APPLICATIONFORMFORELIGIBLEEQUITYSHAREHOLDERSOFTHECOMPANYANDRENOUNCEESONLYUSINGASBA FACILITYThe Investors may apply in the Issueonly using ASBA facility. Further, theEligibleEquity Shareholders, whohold Equity Shares in physical form as	SKIPPER LIMITED Registered Office: 3A, Loudon Street, 1st Floor,	THE UNITED STATES (C	GIBLE EQUITY SHAREHOLDERS IN OTHER THAN U.S. QIBS INVITED NY (AS DEFINED HEREIN)) TUESDAY, JANUARY 30, 2024 MONDAY, FEBRUARY 05, 2024
on Record Date and who have not furnished the details of their demat account to the Registrar or our Company shall not be eligible to apply in this Issue. APPLICATION NO COLLECTING SCSB'S SIGN & SEAL	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	through Off-market transfer is 05, 2024, in a manner that th demat account of the Renounce "The Board of Directors or a d the right to extend the Issue pe provided that the Issue will no	THURSDAY, FEBRUARY 08, 2024 are requested to ensure that renunciation completed on or before Monday, February ne Rights Entitlements are credited to the ees on or prior to the Issue Closing Date. uly authorized committee thereof will have riod as it may determine from time to time, t remain open in excess of 30 (thirty) days Further, no withdrawal of Application shall after the Issue Closing Date.
	ated Wednesday, January 17, 2024 ('Letter of Offer'), the on Form carefully. All capitalised terms not defined herein sl	Abridged Letter of Offer, the Ri	ights Entitlement Letter and instructions on
	DO NOT TEAR OR DETACH ANY PART OF T THIS DOCUMENT IS NOT NEG		
RIGHTS ISSUE OF UP TO 1026	7021 (ONE CRORE TWO LAKHS SIXTY-SEVEN THO		RTLY PAID-UP EQUITY SHARES OF
	ONE ONLY) EACH OF OUR COMPANY (THE "RIGH NINETY-FOUR ONLY) PER EQUITY SHARE (INC		
	NG UPTO ₹1991.80 MILLION* ON A RIGHTS BASIS TO		
	IGHTS EQUITY SHARES FOR EVERY 10 (TEN) I		
	AY, JANUARY, 12 2024, BEING THE RECORD DATI THE ISSUE' BEGINNING ON PAGE NO. 204 OF THE		DETAILS, KINDLY REFER TO THE

^{*}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 (₹)	Premium (₹)	Total (₹)
On Application	0.25	48.25	48.50
Additional calls as may be decided by the Board/Committee of the Board from time to time	0.75	144.75	145.50
Total (Rs.)	1.00	193.00	194.00

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

To, Date: Date:

Skipper Limited,

Dear Sir/Madam,

- I/We hereby accept and apply for Allotment of the Rights Equity Shares (including additional Rights Equity Shares, if applicable) mentioned in **Block I of Point** 5 below in response to the Abridged Letter of Offer/Letter of Offer ing the Equity Shares to me/us on rights basis.
- I/We agree to pay the application amount specified in **Block II of Point 5** below at the rate of Rs. 48.50 per Rights Equity Share payable on Application on the total number of Rights Equity Shares specified in **Block I of Point 5** below.
- I/We agree to accept the Rights Equity Shares Allotted to me/us and to hold such Rights Equity Shares upon the terms and conditions of the Abridged Letter of Offer, Letter of Offer, this Application Form, Rights Entitlement Letter and subject to the provisions of the Companies Act, 2013, SEBI ICDR Regulations, as applicable and the rules made thereunder and the Memorandum and Articles of Association of the Company.
- I/We undertake that I/we will sign all such other documents and do all other such acts, if any, necessary on my/our part to enable me/us to be registered as the holder(s) of the Equity Shares in respect of which this application may be accepted.
- I/We also agree to accept the Rights Equity Shares subject to laws, as applicable, guidelines, circulars, rules, notifications and regulations relating to the issue of capital and listing of securities issued from time to time by SEBI/Government of India/RBI and/or other authorities.
- I/We hereby solemnly declare that I am/we are not applying for the Rights Equity Shares in contravention of section 269SS of the Income-tax Act.
- I/We authorise you to place my/our name(s) on the Register of Shareholders / Register of Beneficial of the Company.
- I/we hereby accept and confirm the following:

I/We understand that the Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (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, except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws.

I/ We understand that the Rights Entitlements and Rights Equity Shares are being offered and sold only to persons outside the United States in offshore transactions as defined in and in compliance with Regulations under the Securities Act ("Regulations").

I/We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for Shareholders in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

I/We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.

I/We (i) *am/ are, and the person, if any, for whose account I/we am/ are acquiring such Rights Entitlement and/ or the Rights Equity Shares is/ are, outside the U.S., (ii) am/ are not a "U.S. Person" as defined in Regulation S, and (iii) is/ are acquiring the Rights Entitlement and/ or the Rights Equity Shares in an offshore transaction meeting the requirements of Regulation S.*

I/ We acknowledge that the Company, the Lead Manager, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements.

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GENERAL INSTRUCTIONS

- a) Please read this 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 regard to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of this 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) The Application Form can be used by both the Eligible Equity Shareholders and the Renouncees.
- d) In case of non-receipt of Application Form, Investors can also make Application on plain paper under ASBA process mentioning all necessary details as mentioned under the heading 'Application on Plain paper under ASBA process' on page no. 209 of the Letter of Offer and any addendum thereto.
- e) Applications should be submitted to the Designated Branch of the SCSBs or made online/electronic through the website of the SCSBs (if made available by such SCSBs) for authorising such SCSBs 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.
- f) Applications should not be submitted to the Bankers to the Issue or Escrow Collection Bank (assuming that such Escrow Collection Bank is not SCSBs), our Company or the Registrar or the Lead Manager.
- g) 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 Shares pursuant to this Issue shall be made into the accounts of such Investors. Further, in case of Application in joint names, each of the joint Applicants should sign the Application Form.
- h) 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 e-mail intimating unblocking of ASBA Account or refund (if any) would be e-mailed to the address of the Investor as per the e-mail 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 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 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.
- i) 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.
- j) Please note that our Company has opened a separate demat suspense escrow account (namely, "Skipper Limited Rights 2023 Demat Suspense Escrow Account") ("Demat Suspense Account") and would credit Rights Entitlements on the basis of the Equity Shares: (a) held by Eligible Equity Shareholders which are held in physical form as on Record Date; or (b) which are held in the account of the Investor Education and Protection Fund ("IEPF") authority; or (c) of the Eligible Equity Shareholder whose demat accounts are frozen or where the Equity Shares are lying in the unclaimed suspense account / demat suspense account (including those pursuant to Regulation 39 of the SEBI LODR Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date or where Equity Shares have been kept in abeyance or where entitlement certificate has been issued or where instruction has been issued for stopping issue or transfer or where letter of confirmation lying in escrow account; or (d) where credit of the Rights Entitlements have returned/reversed/failed for any reason; or (e) where ownership is currently under dispute, including any court or regulatory proceedings or where legal notices have been issued, if any. Please also note that our Company has credited Rights Entitlements to the Demat Suspense Account on the basis of information available with our Company and to serve the interest of relevant Eligible Equity Shareholders to provide them with a reasonable opportunity to participate in the Issue. The credit of the Rights Entitlement to their demat account by our Company does not create any right in favour of the relevant Eligible Equity Shareholders for transfer of Rights Entitlement to their demat account or to receive any Equity Shares in the Issue.
- k) For physical Applications through ASBA at Designated Branches of SCSBs, 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 SCSBs.
- 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, SCSBs or the Registrar will not be liable for any such rejections.
- m) 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 SCSBs. 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.
- n) All communication in connection with Application for the 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 on 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.
- o) Investors are required to ensure that the number of Equity Shares applied for by them do not exceed the prescribed limits under the applicable law.
- p) Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction.
- q) Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground.
- r) Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical application
- s) Do not pay the Application Money in cash, by money order, pay order or postal order.
- t) Do not submit multiple Applications.
- u) An Applicant being an OCB is required not to be under the adverse notice of RBI and in order to apply in this Issue as an incorporated non-resident must do so in accordance with the FDI Policy and the FEMA Rules, as amended.
- v) 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.

3

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. LAST DATE FOR APPLICATION

The last date for submission of the duly filled in the Application Form or a plain paper Application is on Thursday, February 08, 2024, i.e., Issue Closing Date. Our Board or any Rights Issue Committee 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 SCSBs, uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSBs on or before the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in this Final Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Rights Shares hereby offered, **as provided under the heading "Terms of the Issue-Basis of Allotment"** on page no. 223 of the 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

A Shareholder 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 Shareholders applying through ASBA facility, may withdraw their application post the Issue Closing Date.

LIST OF SELF CERTIFIED SYNDICATE BANKS (SCSBs)

The list of banks who have registered with SEBI to act as SCSBs for the ASBA Process is https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised Fpi=yes&intmId=34. For this Issue, following banks would be acting as SCSB: 1) AU Small Finance Bank, 2) Axis Bank Ltd, 3) Bandhan Bank Ltd, 4) Bank of Baroda, 5) Bank of India, 6) Bank of Maharashtra, 7) Barclays Bank PLC, 8) BNP Paribas, 9) Canara Bank, 10) Catholic Syrian Bank Limited, 11) Central Bank of India, 12) CITI Bank NA, 13) City Union Bank Ltd., 14) DBS Bank Ltd., 15) Deutsche Bank, 16) Dhanlaxmi Bank Limited, 17) Equitas Small Finance Bank, 18) GP Parsik Sahakari Bank Limited, 19) HDFC Bank Ltd., 20) HSBC Ltd., 21) ICICI Bank Ltd., 22) IDBI Bank Ltd., 23) IDFC FIRST Bank, 24) Indian Bank, 25) Indian Overseas Bank, 26) IndusInd Bank, 27) J P Morgan Chase Bank, N.A., 28) Janata Sahakari Bank Ltd., 29) Karnataka Bank Ltd., 30) Karur Vysya Bank Ltd., 31) Kotak Mahindra Bank Ltd., 32) Mehsana Urban Co-operative Bank Limited, 33) Nutan Nagarik Sahakari Bank Ltd., 34) Punjab & Sind Bank, 35) Punjab National Bank, 36) Rajkot Nagarik Sahakari Bank Ltd, 37) RBL Bank Limited, 38) South Indian Bank, 39) Standard Chartered Bank, 40) State Bank of India, 41) SVC Co- operative Bank Ltd., 42) Tamilnad Mercantile Bank Ltd., 43) The Ahmedabad Mercantile Co-Op. Bank Ltd., 44) The Federal Bank, 45) The Jammu & Kashmir Bank Ltd., 46) The Kalupur Commercial Co-operative Bank Ltd., 47) The Saraswat Co-Operative Bank Ltd., 48) The Surat People's Co-op Bank Ltd., 49) TJSB Sahakari Bank Ltd., 50) UCO Bank, 51) Union Bank of India, 52) Utkarsh Small Finance bank Ltd., 53) YES Bank Ltd. In accordance with the SEBI ICDR Regulations and the SEBI ICDR Master Circular, our Company will send/dispatch at least 3 (Three) days before the Issue Opening Date, the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material ('Issue Materials') only to the Eligible Equity Shareholders who have provided an Indian address to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Rights 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 accordance with the SEBI ICDR Regulations and SEBI ICDR Master Circular, 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 an Indian address to our Company. 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 valid 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.

Further, the Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have provided their Indian address and who have made a request in this regard.

Investors can access the Letter of Offer, the Abridged Letter of Offer, and the Application Form (provided that the Eligible EquityShareholder is eligible to subscribe for the Rights Shares under applicable securities laws) on the websites of:

- Our Company's website at <u>www.skipperlimited.com</u>; Lead Manager to the Issue's website at <u>www.vccorporate.com</u>; Registrar to the Issue's website at <u>www.ndpl.in</u>; BSE Limited's website at <u>www.bseindia.com</u>; NSE's website at <u>www.nseindia.com</u>;

Eligible Equity Shareholders who have not received the Application Form may apply, along with the requisite application money, by using the Application Form available on the websites above, or on plain paper, with the same details as per the Application Form available online.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar accessible at <u>www.mdpl.in</u> by entering their DP-ID and Client-ID or Folio Number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date). 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. Updating of Indian address/ e-mail address/ mobile number in the records maintained by the Registrar or our Company: <u>www.mdpl.in;</u>

c. Updating of demat account details by Eligible Equity Shareholders holding shares in physical form: <u>www.mdpl.in;</u>

Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders: www.mdpl.in; Investors may contact 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, with a copy to the SCSBs 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 Rights 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 acknowledgment slip.

COMPANY DETAILS	REGISTRAR TO THE ISSUE	LEAD MANAGER TO THE ISSUE
SKIPPER LIMITED	MAHESHWARI DATAMATICS PRIVATE LIMITED	VC CORPORATE ADVISORS PRIVATE LIMITED
CIN: L40104WB1981PLC033408	CIN: U20221WB1982PTC034886	CIN: U67120WB2005PTC106051
Contact Person: Mrs. Anu Singh	SEBI REGN. No.: INR000000353	SEBI REGN. No.: INM000011096
Registered Office: 3A, Loudon Street, 1st	Validity of Registration: Permanent	Validity of Registration: Permanent
Floor, Kolkata- 700017	Contact Person: Mr. Ravi Bahl	Contact Person: Ms. Urvi Belani/ Mr. Premjeet Singh
Tel No .: (033) 2289 5731 / 5732	Address: 23, R. N. Mukherjee Road, 5th Floor, Kolkata –	Address: 31, Ganesh Chandra Avenue, 2 nd Floor, Suite
Fax No. : (033) 2289 5733	700 001, Tel. No.: 033 2248 2248;	No2C, Kolkata- 700 013; Tel. No.: (033) 2225 3940
	Fax No.: (033) 2248 4787; Email Id: <u>mdpldc@yahoo.com</u>	E-mail Id: mail@vccorporate.com
Email: anu.singh@skipperlimited.com	Investor Grievance e-mail id: mdpldc@yahoo.com	Investor Grievance e-mail id: mail@vccorporate.com
Website: www.skipperlimited.com	Website: <u>www.mdpl.in</u>	Website: <u>www.vccorporate.com</u>

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 refer to the chapter entitled '*Terms of the Issue*' beginning on page no. 204 of the Letter of Offer.