBI Listing Regulations and the Articles. In accordance with the Articles, unless otherwise determined by our Company in general meeting, our Company shall not have more than 15 Directors. As at the date of this Letter of Offer, our Board comprises 10 Directors, including 5 executive Directors, and 5 non-executive Independent Directors (including one Woman Director).

Pursuant to the provisions of the Companies Act, 2013, at least two-thirds of the total number of Directors, excluding the Independent Directors, is liable to retire by rotation, with one-third of such number retiring at each annual general meeting. A retiring Director is eligible for re-election. Further, pursuant to the Companies Act, 2013, the Independent Directors may be appointed for a maximum of two consecutive terms of up to five consecutive years each and thereafter have a cooling off period of three years prior to being eligible for re-appointment. Any re-appointment of Independent Directors shall be on the basis of, inter alia, the performance evaluation report and approval by the shareholders of our Company, by way of a special resolution.

Our Board of Directors:

The following table sets forth details regarding our Board of Directors as on the date of this Draft Letter of Offer:

Sl. No.	Name, Designation, Address, Occupation, Term, Nationality, Date of Birth and DIN	Age (Years)	Other Directorships
1.	**Name: Amit Kiran Deb** **Designation**: Chairman and Non-Executive Independent Director. **Address**: Block - DA -38, Sector - 1, Salt Lake, Bidhannagar (N), North 24 Parganas, 700064 **Occupation**: Retired IAS **Period of Directorship**: Since January 28, 2010 **Term:** Re-appointment as Independent Director of the Company for a second consecutive term of five years upto September 22, 2024. **Date of expiration of the current term of office:** September 22, 2024. **Date of birth**: December 26, 1948. **DIN**: 02107792 **Nationality**: Indian	74	**Public Limited Entities:** • Bengal Ambuja Housing Development Limited • Emami Paper Mills Limited • India Power Corporation Limited • Emami Realty Limited. • B & A limited • Century Plyboards (India) Ltd. • Star Cement Limited • Meghalaya Power limited **Private Limited Entities**: Nil
2.	**Name: Sajan Kumar Bansal** **Designation**: Managing Director **Address**: 17, Moore Avenue, Regent Estate, Kolkata- 700040 **Occupation**: Industrialist **Period of Directorship**: Since October 26, 1984. **Term:** Re-appointment as Managing Director of the Company for five years upto June 30, 2024**.** **Nationality**: Indian **Date of expiration of the current term of office:** June 30, 2024.	65	**Public Limited Entities:** • Skipper Plastics Limited • Suviksit Investment Limited **Private Limited entities:** • Vaibhav Metals Private Limited • Utsav Ispat Private Limited • Ventex Trade Private Limited • Samriddhi Ferrous Private Limited • Aakriti Alloys Private Limited

Sl. No.	Name, Designation, Address, Occupation, Term, Nationality, Date of Birth and DIN	Age (Years)	Other Directorships
	Date of Birth: January 03, 1958. **DIN**: 00063555		
3.	**Name: Mamta Binani** **Designation**: Non-Executive Independent Director. **Address**: Swarnamani Complex, Tower Oriana, Flat 20 OC, 33A, Canal Circular Road, E M Bypass, Kolkata-700054 **Occupation**: Service **Period of Directorship**: Since February 12, 2015 **Term:** Re-appointment as Independent Director of the Company for a second term of five years upto March 31, 2025. **Date of expiration of the current term of office:-** March 31, 2025. **Date of birth**: October 10, 1972. **DIN**: 00462925 **Nationality**: Indian	50	**Public Limited Entities:** • Ddev Plastiks Industries Limited • Evonith Metallics Limited • Emami Limited • Emami Paper Mills Limited • GPT Infra Projects Limited • Balrampur Chini Mills Ltd • Evonith Value Steel Limited **Private Limited Entities:** • Sanmarg Pvt. Ltd.
4.	**Name: Ashok Bhandari** **Designation:** Non-Executive Independent Director **Address**: Flat 7A, block-B, Raghu Estate, 8/4, Alipore Road, adjacent to Woodland Hospital, Kolkata-700027 **Occupation**: Service **Period of Directorship**: Since September 06, 2017 **Term:** Re-appointment as the Independent Director of the Company for a further period of 5 years with effect from September 06, 2022 to September 05, 2027. **Date of expiration of the current term of office:** September 05, 2027. **Date of birth**: February 02, 1953. **DIN**: 00012210 **Nationality**: Indian	70	**Public Limited Entities:** • Digvijay Finlease Limited • Maharashtra Seamless Limited • J.G.Chemicals Limited • Rupa & Company Limited • Shree Capital Services Limited • IFB Industries Limited **Private Limited Entities:** • Vehere Interactive Pvt Ltd • BDJ Oxides Private Limited • Shreecap Holdings Private Limited • Ragini Finance Private Limited
5.	**Name: Raj Kumar Patodi** **Designation**: Non-Executive Independent Director.	80	**Public Limited Entities:** • Ratlam Industrial Ltd.

Sl. No.	Name, Designation, Address, Occupation, Term, Nationality, Date of Birth and DIN	Age (Years)	Other Directorships
	Address: 8, Gurusaday Road, Nook Apartment, 4th Block, 4th Floor, Ballygunge, Kolkata-700019 **Occupation**: Service **Period of Directorship**: Since May 11, 2022. **Term:** For a term of 5 years from the date of appointment with effect from May 11, 2022 to May 10, 2027. **Date of expiration of the current term of office:-** May 10, 2027. **Date of birth**: January 30,1943 **DIN**: 00167437 **Nationality**: Indian		**Private Limited Entities:** • Vidyut Fiscal Services Pvt. Ltd. • RKP Advisors Pvt. Ltd.
6.	**Name: Pramod Kumar Shah** **Designation**: Non-Executive Independent Director. **Address Flat –** 701, Gardens Tower 5, Uniworld City, New Town Action Area 3, Kolkata – 700 160 **Occupation**: Service **Period of Directorship**: Director since September 30, 2018. **Term:** For a second consecutive term of 5 years from the date of re-appointment with effect from September 30, 2023 to September 29, 2028. **Date of expiration of the current term of office:** - September 29, 2028. **Date of birth**: December 02, 1951 **DIN**: 00343256 **Nationality**: Indian	71	**Public Limited Entities**: • Shyam Century Ferrous Limited • Star Cement Meghalaya Limited • Emami Agrotech Limited • Minsol Limited • Emami Frank Ross Limited • Skipper Plastics Limited **Private Limited Entities:** • Megha Technical and Engineers Private Limited
7.	**Name: Sharan Bansal** **Designation**: Whole-Time Director **Address**: 17, Moore Avenue, Regent Estate, Kolkata- 700040 **Occupation**: Business **Period of Directorship**: Since April 02, 2002. **Term:** Re-appointment as the Whole-Time Director of the Company for a further period of 3	43	**Public Limited Entities:** • Skipper Pipes Limited • Skipper Polychem Limited • Skipper Realties Limited • Skipper Telelink Limited • Skipper Plastics Limited • Suviksit Investment Limited **Private Limited Entities:** • Vaibhav Metals Private Limited • Utsav Ispat Private Limited

Sl. No.	Name, Designation, Address, Occupation, Term, Nationality, Date of Birth and DIN	Age (Years)	Other Directorships
	years with effect from July 01, 2022 to June 30, 2025. **Date of expiration of the current term of office**: June 30, 2025. . **Date of birth**: November 06, 1979. **DIN**: 00063481 **Nationality**: Indian		
8.	**Name: Devesh Bansal** **Designation:** Whole-Time Director **Address:** 17, Moore Avenue, Regent Estate, Kolkata- 700040 **Occupation:** Business **Period of Directorship:** Since April 05, 2002. **Term:** Re-appointment as the Whole-Time Director of the Company for a further period of 3 years with effect from April 01, 2022 to March 31, 2025. **Date of expiration of the current term of office-** March 31, 2025 **Date of birth:** December 25, 1982**.** **DIN:** 00162513 **Nationality: Indian**	40	**Public Limited Entities:** • Suviksit Investments Ltd • Skipper Plastics Limited • Skipper Telelink Limited • Skipper Realties Limited • Skipper Pipes Limited • Skipper Polychem Limited **Private Limited Entities:** • Ventex Trade Private Limited • Aakriti Alloys Private Limited • Samriddhi Ferrous Private Limited
9.	**Name: Siddharth Bansal** **Designation**: Whole-Time Director **Address**:17, Moore Avenue, Regent Estate, Kolkata- 700040 **Occupation**: Business **Period of Directorship**: Since March 10, 2010. **Term:** Re-appointment as the Whole-Time Director of the Company for a further period of 3 years with effect from April 01, 2022 to March 31, 2025. **Date of expiration of the current term of office:** March 31, 2025 **Date of birth**: January 18, 1988. **DIN**: 02947929 **Nationality**: Indian	35	**Public Limited Entities:** • Skipper Pipes Limited • YPO (Calcutta) • Skipper PolyChem Limited **Private limited entities:** • Skipper Polypipes Private Limited
10.	**Name: Yash Pall Jain**	64	**Public Limited Entities**: Nil

Sl. No.	Name, Designation, Address, Occupation, Term, Nationality, Date of Birth and DIN	Age (Years)	Other Directorships
	Designation: Whole-Time Director **Address**: GD-11, GD Block, Sector III, Saltlake City, Kolkata-700106 **Occupation**: Service **Period of Directorship**: Since September 06, 2017. **Term:** Re-appointment as the Whole-Time Director of the Company for a further period of 3 years with effect from September 06, 2022 to September 05, 2025. **Date of expiration of the current term of office**: September 05, 2025. **Date of birth**: January 06, 1959. **DIN**: 00016663 **Nationality**: Indian		**Private Limited Entities**: Nil

Past Directorships in listed companies

None of our Directors are, or were a director of any listed company, whose shares have been, or were suspended from being traded on any of the stock exchanges during the term of their directorships in such companies during the last five years preceding the date of this Draft Letter of Offer.

Past Directorships in delisted companies

None of our Directors are or were a director of any listed company, which has been, or was delisted from any stock exchange during the term of their directorship in such company during the last five years preceding the date of this Draft Letter of Offer.

Details of senior management and key managerial personnel:

The details of senior management and key managerial personnel are as follows:

Sl. No.	Name of Senior Management Personnel/ Key Managerial Personnel	Designation
1.	Shiv Shankar Gupta	Chief Financial Officer
2.	Anu Singh	Company Secretary & Compliance Officer
3.	Sushil Kumar Beriwal	President- Project (Tower)
4.	Asish Raha	Senior Vice President-Human Resource
5.	Vinod Kumar Bansal	Executive Vice President-Civil
6.	Rajiv Agarwal	Vice President- Tower (Production)
7.	Abhishek Goel	Vice President-Pole (Production)
8.	Durga Singh Shekhawat	Vice President- Tower (Commercial)
9.	SujalKumar Bipinchandra Shah	Vice-President-Design & Engineering
10.	Pranav Trivedi	Vice President- Telecom Project
11.	Kamal Guhathakurata	Vice President-International Marketing

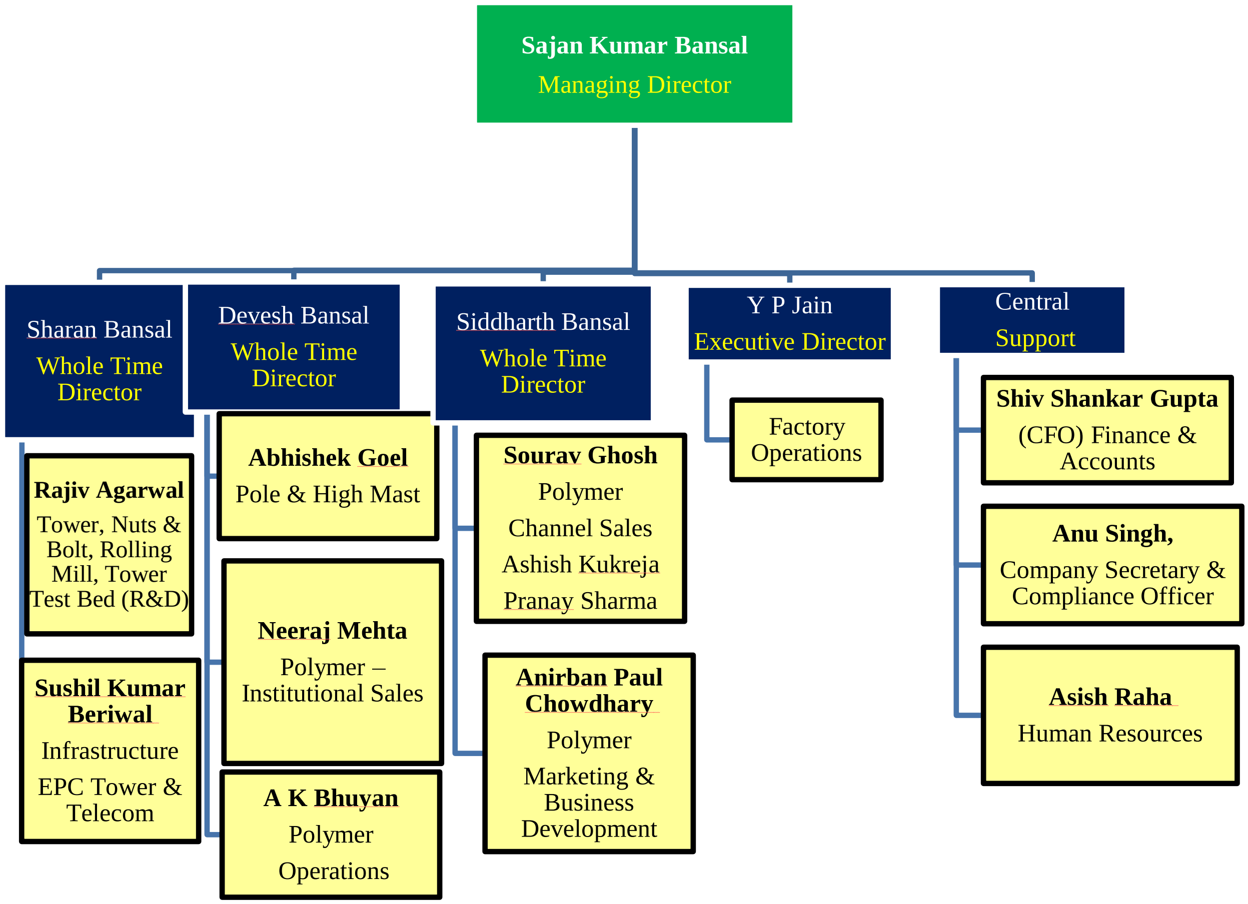
Arrangement or understanding with major shareholders, customers, suppliers or others:

There is no arrangement or understanding with the major Shareholders, customers, suppliers or others, pursuant to which any of our directors were appointed on the Board of Directors.

Details of service contracts entered with Directors:

There are no service contracts entered between our Company and our Directors which provide for benefits upon termination of employment.

MANAGEMENT ORGANIZATIONAL STRUCTURE



SECTION VIII: FINANCIAL INFORMATION OF THE ISSUER

FINANCIAL STATEMENTS AND ACCOUNTING RATIOS

S. No.	**Particulars**	**Page numbers**
1.	Audited Consolidated Financial Statements	92
2.	Unaudited Consolidated June Quarter Financial Results	166

Note: As on date of this Draft Letter of Offer, our Company has no Subsidiary and Associate Company as per terms defined under Companies Act, 2013. The Company holds 50% partnership interest in "Skipper-Metzer India LLP" (SMIL) a Limited Liability Partnership engaged in the business of manufacturing of drip irrigation systems. The said LLP has been classified as Joint Venture in accordance with the provision of Indian Accounting Standards.

Singhi & Co.
Chartered Accountants

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INDEPENDENT AUDITOR'S REPORT

To the Members of Skipper Limited

Report on the Audit of Consolidated Financial Statements.

Opinion

1. We have audited the accompanying consolidated financial statements of **Skipper Limited** (hereinafter referred to as the "Company") and its joint venture, comprising the consolidated balance sheet as at March 31, 2023, the consolidated statement of profit and loss (including other comprehensive Income), the consolidated cash flow statement and the consolidated statement of changes in equity for the year then ended, and a summary of significant accounting policies and other explanatory information prepared based on the relevant records (hereinafter referred to as "the consolidated financial statements").

2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the consolidated state of affairs of the company and its joint venture as at March 31, 2023, their consolidated total comprehensive income (comprising consolidated profit and consolidated other comprehensive income), their consolidated cash flows and consolidated changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'auditor's responsibilities for the audit of the consolidated financial statements' section of our report. We are independent of the company and its joint venture in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context:

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Descriptions of Key Audit Matter	How we addressed the matter in our audit
1. **Accuracy and completeness of revenue recognized**. The Company reported revenue of Rs.19,803 million from sale of tower, pole, Polymers product and EPC contract and related activities. The application of revenue recognition accounting standards is complex and involves a number of key judgments and estimates. In EPC contract, revenue is accounted for under the percentage completion method which also requires significant judgments and estimates in particular with respect to estimation of cost to complete. Due to the estimates and judgment and complexity involved in the application of the revenue recognition accounting standards, we have considered this matter as a key audit matter. The Company's accounting policies relating to revenue recognition are presented in note 1.9 to the financial statements.	We addressed the Key Audit Matter as follows :- 1. As part of our audit, we understood the Company's policies and processes, control mechanisms and methods in relation to the revenue recognition and evaluated the design and operating effectiveness of the financial controls from the above through our test of control procedures. 2. Assessed the Company's revenue recognition accounting policies in line with Ind AS 115 ("Revenue from Contracts with Customers") and tested thereof. 3. Review the company's judgment in determining whether the performance obligation is satisfied at a point in time or over a period of time. 4. Tested a sample of sales transactions for compliance with the Company's accounting principles to assess the completeness and accuracy of revenue recorded. 5. We evaluated the management's process to recognize revenue over a period of time, total cost estimates, status of the projects and re-calculated the arithmetic accuracy of the same. 6. Evaluated management assessment of the impact on revenue recognition. 7. We examined contracts with exceptions including contracts with low or negative margins, loss making contracts, etc to determine the level of provisioning. 8. Our tests of detail focused on transactions occurring within proximity of the year end and obtaining evidence to support the appropriate timing of revenue recognition, based on terms and conditions set out in sales contracts and delivery documents. We considered the appropriateness and accuracy of any cut-off adjustments. 9. Performed analytical procedures over revenue and receivables. Compared revenue with historical trends and where appropriate, conducted further enquiries and testing.

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Descriptions of Key Audit Matter	How we addressed the matter in our audit
	10. Traced disclosure information to accounting records and other supporting documentation. 11. Assessed disclosures in financial statements in respect of revenue, as specified in Ind AS 115. **Our Observation**: Based on the audit procedures performed we did not identify any material exceptions in the revenue recognition.
2. Valuation of Inventories. Refer to note 6 to the consolidated financial statements, the Company is having the Inventories of Rs.9132.01 million as on 31st March 2023. As described in the accounting policies in note 1.2 to the consolidated financial statements, inventories are carried at the lower of cost and net realisable value. As a result, the management applies judgment in determining the appropriate provisions for obsolete stock based upon a detailed analysis of old inventory, net realisable value below cost based upon future plans for sale of inventory.	We addressed the Key Audit Matter as follows :- We obtained assurance over the appropriateness of the management's assumptions applied in calculating the value of the inventories and related provisions and management assertion regarding existence and ownership by:- 1. Completed a walkthrough of the inventory valuation process and assessed the design and implementation of the key controls addressing the risk. 2. Verifying the effectiveness of key inventory controls operating over inventories; 3. Reviewing the physical verification documents related to inventories conducted during the year. 4. Verifying for a sample of individual products that costs have been correctly recorded. 5. Comparing the net realisable value to the cost price of inventories to check for completeness of the associated provision. 6. Reviewing the historical accuracy of inventory provisioning and the level of inventory write-offs during the year. 7. Recomputing provisions recorded to verify that they are in line with the Company policy. **Our Observation**: Based on the audit procedures performed we did not identify any material exceptions in the Inventory valuation and existence.

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Information Other than the consolidated financial statements and auditor's report thereon

5. The company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the annual reports, but does not include the consolidated financial statements and our auditor's report thereon.

   Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements

6. The Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated cash flows and consolidated changes in equity of the company and its joint venture with accounting principles generally accepted in India including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act. The Board of Directors of the company and management of joint venture are responsible for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and its joint venture and for preventing and detecting fraud and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which has been used for the purpose of preparation of the consolidated financial statements by the Directors of the Company, as aforesaid.

7. In preparing the consolidated financial statements, the Board of Directors of the company and management of its joint venture are responsible for assessing the ability of the company and its joint venture to continue as a going concern, disclosing, as applicable, matter related to going concern and using the going concern basis of accounting unless management either intends to liquidate the company and its joint venture or to cease operations, or has no realistic alternative but to do so.

8. The Board of Directors of the company and the management of its joint venture, are responsible for overseeing the financial reporting process of the company and its joint venture.

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Auditors' Responsibility

9. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

10. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

a) Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

d) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the company and its joint venture to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company and its joint venture to cease to continue as a going concern.

e) Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

f) Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities of the company and its joint venture to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the consolidated financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. We remain solely responsible for our audit opinion.

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Chartered Accountants

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11. Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Consolidated Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

12. We communicate with those charged with governance of the company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

13. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended March 31, 2023 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

14. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

15. As required by Section143(3) of the Act, we report, to the extent applicable, that:

    (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

    (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and report of the other auditor.

    (c) The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), consolidated cash flow statement and the consolidated statement of changes in equity dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

    (d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.

    (e) On the basis of the written representations received from the directors of the company as on March 31, 2023 taken on record by the Board of Directors of the company none of the directors of the company is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;

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(f) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the company and its joint venture and the operating effectiveness of such controls, refer to our separate Report in Annexure B.

(g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

(h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The consolidated financial statements disclose the impact, if any, of pending litigations as at March 31, 2023 on the consolidated financial position of the company and its joint venture– Refer Note 39 to the consolidated financial statements.

ii. Provision has been made in the consolidated financial statements, as required under the applicable Law or Accounting Standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts as at March 31, 2023 – Refer Notes 24 & 50 to the consolidated financial statements in respect such items as it relates to the company and its joint venture.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection fund by the Company.

iv.

a. The respective Managements of the Company and its joint venture which is a LLP incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or its joint venture to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or its joint venture ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (refer note – 60 to the financial statements);

b. The respective Managements of the Company and its joint venture which is a LLP incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company or its joint venture from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or its joint venture shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (refer note – 60 to the financial statements);and

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c. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Company and its joint venture which is a LLP incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. The dividend declared or paid during the year by the Company is in compliance with section 123 of the Companies Act, 2013.

vi. As per proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only with effect from 1 April 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is not applicable.

For Singhi & Co.
Chartered Accountants
Firm Registration Number: 302049E

SINGHI & CO. ★ Chartered Accountants ★

(Rahul Bothra)
Partner
Membership Number 067330
UDIN: 23067330BGTOYK5419

Place: Kolkata
Date: May 15, 2023

Singhi & Co.
Chartered Accountants

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Annexure A to the Independent Auditors' Report on consolidated financial statements of Skipper Limited for the year ended 31 March 2023

(Referred to in paragraph 14 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

In terms of the information and explanations sought by us and given by the Holding Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that

i. Qualifications or adverse remarks given by us in the respective Companies (Auditors Report) Order (CARO) reports included in the consolidated financial statements are:

Sl.No.	Name	CIN	Holding company / Subsidiary	Clause number of the CARO report which is qualified or is adverse
1	Skipper Limited	L40104WB1981PLC033408	Holding company	viii

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Singhi & Co.
Chartered Accountants

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ANNEXURE - B TO THE INDEPENDENT AUDITOR'S REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the company, as of and for the year ended March 31, 2023, we have audited the internal financial controls with reference to financial statements of SKIPPER LIMITED ("the company") and its joint venture as of that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Board of Directors of the company and management of the joint venture whom reporting under clause (i) of sub section 3 of Section 143 of the Act in respect of adequacy of the internal financial control with reference to financial statements is applicable, which are company's/ LLP incorporated in India, are responsible for establishing and maintaining internal financial control based on "internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of internal financial controls over financial reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on audit of internal financial controls over financial reporting (the "Guidance Note") and the standards on auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both issued by the Institute of Chartered Accountants of India. Those standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with respect to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the company's internal financial controls system with reference to financial statements.

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Singhi & Co.
Chartered Accountants

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MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements becomes inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, the company and its joint venture has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31st March 2023, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Singhi & Co.
Chartered Accountants
Firm's Registration No. 302049E

SINGHI & CO. ★ Chartered Accountants ★

(Rahul Bothra)
Partner
Membership No.067330
UDIN: 23067330BGTOYK5419

Place: Kolkata
Date: May 15, 2023

SKIPPER LIMITED

CIN: L40104WB1981PLC033408

CONSOLIDATED BALANCE SHEET AS AT 31-MAR-2023

(₹ in million)

Particulars	Note no.	As at 31-Mar-23		As at 31-Mar-22	
ASSETS					
NON-CURRENT ASSETS					
Property, Plant and Equipment (Including Right of Use Assets)	2	6,957.45		6,561.94	
Capital Work-In-Progress	2	71.36		139.54	
Other Intangible Assets	2	12.24		7.83	
Financial Assets					
Investments	3	100.55		72.18	
Other Financial Assets	4	455.35		180.97	
Other Non Current Assets	5	60.11	7,657.06	25.69	6,988.15
CURRENT ASSETS					
Inventories	6	9,132.01		7,860.64	
Financial Assets					
Trade Receivables	7	3,602.22		4,343.97	
Cash and Cash Equivalents	8	21.14		11.17	
Bank Balances other than cash & cash equivalent	9	289.67		380.86	
Other Financial Assets	10	34.60		72.43	
Contract Assets	11	181.37		281.99	
Other Current Assets	12	1,308.34	14,569.35	900.24	13,851.30
TOTAL:			22,226.41		20,839.45
EQUITY AND LIABILITIES					
EQUITY					
Equity Share capital	13	102.67		102.67	
Other Equity	14	7,571.46	7,674.13	7,218.64	7,321.31
LIABILITIES					
NON-CURRENT LIABILITIES					
Financial Liabilities					
Borrowings	15	1,918.85		2,119.84	
Lease Liabilities	16	89.78		70.77	
Contract Liabilities	17	944.00		-	
Provisions	18	63.48		60.41	
Deferred Tax Liabilities (Net)	19	443.91		378.84	
Other Non-Current Liabilities	20	43.88	3,503.90	50.11	2,679.97
CURRENT LIABILITIES					
Financial Liabilities					
Borrowings	21	2,921.34		3,546.67	
Lease Liabilities	22	9.06		9.45	
Trade Payables	23				
Total Outstanding Dues of Micro Enterprises and Small Enterprises		65.09		40.98	
Total Outstanding Dues of Creditor other than Micro enterprises and Small enterprises		5,816.06		6,223.28	
Other Financial Liabilities	24	203.11		213.60	
Contract Liabilities	25	1,799.56		643.93	
Other Current Liabilities	26	183.30		69.81	
Provisions	27	13.23		11.76	
Current Tax Liabilities (Net)	28	37.63	11,048.38	78.69	10,838.17
TOTAL:			22,226.41		20,839.45

Significant Accounting Policies, Judgements and Key Estimates — 1

The accompanying notes are an integral part of the consolidated financial statements.

For and on behalf of the Board

As per our report annexed
For Singhi & Co.
Chartered Accountants
Firm's Regn No.-302049E

SINGHI & CO. Chartered Accountants

RAHUL BOTHRA
Partner
Membership No. 067330

SAJAN KUMAR BANSAL
Managing Director
DIN - 00063555

DEVESH BANSAL
Director
DIN - 00162513

SHIV SHANKAR GUPTA
Chief Financial Officer

ANU SINGH
Company Secretary

Place: Kolkata
Dated: 15-05-2023

SKIPPER LIMITED

CIN: L40104WB1981PLC033408

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31-MAR-2023

(₹ in million)

Particulars	Note no.	Year ended 31-Mar-23	Year ended 31-Mar-22
A. INCOME			
Revenue From Operations	29	19,803.00	17,070.80
Other Income	30	53.17	40.12
Total Income		19,856.17	17,110.92
B. EXPENDITURE			
Cost of Materials Consumed	31	13,552.66	12,009.43
Change in Inventories of Finished Goods & Work-In-Progress	32	(884.42)	(557.01)
Employee Benefit Expenses	33	974.91	874.83
Finance Costs	34	1,040.09	930.03
Depreciation & Amortisation Expenses	2	467.80	484.92
Other Expenses	35	4,234.37	3,065.25
Total Expenditure		19,385.41	16,807.45
C. Profit/ (Loss) before share of profit of joint venture	A-B	470.76	303.47
D. Share of Profit/ (Loss) of Joint Venture	53	28.58	(34.64)
E. Profit/ (Loss) before exceptional items	C+D	499.34	268.83
F. Exceptional Items		-	-
G. Profit/ (Loss) Before Tax	E-F	499.34	268.83
H. Tax Expense	36		
Current Tax		82.72	63.49
MAT Credit entitlement for current year		(1.55)	(63.49)
Tax adjustments for earlier years		-	(101.25)
Deferred Tax	19	62.51	118.61
Total Tax Expense		143.68	17.36
I. Profit/ (Loss) After Tax	G-H	355.66	251.47
J. Other Comprehensive Income	37		
(a) (i) Items that will not be reclassified to profit or loss :			
-Re-Measurement of defined benefit plans		2.68	2.28
(ii) Income tax relating to items that will not be reclassified to profit or loss :			
-Re-measurement of defined benefit plans	19	(0.94)	(0.80)
(b) (i) Items that will be reclassified to profit or loss :			
-Effective portion of gains/(losses) on designated portion of hedging instruments in a Cash Flow Hedge		9.07	-
(ii) Income tax relating to items that will be reclassified to profit or loss :			
-Effective portion of gains/(losses) on designated portion of hedging instruments in a Cash Flow Hedge	19	(3.17)	-
(c) Share of Other Comprehensive Income of Joint Venture	53	(0.21)	0.24
Total Other Comprehensive Income	(a+b+c)	7.43	1.72
K. Total Comprehensive Income	I+J	363.09	253.19
L. Earning Per Share	38		
Basic Earning Per Share of ₹ 1 each		3.46	2.45
Diluted Earning Per Share of ₹ 1 each		3.46	2.45

Significant Accounting Policies, Judgements and Key Estimates 1

The accompanying notes are an integral part of the consolidated financial statements.

For and on behalf of the Board

As per our report annexed
For Singhi & Co.
Chartered Accountants
Firm's Regn No.-302049E

RAHUL BOTHRA
Partner
Membership No. 067330

SINGHI & CO. ★ Chartered Accountants ★

SAJAN KUMAR BANSAL
Managing Director
DIN - 00063555

DEVESH BANSAL
Director
DIN - 00162513

SHIV SHANKAR GUPTA
Chief Financial Officer

ANU SINGH
Company Secretary

Place: Kolkata
Dated: 15-05-2023

SKIPPER LIMITED

CIN: L40104WB1981PLC033408

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31-MAR-23

A. EQUITY SHARE CAPITAL

(₹ in million)

Particulars	Year ended 31-Mar-23	Year ended 31-Mar-22
Balance at beginning of the year	102.67	102.67
Changes in Equity Share Capital due to prior period errors	-	-
Restated balance at the beginning of the year	102.67	102.67
Changes in Equity Share Capital during the year	-	-
Balance at the end of the year	102.67	102.67

B. OTHER EQUITY

(₹ in million)

Particulars	Year ended 31-Mar-23			Items of Other Comprehensive Income		
	Securities Premium	General Reserve	Retained Earnings	Effective portion of Cash Flow Hedges	Re-Measurement of defined benefit plans	Total
Balance at beginning of the year	1,174.74	439.76	5,604.14	-	-	7,218.64
Changes in accounting policy or prior period errors	-	-	-	-	-	-
Restated balance at the beginning of the year (a)	1,174.74	439.76	5,604.14	-	-	7,218.64
Profit for the year (b)	-	-	355.66	-	-	355.66
Effective portion of Gain/(Loss) transferred to Hedge reserve (c)	-	-	-	1.50	-	1.50
Transfer of Gain/(Loss) from Hedge reserve to Profit & Loss Account (d)	-	-	-	(4.40)	-	(4.40)
Re-Measurement income/(loss) on defined benefit plans, net of tax (e)	-	-	-	-	1.53	1.53
Total Comprehensive Income/(Loss) for the year (f)= (b+c+d+e)	-	-	355.66	5.90	1.53	363.09
Dividends (g)	-	-	(10.27)	-	-	(10.27)
Transfer of OCI-Re-measurement to Retained earning (h)	-	-	1.53	-	(1.53)	-
Total Changes (i)=(f+g+h)	-	-	346.92	5.90	-	352.82
Balance at end of the year (h)=(a+g)	1,174.74	439.76	5,951.06	5.90	-	7,571.46

(₹ in million)

Particulars	Year ended 31-Mar-22			Items of Other Comprehensive Income		
	Securities Premium	General Reserve	Retained Earnings	Effective portion of Cash Flow Hedges	Re-Measurement of defined benefit plans	Total
Balance at beginning of the year	1,174.74	439.76	5,361.22		-	6,975.72
Changes in accounting policy or prior period errors	-	-	-	-	-	-
Restated balance at the beginning of the year (a)	1,174.74	439.76	5,361.22	-	-	6,975.72
Profit for the year (b)	-	-	251.47		-	251.47
Re-Measurement income/(loss) on defined benefit plans, net of tax (c)	-	-	-		1.72	1.72
Total Comprehensive Income/(Loss) for the year (d)= (b+c)	-	-	251.47	-	1.72	253.19
Dividends (e)	-	-	(10.27)	-	-	(10.27)
Transfer of OCI-Re-measurement to Retained earning (f)	-	-	1.72	-	(1.72)	-
Total Changes (g)=(d+e+f)	-	-	242.92	-	-	242.92
Balance at end of the year (h)=(a+g)	1,174.74	439.76	5,604.14	-	-	7,218.64

Significant Accounting Policies, Judgements and Key Estimates 1
The accompanying notes are an integral part of the consolidated financial statements.

As per our report annexed
For Singhi & Co.
Chartered Accountants
Firm's Regn No.-302049E

SINGHI & CO. ★ Chartered Accountants ★

RAHUL BOTHRA
Partner
Membership No. 067330

Place: Kolkata
Dated: 15-05-2023

For and on behalf of the Board

SAJAN KUMAR BANSAL
Managing Director
DIN - 00063555

DEVESH BANSAL
Director
DIN - 00162513

SHIV SHANKAR GUPTA
Chief Financial Officer

ANU SINGH
Company Secretary

SKIPPER LIMITED

CIN: L40104WB1981PLC033408

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31-MAR-2023

(₹ in million)

Particulars		Year ended 31-Mar-23	Year ended 31-Mar-22
A CASH FLOW FROM OPERATING ACTIVITIES			
Profit/ (Loss) before Tax		499.34	268.83
Adjustments for:			
Depreciation		467.80	484.92
(Profit)/Loss on Sale of Fixed Assets		(2.64)	(2.44)
Unrealised Foreign Exchange Fluctuations		(38.00)	(3.13)
Fair Value movement (Gain)/Loss in Derivative Instruments		69.45	(23.47)
Share of (profit)/ Loss of Joint Ventures		(28.58)	34.64
Provision for allowances under expected credit loss		(9.55)	8.34
Irrecoverable Debts/Advances Written Off (net)		91.56	2.53
Lease Liability w/ back		-	(0.90)
Finance Costs		1,040.09	930.03
Deferred Revenue Income		(6.32)	(6.49)
Interest Income		(34.72)	(26.39)
Operating profit before Working Capital Changes		2,048.43	1,666.47
Changes in Working Capital:			
(Increase)/decrease in Trade Receivables		664.60	384.07
(Increase)/decrease in Inventories		(1,271.37)	(1,845.73)
(Increase)/decrease in Other Financial Assets & Other Assets		(393.08)	(176.44)
(Increase)/decrease in Contract Assets		100.62	4.30
Increase/(decrease) in Trade Payables		(381.32)	(308.82)
Increase/(decrease) in Other Financial Liabilities & Other Liabilities		98.18	60.74
Increase/(decrease) in Contract Liabilities		2,099.63	397.91
Cash Generated from Operations		2,965.69	182.50
Direct taxes (paid)/ refunded		(123.78)	(9.73)
NET CASH GENERATED /(USED IN) OPERATING ACTIVITIES	A	2,841.91	172.77
B CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Property, Plant and Equipment and Intangible Assets		(849.27)	(421.21)
Sales Proceeds of Property, Plant and Equipment and Intangible Assets		18.28	16.66
Investment in Joint Venture		0.00	(9.63)
(Increase)/ decrease in Fixed Deposits		(166.93)	(83.49)
Interest income on Fixed Deposits		18.53	16.02
NET CASH GENERATED /(USED IN) INVESTING ACTIVITIES	B	(979.39)	(481.65)
C CASH FLOW FROM FINANCING ACTIVITIES			
Interest Paid (Including Interest on lease Payments)		(1,027.72)	(921.30)
Dividend paid		(10.27)	(10.27)
Proceeds from Long-Term Borrowings		608.67	617.84
Repayment of Long-Term Borrowings		(902.87)	(979.80)
Principal Payment of Lease Liabilities		(10.33)	(11.34)
Increase/(decrease) in Short-Term Borrowings		(510.03)	1,615.40
NET CASH GENERATED /(USED IN) FINANCING ACTIVITIES	C	(1,852.55)	310.53
NET INCREASE/(DECREASE) IN CASH & CASH EQUIVALENTS	A+B+C	9.97	1.65
ADD: OPENING CASH & CASH EQUIVALENTS		11.17	9.52
CLOSING CASH & CASH EQUIVALENTS		21.14	11.17

1 Closing Cash and Cash Equivalents represent balances of cash and cash equivalents as indicated in Note 8 to the consolidated financial statement.

2 The Consolidated Cash Flow statement has been prepared under the "Indirect method" as set out in Indian Accounting Standard ("Ind AS") 7- Statement of Cash Flows.

3 Reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities.

(₹ in million)

Particulars	Year ended 31-Mar-23			
	Long-Term Borrowings	Short-Term Borrowings	Lease Liabilities	Interest Accrued but Not due
Opening Balance	2,798.64	2,867.87	80.22	1.42
Cash Flow Changes (Net)	(294.20)	(510.03)	(10.33)	-
Non-Cash Flow Changes				
Fair Value Changes	9.27	-	28.95	(9.27)
Forex movement	(22.62)	(8.74)	-	-
Others	-	-	-	-
Interest Expense	-	-	-	1,040.09
Interest Paid	-	-	-	(1,027.72)
Closing Balance	2,491.09	2,349.10	98.84	4.52

(₹ in million)

Particulars	Year ended 31-Mar-22			
	Long-Term Borrowings	Short-Term Borrowings	Lease Liabilities	Interest Accrued but Not due
Opening Balance	3,149.61	1,235.85	96.01	2.79
Cash Flow Changes (Net)	(361.96)	1,615.40	(11.34)	-
Non-Cash Flow Changes				
Fair Value Changes	10.10	-	0.65	(10.10)
Forex movement	0.89	16.62	-	-
Others	-	-	(5.10)	-
Interest Expense	-	-	-	930.03
Interest Paid	-	-	-	(921.30)
Closing Balance	2,798.64	2,867.87	80.22	1.42

4 Figures relating to the previous year have been regrouped and rearranged wherever necessary.

The accompanying notes are an integral part of the consolidated financial statements.

For and on behalf of the Board

As per our report annexed
For Singhi & Co.
Chartered Accountants
Firm's Regn No.-302049E

RAHUL BOTHRA
Partner
Membership No. 067330

SINGHI & CO. Chartered Accountants

SAJAN KUMAR BANSAL
Managing Director
DIN - 00063555

DEVESH BANSAL
Director
DIN - 00162513

SHIV SHANKAR GUPTA
Chief Financial Officer

ANU SINGH
Company Secretary

Place: Kolkata
Dated: 15-05-2023

SKIPPER LIMITED
CIN: L40104WB1981PLC033408

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2023

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS, KEY ESTIMATES & BASIS OF CONSOLIDATION

CORPORATE OVERVIEW:

Skipper Limited ("the Company") is a public limited company incorporated in India having its registered office at 3A Loudon Street, Kolkata 700017, West Bengal, India. The company has its primary listings on the BSE Limited and NSE Limited. The company is engaged in the manufacturing and selling of Transmission & Distribution Structures (Towers & Poles) being its Engineering Products segment and CPVC, UPVC, PVC, SWR Pipes & Fittings, HDPE being its Polymer segment. The company is also involved in execution of EPC projects being its infrastructure segment. The Company and its interest in joint venture, together referred to as "The company and its Joint Venture".

The consolidated financial statements of The Company and its Joint Venture have been approved by the Board of Directors in their meeting held on May 15, 2023

SIGNIFICANT ACCOUNTING POLICIES:

A summary of the significant accounting policies applied in the preparation of the consolidated financial statements are as given below. These accounting policies have been applied consistently to all the periods presented in the consolidated financial statements, unless otherwise stated.

1) **BASIS OF PREPARATION:**

a) **Statement of Compliance**

These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards ("Ind AS") as prescribed by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ("the Act"), read with the Companies (Indian Accounting Standards) Rules, 2015 (amended), guidelines issued by the Securities and Exchange Board of India (SEBI), and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the Consolidated Financial Statement, other relevant provisions of the Act and other accounting principles generally accepted in India.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

b) **New and amended standards**

The Company applied for the first-time certain standards and amendments, which are effective for annual periods beginning on or after 1 Apr 2022. The Company has not early adopted any other standard or amendment that has been issued but is not yet effective:

(i) **Ind AS 16** – Property Plant and equipment - The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognized in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment.

(ii) **Ind AS 37** – Provisions, Contingent Liabilities and Contingent Assets – The amendment specifies that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling con-tracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract).

SINGHI & CO. Chartered Accountants

SKIPPER LIMITED Kolkata - 700 017

SKIPPER LIMITED

CIN: L40104WB1981PLC033408

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2023 (Contd.)

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS, KEY ESTIMATES & BASIS OF CONSOLIDATION (Contd.)

(iii) **Ind AS 103** – Reference to Conceptual Framework The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103.

(iv) **Ind AS 109** – Annual Improvements to Ind AS (2021) The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognize a financial liability.

(v) **Ind AS 106** – Annual Improvements to Ind AS (2021) The amendments remove the illustration of the reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives were described in that illustration.

The amendments listed above did not have any impact on the amounts recognized in prior periods and are not expected to significantly affect the current and future periods.

c) **Basis of Measurement**

The consolidated financial statements of The company and its Joint Venture have been prepared on historical cost basis except for the following assets and liabilities which have been measured at fair value:

i) Certain financial assets & liabilities (including derivative instruments)
ii) Defined Benefit Plans as per actuarial valuation
iii)Share based Payments

d) **Functional and Presentation Currency**

The consolidated financial statements have been presented in Indian Rupees (INR), which is also The company and its Joint Venture's functional currency. All financial information presented in INR has been rounded off to the nearest millions as per the requirements of Schedule III, unless otherwise stated.

e) **Basis of Consolidation**

Joint Ventures

Under Ind AS 111 Joint Arrangements, investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the consolidated Ind AS contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement.
The joint arrangement is structured through a separate vehicle and the legal form of the separate vehicle, the terms of the contractual arrangement and, when relevant, any other facts and circumstances gives The company and its Joint Venture rights to the net assets of the arrangement (i.e. the arrangement is a joint venture). The activities of the joint venture are primarily aimed to provide the third parties with an output and the parties to the joint venture will not have rights to substantially all the economic benefits of the assets of the arrangement. The company and its Joint Venture's interests in joint ventures are accounted for using the equity method, after initially being recognised at cost in the consolidated balance sheet. Details of the joint venture are set out in note 53.

SKIPPER LIMITED

CIN: L40104WB1981PLC033408

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2023 (Contd.)

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS, KEY ESTIMATES & BASIS OF CONSOLIDATION (Contd.)

Equity Method

Under the equity method of accounting, the investments are initially recognised at cost which includes transaction costs. Subsequent to initial recognition, the carrying amount of the investment is adjusted to recognise changes in The company and its Joint Venture's share of net assets of the joint venture since the acquisition date and The company and its Joint Venture's share of other comprehensive income. Goodwill relating to the joint venture is included in the carrying amount of the investment and is not tested for impairment individually. When The company and its Joint Venture's share of losses in an equity accounted investment equals or exceeds its interest in the entity, The company and its Joint Venture does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity. Dividends received or receivable from joint ventures are recognised as a reduction in the carrying amount of the investment. The carrying amounts of equity accounted investments are tested for impairment.

Changes in ownership interests

When The company and its Joint Venture ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is re-measured to its fair value with the change in carrying amount recognised in statement of profit and loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as a joint venture. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if The company and its Joint Venture had directly disposed off the related assets or liabilities. The amounts previously recognised in other comprehensive income are reclassified to statement of profit and loss. If the ownership interest in a joint venture is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to statement of profit and loss where appropriate.

Transactions eliminated on consolidation

Inter-group balances and transactions, and any unrealised income and expenses arising from inter-group transactions, are eliminated. Unrealised gains arising from transactions with equity accounted investees are eliminated against the Investment to the extent of The company and its Joint Venture's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

f) Use of Assumptions, Judgments and Estimates

The key assumption, judgment and estimation at the reporting date, that have significant risk causing the material adjustment to the carrying amounts of assets and liabilities within the next financial year, are describe below. The company and its Joint Venture based its assumption, judgment and estimation on parameters available on the consolidated financial statements were prepared. Existing circumstances and assumption about future development, however, may change due to market changes or circumstances arising that are beyond the control of The company and its Joint Venture. Such changes are reflected in the assumption when they occur.

i) Revenue

The application of revenue recognition accounting standards is complex and involves a number of key judgements and estimates. Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, price concessions and incentives, if any, as specified in the contract with the customer. The company and its Joint Venture exercises judgment in determining whether the performance obligation is satisfied at a point in time or over a period of time.

SKIPPER LIMITED

CIN: L40104WB1981PLC033408

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2023 (Contd.)

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS, KEY ESTIMATES & BASIS OF CONSOLIDATION (Contd.)

The measurement of construction contracts in progress is based on an assessment of the stage of each project and expectations concerning the remaining progress towards completion of each contract, including the outcome of disagreements. The assessment of stage, income and expenses, including disagreements, is made the project management on a project-by-project basis.

The assessment of disagreements relating to extra work, extensions of time, demands concerning liquidated damages, etc., is based on the nature of the circumstances, knowledge of the client, the stage of negotiations, previous experience and consequently an assessment of the likely outcome of each case. For major disagreements, external legal opinions are a fundamental part of the assessment.

Estimates concerning the remaining progress towards completion depend on a number of factors, and project assumptions may change as the work is being performed. Likewise, the assessment of disagreements may change as the cases proceed. Actual results may therefore differ materially from expectations. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting date.

ii) Impairment of non-financial assets

The company and its Joint Venture assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, The company and its Joint Venture estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

An impairment loss is recognized as an expense in the consolidated statement of profit and loss in the year in which an asset is identified as impaired. The impairment loss recognized in earlier accounting period is reversed if there has been an improvement in recoverable amount.

iii) Defined benefit plans

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

iv) Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

SINGHI & CO. Chartered Accountants

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CIN: L40104WB1981PLC033408

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2023 (Contd.)

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS, KEY ESTIMATES & BASIS OF CONSOLIDATION (Contd.)

v) Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The company and its Joint Venture uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

vi) Share-based payments

The company and its Joint Venture measures the cost of equity-settled transactions with employees using Black-Scholes model to determine the fair value of the liability incurred on the grant date. Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them.

vii) Recognition of Deferred Tax Assets

The extent to which deferred tax assets can be recognized is based on an assessment of the probability of The company and its Joint Venture's future taxable income against which the deferred tax assets can be utilized. In addition, significant judgement is required in assessing the impact of any legal or economic limits.

viii) Classification of Leases

The company and its Joint Venture enters into leasing arrangements for various assets. The classification of the leasing arrangement as a finance lease or operating lease is based on an assessment of several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to purchase and estimated certainty of exercise of such option, proportion of lease term to the asset's economic life, proportion of present value of minimum lease payments to fair value of leased asset and extent of specialized nature of the leased asset.

ix) Restoration, rehabilitation and decommissioning

Estimation of restoration/ rehabilitation/ decommissioning costs requires interpretation of scientific and legal data, in addition to assumptions about probability of future costs.

x) Provisions and Contingencies

The assessments undertaken in recognising provisions and contingencies have been made in accordance with Indian Accounting Standards (Ind AS) 37, 'Provisions, Contingent Liabilities and Contingent Assets'. The evaluation of the likelihood of the contingent events is applied best judgement by management regarding the probability of exposure to potential loss.

xi) Allowances for Doubtful Debts

The company and its Joint Venture makes allowances for doubtful debts through appropriate estimations of irrecoverable amount. The identification of doubtful debts requires use of judgment and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and doubtful debts expenses in the period in which such estimate has been changed.

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SKIPPER LIMITED

CIN: L40104WB1981PLC033408

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2023 (Contd.)

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS, KEY ESTIMATES & BASIS OF CONSOLIDATION (Contd.)

g) **Classification of Assets and Liabilities into Current/Non-Current**

All assets and liabilities have been classified as current or non-current as per The company and its Joint Venture's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013, as given below.

The company and its Joint Venture has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

For the purpose of Balance Sheet, an asset is classified as current if:

i) Expected to be realized or intended to sold or consumed in normal operating cycle;
ii) Held primarily for the purpose of trading;
iii) Expected to be realized within twelve months after the reporting period; or
iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All the other assets are classified as non-current.

Similarly, a liability is current if:

i) It is expected to be settled in normal operating cycle;
ii) It is held primarily for the purpose of trading;
iii) It is due to be settled within twelve months after the reporting period; or
iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The company and its Joint Venture classifies all other liabilities as non-current.

Deferred Tax Assets and Liabilities are classified as non-current assets and liabilities respectively.

2) **Inventories**

a) **Raw materials, fuel, stores & spare parts and packing materials**

Valued at lower of cost and net realisable value (NRV). However, these items are considered to be realisable at cost, if the finished products, in which they will be used, are expected to be sold at or above cost. Cost is determined on weighted average basis.

b) **Work-in- progress (WIP) and finished goods**

Valued at lower of cost and NRV. Cost of Finished goods and WIP includes cost of raw materials, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost of inventories is computed on weighted average basis.

c) **Waste / Scrap**

Waste / Scrap inventory is valued at NRV. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

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Kolkata

SKIPPER LIMITED

CIN: L40104WB1981PLC033408

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2023 (Contd.)

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS, KEY ESTIMATES & BASIS OF CONSOLIDATION (Contd.)

3) **Cash and Cash Equivalents**

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand, Cheques on hand and short term deposits with an original maturity of three months or less, which are subject to an insignificant risk of change in value.

4) **Income Tax**

Income Tax comprises current and deferred tax.

a) **Current Tax**

Current Tax is measured on the basis of estimated taxable income for the current accounting period in accordance with the applicable tax rates and the provisions of the Income-tax Act, 1961. Current income tax is recognized in The consolidated statement of profit and loss except to the extent that it relates to an item recognized directly in equity or in other comprehensive income.

b) **Deferred Tax**

Deferred tax is provided, on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax assets and liabilities are measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted at the reporting date. Tax relating to items recognised directly in equity or OCI is recognised in equity or OCI and not in the consolidated statement of profit and loss.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable.

Deferred tax liabilities are not recognised for temporary differences between the carrying amount and tax bases of interest in joint arrangements where The company and its Joint Venture is able to control the timingof the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets are not recognised for temporary differences between the carrying amount and tax bases of interest in joint arrangements where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilised.

MAT Credit is recognized as an asset only when and to the extent there is convincing evidence that The company and its Joint Venture will pay normal Income Tax during the specified period. In the year in which the Minimum Alternative Tax (MAT) credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in guidance note issued by the ICAI, the said asset is created by way of credit to consolidated statement of profit and loss and shown as MAT credit entitlement. The company and its Joint Venture reviews the same at each Balance Sheet date and writes down the carrying amount of MAT entitlement

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SKIPPER LIMITED

CIN: L40104WB1981PLC033408

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2023 (Contd.)

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS, KEY ESTIMATES & BASIS OF CONSOLIDATION (Contd.)

to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

5) **Property, Plant and Equipment**

a) **Recognition and Measurement**

i) Property, plant and equipment held for use in the production or/and supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost, less any accumulated depreciation and accumulated impairment losses (if any).

ii) Cost of an item of property, plant and equipment acquired comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting any trade discounts and rebates, any directly attributable costs of bringing the assets to its working condition and location for its intended use and present value of any estimated cost of dismantling and removing the item and restoring the site on which it is located.

iii) In case of self-constructed assets, cost includes the costs of all materials used in construction, direct labour, allocation of directly attributable overheads, directly attributable borrowing costs incurred in bringing the item to working condition for its intended use, and estimated cost of dismantling and removing the item and restoring the site on which it is located. The costs of testing whether the asset is functioning properly, after deducting the net proceeds from selling items produced while bringing the asset to that location and condition are also added to the cost of self-constructed assets.

iv) For transition to IND AS, The company and its Joint Venture has revalued land at fair value as deemed cost and considered other assets at Ind AS Cost.

v) Gains or losses arising from de-recognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset is recognized in the consolidated statement of profit and loss.

vi) Subsequent costs are included in the asset's carrying amount, only when it is probable that future economic benefits associated with the cost incurred will flow to The company and its Joint Venture and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. Major Inspection/ Repairs/ Overhauling expenses are recognized in the carrying amount of the item of property, plant and equipment as a replacement if the recognition criteria are satisfied. Any Unamortized part of the previously recognized expenses of similar nature is derecognized.

vii) The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

viii) The company and its Joint Venture identifies and determines cost of asset significant to the total cost of the asset having useful life that is materially different from that of the remaining life.

ix) Research and development costs that are in nature of tangible/ intangible assets and are expected to generate probable future economic benefits are capitalised and classified under tangible/intangible assets and depreciated on the same basis as other fixed assets. Revenue expenditure on research and development is charged to the statement of profit and loss in the year in which it is incurred.

SINGHI & CO. ★ Chartered Accountants ★

SKIPPER LIMITED Kolkata - 700017

SKIPPER LIMITED

CIN: L40104WB1981PLC033408

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2023 (Contd.)

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS, KEY ESTIMATES & BASIS OF CONSOLIDATION (Contd.)

b) **Depreciation and Amortization**

i) Depreciation on property, plant and equipment is provided under Straight Line Method over the useful lives of assets prescribed by Schedule II of the Companies Act, 2013. Depreciation in change in the value of fixed assets due to exchange rate fluctuation has been provided prospectively over the residual life of the respective assets.

ii) Depreciation in respect of property, plant and equipment added / disposed off during the year is provided on pro-rata basis, with reference to the date of addition/disposal.

6) **Intangible Assets**

i) Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment loss, if any.

ii) Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss.

iii) Intangible assets are amortised on straight line basis over its estimated useful life of 5 years.

7) **Capital Work in Progress**

Capital work-in-progress is stated at cost which includes expenses incurred during construction period, interest on amount borrowed for acquisition of qualifying assets and other expenses incurred in connection with project implementation in so far as such expenses relate to the period prior to the commencement of commercial production.

8) **Leases**

a) **The company and its Joint Venture as lessor**

Leases for which The company and its Joint Venture is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as finance lease. All other leases are classified as operating leases.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

b) **The company and its Joint Venture as lessee**

The company and its Joint Venture assesses whether a contract is or contains a lease, at inception of the contract. The company and its Joint Venture recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, The company and its Joint Venture recognises the lease payments as an operating expense on a straight-line basis over the lease term, unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed. Contingent and variable rentals are recognized as expense in the periods in which they are incurred.

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LIMITED Kolkata - 700 01

SKIPPER LIMITED

CIN: L40104WB1981PLC033408

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2023 (Contd.)

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS, KEY ESTIMATES & BASIS OF CONSOLIDATION (Contd.)

c) **Lease Liability**

The lease payments that are not paid at the commencement date are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in The company and its Joint Venture, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

Lease payments included in the measurement of the lease liability comprise:
• Fixed lease payments (including in-substance fixed payments) payable during the lease term and under reasonably certain extension options, less any lease incentives;
•Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
•The amount expected to be payable by the lessee under residual value guarantees;
•The exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
•Payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the Balance Sheet.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The company and its Joint Venture re-measures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:
• The lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the lease liability is re-measured by discounting the revised lease payments using a revised discount rate.
•A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is re-measured by discounting the revised lease payments using a revised discount rate.

d) **Right of Use (ROU) Assets**

The ROU assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Whenever The company and its Joint Venture incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under Ind AS 37- Provisions, Contingent Liabilities and Contingent Assets. The costs are included in the related right-of-use asset.

ROU assets are depreciated over the shorter period of the lease term and useful life of the underlying asset. If The company and its Joint Venture is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life. The depreciation starts at the commencement date of the lease.

The ROU assets are not presented as a separate line in the Balance Sheet but presented below similar owned assets as a separate line in the PPE note under "Notes forming part of the Financial Statement".

Singhi & Co. Chartered Accountants

Skipper Limited Kolkata

SKIPPER LIMITED

CIN: L40104WB1981PLC033408

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2023 (Contd.)

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS, KEY ESTIMATES & BASIS OF CONSOLIDATION (Contd.)

The company and its Joint Venture applies Ind AS 36- Impairment of Assets to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as per its accounting policy on 'property, plant and equipment'.

As a practical expedient, Ind AS 116 permits a lessee not to separate non-lease components when bifurcation of the payments is not available between the two components, and instead account for any lease and associated non-lease components as a single arrangement. The company and its Joint Venture has used this practical expedient.

Extension and termination options are included in many of the leases. In determining the lease term the management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option.

9) **Revenue Recognition**

The company and its Joint Venture earns revenue primarily from sale of engineering & polymer products. It also earns revenue from its Infrastructure Projects segment which includes Horizontal Direct Drilling services and Engineering, Procurement & Construction services.

Ind AS 115 "Revenue from Contracts with Customers", that replaces Ind AS 18 "Revenue" and Ind AS 11 "Construction Contracts" and related interpretations, introduce one single new model for recognition of revenue which includes a 5-step approach and detailed guidelines. Among other, such guidelines are on allocation of revenue to performance obligations within multi-element arrangements, measurement and recognition of variable consideration and the timing of revenue recognition.

The company and its Joint Venture considers the terms of the contract in determining the transaction price. The transaction price is based upon the amount the entity expects to be entitled to in exchange for transferring of promised goods and services to the customer after deducting incentive programs, included but not limited to discounts, volume rebates etc.

a) **Revenue from sale of goods**

Revenue from the sale engineering and polymer segments is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. Company recognises revenue at a point in time, when control is transferred to the customer, and the consideration agreed is expected to be received. Control is generally deemed to be transferred upon delivery of the components in accordance with the agreed delivery plan.

b) **Revenue from infrastructure projects**

According to Ind AS 115 revenue is recognized over time (percentage of completion) either when the performance creates an asset that the customer controls as the asset is created (e.g. work in progress) or when the performance creates an asset with no alternative use and an enforceable right to payment as performance is completed to date has been secured. Revenue is also recognized over time if the customer simultaneously receives and consumes the benefits from goods and services as performed. Under Ind AS 11 construction contracts, with a high degree of individual adjustment were recognized as revenue by reference to the percentage of completion.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2023 (Contd.)

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS, KEY ESTIMATES & BASIS OF CONSOLIDATION (Contd.)

Revenue from infrastructure projects is recognized on percentage completion method based on the stage of completion of the contract. The stage of completion is determined as a proportion that contract costs incurred for work performed upto the reporting date bears to the estimated total costs. When it is probable that the total contract cost will exceed the total contract revenue, the expected loss is recognized immediately. For this purpose, total contract costs are ascertained on the basis of actual costs incurred and costs to be incurred for completion of contracts in progress, which is arrived at by the management based on current technical data, forecasts and estimate of expenditure to be incurred in future including contingencies. Revisions in projected profit or loss arising from change in estimates are reflected in each accounting period which, however, cannot be disclosed separately in the consolidated financial statements as the effect thereof cannot be accurately determined. Overhead expenses representing indirect costs that cannot be directly aligned with the jobs, are distributed over the various contracts on a pro-rata basis.

Contract Assets

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Unbilled receivables where further subsequent performance obligation is pending are classified as contract assets when The company and its Joint Venture does not have unconditional right to receive cash as per contractual terms. Revenue recognition for fixed price development contracts is based on percentage of completion method. Invoicing to the clients is based on milestones as defined in the contract. This would result in the timing of revenue recognition being different from the timing of billing the customers. Unbilled revenue for fixed price development contracts is classified as non-financial asset as the contractual right to consideration is dependent on completion of contractual milestones.

Impairment of Contract asset

The company and its Joint Venture assesses a contract asset for impairment in accordance with Ind AS 109.An impairment of a contract asset is measured, presented and disclosed on the same basis as a financial asset that is within the scope of Ind AS 109.

Contract Liability

Contract Liability is recognised when there are billings in excess of revenues and it also includes consideration received from customers for whom The company and its Joint Venture has pending obligation to transfer goods or services.

The billing schedules agreed with customers include periodic performance based payments and / or milestone based progress payments. Invoices are payable within contractually agreed credit period.

Modification in contract

Contracts are subject to modification to account for changes in contract specification and requirements. The company and its Joint Venture reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation, a cumulative adjustment is accounted for.

The company and its Joint Venture disaggregates revenue from contracts with customers by industry verticals, geography and nature of goods or services.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2023 (Contd.)

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS, KEY ESTIMATES & BASIS OF CONSOLIDATION (Contd.)

c) **Interest Income**

Interest income from a financial asset is recognized when it is probable that the economic benefit will flow to the company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to principal outstanding and the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial assets to that assets' net carrying amount on initial recognition.

d) **Other Operating Revenue**

Export incentive and subsidies are recognized when there is reasonable assurance that The company and its Joint Venture will comply with the conditions and the incentive will be received.

10) **Retirement and other employee benefits**

a) **Short Term Employee Benefits**

Short term employee benefit obligations are measured on an undiscounted basis and are expensed as the related services are provided. Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period.

b) **Other Long Term Employee Benefits**

The liabilities for earned leaves that are not expected to be settled wholly within twelve months are measured as the present value (determined by actuarial valuation using the projected unit credit method) of the expected future payments to be made in respect of services provided by employees up to the end of the reporting period and recognised in books of accounts. The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. Re-measurements as the result of experience adjustment and changes in actuarial assumptions are recognized in consolidated statement of profit and loss.

c) **Post-Employment Benefits**

The company and its Joint Venture operates the following post-employment schemes:

i) **Defined Benefit Plan**

The liability or asset recognized in the Balance Sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The company and its Joint Venture's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods.
The defined benefit obligation is calculated annually by Actuaries using the projected unit credit method. The liability recognized for defined benefit plans is the present value of the defined benefit obligation at the reporting date less the fair value of plan assets, together with adjustments for unrecognized actuarial gains or losses and past service costs. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Past service cost is recognised in the consolidated statement of profit and loss in the period of a plan amendment. The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2023 (Contd.)

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS, KEY ESTIMATES & BASIS OF CONSOLIDATION (Contd.)

Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the Balance Sheet with a charge or credit recognised in Other Comprehensive Income (OCI) in the period in which they occur. Re-measurement recognised in OCI is reflected immediately in retained earnings and will not be reclassified to consolidated statement of profit and loss.

The company and its Joint Venture contributes to fund maintained with Life Insurance Corporation of India.

ii) Defined Contribution Plan

Retirement benefit in the form of provident fund is a defined contribution scheme. The company and its Joint Venture has no obligation other than the contribution payable to the Provident fund. Contribution payable under the provident fund is recognised as expenditure in the consolidated statement of profit and loss and/or carried to Construction work-in-progress when an employee renders the related service.

11) **Government Grants**

Government grants are recognized at their fair values when there is reasonable assurance that the grants will be received and The company and its Joint Venture will comply with all the attached conditions.

a) Government grants are recognised in the statement of profit or loss on a systematic basis over the periods in which The company and its Joint Venture recognises the related costs for which the grants are intended to compensate.

b) Grants related to acquisition/ construction of property, plant and equipment are recognised as deferred revenue in the Balance Sheet and transferred to the statement of profit or loss on a systematic and rational basis over the useful lives of the related asset.

12) **Foreign Currency Transactions**

a) The functional currency and presentation currency of The company and its Joint Venture is Indian Rupee (INR).

b) Transactions in currencies other than The company and its Joint Venture's functional currency are recorded on initial recognition using the exchange rate at the transaction date. At each balance sheet date, foreign currency monetary items are reported using the closing rate.

c) Non- monetary items that are measured in terms of historical cost in foreign currency are not retranslated. Exchange difference that arise on settlement of monetary items or on reporting of monetary items at each Balance sheet date at the closing spot rate are recognised in profit or loss in the period in which they arise except for:

i) exchange difference on foreign currency borrowings related to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest cost on those foreign currency borrowings; and

ii) exchange differences on transactions entered into in order to hedge certain foreign currency risks.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2023 (Contd.)

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS, KEY ESTIMATES & BASIS OF CONSOLIDATION (Contd.)

13) **Borrowing Cost**

Borrowing cost include interest expense calculated using the Effective interest method, finance charges in respect of assets acquired on finance lease and exchange difference arising on foreign currency borrowings to the extent they are regarded as an adjustment to the finance cost.

Borrowing costs (including other ancillary borrowing cost) directly attributable to the acquisition or construction of a qualifying asset are capitalized as a part of the cost of that asset hat necessarily takes a substantial period of time to complete and prepare the asset for its intended use or sale. The company and its Joint Venture considers a period of twelve months or more as a substantial period of time.
Transaction costs in respect of long term borrowing are amortized over the tenure of respective loans using Effective Interest Rate (EIR)method. All other borrowing costs are recognized in the consolidated statement of profit and loss in the period in which they are incurred.

14) **Earnings per Share**

Earnings per share is calculated by dividing the net profit or loss before OCI for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss before OCI for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

15) **Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognised when the company and its joint-venture entity becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in consolidated statement of profit and loss.

a) **Financial Assets**

i) **Classification and Subsequent Measurement**
For purposes of subsequent measurement, financial assets are classified in four categories:

- Measured at Amortized Cost
- Measured at Fair Value Through Other Comprehensive Income (FVTOCI)
- Measured at Fair Value Through Profit or Loss (FVTPL) and
- Equity Instruments measured at Fair Value Through Other Comprehensive Income (FVTOCI)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period The company and its Joint Venture changes its business model for managing financial assets.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2023 (Contd.)

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS, KEY ESTIMATES & BASIS OF CONSOLIDATION (Contd.)

➢ **Measured at Amortized Cost**

The Financial assets are subsequently measured at the amortized cost if both the following conditions are met:

- The asset is held within a business model whose objective is achieved by both collecting contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR)method. Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as FVTPL. Interest income is recognised in the consolidated statement of profit and loss.

➢ **Measured at Fair Value Through Other Comprehensive Income (FVTOCI)**

The financial assets are measured at the FVTOCI if both the following conditions are met:

- The objective of the business model is achieved by both collecting contractual cash flows and selling the financial assets; and
- The asset's contractual cash flows represent SPPI.

Debt instruments meeting these criteria are measured initially at fair value plus transaction costs. They are subsequently measured at fair value with any gains or losses arising on re-measurement recognized in other comprehensive income, except for impairment gains or losses and foreign exchange gains or losses. Interest calculated using the effective interest method is recognized in the consolidated statement of profit and loss in investment income.

➢ **Measured at Fair Value Through Profit or Loss (FVTPL)**

Financial assets are measured at fair value through profit or Loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. Gains or losses arising on re-measurement are recognised in the consolidated statement of profit and loss. The net gains or loss recognised in consolidated statement of profit and loss incorporates any dividend or interest earned on the financial assets and is included in the "Other income" line item.

➢ **Equity Instruments measured at Fair Value Through Other Comprehensive Income (FVTOCI)**

All equity investments in scope of Ind AS – 109 are measured at fair value. Equity instruments which are, held for trading are classified as at FVTPL. For all other equity instruments, The company and its Joint Venture may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The company and its Joint Venture makes such election on an instrument-by instrument basis. The classification is made on initial recognition and is irrevocable. In case The company and its Joint Venture decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment.

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NOTE 1: SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS, KEY ESTIMATES & BASIS OF CONSOLIDATION (Contd.)

ii) **Derecognition**

The company and its Joint Venture derecognizes a financial asset on trade date only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

iii) **Impairment of Financial Assets**

In accordance with Ind AS 109, The company and its Joint Venture uses 'Expected Credit Loss' (ECL model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

➢ The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or

➢ Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

For trade receivables Group applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The company and its Joint Venture uses historical default rate to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, The company and its Joint Venture uses 12 month ELC to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ELC is used.

iv) **Foreign exchange gains and losses**

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. For foreign currency denominated financial assets measured at amortised cost, the exchange differences are recognised in the consolidated statement of profit and loss.

b) **Financial Liabilities and equity instruments**

Debts and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instruments.

Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of an equity after deducting all of its liabilities. Equity instruments issued by The company and its Joint Venture are recognised at the proceeds received, net of direct issue costs.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2023 (Contd.)

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS, KEY ESTIMATES & BASIS OF CONSOLIDATION (Contd.)

ii) Derecognition

The company and its Joint Venture derecognizes a financial asset on trade date only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

iii) Impairment of Financial Assets

In accordance with Ind AS 109, The company and its Joint Venture uses 'Expected Credit Loss' (ECL model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

- The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or

- Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

For trade receivables Group applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The company and its Joint Venture uses historical default rate to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, The company and its Joint Venture uses 12 month ELC to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ELC is used.

iv) Foreign exchange gains and losses

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. For foreign currency denominated financial assets measured at amortised cost, the exchange differences are recognised in the consolidated statement of profit and loss.

b) Financial Liabilities and equity instruments

Debts and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instruments.

Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of an equity after deducting all of its liabilities. Equity instruments issued by The company and its Joint Venture are recognised at the proceeds received, net of direct issue costs.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2023 (Contd.)

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS, KEY ESTIMATES & BASIS OF CONSOLIDATION (Contd.)

Financial Liabilities

i) **Recognition and Initial Measurement**

Financial liabilities are classified, at initial recognition, as at fair value through profit or loss, loans and borrowings, payables or as derivatives, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

ii) **Subsequent Measurement**

Financial liabilities are measured subsequently at amortized cost or FVTPL. A financial liability is classified as FVTPL if it is classified as held for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest rate method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on de-recognition is also recognized in profit or loss.

iii) **Financial Guarantee Contracts**

Financial guarantee contracts issued by The company and its Joint Venture are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument.

Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirement of Ind AS 109 and the amount recognized less cumulative amortization.

iv) **De-recognition**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

v) **Foreign exchange gains and losses**

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments and are included in consolidated statement of profit and loss. The fair value of the financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period.

vi) **Offsetting financial instruments**

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the counterparty.

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c) **Derivative financial instruments**

The company and its Joint Venture uses derivative financial instruments such as forward, swap, options etc. to hedge against interest rate and foreign exchange rate risks, including foreign exchange fluctuation related to highly probable forecast sale. The realized gain / loss in respect of hedged foreign exchange contracts which has expired / unwinded during the year are recognized in the consolidated statement of profit and loss and included in other operating revenue / other expense as the case may be. However, in respect of foreign exchange forward contracts period of which extends beyond the balance sheet date, the fair value of outstanding derivative contracts is marked to market and resultant net loss/gain is accounted in the consolidated statement of profit and loss. Company does not hold derivative financial instruments for speculative purposes.

d) **Derivatives and Hedge Accounting**

Derivatives are initially recognised at fair value and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gains / losses are recognised in Statement of Profit and Loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of recognition in profit or loss / inclusion in the initial cost of non-financial asset depends on the nature of the hedging relationship and the nature of the hedged item. The Company complies with the principles of hedge accounting where derivative contracts are designated as hedge instruments. At the inception of the hedge relationship, the Company documents the relationship between the hedge instrument and the hedged item, along with the risk management objectives and its strategy for undertaking hedge transaction, which is a cash flow hedge.

e) **Cash Flow Hedge**

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in the other comprehensive income and accumulated as 'Cash Flow Hedging Reserve'. The gains / losses relating to the ineffective portion are recognised in the Statement of Profit and Loss. Amounts previously recognised and accumulated in other comprehensive income are reclassified to profit or loss when the hedged item affects the Statement of Profit and Loss. However, when the hedged item results in the recognition of a non- financial asset, such gains / losses are transferred from equity (but not as reclassification adjustment) and included in the initial measurement cost of the non- financial asset. Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting. Any gains /losses recognised in other comprehensive income and accumulated in equity at that time remain in equity and is reclassified when the underlying transaction is ultimately recognised. When an underlying transaction is no longer expected to occur, the gains / losses accumulated in equity are recognised immediately in the Statement of Profit and Loss

16) **Provisions, Contingent Liabilities and Contingent Assets**

a) **Provisions**

i) Provisions are recognised when The company and its Joint Venture has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Provisions is measured using the cash flows estimated to settle the present obligation and when the effect of time value of money is material, Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-

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NOTE 1: SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS, KEY ESTIMATES & BASIS OF CONSOLIDATION (Contd.)

tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost. Reimbursement expected in respect of expenditure required to settle a provision is recognised only when it is virtually certain that the reimbursement will be received.

ii) **Decommissioning Liability**

Restoration/ Rehabilitation/ Decommissioning cost are provided for in the accounting period when the obligation arises based on the NPV of the estimated future cost of restoration to be incurred. It includes the dismantling and demolition of infrastructure and removal of residual material. This provision is based on all regulatory requirements and related estimated cost based on best available information.

iii) **Onerous Contracts**

Present obligations arising under onerous contracts are recognized and measured as provisions. An onerous contract is considered to exist when a contract under which the unavoidable costs of meeting the obligations exceed the economic benefits expected to be received from it.

b) **Contingent Liabilities**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of The company and its Joint Venture or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company and its Joint Venture does not recognize a contingent liability but discloses its existence in the consolidated financial statements.

c) **Contingent Assets**

Contingent assets usually arise from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefits. Contingent Assets are not recognized though are disclosed, where an inflow of economic benefits is probable.

17) **Operating Segment**

The identification of operating segment is consistent with performance assessment and resource allocation by the chief operating decision maker. An operating segment is a component of The company and its Joint Venture that engages in business activities from which it may earn revenues and incur expenses including revenues and expenses that relate to transactions with any of the other components of The company and its Joint Venture and for which discrete financial information is available. Operating segments of The company and its Joint Venture comprises three segments Engineering, Polymer products and Infrastructure segment. All operating segment's operating results are reviewed regularly by the chief operating decision maker to make decisions about resources to be allocated to the segments and assess their performance.

18) **Employee Share based payment**

Equity- settled share-based payments to employees are measured at the fair value of the employee stock options at the grant date. The fair value of option at the grant date is expensed over the vesting period with a

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NOTE 1: SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS, KEY ESTIMATES & BASIS OF CONSOLIDATION (Contd.)

corresponding increase in equity as "Employee Stock Options Account". In case of forfeiture of unvested option, portion of amount already expensed is reversed. In a situation where the vested option forfeited or expires unexercised, the related balance standing to the credit of the "Employee Stock Options Account" are transferred to the "General Reserve". When the options are exercised, The company and its Joint Venture issues new equity shares of The company and its Joint Venture of `1/- each fully paid-up. The proceeds received and the related balance standing to credit of the Employee Stock Options Account, are credited to share capital (nominal value) and Securities Premium Account.

19) **Measurement of Fair Values**

A number of The company and its Joint Venture's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

a) In the principal market for the asset or liability, or

b) In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by The company and its Joint Venture. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The company and its Joint Venture uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the input that is significant to the fair value measurement as a whole:

a) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

b) Level 2 — Inputs other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

c) Level 3 — Inputs which are unobservable inputs for the asset or liability.

External valuers are involved for valuation of significant assets & liabilities. Involvement of external valuers is decided by the management of The company and its Joint Venture considering the requirements of Ind AS and selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

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NOTE 1: SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS, KEY ESTIMATES & BASIS OF CONSOLIDATION (Contd.)

20) **Recent pronouncements–**

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from April 1, 2023, as below:

Ind AS1, Presentation of Financial Statements-

Companies are now required to disclose material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general-purpose financial statements. The Company does not expect this amendment to have any significant impact in its consolidated financial statement.

Ind AS 8, Accounting policies, Change in Accounting Estimates and Errors-

Definition of 'change in account estimate' has been replaced by revised definition of 'accounting estimate. As per revised definition, accounting estimates are monetary amounts in the consolidated financial statements that are subject to measurement uncertainty.

• A company develops an accounting estimate to achieve the objective set out by an accounting policy.

• Accounting estimates include: a) Selection of a measurement technique (estimation or valuation technique) b) Selecting the inputs to be used when applying the chosen measurement technique.

The amendments will help entities to distinguish between accounting policies and accounting estimates. The Company does not expect this amendment to have any significant impact in its consolidated financial statements.

Ind AS12, Income Taxes-

Narrowed the scope of the Initial Recognition Exemption (IRE) (with regard to leases and decommissioning obligations). Now IRE does not apply to transactions that give rise to equal and offsetting temporary differences. Accordingly, companies will need to recognise a deferred tax asset and a deferred tax liability for temporary differences arising on transactions such as initial recognition of a lease and a decommissioning provision. The Company is evaluating the impact, if any, in its consolidated financial statements.

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SKIPPER LIMITED Kolkata - 700 017

SKIPPER LIMITED

CIN: L40104WB1981PLC033408

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the Year ended 31st March 2023 (Contd.)

2 PROPERTY, PLANT & EQUIPMENT AND INTANGIBLE ASSETS

(₹ in million)

Description	GROSS BLOCK				DEPRECIATION & AMORTISATION				NET BLOCK	
	As at 31-Mar-22	Additions	Deductions/ Adjustments	As at 31-Mar-23	As at 31-Mar-22	For the Year	Deductions/ Adjustments	As at 31-Mar-23	As at 31-Mar-23	As at 31-Mar-22
(A) Tangible Assets										
Land	666.24	-	-	666.24	-	-	-	-	666.24	666.24
Buildings	2,282.39	302.27	-	2,584.66	602.63	81.26	-	683.89	1,900.77	1,679.76
Plant and Machinery	5,627.54	447.17	39.00	6,035.71	2,472.91	307.71	23.91	2,756.71	3,279.00	3,154.63
Furniture and Fixtures	173.03	36.37	-	209.40	54.44	16.29	-	70.73	138.67	118.59
Vehicles	103.44	32.48	6.54	129.38	55.15	10.38	6.00	59.53	69.85	48.29
Office Equipment	56.71	4.29	-	61.00	42.69	4.37	-	47.06	13.94	14.02
Right of Use										
(a) Land	877.45	23.38	-	900.83	66.61	32.97	-	99.58	801.25	810.84
(b) Building	80.75	28.30	-	109.05	11.18	10.14	-	21.32	87.73	69.57
Total Tangible Assets	9,867.55	874.26	45.54	10,696.27	3,305.61	463.12	29.91	3,738.82	6,957.45	6,561.94
(B) Intangible Assets										
Computer Software	42.96	9.09	-	52.05	35.13	4.68	-	39.81	12.24	7.83
Total Intangible Assets	42.96	9.09	-	52.05	35.13	4.68	-	39.81	12.24	7.83
Total (A + B)	9,910.51	883.35	45.54	10,748.32	3,340.74	467.80	29.91	3,778.63	6,969.69	6,569.77
Capital Work In Progress									71.36	139.54

(₹ in million)

Description	GROSS BLOCK				DEPRECIATION & AMORTISATION				NET BLOCK	
	As at 31-Mar-21	Additions	Deductions/ Adjustments	As at 31-03-2022	As at 31-Mar-21	For the year	Deductions/ Adjustments	As at 31-Mar-22	As at 31-Mar-22	As at 31-Mar-21
(A) Tangible Assets										
Land	666.24	-	-	666.24	-	-	-	-	666.24	666.24
Buildings	2,270.15	12.24	-	2,282.39	520.52	82.11	-	602.63	1,679.76	1,749.63
Plant and Machinery	5,321.97	339.41	33.84	5,627.54	2,162.22	331.64	20.95	2,472.91	3,154.63	3,159.75
Furniture and Fixtures	136.35	36.68	-	173.03	41.48	12.96	-	54.44	118.59	94.87
Vehicles	88.60	22.02	7.18	103.44	52.33	8.66	5.84	55.15	48.29	36.27
Office Equipment	53.82	2.89	-	56.71	37.50	5.19	-	42.69	14.02	16.32
Right of Use										
(a) Land	787.20	90.25	-	877.45	34.80	31.81	-	66.61	810.84	752.40
(b) Building	89.33	-	8.58	80.75	5.76	9.78	4.36	11.18	69.57	83.57
Total Tangible Assets	9,413.66	503.49	49.60	9,867.55	2,854.61	482.15	31.15	3,305.61	6,561.94	6,559.05
(B) Intangible Assets										
Computer Software	42.38	0.58	-	42.96	32.36	2.77	-	35.13	7.83	10.02
Total Intangible Assets	42.38	0.58	-	42.96	32.36	2.77	-	35.13	7.83	10.02
Total (A + B)	9,456.04	504.07	49.60	9,910.51	2,886.97	484.92	31.15	3,340.74	6,569.77	6,569.07
Capital Work In Progress									139.54	116.37

2.01 Property, plant & equipment include assets acquired on finance :

(₹ in million)

	As at 31-Mar-23		As at 31-Mar-22	
	Gross Block	Net Block	Gross Block	Net Block
-From Banks	26.28	22.49	23.44	18.62
-From Others	20.40	12.46	20.40	14.88

2.02 Refer Note 15.01 for security created on Land, Building and Property, Plant & Equipment.

2.03 All the immovable properties as contained in "Property, Plant & Equipment " are held by the Company in its own name during the year ended 31st March, 2023 and also for the year ended 31st March, 2022. Assets pledged and Hypothicated against Borrowings.(Refer Note 15 & 21)

2.04 The Company has not revalued its Property, Plant & Equipment (including Right-Of-Use assets) and Intangible assets during the year ended 31st March, 2023 and 31st March, 2022.

2.05 CWIP aging schedule As at 31-Mar-23

(₹ in million)

	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	69.47	1.89	-	-	71.36
Projects temporarily suspended	-	-	-	-	-
Total	69.47	1.89	-	-	NET BLOCK

CWIP aging schedule As at 31-Mar-22

(₹ in million)

	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	98.92	40.62	-	-	139.54
Projects temporarily suspended	-	-	-	-	-
Total	98.92	40.62	-	-	139.54

2.06 All the projects in progress as on 31st March, 2023 and as on 31st March, 2022, are being executed as per schedule and is not overdue in terms of target completion time. Further, cost of these projects has not exceeded the cost as per its original plan.

SKIPPER LIMITED

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the Year ended 31st March 2023 (Contd.)

3 NON-CURRENT FINANCIAL ASSETS - INVESTMENTS

(₹ in million)

Particulars		As at 31-Mar-23		As at 31-Mar-22
Investment (measured at cost)				
Investment in Joint Venture				
Unquoted (Fully paid up)				
Investment in Limited Liability partnership				
In Skipper Metzer LLP	72.18		96.95	
Add: Further Contribution during the year	-		9.63	
Add: Share in Profit/(Loss) of Joint Venture	28.37	100.55	(34.40)	72.18
Total		100.55		72.18

3.01 The Company had executed a Limited Liability Partnership Agreement with Metzerplas Cooperative Agricultural Organization Ltd (an agriculture cooperative incorporated in Israel) dated 14th February 2018, to jointly carry out business activities in the field of micro-irrigation within the framework of joint-venture. Pursuant to this, an LLP was incorporated on 9th March, 2018, wherein the Company holds 50% partnership interest.

4 NON-CURRENT FINANCIAL ASSETS - OTHERS

(₹ in million)

Particulars	As at 31-Mar-23	As at 31-Mar-22
Security Deposits		
Unsecured, Considered Good	191.24	174.97
Other Balances		
Balances with banks		
Deposits (Refer note 9.01)	264.11	6.00
Total	455.35	180.97

5 OTHER NON CURRENT ASSETS

(₹ in million)

Particulars	As at 31-Mar-23	As at 31-Mar-22
Capital Advance		
Unsecured, Considered Good	60.11	25.69
Total	60.11	25.69

6 INVENTORIES

(₹ in million)

Particulars	As at 31-Mar-23	As at 31-Mar-22
(As taken, valued and certified by the management)		
Raw Materials	3,732.29	3,365.91
Stores and Spare Parts	503.30	482.73
Work-In-Process	880.97	686.47
Finished Goods	3,874.45	3,220.93
Scrap and Waste	141.00	104.60
Total	9,132.01	7,860.64

Inventories are Hypothicated/Pledged against Borrowings(Refer note 15 & 21)

7 CURRENT FINANCIAL ASSETS - TRADE RECEIVABLES

(₹ in million)

Particulars	As at 31-Mar-23	As at 31-Mar-22
Secured, Considered Good	-	-
Unsecured, Considered Good	3,624.82	4,376.12
Significant increase in Credit Risk	-	-
Credit impaired	-	-
	3,624.82	4,376.12
Less: Allowances ^	22.60	32.15
Total	3,602.22	4,343.97

^ Represents provision on account of Expected Credit Loss [Refer note no. 50(C)]

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SKIPPER LIMITED Kolkata - 700017

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the Year ended 31st March 2023 (Contd.)

7.01 **Trade receivables ageing schedule as at 31-MAR-23**

(₹ in million)

Particulars	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed							
Considered Good	1,694.61	1,207.21	330.80	93.84	38.50	111.77	3,476.73
Significant increase in Credit Risk	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
	1,694.61	1,207.21	330.80	93.84	38.50	111.77	3,476.73
Less: Allowances ^	-	3.59	7.45	2.48	1.12	3.80	18.44
	1,694.61	1,203.62	323.35	91.36	37.38	107.97	3,458.29
Disputed							
Considered Good	3.90	4.20	14.34	43.27	23.45	58.93	148.09
Significant increase in Credit Risk	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
	3.90	4.20	14.34	43.27	23.45	58.93	148.09
Less: Allowances ^	-	0.01	0.32	1.15	0.68	2.00	4.16
	3.90	4.19	14.02	42.12	22.77	56.93	143.93

Trade receivables ageing schedule as at 31-MAR-22

(₹ in million)

Particulars	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed							
Considered Good	1,553.68	1,814.06	365.95	120.09	320.71	75.43	4,249.92
Significant increase in Credit Risk	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
	1,553.68	1,814.06	365.95	120.09	320.71	75.43	4,249.92
Less: Allowances ^	-	5.39	8.24	3.18	9.30	2.57	28.68
	1,553.68	1,808.67	357.71	116.91	311.41	72.86	4,221.24
Disputed							
Considered Good	-	0.36	37.51	23.57	37.88	26.88	126.20
Significant increase in Credit Risk	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
	-	0.36	37.51	23.57	37.88	26.88	126.20
		#					
Less: Allowances ^	-	-	0.84	0.62	1.10	0.91	3.47
	-	0.36	36.67	22.95	36.78	25.97	122.73

Less than ₹ 0.01 million

8 **CURRENT FINANCIAL ASSETS - CASH AND CASH EQUIVALENTS**

(₹ in million)

Particulars	As at 31-Mar-23	As at 31-Mar-22
Cash on hand (as certified by the Management)	2.25	2.72
Balances with Scheduled Banks		
In Current Accounts	18.89	8.45
	21.14	11.17

9 **CURRENT FINANCIAL ASSETS - BANK BALANCES OTHER THAN CASH & CASH EQUIVALENT**

(₹ in million)

Particulars	As at 31-Mar-23	As at 31-Mar-22
Other Balances		
Balances with banks		
Deposits with more than 3 months initial maturity (Refer note 9.01)	289.51	380.69
In Unpaid Dividend Account	0.16	0.17
Total	289.67	380.86

9.01 Pledged against guarantees and letters of credit issued by banks.

SKIPPER LIMITED

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the Year ended 31st March 2023 (Contd.)

10 CURRENT FINANCIAL ASSETS - OTHERS

(₹ in million)

Particulars	As at 31-Mar-23	As at 31-Mar-22
Security Deposits		
Unsecured, Considered Good	27.22	33.95
Accrued Interest on Fixed Deposit with Bank	7.38	3.10
Others		
Unsecured, Considered Good		
Gain on MTM of Forward Contract	-	35.38
Total	34.60	72.43

11 CONTRACT ASSETS

(₹ in million)

Particulars	As at 31-Mar-23	As at 31-Mar-22
Contract Assets (refer note 11.01)	181.37	281.99
Total	181.37	281.99

11.01 Contract assets represent excess of revenue earned over billings on contracts.

12 OTHER CURRENT ASSETS

(₹ in million)

Particulars	As at 31-Mar-23	As at 31-Mar-22
Advances other than Capital Advances		
Unsecured, Considered Good		
Suppliers of Goods & Services	585.98	242.70
Other Advances		
Unsecured, Considered Good		
Balance with Government Authorities	294.64	484.59
Others (Including Salary Advance to Directors-Refer note 47)	427.72	172.95
Total	1,308.34	900.24

13 EQUITY SHARE CAPITAL

(₹ in million)

Particulars	As at 31-Mar-23	As at 31-Mar-22
Authorized		
410000000 (Previous Years: 410000000) Equity Shares of ₹ 1 each	410.00	410.00
	410.00	410.00
Issued, Subscribed and Paid Up		
102670212 (Previous Year: 102670212) Equity Shares of ₹ 1 each fully paid up.	102.67	102.67
Total	102.67	102.67

13.01 The Reconciliation of the number of shares outstanding is set out below:

Particulars	As at 31-Mar-23	As at 31-Mar-22
Equity Shares at the beginning of the year	102670212	102670212
Add: Equity Shares issued during the year	-	-
Equity Shares At the end of the year	102670212	102670212

13.02 Rights, Preferences and Restrictions attached to Equity Shares:

The Company has one class of equity shares having a par value of ₹ 1 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

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SKIPPER LIMITED ★ Kolkata - 700017 ★

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the Year ended 31st March 2023 (Contd.)

13.03 Details of shareholders holding more than 5% shares :

Name of Shareholders	As at 31-Mar-23		As at 31-Mar-22	
	No of Shares	%	No of Shares	%
Sk Bansal Unity Trust - Held By Meera Bansal As Trustee	10880000	10.60	10880000	10.60
Sk Bansal Family Trust - Held By Meera Bansal As Trustee	10880000	10.60	10880000	10.60
Sk Bansal Heritage Trust - Held By Sajan Kumar Bansal As Trustee	10880000	10.60	10880000	10.60
Sk Bansal Legacy Trust - Held By Sajan Kumar Bansal As Trustee	10880000	10.60	10880000	10.60
Skipper Plastics Limited	20050000	19.53	20050000	19.53

13.04 The Company does not have any Holding Company.

13.05 The Shareholders of the Company approved the Employee Stock Options Plan 2015 ("ESOP 2015") for issue of Option not exceeding 2000000 (Two million) options to its permanent employees (including a Director, whether whole time or not but excluding independent directors) of the Company, working in India. There were NIL outstanding options at the beginning and at the end of the year and no options were granted, cancelled/forfeited, exercised or expired during the year.

13.06 None of the securities are convertible into shares at the end of the reporting period.

13.07 The Company during the preceding 5 years –
(a) Has not allotted shares pursuant to contracts without payment received in cash.
(b) Has not issued shares by way of bonus shares.
(c) Has not bought back any shares.

13.08 There are no calls unpaid by Directors / Officers.

13.09 The Company has not forfeited any shares.

13.10 Shares held by promoters as at 31st March, 2023 and changes during the year ended 31st March, 2023

Name of Promoter	As at 31-Mar-23		As at 31-Mar-22		Changes
	No of Shares	%	No of Shares	%	%
Sajan Kumar Bansal	95339	0.09	95339	0.09	0.00
Meera Bansal	9198	0.01	9198	0.01	0.00
Sharan Bansal	10000	0.01	10000	0.01	0.00
Sumedha Bansal	10000	0.01	10000	0.01	0.00
Devesh Bansal	10000	0.01	10000	0.01	0.00
Siddharth Bansal	10000	0.01	10000	0.01	0.00
Shruti M. Bansal	10000	0.01	10000	0.01	0.00
Reshu Bansal	10000	0.01	10000	0.01	0.00
Skipper Plastics Limited	20050000	19.53	20050000	19.53	0.00
Ventex Trade Private Limited	4987500	4.86	4987500	4.86	0.00
Aakriti Alloys Private Limited	2005250	1.95	2005250	1.95	0.00
Samriddhi Ferrous Private Limited	1465150	1.43	1465150	1.43	0.00
Skipper Polypipes Private Limited	859220	0.84	859220	0.84	0.00
Utsav Ispat Private Limited	386025	0.38	386025	0.38	0.00
Vaibhav Metals Private Limited	372900	0.36	372900	0.36	0.00
Sk Bansal Unity Trust - Held By Meera Bansal As Trustee	10880000	10.60	10880000	10.60	0.00
Sk Bansal Family Trust - Held By Meera Bansal As Trustee	10880000	10.60	10880000	10.60	0.00
Sk Bansal Heritage Trust - Held By Sajan Kumar Bansal As Trustee	10880000	10.60	10880000	10.60	0.00
Sk Bansal Legacy Trust - Held By Sajan Kumar Bansal As Trustee	10880000	10.60	10880000	10.60	0.00
	73810582	71.89	73810582	71.89	

Shares held by promoters as at 31st March, 2022 and changes during the year ended 31st March, 2022:

Name of Promoter	As at 31-Mar-22		As at 31-Mar-21		Changes
	No of Shares	%	No of Shares	%	%
Sajan Kumar Bansal	95339	0.09	21855339	21.29	-21.19
Meera Bansal	9198	0.01	21769198	21.20	-21.19
Sharan Bansal	10000	0.01	10000	0.01	0.00
Sumedha Bansal	10000	0.01	10000	0.01	0.00
Devesh Bansal	10000	0.01	10000	0.01	0.00
Siddharth Bansal	10000	0.01	10000	0.01	0.00
Shruti M. Bansal	10000	0.01	10000	0.01	0.00
Reshu Bansal	10000	0.01	10000	0.01	0.00
Skipper Plastics Limited	20050000	19.53	20050000	19.53	0.00
Ventex Trade Private Limited	4987500	4.86	4987500	4.86	0.00
Aakriti Alloys Private Limited	2005250	1.95	2005250	1.95	0.00
Samriddhi Ferrous Private Limited	1465150	1.43	1465150	1.43	0.00
Skipper Polypipes Private Limited	859220	0.84	859220	0.84	0.00
Utsav Ispat Private Limited	386025	0.38	386025	0.38	0.00
Vaibhav Metals Private Limited	372900	0.36	372900	0.36	0.00
Sk Bansal Unity Trust - Held By Meera Bansal As Trustee	10880000	10.60	-		10.60
Sk Bansal Family Trust - Held By Meera Bansal As Trustee	10880000	10.60	-	-	10.60
Sk Bansal Heritage Trust - Held By Sajan Kumar Bansal As Trustee	10880000	10.60	-		10.60
Sk Bansal Legacy Trust - Held By Sajan Kumar Bansal As Trustee	10880000	10.60	-		10.60
	73810582	71.89	73810582	71.89	

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the Year ended 31st March 2023 (Contd.)

14 OTHER EQUITY

(₹ in million)

Particulars	As at 31-Mar-23	As at 31-Mar-22
Securities Premium Account	1,174.74	1,174.74
General Reserve	439.76	439.76
Surplus in the Statement of Profit and Loss	5,951.06	5,604.14
Other Comprehensive Income	5.90	-
Total	7,571.46	7,218.64

	Particulars	As at 31-Mar-23	As at 31-Mar-22
14.01	**Securities Premium Account**		
	Balance at the beginning of the year	1,174.74	1,174.74
	Balance at the end of the year	1,174.74	1,174.74
14.02	**General Reserve**		
	Balance at the beginning of the year	439.76	439.76
	Balance at the end of the year	439.76	439.76
14.03	**Surplus in the Statement of Profit and Loss**		
	Balance at the beginning of the year	5,604.14	5,361.22
	Add: Profit for the year	355.66	251.47
	Less: Appropriations		
	Dividend on Equity Shares	10.27	10.27
	Add: Transfer from OCI-Re-measurement	1.53	1.72
	Balance at the end of the year	5,951.06	5,604.14
14.04	**Other Comprehensive Income**		
	Items that will not be reclassified to profit or loss (Net of Income Tax Effect)		
	Re-measurement of Defined Benefit Plans		
	Balance at the beginning of the year	-	-
	Add: Other Comprehensive Income for the year	1.53	1.72
		1.53	1.72
	Less: Transfer to retained earning	(1.53)	(1.72)
	Balance at the end of the year	-	-
	Items that will not be reclassified to profit or loss (Net of Income Tax Effect)		
	Effective portion of Cash Flow Hedges		
	Balance at the beginning of the year	-	-
	Add: Effective portion of Gain/(Loss) transferred to Hedge reserve	1.50	-
		1.50	-
	Less: Transfer of Gain/(Loss) to Profit & Loss Account	(4.40)	-
	Balance at the end of the year	5.90	-
	Total	7,571.46	7,218.64

14.05 The description of the nature and purpose of each reserve within equity is as follows:

(a) **Securities Premium Reserve :** The Reserve represents the premium on issue of shares and can be utilized in accordance with the provisions of the Companies Act, 2013.

(b) **General Reserve :** The Reserve is created by an appropriation from one component of equity (generally retained earnings) to another, not being an item of Other Comprehensive Income. The same can be utilised by the company in accordance with the provisions of the Companies Act, 2013.

(c) **Retained Earnings :** This reserve represents the cumulative profits of the Company and effects of re-measurement of defined benefit obligations. This reserve can be utilised in accordance with the provisions of the Companies Act 2013.

(d) **Other Reserves:**

(i) Item of other Comprehensive Income (Re-Measurement of defined benefit plans): Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the Balance Sheet with a charge or credit recognised in Other Comprehensive Income (OCI) in the period in which they occur. Re-measurement recognised in OCI is reflected immediately in retained earnings and will not be reclassified to Statement of Profit and Loss.

(ii) Item of other Comprehensive Income (Effective portion of cash flow hedge): The Company uses hedging instruments as part of its risk management policy for foreign currency risk [refer note no 16(d) of significant accounting policies]. The Cash Flow hedging reserve is used to recognise the effective portion of gain or loss on designated hedging relationship.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the Year ended 31st March 2023 (Contd.)

15 NON-CURRENT FINANCIAL LIABILITIES - BORROWINGS

(₹ in million)

Particulars	As at 31-Mar-23		As at 31-Mar-22	
SECURED LOANS				
From Banks				
Rupee Term Loans	2,374.93		2,630.23	
Foreign Currency Term Loans From Banks	38.24		115.22	
	2,413.17		2,745.45	
Less: Current maturities of term loan	562.18	1,850.99	669.39	2,076.06
Hire purchase loans				
From banks	16.00		14.78	
Less: Current maturities of loans	6.00	10.00	4.62	10.16
From others	6.10		10.90	
Less: Current maturities of loans	4.06	2.04	4.80	6.10
UNSECURED LOANS				
Loans from Related Parties		55.82		27.52
Total		1,918.85		2,119.84

15.01 Secured Loans are covered as follows :

(₹ in million)

Particulars	Loan Amount As at 31-Mar-23	Loan Amount As at 31-Mar-22	Security
Rupee term loan from banks	63.93	191.78	Secured by way of first pari- passu charge over all fixed assets, both present and future, of company's Jangalpur unit, Howrah. These loans are also secured by personal guarantees of Mr Sajan Bansal.
Rupee term loan from banks	781.02	344.56	Secured by way of first pari-passu charge over all fixed assets, both present and future, of company's Uluberia unit, excluding specifically financed assets. These loans are further secured by second pari-passu charge on the current assets of the Company. These loans are also secured by personal guarantees of some of the directors of the Company.
Foreign currency term loans from banks	38.24	115.22	
Rupee term loan from banks	-	206.26	Secured by way of first charge over all fixed assets, both present and future of Palasbari Unit, Guwahati. These are further secured by second pari-passu charge on the current assets of the company.
Rupee term loan from banks	554.37	622.92	Secured by way of first charge over all fixed assets of Test Station located at Bagnan, including land taken on lease from related parties. These are further secured by subservient charge on the current assets of the Company. These loans are also secured by personal guarantees of some of the directors of the Company and corporate guarantee from the Lessors of the respective land.
Rupee term loan from banks	923.41	1125.01	Secured by way of second charge on current assets of the company on pari-passu first basis with consortium members. These loans are also secured by second charge on fixed assets located at Jangalpur, Uluberia & Guwahati (Unit 1 & 2) Units. These loans are also secured by 100% Guarante given by NCGTC.
Rupee term loan from banks	-	85.32	Secured by way of first charge over properties owned by related parties, personal guarantees of some of the directors of the Company and corporate guarantee from the related parties.
Rupee term loan from banks	52.20	54.38	Secured by way of first charge over properties owned by related parties.
Hire purchase loans from banks	16.00	14.78	Secured against hypothecation of respective fixed assets financed by banks.
Hire purchase loans from others	6.10	10.90	Secured against hypothecation of respective fixed assets financed by lenders.

15.02 Repayment schedule as on 31-Mar-23 is as follows:

(₹ in million)

Year of Repayment	Rupee Loan from banks	Foreign Currency Loan	Hire purchase loans from banks	Hire purchase loans from others
2023-24	523.94	38.24	6.00	4.06
2024-25	569.34	-	4.98	1.34
2025-26	548.19	-	3.26	0.70
2026-27	351.79	-	1.76	-
2027-28	274.34	-	-	-
2028-29 and beyond	107.33	-	-	-
Total	2,374.93	38.24	16.00	6.10

15.03 Loans from related parties of **₹ 55.82 million** (Previous Year: ₹ 27.52 million), being long term in nature with no definate repayment shedule, have not been considered in the above repayment schedule.

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SKIPPER LIMITED Kolkata - 700017

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the Year ended 31st March 2023 (Contd.)

15.04 **Interest Rates:**

Particulars	As at 31-Mar-23		As at 31-Mar-22	
	Loan Amount (₹ in million)	Rate of Interest (%)	Loan Amount (₹ in million)	Rate of Interest (%)
Secured				
Rupee term loan from banks	2374.93	6.95 to 9.80	2630.23	6.95 to 9.60
Foreign currency term loans from banks	38.24	4.05 to 8.41	115.22	3.40 to 3.46
Hire purchase loans from Bank	16.00	7.40 to 8.90	14.78	8.10 to 9.35
Hire purchase loans from others	6.10	7.10 to 10.89	10.90	9.75 to 10.89
Unsecured				
Loans from Related Parties	55.82	7.50 to 9.00	27.52	8.40

16 NON-CURRENT FINANCIAL LIABILITIES - LEASE LIABILITIES

(₹ in million)

Particulars	As at 31-Mar-23	As at 31-Mar-22
Lease Liabilities	89.78	70.77
Total	89.78	70.77

16.01 Movement in lease liabilities during the year ended 31st March, 2023

(₹ in million)

Particulars	Year ended 31-Mar-23	Year ended 31-Mar-22
Opening Balance	80.22	96.01
Add: Addition	51.68	90.25
Add: Interest	8.37	8.80
Less: Cancellation/Foreclosures	-	5.12
Less: Payments	41.43	109.72
Closing Balance	98.84	80.22
Non-Currrent	89.78	70.77
Current	9.06	9.45

17 NON-CURRENT LIABILITIES - CONTRACT LIABILITIES

(₹ in million)

Particulars	Year ended 31-Mar-23	Year ended 31-Mar-22
Contract Liabilities	944.00	-
Total	944.00	-

17.01 The above reflects the advance received from customers for contracts to be executed in future and is bifurcated between current and non-current portion by the management of the Company, basis expected sales in the next one year and beyond one year.

18 NON-CURRENT PROVISIONS

(₹ in million)

Particulars	As at 31-Mar-23	As at 31-Mar-22
Provision for employee benefits		
Gratuity	56.78	54.06
Leave encashment	6.70	6.35
Total	63.48	60.41

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the Year ended 31st March 2023 (Contd.)

19 DEFERRED TAX LIABILITIES (NET)

The Company has recognized Deferred Tax Liability as per Indian Accounting Standard ("Ind AS") 12- Income Taxes . The balance comprises temporary difference attributable to :

(₹ in million)

Particulars	As at 31-Mar-23	As at 31-Mar-22
Deferred tax liability :		
Property Plant Equipment (Refer Note 36.02)	680.69	674.62
Unamortised Processing Fees On Loan	4.76	8.00
Right of Use Assets	310.64	307.65
Effective portion of derivative gain/(loss)	3.17	-
Total Deferred Tax Liability (A)	999.26	990.27
Less:		
Deferred Tax Assets :		
Employee's Separation and Retirement Expenses	26.80	25.22
Long Term Capital Loss Carried Forward	1.54	1.54
Deferred Revenue	17.51	19.72
Provision for allowances on account of Expected Credit Loss	7.90	11.24
Security Deposit - Fair Value	297.04	293.26
Lease Liability	34.54	28.04
Carry Forward of Business Losses and Unabsorbed Depreciation	-	63.94
MAT Credit Entitlement	170.02	168.47
Total Deferred Tax Assets (B)	555.35	611.43
Deferred Tax Liabilities (Net) (A-B)	443.91	378.84

The movement of major components of deferred tax provision/adjustment during the year ended 31-Mar-23 is given below:

(₹ in million)

Particulars	As at 31-Mar-23	Recognised in Profit/ loss	Recognised in OCI	As at 31-Mar-22
Deferred tax liability :				
Property Plant Equipment (Refer Note 36.02)	680.69	6.07	-	674.62
Unamortised Processing Fees On Loan	4.76	(3.24)	-	8.00
Right of Use Assets	310.64	2.99	-	307.65
Effective portion of derivative gain/loss	3.17	0.00	3.17	-
Total Deferred Tax Liability (A)	999.26	5.82	3.17	990.27
Deferred Tax Assets :				
Employee's Separation and Retirement Expenses	26.80	2.52	(0.94)	25.22
Long Term Capital Loss Carried Forward	1.54	0.00	-	1.54
Deferred Revenue	17.51	(2.21)	-	19.72
Provision for allowances on account of Expected Credit Loss	7.90	(3.34)	-	11.24
Security Deposit - Fair Value	297.04	3.78	-	293.26
Lease Liability	34.54	6.50	-	28.04
Carry Forward of Deductions/ losses	-	(63.94)	-	63.94
MAT Credit Entitlement	170.02	1.55	-	168.47
Total Deferred Tax Assets (B)	555.35	(55.14)	(0.94)	611.43
Deferred Tax Liabilities (Net) (A-B)	443.91	60.96	4.11	378.84

The movement of major components of deferred tax provision/adjustment during the year ended 31st March, 2022 is given below:

(₹ in million)

Particulars	As at 31-Mar-22	Recognised in Profit/ loss	Recognised in OCI	As at 31-Mar-21
Deferred tax liability :				
Property Plant Equipment (Refer Note 36.02)	674.62	20.60	-	654.02
Unamortised Processing Fees On Loan	8.00	(3.53)	-	11.53
Right of Use Assets	307.65	15.53	-	292.12
Security Deposit-Prepaid Rent	-	(0.04)	-	0.04
Forward Mark to Market	-	(1.79)	-	1.79
Total Deferred Tax Liability (A)	990.27	30.77	-	959.50
Deferred Tax Assets :				
Employee's Separation and Retirement Expenses	25.22	4.53	(0.80)	21.49
Long Term Capital Loss Carried Forward	1.54	0.55	-	0.99
Deferred Revenue	19.72	(2.27)	-	21.99
Provision for allowances on account of Expected Credit Loss	11.24	2.92	-	8.32
Security Deposit - Fair Value	293.26	27.75	-	265.51
Lease Liability	28.04	(5.51)	-	33.55
Carry Forward of Deductions/ losses	63.94	(115.80)	-	179.74
MAT Credit Entitlement	168.47	63.49	-	104.98
Total Deferred Tax Assets (B)	611.43	(24.34)	(0.80)	636.57
Deferred Tax Liabilities (Net) (A-B)	378.84	55.11	0.80	322.93

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the Year ended 31st March 2023 (Contd.)

20 OTHER NON-CURRENT LIABILITIES

(₹ In million)

Particulars	As at 31-Mar-23	As at 31-Mar-22
Deferred Revenue (Refer note 26.01)	43.88	50.11
Total	43.88	50.11

21 CURRENT FINANCIAL LIABILIITES- BORROWINGS

(₹ In million)

Particulars	As at 31-Mar-23	As at 31-Mar-22
SECURED LOANS		
Working Capital Facilities from Banks		
Cash Credit facilities including Packing Credit and Demand Loans*	1,754.17	2,055.17
Buyer's Credit from Banks		
For Operational Use	594.93	812.69
Current maturities of Long-Term Debt		
Term Loans	562.18	669.39
Hire Purchase Loans	10.06	9.42
Total	2,921.34	3,546.67

* net of positive balance of ₹ **764.93 million** (Previous Year: ₹ Nil million) in Cash Credit Account

21.01 Working Capital (including Buyer's Credit) are secured by first charge on current assets and second charge on fixed assets of Jangalpur, Uluberia & Guwahati (Unit 1 & 2) and also by personal guarantees of some of the directors of the Company.

21.02 Interest on working Capital Facilities from banks carries interest ranging from 6.95% to 9.30% per annum; Packing Credit from Banks bears interest 1.16% to 6.06% per annum; Buyer's Credit from Banks bears interest between 0.59% to 6.09% per annum.

21.03 The Company has not availed borrowings based on the security of current assets of any Group Company.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the Year ended 31st March 2023 (Contd.)

21.04 The Company has been regular in filling monthly/quarterly statements with the bank and these statements are in agreement with the books of accounts except as mentioned below. Reconciliation of monthly statements submitted to bank with bank along with reasons for differences is as given below:

(₹ in million)

Month ended	Name of banks	Particulars of Securities Provided	Amount as per books of accounts	Amount as reported in monthly statement	Differences	Reasons for differences
March 2023	Indian Bank,	Inventories	9,132.01	8,831.28	300.73	Stock statement are submitted based
	State Bank of India,	Trade Receivables	3,602.22	3,778.46	(176.24)	on data prepared on provisional basis
December 2022	Punjab National bank,	Inventories	9,597.75	9,421.89	175.86	and differences are primarily due to
	Union Bank of India,	Trade Receivables	3,742.66	3,837.24	(94.58)	inventory valuation and sales
September 2022	Bank of Baroda,	Inventories	9,056.69	8,626.61	430.08	adjustments in compliance with
	Bank of India,	Trade Receivables	3,730.37	3,590.91	139.46	relevant Ind AS
June 2022	Canara Bank,	Inventories	8,773.39	8,367.30	406.09	
	UCO Bank.	Trade Receivables	4,352.20	4,490.03	(137.83)	
March 2022		Inventories	7,860.64	7,183.66	676.98	
		Trade Receivables	4,343.97	4,597.45	(253.48)	
December 2021		Inventories	8,014.97	7,640.38	374.59	
		Trade Receivables	4,387.60	4,439.84	(52.24)	
September 2021		Inventories	7,377.42	7,055.82	321.60	
		Trade Receivables	4,539.73	4,635.70	(95.97)	
June 2021		Inventories	6,774.41	6,563.66	210.75	
		Trade Receivables	3,937.13	3,931.97	5.16	

Reconcilation of difference in Inventory : (₹ in million)

Particulars	March 2023	December 2022	September 2022	June 2022	March 2022	December 2021	September 2021	June 2021
Amount as reported in monthly statement submitted to bank	8,831.28	9,421.89	8,626.61	8,367.30	7,183.66	7,640.38	7,055.82	6,563.66
Goods in transit not considered in stock statement	269.59	-	247.69	150.69	221.96	351.45	201.14	117.04
INDAS Adjustments	31.14	175.86	182.39	255.40	455.02	23.14	120.46	93.71
Amount as per books of accounts	**9,132.01**	**9,597.75**	**9,056.69**	**8,773.39**	**7,860.64**	**8,014.97**	**7,377.42**	**6,774.41**

Reconcilation of difference in Trade Receivables : (₹ in million)

Particulars	March 2023	December 2022	September 2022	June 2022	March 2022	December 2021	September 2021	June 2021
Amount as reported in monthly statement submitted to bank	3,778.46	3,837.24	3,590.91	4,490.03	4,597.45	4,439.84	4,635.70	3,931.97
Balance of Group Companies not considered in stock statement	34.26	121.88	155.01	220.70	202.00	167.66	136.71	102.68
INDAS Adjustments	(210.50)	(216.46)	(15.55)	(358.53)	(455.48)	(219.90)	(232.68)	(97.52)
Amount as per books of accounts	**3,602.22**	**3,742.66**	**3,730.37**	**4,352.20**	**4,343.97**	**4,387.60**	**4,539.73**	**3,937.13**

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the Year ended 31st March 2023 (Contd.)

22 CURRENT FINANCIAL LIABILIITES- LEASE LIABILITIES

(₹ in million)

Particulars	As at 31-Mar-23	As at 31-Mar-22
Lease Liabilities (Refer note 45)	9.06	9.45
Total	9.06	9.45

23 CURRENT FINANCIAL LIABILIITES- TRADE PAYABLES

(₹ in million)

Particulars	As at 31-Mar-23	As at 31-Mar-22
Total Outstanding Dues of Micro Enterprises and Small Enterprises (Refer note 44)	65.09	40.98
Total Outstanding Dues of Creditor other than Micro enterprises and Small enterprises	5,816.06	6,223.28
Total	5,881.15	6,264.26

23.01 Summary of trade payables with ageing from due date of payment as at 31-MAR-23

(₹ in million)

Particulars	Unbilled	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed dues						
MSME	-	65.09	-	-	-	65.09
Others	8.62	5,765.00	42.44	-	-	5,816.06
Disputed dues						
MSME	-	-	-	-	-	-
Others	-	-	-	-	-	-

Summary of trade payables with ageing from due date of payment as at 31-MAR-22

(₹ in million)

Particulars	Unbilled	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed dues						
MSME	-	40.98	-	-	-	40.98
Others	55.05	6,034.08	134.15	-	-	6,223.28
Disputed dues						
MSME	-	-	-	-	-	-
Others	-	-	-	-	-	-

24 CURRENT FINANCIAL LIABILITIES - OTHERS

(₹ in million)

Particulars	As at 31-Mar-23	As at 31-Mar-22
Interest accrued but not due	4.52	1.42
Unpaid dividends	0.16	0.17
Investor Education and Protection Fund	-	-
Liability for Capital Expenditure	35.93	87.27
MTM Loss on Forward Contract	31.05	-
Payable to Employees	131.45	124.74
Total	203.11	213.60

25 CONTRACT LIABILITIES

(₹ in million)

Particulars	As at 31-Mar-23	As at 31-Mar-22
Contract Liabilities (refer note 25.01)	1,799.56	643.93
Total	1,799.56	643.93

25.01 Contract liabilities represent consideration received from customers for whom there is pending obligation to transfer goods or services.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the Year ended 31st March 2023 (Contd.)

26 OTHER CURRENT LIABILITIES

(₹ in million)

Particulars	As at 31-Mar-23	As at 31-Mar-22
Deferred Revenue (Refer note 26.01)	6.24	6.32
Statutory dues	176.32	62.99
Other Payables	0.74	0.50
Total	183.30	69.81

26.01 Movement of Deferred Revenue (Current and Non-current)

(₹ in million)

Particulars	Year ended 31-Mar-23	Year ended 31-Mar-22
Opening Balance	56.43	62.92
Add: Received during the year	-	-
Less: Released to Statement of Profit & Loss	6.31	6.49
Closing Balance	50.12	56.43

27 CURRENT PROVISIONS

(₹ in million)

Particulars	As at 31-Mar-23	As at 31-Mar-22
Provision for employee benefits		
Gratuity	12.10	9.13
Leave encashment	1.13	2.63
Total	13.23	11.76

28 CURRENT TAX LIABILITIES (NET)

(₹ in million)

Particulars	As at 31-Mar-23	As at 31-Mar-22
Provision for Income Tax (Net of Advance Tax)	37.63	78.69
Total	37.63	78.69

29 REVENUE FROM OPERATIONS

(₹ in million)

Particulars		Year ended 31-Mar-23		Year ended 31-Mar-22
Sale of Goods		19,115.49		16,375.25
Income from Infrastructure Projects		504.97		580.62
		19,620.46		16,955.87
Other Operational Revenues				
Export Benefits	134.00		61.38	
Government Grants	48.54	182.54	53.55	114.93
Total		19,803.00		17,070.80

29.01 Refer note 46 for disaggregated revenue informations.

29.02 Reconciliation of revenue from sale of products with the contracted price is given below

(₹ in million)

Particulars	Year ended 31-Mar-23	Year ended 31-Mar-22
Contracted Price	19,825.73	17,121.25
Less: Trade discounts, volume rebates, etc.	205.27	165.38
Sale of Goods & Income from Infrastructure Projects	19,620.46	16,955.87

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the Year ended 31st March 2023 (Contd.)

30 OTHER INCOME

(₹ in million)

Particulars	Year ended 31-Mar-23	Year ended 31-Mar-22
Interest Income		
On Bank Deposits	22.80	16.35
Others	11.91	10.04
Other non-operating Income		
Profit on sale of Fixed Assets	2.64	2.44
Profit on termination of Lease	-	0.90
Miscellaneous Income	15.82	10.39
Total	53.17	40.12

31 COST OF MATERIALS CONSUMED

(₹ in million)

Particulars	Year ended 31-Mar-23	Year ended 31-Mar-22
Cost of Materials (including conversion charges and procurement expenses)	13,552.66	12,009.43

31.01 Shortage/excess (if any) on physical verification have been adjusted in the consumption shown above.

32 CHANGES IN INVENTORIES OF FINISHED GOODS & WORK IN PROGRESS

(₹ in million)

Particulars		Year ended 31-Mar-23		Year ended 31-Mar-22
Opening Stock :				
Work-In-Process	686.47		638.58	
Finished Goods	3,220.93		2,741.22	
Scrap and Waste	104.60	4,012.00	75.19	3,454.99
Less:				
Closing Stock :				
Work-In-Process	880.97		686.47	
Finished Goods	3,874.45		3,220.93	
Scrap & Waste	141.00	4,896.42	104.60	4,012.00
(Increase)/Decrease in Stock		(884.42)		(557.01)

33 EMPLOYEE BENEFIT EXPENSES

(₹ in million)

Particulars	Year ended 31-Mar-23	Year ended 31-Mar-22
Salaries, Wages, Bonus and Allowances	890.97	792.02
Contribution to Provident and Other Funds	66.50	62.24
Workmen and Staff Welfare Expenses	17.44	20.57
Total	974.91	874.83

34 FINANCE COSTS

(₹ in million)

Particulars	Year ended 31-Mar-23	Year ended 31-Mar-22
Interest	825.15	757.94
Lease Interest	8.37	8.80
Exchange differences regarded as an adjustment to borrowing costs	57.75	41.90
Other Borrowing Costs	148.82	121.39
Total	1,040.09	930.03

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the Year ended 31st March 2023 (Contd.)

35 OTHER EXPENSES

(₹ in million)

Particulars	Year ended 31-Mar-23	Year ended 31-Mar-22
Consumption of Stores and Spare Parts	656.86	566.14
Power and Fuels	746.54	513.18
Labour Charges & Project Expenses	772.82	826.00
Repairs & Maintenance		
-Plant & Machinery	107.11	117.35
-Building	70.41	63.14
-Others	94.57	95.95
Rent and Hire Charges	41.34	38.41
Rates and Taxes	33.26	55.95
Insurance	14.44	20.78
Electricity Charges	4.67	4.76
Travelling and Conveyance Expenses	134.14	88.50
Communication Expenses	7.31	7.23
Bank Charges	8.98	5.33
Freight, Packing and Handling Expenses (net)	675.90	387.12
Legal and Professional Expenses	89.66	61.09
Security Service Expenses	42.66	41.46
Advertisement and Sales Promotion Expenses	199.14	193.68
Commission	19.57	19.50
Derivative Instruments (Gain)/Loss	359.47	(93.27)
(Gain)/loss on exchange fluctuation	(116.94)	(97.31)
Irrecoverable Debts/Advances Written Off (net)	91.56	2.53
Provision for allowances under expected credit loss [Refer note 50(C)]	(9.55)	8.34
Charity and Donations	0.10	2.03
Corporate Social Responsibility (Refer note 43)	4.50	6.00
Auditors' Remuneration (Refer note 35.01)	2.44	2.46
Miscellaneous Expenses (Includes Sitting Fees, refer note 35.02)	183.41	128.90
Total	4,234.37	3,065.25

35.01 Auditors' Remuneration includes:

(₹ in million)

	Particulars	Year ended 31-Mar-23	Year ended 31-Mar-22
(a)	**Statutory Auditors**		
	Audit Fees	1.40	1.40
	Certification & Other Services (incl. Limited Review Fees)	0.95	0.99
	Total (a)	2.35	2.39
(b)	**Cost Auditors**		
	Audit Fees	0.07	0.07
	Reimbursement of out-of-pocket expenses #	0.00	0.00
	Certification #	0.02	0.00
	Total (b)	0.09	0.07
	Total (a+b)	2.44	2.46

Less than ₹ 0.01 million

35.02 Miscellaneous expenses includes:

(₹ in million)

Particulars	Year ended 31-Mar-23	Year ended 31-Mar-22
Sitting Fee to Directors	0.90	0.96
Total	0.90	0.96

36 TAX EXPENSES

(₹ in million)

Particulars	Year ended 31-Mar-23	Year ended 31-Mar-22
Current Tax	82.72	63.49
MAT Credit entitlement for current year	(1.55)	(63.49)
Tax adjustments for earlier years	-	(101.25)
Deferred Tax	62.51	118.61
Total	143.68	17.36

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the Year ended 31st March 2023 (Contd.)

36.01 **Reconciliation of estimated income tax expenses at Indian statutory income tax rates to income tax expenses reported in statement of profit and loss:**

(₹ in million)

Particulars	Year ended 31-Mar-23	Year ended 31-Mar-22
Income before taxes	499.34	268.83
Applicable Tax Rate	34.94%	34.94%
Estimated Income Tax Expense	174.49	93.94
Tax Effect of adjustments to reconcile expected income tax expense to reported income tax expense:		
Effect of non deductible expenses	0.80	1.40
Effect of tax rate change considered	(22.94)	4.68
Tax adjustments for earlier years	-	(101.25)
Others	(8.67)	18.59
Tax Expense in Statement of Profit and Loss	143.68	17.36
Effective Tax Rate	28.77%	6.46%

36.02 The Company has made an assessment of the impact of The Taxation Laws (Amendment) Act 2019 ('the Act') and decided to continue with the existing tax structure until the utilisation of MAT credit entitlement, tax incentives and deductions available to the Company. In compliance with the accounting standards, the Company is calculating the deferred tax liabilities at existing tax rate of 30% on liabilities and assets which are expected to cease by the date of transition and at lower tax rate u/s 115BAA of Income Tax Act on liabilities and assets which are expected to remain post-transition date.

37 **OTHER COMPREHENSIVE INCOME**

(₹ in million)

	Particulars	Year ended 31-Mar-23	Year ended 31-Mar-22
A	**(i) Items that will not be reclassified to profit or loss :**		
	-Re-measurement of defined benefit plans	2.68	2.28
		2.68	2.28
	(ii) Income tax relating to items that will not be reclassified to profit or loss :		
	-Re-measurement of defined benefit plans	(0.94)	(0.80)
		(0.94)	(0.80)
	Sub-Total (A)(i)-(A)(ii)	1.74	1.48
B	**(i) Items that will be reclassified to profit or loss :**		
	-Effective portion of gains/(losses) on designated portion of hedging instruments in a Cash Flow Hedge	9.07	-
		9.07	-
	(ii) Income tax relating to items that will be reclassified to profit or loss :		
	-Effective portion of gains/(losses) on designated portion of hedging instruments in a Cash Flow Hedge	(3.17)	-
		(3.17)	-
	Sub-Total (B)(i)-(B)(ii)	5.90	-
	Share of Other Comprehensive Income of Joint Venture	(0.21)	0.24
	Total	7.43	1.72

38 **EARNINGS PER SHARE (EPS)**

The following reflects the profit and share data used in the basic and diluted EPS computation

Particulars		Year ended 31-Mar-23	Year ended 31-Mar-22
Profit After Taxation as per Statement of Profit & Loss -[In ₹ million]	(a)	355.66	251.47
Weighted-average Number of Equity Shares for computing basic EPS	(b)	10,26,70,212	10,26,70,212
Add: Dilutive Impact of Employee Stock Options Plan-[In ₹ million]	(c)	-	-
Weighted-average Number of Equity Shares for computing diluted EPS	(d=b+c)	10,26,70,212	10,26,70,212
Basic EPS -[In ₹]	(a/b)	3.46	2.45
Diluted EPS -[In ₹]	(a/d)	3.46	2.45

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the Year ended 31st March 2023 (Contd.)

39 CONTINGENT LIABILITIES NOT PROVIDED IN RESPECT OF

39.01 Claims against the Company not acknowledged as debt, disputed taxes/ duties are as follows:- (₹ in million)

Nature of Contingent Liability	Authorities before which matter is pending and year of dispute	As at 31-Mar-23	As at 31-Mar-22
Demand notices issued by Central Excise Department	The matter is pending with Commissioner(A) /CESTAT. (Related to year: 2005-06, 2007-08, 2009-10 to 2012-13 & 2017-18) [Paid ₹ **10.39 million** (Previous Year: ₹ 10.39 million)]	60.29	60.29
Demand notices issued by Service Tax Department	The matter is pending with Commissioner(A) / CESTAT (Related to year: 2007-08, 2009-10 to 2012-13) [Paid ₹ **0.73 million** (Previous Year: ₹ 0.73 million)]	33.89	33.89
Demand notices issued by Directorate of Revenue Intelligence	The matter is pending with DRI (Related year: 2015-16) [Paid ₹ **0.95 million** (Previous Year: ₹ 0.95 million)]	25.58	25.58
CST Demand issued by Assessing Authority	The matter is pending with Joint Commissioner- Commercial Taxes /Senior Joint Commissioner/ WB Commercial Taxes Appellate & Revisional Board (Related to year: 2006-07, 2016-17 & 2017-18) [Paid ₹ **0.98 million** (Previous Year: ₹ 1.15 million)]	0.98	11.84
GST Demand issued by Assessing Authority	The matter is pending with Commissioner SGST & CX/ Joint Commissioner of State Tax(Appeals) (Related to year: 2018-19, 2017-18 & 2022-23) [Paid ₹ **0.90 million** (Previous Year: ₹ 0.35 million)]	1.62	1.07
Sales Tax/VAT demands issued by Assessing Authority	The matter is pending with Senior Joint Commissioner/ Additional Commissioner-Commercial Taxes/ WB Commercial Taxes Appellate & Revisional Board (Related to year: 2009-10, 2015-16 & 2017-18) [Paid ₹ **Nil million** (Previous Year: ₹ 0.01 million)]	50.82	50.94

39.02 The Company does not expect any reimbursements in respect of the above contingent liability.

39.03 It is not practicable to estimate the timing of cash outflows, if any, in respect of matters at pending resolution of the appellate proceedings.

40 Estimated amount of contracts pending execution on capital account net of advances of ₹ **61.19 million** (Previous Years: ₹ 25.69 million) and not provided for is ₹ **192.53 million** (Previous Years: ₹ 89.65 million).

41 The Company has given Corporate Guarantee of ₹ **480.00 million** (Previous Years: ₹ 480.00 million) to a Bank for arranging credit facility for its Joint Venture and has received a Bank Guarantee from its Joint Venture Partner for ₹ **197.00 million** (Previous Years: ₹ 178.00 million) as collateral. Borrowings outstanding in the books of account of the Joint Venture from this credit facility is ₹ **268.93 million** (Previous Years: ₹ 251.89 million).

42 **Event Occurring after Balance sheet**

The dividend declared by the Company is based on profits available for distribution as reported in the financial statements of the Company. On 15th May, 2023, the Board of Directors of the Company has proposed a dividend of ₹ **0.10** per equity share of ₹ 1 each (previous year: ₹ 0.10 per equity share) in respect of the year ended 31st March, 2023, subject to the approval of shareholders at the Annual General Meeting. If approved, the dividend would result in a cash outflow of approximately ₹ **10.27 million**.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the Year ended 31st March 2023 (Contd.)

43 As per Section 135 of the Companies Act, 2013, a CSR committee has been formed by the company. The disclosure in respect of CSR Expenditure during the year as aligned with the CSR Policy of the Company which is in line with the activities specified in Schedule VII of the Companies Act, 2013 is as under:

(₹ in million)

	Particulars		Year ended 31-Mar-23		Year ended 31-Mar-22
(a)	Gross amount required to be spent by the Company during the year		4.42		5.43
(b)	Related Party Transaction as per Ind AS 24 in relation to CSR activities (Refer note 47)		4.50		6.00
	-Sheo Bai Bansal Charitable Trust		0.50		1.00
	-Skipper Foundation		4.00		5.00
		Amount Paid	Amount yet to be paid	Amount Paid	Amount yet to be paid
(i)	Construction/ acquisition of any asset	-	-	-	-
(ii)	Purposes other than (i) above	4.50	-	6.00	-
	Total	4.50	-	6.00	-

	Year Ended 31-Mar-23	Year Ended 31-Mar-22
Nature of CSR activities undertaken by the company	1."Rural Development" - "Integrated Village Development (IVD) Project" 2. "Promoting Healthcare including preventive health care – Health Project 3. Ensuring environment sustainability	1."Rural Development" - "Integrated Village Development (IVD) Project" 2. "Promoting Healthcare including preventive health care – Health Project

CSR Movement

(₹ in million)

Particulars	Year ended 31-Mar-23	Year ended 31-Mar-22
Opening Balance	(0.57)	-
Gross amount required to be spent by the Company during the year	4.42	5.43
Actual Spent	4.50	6.00
(Excess)/Short Spent	(0.65)	(0.57)

44 The information regarding amounts due to creditors registered under the Micro, Small and Medium Enterprises Development Act, 2006, has been given to the extent available with the Company. The required disclosures of outstanding dues of micro, small & medium enterprises are as under:

(₹ in million)

	Particulars	As at 31-Mar-23	As at 31-Mar-22
(a)	Principal amount remaining unpaid as at 31st March	65.09	40.98
(b)	Interest amount remaining unpaid as at 31st March	Nil	Nil
(c)	Interest paid in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during the year.	Nil	Nil
(d)	Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006.	Nil	Nil
(e)	Interest accrued and remaining unpaid as at 31st March	Nil	Nil
(f)	Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise.	Nil	Nil

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the Year ended 31st March 2023 (Contd.)

45 **LEASE**

Lease commitments

45.01 The Company has lease contracts for certain items of office premises and land. The Company's obligations under leases are secured by the lessor's title to the leased assets.

45.02 Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date.

45.03 Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term on the date of initial application.

45.04 Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application.

45.05 Set out below are the carrying amounts of lease liabilities included under financial liabilities and right to use asset included in Property, Plant and Equipment and the movements during the year.

45.06 **Movement in lease liabilities during the year ended 31st March, 2022**

(₹ in million)

Particulars	Year ended 31-Mar-23	Year ended 31-Mar-22
Opening Balance	80.22	96.01
Add: Addition	51.68	90.25
Add: Interest	8.37	8.80
Less: Cancellation/Foreclosures	-	5.12
Less: Payments	41.43	109.72
Closing Balance	98.84	80.22

45.07 **Amount recognized in Profit or Loss**

(₹ in million)

Particulars	Year ended 31-Mar-23	Year ended 31-Mar-22
Interest expense on lease liabilities	8.37	8.80
Depreciation expense of right-of-use assets	43.11	41.59
Total	51.48	50.39

45.08

(₹ in million)

Particulars	Year ended 31-Mar-23	Year ended 31-Mar-22
Total cash outflow for leases	18.70	20.13

45.09 **Future payment of lease liabilities on an undiscounted basis**

Future payment of lease liabilities on an undiscounted basis are as follows:

(₹ in million)

Particulars	Year ended 31-Mar-23	Year ended 31-Mar-22
Less than one year	18.13	16.97
One to five years	79.21	55.40
More than five years	41.37	45.13
Total undiscounted Lease Liabilities	138.71	117.50
Lease liabilities included in the statement of financial position		
Current Lease liabilities	9.06	9.45
Non - Current Lease liabilities	89.78	70.77

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the Year ended 31st March 2023 (Contd.)

46 SEGMENT REPORTING

(A) Business segment

(₹ in million)

	Reportable Segments	Year ended 31-Mar-23 Engineering Products	Polymer Products	Infrastructure Projects	Total	Year ended 31-Mar-22 Engineering Products	Polymer Products	Infrastructure Projects	Total
(a)	**Segment Revenue -Gross**								
	Revenue From Operation (Gross)	15,238.54	4,059.49	504.97	19,803.00	13,218.48	3,200.21	652.11	17,070.80
(b)	**Segment Results**	1,612.31	142.40	13.78	1,768.49	1,417.70	59.63	(41.53)	1,435.80
	Unallocated Corporate Income / (expenses) (net of expense / Income)				(292.36)				(228.69)
	Operating Profit				1,476.13				1,207.11
	Interest Expenses				1,040.09				930.03
	Interest Income				34.72				26.39
	Share of profit/ (Loss) of Joint Ventures				28.58				(34.64)
	Profit Before Tax				499.34				268.83
	Less: Taxes				143.68				17.36
	Profit After Tax				355.66				251.47

(c) Other Information

(₹ in million)

Reportable Segments	As at 31-Mar-23 Segment Assets	Segment Liabilities	As at 31-Mar-22 Segment Assets	Segment Liabilities	Year ended 31-Mar-23 Capital Expenditure	Depreciation & Amortisation	Year ended 31-Mar-22 Capital Expenditure	Depreciation & Amortisation
Engineering Products	16,332.17	7,344.75	15,191.27	6,097.66	468.17	311.02	409.72	351.25
Polymer Products	3,858.48	1,179.09	3,604.53	754.67	269.41	108.43	56.33	92.06
Infrastructure Projects	901.39	561.06	1,235.74	426.42	2.05	14.28	3.23	14.45
Unallocated	1,134.37	627.19	807.91	572.88	75.54	34.07	57.96	27.16
Total	22,226.41	9,712.09	20,839.45	7,851.63	815.17	467.80	527.24	484.92

(B) Geographical Segment

The Company operates in Geographical Segment as given below:

(₹ in million)

Reportable Segments	Revenue from Operations Year ended 31-Mar-23	31-Mar-22	Non-Current Assets @ As At 31-Mar-23	31-Mar-22
Within India	12,572.65	13,075.88	7,662.54	7,022.00
Outside India	7,230.35	3,994.92	-	-
Total	19,803.00	17,070.80	7,662.54	7,022.00

@ Non-current assets exclude deferred tax assets and employee benefit assets.

(C) Information about major customers

During the year there is no revenue from a single domestic & export customers (Previous Year: Nil), which is more than 10% of the Company's total revenue.

(D) Other disclosures

(i) The Operating Segments have been reported in a manner consistent with the internal reporting and evaluation by Chief Operating Decision Maker (CODM).

(ii) The business segment comprise the following :

The Engineering Products segment which includes Towers, Tower Accessories, Fasteners, Angles, Channels, Highmast Poles, Swaged Poles, Scaffoldings, Solar Power Systems, Railway Structures etc.

The Infrastructure Projects segment which includes Horizontal Direct Drilling services and Engineering, Procurement & Construction services.

The Polymer Product segment which includes PVC, HDPE, CPVC, UPVC, SWR pipes & fittings and other related products.

(iii) The geographical information considered for disclosure are : Sales within India and Sales outside India.

(iv) There are no inter-segment revenues.

(₹ in million)

(E) Based on Timing of Revenue	Year ended 31-Mar-23	31-Mar-22
At a Point in Time	19,298.03	16,418.69
Over Time	504.97	652.11
Total	19,803.00	17,070.80

(F) Performance obligation at a point in time: Upon delivery/shipment as per the terms of contract.

(G) The contracts do not have any financing component.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the Year ended 31st March 2023 (Contd.)

47 RELATED PARTY DISCLOSURES

A. List of the related parties and relatives with whom transactions have taken place.

(1) Key Management Personnels.

(a)	Mr. Sajan Kumar Bansal	-Managing Director	
(b)	Mr. Sharan Bansal	-Whole Time Director	
(c)	Mr. Devesh Bansal	-Whole Time Director	
(d)	Mr. Siddharth Bansal	-Whole Time Director	
(e)	Mr. Amit Kiran Deb	-Independent Director	
(f)	Mr. Raj Kumar Patodi	-Independent Director	wef. 11.05.2022
(g)	Mrs. Mamta Binani	-Independent Director	
(h)	Mr. Ashok Bhandari	-Independent Director	
(i)	Mr. Yash Pall Jain	-Whole Time Director	
(j)	Mr. Pramod Kumar Shah	-Independent Director	

(2) Parties where key managerial personnel along with their relatives have significant influence.

(a) Skipper Realties Limited
(b) Skipper Telelink Limited
(c) Ventex Trade Private Limited
(d) Skipper Plastics Limited
(e) Suviksit Investments Limited
(f) Skipper Polypipes Private Limited
(g) Vaibhav Metals Private Limited
(h) Aakriti Alloys Private Limited
(i) Samriddhi Ferrous Private Limited
(j) Utsav Ispat Private Limited
(k) Skipper Pipes Limited
(l) Skipper Polychem Limited
(m) Sheo Bai Bansal Charitable Trust
(n) Skipper Foundation
(o) S. K Bansal Family Trust
(p) S. K Bansal Unity Trust
(q) S. K Bansal Heritage Trust
(r) S. K Bansal Legacy Trust

(3) Relatives of key managerial personnel

(a)	Mrs. Meera Bansal	-Wife of Mr. Sajan Kumar Bansal
(b)	Mrs. Sumedha Bansal	-Wife of Mr. Sharan Bansal
(c)	Mrs. Reshu Bansal	-Wife of Mr. Devesh Bansal
(d)	Mrs. Shruti M Bansal	-Wife of Mr. Siddharth Bansal

(4) Other related parties (Joint Ventures)

(a) Skipper-Metzer India LLP

B. The following transactions were carried out with the related parties in the ordinary course of business :

(₹ in million)

	Particulars	2022-23 In relation to item				2021-22 In relation to item			
		A(1)	A(2)	A(3)	A(4)	A(1)	A(2)	A(3)	A(4)
(a)	Remuneration Paid/Provided								
	Mr. Sajan Kumar Bansal	14.40	-	-	-	14.40	-	-	-
	Mr. Sharan Bansal	12.00	-	-	-	12.00	-	-	-
	Mr. Devesh Bansal	12.00	-	-	-	12.00	-	-	-
	Mr. Siddharth Bansal	12.00	-	-	-	12.00	-	-	-
	Mr. Yash Pall Jain	5.50	-	-	-	5.00	-	-	-

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the Year ended 31st March 2023 (Contd.)

B. The following transactions were carried out with the related parties in the ordinary course of business (Contd.)

(₹ in million)

	Particulars	2022-23 In relation to item				2021-22 In relation to item			
		A(1)	A(2)	A(3)	A(4)	A(1)	A(2)	A(3)	A(4)
(b)	**Rent Paid/Provided**								
	Mr. Sajan Kumar Bansal	0.38	-	-	-	0.36	-	-	-
	Mr. Sharan Bansal	0.01	-	-	-	-	-	-	-
	Mr. Devesh Bansal	0.01	-	-	-	-	-	-	-
	Mr. Siddharth Bansal	0.01	-	-	-	-	-	-	-
	Skipper Realties Limited	-	8.80	-	-	-	8.43	-	-
	Suviksit Investments Limited	-	1.08	-	-	-	0.90	-	-
	Skipper Polypipes Private Limited	-	0.04	-	-	-	0.02	-	-
	Skipper Telelink Limited	-	0.07	-	-	-	0.05	-	-
	Skipper Plastics Limited	-	6.00	-	-	-	6.00	-	-
	Ventex Trade Private Limited	-	1.88	-	-	-	-	-	-
	Mrs. Sumedha Bansal	-	-	-	-	-	-	0.15	-
(c)	**Interest Paid/Provided**								
	Mr. Sajan Kumar Bansal	0.53	-	-	-	2.68	-	-	-
	Mr. Sharan Bansal	0.28	-	-	-	0.76	-	-	-
	Mr. Devesh Bansal	0.04	-	-	-	0.52	-	-	-
	Mr. Siddharth Bansal	0.10	-	-	-	0.71	-	-	-
	Skipper Plastics Limited	-	2.29	-	-	-	0.70	-	-
	Ventex Trade Private Limited	-	14.85	-	-	-	1.72	-	-
(d)	**Sitting Fees paid/provided**								
	Mr. Amit Kiran Deb	0.27	-	-	-	0.25	-	-	-
	Mr. Joginder Pal Dua	-	-	-	-	0.18	-	-	-
	Mrs. Mamta Binani	0.14	-	-	-	0.16	-	-	-
	Mr. Ashok Bhandari	0.24	-	-	-	0.22	-	-	-
	Mr. Pramod Kumar Shah	0.15	-	-	-	0.15	-	-	-
	Mr. Raj Kumar Patodi	0.12	-	-	-	-	-	-	-
(e)	**Donation given for CSR Purpose**								
	Sheo Bai Bansal Charitable Trust	-	0.50	-	-	-	1.00	-	-
	Skipper Foundation	-	4.00	-	-	-	5.00	-	-
(f)	**Donation given**								
	Skipper Foundation	-	-	-	-	-	2.00	-	-
(g)	**Loan taken**								
	Mr. Sajan Kumar Bansal	10.00	-	-	-	-	-	-	-
	Mr. Sharan Bansal	-	-	-	-	-	-	-	-
	Mr. Devesh Bansal	-	-	-	-	-	-	-	-
	Mr. Siddharth Bansal	-	-	-	-	-	-	-	-
	Skipper Plastics Limited	-	129.70	-	-	-	58.20	-	-
	Ventex Trade Private Limited	-	348.25	-	-	-	188.15	-	-
(h)	**Advance against salary given**								
	Mr. Sajan Kumar Bansal	27.50	-	-	-	-	-	-	-
	Mr. Sharan Bansal	6.50	-	-	-	-	-	-	-
	Mr. Devesh Bansal	6.50	-	-	-	-	-	-	-
	Mr. Siddharth Bansal	6.50	-	-	-	-	-	-	-

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the Year ended 31st March 2023 (Contd.)

B. The following transactions were carried out with the related parties in the ordinary course of business (Contd.)

(₹ in million)

	Particulars	2022-23 In relation to item				2021-22 In relation to item			
		A(1)	A(2)	A(3)	A(4)	A(1)	A(2)	A(3)	A(4)
(i)	Loan Refunded								
	Mr. Sajan Kumar Bansal	18.17	-	-	-	54.00	-	-	-
	Mr. Sharan Bansal	5.80	-	-	-	6.10	-	-	-
	Mr. Devesh Bansal	1.88	-	-	-	6.40	-	-	-
	Mr. Siddharth Bansal	3.25	-	-	-	9.30	-	-	-
	Skipper Plastics Limited	-	103.25	-	-	-	61.03	-	-
	Ventex Trade Private Limited	-	327.30	-	-	-	188.63	-	-
(j)	Advance against salary refund								
	Mr. Sajan Kumar Bansal	1.16	-	-	-	-	-	-	-
	Mr. Sharan Bansal	0.27	-	-	-	-	-	-	-
	Mr. Devesh Bansal	0.27	-	-	-	-	-	-	-
	Mr. Siddharth Bansal	0.27	-	-	-	-	-	-	-
(k)	Interest Received								
	Mr. Sajan Kumar Bansal	0.60	-	-	-	-	-	-	-
	Mr. Sharan Bansal	0.15	-	-	-	-	-	-	-
	Mr. Devesh Bansal	0.15	-	-	-	-	-	-	-
	Mr. Siddharth Bansal	0.15	-	-	-	-	-	-	-
(l)	Investments made								
	Skipper-Metzer India LLP	-	-	-	-	-	-	-	9.63
(m)	Security Deposit Paid								
	Mr. Sajan Kumar Bansal	21.40	-	-	-	-	-	-	-
	Mr. Sharan Bansal	1.90	-	-	-	-	-	-	-
	Mr. Devesh Bansal	1.90	-	-	-	-	-	-	-
	Mr. Siddharth Bansal	1.90	-	-	-	-	-	-	-
	Skipper Polypipes Pvt Ltd	-	-	-	-	-	39.40	-	-
	Skipper Realties Ltd.	-	-	-	-	-	51.40	-	-
	Skipper Telelink Limited	-	-	-	-	-	16.00	-	-
(n)	Assignment of Trade Receivable								
	Ventex Trade Private Limited	-	109.16	-	-	-	542.67	-	-
(o)	Amount received against assignment of Trade Receivable								
	Ventex Trade Private Limited	-	300.22	-	-	-	462.64	-	-
(p)	Interest Received (Net of TDS) against Trade Receivable								
	Ventex Trade Private Limited	-	23.33	-	-	-	12.19	-	-
(q)	Expenses Paid								
	Ventex Trade Private Limited	-	0.64	-	-	-	1.10	-	-
(r)	Purchase of Goods								
	Skipper-Metzer India LLP	-	-	-	-	-	-	-	0.38
(s)	Commission on Corporate Guarantee given (Gross of GST)								
	Skipper-Metzer India LLP	-	-	-	2.83	-	-	-	2.83

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the Year ended 31st March 2023 (Contd.)

C. Balance Outstanding as at the balance sheet date

(₹ in million)

	Particulars	2022-23				2021-22			
		In relation to item				In relation to item			
		A(1)	A(2)	A(3)	A(4)	A(1)	A(2)	A(3)	A(4)
(a)	Loan -"Long-Term Borrowings"								
	Mr. Sajan Kumar Bansal	-	-	-	-	8.17	-	-	-
	Mr. Sharan Bansal	-	-	-	-	5.80	-	-	-
	Mr. Devesh Bansal	-	-	-	-	1.88	-	-	-
	Mr. Siddharth Bansal	-	-	-	-	3.25	-	-	-
	Skipper Plastics Limited	-	34.87	-	-	-	8.42	-	-
	Ventex Trade Private Limited	-	20.95	-	-	-	-	-	-
(b)	Remuneration (Net of TDS)-"Other Current Financial Liabilities"								
	Mr. Sajan Kumar Bansal	0.76	-	-	-	0.45	-	-	-
	Mr. Sharan Bansal	0.52	-	-	-	0.60	-	-	-
	Mr. Devesh Bansal	0.63	-	-	-	0.60	-	-	-
	Mr. Siddharth Bansal	0.52	-	-	-	0.50	-	-	-
	Mr. Yash Pall Jain	0.29	-	-	-	0.17	-	-	-
(c)	Sale of Goods-"Trade Receivables"				#				#
	Skipper-Metzer India LLP	-	-	-	0.00	-	-	-	0.00
(d)	Corporate Guarantee Outstanding								
	Skipper-Metzer India LLP	-	-	-	480.00	-	-	-	480.00
(e)	Commission on Corporate Guarantee given								
	Skipper-Metzer India LLP	-	-	-	5.66	-	-	-	2.83
(f)	Receivable against Assignment of Trade Receivable								
	Ventex Trade Private Limited	-	34.26	-	-	-	202.00	-	-
(g)	Security Deposit Paid								
	Mr. Sajan Kumar Bansal	21.40	-	-	-	-	-	-	-
	Mr. Sharan Bansal	1.90	-	-	-	-	-	-	-
	Mr. Devesh Bansal	1.90	-	-	-	-	-	-	-
	Mr. Siddharth Bansal	1.90	-	-	-	-	-	-	-
	Skipper Polypipes Pvt Ltd	-	196.20	-	-	-	196.20	-	-
	Skipper Realties Ltd.	-	338.40	-	-	-	338.40	-	-
	Skipper Telelink Limited	-	479.60	-	-	-	479.60	-	-
(h)	Salary Advance								
	Mr. Sajan Kumar Bansal	26.34	-	-	-	-	-	-	-
	Mr. Sharan Bansal	6.23	-	-	-	-	-	-	-
	Mr. Devesh Bansal	6.23	-	-	-	-	-	-	-
	Mr. Siddharth Bansal	6.23	-	-	-	-	-	-	-

Less than ₹ 0.01 million

47.1 Remuneration paid to directors represents short-term employee benefits and does not includes any long-term employee benefits post retirement.

47.2 Advance against salary given to directors, is as per the company's policy for its employees.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the Year ended 31st March 2023 (Contd.)

48 FAIR VALUATION OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES (NON-CURRENT AND CURRENT)

(A) Classification of Financial Assets and Financial Liabilities

(₹ in million)

PARTICULARS	31-03-2023			31-03-2022		
	FVTPL	FVOCI	Amortized Cost	FVTPL	FVOCI	Amortized Cost
Financial Assets						
Trade Receivables	-	-	3,602.22	-	-	4,343.97
Cash and Cash Equivalents	-	-	21.14	-	-	11.17
Other Bank balances	-	-	289.67	-	-	380.86
Investments	-	-	100.55	-	-	72.18
Other Financial Assets (Other than derivative)	-	-	489.95	-	-	218.02
Gain/(loss) on derivative, measured at fair value						
(i) Derivative instruments not designated as hedging instruments	-	-	-	35.38	-	-
(ii) Derivative instruments designated as hedging instruments	-	-	-	-	-	-
Total	-	-	4,503.53	35.38	-	5,026.20
Financial Liabilities						
Borrowings	-	-	4,840.19	-	-	5,666.51
Lease Liabilities	-	-	98.84	-	-	80.22
Trade Payables	-	-	5,881.15	-	-	6,264.26
Others Financial Liabilities (Other than derivative)	-	-	162.99	-	-	213.60
(Gain)/loss on derivative, measured at fair value						
(i) Derivative instruments not designated as hedging instruments	40.12	-	-	-	-	-
(ii) Derivative instruments designated as hedging instruments	(9.07)	-	-	-	-	-
Total	31.05	-	10,983.17	-	-	12,224.59

Note:
FVTPL: Fair Value Through Profit & Loss
FVOCI: Fair Value Through Other Comprehensive Income

(B) Fair Value Measurement & Hierarchy

The fair values of the financial assets and liabilities is the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.
The Company has established the following fair value hierarchy that categories the values into 3 heads. The inputs to valuation technique used to measure the fair value of the financial instruments are:

Level 1: Quoted prices (unadjusted) in the active markets for identical assets or liabilities that the entity can access at the measurement date.

Level 2: Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly i.e. fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximises the use of observable market data and rely as little as possible on Company specific estimates. If all the significant inputs required to fair value an instrument are observable, the instruments is included in level 2.
Level 3: Unobservable inputs for the assets or liability i.e. if one or more of the significant inputs is not based on observable market data, the instruments is included in level 3.

Financial Assets and Financial Liabilities measured at Fair Value Through Statement of Profit & Loss

(₹ in million)

Particulars	31-03-2023				31-03-2022			
	Carrying Amount	Level 1	Level 2	Level 3	Carrying Amount	Level 1	Level 2	Level 3
Financial Assets								
Gain/(loss) on derivative, measured at fair value								
(i) Derivative instruments not designated as hedging instruments	-	-	-	-	35.38	-	35.38	-
(ii) Derivative instruments designated as hedging instruments	-	-	-	-	-	-	-	-
Financial Liabilities								
(Gain)/loss on derivative, measured at fair value								
(i) Derivative instruments not designated as hedging instruments	40.12	-	40.12	-	-	-	-	-
(ii) Derivative instruments designated as hedging instruments	(9.07)	-	(9.07)	-	-	-	-	-

Note:
(a) Current financial assets and liabilities are stated as amortised cost which is approximately equal to their fair value.
(b) Non-current financial assets and liabilities measured at amortised cost have same fair value as at 31st March, 2023 and 31st March, 2022.

Valuation Techniques
The following methods and assumptions were used to estimate the fair values
Derivative assets/liabilities has been fair valued on Mark to Market valuation provided by Banks.
Changes in level 2 and level 3 fair values are analysed at each reporting period.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the Year ended 31st March 2023 (Contd.)

49 **EMPLOYEE BENEFITS**
Disclosure pursuant to Indian Accounting Standard (Ind AS) 19 - Employee Benefits are as under :

(A) **Defined Contribution Plan :**
The amount recognised as an expenses for the Defined Contribution Plans are as under :

(₹ in million)

Particulars	Year ended 31-Mar-23	Year ended 31-Mar-22
Contribution to Provident and other funds:		
Employer's Contribution to Provident Fund	16.14	14.01
Employer's Contribution to Pension Scheme	25.79	24.14
Employees Deposit Linked Insurance	1.58	1.48
Workmen and Staff Welfare Fund:		
Employees State Insurance Corporation	6.94	7.57
Labour Welfare Fund	0.15	0.15
Total	50.60	47.35

(B) **Defined Benefit Plan :**
Post employment and other long term employee benefits in the form of gratuity and leave encashment are considered as defined benefit obligation. The employees' gratuity fund scheme managed by Life Insurance Corporation of India is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. Under the PUC method a "projected accrued benefit" is calculated at the beginning of the year and again at the end of the year for each benefit that will accrue for all active members of the Plan. The "projected accrued benefit" is based on the Plan's accrual formula and upon service as of the beginning or end of the year, but using a member's final compensation, projected to the age at which the employee is assumed to leave active service. The Plan liability is the actuarial present value of the "projected accrued benefits" as of the beginning of the year for active members.

Liability for leave payable at the time of retirement has been recognized on actuarial basis.

The defined benefit obligation calculated as on 31st March, 2023 is based on the existing salary definition (Basic + DA) and the impact of the new definition of Wages under the proposed Code on Wages, 2019 issued by the Government of India has not been considered since the applicable date for Code of Wages has not yet been notified by the Government.

Risk Exposure:
Defined Benefit Plans expose the Company to actuarial risks such as: Interest Rate Risk, Salary Risk, Demographic Risk and Regulatory risk.

(a) **Interest rate risk :** The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

(b) **Salary risk :** Higher than expected increases in salary will increase the defined benefit obligation.

(c) **Demographic risk :** This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

(d) **Regulatory Risk :** Gratuity benefit is paid in accordance with the requirements of the Payment of Gratuity Act , 1972 (as amended from time to time). There is a risk of change in regulations requiring higher gratuity payouts (e.g. Increase in the maximum limit on gratuity from ₹ 1 million to ₹ 2 million). An upward revision of maximum gratuity limit will result in gratuity plan obligation.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the Year ended 31st March 2023 (Contd.)

The following tables summarises the components of net benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the Post-retirement benefit plans.

(₹ in million)

	Particulars	2022-2023	2021-2022
(i)	**Reconciliation of opening and closing balances of Defined Benefit obligation**		
	Defined benefit obligation at beginning of the year	67.13	62.53
	Current service cost	9.57	9.66
	Interest cost	4.46	3.90
	Actuarial (gain)/loss - experience	(2.14)	3.09
	Actuarial (gain)/loss - financial assumptions	(0.58)	(1.71)
	Benefits paid directly by the Company	-	-
	Benefits paid from plan assets	(8.60)	(10.35)
	Defined benefit obligation at year end	69.85	67.13
(ii)	**Reconciliation of opening and closing balances of fair value of plan assets**		
	Fair value of plan assets at beginning of the year	3.94	8.30
	Interest Income on plan assets	0.17	0.28
	Employer's Contribution	5.50	2.05
	Return on plan assets greater/ (Less) than discount rate	(0.03)	3.66
	Benefits paid	(8.60)	(10.35)
	Fair value of plan assets at year end	0.98	3.94
(iii)	**Reconciliation of fair value of assets and obligations**		
	Fair value of plan assets as at 31st March	0.98	3.94
	Present value of obligation as at 31st March	69.85	67.13
	Net asset/(liability) recognized in Balance Sheet	(68.87)	(63.19)
(iv)	**Expenses recognized during the year**		
	Current service cost	9.57	9.66
	Interest cost	4.29	3.62
	Actuarial (gain)/loss - experience	(2.14)	3.09
	Actuarial (gain)/loss - financial assumptions	(0.58)	(1.71)
	Return on plan assets greater/ (Less) than discount rate	0.03	(3.66)
	Amount charged to statement of Profit & Loss	11.18	11.01
(v)	**Re-measurements recognised in Other Comprehensive Income (OCI)**		
	Actuarial (gain)/loss - experience	(2.14)	3.09
	Actuarial (gain)/loss - financial assumptions	(0.58)	(1.71)
	Return on plan assets greater/ (Less) than discount rate	0.03	(3.66)
	Amount recognised in Other Comprehensive Income (OCI)	(2.68)	(2.28)
(vi)	**Maturity Profile of Defined Benefit obligation for the year ending:**		
	31st March, 2022	-	-
	31st March, 2023	13.54	13.53
	m	6.66	4.70
	31st March, 2025	6.23	7.02
	31st March, 2026	5.86	6.64
	31st March, 2027	7.67	6.37
	31st March, 2027 to 31st March, 2031	-	47.13
	31st March, 2028 to 31st March, 2032	52.24	-
(vii)	**Sensitivity analysis for significant assumptions : #**		
	Increase/ (Decrease) on present value of defined benefits obligation at the end of the year		
	1% increase in discount rate	(5.31)	(5.12)
	1% decrease in discount rate	6.18	6.03
	1% increase in salary escalation rate	6.22	6.08
	1% decrease in salary escalation rate	(5.48)	(5.28)
	1% increase in withdrawal rate	1.56	2.24
	1% decrease in withdrawal rate	(1.85)	(2.24)
(viii)	**Major Categories of Plan Assets**		
	L.I.C. Group Gratuity (Cash Accumulation Policy)-% of invested funds	100	100
(ix)	**Actuarial assumptions:**		
	Mortality table (L.I.C.)	Indian Assured Lives Mortality (2006 - 08) Ult	Indian Assured Lives Mortality (2006 - 08) Ult
	Discount rate (per annum)	7.20%	7.10%
	Expected rate of return on plan assets (per annum)	7.20%	7.10%
	Turnover rate	1% to 8%	1% to 8%
	Rate of escalation in salary (per annum)	4.00%	4.00%
	Retirement Age	60 years	60 years
(x)	**Weighted Average Duration of Defined Benefit Obligation**	10 Yrs.	10 Yrs.
(xi)	**Expected Contribution during next year**	10.25	9.57

\# These Sensitivities have been calculated to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the accounting date. There have been no changes from the previous periods in the methods and assumptions used in preparing the sensitivity analysis.

(xii) **Salary Escalation Rate :**

The estimates of rate of escalation in salary considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the Year ended 31st March 2023 (Contd.)

50 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's principal financial liabilities other than derivatives comprise long-term and short-term borrowings, capital creditors and trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets other than derivatives include trade and other receivables, cash and cash equivalents and deposits that derive directly from its operation.

The Company is exposed to market, credit, liquidity and regulatory risks. The Company's senior management oversees the management of these risks. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below :

(A) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: commodity risk, interest rate risk and foreign currency risk.

(a) Commodity Price Risk

Company is affected by the price volatility of certain commodities, primarily, Steel, Zinc and PVC Resin. Its operating activities require the on-going purchase of these materials. The company has arrangement to pass-through the increase/decrease in steel and Zinc price through price variance clause in majority of the contract. PVC resin being not a material item, hence price sensitivity is not disclosed.

(b) Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rate relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency). Further, the Company has foreign currency risk on import of input materials, capital commitment and also borrow funds in foreign currency for its business. The Company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks. Certain transactions of the Company act as a natural hedge as a portion of both assets and liabilities are denominated in similar foreign currencies, for the remaining exposers to foreign exchange risks, the Company adopts a policy of selective hedging based on risk perception of management using derivative, whenever required, to mitigate or eliminate the risks.

(i) Unhedged Foreign Currency Exposure

The Company's exposure to foreign currency risk at the end of the reporting period are as given below.

Particulars	As at 31-Mar-23		As at 31-Mar-22	
	Foreign Currency (in million)	INR Value (in million)	Foreign Currency (in million)	INR Value (in million)
Financial Liabilities				
Trade Payables/ Bills Payable				
USD	3.34	274.10	1.96	148.85
Buyers Credit Loan				
USD	2.84	233.34	10.72	812.69
Packing Credit Loan				
USD	-	-	0.69	52.02
Net Exposure in foreign currency Receivables / (Payable)				
USD	(6.18)	(507.44)	(13.37)	(1,013.56)

(ii) Impact of increase/ decrease in the exchange rates on the Company's equity and statement of profit and loss for the year is given below:

(₹ in million)

Particulars		Year ended 31-Mar-23		Year ended 31-Mar-22	
Currency	Changes in exchange rate	Increase /(decrease) in		Increase /(decrease) in	
		Profit Before Tax	Other Equity	Profit Before Tax	Other Equity
USD	+5%	(25.37)	(16.51)	(50.68)	(32.97)
	-5%	25.37	16.51	50.68	32.97

(iii) Derivative Financial Instruments

Outstanding position and fair value of various derivative financial instruments (designated as Cash Flow hedge) is given below :

(₹ in million)

Particulars	As at 31-Mar-23		As at 31-Mar-22	
	Foreign Currency	INR Value	Foreign Currency	INR Value
Forward Contract to Sell:				
USD	44.98	2,070.70	-	-
Mark to Market Gain/(Loss) on Forward Contract to Sell				
USD		9.07		-

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the Year ended 31st March 2023 (Contd.)

Outstanding position and fair value of various derivative financial instruments (Non designated as Cash Flow hedge) is given below :

(₹ in million)

Particulars	As at 31-Mar-23		As at 31-Mar-22	
	Foreign Currency	INR Value	Foreign Currency	INR Value
Forward Contract to Sell:				
USD	3.00	241.29	66.28	5,182.68
Mark to Market Gain/(Loss) on Forward Contract to Sell				
USD		(5.95)		34.28
Forward Contract to Buy:				
USD	12.38	409.66	1.54	116.91
Mark to Market Gain/(Loss) on Forward Contract to Buy				
USD		(34.17)		1.10

Hedges of foreign currency risk and derivative financial instruments

The Company has established risk management policies to hedge the volatility in cashflows arising from exchange rate fluctuations in respect of firm commitments and highly probable forecast transactions, through foreign exchange forward, futures and options contracts. The proportion of forecast transactions that are to be hedged is decided based on the size of the forecast transaction and market conditions. As the counterparty for such transactions are highly rated banks, the risk of their non-performance is considered to be insignificant. The Company uses derivatives to hedge its exposure to foreign exchange rate fluctuations. Where such derivatives are not designated under hedge accounting, changes in the fair value of such hedges are recognised in the Statement of Profit and Loss. The Company may also designate certain hedges which are entered to manage the volatility in cashflows as a cash flow hedge under hedge accounting. The currency, amount and tenure of such hedges are generally matched to the underlying transaction(s). Changes in the fair value of the effective portion of cash flow hedges are recognised as cash flow hedging reserve in Other Comprehensive Income. While the probability of such hedges becoming ineffective is very low, the ineffective portion, if any, is immediately recognised in the Statement of Profit and Loss.

The movement in the cash flow hedging reserve in respect of designated cash flow hedges is summarised below:

(₹ in million)

Particulars	Year ended 31-Mar-23	Year ended 31-Mar-22
At the beginning of the year	-	-
Add: Changes in the fair value of effective portion of matured cash flow hedges during the year	-	-
Add: Changes in fair value of effective portion of outstanding cash flow hedges	15.83	-
Less: Amounts transferred to the Statement of Profit and Loss on occurrence of forecast hedge transactions during the year	-	-
Less: Amounts transferred to the Statement of Profit and Loss due to cash flows no longer expected to occur	6.76	-
Less: Amounts transferred to initial cost of non-financial assets	-	-
Less: Net gain/(loss) transferred to the Statement of Profit and Loss on ineffectiveness	-	-
(Less)/Add: Deferred tax	3.17	-
At the end of the year	5.90	-
Of the above, balances remaining in cash flow hedge reserve for matured hedging relationships	-	-

(c) **Interest Rate risk**

The Company is exposed to interest rate risk on financial liabilities such as borrowings, both short-term and long-term. It maintains a balance of fixed and floating interest rate borrowings and the proportion is determined by current market interest rates, projected debt servicing capability and view on future interest rates.

For details of the Company's short-term and long-term borrowings, including interest rate profiles, refer to note 15.04 and 21.02 of this Ind AS financial statements.

Impact of increase/decrease in benchmark interest rates on the Company's equity and statement of Profit and Loss for the year are as given below:

(₹ in million)

Particulars	Changes in interest rate	Year ended 31-Mar-23 Increase /(decrease) in		Year ended 31-Mar-22 Increase /(decrease) in	
		Profit Before Tax	Other Equity	Profit Before Tax	Other Equity
Interest rate	+50 bps	(27.20)	(17.69)	(28.86)	(18.78)
	-50 bps	27.20	17.69	28.86	18.78

(B) **Liquidity Risks**

The Company determines its liquidity requirement in the short, medium and long term. Its objective is to maintain optimum levels of liquidity to meet its cash and collateral requirements at all times. The Company relies on a mix of borrowings and excess operating cash flows to meet its needs for funds. The current committed lines of credit are sufficient to meet its short to medium/ long term expansion needs. The Company monitors rolling forecasts of its liquidity requirements to ensure it has sufficient cash to meet operational needs.

(a) **Financing Arrangement**

The Company had access to the following undrawn borrowing facility at the end of the reporting date:

(₹ in million)

Particulars	As at 31-Mar-23	As at 31-Mar-22
Undrawn Borrowing Facility-Fund Based	1,912.83	1,131.53
Undrawn Borrowing Facility-Non Fund Based	-	2,082.10

Undrawn limit has been calculated based on available drawing power and sanctioned amount as on reporting date.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the Year ended 31st March 2023 (Contd.)

(b) **Maturity Analysis**

(i) The following are the remaining contractual maturities of financial liabilities as at 31-MAR-23

(₹ in million)

Particulars	Less than 1 year	1 to 2 years	2 to 5 years	More than 5 years	Total
Non-Derivative					
Financial Liabilities					
Borrowings	2,921.33	575.65	1,235.88	107.33	4,840.19
Lease Liabilities	9.06	10.96	43.05	35.77	98.84
Trade Payables	5,881.15	-	-	-	5,881.15
Others Financial Liabilities	172.06	-	-	-	172.06
	8,983.60	586.61	1,278.93	143.10	10,992.24
Derivative					
MTM Loss on Forward Contract	31.05	-	-	-	31.05
	31.05	-	-	-	31.05
Total	9,014.65	586.61	1,278.93	143.10	11,023.29

The following are the remaining contractual maturities of financial liabilities as at 31-MAR-22

(₹ in million)

Particulars	Less than 1 year	1 to 2 years	2 to 5 years	More than 5 years	Total
Non-Derivative					
Financial Liabilities					
Borrowings	3,546.67	564.66	1,221.26	333.92	5,666.51
Lease Liabilities	9.45	6.26	26.67	37.84	80.22
Trade Payables	6,264.26	-	-	-	6,264.26
Others Financial Liabilities	213.60	-	-	-	213.60
	10,033.98	570.92	1,247.93	371.76	12,224.59
Derivative					
MTM Loss on Forward Contract	-	-	-	-	-
	-	-	-	-	-
Total	10,033.98	570.92	1,247.93	371.76	12,224.59

(C) **Credit Risks**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers.

Trade Receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward-looking information. The expected credit loss allowance is based on the ageing of the days the receivables are due and the rates as given in the provision matrix. The provision matrix at the end of the reporting period is as follows:

(a) **Summary of trade receivables and provision with ageing as at 31-MAR-23**

(₹ in million)

Particulars	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Gross Carrying Amount	1,698.51	1,211.41	345.14	137.11	61.95	170.70	3,624.82
Expected loss rate	0%	0.30%	2.25%	2.65%	2.90%	3.40%	
Expected credit loss provision	-	3.60	7.77	3.63	1.80	5.80	22.60
Carrying Amount of Trade Receivables (Net of impairment)	1,698.51	1,207.81	337.37	133.48	60.15	164.90	3,602.22

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SKIPPER LIMITED Kolkata - 700 017

SKIPPER LIMITED

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the Year ended 31st March 2023 (Contd.)

Summary of trade receivables and provision with ageing as on 31st March, 2022

(₹ in million)

Particulars	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Gross Carrying Amount	1,553.68	1,814.42	403.46	143.66	358.59	102	4,376.12
Expected loss rate	0%	0.30%	2.25%	2.65%	2.90%	3.40%	
Expected credit loss provision	-	5.39	9.08	3.80	10.40	3.48	32.15
Carrying Amount of Trade Receivables (Net of impairment)	1,553.68	1,809.03	394.38	139.86	348.19	98.83	4,343.97

(b) Reconciliation of Provision for Loss Allowance

(₹ in million)

Particulars	Year ended 31-Mar-23	Year ended 31-Mar-22
Opening Balance	32.15	23.81
Add: Changes in Loss Allowance (Net)	(9.55)	8.34
Closing Balance	22.60	32.15

(D) **Regulatory Risks**

The Company performance may be impacted due to change in Regulatory Environment. The Company is closely monitoring the regulatory developments and risks thereof and proactively implementing course correction for proper compliance commensurate with new regulatory requirements.

51 **Capital Management**

The Company's objective to manage its capital is to ensure continuity of business while at the same time provide reasonable returns to its various stakeholders but keep associated costs under control. In order to achieve this, requirement of capital is reviewed periodically with reference to operating and business plans that take into account capital expenditure and strategic investments. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. Apart from internal accrual, sourcing of capital is done through judicious combination of equity and borrowing, both short term and long term. The Company is not subject to any externally imposed capital requirements. The Company monitors capital using a debt equity ratio.

For the purpose of calculation:
Debt = Non current borrowings + Current Borrowings.
Equity = Equity Share capital + Other Equity

(₹ in million)

Particulars	As at 31-Mar-23	As at 31-Mar-22
Debt	4,840.19	5,666.51
Equity	7,674.13	7,321.31
Debt Equity ratio	0.63	0.77

51.01 In order to achieve this overall objective, the Company's capital management, amongst other things including working capital management, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest bearing loans and borrowings in the current period.

52 The Company has a dedicated R&D Centre located at Vill. & Post Barunda, P.S. Bagnan, Dist. Howrah and recognised by Department of Scientific and Industrial Research (DSIR), Government of India.

Expenditure incurrend in the R&D Centre is:

(₹ in million)

Particulars	Year ended 31-Mar-23	Year ended 31-Mar-22
Capital Expenditure	29.06	96.18
Revenue Expenditure	156.16	143.21
Total	185.22	239.39

Expenses debited to respective head of accounts - Employee Benefit Expenses - **₹ 38.01 million** (previous year ₹ 36.02 million), Depreciation & Amortisation Expenses - **₹ 64.49 million** (previous year ₹ 60.87 million) and Other Expenses - **₹ 53.59 million** (previous year ₹ 48.19 million).

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the Year ended 31st March 2023 (Contd.)

53 INTEREST IN JOINT VENTURE

53.01 Below is the Joint venture, which has been considered for consolidation. The entity given below is a Limited Liability Partnership (LLP).

Particulars	As at 31-Mar-23	As at 31-Mar-22
Name of the entity	Skipper-Metzer India LLP	Skipper-Metzer India LLP
Place of business	Hyderabad, India	Hyderabad, India
% of ownership interest	50%	50%
Relationship	Joint Venture	Joint Venture
Accounting method	Equity Method	Equity Method
Carrying Amount (₹ in million)	100.55	72.18

53.02 Summarised financial information for joint venture

The tables below provide summarised financial information for joint venture. The information disclosed reflects the amounts presented in the financial statements of the relevant joint venture and not Skipper's share of those amounts. They have been amended to reflect adjustments made by the entity when using the equity method, including fair value adjustments made at the time of acquisition and modifications for differences in accounting policies, if any.

53.02 A Summarised balance sheet

(₹ in million)

Particulars	As at 31-Mar-23		As at 31-Mar-22	
ASSETS				
NON-CURRENT ASSETS				
Property, Plant and Equipment	267.32		285.09	
Capital Work-in-Progress	6.50		0.00	
Financial Assets				
Others	8.68		8.38	
Other Non-Current Assets	1.97	284.47	0.15	293.62
CURRENT ASSETS				
Inventories	205.31		52.96	
Financial Assets				
Trade Receivables	504.51		196.68	
Cash & Cash Equivalents	0.03		0.01	
Other Current Assets	45.01	754.86	45.54	295.19
TOTAL ASSETS (A)		1,039.33		588.81
LIABILITIES				
NON-CURRENT LIABILITIES				
Financial Liabilities				
Borrowings	269.82		139.90	
Lease Liabilities	49.64		56.40	
Other Financial Liabilities	6.11		5.19	
Deferred Tax Liabilities	6.16			
Provisions	4.20	335.93	3.10	204.59
CURRENT LIABILITIES				
Financial Liabilities				
Borrowings	239.12		111.98	
Lease Liabilities	6.77		5.79	
Trade & Other Payables				
a) Total Outstanding dues of Micro Enterprises & Small Enterprises ; and	15.32		5.44	
b) Total Outstanding dues of Creditors other than Micro Enterprises & Small Enterprises	187.52		88.74	
Others	15.97		9.30	
Contract Liabilities	22.94		15.06	
Other Current Liabilities	2.23		6.46	
Provisions	1.08		0.67	
Current Tax Liability (net)	14.93	505.88	0.00	243.44
TOTAL LIABILITIES (B)		841.81		448.03
NET ASSETS (A-B)		197.52		140.78

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SKIPPER LIMITED Kolkata - 700

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the Year ended 31st March 2023 (Contd.)

53.02 B **Summarised statement of profit and loss**

(₹ in million)

Particulars	Year ended 31-Mar-23	Year ended 31-Mar-22
INCOME		
Revenue from Operations	840.65	415.99
Other Income	4.26	1.06
Total Income	844.91	417.05
EXPENDITURE		
Cost of Materials Consumed	541.88	253.78
Change in Stock of Finished Goods & Work-in-Progress	(122.91)	0.76
Employee Benefit Expense	112.38	80.70
Finance Costs	41.43	30.03
Depreciation & Amortisation Expenses	22.16	28.13
Other Expenses	168.76	92.93
Total Expenditure	763.70	486.33
Profit/(Loss) Before Exceptional Items and Tax	81.21	(69.28)
Exceptional Items	-	-
Profit/(Loss) Before Tax	81.21	(69.28)
Tax Expense		
Current Tax	17.66	-
Deferred Tax	6.39	-
Total Tax Expense	24.05	-
Profit/(Loss) After Tax	57.16	(69.28)
Other Comprehensive Income (Net of Taxes)	(0.42)	0.47
Total Profit/(Loss) for the year	56.74	(68.81)
Share of loss from joint venture		
-Profit/(Loss) After Tax	28.58	(34.64)
-Other Comprehensive Income (Net of Taxes)	(0.21)	0.24

53.02 C **Reconciliation to carrying amounts**

(₹ in million)

Particulars	As at 31-Mar-23	As at 31-Mar-22
Opening Net Assets	140.78	190.33
Add: Capital Contribution	-	19.26
Profit / (Loss) for the year including Other Comprehensive Income (Net of Taxes)	56.74	(68.81)
Closing Net Assets	197.52	140.78
Group's share in %	50%	50%
Group's share	98.75	70.38
Add: Guarantee Commission receivable by Holding Company	1.80	1.80
Carrying Amount	100.55	72.18

53.02 D Additional information as required under Schedule III to the Companies Act, 2013 of entities consolidated as Joint Venture.

(₹ in million)

Particulars	As at 31-Mar-23 Parent	As at 31-Mar-23 Indian Joint ventures (investment as per equity method) Skipper-Metzer India LLP	As at 31-Mar-23 Total	As at 31-Mar-22 Parent	As at 31-Mar-22 Indian Joint ventures (investment as per equity method) Skipper-Metzer India LLP	As at 31-Mar-22 Total
Net assets (total assets minus total liabilities)						
Amount (₹ in million)	7679.61	(5.48)	7674.13	7355.16	(33.85)	7321.31
As % of consolidated net assets	100.07%	-0.07%	100.00%	100.46%	-0.46%	100.00%
Share in profit or (loss)						
Amount (₹ in million)	327.08	28.58	355.66	286.11	(34.64)	251.47
As % of consolidated profit and loss	91.96%	8.04%	100.00%	113.77%	-13.77%	100.00%
Share in Other comprehensive income						
Amount (₹ in million)	7.64	(0.21)	7.43	1.48	0.24	1.72
As % of consolidated other comprehensive income	102.82%	-2.82%	100.00%	86.28%	13.72%	100.00%
Share in total comprehensive income						
Amount (₹ in million)	334.72	28.37	363.09	287.59	(34.40)	253.19
As % of consolidated total comprehensive income	92.19%	7.81%	100.00%	113.59%	-13.59%	100.00%

SINGHI & CO. Chartered Accountants

SKIPPER LIMITED Kolkata - 700017

SKIPPER LIMITED

CIN: L40104WB1981PLC033408

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the Year ended 31st March 2023 (Contd.)

54 LOANS AND ADVANCES (REPAYABLE ON DEMAND OR WITHOUT SPECIFYING ANY TERMS OR PERIOD OF REPAYMENT) TO SPECIFIED PERSON

During the year ended 31st March, 2023, the Company did not provide any loans or advances, which remains outstanding (repayable on demand or without specifying any terms or period of repayment) to specified persons. (Previous Year: Nil).

55 RELATIONSHIP WITH STRUCK OFF COMPANIES

The company do not have any transactions with company's struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956 during the year ended 31st March, 2023 (Previous year: Nil).

56 DISCLOSURE IN RELATION TO UNDISCLOSED INCOME

During the year ended 31st March, 2023, the company has disclosed income amounting to **Rs 5.6 million** in the tax assessment under the Income Tax Act, 1961 pursuant to search & survey conducted by Income Tax Department. The same has now been recorded in the books of accounts. There was no such undisclosed income disclosed or surrendered during the year ended 31st March, 2022.

57 DETAILS OF BENAMI PROPERTY HELD

The Company do not hold any property under Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder, hence there are no proceedings against the company for the year ended 31st March, 2023 and also for the year ended 31st March, 2022.

58 DETAILS OF CRYPTO CURRENCY OR VIRTUAL CURRENCY

The company have not traded or invested in crypto currency or virtual currency during the year ended 31st March, 2023 and also during the year ended 31st March, 2022.

59 The Company has not been declared wilful defaulter by any bank or financial institution or any government or any government authority during the current year and previous financial year.

60 UTILISATION OF BORROWED FUND AND SHARE PREMIUM

The company have not advanced or loaned or invested funds to any other person(s) or entity (ies), including foreign entities (intermediaries) with the understanding that the intermediary shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (ultimate beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

The company have not received any fund from any person(s) or entity(ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the company shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or (b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

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SKIPPER LIMITED ★ Kolkata - 700017 ★

SKIPPER LIMITED

CIN: L40104WB1981PLC033408

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the Year ended 31st March 2023 (Contd.)

61 Balances of certain debtors and creditors are subject to confirmation and reconciliation. In the opinion of the management, current assets, loan and advances will have value on realization in the ordinary course of business at least equal to the amount at which they are stated.

62 Previous year/period figures have been re-grouped / re-classified wherever necessary, to conform to current period's classification.

Significant Accounting Policies, Judgements and Key Estimates 1
The accompanying notes are an integral part of the consolidated financial statements.

For and on behalf of the Board

As per our report annexed
For Singhi & Co.
Chartered Accountants
Firm's Regn No.-302049E

RAHUL BOTHRA
Partner
Membership No. 067330

Place: Kolkata
Dated: 15-05-2023

SINGHI & CO. Chartered Accountants

SAJAN KUMAR BANSAL
Managing Director
DIN - 00063555

DEVESH BANSAL
Director
DIN - 00162513

SHIV SHANKAR GUPTA
Chief Financial Officer

ANU SINGH
Company Secretary

Singhi & Co.
Chartered Accountants

161, Sarat Bose Road
Kolkata-700 026, (India)
T +91(0)33-2419 6000/01/02
E kolkata@singhico.com
www.singhico.com

Limited Review Report on Unaudited Consolidated Financial Results of Skipper Limited for the quarter ended June 30, 2023 pursuant to Regulation 33 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended.

To,
The Board of Directors
Skipper Limited
3A, Loudon Street
Kolkata – 700017

1. We have reviewed the accompanying statement of unaudited consolidated financial results of **M/s. Skipper Limited** (hereinafter referred to as the "Company") and its interest in joint venture for the quarter ended June 30, 2023, together with notes thereon (herein after referred to as "the Statement"), attached herewith. The Statement is being submitted by the Company pursuant to the requirement of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Regulation"), as amended, and has been initialled by us for identification purpose.

2. This statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, in their meeting held on August 10, 2023 has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 ''Interim Financial Reporting'' ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued there under and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.

3. We conducted our review of the statement in accordance with the Standard on Review Engagement (SRE) 2410 *"Review of Interim Financial Information Performed by the Independent Auditor of the Entity,"* specified under Section 143(10) of the Companies Act, 2013. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the statement is free from material misstatement. A review of interim financial information consists of making enquiries primarily of persons responsible for financial and accounting matters and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the standards on auditing and consequently does not enable us to obtain assurance that we would be aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

   We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

4. The statement includes the financial result of entities given below which has been reviewed by us:
   Joint Venture – Skipper - Metzer India LLP.

5. Attention is drawn to the fact that the figures for the quarter ended March 31, 2023 as reported in these consolidated financial results are the balancing figures between audited figures in respect of the full previous financial year and the published year to date figures up to the third quarter of the previous financial year. The consolidated figures up to the end of the third quarter of previous financial year had only been reviewed and not subjected to audit.

6. Based on our review conducted and procedure performed as stated in para 3 above, nothing has come to our attention that causes us to believe that the accompanying statement prepared in accordance with the applicable Indian Accounting Standards as prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued there under and other recognized accounting practices and policies, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For SINGHI & CO.
Chartered Accountants
Firm Registration No.302049E

SINGHI & CO. Chartered Accountants

(Rahul Bothra)
Partner
Membership No. 067330
UDIN: 23067330BGTOZT2841

Place: Kolkata
Dated: August 10, 2023

Offices: Kolkata, Mumbai, Delhi, Chennai, Bangalore, Ahmedabad & Raipur
Network Locations: Hyderabad, Nagpur

SKIPPER LIMITED

CIN:L40104WB1981PLC033408
Registered Office: 3A, Loudon Street, Kolkata – 700017, India
Ph: 033- 22895731, Fax: 033-22895733, Email - investor.relations@skipperlimited.com,
Web: www.skipperlimited.com

STATEMENT OF UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR QUARTER ENDED 30TH JUNE, 2023

(₹ in million, except per share data)

	Particulars	Quarter Ended			Year Ended
		30-Jun-23	31-Mar-23	30-Jun-22	31-Mar-23
		Unaudited	Audited	Unaudited	Audited
1	Revenue from Operations	5,545.81	6,573.57	4,160.89	19,803.00
2	Other Income	14.55	17.75	11.51	53.17
3	Total Revenue (1+2)	5,560.36	6,591.32	4,172.40	19,856.17
4	Expenses				
	Cost of Materials consumed	3,767.79	3,962.88	2,723.40	13,552.66
	Changes in inventories of finished goods and work-in-progress	(660.38)	528.46	(248.53)	(884.42)
	Erection, sub-contracting and other project expenses	571.92	64.19	136.82	369.94
	Employee benefits expense	269.13	234.98	237.23	974.91
	Finance costs	280.97	316.89	240.36	1,040.09
	Depreciation and amortisation expense	124.31	114.02	126.21	467.80
	Other expenses	995.98	1,067.10	953.65	3,864.43
	Total Expenses	5,349.72	6,288.52	4,169.14	19,385.41
5	Profit/ (Loss) before exceptional items and tax (3-4)	210.64	302.80	3.26	470.76
6	Share of profit/ (Loss) of Joint Venture	22.31	28.45	(8.58)	28.58
7	Profit/ (Loss) before exceptional items and tax (5+6)	232.95	331.25	(5.32)	499.34
8	Exceptional items	-	-	-	-
9	Profit/ (Loss) before tax (7-8)	232.95	331.25	(5.32)	499.34
10	Tax Expense				
	Current Tax	75.79	53.05	0.68	82.72
	MAT Credit entitlement	-	19.97	(0.68)	(1.55)
	Deferred Tax	(5.38)	21.08	1.15	62.51
	Total Tax Expenses	70.41	94.10	1.15	143.68
11	Profit/ (Loss) for the period (9-10)	162.54	237.15	(6.47)	355.66
12	Other Comprehensive Income (Net of Tax)				
(a)	(i) Items that will not be reclassified to Statement of Profit & Loss	0.67	0.80	0.63	2.68
	(ii) Income tax relating to items that will not be reclassified to Statement of Profit & Loss	(0.23)	(0.28)	(0.22)	(0.94)
(b)	(i) Items that will be reclassified to Statement of Profit & Loss	21.39	32.95	-	9.07
	(ii) Income tax relating to items that will be reclassified to Statement of Profit & Loss	(7.47)	(11.51)	-	(3.17)
(c)	Share of Other Comprehensive Income of joint venture	-	(0.15)	-	(0.21)
	Total Other Comprehensive Income (Net of Tax) (a+b+c)	14.36	21.81	0.41	7.43
13	Total Comprehensive Income For The Period (11+12)	176.90	258.96	(6.06)	363.09
	Paid up Equity Share Capital (Face Value Re 1 per Share)	102.67	102.67	102.67	102.67
	Other Equity				7,571.46
	Earnings per equity share (not annualised for quarter periods)				
	Basic EPS (in Rs)	1.58	2.31	(0.06)	3.46
	Diluted EPS (in Rs)	1.58	2.31	(0.06)	3.46
	Cash EPS (in Rs.) #	2.61	1.64	2.69	8.32

Cash EPS = [PAT + Depreciation +/- unrealised Derivative & foreign exchange loss/gain]/ Number of equity shares.

SKIPPER LIMITED

Notes to the Unaudited Consolidated Financial Results

1. CONSOLIDATED SEGMENTWISE REVENUE, RESULTS, ASSETS AND LIABILITIES

(₹ in million)

	Particulars	Quarter Ended			Year Ended
		30-Jun-23	31-Mar-23	30-Jun-22	31-Mar-23
		Unaudited	Audited	Unaudited	Audited
(a)	Segment Revenue				
	Engineering Products	3,577.94	4,974.19	3,096.15	15,238.54
	Polymer Products	1,282.17	1,488.02	878.85	4,059.49
	Infrastructure Projects	685.70	111.36	185.89	504.97
	Revenue from Operations	5,545.81	6,573.57	4,160.89	19,803.00
(b)	Segment Results				
	Engineering Products	420.50	633.90	274.34	1,612.31
	Polymer Products	80.59	65.91	14.43	142.40
	Infrastructure Projects	44.61	0.83	8.65	13.78
	Total	545.70	700.64	297.42	1,768.49
	Less: Interest Expense	280.97	316.89	240.36	1,040.09
	Add: Interest Income	12.39	10.01	7.15	34.72
	Less: Un-allocable Expenditure net-off unallocable income	66.48	90.96	60.95	292.36
	Share of profit/ (Loss) of Joint Ventures	22.31	28.45	(8.58)	28.58
	Profit/ (Loss) Before Tax	232.95	331.25	(5.32)	499.34
(c)	Segment Assets				
	Engineering Products	17,777.46	16,332.17	16,159.04	16,332.17
	Polymer Products	4,074.28	3,858.48	3,806.66	3,858.48
	Infrastructure Projects	1,658.26	901.39	1,224.96	901.39
	Unallocated	1,365.57	1,134.37	867.34	1,134.37
	Total Segment Assets	24,875.57	22,226.41	22,058.00	22,226.41
(d)	Segment Liabilities				
	Engineering Products	8,339.31	7,344.75	6,631.71	7,344.75
	Polymer Products	1,102.30	1,179.09	1,269.00	1,179.09
	Infrastructure Projects	1,362.18	561.06	396.13	561.06
	Unallocated	654.67	627.19	554.86	627.19
	Total Segment Liabilities	11,458.46	9,712.09	8,851.70	9,712.09

2 The above consolidated financial Results as reviewed by the Audit Committee were taken on record by the Board of Directors at its meeting held on 10-August-2023. The Statutory Auditors have carried out limited review of the above financial results.

3 As on 30 June, 2023, Skipper Group ("the Group") comprises the parent Company i.e. Skipper Limited and one Joint Venture.

4 Other expenses includes derivative and foreign exchange Gain/(Loss) as per details below:

(₹ in million)

Particulars	Quarter Ended			Year Ended
	30-Jun-23	31-Mar-23	30-Jun-22	31-Mar-23
Realised Derivative and foreign exchange Gain/(Loss)	16.43	(126.85)	23.82	(211.86)
Unrealised Derivative and foreign exchange Gain/(Loss)	18.50	182.48	(156.37)	(30.67)
Total	34.93	55.63	(132.55)	(242.53)

5 The Company has made an assessment of the impact of The Taxation Laws (Amendment) Act 2019 ('the Act') and decided to continue with the existing tax structure until the utilisation of MAT credit entitlement, tax incentives and deductions available to the Company. In compliance with the accounting standards, the Company is calculating the deferred tax liabilities at existing tax rate of 30% on liabilities and assets which are expected to cease by the date of transition and at lower tax rate u/s 115BAA of Income Tax Act on liabilities and assets which are expected to remain post-transition date.

6 The figures of the last quarter for the previous year are the balancing figures between the audited figures for full financial year and the published year to date figures upto December, 31 of the year.

SINGHI & CO. Chartered Accountants

Skipper Limited Kolkata

SKIPPER LIMITED

7 The Code on Social Security, 2020 (Code) related to employee benefits during employment and post-employment received Presidential assent in Sep'2020. The Code has been published in the Gazette of India; however, the date on which the Code will come into effect has not been notified and the final rules/ interpretation have not yet been issued. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective. However, the Company envisages that the impact of the above will not be material.

8 Previous year/periods figures have been regrouped or rearranged, wherever necessary.

For and on behalf of the Board

SINGHI & CO. Chartered Accountants

Skipper Limited Kolkata

SAJAN KUMAR BANSAL
Managing Director
DIN - 00063555

Place: Kolkata
Dated: 10-08-2023

ACCOUNTING RATIOS

The following tables present certain accounting and other ratios compared on the basis of amounts derived from the Audited Consolidated Financial Statements and Unaudited Consolidated Financial Results. For details, see "Financial Statements" on page 92 of this Draft Letter of Offer.

Particulars	**Based on Audited Consolidated Financial Statements**		**Based on Unaudited Consolidated Financial Statements**	
	As at and for the year ended March 31, 2023	**As at and for the year ended March 31, 2022**	**As at and for the three months period ended June 30, 2023^**	**As at and for the three months period ended June 30, 2022^**
Basic earnings per share (Rs.)	3.46	2.45	1.58*	(0.06)*
Diluted earnings per share (Rs.)	3.46	2.45	1.58*	(0.06)*
Return on Net Worth (%)	4.63	3.43	2.07*	(0.09)*
Net Asset Value per equity share (Rs.)	74.75	71.31	76.33*	71.25*
EBITDA (Rs. in million)	1954.06	1,643.66	623.68	349.74

* Non-annualised.
^The Consolidated amounts are as per Limited Review Financial Information for the three months period ended June 30.

The formula used in the computation of the above ratios are as follows:

<u>Basic earnings per share:</u>
Net Profit after Tax as per Consolidated Statement of Profit and Loss / Weighted Average number of Equity Shares.

<u>Diluted earnings per share:</u>
Net Profit after Tax as per consolidated Statement of Profit and Loss (after adjustment for convertible securities)/ Weighted Average number of Equity Shares (including convertible securities).

<u>Return on net worth (in%):</u>
Total Comprehensive Income for the Year (attributable to the owners of the parent)/ Net worth at the end of the year on consolidated basis.

<u>Net asset value per equity share:</u>
Net worth at the end of the year on consolidated basis / Number of Equity Shares outstanding at the end of the year.

<u>EBITDA:</u>
Profit for the year before finance costs, tax, depreciation, amortisation, exceptional items and other income as presented in the consolidated statement of profit and loss in the Financial Statements.

Calculation of Return of Net Worth

(Amount Rs. in Million, unless otherwise specified)

Particulars	**Based on Audited Consolidated Financial Statements**		**Based on Unaudited Consolidated Financial Statements#**	
	As at and for the year ended March 31, 2023	**As at and for the year ended March 31, 2022**	**As at and for the three months period ended June 30, 2023^**	**As at and for the three months period ended June 30, 2022^**
Net profit/(loss) (A)*	355.66	251.47	162.54	(6.47)
Equity Share capital (B)	102.67	102.67	102.67	102.67
Other equity (including items of other comprehensive income) (C)	7,571.46	7,218.64	7,734.00	7,212.17
Net Worth (D) = (B+C)	7,674.13	7,321.31	7,836.67*	7,314.84*
Return on Net Worth (A/D) * 100 (%)	**4.63**	**3.43**	**2.07***	**(0.09)***

* Non-annualised.
^The Consolidated amounts are as per Limited Review Financial Information for the three months period ended June 30.

Calculation of Net Worth and Net Asset Value per Equity Share

(Amount Rs. in Million, unless otherwise specified)

Particulars	**Based on Audited Consolidated Financial Statements**		**Based on Unaudited Consolidated Financial Statements#**	
	As at and for the year ended March 31, 2023	**As at and for the year ended March 31, 2022**	**As at and for the three months period ended June 30, 2023^**	**As at and for the three months period ended June 30, 2022^**
Equity Share capital (A)	102.67	102.67	102.67	102.67
Other equity (including items of other comprehensive income) (B)	7,571.46	7,218.64	7,734.00	7,212.17
Net Worth (C) = (A+B)	7,674.13	7,321.31	7,836.67*	7,314.84*
No. of Equity shares outstanding (D)	**102.67**	**102.67**	**102.67**	**102.67**
Net Asset Value per Equity Share (Rs.)	**74.75**	**71.31**	**76.33***	**71.25***

* Non-annualised.

^The Consolidated amounts are as per Limited Review Financial Information for the three months period ended June 30.

Calculation of EBIDTA

(Amount Rs. in Million)

Particulars	**Based on Audited Consolidated Financial Statements**		**Based on Unaudited Consolidated Financial Statements#**	
	As at and for the year ended March 31, 2023	**As at and for the year ended March 31, 2022**	**As at and for the three months period ended June 30, 2023**	**As at and for the three months period ended June 30, 2022**
Profit/(loss) before exceptional items and tax	499.34	268.83	232.95	(5.32)
Less: Other Income	53.17	40.12	14.55	11.51
Add: Interest/ Finance Cost	1,040.09	930.03	280.97	240.36
Add: Depreciation	467.80	484.92	124.31	126.21
EBITDA	**1954.06**	**1,643.66**	**623.68**	**349.74**

^The Consolidated amounts are as per Limited Review Financial Information for the three months period ended June 30.

SECTION IX: MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the "Financial Statements" beginning on page 92 of this Draft Letter of Offer. Some of the information contained in the following discussion and analysis, including information with respect to our plans and strategies, contain forward- looking statements that involve risks and uncertainties. You should also read "Risk Factors" and "Forward Looking Statements" beginning on page 19 and 15 of this Draft Letter of Offer respectively, which discuss a number of factors and contingencies that could affect our financial condition and results of operations.

Our financial statements included in this Draft Letter of Offer are prepared in accordance with Ind AS, which differs in certain material respects from other accounting standards like IFRS and U.S. GAAP. Our financial year ends on March 31 of each year. Accordingly, all references to a particular financial year are for the 12 months ended March 31 of that year. Unless otherwise indicated or the context requires, (i) the financial information for Financial Year, 2023 included herein is based on the Audited Financial Statements and (ii) Unaudited Financial Results of our Company for the period ended June 30, 2023 included in this Draft Letter of Offer.

For further information, see "Financial Statements" beginning on page 92 of this Draft Letter of Offer. Certain data in this Draft Letter of Offer is based on reports prepared by India Brand Equity Foundation and management estimates. Neither we, nor the Lead Manager, any of their affiliates or advisors, nor any other person connected with the Issue has independently verified such information. For further information, see "Presentation of Financial and Other Information– Industry and Market Data" beginning on page 14 of this Draft Letter of Offer."

OVERVIEW

Since 1981, we at Skipper have relentlessly pursued success, surpassing numerous milestones along the way. Our ambitious spirit and strategic resource management have propelled us to become a global leader in manufacturing Power Transmission and Distribution Structures and Telecom Towers. We have successfully diversified our operations by establishing a polymer segment, and an infrastructure segment, enabling us to solidify our position in the industry. With our transformation over the years, we stand ready to meet the requirements both in our domestic and global markets. The future holds immense promise for us as we leverage the solid foundation we have meticulously laid, setting the stage for promising years that lie ahead.

We specialise in manufacturing transmission and distribution structures, which include Angle Rolling, Tower, Accessories & Fastener manufacturing, and EPC line construction. We have the largest manufacturing capacity in India and are among the top 10 in the world. We are also a prominent player in the Polymer Pipe business, manufacturing premium quality pipes and fittings under the brand name 'Skipper'. These pipes and fittings are widely used in various sectors such as Plumbing, Sewage, Agriculture and Borewell. In FY23, our Company delivered an outstanding performance, surpassing milestones across our business segments. Q4 FY23 marked our best-ever revenue quarter. Our Polymer products segment stands out among our other segments, experiencing rapid growth. We are witnessing remarkable volume expansion in this business, with the anticipation of profitability to follow soon.

Skipper holds a strong position as a leading producer of Transmission and Distribution (T&D) structures and distribution poles, ranking among the top 10 manufacturers globally. With a diversified product portfolio encompassing T&D, Telecom, Solar, Railways and Fasteners, we are well-equipped to cater to the global market's demands. Not only have we established ourselves as one of the largest transmission tower manufacturers in India, but we also pride ourselves on being one of the world's most cost- efficient manufacturers. We are a unique player in our industry as we possess captive rolling mills and galvanising plants, setting us apart from our competitors. Our three Power Grid-approved manufacturing plants along with seven in-house galvanising plants can handle materials of various dimensions and have enabled us to become the first company in India to manufacture and supply 800 kV transmission towers to Power Grid Corporation.

KEY DIFFERENTIATORS

Focused T&D Structure manufacturing and exporting country and an ideal partner to global EPC contractors in the transmission business	Fully integrated plants help in providing cost leadership on one hand and provide unmatched quality on the other	First company in India to manufacture and supply 800 kV transmission towers to Power Grid Corporation
Accredited with ISO 9001:2015 certification for all its manufacturing facilities	Boasts of India's largest tower, monopole tower testing station and a DSIR approved R&D center along with an inhouse	Our strategy of broad basing the product portfolio to include a higher proportion of non-T&D products has started yielding good results

ORDER BOOK UPDATE – 30TH JUNE 2023

- The company has secured new orders worth Rs 12,150 million, during the Quarter and thus achieved its highest ever first quarter inflow;
- The order book, as on June 30th 2023, stands at Rs 53,718.45 million, and is well-diversified across various sectors and segments.
- Engineering products exports made inroads into high potential developed markets of North America, Asia Pacific, West Africa and Middle East, which were earlier dominated by Chinese / Turkish players;
- Share of non-T&D products, including Railways and Telecom, in the overall order book stood at 50%;
- The Company's strategic move to broaden its portfolio by increasing the proportion of non- T&D products, such as Railways and Telecom, has been yielding favorable results, helping to de-risk its exposure in T&D;
- The company has a robust bidding pipeline, actively pursuing projects worth Rs 60,000 million on the international front and about Rs 65,500 million domestically.
- Order Book as on 30/06/2023 as follows:

			(Amount Rs. in Million)
Domestic	**Transmission & Distribution**	**Non- Transmission & Distribution**	**Total**
PSU/Govt	12,652.57	26,594.64	39,247.21
Private Players	1,128.10	551.88	1,679.98
Total Domestic (A)	**13,780.67**	**27,146.51**	**40,927.18**

Exports Order	(Amount Rs. in Million)
Export Tower+	
South-east Asia	2,615.80
Latin America & North America	2,350.80
Europe & Africa	3,593.16
Asia Pacific	1,444.93
Middle East Asia	2,786.58
Total Export Transmission (B)	**12,791.27**
GRAND TOTAL (A+B)	**53,718.45**

INDIAN TELECOM TOWER INDUSTRY

The Indian telecom market is poised for significant growth, with projections indicating a rise from US$44.43 billion in 2023 to US$69.62 billion by 2028, exhibiting a remarkable CAGR of 9.40%. India has emerged as the second-largest telecommunications market globally, driven by the expansion of the digital economy and continuous innovation. The sector has thrived due to strong consumer demand and supportive government policies, offering affordable services through fair competition and proactive regulation. Additionally, the government's initiatives to promote domestic telecom equipment manufacturing have further propelled the industry's growth. India also boasts the world's second-largest subscriber base, with approximately 1.17 billion users. India has emerged as a leader in telecommunications infrastructure and has recently introduced 5G services, creating additional opportunities and driving demand in the sector. Further, the growth of rural subscribers is projected to continue in the coming years, expanding the reach and impact of telecom services across the country. The government's focus on digital inclusion and connectivity has paved the way for the sustained expansion of the telecom sector, supporting India's position as a thriving telecommunications market on the global stage.

RAILWAY ELECTRIFICATION PROGRAMME

The Indian Railways is set to undergo a significant transformation with heavy investments in high-speed trains, modernisation, safety measures, and the development of heavy haul systems, among other initiatives. To achieve a seamless multi-modal transportation network across the country, the government has launched the National Rail Plan 2030, which aims to enhance the efficiency and safety of Indian Railways while integrating and synergising the rail network with other modes of transport. To accelerate the implementation of critical projects by 2024, the government has also launched Vision 2024 under the National Rail Plan, which includes 100% electrification, identifying new dedicated freight corridors, and new high-speed corridors to further improve the rail networks.

INDIAN POLYMER PIPES AND FITTINGS MARKET

The market for PVC pipes and fittings in India has experienced significant growth, driven by the country's focus on improving access to clean drinking water, sewer and drainage systems. These pipes are versatile and can be used in various industries, including agriculture and chemicals. The industry's expansion is being fuelled by the increasing demand for these pipes in diverse applications, coupled with rapid industrialisation and urbanisation. The pipes' unique features, such as their lightweight nature, ease of transportation, variety of types, and durability, among others, make them highly desirable.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS AND FINANCIAL CONDITION

Our financial condition and results of operations have been, and are expected to be, influenced by numerous factors. A summary of the most important factors that have had, and that we expect will continue to have, a significant effect on our financial condition and results of operations is set forth below.

Changes in government policy or delays in the award of projects:

Our business is substantially dependent on projects in India undertaken or awarded by governmental authorities and other entities funded by the Central Government and/or State Governments. Majority of our revenue from operations is derived from contracts with Government entities. In the event of any adverse change in budgetary allocations for infrastructure development or a downturn in available work in our business sectors resulting from any change in Government policies or priorities, our business prospects, and as a result our financial performance, may be adversely affected. Any adverse changes in the Central or State Government policies (including de-notification of our existing projects) may lead to our contracts being restructured or renegotiated. These could adversely affect our financing arrangements, capital expenditure, revenues, development or cash flows relating to our existing projects as well as our ability to participate in competitive bidding.

Finance costs and fluctuations in interest rates

Our projects, by their nature, are typically capital intensive and often require high levels of working capital and debt financing, and as such we have substantial indebtedness. See "*Financial Statements*" on page 92 of this Draft Letter of Offer. Interest expense on our indebtedness has historically been a material part of our expenses. In the Financial Year ended 31.03.2023, our finance costs were Rs. 1,040.09 million. We expect that we will continue to incur additional requirement of working capital and indebtedness as we seek to expand our business, both through organic growth and potentially through selective acquisitions if opportunities arise. We expect that the levels of interest rates when we incur such additional debt and fluctuations in interest rates relating to our floating-rate debt, will continue to have a material impact on our expenses. To the extent interest rates remain low or decrease, it would have a positive impact on our expenses, assuming constant levels of indebtedness, or would enable us to incur additional indebtedness at relatively lower costs. Higher or rising interest rates would increase our expenses, unless we reduce the absolute levels of our indebtedness.

Terms of contracts awarded and project estimates, operational factors and claim awards

We rely on contracts awarded through bidding process by our clients for our revenues. In certain cases, we have limited ability to negotiate the terms of contracts and may be required to perform additional work on a project that is beyond the stated scope of the contract. Such variation and renegotiation of projects may lead to delays which may lead to additional costs associated with cost increases in construction materials and equipment. If we do not achieve expected turnover, margins or suffers losses on one or more of these contracts, this could reduce our total income or cause us to incur losses.

Most of our contracts are through the competitive bidding process. Pursuant to the contracts, period for completion of work varies from 12 months to over 60 months. While making the financial bid we consider almost all the factors, however there may be unprecedented increase in cost which will be beyond our estimates. Such costs may be unpredictable and fluctuate based on events beyond our control, and any substantial increase in such costs beyond our estimate would adversely impact our profitability. The mismatch of potentially increasing costs of our operations. Our actual costs and any gross profit realized on these fixed rate contracts will often vary from the estimated amounts on which these contracts were originally based. This may occur for various reasons including, amongst other things, errors in estimates or bidding, changes in availability of raw materials and cost of labour. The cost of raw materials, labour and other inputs constitutes a significant part of our operating expenses and we rely on third parties to provide us such inputs. Any unanticipated increases in the cost of raw materials, labour or other inputs; unforeseen construction conditions, resulting in delays and increased costs; delays caused by local weather conditions; and suppliers' or subcontractors' failures to perform can have a compounding effect by increasing the costs of performing other parts of the contract. In several of our contracts, we have clauses permitting us to recover the cost of escalations in the price of raw materials with the consent of the client. However, in some cases our inability to pass on any increment of the cost of the project or in absence of any price escalation provisions in the contracts, may have an adverse effect on our cash flows and results of operations.

RESULTS OF OPERATIONS

Three months period ended 30.06.2023 compared to three months period ended 30.06.2022: The following table sets forth our summary consolidated statements of profit and loss for three months period ended 30.06.2023 and 30.06.2022:

(Amount Rs. In Million)

Particulars	For the three months ended 30.06.2023	For the three months ended 30.06.2022	Change	Change %
Revenue from Operations	5,545.81	4,160.89	1,384.92	33.28%
Other Income	14.55	11.51	3.04	26.41%
Total Income	5,560.36	4,172.4	1,387.96	33.27%

Particulars	**For the three months ended 30.06.2023**	**For the three months ended 30.06.2022**	**Change**	**Change %**
Cost of materials consumed	3,767.79	2,723.4	1,044.39	38.35%
Change in inventory of FG & WIP	-660.38	-248.53	-411.85	165.71%
Employee Benefit Expenses	269.13	237.23	31.9	13.45%
Finance Cost	280.97	240.36	40.61	16.90%
Depreciation & amortisation Exp	124.31	126.21	-1.9	-1.51%
Other Expenses	995.98	953.65	42.33	4.44%
Total Expenses	5,349.72	4,169.14	1,180.58	28.32%
Tax Expenses	70.41	1.15	69.26	6022.61%
Profit After Tax	162.54	-6.47	169.01	-2612.21%

Total Income

Our total income increased by 33.27% to ₹ 5,560.36 million for the three months period ended 30.06.2023 from ₹ 4,172.40 million for the three months ended 30.06.2022. The primary reasons for the changes are discussed below:

Revenue from operations:

Our revenue from operations increased by 33.28% to ₹ 5,545.81 million for the three months period ended 30.06.2023 from ₹ 4,160.89 million for the three months period ended 30.06.2022 due to increase in our revenue from engineering and infra segment. Revenue from Polymer segment has increased by 46% due to increase in advertisement and brand building exercise.

Other Income

Other income increased by 26.41% to ₹ 14.55 million for the three months period ended 30.06.2023 from ₹ 11.51 million for the three months period ended 30.06.2022. The increase in other income was primarily due to increase in interest income from fixed deposits.

Expenses

Our total expenditure increased by 28.32% to ₹ 5,349.72 million for the three months period ended 30.06.2023 from ₹ 4,169.14 million for the three months period ended 30.06.2022 primarily due to increase of cost of materials consumed, employee benefit expenses, finance costs, depreciation and amortization expense and other expenses. The primary reasons for the changes are discussed below:

Cost of materials consumed

Our cost on materials consumed increased by 38.35% to ₹ 3,767.79 million for the three months period ended 30.06.2023 from ₹ 2,723.40 million for the three months period ended 30.06.2022. The cost of materials consumed is directly proportionate with to the operations of our Company, therefore due to increase in our operations as compared to previous year led to increase in the cost of materials consumed in the three months period ended 30.06.2023.

Changes in Inventory

Changes in inventories of Finished Goods, Work in Progress and Stock in Trade for the three months period ending June 30, 2023 was ₹ (660.38) million as compared to ₹ (248.53) million for the three months period ending June 30, 2022 which is primarily due to increase in closing inventories of work-in-progress of various jobs under execution.

Employees Benefit Expenses

Our employee benefit expense increased by 13.45% to ₹ 269.13 million for the three months period ended 30.06.2023 from ₹ 237.23 million for the three months period ended 30.06.2023 which was primarily due to an increase in employees salaries and bonuses.

Finance costs

Our finance cost increased by 16.90% to ₹ 280.97 million for the three months period ended 30.06.2023 from ₹ 240.36 million for the three months period ended 30.06.2023. This increase was primarily due to increase in scale of operation.

Depreciation and amortization expense

Our depreciation and amortization expense decreased by 1.51% to ₹ 124.31 million for the three months period ended 30.06.2023 from ₹ 126.21 million for the three months period ended 30.06.2023. This decrease was primarily due to depreciation on fixed assets capitalized during subsequent quarters of last financial year.

Other expenses

Our expenses increased by 4.44% to ₹ 995.98 million for the three months period ended 30.06.2023 from ₹ 953.65 million for the three months period ended 30.06.2022. This increase was primarily due to increase in scale of operation which resultant increase in administrative expenses like rent, travelling, insurance and other expenses.

Tax Expense

Our tax expenses increased by 6022.61% to ₹ 70.41 million for the three months period ended 30.06.2023 from ₹ 1.15 million for the three months period ended 30.06.2022. This increase was primarily due to refund of mat credit entitlement and tax adjustment for earlier years.

Profit/ (loss) after tax

The profit after tax increased by 2612.21% to ₹ 162.54 million for the three months period ended 30.06.2023 from loss after tax of ₹ -6.47 million for the three months period ended 30.06.2023.

Financial Year 31.03.2023 compared to Financial Year 31.03.2022

The following table sets forth our summary statements of profit and loss for Financial Years ended 31.03.2023 and 31.03.2022:

(Amount Rs. In Million)

Particulars	**For the Financial Year 31.03.2023**	**For the Financial Year 31.03.2022**	**Change**	**Change %**
Revenue from Operations	19,803.00	17,070.80	2,732.20	16.01%
Other Income	53.17	40.12	13.05	32.53%
Total Income	19,856.17	17,110.92	2,745.25	16.04%
Cost of materials consumed	13,552.66	12,009.43	1,543.23	12.85%
Change in inventory of FG & WIP	-884.42	-557.01	327.41	58.78%
Employee Benefit Expenses	974.91	874.83	100.08	11.44%
Finance Cost	1,040.09	930.03	110.06	11.83%
Depreciation & amortisation Exp	467.8	484.92	(17.12)	(3.53%)
Other Expenses	4,234.37	3,065.25	1,169.12	38.14%
Total Expenses	19,385.41	16,807.45	2,577.96	15.34%
Tax Expenses	143.68	17.36	126.32	727.65%
Profit After Tax	355.66	251.47	104.19	41.43%

Total Income

Our total income increased by 16.04% to ₹ 19,856.17 million for the Financial Year ended 31.03.2023 to ₹ 17,110.92 million for the Financial Year ended 31.03.2022. The primary reasons for the changes are discussed below:

Revenue from operations:

Our revenue from operations increased by 16.01% to ₹ 19,803 million for Financial Year ended 31.03.2023 from ₹ 17,070.80 million for the Financial Year ended 31.03.2022 due to increase in revenue of our engineering and polymer segment.

Other Income

Other income increased by 32.53% to ₹ 53.17 million for the Financial Year ended 31.03.2023 to ₹ 40.12 million for the Financial Year ended 31.03.2022. The increase in other income was primarily due to increase in other non-operating income and increase in interest income from fixed deposits.

Expenses

Our total expenditure increased by 15.34% to ₹ 19,385.41 million for the Financial Year ended 31.03.2023 from ₹ 16,807.45 million for the Financial Year ended 31.03.2022 primarily due to increase of cost of materials consumed, employee benefit expenses, finance costs, depreciation and amortization expense and other expenses. The primary reasons for the changes are discussed below:

Cost of materials consumed

Our cost on materials consumed increased by 12.85% to ₹ 13,552.66 million for the Financial Year ended 31.03.2023 from ₹ 12,009.43 million for the Financial Year ended 31.03.2022. The cost of materials consumed is directly proportionate to the operations of our Company, therefore due to increase in our operations as compared to previous year led to increase in the cost of materials consumed in the Financial Year ended 31.03.2023.

Changes in Inventory

Changes in inventories of Finished Goods, Work in Progress and Stock in Trade for the FY 2022-23 was (₹884.42) million as compared to (₹557.01) million during the FY 2021-22 which was primarily due to increase in closing inventories of work-in-progress consequent to increased number of jobs under execution.

Employees Benefit Expenses

Our employee benefit expense increased by 11.44% to ₹ 974.91 million for the Financial Year ended 31.03.2023 from ₹ 874.83 million for the Financial Year ended 31.03.2022 which was primarily due to an increase in employees' salaries and bonuses.

Finance costs

Our finance cost increased by 11.83% to ₹ 1,040.09 million for Financial Year ended 31.03.2023 from ₹ 930.03 million for the Financial Year ended 31.03.2022. This increase was primarily due to increase in scale of operations.

Depreciation and amortization expense

Our depreciation and amortization expense decreased by 3.53% to ₹ 467.80 million for Financial Year ended 31.03.2023 from ₹ 484.92 million for the Financial Year ended 31.03.2022. This decrease is mainly due to expiry of depreciable life of old plant and machinery/ assets.

Other expenses

Our expenses increased by 42.25% to Rs. 4,234.37 million for Financial Year ended 31.03.2023 from Rs. 3065.25 million for the Financial Year ended 31.03.2022. This increase was primarily due to increase in scale of operation mainly in overseas market along with increase in administrative expenses like rent, travelling, insurance and other expenses.

Tax Expense

Our tax expenses increased by 727.65% to Rs. 143.68 million for Financial Year ended 31.03.2023 from Rs. 17.36 million for the Financial Year ended 31.03.2022. This increase was primarily due to refund of mat credit entitlement and tax adjustment for earlier years.

Profit/ (loss) after tax

The profit/ (loss) after tax increased by 41.43% to ₹ 355.66 million for Financial Year ended 31.03.2023 from ₹ 251.47 million for Financial Year ended 31.03.2022.

SECTION X: DISCLOSURES PERTAINING TO WILFUL DEFAULTERS OR FRAUDULENT BORROWERS

Neither our Company nor our Promoters or any of our Directors have been categorized as a Wilful Defaulter or Fraudulent Borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on Wilful Defaulter(s) or Fraudulent Borrower(s) issued by the RBI.

SECTION XI – OUTSTANDING LITIGATIONS AND DEFAULTS

Our Company are involved in certain legal proceedings from time to time, which are primarily in the nature of tax disputes, civil suits, and petitions pending before various authorities.

Except as disclosed below, there are no outstanding litigations with respect to (i) issues of moral turpitude or criminal liability on the part of our Company; (ii) material violations of statutory regulations by our Company; (iii) economic offences where proceedings have been initiated against our Company; (iv) any pending matters, which if they result in an adverse outcome, would materially and adversely affect our operations or our financial position.

For the purpose of the Issue, the following outstanding civil litigations and actions by statutory/regulatory authorities have been considered as material and, accordingly, have been disclosed in this chapter: (a) any outstanding litigation involving our Company and its subsidiary, where the amount involved is Rs. 13.69 Million (Rupees Thirteen point Sixty Nine Million Only) or above (being lesser of (i) 2% (two percent) of turnover, as per last audited consolidated financial statement of our Company, (ii) 2% (two percent) of net worth, as per last audited consolidated financial statement, and (iii) 5% (five percent) of the average of the absolute value of profit or loss after tax, as per last three audited financial statements of our Company up till the Financial Year 2023) ("Materiality Threshold"); (b) all outstanding litigation which may not meet the monetary threshold (i.e., Rs. 13.69 Million (Rupees Thirteen point Sixty Nine Million Only) or wherein a monetary liability is not quantifiable, but where an adverse outcome would materially and adversely affect the business, operations or financial position or reputation or prospects of our Company and as determined by our Company. Further, all litigations pertaining to issues/cases involving moral turpitude or criminal proceedings against our Company, material violation of statutory regulations or proceedings involving economic offences initiated against our Company have been additionally disclosed.

Pre-litigation notices received by our Company from third parties (excluding notices pertaining to any offence involving issues of moral turpitude, criminal liability, material violations of statutory regulations or proceedings related to economic offences) have not been evaluated for materiality until such time our Company are impleaded as defendants in litigation proceedings before any judicial/arbitral forum.

Unless stated to the contrary, the information provided below is as of the date of this Draft Letter of Offer.

Litigations involving our Company:

There are no issues of moral turpitude or criminal liability, material violations of statutory regulations or economic offences or material pending matters involving our Company, except as follows:

A. Proceedings involving issues of moral turpitude or criminal liability:

As on the date of this Draft Letter of Offer, there are no proceedings/matters involving issues of moral turpitude or criminal litigations initiated by or against our Company except as follows:

(i) Criminal Litigation initiated by our Company:

(a) Our company filed an application under section 156(3) of the Code of Criminal Procedure, 1973 ("**CrPC**") with the Learned Chief Metropolitan Magistrate, Calcutta ("**CMM**"), praying for an order directing the officer-in-charge of Shakespeare Sarani Police Station to initiate investigation and charge Mr. Dinmay Rawat and others ("**Accused Persons**") under sections 420, 409 and 120B of the Indian Penal Code, 1860 ("**IPC**"). The Accused Persons had failed to pay an amount of USD 205,382.44 (United States Dollars Two Lakh Five Thousand Three Hundred Eighty Two and Forty Four Cents), equivalent to Rs. 13.08 Million (Rupees Thirteen point Zero Eight Million), for materials they procured from our Company. An investigation was conducted, and a charge sheet bearing no. 108 of 2016 was filed before the CMM, who took cognizance of the charges against the Accused Persons and transferred the matter to the Learned 4th Metropolitan Magistrate, Calcutta ("**Metropolitan Magistrate**") for trial under case no. GR/42776 of 2015. During this time, Dinmay Rawat and Dinesh Rawat, being two of the Accused Persons, moved an application under section 438 of the CrPC before the Ld. Chief Judge, City Sessions Court, Calcutta ("**Sessions Court**") bearing misc. case no. 182 of 2017, seeking anticipatory bail. The Sessions Court granted anticipatory bail via order dated May 3, 2017. Chandani Rawat and Roshni Rawat, being the remaining Accused Persons filed an application under section 482 of the CrPC before the Hon'ble High Court of Calcutta, bearing case no. C.R.R. no. 602 of 2018, to quash the proceedings before the Metropolitan Magistrate. The criminal revision application being C.R.R. no. 602 of 2018 is pending before the Hon'ble High Court at Calcutta.

(b) Our Company filed a criminal complaint no. 18592 of 2019 before the learned Chief Metropolitan Magistrate, Calcutta, against one Prabir Kumar Sasmal, proprietor of Sashami Krishi Syndicate ("Prabir"), for committing offences punishable under sections 420, 406 and 506(ii) of the IPC. Prabir had placed purchase orders on our Company for certain goods which our Company supplied. After fulfilling the said orders, our Company issued tax invoices to Prabir, who then issued a cheque dated February 08, 2019, for an amount of Rs. 2.35 Million (Rupees Two point Thirty Five Million), being no. 591923 drawn on Punjab National Bank, Mangalamaro Branch, in our Company's favour. However, the cheque was returned unpaid, causing wrongful loss to our Company. Accordingly, our Company filed the said complaint case against Prabir for cheating, criminal breach of trust and criminal intimidation. The matter is currently pending.

(c) Our Company filed a criminal complaint no. 44670 of 2019 before the learned Chief Metropolitan Magistrate, Calcutta, against one Nanda Kishore Nangalia, proprietor of Geeta Enterprise ("Nanda Kishore"), for committing offences punishable under sections 420, 406 and 506(ii) of the IPC. Nand Kishore had placed purchase orders on our Company for certain goods which our Company duly supplied. After fulfilling the said orders, our Company issued invoices on Nand Kishore for the supplies made. However, Nand Kishore defaulted in making payments to our Company, thereby causing wrongful loss, amounting to Rs. 0.37 Million (Rupees Zero point Thirty Seven Million) to our Company. Accordingly, our Company filed the said complaint case against Nanda Kishore for cheating, criminal breach of trust and criminal intimidation. The matter is currently pending.

(d) Our Company filed a criminal complaint no. 47474 of 2019 before the learned Chief Metropolitan Magistrate, Calcutta, against one Sanjib Panda, proprietor of V.A.P Traders ("Sanjib") for committing offences punishable under sections 420, 406 and 506(ii) of the IPC. Sanjib placed purchase orders on our Company for certain goods which our Company duly supplied. After fulfilling the said orders, our Company issued invoices on Sanjib for the supplies made. However, Sanjib defaulted in making payments to our Company, thereby causing wrongful loss, amounting to Rs. 0.58 Million (Rupees Zero point Fifty Eight Million) to our Company. Accordingly, our Company filed the said complaint case against Sanjib for cheating, criminal breach of trust and criminal intimidation. The matter is currently pending.

(e) Our Company filed a criminal complaint no. 47456 of 2019 before the learned Chief Metropolitan Magistrate, Calcutta, against one Swadhin Sahoo, proprietor of Ayush Agency ("Swadhin"), for committing offences punishable under sections 420, 406 and 506(ii) of the IPC. Swadhin had placed purchase orders on our Company for certain goods which our Company duly supplied. After fulfilling the said orders, our Company issued invoices on Swadhin for the supplies made. However, Swadhin defaulted in making payments to our Company, thereby causing wrongful loss, amounting to Rs. 0.43 Million (Rupees Zero point Forty Three Million) to our Company. Accordingly, our Company filed the said complaint case against Swadhin for cheating, criminal breach of trust and criminal intimidation. The matter is currently pending.

(f) 30 (Thirty) criminal complaints under section 138 of the Negotiable Instruments Act, 1881, have been initiated by our Company against various parties for cheques that bounced on presentation and the aggregate amount involved in these matters is Rs. 57.37 Million (Rupees Fifty Seven point Thirty Seven Million). The matters are pending at different stages of adjudication before various courts.

B. Matters involving material violations of statutory regulations by our Company:

As on the date of this Draft Letter of Offer, there are no proceedings/matters involving material violations of statutory regulations by our Company.

C. Economic Offences where proceedings have been initiated against our Company:

As on date of this Draft Letter of Offer, there are no economic offences initiated against our Company.

D. Other proceedings involving our Company which involve an amount exceeding the Materiality Threshold and other pending matters which, if they result in an adverse outcome, would materially and adversely affect the operations or the financial position of our Company.

(i) Civil Litigations initiated against our Company:

Following are the civil litigations initiated in relation to the order passed against our Company:

(a) A special civil suit No. 13 of 2021[1] was initiated by Sewerage and Infrastructural Development Corporation Limited ("**SIDCL**") against our Company before the court of the Civil Judge Senior Division at Panaji in respect of the work of providing, laying, jointing, testing and commissioning of sewer networks ("**Contract**"), as awarded to the Company ("**Suit**"). It is alleged by SIDCL that our Company did not undertake the said work in accordance with the agreed terms of the Contract and the instructions issued by SIDCL, from time to time, thereby resulting in a default in the execution of the Contract and the subsequent breach thereof. SIDCL has, further, alleged that, on account of such breach of the Contract by our Company, SIDCL suffered huge losses and therefore SIDCL claimed damages of Rs 25.06 Million (Rupees Twenty Five point Zero Six Million) together with an interest calculated at the rate of 21% (Twenty One Per Cent) on the said amount. It is pertinent to mention that, prior to the initiation of the Suit by SIDCL, our Company had already instituted a civil suit No. 343 of 2012, against SIDCL, before the Hon'ble High Court, Calcutta ("**Suit No. 2**"). In Suit No. 2, it is stated by our Company that it was prevented from executing its contractual obligations under the Contract due to the reasons attributable to SIDCL and therefore the Contract was terminated by the Company. The Company, further sought from SIDCL, refund, damages and compensation, amounting to a total of Rs. 36.41 Million (Rupees Thirty Six point Forty One Million). Vide an order dated July 11, 2016 in Suit No. 2, the Hon'ble Bench of High Court, Calcutta, directed the Company to file its claim against SIDCL before an appropriate forum in the state of Goa. The Company, therefore, filed its claim against SIDCL in the already instituted Suit of SIDCL. The matter is currently pending.

(b) A title suit bearing no. 88 of 2018 has been filed by Gautam Goswami, Pramila Goswami, Santana Goswami, Paddeswar Kalita and Nayanjyoti Kumar ("**Plaintiffs**") against Our Company and others ("**Defendants**") before the Court of Civil Judge, Kamrup at Amingaon. The said title suit inter alia has been filed by the Plaintiffs to cancel the sale deed, dated February 8, 2017, bearing deed no. 287 of 2017, registered at the office of the Sub-Registrar, Kamrup, Assam, whereby defendant no. 5, Mayurply Industries Private Limited, sold land measuring 2 bighas 13 lecha in dag no. 330, patta no. 492, village Parlly and mouza Chayani ("**Suit Land**"), to Our Company along with other plots of land. It is the case of the Plaintiffs that Mr. Ram Chandra Goswami and Mr. Madhab Chandra Goswami are the original pattadar of the Suit Land and that Mr. Brajen Chandra Goswami, father of defendant nos. 1 to 3 (Pankaj Goswami, Deep Moni Goswami and Naroda Goswami) applied for mutation of the Suit Land as a son of Mr. Ram Chandra Goswami and surreptitiously showed Mr. Madhab Chandra Goswami as unmarried with no legal heirs except Mr. Ram Chandra Goswami. As a result, the Plaintiffs allege that there was an illegal mutation of the Suit Land and that Defendants 1 to 3 thereafter illegally transferred the Suit Land to Defendant 4 (Thaneswar Das), who then transferred it to Defendant 5 (Mayurply Industries Private Limited) and finally to Our Company. Pursuant to such alleged illegal transfers, the Plaintiffs claim that their legitimate claim over the Suit Land has been deprived. The matter is currently pending.

(c) A title suit No. 162 of 2009 was filed by one Bikash Ghorui against our Company before the 1st court of learned Civil Judge (Junior Division) at Uluberia, Howrah, West Bengal in respect of all that piece and parcel of 75 (Seventy Five) decimal of land comprised in sabek plot no. 3, hal plot no. 5 under khatian no. sabek 39, hal 8, 411, 342 under Mouja-Kashyabpur, Police Station- Uluberia and 34 (Thirty Four) sataks of land comprised in sabek plot no. 71, 71/6.7(1)b, hal plot no. 76, covered by khatian no. C.S. 38, R.S. 334 under Mouja- Kashyabpur, Police Station- Uluberia, district- Howrah being jointly owned by him and his brothers ("**Suit Land**"). It has been alleged by Bikash Ghorui that he holds an undivided 1/5th (one fifth) share in the Suit Land ("**Share**") and Bikash Ghorui continues to remain in possession of the Suit Land. Bikash Ghorui, further, alleges that he did not sell his Share in the Suit Land to our Company and such Share in the Suit Land was wrongly, sold to our Company without any knowledge of Bikash Ghorui by a deed dated August 04, 2006, executed by his brothers. He has therefore, inter alia prayed for a decree declaring his absolute right, title and interest in the Suit Land to the extent of his Share comprised therein. The matter is currently pending.

(ii) Civil Litigations initiated by our Company:

(a) A civil suit bearing no. 35 of 2016 was initiated by Our Company against Biswajit Saha and Tripura State Electricity Corporation Limited before the Hon'ble High Court of Calcutta for the recovery of Rs. 26.77 Million (Rupees Twenty Six point Seventy Seven Million) along with 18% (Eighteen Per Cent) interest per annum on the said amount towards supply of 400 (Four Hundred) steel tabular poles by Our Company to Biswajit Saha. It is pertinent to mention that Biswajit Saha failed to discharge its payment obligation and also failed to take delivery of certain portion of goods as per agreed terms. The matter is currently pending.

[1] Earlier numbered as civil Suit no. 5 of 2014

(b) Our Company initiated arbitration proceedings against Powertech Engineers ("**Powertech**"), a partnership firm and its partners namely Rajendra Prasad Srivastava, Suresh Nautiyal, Mayur Ahuja and P.K. Bhatt, before the arbitral tribunal in Delhi comprising of 3 (three) arbitrators for recovery of a sum of Rs. 17.99 Million (Rupees Seventeen point Ninety Nine Million) together with pendente lite interest calculated at the rate of 24% (Twenty Four Per Cent) on a sum of Rs. 13.82 Million (Rupees Thirteen point Eighty Two Million) under a memorandum of understanding dated May 24, 2021, executed between our Company and Powertech in respect of a contract awarded to a joint venture incorporated jointly by our Company and Powertech ("**Joint Venture**") ("**MoU**"). The MoU, inter alia, provided that Powertech shall, from time to time, pay to our Company, royalty fees calculated at a fixed percentage of the total contract value awarded to the Joint Venture and that such fees shall be paid by Powertech, to our Company, in installments in accordance with the agreed terms of the MoU. However, Powertech failed to discharge its obligations relating to payments in accordance with the terms of the MoU. Therefore, in view of the aforementioned and in accordance with the terms of the MoU, the said arbitration proceedings have been invoked by our Company and the matter is currently pending.

(c) Our Company initiated mediation proceedings against Naolin Infrastructure Private Limited ("**NIPL**") and Power Grid Corporation of India Limited ("**PGCIL**"), collectively known as "**Entities**" before the West Bengal State Legal Services Authority for recovery of a sum amounting to Rs. 15.50 Million (Rupees Fifteen point Fifty Million) together with interest, on the said sum, calculated at a rate of 24% (Twenty Four Per Cent) under a purchase order dated November 01, 2021, as amended by subsequent purchase orders dated January 31, 2022 and February 14, 2022 ("**Purchase Order**") and placed on our Company by NIPL. The Purchase Order, inter alia, provided that in consideration of the goods supplied by our Company to NIPL, NIPL shall make payments to our Company. It is pertinent to mention that the goods supplied by our Company to NIPL, shall be used by PGCIL. It is further pertinent to mention that PGCIL awarded a contract to NIPL for supply of goods by NIPL to PGCIL. Accordingly, PGCIL, at the request of NIPL, issued a letter of comfort, dated February 05, 2022, in favour of our Company, assuring our Company that PGCIL shall, on behalf of NIPL and out of the money payable by it to NIPL under the contract entered into between the Entities, make direct payments to our Company and the balance shall be paid, directly, by NIPL to our Company. However, the Entities defaulted in making payments to our Company and therefore, our Company has initiated mediation proceedings against the said Entities, calling upon them to make good the outstanding payments. The matter is currently pending.

(iii) Tax Proceedings initiated against our Company:

<u>*Direct Tax:*</u>

(a) Our Company has filed an appeal before the Commissioner of Income Tax (Appeals), Kolkata ("**CIT**") against the order dated December 31, 2017, passed by the Assistant Commissioner of Income Tax, Central Circle 3(1), Kolkata, under sections 153A read with 143(3) of IT Act for the assessment year 2013-14 ("**Assessment Order dated December 31, 2017**") demanding an amount of Rs. 3.65 Million (Rupees Three point Sixty Five Million). Pursuant to the Assessment Order dated December 31, 2017, the Assistant Commissioner of Income Tax, Central Circle 3(1), Kolkata, (i) added Rs. 30 Million (Rupees Thirty Million) to our Company's total income under section 68 of the Income Tax Act, 1961 ("**IT Act**") as unexplained credit entries; and (ii) disallowed and added Re. 0.36 Million (Rupees Zero point Thirty Six Million) to our Company's total income under section 36(1)(va) of the IT Act on the grounds that EPF contribution of Rs. 0.29 (Rupees Zero point Twenty Nine Million) and ESI contribution of Rs. 0.07 Million (Rupees Zero point Zero Seven Million) received by our Company's employees were not deposited to the government authorities within the stipulated timelines of the applicable laws. Being aggrieved by the said Assessment Order dated December 31, 2017, our Company filed an appeal before the CIT on January 21, 2018, and the matter is currently pending.

(b) Our Company has filed an appeal before CIT against the order no. ITBA/AST/S/143(3)/2019-20/1023311264(1) dated December 28, 2019, issued by the Assistant Commissioner of Income Tax, Central Circle 3(1), Kolkata ("**Assessment Order dated December 28, 2019**"). Pursuant to the Assessment Order dated December 28, 2019 passed under section 143(3) of the IT Act for the assessment year 2017-18, the Assistant Commissioner of Income Tax, Central Circle 3(1), Kolkata (i) disallowed the deduction claimed under section 80-IA(4)(iv) of the IT Act of Rs. 107.11 (Rupees One Hundred and Seven point Eleven Million) on the profits and gains derived from generation of power; (ii) disallowed the deduction claimed under section 80-IA(4)(i) of the IT Act of Rs. 7.84 Million (Rupees Seven point Eighty Four Million) on the profits and gains derived from developing, operating and maintaining effluent treatment plant; (iii) disallowed the deduction claimed under section 80 JJAA of the IT Act of Rs. 2.47 Million (Rupees Two point Forty Seven Million) on account of new employees having joined and worked for more than 240 days in the assessment year 2017-18; (iv) disallowed the deduction claimed under section 43B of the IT Act of Rs. 20.52 Million (Rupees Twenty point Fifty Two

Million) on account of payment made under protest to various statutory authorities; (v) disallowed the claim of education cess of Rs. 10.89 Million (Rupees Ten point Eighty Nine Million) debited to the profit and loss account; (vi) non-consideration of claim for leave encashment of Rs. 1.74 Million (Rupees One point Seventy Four Million) on account of section 43B of the IT Act; (vii) non-exclusion of export incentive of Rs. 16.47 Million (Rupees Sixteen point Forty Seven Million) credited to the profit and loss account but not accrued during the year; and (viii) non-exclusion of retention money of Rs. 419.84 Million (Rupees Four Hundred and Nineteen point Eighty Four Million) credited to the profit and loss account and demanded for these to be taxable. Being aggrieved by the said Assessment Order dated December 28, 2019, our Company filed an appeal before the CIT on January 27, 2020, and the matter is currently pending.

(c) Our Company has filed an appeal before the CIT against the order no. ITBA/AST/S/143(3)/2021-22/1033712879(1) dated June 24, 2021, and issued by the Assistant Commissioner of Income Tax, Central Circle 3(1), Kolkata, under section 143(3) of IT Act for the assessment year 2018-19 ("**Assessment Order dated June 24, 2021**"). Pursuant to the Assessment Order dated June 24, 2021, the Assistant Commissioner of Income Tax, Central Circle 3(1), Kolkata, inter alia, (i) disallowed the deduction of education cess amounting to Rs. 21.67 Million (Rupees Twenty One point Sixty Seven Million); (ii) disallowed the claim of exclusion of retention money which has been credited to the profit and loss account but has not accrued and amounting to Rs. 254.49 Million (Rupees Two Hundred and Fifty Four point Forty Nine Million); (iii) disallowed the claim of exclusion of export incentive which has been credited to the profit and loss account but has not accrued and amounting to Rs. 22.79 Million (Rupees Twenty Two point Seventy Nine Million); (iv) disallowed the payment made under protest amounting to Rs. 1.84 Million (Rupee One Point Eighty Four Million) under section 43B of the IT Act; (v) disallowed the deduction claimed under section 80JJAA of the IT Act amounting to Rs. 2.47 (Rupees Two point Forty Seven Million); (vi) disallowed the deduction claimed under section 80IA(4)(iv) of the IT Act on profits derived by undertakings engaged in the business of generation of power amounting to Rs. 87.08 Million (Rupees Eighty-Seven point Zero Eight Million); (vii) disallowed the deduction claimed under section 80IA(4)(i) of the IT Act on profits derived from developing, operating and maintaining infrastructure facility in the form of an effluent treatment plant amounting to Rs. 8.39 Million (Rupees Eight point Thirty Nine Million); (viii) disallowed the deduction of provision for expected credit loss amounting to Rs. 3.18 Million (Rupees Three point Eighteen Million); (ix) disallowed the deduction of foreign exchange loss of Re. 0.81 (Rupees Zero point Eighty One Million); (x) disallowed the granting of credit for the excess adjustment of demand from refund of subsequent years amounting to Rs. 8.39 Million (Rupees Eight point Thirty Nine Million); and (xi) disallowed the granting of credit of tax deducted at source amounting to Rs. 0.08 Million (Rupee Zero point Zero Eight Million). Being aggrieved by the said Assessment Order dated June 24, 2021, our Company has filed an appeal before the CIT on August 19, 2021, and the matter is currently pending.

<u>*Indirect Tax:*</u>

(a) The Commissioner, CGST and CX, Howrah Commissionerate has filed an appeal before the Customs, Excise & Service Tax Appellate Tribunal, Eastern Zonal Bench, Kolkata ("**CESTAT**") against Our Company challenging the order no. 551/HWH/CE/2018-10 dated December 13, 2018 ("**Order dated December 13, 2018**") passed by the Commissioner of CGST and Central Excise (Appeals-II), Kolkata ("**Appellate Authority**"). A show cause notice dated October 17, 2017, was issued to Our Company proposing the imposition of a penalty of Rs. 17.56 Million (Rupees Seventeen point Fifty Six Million) under rule 26(1) of the Central Excise Rules, 2002 on account of clandestine procurement of 2977.68 metric tonnes of various structural items from M/s Shree Parasnath Re-Rolling Mills Limited ("**SPRML**") involving duty of Rs. 17.56 Million (Rupees Seventeen point Fifty Six Million) during the period from February 1, 2012, to December 31, 2012, without the cover of central excise invoices. Accordingly, the Joint Commissioner of Central Tax, CGST and Central Excise Commissionerate, Howrah, passed an order dated May 31, 2018 ("**Adjudicating Authority**") whereby a penalty of Rs. 17.56 Million (Rupees Seventeen point Fifty Six Million) was imposed upon Our Company ("**Order-in-Original**"). Aggrieved by the said Order-in-Original, Our Company appealed before the Appellate Authority, whereafter the Appellate Authority set aside the Order-in-Original passed by the Adjudicating Authority by the Order dated December 13, 2018. Subsequently, the Commissioner, CGST and CX filed an appeal before the CESTAT against the Order dated December 13, 2018, and the matter is currently pending.

(b) Our Company has filed an appeal before CESTAT against the order-in-original no. 03/COMMR/CE/KOL-II/Adjn/2015-16 dated December 16, 2015 ("**Order dated December 16, 2015**") passed by the Commissioner of Central Excise, Kolkata-II ("**Commissioner**"). A show cause notice dated October 14, 2014, was issued by Ld. Commissioner of Central Excise to Our Company stating that (i) CENVAT credit of Rs. 26.67 Million (Rupees Twenty Six point Sixty Seven Million) was irregularly availed by Our Company on the basis of central excise invoices issued by various manufacturing units; and (ii) CENVAT credit of Rs. 3.99 Million (Rupees Three point Ninety Nine Million) in respect of raw materials was physically found to be short during joint stock verification in the factory conducted from November 27, 2013, till December 2, 2013. Accordingly, the Commissioner passed the Order dated December 16, 2015 (i) for recovery of the CENVAT credit of Rs. 26.67 Million (Rupees Twenty Six point Sixty Seven Million) under rule 14 of the CENVAT Credit Rules, 2004 ("**CENVAT Rules**") read with 11A (10) of the Central Excise Act, 1944 ("**Act**"), (ii) for disallowance and recovery of CENVAT credit of Rs. 3.99 Million (Rupees Three point Ninety Nine Million) under rule 14 of the CENVAT Rules and section 11A (10) of the Act; and (iii) imposing a penalty of Rs. 26.67 Million (Rupees Twenty Six point Sixty Seven Million) on Our Company. Being aggrieved by the Order dated December 16, 2015, our Company has filed an appeal before the CESTAT, and the matter is currently pending.

(c) Our Company has filed an appeal before the CESTAT against the order-in-original no. 70/COMMR/ST-II/KOL/2016-17 dated September 23, 2016, passed by the Commissioner of Service Tax II, Kolkata ("**Order dated September 23, 2016**"). Vide the said order, the Service Tax Commissioner (a) of the total demand raised and the penalty imposed in the show cause notice dated October 21, 2014 ("**Show Cause Notice dated October 21, 2014**"), confirmed a demand amounting to a total of Rs. 23.19 Million (Rupees Twenty Three point Nineteen Million); (b) ordered imposition of interest, as may be applicable, on the confirmed demand; and (c) ordered appropriation and/or adjustment of amounts already paid and/or reversed by the Company. The Show Cause Notice dated October 21, 2014, issued to our Company, proposed (a) demand and recovery of service tax amounting to Rs. 0.49 Million (Rupee Zero point Forty Nine Million), appropriation of the said amount together with interest payable thereon amounting to Rs. 0.14 Million (Rupee Zero point Fourteen Million); (b) demand and recovery of an amount of Rs. 11.14 Million (Rupees Eleven point Fourteen Million) together with interest; and (c) imposition of penalty amounting to Rs. 11.60 Million (Rupees Eleven point Six Million). Being aggrieved by the Order dated September 23, 2016, our Company filed an appeal before the CESTAT, and the matter is currently pending.

(d) Our Company has filed an appeal before the CESTAT against the order-in-original no. KOL-CUS-COM-PORT-62-2018, dated August 28, 2018, passed by the Commissioner of Customs (Port), Customs House, Kolkata ("**Order dated August 28, 2018**"). Vide the Order dated August 28, 2018, the commissioner of customs confirmed the demand raised in the show cause notice, dated February 15, 2018, issued by the Additional Directorate General, Directorate General of Revenue Intelligence, Kolkata ("**Show Cause Notice**") and further imposed on our Company, a penalty of Rs. 12.80 Million (Rupees Twelve point Eight Million). The Show Cause Notice issued on our Company provided for a demand of customs duty amounting to Rs. 12.80 Million (Rupees Twelve point Eight Million) together with interest payable thereon for the alleged contravention of the condition of exemptions as contained in notification No. 96/2009-cus, dated September 11, 2009, read with the Foreign Trade Policy (2009-14) and Hand Book of Procedures (2009-14). Being aggrieved by the Order dated August 28, 2018, our Company filed an appeal before the CESTAT, and the matter is currently pending.

(e) Our Company has filed an appeal before the West Bengal Taxation Tribunal ("**Tribunal**") against the order dated November 26, 2014, passed by the Additional Commissioner, Sales Tax, West Bengal ("**Order dated November 26, 2014**"). The Deputy Commissioner of Commercial Taxes, Taltala Charge, vide an assessment order dated July 30, 2012, raised a demand which was subsequently paid by our Company. However, the Senior Joint Commissioner, Commercial Taxes, Kolkata South Circle, issued a notice for *suo motu* revision, and by an order dated January 21, 2014, the Senior Joint Commissioner raised an additional demand of Rs. 50.19 Million (Rupees Fifty point Nineteen Million) on our Company. Being aggrieved by the said order, our Company filed a revision petition together with a stay petition before the Additional Commissioner. However, the said revision petition was rejected by the Additional Commissioner by an Order dated November 26, 2014, on the ground of maintainability, and it was advised that an appeal under the applicable provisions of the Value Added Tax Act, 2003 is the proper remedy against the Order dated January 21, 2014. Being aggrieved by the said order passed by the Additional Commissioner, our Company filed an appeal before the Tribunal against the Order dated November 26, 2014, inter alia, praying for quashing thereof and directing the Additional Commissioner to restore the revision petition filed by our Company. The matter is currently pending.

Litigation involving our Subsidiary: Not Applicable

A. Proceedings involving issues of moral turpitude or criminal liability: Nil

B. Matters involving material violations of statutory regulations by our Subsidiary: Nil

C. Economic offences where proceedings have been initiated against our Subsidiary: Nil

D. Other proceedings involving our Subsidiary which involve an amount exceeding the Materiality Threshold and other pending matters which, if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Company: Nil

SECTION XII – GOVERNMENT APPROVALS AND LICENSING ARRANGEMENTS

Our Company requires various licenses, registrations, permits and approvals issued by relevant central and state authorities under various rules and regulations ("**Approvals**") for carrying on its present business activities. The requirement for the Approvals may vary based on factors such as the legal requirements in the jurisdiction, in which the Projects are located. Further, our obligation to obtain and renew such approval s arises periodically and applications for such approvals are made at the appropriate stage.

There are no material pending government and regulatory approvals pertaining to the Objects of the Issue.

The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities.

Approvals from government / regulatory authority in relation to our business:

i. Material approvals for which applications have been made by our Company but are currently pending grant: Except as stated below none of the applications are pending:

Sl. No.	Particulars	Remarks
1.	Trademark Class 17	SKIPPER FOR LIFE (Device)
2.	Trademark Class 17	SKIPPER FOR LIFE (word)
3.	Trademark Class 17	SKIPPER FIXED FOR LIFE (word)
4.	Trade License	Revised Trade License Certificate is awaited against the Renewal Certificate dated 22.04.2023 issued for a period of one year
5.	The Company's permission to operate the Skipper Limited- Uluberia unit is due for renewal under sections 25 and 26 of the Water (Prevention and Control of Pollution) Act, 1974 and section 21 of the Air (Prevention and Control of Pollution) Act, 1981 against the application filed with the West Bengal Pollution Control Board on June 22, 2023.	

ii. Material approvals which have expired and for which renewal applications have been made by our Company: Nil

iii. Material approvals which have expired and for which renewal applications are yet to be made by our Company: Nil

iv. Material approvals for which no application has been made by our Company: Nil

SECTION XIII- MATERIAL DEVELOPMENTS

Except as stated elsewhere in this Draft Letter of Offer and to our knowledge, no circumstances have arisen since March 31, 2023, which materially or adversely affect or are likely to affect, our operations, performance, prospects or profitability, or the value of our assets or liabilities of the Company.

1. **Credit Ratings:**

   - Acuité Ratings & Research Limited (Acuité) reaffirmed Credit ratings of ACUITE A-/ Stable and ACUITE A2+ for the Long-term Instruments/ Fund Based Facilities and Short-term Instruments/ Non-fund Based Facilities to the Company respectively vide their letter dated April 12, 2023.
   - India Ratings & Research Pvt. Ltd. vide their letter dated July 20, 2023 assigned IND A2+ rating to the Company towards non-fund based working capital limits.
   - Acuité Ratings & Research Limited (Acuité) issued Credit ratings of ACUITE A- and ACUITE A2+ for the Long-term Instruments/ Fund Based Facilities and Short-term Instruments/ Non-fund Based Facilities to the Company respectively vide their letter dated August 02, 2023.

2. **Board Meetings:**

   - The Board of Directors of the Company recommended a dividend of 10% i.e., 0.10 paise per equity share of face value of Re. 1 each, for the Financial Year ended March 31, 2023 in their Board Meeting held on May 15, 2023. The same was approved by the shareholders of the Company at AGM held on September 19, 2023.
   - The Board of Directors approved the issuance of equity shares of the Company for an amount upto Rs. 2,000 million by way of Rights Issue in their Board Meeting held on August 16, 2023.

3. **Appointment of director of the Company:**

   - The Board of Directors re-appointed Mr. Pramod Kumar Shah (DIN: 00343256) as an Independent Director of the Company for second term of 5 (five) consecutive years w.e.f., September 30, 2023 in their Board Meeting held on August 10, 2023. The same was approved by the shareholders of the Company at AGM held on September 19, 2023.

   - Re-appointment of Mr. Sharan Bansal as the Whole-Time Director of the Company for a further period of 3 years with effect from 1st July, 2022 to 30th June, 2025, who retired by rotation. The same was approved by the shareholders of the Company at AGM held on September 19, 2023.

4. The Company has realised / unrealised derivative and foreign exchange gains of Rs. 34.93 million for the quarter ended June 30, 2023 as compared to loss of Rs. 132.55 million for the quarter ended June 30, 2022.

5. Order book Position:

   - Q1 FY'24 order inflow Rs. 12,150 million for engineering products supplies & EPC work from strategic nations including Egypt, Iraq, Bolivia, Australia, Nepal, Finland, and major projects from Power Grid Corporation of India Ltd.
   - Closing Order book as on June 30, 2023 was valued to be Rs. 53,718.45 million, which constitutes of 24% exports and 76% domestics orders.
   - The Company has a strong bidding pipeline of Rs. 60,000 million International & Rs. 65,500 million Domestic and expects a Strong Revenue performance across major business segment to continue.

6. Consistent performance of Engineering business, Engineering Segment operating EBITDA margin for Q1' FY 24 stands at 12.0%.

7. Having built up the retail distribution network of Polymer business over the last few years, Skipper's Polymer pipes brand campaign is seeing excellent market acceptance and robust demand growth. Achieved best ever first quarter revenue in polymer business on back of strong volume growth; revenue grew by 46% over previous year quarter.

SECTION XIV- OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

The Issue has been authorised by a resolution of the Board of Directors passed at its meeting held on August 16, 2023, pursuant to Section 62(1)(a) of the Companies Act, 2013.

Our Company has received 'in-principle' approvals from BSE and NSE in accordance with Regulation 28(1) of the SEBI Listing Regulations for listing of the Rights Equity Shares to be Allotted in this Issue pursuant to their letters dated [●] and [●] respectively. Our Company will also make applications to BSE and NSE to obtain their trading approvals for the Rights Entitlements as required under the SEBI Rights Issue Circulars.

The Rights Issue Committee of our Board in their meeting held on **[●]** have determined the Issue Price as **[●]** per Rights Equity Share and the Rights Entitlement as **[●]** Rights Equity Share for every **[●]** Equity Share held on the Record Date i.e., **[●]**. The Issue Price shall be determined at in consultation with the Lead Manager to the Issue prior to determination of the Record Date.

Our Company has been allotted the ISIN **[●]** for the Rights Entitlements to be credited to the respective demat accounts of the Equity Shareholders of our Company. For details, see "Terms of the Issue" beginning on page 195 of this Draft Letter of Offer.

PROHIBITION BY SEBI OR RBI OR OTHER GOVERNMENTAL AUTHORITIES

Our Company, the Promoters, the members of the Promoter Group and the Directors of our Company have not been prohibited or debarred from accessing or operating in the capital markets, or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other regulatory or governmental authority. Further, SEBI has not initiated any action against any entity with which the Directors are associated.

The Companies with which our director or the persons in control of our Company are or were associated as promoter, directors or persons in control have not been debarred from accessing the capital market under any order or direction passed by SEBI or any other regulatory or governmental authority.

Neither our Promoters nor any of our Directors are declared fugitive economic offenders under Section 12 of the Fugitive Economic Offenders Act, 2018.

Neither our Promoters, the members of the Promoter Group nor our Directors have been declared as fugitive economic offender under Section 12 of Fugitive Economic Offenders Act, 2018 (17 of 2018).

None of our Directors currently holds nor have held directorship(s) in the last five years in a listed Company whose shares have been or were suspended from trading on any stock exchange or in a listed Company which has been / was delisted from any stock exchange;

There are no proceedings initiated by SEBI, Stock Exchange or ROC, etc., against our Company, Directors, Group Companies;

PROHIBITION BY RBI

Neither our Company, nor our Promoters, and Directors have been categorized or identified as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

COMPLIANCE WITH COMPANIES (SIGNIFICANT BENEFICIAL OWNERSHIP) RULES, 2018

Our Company, our Promoters and the members of our Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018, to the extent it may be applicable to them as on date of this Draft Letter of Offer.

ELIGIBILITY FOR THE ISSUE

Our Company is a listed company incorporated under the Companies Act, 1956. Our Equity Shares are presently listed on the on BSE and NSE. Our Company is eligible to offer and issue Right Shares pursuant to this Issue in terms of Chapter III and other applicable provisions of the SEBI ICDR Regulations. Further, our Company is undertaking this Issue in compliance with Part B of Schedule VI of the SEBI ICDR Regulations.

COMPLIANCE WITH REGULATIONS 61 AND 62(1) OF THE SEBI ICDR REGULATIONS

Our Company is in compliance with the conditions specified in Regulations 61 and 62 of the SEBI ICDR Regulations, to the extent applicable. Further, in relation to compliance with Regulation 62(1)(a) of the SEBI ICDR Regulations, our Company undertakes to make an application for "in-principle" approval for listing of the Rights Equity Shares to the Stock Exchanges. We have received such approvals from the BSE and NSE vide their letters dated **[●]** and dated **[●]** respectively. We will apply to the BSE and NSE for final approvals for the listing and trading of the Rights Equity Shares. BSE is the Designated Stock Exchange for the Issue.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT THE SUBMISSION OF THIS DRAFT LETTER OF OFFER TO SEBI SHOULD NOT, IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE, OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT LETTER OF OFFER. THE LEAD MANAGER, VC CORPORATE ADVISORS PRIVATE LIMITED, HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT LETTER OF OFFER ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT LETTER OF OFFER, THE LEAD MANAGER ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED [●], WHICH READS AS FOLLOWS:

1. **WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THIS DRAFT LETTER OF OFFER PERTAINING TO THE ISSUE;**

2. **ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE COMPANY, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE COMPANY, WE CONFIRM THAT:**
   a) **THIS DRAFT LETTER OF OFFER FILED WITH THE SEBI IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;**

   b) **ALL THE MATERIAL LEGAL REQUIREMENTS RELATING TO THE ISSUE AS SPECIFIED BY THE SEBI, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**

   c) THE MATERIAL DISCLOSURES MADE IN THIS DRAFT LETTER OF OFFER ARE TRUE AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL-INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013, SEBI ICDR REGULATIONS AND OTHER APPLICABLE LEGAL REQUIREMENTS.

3. **WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THIS DRAFT LETTER OF OFFER ARE REGISTERED WITH SEBI AND THAT TILL DATE SUCH REGISTRATION IS VALID – COMPLIED WITH TO THE EXTENT APPLICABLE .**

4. **WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS – NOT APPLICABLE.**

5. **WRITTEN CONSENT FROM PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING THIS DRAFT LETTER OF OFFER WITH THE SEBI TILLTHE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THIS DRAFT LETTER OF OFFER – NOT APPLICABLE.**

6. **ALL APPLICABLE PROVISIONS OF THE SEBI ICDR REGULATIONS, WHICH RELATE TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTER'S CONTRIBUTION, HAVE BEEN AND SHALL BE DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION(S) HAVE BEEN MADE IN THIS DRAFT LETTER OF OFFER. – NOT APPLICABLE**

7. **ALL APPLICABLE PROVISIONS OF THE SEBI ICDR REGULATIONS WHICH RELATE TO RECEIPT OF PROMOTER'S CONTRIBUTION PRIOR TO OPENING OF THE ISSUE, SHALL BE COMPLIED WITH. ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE PROMOTER'S CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE AND THAT THE AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE SEBI. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE PROMOTER'S CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE COMPANY ALONG WITH THE PROCEEDS OF THE ISSUE. – NOT APPLICABLE**

8. **NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE CREDITED/TRANSFERRED IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SECTION 40(3) OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THIS DRAFT LETTER OF OFFER. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION– NOTED FOR COMPLIANCE**

9. **THE EXISTING BUSINESS AS WELL AS ANY NEW BUSINESS OF THE COMPANY FOR WHICH THE FUNDS ARE BEING RAISED FALL WITHIN THE "MAIN OBJECTS" IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE COMPANY AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED IN LAST TEN YEARS ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION. - COMPLIED TO THE EXTENT APPLICABLE**

10. **FOLLOWING DISCLOSURES HAVE BEEN MADE IN THIS DRAFT LETTER OF OFFER:**

    a. **AN UNDERTAKING FROM THE COMPANY THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE COMPANY. – COMPLIED WITH (AS ON THE DATE OF THIS DRAFT LETTER OF OFFER, OUR COMPANY HAS NOT ISSUED ANY SUPERIOR RIGHTS EQUITY SHARES); AND**

    b. **AN UNDERTAKING FROM THE COMPANY THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY SEBI FROM TIME TO TIME – COMPLIED WITH**

11. **WE SHALL COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENTS IN TERMS OF THE SEBI ICDR REGULATIONS. NOTED FOR COMPLIANCE**

12. **IF APPLICABLE, THE COMPANY IS ELIGIBLE TO LIST ON THE INNOVATORS GROWTH PLATFORM IN TERMS OF THE PROVISIONS CHAPTER X OF THE SEBI ICDR REGULATIONS. NOT APPLICABLE**

13. **NONE OF THE INTERMEDIARIES NAMED IN THIS DRAFT LETTER OF OFFER HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY. COMPLIED WITH**

14. **THE ABRIDGED LETTER OF OFFER CONTAINS ALL DISCLOSURES AS SPECIFIED IN THE SEBI ICDR REGULATIONS. NOTED FOR COMPLIANCE**

15. **ALL MATERIAL DISCLOSURES IN RESPECT OF THE COMPANY HAVE BEEN MADE IN THIS DRAFT LETTER OF OFFER AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE COMPANY OR RELATING TO THE COMPANY UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE EQUITY SHARES OFFERED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN. COMPLIED WITH AND NOTED FOR COMPLIANCE**

16. **AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE COMPANY. COMPLIED WITH**

THE FILING OF THE DRAFT LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE DRAFT LETTER OF OFFER.

Our Company is in compliance with the provisions specified in Clause (1) of Part B of Schedule VI of the SEBI ICDR Regulations as explained below:

1. Our Company has been filing periodic reports, statements and information in compliance with the Listing Agreement or the SEBI Listing Regulations, as applicable for the last one year immediately preceding the date of filing of the Draft Letter of Offer with the SEBI and until date;

2. The reports, statements and information referred to above in clause (1) are available on the websites of the BSE and NSE;

3. Our Company has an investor grievance-handling mechanism which includes meeting of the Stakeholders' Relationship Committee at frequent intervals, appropriate delegation of power by our Board our Directors as regards share transfer and clearly laid down systems and procedures for timely and satisfactory redressal of investor grievances.

As our Company satisfies the conditions specified in Clause (1) of Part B of Schedule VI of SEBI ICDR Regulations, and is not covered under the conditions specified in Clause (3) of Part B of Schedule VI of SEBI ICDR Regulations, the disclosures in this Draft Letter of Offer have been made in terms of Clause (4) of Part B of Schedule VI of SEBI ICDR Regulations.

CAUTION

Our Company shall make all the relevant information available to the Eligible Shareholders in accordance with the SEBI ICDR Regulations and no selective or additional information would be available for a section of the Eligible Shareholders in any manner whatsoever, including at presentations, in research or sales reports, etc., after filing this Draft Letter of Offer.

No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this Draft Letter of Offer. You must not rely on any unauthorized information or representations. This Draft Letter of Offer is an offer to sell only the Right Shares and the Rights Entitlement, but only under circumstances and in the applicable jurisdictions. Unless otherwise specified, the information contained in this Draft Letter of Offer is current only as at its date of this Draft Letter of Offer.

Our Company, the Lead Manager and its directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any Applicant on whether such Applicant is eligible to acquire any Rights Shares.

DISCLAIMER FROM OUR COMPANY AND LEAD MANAGER:

Our Company and Lead Manager accept no responsibility for the statements made otherwise than in this Draft Letter of Offer or in any advertisement or other materials issued by us or by any other persons at our instance and anyone placing reliance on any other source of information would be doing so at his/ her own risk.

Investors who invest in this Issue will be deemed to have represented by our Company, Lead Manager and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company, and are relying on independent advice/ evaluation as to their ability and quantum of investment in this Issue.

DISCLAIMER WITH RESPECT TO JURISDICTION

This Draft Letter of Offer has been prepared under the provisions of the Companies Act, 2013, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable rules and regulations there under. Any disputes arising out of this Issue will be subject to the jurisdiction of the appropriate court(s) in Kolkata, India, only.

DESIGNATED STOCK EXCHANGE

The Designated Stock Exchange for the purposes of this Issue will be BSE only.

DISCLAIMER CLAUSE OF THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED:

As required, a copy of this Draft Letter of Offer has been submitted to the NSE. The Disclaimer Clause as intimated by NSE to us, post scrutiny of this Draft Letter of Offer shall be included in the final Letter of Offer prior to filing with SEBI and the Stock Exchanges.

DISCLAIMER CLAUSE OF BSE LIMITED

As required, a copy of this Draft Letter of Offer has been submitted to the BSE. The Disclaimer Clause as intimated by BSE to us, post scrutiny of this Draft Letter of Offer shall be included in the final Letter of Offer prior to filing with SEBI and the Stock Exchanges.

FILING

This Draft Letter of Offer is being filed with Stock Exchanges and SEBI, simultaneously with the filing of this Draft Letter of Offer with the Designated Stock Exchange, as per the provisions of the SEBI ICDR Regulations. Further, in terms of the SEBI ICDR Regulations, our Company will simultaneously do an online filing with SEBI through the SEBI intermediary portal at https://siportal.sebi.gov.in in terms of the SEBI Circular (No. SEBI/HO/CFD/DIL1/CIR/P/2018/011) dated January 19, 2018 issued by the SEBI. Further, in light of the SEBI notification dated March 27, 2020, our Company will submit a copy of this Draft Letter of Offer to the e-mail address: cfddil@sebi.gov.in.

Selling Restrictions

Each person who exercises Rights Entitlement and subscribes for Rights Equity Shares or excess Rights Equity Shares, or who purchases Rights Entitlement or Rights Equity Shares shall do so in accordance with the restrictions set out below:

The distribution of this Draft Letter of Offer, the Abridged Letter of Offer, Application Form and Rights Entitlement Letter (collectively "**Issue Material**") and the issue of Rights Entitlement and Rights Equity Shares to persons in certain jurisdictions outside India may be restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this Draft Letter of Offer, the Abridged Letter of Offer or Application Form may come are required to inform by themselves about and observe such restrictions.

Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch the Issue Material through email and courier only to Eligible Equity Shareholders who have a registered address in India or who have provided an Indian address to our Company. This Draft Letter of Offer will be provided, through email and courier, by the Registrar, on behalf of our Company, to the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and in each case who make a request in this regard. Investors can also access the Issue Material from the websites of the Registrar, our Company, the Lead Manager, BSE, and NSE. Those overseas shareholders who do not update our records with their Indian address or the address of their duly authorized representative in India, prior to the date on which we propose to dispatch the Issue Materials, shall not be sent any Issue Materials.

No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose. Accordingly, the Rights Entitlements or Rights Equity Shares may not be offered or sold, directly or indirectly, and this Draft Letter of Offer, the Abridged Letter of Offer or any offering materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Issue Material will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, in those circumstances, the Issue Material must be treated as sent for information purposes only and should not be acted upon for subscription to the Rights Equity Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of the Issue Material should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send the Issue Material to any person outside India where to do so, would or might contravene local securities laws or regulations. If the Issue Material is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlements referred to in the Issue Material.

Any person who makes an application to acquire the Rights Entitlements or the Rights Equity Shares offered in the Issue will be deemed to have declared, represented, warranted and agreed that such person is authorized to acquire the Rights Entitlements or the Rights Equity Shares in compliance with all applicable laws and regulations prevailing in his jurisdiction. Our Company, the Registrar, the Lead Manager or any other person acting on behalf of our Company reserves the right to treat any Application Form as in valid where they believe that Application Form is in complete or acceptance of such Application Form may in fringe applicable legal or regulatory requirements and we shall not be bound to allot or issue any Rights Equity Shares or Rights Entitlement in respect of any such Application Form.

Neither the delivery of the Issue Material nor any sale hereunder, shall, under any circumstances, create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as at any time subsequent to the date of the Issue Material.

THE CONTENTS OF THIS DRAFT LETTER OF OFFER SHOULD NOT BE CONSTRUED AS LEGAL, TAX OR INVESTMENT ADVICE. PROSPECTIVE INVESTORS MAY BE SUBJECT TO ADVERSE FOREIGN, STATE OR LOCAL TAX OR LEGAL CONSEQUENCES AS A RESULT OF THE OFFER OF RIGHTS EQUITY SHARES OR RIGHTS ENTITLEMENTS. ACCORDINGLY, EACH INVESTOR SHOULD CONSULT THEIR OWN COUNSEL, BUSINESS ADVISOR AND TAX ADVISOR AS TO THE LEGAL, BUSINESS, TAX AND RELATED MATTERS CONCERNING THE OFFER OF RIGHTS EQUITY SHARES. IN ADDITION, NEITHER OUR COMPANY NOR THE LEAD MANAGER IS MAKING ANY REPRESENTATION TO ANY OFFEREE OR PURCHASER OF THE RIGHTS EQUITY SHARES REGARDING THE LEGALITY OF AN INVESTMENT IN THE RIGHTS EQUITY SHARES BY SUCH OFFEREE OR PURCHASER UNDER ANY APPLICABLE LAWS OR REGULATIONS.

NO OFFER IN THE UNITED STATES

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act or the securities laws of any state of the United States and may not be offered or sold in the United States of America or the territories or possessions thereof ("**United States**"), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The offering to which this Draft Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States or as a solicitation therein of an offer to buy any of the Rights Equity Shares or Rights Entitlement. There is no intention to register any portion of the Issue or any of the securities described herein in the United States or to conduct a public offering of securities in the United States. Accordingly, the Issue Material should not be forwarded to or transmitted in or into the United States at any time. In addition, until the expiry of 40 days after the commencement of the Issue, an offer or sale of Rights Entitlements or Rights Equity Shares within the United States by a dealer (whether or not it is participating in the Issue) may violate the registration requirements of the Securities Act.

Neither our Company nor any person acting on our behalf will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company or any person acting on our behalf has reason to believe is in the United States when the buy order is made. Envelopes containing an Application Form and Rights Entitlement Letter should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer, and all persons subscribing for the Rights Equity Shares and wishing to hold such Rights Equity Shares in registered form must provide an address for registration of these Rights Equity Shares in India. Our Company is making the Issue on a rights basis to Eligible Equity Shareholders and the Issue Material will be dispatched only to Eligible Equity Shareholders who have an address in India. Any person who acquires Rights Entitlements and the Rights Equity Shares will be deemed to have declared, represented, warranted and agreed that, (i) it is not, and that at the time of subscribing for such Rights Equity Shares or the Rights Entitlements, it will not be, in the United States, and (ii) it is authorized to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations.

Our Company reserves the right to treat any Application Form as invalid which: (i) does not include the certification set out in the Application Form to the effect that the subscriber is authorized to acquire the Rights Equity Shares or Rights Entitlement in compliance with all applicable laws and regulations; (ii) appears to us or our agents to have been executed in or dispatched from the United States; (iii) where a registered Indian address is not provided; or (iv) where our Company believes that the Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to allot or issue any Rights Equity Shares or Rights Entitlement in respect of any such Application Form.

The Rights Entitlements may not be transferred or sold to any person in the United States.

The Rights Entitlements and the Rights Equity Shares have not been approved or disapproved by the US Securities and Exchange Commission (the "**US SEC**"), any state securities commission in the United States or any other US regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Rights Entitlements, the Rights Equity Shares or the accuracy or adequacy of this Draft Letter of Offer.

Any representation to the contrary is a criminal offence in the United States.

The above information is given for the benefit of the Applicants / Investors. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Rights Equity Shares applied for do not exceed the applicable limits under the applicable laws or regulations.

THIS DOCUMENT IS SOLELY FOR THE USE OF THE PERSON WHO RECEIVED IT FROM OUR COMPANY FROM THE LEAD MANAGER FROM THE REGISTRAR. THIS DOCUMENT IS NOT TO BE REPRODUCED OR DISTRIBUTED TO ANY OTHER PERSON.

Investor Grievances and Redressal System:

Our Company has made adequate arrangements for redressal of investor complaints in compliance with the corporate governance requirements under the SEBI Listing Regulations as well as a well-arranged correspondence system developed for letters of routine nature. We have been registered with the SEBI Complaints Redress System (SCORES) as required by the SEBI Circular bearing reference number CIR/OIAE/2/2011 dated June 3, 2011. Consequently, investor grievances are also tracked online by our Company through the SCORES mechanism.

Our Company has a Stakeholders Relationship Committee which meets at least once a year and as and when required. Its terms of reference include considering and resolving grievances of shareholders in relation to transfer of shares and effective exercise of voting rights. All investor grievances received by us have been handled by the Company Secretary and Compliance Officer.

The Investor complaints received by our Company are generally disposed of within 15 (Fifteen) days from the date of receipt of the complaint. Any investor grievances arising out of the Issue will be handled by the Registrar to the Issue i.e., Maheshwari Datamatics Private Limited. The agreement between the Company and the Registrar provides for a period for which records shall be retained by the Registrar in order to enable the Registrar to redress grievances of Investors.

Status of outstanding investor complaints in relation to Our Company:

As on the date of this Draft Letter of Offer, there were no outstanding investor complaints in relation to our Company**.**

Investor Grievances arising out of the Issue

Our Company's investor grievances arising out of the Issue will be handled by M/s. Maheshwari Datamatics Private Limited, the Registrar to the Issue. The Registrar will have a separate team of personnel handling only post- Issue correspondence. The agreement between our Company and the Registrar provides for retention of records with the Registrar for a period of at least three years from the last date of dispatch of Allotment Advice/ demat credit/ refund order to enable the Registrar to redress grievances of Investors.

All grievances relating to the Issue may be addressed to the Registrar or the SCSB in case of ASBA Applicants giving full details such as folio number / demat account number, name and address, contact telephone / cell numbers, email id of the first Applicant, number of Rights Equity Shares applied for, amount paid on application and the name of the bank and the branch where the application was deposited, along with a photocopy of the acknowledgement slip. In case of renunciation, the same details of the renouncee should be furnished. In case of non-routine grievances where verification at other agencies is involved, it would be the Endeavour of the Registrar to attend to them as expeditiously as possible. Our Company undertakes to resolve the investor grievances in a time bound manner. The investor complaints received by our Company are generally disposed of within 30 days from the date of receipt of the complaint. Investors may contact our Compliance Officer or the Registrar in case of any pre-Issue/post-Issue related problems such as non-receipt of Allotment advice/demat credit/refund orders etc.

Investors may contact the Registrar to the Issue or the Company Secretary and Compliance Officer of our Company of our Company for any pre-Issue or post-Issue related matter. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSBs (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), e mail address of the sole/ first holder, folio number or demat account number, number of Right Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip. For details on the ASBA process, please refer to the section titled 'Terms of the Issue' on page 195 of this Draft Letter of Offer.

The contact details of the Compliance Officer and Registrar to the Issue are as follows:

Registrar to the Issue	Company Secretary and Compliance Officer
Maheshwari Datamatics Private Limited SEBI REGN. No.: INR000000353 Validity of Registration: Permanent CIN: U20221WB1982PTC034886 (Contact Person: Mr. Ravi Bahl) 23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700 001, Tel. No.: 033 2248 2248; Fax No.: 033 2248 4787 Email ID: mdpldc@yahoo.com Website: www.mdpl.in	**Anu Singh,** 3A, Loudon Street, 1st Floor Kolkata -700017 **Phone No**.: +91 33 2289 5731/32 **Fax No**.: +91 33 2289 5733 **Email:** anu.singh@skipperlimited.com **PAN**: BRRPS3003G

SECTION XV: OFFERING INFORMATION

TERMS OF THE ISSUE

This section is for the information of the Investors proposing to apply in this Issue. Investors should carefully read the provisions contained in this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form, before submitting the Application Form. Our Company and the Lead Manager are not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Letter of Offer. Investors are advised to make their independent investigation and ensure that the Application Form is accurately filled up in accordance with instructions provided therein and in this Draft Letter of Offer. Unless otherwise permitted under the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, Investors proposing to apply in this Issue can apply only through ASBA or by mechanism as disclosed in this Draft Letter of Offer. Investors are requested to note that application in this Issue can only be made through ASBA or any other mode which may be notified by SEBI.

The Rights Entitlement on the Equity Shares, the ownership of which is currently under dispute and including any court proceedings or are currently under transmission or are held in a demat suspense account and for which our Company has withheld the dividend, shall be held in abeyance and the Application Form along with the Rights Entitlement Letter in relation to these Rights Entitlements shall not be dispatched pending resolution of the dispute or court proceedings or completion of the transmission or pending their release from the demat suspense account. On submission of such documents /records confirming the legal and beneficial ownership of the Equity Shares with regard to these cases on or prior to the Issue Closing Date, to the satisfaction of our Company, our Company shall make available the Rights Entitlement on such Equity Shares to the identified Eligible Equity Shareholder. The identified Eligible Equity Shareholder shall be entitled to subscribe to Equity Shares pursuant to the Issue during the Issue Period with respect to these Rights Entitlement and subject to the same terms and conditions as the Eligible Equity Shareholder.

Overview

The Issue is proposed to be undertaken on a rights basis and is subject to the terms and conditions contained in this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association of our Company, the provisions of the Companies Act, 2013, the FEMA, the FEMA Rules, the SEBI ICDR Regulations, the SEBI LODR Regulations and the guidelines, notifications, circulars and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, approvals, if any, from RBI or other regulatory authorities, the terms of the Listing Agreements entered into by our Company with Stock Exchanges and the terms and conditions as stipulated in the Allotment Advice.

1. DISPATCH AND AVAILABILITY OF ISSUE MATERIALS

In accordance with SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided their Indian address to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Rights Equity Shares is permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be physically dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard.

Investors can access this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable laws) on the websites of:

i. our Company at www.skipperlimited.com;
ii. the Registrar at www.mdpl.in
iii. the Lead Manager at www.vccorporate.com
iv. Securities and Exchange Board of India at www.sebi.gov.in
v. the Stock Exchanges at www.bseindia.com and www.nseindia.com.

To update the respective Indian addresses/e-mail addresses/phone or mobile numbers in the records maintained by the Registrar or by our Company, Eligible Equity Shareholders should visit www.mdpl.in.

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar at www.mdpl.in by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date) and such other credentials for validation of the identity of the shareholder, as may be required. The link for the same shall also be available on the website of our Company at www.skipperlimited.com;

Further, our Company along with the Lead Manager will undertake all adequate steps to reach out the Eligible Equity Shareholders who have provided their Indian address through other means, as may be feasible.

Please note that neither our Company nor the Registrar nor the Lead Manager shall be responsible for not sending the physical copies of Issue Materials, including the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form or delay in the receipt of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the e-mail addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit.

Resident Eligible Shareholders, who are holding Equity Shares in physical form as on the Record Date, can obtain details of their respective Rights Entitlements from the website of the Registrar by entering their Folio Number and such other credentials for validation of the identity of the shareholder, as may be required.

The distribution of the Letter of Offer, Abridged Letter of Offer, the Rights Entitlement Letter and the issue of Rights Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. No action has been, or will be, taken to permit the Issue in any jurisdiction where action would be required for that purpose, except that this Draft Letter of Offer, the Letter of Offer is being filed with SEBI and the Stock Exchanges. Accordingly, the Rights Entitlements and Rights Equity Shares may not be offered or sold, directly or indirectly, and the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form or any Issue related materials or advertisements in connection with the Issue may not be distributed, in any jurisdiction, except in accordance with and as permitted under the legal requirements applicable in such jurisdiction. Receipt of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorised or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form must be treated as sent for information only and should not be acted upon for making an Application and should not be copied or re-distributed.

Accordingly, persons receiving a copy of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form in or into any jurisdiction where to do so, would, or might, contravene local securities laws or regulations or would subject our Company or its affiliates or the Lead Manager or their respective affiliates to any filing or registration requirement (other than in India). If the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to make an application or acquire the Rights Entitlements referred to in the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form. Any person who makes an application to acquire Rights Entitlements and the Rights Equity Shares offered in the Issue will be deemed to have declared, represented and warranted that such person is authorized to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations prevailing in such person's jurisdiction and India, without requirement for our Company or our affiliates or the Lead Manager or their respective affiliates to make any filing or registration (other than in India).

Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and will send the Letter of Offer, Abridged Letter of Offer, the Application Form and other applicable Issue materials primarily to email addresses of Eligible Equity Shareholders who have provided a valid e-mail address and an Indian address to our Company.

The Letter of Offer will be provided, primarily through e-mail, by the Registrar on behalf of our Company or the Lead Manager to the Eligible Equity Shareholders who have provided their Indian addresses to our Company and who make a request in this regard.

NO OFFER IN THE UNITED STATES

THE RIGHTS ENTITLEMENTS AND THE RIGHTS EQUITY SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT AND MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES, EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT AND APPLICABLE STATE SECURITIES LAWS. ACCORDINGLY, THE RIGHTS ENTITLEMENTS (INCLUDING THEIR CREDIT) AND THE RIGHTS EQUITY SHARES ARE ONLY BEING OFFERED AND SOLD OUTSIDE THE UNITED STATES IN "OFFSHORE TRANSACTIONS" AS DEFINED IN AND IN RELIANCE ON REGULATION S UNDER THE U.S. SECURITIES ACT AND THE APPLICABLE LAWS OF THE JURISDICTION WHERE THOSE OFFERS AND SALES OCCUR.

Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States when the buy order is made. No Application Form should be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer under the Letter of Offer or where any action would be required to be taken to permit the Issue. Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch the Letter of Offer or the Abridged Letter of Offer and Application Form only to Eligible Equity Shareholders who have provided an Indian address to our Company.

Any person who acquires Rights Entitlements or Rights Equity Shares will be deemed to have represented, warranted and agreed, by accepting the delivery of the Letter of Offer, that it is not and that at the time of subscribing for the Rights Equity Shares or the Rights Entitlements, it will not be, in the United States and is authorized to acquire the Rights Entitlement and the Rights Equity Shares in compliance with all applicable laws and regulations.

Our Company, in consultation with the Lead Manager, reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States or other jurisdictions where the offer and sale of the Rights Equity Shares is not permitted under laws of such jurisdictions ; (ii) does not include the relevant certifications set out in the Application Form, including that such person is submitting and/ or renouncing the Application Form is outside the United States and such person is eligible to subscribe for the Rights Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with the Issue, among others; or (iii) where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements, including in the United States; and our Company shall not be bound to issue or Allot any Rights Equity Shares in respect of any such Application Form.

2. PROCESS OF MAKING AN APPLICATION IN THE ISSUE

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars and the ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA.

The Application Form can be used by the Eligible Equity Shareholders as well as the Renouncees, to make Applications in this Issue basis the Rights Entitlement credited in their respective demat accounts or demat suspense account, as applicable. For further details on the Rights Entitlements and demat suspense account, please see "*Terms of the Issue - Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders*" on page 207 of this Draft Letter of Offer.

Please note that one single Application Form shall be used by Investors to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense account in case of resident Eligible Equity Shareholders holding shares in physical form as on Record Date and applying in this Issue, as applicable. In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.

Investors may apply for the Rights Equity Shares by submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors are also advised to ensure that the Application Form is correctly filled up stating therein the ASBA Account in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB.

Applicants should note that they should carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Please note that incorrect depository account details or PAN or Application Forms without depository account details shall be treated as incomplete and shall be rejected. For details, see "- *Grounds for Technical Rejection*" on page 204 of this Draft Letter of Offer. Our Company, the Lead Manager, the Registrar and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in the Issue by making application on plain paper. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application and that Eligible Equity Shareholders making an application in the Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, see "*Terms of the Issue- Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process"* on page 200 of this Draft Letter of Offer**.**

- **Options available to the Eligible Equity Shareholders**

  The Rights Entitlement Letter will clearly indicate the number of Rights Equity Shares that the Eligible Equity Shareholder is entitled to. Details of each of the Eligible Equity Shareholders' Rights Entitlement will be sent to the Eligible Equity shareholder separately along with the Application Form and would also be available on the website of the Registrar to the Issue at www.mdpl.in and link of the same would also be available on the website of our Company at www.skipperlimited.com. Respective Eligible Equity Shareholder can check their entitlement by keying their requisite details therein.

  If the Eligible Equity Shareholder applies in the Issue, then such Eligible Equity Shareholder can:

  (i) apply for its Rights Equity Shares to the full extent of its Rights Entitlements; or

  (ii) apply for its Rights Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or

  (iii) apply for Rights Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or

  (iv) apply for its Rights Equity Shares to the full extent of its Rights Entitlements and apply for Additional Rights Equity Shares; or

  (v) renounce its Rights Entitlements in full

  - **Making of an Application through the ASBA process**

    An Investor, wishing to participate in the Issue through the ASBA facility, is required to have an ASBA enabled bank account with SCSBs, prior to making the Application. Investors desiring to make an application in the Issue through ASBA process, may submit the Application Form either in physical mode to the Designated Branches of the SCSBs or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) authorizing the SCSB to block the Application Money in an ASBA Account maintained with the SCSB. Application through ASBA facility in electronic mode will only be available with such SCSBs who provide such facility.

    Investors applying through the ASBA facility should carefully read the provisions applicable to such Applications before making their Application through the ASBA process. For details, please refer to Paragraph titled "Procedure for Application through the ASBA process" beginning on page 197 of this Draft Letter of Offer.

    Please note that subject to SCSBs complying with the requirements of SEBI circular bearing reference number CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs.

    Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 02, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

The Lead Manager, our Company, their directors, their employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

Investors applying through the ASBA facility should carefully read the provisions applicable to such Applications before making their Application through the ASBA process.

Do`s for Investors applying through ASBA:

a) Ensure that the necessary details are filled in the Application Form including the details of the ASBA Account.

b) Ensure that the details about your Depository Participant, PAN and beneficiary account are correct and the beneficiary account is activated as the Rights Equity Shares will be Allotted in the dematerialised form only.

c) Ensure that the Applications are submitted with the Designated Branch of the SCSBs and details of the correct bank account have been provided in the Application.

d) Ensure that there are sufficient funds (equal to {number of Rights Equity Shares (including Additional Rights Equity Shares) applied for} X {Application Money of Equity Shares}) available in ASBA Account mentioned in the Application Form before submitting the Application to the respective Designated Branch of the SCSB.

e) Ensure that you have authorised the SCSB for blocking funds equivalent to the total amount payable on application mentioned in the Application Form, in the ASBA Account, of which details are provided in the Application Form and have signed the same.

f) Ensure that you have a bank account with SCSBs providing ASBA facility in your location and the Application is made through that SCSB providing ASBA facility in such location.

g) Ensure that you receive an acknowledgement from the Designated Branch of the SCSB for your submission of the Application Form in physical form or plain paper Application.

h) Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form and the Rights Entitlement Letter.

i) Ensure that your PAN is linked with Aadhaar and you are in compliance with CBDT notification dated Feb 13, 2020 read with press release dated June 25, 2021 and September 17, 2021.

Don’ts for Investors applying through ASBA:

a) Do not apply if you are not eligible to participate in the Issue under the securities laws applicable to your jurisdiction.

b) Do not submit the Application Form after you have submitted a plain paper application to a Designated Branch of the SCSB or vice versa.

c) Do not send your physical Application to the Lead Manager, the Registrar, a branch of the SCSB which is not a Designated Branch of the SCSB or our Company; instead submit the same to a Designated Branch of the SCSB only.

d) Do not instruct the SCSBs to unblock the funds blocked under the ASBA process upon making the Application.

e) Do not submit Application Form using third party ASBA account.

- **Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process**

An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an application to subscribe to this Issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Registrar, Stock Exchanges or the Lead Manager. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any Eligible Equity Shareholder who has not provided an Indian address.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making an application on plain paper. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in an application on plain paper. If an Eligible Equity Shareholder makes an application both in an Application Form as well as on plain paper, both applications are liable to be rejected.

Please note that in terms of Regulation 78 of the SEBI ICDR Regulations, the Eligible Equity Shareholders who are making an application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilise the Application Form for any purpose including renunciation even if it is received subsequently.

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

1. Name of our Company, being Skipper Limited;
2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
3. Folio number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as at Record Date)/DP and Client ID;
4. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to this Issue;
5. Number of Equity Shares held as at Record Date;
6. Allotment option – only dematerialised form;
7. Number of Rights Equity Shares entitled to;
8. Number of Rights Equity Shares applied for within the Rights Entitlements;
9. Number of Additional Rights Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
10. Total number of Rights Equity Shares applied for;
11. Total amount paid at the rate of Rs. [●] per Rights Equity Share;
12. Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;
13. In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE / FCNR/ NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained;
14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;

15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB);

16. An approval obtained from any regulatory authority, if required, shall be obtained by the Eligible Equity Shareholders and a copy of such approval from any regulatory authority, as may be required, shall be sent to the Registrar at mdpldc@yahoo.com; and

17. All such Eligible Equity Shareholders shall be deemed to have made the representations, warranties and agreements set forth in "*Restrictions on Purchases and Resales*" on page 224 of this Draft Letter of Offer and shall include the following:

    "I/ We hereby make representations, warranties and agreements set forth in "Restrictions on Purchases and Resales" on page 224 of this Draft Letter of Offer.

    I/ We acknowledge that the Company, the Lead Manager, its affiliates and others will rely upon the truth and accuracy of the representations, warranties and agreements set forth therein."

In cases where Multiple Application Forms are submitted for applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense account, as applicable, including cases where an Investor submits Application Forms along with an application on plain paper, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an application being rejected, with our Company, the Lead Manager and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at mdpldc@yahoo.com.

Our Company, the Lead Manager and the Registrar shall not be responsible if the applications are not uploaded by the SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

- **Making of an Application by Eligible Equity Shareholders holding Equity Shares in physical form:**

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as at Record Date and desirous of subscribing to Rights Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two clear Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

Prior to the Issue Opening Date, the Rights Entitlements of those Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar, shall be credited in a demat suspense account opened by our Company.

Eligible Equity Shareholders, who hold Equity Shares in physical form as at Record Date and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:

a) The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by e-mail, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than two clear Working Days prior to the Issue Closing Date;

b) The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date;

c) The remaining procedure for Application shall be same as set out in "Terms of the Issue —Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process" on page 200 of this Draft Letter of Offer.

Resident Eligible Equity Shareholders who hold Equity Shares in physical form as at the Record Date will not be allowed to renounce their Rights Entitlements in the Issue. However, such Eligible Equity Shareholders, where the dematerialised Rights Entitlements are transferred from the suspense demat account to the respective demat accounts within prescribed timelines, can apply for Additional Rights Equity Shares while submitting the Application through ASBA process.

- **Application for Additional Equity Shares:**

Investors are eligible to apply for additional Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Equity Shares under applicable law and they have applied for all the Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of additional Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the Designated Stock Exchange. Applications for additional Equity Shares shall be considered and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner as set out in "Basis of Allotment" beginning on page 216 of this Draft Letter of Offer.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for additional Equity Shares. Non-resident Renouncees who are not Eligible Equity Shareholders cannot apply for additional Equity Shares.

Additional general instructions for Investors in relation to making of an application:

a) Please read the Draft Letter of Offer / Letter of Offer carefully to understand the Application process and applicable settlement process.

b) Please read the instructions on the Application Form sent to you. Application should be complete in all respects. The Application Form found incomplete with regards to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form are liable to be rejected. The Application Form must be filled in English.

c) In case of non-receipt of Application Form, Application can be made on plain paper mentioning all necessary details as mentioned under "Terms of the Issue—Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process" on page 200 of this Draft Letter of Offer.

d) Applications should be submitted to the Designated Branch of the SCSB or made online/electronic through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

e) Applications should not be submitted to the Bankers to the Issue, our Company or the Registrar or the Lead Manager.

f) All Applicants, and in the case of Application in joint names, each of the joint Applicants, should mention their PAN allotted under the Income-tax Act, irrespective of the amount of the Application. Except for Applications on behalf of the Central or the State Government, the residents of Sikkim and the officials appointed by the courts, Applications without PAN will be considered incomplete and are liable to be rejected. With effect from August 16, 2010, the demat accounts for Investors for which PAN details have not been verified shall be "suspended for credit" and no Allotment and credit of Rights Equity Shares pursuant to this Issue shall be made into the accounts of such Investors.

g) Ensure that the demographic details such as address, PAN, DP ID, Client ID, bank account details and occupation ("Demographic Details") are updated, true and correct, in all respects. Investors applying under this Issue should note that on the basis of name of the Investors, DP ID and Client ID provided by them in the Application Form or the plain paper Applications, as the case may be, the Registrar will obtain Demographic Details from the Depository. Therefore, Investors applying under this Issue should carefully fill in their Depository Account details in the Application. These Demographic Details would be used for all correspondence with such Investors including mailing of the letters intimating unblocking of bank account of the respective Investor and/or refund. The Demographic Details given by the Investors in the Application Form would not be used for any other purposes by the Registrar. Hence, Investors are advised to update their Demographic Details as provided to their Depository Participants. **The Allotment Advice and the intimation on unblocking of ASBA Account or refund (if any) would be mailed to the address of the Investor as per the Indian address provided to our Company or the Registrar or Demographic Details received from the Depositories. The Registrar will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent Rights Equity Shares are not Allotted to such Investor. Please note that any such delay shall be at the sole risk of the Investors and none of our Company, the SCSBs, Registrar or the Lead Manager shall be liable to compensate the Investor for any losses caused due to any such delay or be liable to pay any interest for such delay. In case no corresponding record is available with the Depositories that match three parameters, (a) names of the Investors (including the order of names of joint holders), (b) DP ID, and (c) Client ID, then such Application Forms are liable to be rejected.**

h) By signing the Application Forms, Investors would be deemed to have authorised the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.

i) For physical Applications through ASBA at Designated Branches of SCSB, signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in any such language or thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his/her official seal. The Investors must sign the Application as per the specimen signature recorded with the SCSB.

j) Investors should provide correct DP ID and Client ID/ Folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) while submitting the Application. Such DP ID and Client ID/ Folio number should match the demat account details in the records available with Company and/or Registrar, failing which such Application is liable to be rejected. Investor will be solely responsible for any error or inaccurate detail provided in the Application. Our Company, the Lead Manager, SCSBs or the Registrar will not be liable for any such rejections.

k) In case of joint holders and physical Applications through ASBA process, all joint holders must sign the relevant part of the Application Form in the same order and as per the specimen signature(s) recorded with the SCSB. In case of joint Applicants, reference, if any, will be made in the first Applicant's name and all communication will be addressed to the first Applicant.

l) All communication in connection with Application for the Rights Equity Shares, including any change in contact details of the Eligible Equity Shareholders should be addressed to the Registrar prior to the date of Allotment in this Issue quoting the name of the first/sole Applicant, folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as at Record Date)/DP ID and Client ID and Application Form number, as applicable. In case of any change in contact details of the Eligible Equity Shareholders, the Eligible Equity Shareholders should also send the intimation for such change to the respective depository participant, or to our Company or the Registrar in case of Eligible Equity Shareholders holding Equity Shares in physical form.

m) Investors are required to ensure that the number of Rights Equity Shares applied for by them do not exceed the prescribed limits under the applicable law.

n) Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction.

o) Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground.

p) Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical Application.

q) Do not pay the Application Money in cash, by money order, pay order or postal order.

r) Do not submit multiple Applications.

s) An Applicant being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and FEMA Rules.

t) Ensure that your PAN is linked with Aadhaar and you are in compliance with CBDT notification dated Feb 13, 2020 and press release dated June 25, 2021 and September 17, 2021.

- **Grounds for Technical Rejection**

Applications made in this Issue are liable to be rejected on the following grounds:

a) DP ID and Client ID mentioned in Application does not match with the DP ID and Client ID records available with the Registrar.

b) Details of PAN mentioned in the Application do not match with the PAN records available with the Registrar.

c) Sending an Application to our Company, the Lead Manager, Registrar, to a branch of a SCSB which is not a Designated Branch of the SCSB.

d) Insufficient funds are available in the ASBA Account with the SCSB for blocking the Application Money.

e) Funds in the ASBA Account whose details are mentioned in the Application Form having been frozen pursuant to regulatory orders.

f) Account holder not signing the Application or declaration mentioned therein.

g) Submission of more than one Application Form for Rights Entitlements available in a particular demats account.

h) Multiple Application Forms, including cases where an Investor submits Application Forms along with an application on plain paper.

i) Submitting the GIR number instead of the PAN (except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts).

j) Applications by persons not competent to contract under the Indian Contract Act, 1872, except Applications by minors having valid demat accounts as per the Demographic Details provided by the Depositories.

k) Applications by SCSB on own account, other than through an ASBA Account in its own name with any other SCSB.

l) Application Forms which are not submitted by the Investors within the time periods prescribed in the Application Form and the Letter of Offer.

m) Physical Application Forms not duly signed by the sole or joint Investors, as applicable.

n) Application Forms accompanied by stock invest, outstation cheques, post-dated cheques, money order, postal order or outstation demand drafts.

o) If an Investor is (a) debarred by SEBI; or (b) if SEBI has revoked the order or has provided any interim relief then failure to attach a copy of such SEBI order allowing the Investor to subscribe to their Rights Entitlements.

p) Applications which: (i) appear to our Company or its agents to have been executed in, electronically transmitted from or dispatched from jurisdictions where the offer and sale of the Rights Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is outside the United States, and is eligible to subscribe for the Rights Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; and our Company shall not be bound to issue or allot any Rights Equity Shares in respect of any such Application Form.

q) Applications which have evidence of being executed or made in contravention of applicable securities laws.

r) Application from Investors that are residing in U.S. address as per the depository records.

- **Multiple Applications**

In case where multiple applications are made using same demat account, such applications shall be liable to be rejected. A separate application can be made in respect of Rights Entitlements in each demat account of the Investors and such applications shall not be treated as multiple applications. Similarly, a separate application can be made against Equity Shares held in dematerialised form and Equity Shares held in physical form, and such applications shall not be treated as multiple applications. Further supplementary applications in relation to further Rights Equity Shares with/without using Additional Rights Entitlement will not be treated as multiple application. A separate application can be made in respect of each scheme of a mutual fund registered with SEBI and such applications shall not be treated as multiple applications. For details, please see "—*Procedure for Applications by Mutual Funds*" on page 207 of this Draft Letter of Offer.

In cases where Multiple Application Forms are submitted, including cases where (a) an Investor submits Application Forms along with an application on plain paper or (b) multiple applications on plain paper (c) or multiple applications on through ASBA, such applications shall be treated as multiple applications and are liable to be rejected, other than multiple applications submitted by any of our Promoters or members of our Promoter Group to meet the minimum subscription requirements applicable to this Issue as described in "*Capital Structure*" on page 43 of this Draft Letter of Offer.

- **Procedure for Applications by certain categories of Investors**

Procedure for Applications by FPIs

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, *i.e.*, the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly and indirectly having common ownership of more than 50% of common control)) shall be below 10% of our post-Issue Equity Share capital. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants that may be issued by our Company, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and RBI in this regard and our Company and the investor will also be required to comply with applicable reporting requirements. Further, the aggregate limit of all FPIs investments is up to the sectoral cap applicable to the sector in which our Company operates (*i.e.*, 100% under automatic route).

FPIs are permitted to participate in this Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. FPIs who wish to participate in the Issue are advised to use the Application Form for non-residents. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons registered as Category I FPI under the SEBI FPI Regulations; (ii) such offshore derivative instruments are issued only to persons who are eligible for registration as Category I FPIs (where an entity has an investment manager who is from the Financial Action Task Force member country, the investment manager shall not be required to be registered as a Category I FPI); (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) compliance with other conditions as may be prescribed by SEBI.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to, *inter alia*, the following conditions:

(a) such offshore derivative instruments are transferred only to persons in accordance with the SEBI FPI Regulations; and

(b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre – approved by the FPI.

Procedure for Applications by AIFs, FVCIs, VCFs and FDI route

The SEBI VCF Regulations and the SEBI FVCI Regulations prescribe, among other things, the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among other things, the investment restrictions on AIFs.

As per the SEBI VCF Regulations and SEBI FVCI Regulations, VCFs and FVCIs are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by VCFs or FVCIs will not be accepted in this Issue. Further, venture capital funds registered as Category I AIFs, as defined in the SEBI AIF Regulations, are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by venture capital funds registered as category I AIFs, as defined in the SEBI AIF Regulations, will not be accepted in this Issue. Other categories of AIFs are permitted to apply in this Issue subject to compliance with the SEBI AIF Regulations. Such AIFs having bank accounts with SCSBs that are providing ASBA in cities / centres where such AIFs are located are mandatorily required to make use of the ASBA facility. Otherwise, applications of such AIFs are liable for rejection.

No investment under the FDI route (*i.e.*, any investment which would result in the investor holding 10% or more of the fully diluted paid-up equity share capital of our Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the investors to ensure that the necessary approval or the pre-existing approval from the government is valid in order to make any investment in the Issue. The Lead Manager and our Company will not be responsible for any Allotments made by relying on such approvals.

Procedure for Applications by NRIs:

Investments by NRIs are governed by the FEMA Rules. Applications will not be accepted from NRIs that are ineligible to participate in this Issue under applicable securities laws.

As per the FEMA Rules, an NRI or Overseas Citizen of India ("**OCI**") may purchase or sell capital instruments of a listed Indian company on repatriation basis, on a recognised stock exchange in India, subject to the conditions, *inter alia*, that the total holding by any individual NRI or OCI will not exceed 5% of the total paid- up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together will not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants. The aggregate ceiling of 10% may be raised to 24%, if a special resolution to that effect is passed by the general body of the Indian company.

Further, in accordance with press note 3 of 2020, the FDI Circular 2020 has been amended to state that all investments by entities incorporated in a country which shares land border with India or where beneficial owner of an investment into India is situated in or is a citizen of any such country ("**Restricted Investors**"), will require prior approval of the Government of India. It is not clear from the press note whether or not an issue of the Rights Equity Shares to Restricted Investors will also require prior approval of the Government of India and each Investor should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval has been obtained, the Investor shall intimate our Company and the Registrar about such approval within the Issue Period.

Procedure for Applications by Mutual Funds

A separate application can be made in respect of each scheme of an Indian mutual fund registered with SEBI and such applications shall not be treated as multiple applications. The applications made by asset management companies or custodians of a mutual fund should clearly indicate the name of the concerned scheme for which the application is being made.

Procedure for Applications by Systemically Important Non-Banking Financial Companies ("NBFC-SI")

In case of an application made by NBFC-SI registered with RBI, (a) the certificate of registration issued by RBI under Section 45IA of RBI Act, 1934 and (b) net worth certificate from its statutory auditors or any independent chartered accountant based on the last audited financial statements is required to be attached to the application.

Last date for Application

The last date for submission of the duly filled in the Application Form or an application on plain paper is [●] *i.e.*, Issue Closing Date. Our Board or the Rights Issue Committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSB, on or before the Issue Closing Date or such date as may be extended by our Board or the Rights Issue Committee thereof, the invitation to offer contained in this Draft Letter of Offer shall be deemed to have been declined and our Board or Rights Issue committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as set out in "—*Basis of Allotment*" on page 216 of this Draft Letter of Offer.

Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

Please ensure that the Application Form and necessary details are filled in. In place of Application number, Investors can mention the reference number of the e-mail received from Registrar informing about their Rights Entitlement or last eight digits of the demat account. Alternatively, SCSBs may mention their internal reference number in place of application number.

Withdrawal of Application

An Investor who has applied in this Issue may withdraw their application at any time during Issue Period by approaching the SCSB where application is submitted. However, no Investor, whether applying through ASBA facility, may withdraw their application post the Issue Closing Date.

Disposal of Application and Application Money

No acknowledgment will be issued for the Application Money received by our Company. However, the Designated Branches of the SCSBs receiving the Application Form will acknowledge its receipt by stamping and returning the acknowledgment slip at the bottom of each Application Form.

Our Board reserves its full, unqualified and absolute right to accept or reject any application, in whole or in part, and in either case without assigning any reason thereto.

In case an application is rejected in full, the whole of the Application Money will be unblocked in the respective ASBA Accounts, in case of applications through ASBA. Wherever an application is rejected in part, the balance of Application Money, if any, after adjusting any money due on Rights Equity Shares Allotted, will be refunded / unblocked in the respective bank accounts from which Application Money was received / ASBA Accounts of the Investor within a period of 4 days from the Issue Closing Date. In case of failure to do so, our Company shall pay interest at such rate and within such time as specified under applicable law.

For further instructions, please read the Application Form carefully.

3. CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE EQUITY SHAREHOLDERS

Rights Entitlements: As your name appears as a beneficial owner in respect of the issued and paid-up Equity Shares held in dematerialised form or appears in the register of members of our Company as an Eligible Equity Shareholder in respect of our Equity Shares held in physical form, as at the Record Date, you may be entitled to subscribe to the number of Rights Equity Shares as set out in the Rights Entitlement Letter.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (*i.e.*, www.mdpl.in) by entering their DP ID and Client ID or folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as at Record Date) and PAN. The link for the same shall also be available on the website of our Company (*i.e.*, www.skipperlimited.com).

In this regard, our Company has made necessary arrangements with NSDL and CDSL for crediting of the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders in a dematerialised form. A separate ISIN for the Rights Entitlements has also been generated which is [●]. The said ISIN shall remain frozen (for debit) until the Issue Opening Date. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

Additionally, our Company will submit the details of the total Rights Entitlements credited to the demat accounts of the Eligible Equity Shareholders and the demat suspense account to the Stock Exchanges after completing the corporate action. The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar after keying in their respective details along with other security control measures implemented thereat.

Rights Entitlements shall be credited to the respective demat accounts of Eligible Equity Shareholders before the Issue Opening Date only in dematerialised form. Further, if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall lapse and shall be extinguished after the Issue Closing Date. No Rights Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an application to apply for Rights Equity Shares offered under Rights Issue for subscribing to the Rights Equity Shares offered under Issue.

If Eligible Equity Shareholders holding Equity Shares in physical form as at Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two clear Working Days prior to the Issue Closing Date, to enable the credit of the Rights Entitlements by way of transfer from the demat suspense account to their respective demat accounts, at least one day before the Issue Closing Date. Such Eligible Equity Shareholders holding shares in physical form can update the details of their respective demat accounts on the website of the Registrar (*i.e.*, www.mdpl.in) Such Eligible Equity Shareholders can make an application only after the Rights Entitlements is credited to their respective demat accounts.

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialised form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense account (namely, "[●] Suspense Account") opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in the account of the IEPF authority; or (b) the demat accounts of the Eligible Equity Shareholder which are frozen or the Equity Shares which are lying in the unclaimed suspense account (including those pursuant to Regulation 39 of the SEBI Listing Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date; or (c) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as at Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings, if any; or (f) non-institutional equity shareholders in the United States.

Eligible Equity Shareholders are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to our Company or the Registrar not later than two clear Working Days prior to the Issue Closing Date, *i.e.*, by [●] to enable the credit of their Rights Entitlements by way of transfer from the demat suspense account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar account is active to facilitate the aforementioned transfer.

4. RENUNCIATION AND TRADING OF RIGHTS ENTITLEMENT

- ***Renouncees***

All rights and obligations of the Eligible Equity Shareholders in relation to Applications and refunds pertaining to this Issue shall apply to the Renouncee(s) as well.

- ***Renunciation of Rights Entitlements***

This Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and *vice versa* shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Stock Exchanges or through an off-market transfer. In accordance with SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, Shareholders holding shares in physical form shall be required to provide their demat account details to the Company and the Registrar for credit of Rights Entitlements not later than two Working Days prior to the Issue Closing Date, such that credit of Rights Entitlements in their demat account takes place at least one day before the Issue Closing Date.

- ***Procedure for Renunciation of Rights Entitlements***

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges (the "**On Market Renunciation**"); or (b) through an off-market transfer (the "**Off Market Renunciation**"), during the Renunciation Period. The Investors should have the demat Rights Entitlements credited / lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stock-broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

Payment Schedule of Rights Equity Shares

Rs. [●] per Rights Equity Share (including premium of [●] per Rights Equity Share) shall be payable on Application.

The Lead Manager and our Company accepts no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Investors.

(a) On Market Renunciation

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchanges through a registered stock-broker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circular, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchanges under ISIN [●] subject to requisite approvals. Prior to the Issue Opening Date, our Company will obtain the approval from the Stock Exchanges for trading of Rights Entitlements. No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. The details for trading in Rights Entitlements will be as specified by the Stock Exchanges from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is one Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from [●] to [●] (both days inclusive).

The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock-brokers by quoting the ISIN [●] and indicating the details of the Rights Entitlements they intend to trade. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The on-Market Renunciation shall take place electronically on secondary market platform of BSE and NSE under automatic order matching mechanism and on 'T+1' rolling settlement basis, where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock-broker will issue a contract note in accordance with the requirements of the Stock Exchanges and SEBI**.**

(b) Off Market Renunciation

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only.

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date to enable Renouncees to subscribe to the Equity Shares in the Issue.

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN [●], the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants.

The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the CDSL and NSDL from time to time.

5. MODE OF PAYMENT

All payments against the Application Forms shall be made only through ASBA facility. The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA facility.

In case of Application through the ASBA facility, the Investor agrees to block the entire amount payable on Application with the submission of the Application Form, by authorising the SCSB to block an amount, equivalent to the amount payable on Application, in the Investor's ASBA Account. The SCSB may reject the application at the time of acceptance of Application Form if the ASBA Account, details of which have been provided by the Investor in the Application Form does not have sufficient funds equivalent to the amount payable on Application mentioned in the Application Form. Subsequent to the acceptance of the Application by the SCSB, our Company would have a right to reject the Application on technical grounds as set forth in this Draft Letter of Offer.

After verifying that sufficient funds are available in the ASBA Account details of which are provided in the Application Form, the SCSB shall block an amount equivalent to the Application Money mentioned in the Application Form until the Transfer Date. On the Transfer Date, upon receipt of intimation from the Registrar, of the receipt of minimum subscription and pursuant to the finalisation of the Basis of Allotment as approved by the Designated Stock Exchange, the SCSBs shall transfer such amount as per the Registrar's instruction from the ASBA Account into the Allotment Account(s) which shall be a separate bank account maintained by our Company, other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013. The balance amount remaining after the finalisation of the Basis of Allotment on the Transfer Date shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB.

In terms of RBI Circular DBOD No. FSC BC 42/24.47.00/2003- 04 dated November 5, 2003, the stock invest scheme has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

Mode of payment for Resident Investors

All payments on the Application Forms shall be made only through ASBA facility. Applicants are requested to strictly adhere to these instructions.

Mode of payment for Non-Resident Investors

As regards the Application by non-resident Investors, payment must be made only through ASBA facility and using permissible accounts in accordance with FEMA, FEMA Rules and requirements prescribed by RBI and subject to the following:

1. In case where repatriation benefit is available, interest, dividend, sales proceeds derived from the investment in Rights Equity Shares can be remitted outside India, subject to tax, as applicable according to the Income-Tax Act. However, please note that conditions applicable at the time of original investment in our Company by the Eligible Equity Shareholder including repatriation shall not change and remain the same for subscription in the Issue or subscription pursuant to renunciation in the Issue.

2. Subject to the above, in case Rights Equity Shares are allotted on a non-repatriation basis, the dividend and sale proceeds of the Rights Equity Shares cannot be remitted outside India.

3. In case of an Application Form received from non-residents, allotment, refunds and other distribution, if any, will be made in accordance with the guidelines and rules prescribed by RBI as applicable at the time of making such allotment or remittance and subject to necessary approvals.

4. Application Forms received from non-residents/ NRIs, or persons of Indian origin residing abroad for Allotment of Rights Equity Shares shall, amongst other things, be subject to conditions, as may be imposed from time to time by RBI under FEMA, in respect of matters including Refund of Application Money and Allotment.

5. In the case of NRIs who remit their Application Money from funds held in FCNR/NRE Accounts, refunds and other disbursements, if any shall be credited to such account.

6. Non-resident Renouncees who are not Eligible Equity Shareholders must submit regulatory approval for applying for Additional Rights Equity Shares.

6. BASIS FOR THIS ISSUE AND TERMS OF THIS ISSUE

The Rights Equity Shares are being offered for subscription to the Eligible Equity Shareholders whose names appear as beneficial owners as per the list to be furnished by the Depositories in respect of our Equity Shares held in dematerialised form and on the register of members of our Company in respect of our Equity Shares held in physical form at the close of business hours on the Record Date.

For principal terms of Issue such as face value, Issue Price, Rights Entitlement ratio, please see "*The Issue*" on page 37 of this Draft Letter of Offer.

- ***Fractional Entitlements***

  The Rights Equity Shares are being offered on a rights basis to Eligible Equity Shareholders in the ratio of [●] Equity Share for every [●] Equity Shares held on the Record Date. For Equity Shares being offered on a rights basis under this Issue, if the shareholding of any of the Eligible Equity Shareholders is less than [●] Equity Shares or not in the multiple of [●] Equity Shares, the fractional entitlement of such Eligible Equity Shareholders shall be ignored in the computation of the Rights Entitlement. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the allotment of one additional Equity Share each if they apply for additional Equity Shares over and above their Rights Entitlement, if any.

  Further, the Eligible Equity Shareholders holding less than [●] Equity Shares shall have 'zero' entitlement in the Issue. Such Eligible Equity Shareholders are entitled to apply for additional Equity Shares and will be given preference in the allotment of one additional Equity Share if, such Eligible Equity Shareholders apply for the additional Equity Shares. However, they cannot renounce the same in favour of third parties and the application forms shall be non-negotiable.

- ***Ranking***

  The Rights Equity Shares to be issued and Allotted pursuant to this Issue shall be subject to the provisions of this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association, the provisions of the Companies Act, 2013, FEMA, the SEBI ICDR Regulations, the SEBI Listing Regulations, and the guidelines, notifications and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, the terms of the Listing Agreements entered into by our Company with the Stock Exchanges and the terms and conditions as stipulated in the Allotment advice. The Rights Equity Shares to be issued and Allotted under this Issue shall, upon being fully paid-up rank *pari passu* with the existing Equity Shares, in all respects including dividends.

- ***Listing and trading of the Rights Equity Shares to be issued pursuant to this Issue***

  Subject to receipt of the listing and trading approvals, the Rights Equity Shares proposed to be issued on a rights basis shall be listed and admitted for trading on the Stock Exchanges. Unless otherwise permitted by the SEBI ICDR Regulations, the Rights Equity Shares allotted pursuant to this Issue will be listed as soon as practicable and all steps for completion of necessary formalities for listing and commencement of trading in the Rights Equity Shares will be taken within such period prescribed under the SEBI ICDR Regulations. Our Company has received in-principle approval from the BSE through letter bearing reference number [●] dated [●] and from the NSE through letter bearing reference number [●] dated [●]. Our Company will apply to the Stock Exchanges for final approvals for the listing and trading of the Rights Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Rights Equity Shares or the price at which the Rights Equity Shares offered under this Issue will trade after the listing thereof.

  The existing Equity Shares are listed and traded on BSE (Scrip Code: 538562) and NSE (Symbol: SKIPPER) under the ISIN: INE439E01022. The Rights Equity Shares shall be credited to a temporary ISIN which will be frozen until the receipt of the final listing/ trading approvals from the Stock Exchanges. Upon receipt of such listing and trading approvals, the Rights Equity Shares shall be debited from such temporary ISIN and credited to the new ISIN for the Rights Equity Shares and thereafter be available for trading and the temporary ISIN shall be permanently deactivated in the depository system of CDSL and NSDL.

  The listing and trading of the Rights Equity Shares issued pursuant to this Issue shall be based on the current regulatory framework then applicable. Accordingly, any change in the regulatory regime would affect the listing and trading schedule.

In case our Company fails to obtain listing or trading permission from the Stock Exchanges, our Company shall refund through verifiable means/unblock the respective ASBA Accounts, the entire monies received/blocked within four days of receipt of intimation from the Stock Exchanges, rejecting the application for listing of the Rights Equity Shares, and if any such money is not refunded/ unblocked within four days after our Company becomes liable to repay it, our Company and every director of our Company who is an officer-in-default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at rates prescribed under applicable law.

- ***Subscription to this Issue by our Promoters and members of our Promoter Group***

For details of the intent and extent of subscription by our Promoters and members of our Promoter Group, please see "*Capital Structure –Subscription to the Issue by the Promoters and the Promoter Group*" on page 44 of this Draft Letter of Offer.

- ***Rights of Holders of Rights Equity Shares***

Subject to applicable laws, Equity Shareholders who have been Allotted Rights Equity Shares pursuant to the Issue shall have the following rights:

(a) The right to receive dividend, if declared;

(b) The right to receive surplus on liquidation;

(c) The right to receive offers for rights shares and be allotted bonus shares, if announced;

(d) The right to free transferability of Rights Equity Shares;

(e) The right to attend general meetings of our company and exercise voting powers in accordance with law, unless otherwise prohibited/ restricted by law and as disclosed in this Draft Letter of Offer; and

(f) Such other rights as may be available to a shareholder of a listed company under the Companies Act, 2013, the Memorandum of Association and the Articles of Association.

7. GENERAL TERMS OF THE ISSUE

- ***Market Lot***

The Rights Equity Shares shall be tradable only in dematerialised form. The market lot for the Rights Equity Shares in dematerialised mode is one Equity Share.

- ***Joint Holders***

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as the joint holders with the benefit of survivorship subject to the provisions contained in our Articles of Association. In case of Equity Shares held by joint holders, the Application submitted in physical mode to the Designated Branch of the SCSBs would be required to be signed by all the joint holders (in the same order as appearing in the records of the Depository) to be considered as valid for allotment of the Rights Equity Shares offered in this Issue.

- ***Nomination***

Nomination facility is available in respect of the Rights Equity Shares in accordance with the provisions of the Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014. Since the Allotment is in dematerialised form, there is no need to make a separate nomination for the Equity Shares to be allotted in this Issue. Nominations registered with the respective DPs of the Investors would prevail. Any Investor holding Equity Shares in dematerialised form and desirous of changing the existing nomination is requested to inform its Depository Participant.

- ***Arrangements for Disposal of Odd Lots***

  The Rights Equity Shares shall be traded in dematerialised form only and, therefore, the marketable lot shall be one Rights Equity Share and hence, no arrangements for disposal of odd lots are required.

- ***Notices***

  In accordance with the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, SEBI Rights Issue Circulars, the Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other applicable Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be physically dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

  All notices to the Eligible Equity Shareholders required to be given by our Company shall be published in one English language national daily newspaper with wide circulation, one Hindi language national daily newspaper with wide circulation and one Gujarati language daily newspaper with wide circulation (Bengali being the regional language of Kolkata, West Bengal, where our Registered Office is located).

  This Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer and the Application Form shall also be submitted with the Stock Exchanges for making the same available on their websites.

- ***Offer to Non-Resident Eligible Equity Shareholders/Investors***

  As per Rule 7 of the FEMA Rules, RBI has given general permission to a person resident outside India and having investment in an Indian company to make investment in rights equity shares issued by such company subject to certain conditions. Further, as per the Master Direction on Foreign Investment in India dated January 4, 2018 issued by RBI, non-residents may, amongst other things, subject to the conditions set out therein (i) subscribe for additional shares over and above their rights entitlements; (ii) renounce the shares offered to them either in full or part thereof in favour of a person named by them; or (iii) apply for the shares renounced in their favour. Applications received from NRIs and non-residents for allotment of Rights Equity Shares shall be, amongst other things, subject to the conditions imposed from time to time by RBI under FEMA in the matter of Application, refund of Application Money, Allotment of Rights Equity Shares and issue of Rights Entitlement Letters/ letters of Allotment/Allotment advice. If a non-resident or NRI Investor has specific approval from RBI or any other governmental authority, in connection with his shareholding in our Company, such person should enclose a copy of such approval with the Application details and send it to the Registrar at mdpldc@yahoo.com. It will be the sole responsibility of the investors to ensure that the necessary approval from the RBI or the governmental authority is valid in order to make any investment in the Issue and the Lead Manager and our Company will not be responsible for any such allotments made by relying on such approvals.

  The Abridged Letter of Offer, the Rights Entitlement Letter and Application Form shall be sent only to the Indian addresses of the non-resident Eligible Equity Shareholders on a reasonable efforts basis, who have provided an Indian address to our Company and located in jurisdictions where the offer and sale of the Rights Equity Shares may be permitted under laws of such jurisdictions, Eligible Equity Shareholders can access this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) from the websites of the Registrar, our Company, the Lead Manager and the Stock Exchanges. Further, Application Forms will be made available at Registered Office of our Company for the non-resident Indian Applicants. Our Board may at its absolute discretion, agree to such terms and conditions as may be stipulated by RBI while approving the Allotment. The Rights Equity Shares purchased by non-residents shall be subject to the same conditions including restrictions in regard to the repatriation as are applicable to the original Equity Shares against which Rights Equity Shares are issued on rights basis.

In case of change of status of holders, i.e., from resident to non-resident, a new demat account must be opened. Any Application from a demat account which does not reflect the accurate status of the Applicant is liable to be rejected at the sole discretion of our Company and the Lead Manager.

Please also note that pursuant to Circular No. 14 dated September 16, 2003 issued by RBI, OCBs have been derecognised as an eligible class of investors and RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Investor being an OCB is required not to be under the adverse notice of RBI and to obtain prior approval from RBI for applying in this Issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and FEMA Rules.

The non-resident Eligible Equity Shareholders can update their Indian address in the records maintained by the Registrar and our Company by submitting their respective copies of self-attested proof of address, passport, etc. by email to mdpldc@yahoo.com and investor.relations@skipperlimited.com.

ALLOTMENT OF THE RIGHTS EQUITY SHARES IN DEMATERIALISED FORM

PLEASE NOTE THAT THE RIGHTS EQUITY SHARES APPLIED FOR IN THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALISED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH OUR EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE. FOR DETAILS, PLEASE SEE "–ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS" ON PAGE 217 OF THIS DRAFT LETTER OF OFFER.

8. ISSUE SCHEDULE

Last Date for Credit of Rights Entitlements	[●]
Issue Opening Date	[●]
Last Date for On- Market Renunciation of Rights Entitlements#	[●]
Issue Closing Date*	[●]
Finalisation of Basis of Allotment (On or About)	[●]
Date Of Allotment (On or About)	[●]
Date Of Credit (On or About)	[●]
Date Of Listing (On or About)	[●]

#Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

**Our Board or the Rights Issue Committee thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.*

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as at Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two clear Working Days prior to the Issue Closing Date, *i.e.*, [●] to enable the credit of the Rights Entitlements by way of transfer from the demat suspense account to their respective demat accounts, at least one day before the Issue Closing Date, *i.e.*, [●]. If demat account details are not provided by the Eligible Equity Shareholders holding Equity Shares in physical form to the Registrar or our Company by the date mentioned above, such shareholders will not be allotted any Rights Equity Shares nor such Rights Equity Shares be kept in suspense account on behalf of such shareholder in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar, is active to facilitate the aforementioned transfer. Eligible Equity Shareholders holding Equity Shares in physical form can update the details of their demat accounts on the website of the Registrar (*i.e.*, www.mdpl.in). Such Eligible Equity Shareholders can make an application only after the Rights Entitlements is credited to their respective demat accounts. Eligible Equity Shareholders can obtain the details of their Rights Entitlements from the website of the Registrar (*i.e.*, www.mdpl.in) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company.

9. BASIS OF ALLOTMENT

Subject to the provisions contained in this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, the Articles of Association and the approval of the Designated Stock Exchange, our Board will proceed to Allot the Rights Equity Shares in the following order of priority:

(a) Full Allotment to those Eligible Equity Shareholders who have applied for their Rights Entitlements of Rights Equity Shares either in full or in part and also to the Renouncee(s) who has or have applied for Rights Equity Shares renounced in their favour, in full or in part.

(b) Eligible Equity Shareholders whose fractional entitlements are being ignored and Eligible Equity Shareholders with zero entitlement, would be given preference in allotment of one Additional Rights Equity Share each if they apply for Additional Rights Equity Shares. Allotment under this head shall be considered if there are any unsubscribed Rights Equity Shares after allotment under (a) above. If number of Rights Equity Shares required for Allotment under this head are more than the number of Rights Equity Shares available after Allotment under (a) above, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange and will not be a preferential allotment.

(c) Allotment to the Eligible Equity Shareholders who having applied for all the Rights Equity Shares offered to them as part of this Issue, have also applied for Additional Rights Equity Shares. The allotment of such Additional Rights Equity Shares will be made as far as possible on an equitable basis having due regard to the number of Equity Shares held by them on the Record Date, provided there are any unsubscribed Rights Equity Shares after making full Allotment in (a) and (b) above. The allotment of such Rights Equity Shares will be at the sole discretion of our Board or its Rights Issue Committee in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.

(d) Allotment to Renouncees who having applied for all the Rights Equity Shares renounced in their favour, have applied for Additional Rights Equity Shares provided there is surplus available after making full Allotment under (a), (b) and (c) above. The Allotment of such Rights Equity Shares will be made on a proportionate basis in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.

(e) Allotment to any other person, subject to applicable laws, that our Board may deem fit, provided there is surplus available after making Allotment under (a), (b), (c) and (d) above, and the decision of our Board in this regard shall be final and binding.

After taking into account Allotment to be made under (a) to (d) above, if there is any unsubscribed portion, the same shall be deemed to be 'unsubscribed'.

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall send to the Controlling Branches, a list of the Investors who have been allocated Rights Equity Shares in this Issue, along with:

1. The amount to be transferred from the ASBA Account to the separate bank account opened by our Company for this Issue, for each successful Application;

2. The date by which the funds referred to above, shall be transferred to the aforesaid bank account; and

3. The details of rejected ASBA applications, if any, to enable the SCSBs to unblock the respective ASBA Accounts.

Further, the list of Applicants eligible for refund with corresponding amount will also be shared with Banker to the Issue to refund such Applicants.

10. ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS

Our Company will send/ dispatch Allotment advice, refund intimations or demat credit of securities and/or letters of regret, only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, Allotment advice, refund intimations or demat credit of securities and/or letters of regret will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Allotment advice, refund intimations or demat credit of securities and/or letters of regret will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them along with crediting the Allotted Rights Equity Shares to the respective beneficiary accounts (only in dematerialised mode) or in a demat suspense account (in respect of Eligible Equity Shareholders holding Equity Shares in physical form on the Allotment Date) or issue instructions for unblocking the funds in the respective ASBA Accounts, if any, within a period of 15 days from the Issue Closing Date. In case of failure to do so, our Company and our Directors who are "officers in default" shall pay interest at such rate as specified under applicable law from the expiry of such 15 days' period.

The Rights Entitlements will be credited in the dematerialised form using electronic credit under the depository system and the Allotment advice shall be sent, through a mail, to the Indian mail address provided to our Company or at the address recorded with the Depository.

In the case of non-resident Investors who remit their Application Money from funds held in the NRE or the FCNR Accounts, unblocking refunds and/or payment of interest or dividend and other disbursements, if any, shall be credited to such accounts.

Where an Applicant has applied for Additional Rights Equity Shares in the Issue and is Allotted a lesser number of Rights Equity Shares than applied for, the excess Application Money paid/blocked shall be unblocked. The unblocking of ASBA funds / refund of monies shall be completed be within such period as prescribed under the SEBI ICDR Regulations. In the event that there is a delay in making refunds beyond such period as prescribed under applicable law, our Company shall pay the requisite interest at such rate as prescribed under applicable law.

Separate ISIN for Rights Equity Shares

In addition to the present ISIN for the existing Equity Shares, our Company would obtain a separate ISIN for the Rights Equity Shares for each Call, until fully paid-up. The Rights Equity Shares offered under this Issue will be traded under a separate ISIN after each Call for the period as may be applicable under the rules and regulations prior to the record date for the final Call Notice. The ISIN representing the Rights Equity Shares will be terminated after the Call Record Date for the final Call. On payment of the final Call Money in respect of the Rights Equity Shares, such Rights Equity Shares would be fully paid-up and merged with the existing ISIN of our Equity Shares.

11. PAYMENT OF REFUND

- ***Mode of making refunds***

  The payment of refund, if any, including in the event of oversubscription or failure to list or otherwise would be done through any of the following modes.

  (a) Unblocking amounts blocked using ASBA facility.

  (b) **NACH** – National Automated Clearing House is a consolidated system of electronic clearing service. Payment of refund would be done through NACH for Applicants having an account at one of the centres specified by RBI, where such facility has been made available. This would be subject to availability of complete bank account details including a Magnetic Ink Character Recognition ("MICR") code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centres where NACH facility has been made available by RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where Applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS.

(c) **National Electronic Fund Transfer** ("**NEFT**") – Payment of refund shall be undertaken through NEFT wherever the Investors' bank has been assigned the Indian Financial System Code ("IFSC Code"), which can be linked to a MICR, allotted to that particular bank branch. IFSC Code will be obtained from the website of RBI as at a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Investors have registered their nine digit MICR number and their bank account number with the Registrar to our Company or with the Depository Participant while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the Investors through this method.

(d) **Direct Credit** – Investors having bank accounts with the Bankers to the Issue shall be eligible to receive refunds through direct credit. Charges, if any, levied by the relevant bank(s) for the same would be borne by our Company.

(e) **RTGS** – If the refund amount exceeds 2,00,000, the Investors have the option to receive refund through RTGS. Such eligible Investors who indicate their preference to receive refund through RTGS are required to provide the IFSC Code in the Application Form. In the event the same is not provided, refund shall be made through NACH or any other eligible mode. Charges, if any, levied by the Refund Bank(s) for the same would be borne by our Company. Charges, if any, levied by the Investor's bank receiving the credit would be borne by the Investor.

(f) For all other Investors, the refund orders will be dispatched through speed post or registered post subject to applicable laws. Such refunds will be made by cheques, pay orders or demand drafts drawn in favour of the sole/first Investor and payable at par.

(g) Credit of refunds to Investors in any other electronic manner, permissible by SEBI from time to time.

- ***Refund payment to non-residents***

The Application Money will be unblocked in the ASBA Account of the non-resident Applicants, details of which were provided in the Application Form.

12. ALLOTMENT ADVICE OR DEMAT CREDIT OF SECURITIES

The demat credit of securities to the respective beneficiary accounts will be credited within 15 days from the Issue Closing Date or such other timeline in accordance with applicable laws.

- ***Receipt of the Rights Equity Shares in Dematerialised Form.***

PLEASE NOTE THAT THE RIGHTS EQUITY SHARES APPLIED FOR UNDER THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALISED FORM AND TO (A) THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE, OR (B) THE DEPOSITORY ACCOUNT, DETAILS OF WHICH HAVE BEEN PROVIDED TO OUR COMPANY OR THE REGISTRAR AT LEAST TWO CLEAR WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE BY THE ELIGIBLE EQUITY SHAREHOLDER HOLDING EQUITY SHARES IN PHYSICAL FORM AS AT THE RECORD DATE.

Investors shall be Allotted the Rights Equity Shares in dematerialised (electronic) form. Our Company has signed two agreements with the respective Depositories and the Registrar to the Issue, which enables the Investors to hold and trade in the securities issued by our Company in a dematerialised form, instead of holding the Equity Shares in the form of physical certificates:

(a) Tripartite agreement dated December 09, 2017 amongst our Company, NSDL and the Registrar to the Issue; and
(b) Tripartite agreement dated December 07, 2017 amongst our Company, CDSL and the Registrar to the Issue

INVESTORS MAY PLEASE NOTE THAT THE RIGHTS EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALISED FORM

The procedure for availing the facility for Allotment of Rights Equity Shares in this Issue in the dematerialised form is as under:

1. Open a beneficiary account with any depository participant (care should be taken that the beneficiary account should carry the name of the holder in the same manner as is registered in the records of our Company. In the case of joint holding, the beneficiary account should be opened carrying the names of the holders in the same order as registered in the records of our Company). In case of Investors having various folios in our Company with different joint holders, the Investors will have to open separate accounts for such holdings. Those Investors who have already opened such beneficiary account(s) need not adhere to this step.

2. It should be ensured that the depository account is in the name(s) of the Investors and the names are in the same order as in the records of our Company or the Depositories.

3. The responsibility for correctness of information filled in the Application Form vis-a-vis such information with the Investor's depository participant, would rest with the Investor. Investors should ensure that the names of the Investors and the order in which they appear in Application Form should be the same as registered with the Investor's depository participant.

4. If incomplete or incorrect beneficiary account details are given in the Application Form, the Investor will not get any Rights Equity Shares and the Application Form will be rejected.

5. The Rights Equity Shares will be allotted to Applicants only in dematerialised form and would be directly credited to the beneficiary account as given in the Application Form after verification or demat suspense account (pending receipt of demat account details for resident Eligible Equity Shareholders holding Equity Shares in physical form/ with Investor Education and Protection Fund (IEPF) authority/ in suspense, etc.). Allotment advice, refund order (if any) would be sent through physical dispatch, by the Registrar but the Applicant's depository participant will provide to him the confirmation of the credit of such Rights Equity Shares to the Applicant's depository account.

6. Non-transferable Allotment advice/ refund intimation will be directly sent to the Investors by the Registrar, through physical dispatch.

7. Renouncees will also have to provide the necessary details about their beneficiary account for Allotment of Rights Equity Shares in this Issue. In case these details are incomplete or incorrect, the Application is liable to be rejected.

13. IMPERSONATION

Attention of the Investors is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"*Any person who –*
(a) *makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
(b) *makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
(c) *otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447* of the Companies Act, 2013."

The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least Rs. 1 Million or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years) Further, where the fraud involves an amount less than Rs. 1 Million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to Rs. 5 Million or with both.

SECTION XVI- UNDERTAKINGS BY OUR COMPANY

Our Company undertakes the following:

(a) The complaints received in respect of this Issue shall be attended to by our Company expeditiously and satisfactorily.

(b) All steps for completion of the necessary formalities for listing and commencement of trading at all Stock Exchanges where the Equity Shares are to be listed will be taken by our Board within the period prescribed by SEBI.

(c) The funds required for unblocking to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar by our Company.

(d) Where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within 15 days of the Issue Closing Date, giving details of the banks where refunds shall be credited along with amount and expected date of electronic credit of refund.

(e) In case of unblocking of the Application Money for unsuccessful applicants or part of the Application Money in case of proportionate allotment, a suitable communication shall be sent to the applicants.

(f) Adequate arrangements shall be made to collect all ASBA Applications.

(g) As of the date of this Draft Letter of Offer, our Company had not issued any outstanding compulsorily convertible debt instruments.

(h) Our Company shall comply with such disclosure and accounting norms specified by SEBI from time to time.

SECTION XVII- UTILISATION OF ISSUE PROCEEDS

Our Board declares that:

(a) All monies received out of this Issue shall be transferred to a separate bank account;

(b) Details of all monies utilised out of this Issue referred to under (A) above shall be disclosed, and continue to be disclosed until the time any part of the Issue Proceeds remains unutilised, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and

(c) Details of all unutilised monies out of this Issue referred to under (A) above, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilised monies have been invested.

SECTION XVIII- OTHER INFORMATION

INVESTOR GRIEVANCES, COMMUNICATION AND IMPORTANT LINKS

1) Please read the Draft Letter of Offer / Letter of Offer carefully before taking any action. The instructions contained in the Application Form, Abridged Letter of Offer and the Rights Entitlement Letter are an integral part of the conditions of this Draft Letter of Offer and must be carefully followed; otherwise the application is liable to be rejected.

2) All enquiries in connection with this Draft Letter of Offer must be addressed (quoting the registered folio number in case of Eligible Equity Shareholders who hold Equity Shares in physical form as at Record Date or the DP ID and Client ID number, the Application Form number and the name of the first Eligible Equity Shareholder as mentioned on the Application Form and superscribed "Skipper Limited- Rights Issue" on the envelope and postmarked in India) to the Registrar at the following address:

   Maheshwari Datamatics Private Limited,
   23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700001
   Phone No.: 033 2248 2248
   E-mail: mdpldc@yahoo.com
   Investor Grievance ID: mdpldc@yahoo.com
   Contact Person: Mr. Ravi Kumar Bahl
   Website: www.mdpl.in
   SEBI Registration No.: INR000000353
   URL of SEBI Website: https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=10

3) In accordance with SEBI Rights Issue Circulars, frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors will be available on the website of the Registrar (www.mdpl.in). Further, helpline number provided by the Registrar for guidance on the Application process and resolution of difficulties is 91 33 2243 5029.

4) The Investors can visit following links for the below-mentioned purposes:

   (a) Frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: www.mdpl.in.

   (b) Updation of Indian address/ e-mail address/ phone or mobile number in the records maintained by the Registrar or our Company: www.mdpl.in

   (c) Updation of demat account details by Eligible Equity Shareholders holding shares in physical form: www.mdpl.in.

   (d) Submission of self-attested PAN, client master sheet and demat account details by non- resident Eligible Equity Shareholders: www.mdpl.in

This Issue will remain open for a minimum 7 days. However, our Board or the Rights Issue Committee will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Closing Date).

SECTION XIX – RESTRICTION ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Consolidated FDI Policy and FEMA. The FDI Policy prescribes the limits and conditions subject to which foreign investment can be made in different sectors of the Indian economy and FEMA regulates the precise manner in which such investment may be made.

The government bodies responsible for granting foreign investment approvals are the concerned ministries/departments of the Government of India and the RBI. Pursuant to the press release dated May 24, 2017, the Union Cabinet phased out the FIPB and it was replaced by the Foreign Investment Facilitation Portal **("FIFP ")** to speed up the FDI inflow and to increase the transparency in the FDI approvals in the country. The DIPP issued the Standard Operating Procedure (SOP) for Processing FDI Proposals on June 29, 2017 (the "**SOP**"). The SOP provides a list of the competent authorities to grant approvals for foreign investment for sectors/activities requiring Government approval. For sectors or activities that are currently under the automatic route but which required Government approval earlier as per the extant policy during the relevant period, the concerned Administrative Ministry/Department shall act as the competent authority (the "**Competent Authority**") for the grant of post facto approval for foreign investment. In circumstances where there is a doubt as to which department shall act as the Competent Authority, the DIPP will identify the Competent Authority.

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment **("FDI")** through press notes and press releases. The DIPP**,** has issued a consolidated FDI Policy DPIIT File Number 5(2)/2020-FDI Policy Dated the October 15, 2020 **("FDI Policy 2020")**, which consolidates and supersedes all previous press notes, press releases and clarifications on FDI policy issued by the DIPP that were in force till that date. The Government of India proposes to update the consolidated circular on FDI policy once every year and therefore, the FDI Policy 2020 will be valid until the DIPP issues an updated circular.

Under the FDI Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to 100% without any prior approvals, however the foreign investor must follow certain prescribed procedures for making such investment. Accordingly, the process for foreign direct investment ("**FDI**") and approval from the Government of India will now be handled by the FIFP.

The transfer of shares between an Indian resident and a non-resident does not need prior approval of the RBI, provided that (i) the activities of the investee company fall under the automatic route as provided in the FDI Policy and FEMA, and the transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non- resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI.

As per the extant policy of the Government of India, erstwhile OCBs cannot participate in this Issue. OCBs or Overseas Corporate Bodies have been de-recognised as a class of investor entity in India with effect from September 16, 2003. Overseas Corporate Body means a company, partnership firm, society and other corporate body owned directly or indirectly to the extent of at least sixty per cent by Non- Resident Indians and includes overseas trust in which not less than sixty percent beneficial interest is held by Non-resident Indians directly or indirectly but irrevocably, which was in existence as on September 16, 2003 and was eligible to undertake transactions pursuant to the general permission granted under FEMA. Any investment made in India by such entities will be treated as investments by incorporated non-resident entities, i.e. a foreign company.

The Issue, if renounced by our shareholders, may include offers within India, to Indian institutional, non- institutional and retail investors in offshore transactions as defined in, and made in reliance upon exemptions from the registration requirements under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), including the exemption under Regulation S ("**Regulation S**") of the U.S. Securities Act.

The above information is given for the benefit of the Applicants/ Investors. Our Company is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

RESTRICTIONS ON PURCHASES AND RESALES

General Eligibility and Restrictions

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991, of the Government of India and FEMA. While the Industrial Policy, 1991, of the Government of India, prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. The Union Cabinet, as provided in the Cabinet Press Release dated May 24, 2017, has given its approval for phasing out the FIPB. Under the Industrial Policy, 1991, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Accordingly, the process for foreign direct investment ("FDI") and approval from the Government of India will now be handled by the concerned ministries or departments, in consultation with the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as the Department of Industrial Policy and Promotion) ("DPIIT"), Ministry of Finance, Department of Economic Affairs, FIPB section, through a memorandum dated June 5, 2017, has notified the specific ministries handling relevant sectors.

The Government has, from time to time, made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated FDI Policy Circular of 2020 ("**FDI Policy**") by way of circular bearing number DPIIT file number 5(2)/2020 FDI Policy dated October 15, 2020, which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020. The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases which are notified by RBI as amendments to FEMA. In case of any conflict between FEMA and such policy pronouncements, FEMA prevails. The transfer of shares between an Indian resident and a non- resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company falls under the automatic route as provided in the FDI Policy and FEMA and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI.

The Rights Equity Shares purchased by non- residents shall be subject to the same conditions including restrictions in regard to the repatriation as are applicable to the original Equity Shares against which Rights Equity Shares are issued on rights basis. The above information is given for the benefit of the investors. Our Company is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Rights Equity Shares applied for do not exceed the applicable limits under laws or regulations.

RESTRICTIONS ON PURCHASES AND RESALES

General Eligibility and Restrictions

No action has been taken or will be taken to permit a public offering of the Rights Entitlements or the Issue Shares in any jurisdiction, or the possession, circulation, or distribution of this Draft Letter of Offer, its accompanying documents or any other material relating to our Company, the Rights Entitlements or the Equity Shares in any jurisdiction where action for such purpose is required, except that this Draft Letter of Offer will be filed with SEBI and the Stock Exchanges.

The Rights Entitlements and the Issue Shares have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States. The Rights Entitlements or the Equity Shares may not be offered or sold, directly or indirectly, and none of this Draft Letter of Offer, its accompanying documents or any offering materials or advertisements in connection with the Rights Entitlements or the Equity Shares may be distributed or published in or from any country or jurisdiction except in accordance with the legal requirements applicable in such jurisdiction. Investors are advised to consult their legal counsel prior to accepting any provisional allotment of Equity Shares, applying for excess Equity Shares or making any offer, sale, resale, pledge or other transfer of the Rights Entitlements or the Equity Shares.

This Letter of Offer and its accompanying documents will be supplied to you solely for your information and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or part, for any purpose. Each person who exercises the Rights Entitlements and subscribes for the Equity Shares, or who purchases the Rights Entitlements, or Equity Shares shall do so in accordance with the restrictions in their respective jurisdictions.

SECTION XX – STATUTORY AND OTHER INFORMATION

Please note that the Right equity shares applied for under this Issue can be allotted only in dematerialized form and to (a) the same depository account/ corresponding PAN in which the Equity Shares are held by such Investor on the Record Date, or (b) the depository account, details of which have been provided to our Company or the Registrar at least two working days prior to the Issue Closing Date by the Eligible Equity Shareholder holding Equity Shares in physical form as on the Record Date, or (c) demat suspense account where the credit of the Rights Entitlements returned/ reversed/ failed.

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Draft Letter of Offer) which are or may be deemed material have been entered or are to be entered into by our Company. Copies of the documents for inspection referred to hereunder, may be inspected at the Corporate Office between 11 a.m. and 4 p.m. on all working days from the date of this Draft Letter of Offer until the Issue Closing Date or the material contracts shall be made available for inspection through online means. Additionally, any person intending to inspect the abovementioned contracts and documents electronically, may do so, by writing an email to anu.singh@skipperlimited.com.

A. Material Contracts for the Issue

1. Issue Agreement dated September 19, 2023 between our Company and the Lead Manager.
2. Registrar Agreement dated [●], 2023 between our Company and the Registrar to the Issue.
3. Banker to the Issue Agreement dated [●], 2023 between our Company, the Lead Manager to the Issue, Registrar to the Issue and the Banker to the Issue.
4. Monitoring Agency Agreement dated September 01, 2023 between our Company and the Monitoring Agency.

B. Material Documents

1. Certified copies of the updated Memorandum of Association and Articles of Association of our Company, as amended.
2. Certificate of incorporation dated March 05, 1981 issue upon incorporation of the Company.
3. Certificate of commencement of business dated May 28, 1981.
4. Certificate of incorporation dated April 26, 1984 upon change in name of the Company.
5. Certificate of incorporation dated September 07, 2009 upon change in name of the Company.
6. Consents of the Directors, Company Secretary and Compliance Officer, Lead Manager to the Issue, Banker to the Issue, Legal Counsel to the Issue, the Registrar to the Issue and the Monitoring Agency for inclusion of their names in this Draft Letter of Offer to act in their respective capacities.
7. Consent letter dated September 13, 2023 from our Statutory Auditors, M/s. Singhi & Co., Chartered Accountants to include their name in this Draft Letter of Offer, as an "expert" as defined under Section 2(38) of the Companies Act, 2013, in respect of the Audited Financial Statements and the audit reports for the Financial Year ended 2022-2023.
8. Statement of special tax benefits dated September 12, 2023 issued by the Statutory Auditors included in this Draft Letter of Offer.
9. Resolutions of our Board of Directors dated August 16, 2023 in relation to the Issue and other related matters.
10. Resolution of the Rights Issue Committee dated September 25, 2023 approving and adopting this Draft Letter of Offer.
11. Resolution of the Rights Issue Committee dated [●] in relation to the terms of the Issue including the Record Date, Issue Price and Rights Entitlement Ratio.
12. Annual Reports of our Company for the Financial Years ended 2018- 2019, 2019- 2020, 2020-2021, 2021-2022 and 2022-2023.

13. The Limited Reviewed Financial Results dated August 10, 2023 for the three months period ended June 30, 2023 included in this Draft Letter of Offer.

14. Due diligence certificate dated September 25, 2023 addressed to SEBI from the Lead Manager.

15. In-principle listing approvals dated [●] and [●] issued by BSE and NSE, respectively.

16. Tripartite agreement dated December 09, 2017 amongst our Company, NSDL and the Registrar to the Issue.

17. Tripartite agreement dated December 07, 2017 amongst our Company, CDSL and the Registrar to the Issue.

18. SEBI observation letter vide its letter number [●] dated [●].

Any of the contracts or documents mentioned in this Draft Letter of Offer may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without reference to the Eligible Equity Shareholders, subject to compliance with applicable law.

SECTION XXI – ANY OTHER MATERIAL DISCLOSURES

All the material disclosures have been detailed under the respective sections in this Draft Letter of Offer as applicable.

SECTION XXII – DECLARATION

DECLARATION

I hereby certify that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, the SEBI Act, or the rules made thereunder or regulations issued thereunder, as the case may be. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF THE COMPANY
Sd/-
Sajan Kumar Bansal
Managing Director
DIN: 00063555

Date: September 25, 2023

Place: Kolkata

DECLARATION

I hereby certify that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, the SEBI Act, or the rules made thereunder or regulations issued thereunder, as the case may be. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF THE COMPANY
Sd/-

Amit Kiran Deb
Chairman & Independent Director
DIN: 02107792

Date: September 25, 2023

Place: Kolkata

DECLARATION

I hereby certify that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, the SEBI Act, or the rules made thereunder or regulations issued thereunder, as the case may be. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF THE COMPANY
Sd/-

Sharan Bansal
Whole-time Director
DIN: 00063481

Date: September 25, 2023

Place: Kolkata

DECLARATION

I hereby certify that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, the SEBI Act, or the rules made thereunder or regulations issued thereunder, as the case may be. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF THE COMPANY
Sd/-

Devesh Bansal
Whole-time Director
DIN: 00162513

Date: September 25, 2023

Place: Kolkata

DECLARATION

I hereby certify that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, the SEBI Act, or the rules made thereunder or regulations issued thereunder, as the case may be. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF THE COMPANY

Sd/-

Siddharth Bansal
Whole-time Director
DIN: 02947929

Date: September 25, 2023

Place: Kolkata

DECLARATION

I hereby certify that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, the SEBI Act, or the rules made thereunder or regulations issued thereunder, as the case may be. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF THE COMPANY
Sd/-

Yash Pall Jain
Whole-time Director
DIN: 00016663

Date: September 25, 2023

Place: Kolkata

DECLARATION

I hereby certify that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, the SEBI Act, or the rules made thereunder or regulations issued thereunder, as the case may be. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF THE COMPANY

Sd/-

Mamta Binani
Independent Director
DIN: 00462925

Date: September 25, 2023

Place: Kolkata

DECLARATION

I hereby certify that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, the SEBI Act, or the rules made thereunder or regulations issued thereunder, as the case may be. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF THE COMPANY

Sd/-

Ashok Bhandari
Independent Director
DIN: 00012210

Date: September 25, 2023

Place: Kolkata

DECLARATION

I hereby certify that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, the SEBI Act, or the rules made thereunder or regulations issued thereunder, as the case may be. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF THE COMPANY

Sd/-

Raj Kumar Patodi
Independent Director
DIN: 00167437

Date: September 25, 2023

Place: Kolkata

DECLARATION

I hereby certify that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, the SEBI Act, or the rules made thereunder or regulations issued thereunder, as the case may be. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF THE COMPANY

Sd/-

Pramod Kumar Shah
Independent Director
DIN: 00343256

Date: September 25, 2023

Place: Kolkata

DECLARATION

I hereby certify that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, the SEBI Act, or the rules made thereunder or regulations issued thereunder, as the case may be. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF THE COMPANY

Sd/-

Shiv Shankar Gupta
Chief Financial Officer

Date: September 25, 2023

Place: Kolkata