SKIPPER
Limited

Date: 17 July, 2019

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

The Manager
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street
Mumbai- 400 001

NSE Scrip Name- SKIPPER / BSE Scrip Code- 538562

Sub: Notice of 38th Annual General Meeting, Book Closure and Annual Report for financial year 2018-19

Dear Sir/ Madam,

We would like to inform you that the **38th Annual General Meeting** (AGM) of the members of the Company is scheduled to be held on Monday, 12th August, 2019 at 3.30 p.m at Shripati Singhania Hall, Rotary Sadan, 94/2 Jawaharlal Nehru Road Kolkata- 700 020, West Bengal, India. In accordance with Regulation 30 and Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), a copy of the Annual Report of the Company for the Financial Year 2018-19 along with the Notice convening the 38th AGM is attached herewith.

It is further informed that pursuant to Section 91 of the Companies Act, 2013 ("the Act") read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the Listing Regulations, the Register of Members and Share Transfer Books of the Company will remain closed from 6th August, 2019 to 12th August, 2019 (both days inclusive) for the purpose of AGM and to ascertain the names of members who would be entitled to receive dividend, if approved at the AGM.

Scrip Symbol/ Code	Type of security	Book Closure (both dates inclusive)		Record Date	Purpose
		From	To		
Skipper/ 538562	Equity Share of Re.1/- each	Tuesday, 6th August, 2019	Monday, 12th August, 2019	N.A.	For the purpose of Annual General Meeting of the Company and to ascertain the names of members who would be entitled to receive dividend, if approved at the AGM.

As per Section 108 of the Act and rules made there under and Regulation 44 of the Listing Regulations, the Company is providing its members the facility to cast their vote(s) on all resolutions set forth in the Notice of the AGM using electronic voting system provided by Central Depository Services (India) Limited (CDSL). The remote e-voting period commences on Friday, 9th August, 2019 at 9.00 A.M. and ends on Sunday, 11th August, 2019 at 5.00 P.M. During this period, members of the Company as on the cut-off date i.e. Monday, 5th August, 2019, may cast their vote electronically. The instructions for e-voting are mentioned in the annexed Notice.

At the AGM, facility for voting through 'ballot paper' shall be made available and only members as on the "cut-off date" i.e. Monday, 5th August, 2019, who have not cast their vote by remote e-voting shall be entitled to exercise their right to vote at the AGM through ballot paper. The Members who have cast their votes through electronic means prior to the meeting may still attend the meeting but shall not be entitled to vote.

SKIPPER LIMITED KOLKATA 700 017

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The Notice of the AGM along with the Annual Report for the financial year 2018-19 is also being made available on the website of the Company at www.skipperlimited.com.

We request you to take the same on record.

Thanking you,

Yours faithfully,
For Skipper Limited

Manish Agarwal

Manish Agarwal
Company Secretary & Compliance Officer

SKIPPER LIMITED KOLKATA 700 017

Encl: As above

CC: 1) National Securities Depository Limited (NSDL)
2) Central Depository Services (India) Limited (CDSL)
3) M/s. Maheshwari Datamatics Pvt. Ltd. (RTA)

SKIPPER LIMITED

CIN: L40104WB1981PLC033408
Registered Office: 3A, Loudon Street, Kolkata – 700 017, India
Phone: 033- 22895731, Fax: 033-22895733, Email - investor.relations@skipperlimited.com
Website: www.skipperlimited.com

NOTICE

NOTICE is hereby given that the **THIRTY EIGHTH ANNUAL GENERAL MEETING** ("AGM") of the members of **SKIPPER LIMITED** will be held on Monday, 12 August 2019 at 3:30 p.m at Shripati Singhania Hall, Rotary Sadan, 94/2 Jawaharlal Nehru Road, Kolkata- 700 020 (Near Rabindra Sadan Metro Station) to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt-

    (a) the audited standalone financial statements of the Company for the financial year ended 31 March 2019, together with the reports of the Board of Directors and the Auditors thereon; and

    (b) the audited consolidated financial statements of the Company for the financial year ended 31 March 2019, together with the Report of the Auditors.

2. To declare dividend on equity shares at the rate of `0.25 per equity share for the financial year ended 31 March 2019.

3. To appoint a Director in place of Sri Sharan Bansal (DIN: 00063481), who retires by rotation and being eligible, offers himself for re-appointment.

4. To appoint Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

    "RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 of the Companies Act 2013 (Act) and other applicable provisions, if any of the Act read with the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee, M/s. Singhi & Co., Chartered Accountants (Firm Registration No. 302049E) be and is hereby re-appointed as the Statutory Auditors of the Company for a further period of five years and to hold office from the conclusion of 38th Annual General Meeting till the conclusion of the 43rd Annual General Meeting of the Company on the terms and conditions including remuneration as set out in the explanatory statement annexed to this notice.

    RESOLVED FURTHER THAT the Board of Directors (the 'Board' which term includes a duly constituted committee of the Board of Directors) and/ or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to this resolution."

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification(s), the following resolution for ratification of remuneration of Cost Auditors for the Financial Year 2019-20 as an Ordinary Resolution:

    "RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of `70,000 (Rupees seventy thousand only) plus applicable taxes and re-imbursement of actual out of pocket expenses incurred in connection with the audit, payable to M/s. AB & Co., Cost Accountants, (Firm Registration No. 000256), who have been appointed by the Board of Directors as the Cost Auditors to conduct audit of cost records of the Company for the financial year ending March 31, 2020, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors (the 'Board' which term includes a duly constituted committee of the Board of Directors) and/ or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to this resolution."

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution for appointment of Sri Pramod Kumar Shah as Independent Director of the Company as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions , if any, of the Companies Act, 2013 (Act) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and upon recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, Sri Pramod Kumar Shah (DIN: 00343256), who has submitted a declaration that he meets the criteria for independence under Section 149 of the Act and who has been appointed as an Additional Director (in the category of Independent Director) by the Board of Directors with effect from 30 September 2018, in terms of Section 161 of the Act and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member, proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years, with effect from 30 September 2018.

RESOLVED FURTHER THAT the Board of Directors (the 'Board' which term includes a duly constituted committee of the Board of Directors) and/ or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to this resolution."

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution for re-appointment of Sri Amit Kiran Deb as Independent Director of the Company as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149,152, and other applicable provisions , if any, of the Companies Act, 2013 (Act) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time and upon recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, Sri Amit Kiran Deb (DIN: 02107792),Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence under Section 149 of the Act and Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his re-appointment as an Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years with effect from 23 September 2019 to 22 September 2024 and that approval be and is hereby also granted for his continuing as an Independent Director after he attains the age of 75 years during the tenure of his directorship with the Company as aforesaid.

RESOLVED FURTHER THAT the Board of Directors (the 'Board' which term includes a duly constituted committee of the Board of Directors) and/ or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to this resolution."

8. To consider and if thought fit, to pass, with or without modification(s), the following resolution for re-appointment of Smt. Mamta Binani as Independent Director of the Company as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149,152, and other applicable provisions , if any, of the Companies Act, 2013 (Act) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time and upon recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, Smt. Mamta Binani (DIN: 00462925),Independent Director of the Company, who has submitted a declaration that she meets the criteria for independence under Section 149 of the Act and Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing her re-appointment as an Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years with effect from 1 April 2020 to 31 March 2025.

RESOLVED FURTHER THAT the Board of Directors (the 'Board' which term includes a duly constituted committee of the Board of Directors) and/ or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to this resolution."

9. To consider and if thought fit, to pass, with or without modification(s), the following resolution for re-appointment of Sri Sajan Kumar Bansal as Managing Director of the Company as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196,197,198,203 and other applicable provisions ,if any, of the Companies Act, 2013 (Act) read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and upon recommendation of the Nomination & Remuneration Committee, Audit Committee and approval of the Board of Directors, Sri Sajan Kumar Bansal (DIN: 00063555) be and is hereby re-appointed as the Managing Director of the Company, not liable to retire by rotation for a period of five years with effect from 1 July 2019, on the terms and conditions including remuneration as set out in the explanatory statement annexed to this notice and the agreement entered into by the Company and Sri Sajan Kumar Bansal submitted to this meeting, which agreement be and is hereby specifically approved and that the approval be also deemed to be approval pursuant to the provisions of Regulation 17 (6)(e) of the Listing Regulations.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to modify, determine and/or revise the terms, remuneration and other benefits payable to Sri Sajan Kumar Bansal as Managing Director of the Company including the monetary value thereof, to the extent recommended by Nomination & Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits as prescribed under the Act.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary be and are hereby severally authorized to execute all such writings and instruments and to do all such acts, things and deeds or to file forms, which may be usual, expedient or proper to give effect to the above resolution."

10. To consider and if thought fit, to pass, with or without modification(s), the following resolution for re-appointment of Sri Sharan Bansal as Whole-Time Director of the Company as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196,197,198,203 and other applicable provisions ,if any, of the Companies Act, 2013 (the Act) read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and upon recommendation of the Nomination & Remuneration Committee, Audit Committee and approval of the Board of Directors, Sri Sharan Bansal (DIN: 00063481) be and is hereby re-appointed as a Whole-Time Director of the Company, liable to retire by rotation for a period of three years with effect from 1 July 2019 on the terms and conditions including remuneration as set out in the explanatory statement annexed to this notice and the agreement entered into by the Company and Sri Sharan Bansal submitted to this meeting, which agreement be and is hereby specifically approved and that the approval be also deemed to be approval pursuant to the provisions of Regulation 17 (6)(e) of the Listing Regulations.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to modify, determine and/or revise the terms, remuneration and other benefits payable to Sri Sharan Bansal as Whole-Time Director of the Company including the monetary value thereof, to the extent recommended by Nomination & Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits as prescribed under the act.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary be and are hereby severally authorized to execute all such writings and instruments and to do all such acts, things and deeds or to file forms, which may be usual, expedient or proper to give effect to the above resolution."

11. To consider and if thought fit, to pass, with or without modification(s), the following resolution for re-appointment of Sri Devesh Bansal as Whole-Time Director of the Company as Special Resolution:

    "RESOLVED THAT pursuant to the provisions of Sections 196,197,198,203 and other applicable provisions ,if any, of the Companies Act, 2013 (Act) read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and upon recommendation of the Nomination & Remuneration Committee, Audit Committee and approval of the Board of Directors, Sri Devesh Bansal (DIN: 00162513) be and is hereby re-appointed as a Whole-Time Director of the Company, liable to retire by rotation for a period of three years with effect from 1 April 2019 on the terms and conditions including remuneration as set out in the explanatory statement annexed to this notice and the agreement entered into by the Company and Sri Devesh Bansal submitted to this meeting, which agreement be and is hereby specifically approved and that the approval be also deemed to be approval pursuant to the provisions of Regulation 17 (6)(e) of the Listing Regulations.

    RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to modify, determine and/or revise the terms, remuneration and other benefits payable to Sri Devesh Bansal as Whole-Time Director of the Company including the monetary value thereof, to the extent recommended by Nomination & Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits as prescribed under the act.

    RESOLVED FURTHER THAT any of the Directors or the Company Secretary be and are hereby severally authorized to execute all such writings and instruments and to do all such acts, things and deeds or to file forms, which may be usual, expedient or proper to give effect to the above resolution."

12. To consider and if thought fit, to pass, with or without modification(s), the following resolution for re-appointment of Sri Siddharth Bansal as Whole-Time Director of the Company as Special Resolution:

    "RESOLVED THAT pursuant to the provisions of Sections 196,197,198,203 and other applicable provisions ,if any, of the Companies Act, 2013 (the Act) read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and upon recommendation of the Nomination & Remuneration Committee, Audit Committee and approval of the Board of Directors, Sri Siddharth Bansal (DIN: 02947929) be and is hereby re-appointed as a Whole-Time Director of the Company, liable to retire by rotation for a period of three years with effect from 1 April 2019 on the terms and conditions including remuneration as set out in the explanatory statement annexed to this notice and the agreement entered into by the Company and Sri Siddharth Bansal submitted to this meeting, which agreement be and is hereby specifically approved and that the approval be also deemed to be approval pursuant to the provisions of Regulation 17 (6)(e) of the Listing Regulations.

    RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to modify, determine and/or revise the terms, remuneration and other benefits payable to Sri Siddharth Bansal as Whole-Time Director of the Company including the monetary value thereof, to the extent recommended by Nomination & Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits as prescribed under the act.

    RESOLVED FURTHER THAT any of the Directors or the Company Secretary be and are hereby severally authorized to execute all such writings and instruments and to do all such acts, things and deeds or to file forms, which may be usual, expedient or proper to give effect to the above resolution."

13. To consider and if thought fit, to pass, with or without modification(s), the following resolution for maintenance of Register of members at a place other than the Registered Office of the Company as Special Resolution:

"RESOLVED THAT pursuant to the provision of Section 94 and other applicable provisions of the Companies Act, 2013 (Act) read with Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to maintain and keep the Company's registers required to be maintained under Section 88 of the Act, at the office of Company's Registrar and Share Transfer Agent, viz., M/s. Maheshwari Datamatics Pvt. Ltd. (MDPL) at 23 R. N. Mukherjee Road, 5th Floor, Kolkata – 700001 and/or at such other place in Kolkata where MDPL may shift its office from time to time or such other place as may be decided by the Board of Directors from time to time.

RESOLVED FURTHER THAT the Board of Directors (the 'Board' which term includes a duly constituted committee of the Board of Directors) and/ or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to this resolution."

By order of the Board
For Skipper Limited

Registered Office:
3A, Loudon Street, Kolkata- 700017
Date: 22 May 2019

Manish Agarwal
Company Secretary
Membership No: A29792

NOTES:

1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
The instrument appointing the proxy, in order to be effective, must be deposited at the registered office of the Company, duly completed and signed, at least 48 hours before commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. A member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or member. A proxy form is annexed herewith.

2) Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified true copy of the board resolution pursuant to Section 113 of the Companies Act, 2013 (Act), authorizing their representative to attend and vote on their behalf at the meeting.

3) Members/ Proxies should fill the attendance slips and handover the same at the entry of the meeting venue. The members shall carry copy of their Annual Report to the meeting, if required. No annual reports will be available for distribution at the meeting venue.

4) Relevant documents referred in the Notice or Explanatory statement will be open for inspection by the members at the Meeting and such documents will also be available for inspection at the registered office of the Company on all working days between 11.00 a.m. to 1.00 p.m. upto the date of Annual General Meeting.

5) The Explanatory Statement pursuant to Section 102 of the Act forms part of this notice.

6) A route map showing direction to reach the venue of the 38th Annual General Meeting forms part of the notice as per the requirement of the Secretarial Standards-2 on General Meeting.

7) Relevant details as required under Section 164(2) of the Act and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standard -2 on General Meetings issued by The Institute of Company Secretaries of India, of person seeking appointment/re-appointment as Director forms part of the notice.

8) Pursuant to the provisions of Section 91 of the Act read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 42 of Listing Regulations, the Register of Members of the Company will remain closed from **6 August 2019 to 12 August 2019** (both days inclusive) in connection with the Annual General Meeting and for the purpose of payment of Dividend, if declared at the Meeting.

9) If dividend as recommended by the Board of Directors is approved at the Annual General Meeting, payment of such dividend shall be made:

a. To all beneficial owners in respect of shares held in dematerialized form as per the data made available by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on 5 August 2019.

b. To all members in respect of shares held in physical form on or before the close of business hours on 5 August 2019.

10) Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/Registrar and Share Transfer Agent. The bank particulars registered with Depository Participants/ Company will be used for payment of dividend.

11) The shareholders who have not encashed their dividend warrants are requested to write to the Company for claiming outstanding dividends declared by the Company. The amount of dividend remaining unclaimed/ unpaid for seven years shall be transferred to the Investor Education and Protection Fund when the same becomes due. In terms of the provisions of Section 124(5) of the Act, the Company did not have an unclaimed/unpaid dividend which was/is required to be transferred to the Investors Education and Protection Fund.

12) Pursuant to Section 72 of the Act, members holding shares in physical form are advised to file nomination in prescribed Form SH-13 with the Company's Registrar M/s. Maheshwari Datamatics Private Limited, 23, R.N Mukherjee Road, 5th Floor, Kolkata - 700001. In respect of shares held in Electronic/Demat form, members may please contact their respective Depository Participants.

13) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their depository participants. Members holding shares in physical form can submit their PAN to the Company's Registrar M/s. Maheshwari Datamatics Private Limited, 23, R.N Mukherjee Road, 5th Floor, Kolkata - 700001.

14) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the s Act will be available for inspection at the Annual General Meeting.

15) Any query relating to financial statements must be sent to the Company's registered office at least seven days before the date of the Meeting.

16) SEBI vide its notification dated 8 June 2018, amended the Listing Regulations and mandated that the transfer of securities would be carried out in dematerialised form only, effective from 1 April 2019. This restriction shall not be applicable to the request received for transmission or transposition of physical shares. Shareholders are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a demat account. A guidance note on dematerialization of shares of the Company is also hosted on the Company's website for ease of understanding of the shareholders and can be viewed at https://repository.skipperlimited.com/investor-relations/pdf/guidance-note-physical-form.pdf.

17) Electronic copy of this notice along with Attendance Slip, Proxy Form and the Annual Report for FY 2018 –19 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a physical copy of the same. For members who

have not registered their email address, physical copies of this notice along with Attendance Slip, Proxy Form and the Annual Report for FY 2018 –19 is being sent as per the permitted mode.

18) Members may also note that the Notice of the 38th Annual General Meeting and the Annual Report for the FY 2018–19 is also available on the Company's website www.skipperlimited.com for download. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on all working days. Members are entitled to receive all communication in physical form by post, free of cost, upon making a request for the same. The shareholders may send requests to the Company's email id: investor.relations@skipperlimited.com for this purpose.

19) **Voting through electronic means:**

(i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of Listing Regulations, the Company is pleased to offer remote e-voting (Electronic Voting) facility to its members to cast their votes electronically on all resolutions set forth in this Notice convening the 38th Annual General Meeting to be held on Monday, 12 August 2019.

(ii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the **cut-off date, i.e. Monday, 5 August 2019** shall be entitled to avail the facility of remote e-voting / voting through Ballot Form at the Meeting. A person who is not a member as on the cut- off date should treat this notice for information purpose only.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the authorized agency to provide the remote e-voting facilities.

The remote e-voting facility will be available during the following voting period:

Commencement of Remote E-voting	**End of Remote E-voting**
From 9.00 A.M. (IST) on Friday, 9 August 2019	Up to 5.00 P.M. (IST) on Sunday, 11 August 2019

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of aforesaid period.

Further, the members who have not cast their votes through remote e-voting may attend and cast their votes at the Annual General Meeting through Ballot Form which shall be made available for use at the meeting.

The members who have already casted their votes through remote e- voting may attend the meeting but shall not be entitled to vote thereat.

(iii) Instructions and other information relating to remote e-voting are as under:

a. Log on to the e-voting website: www.evotingindia.com during the voting period.
b. Click on "Shareholders" tab.
c. Now Enter your User ID:

   i. For CDSL: 16 digits beneficiary ID,
   ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
   iii. Members holding shares in physical form should enter folio number registered with the Company.

e. Next enter the Image Verification as displayed and Click on Login.
f. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
g. If you are a first time user please follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha- numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name (in CAPITAL LETTERS) and the 8 digit of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two character of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. • If both the details are not recorded with the depository or Company please enter the member id/folio number in the Dividend Bank Details field.

h. After entering these details appropriately, click on "SUBMIT" tab.
i. Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field.
j. Kindly note that this password is also to be used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
k. For members holding shares in physical form, the details in Attendance Slip/email can be used only for e-voting on the resolutions contained in this Notice.
l. Click on the relevant EVSN along with "Skipper Limited" from the drop down menu on which you choose to vote.
m. On the voting page, you will see "Resolution Description" and against the same the option "YES/NO" for voting. Select the option "YES" or "NO" as desired. The option "YES" implies that you assent to the Resolution and option "NO" implies that you dissent to the Resolution.
n. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
o. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
p. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
q. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
r. If Demat account holder has forgotten the changed password then enter the User ID and image verification code click on Forgot Password & enter the details as prompted by the system.
s. **For Non – Individual Shareholders and Custodians:**

- Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to https://www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance user should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(iv) Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

(v) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Monday, 5 August 2019.

(vi) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. Monday, 5 August 2019 may contact the Company for Login ID and other e-voting related details.

(vii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or call the helpdesk no. 1800225533.

20. The Board of Directors of the Company has appointed Sri Raj Kumar Banthia, Practicing Company Secretary (Membership No- 17190/CP- 18428) of M/s MKB & Associates, Practicing Company Secretaries, Kolkata, as Scrutinizer to scrutinize the Ballot Form and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed as the scrutinizer and will be available for the said purpose.

21. The Scrutinizer shall after the conclusion of Annual General Meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses, not in the employment of the Company. The scrutinizer shall submit the consolidated scrutinizer's report, not later than 48 hours of conclusion of the Meeting, to the Chairman or any other person authorized by the Board. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.skipperlimited.com and also be displayed on the Notice board of the Company at its registered office and on the website of CDSL www.evotingindia.com immediately after the results are declared. The results shall simultaneously be communicated to the Stock Exchanges.

22. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. Monday, 12 August 2019.

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

Item No.4

The Members of the Company at the 33rd Annual General Meeting ('AGM') held on 23 September 2014 approved the appointment of M/s Singhi & Co., Chartered Accountants (Firm Registration No. 302049E) as the Statutory Auditors of the Company for a period of five years from the conclusion of the said AGM. M/s Singhi & Co, will complete their present term on conclusion of this AGM in terms of the said approval and Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014.

The Board of Directors of the Company, on the recommendation of the Audit Committee, recommended for the approval of the Members, the re-appointment of M/s Singhi & Co., Chartered Accountants, as the Auditors of the Company for a further period of five years from the conclusion of this AGM till the conclusion of the 43rd AGM.

M/s. Singhi & Co. is amongst the prominent audit and financial consulting firms in India having vast experience in the field of Audit & Assurance, Risk Advisory, Internal Audit, Corporate Finance, Tax Consulting, Business Process Re-engineering, Ind-AS and Offshoring. It has more than 100 listed companies as its client and has PAN India presence in 9 cities which includes Kolkata, Noida, Mumbai, Chennai, Bangalore, Hyderabad, Nagpur, Guwahati and Ahmedabad with a team size of more than 650 people.

As per the provisions of Section 139 of the Act, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder, M/s. Singhi & Co. is eligible for re-appointment as Statutory Auditor of the Company and has given their consent in writing for re-appointment.

It is proposed to pay a remuneration of ` 14 lakhs per annum to the auditors with authority to the Board to revise the same from time to time in consultation with M/s Singhi & Co.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested in the proposed Ordinary Resolution as set out at item no. 4 of the notice.

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

Item No.5

In accordance with the provisions of Section 148 of the Act and the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a cost auditor to audit the cost records of the Company. On the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on 22 May 2019 have approved the appointment of M/s AB & Co., Cost Accountants (Firm Registration No. 000256), as the Cost Auditor of the Company for the financial year ending on March 31, 2020 at a remuneration of Rs. 70,000/- (Rupees seventy thousand only) plus applicable taxes and reimbursement of actual out-of pocket expenses incurred, if any, in connection with the cost audit.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the members of the Company. Accordingly, consent of the members is being sought by way of an ordinary resolution for ratification of the remuneration payable to the cost auditor for financial year 2019-20.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested in the proposed Ordinary Resolution as set out at item no. 5 of the notice.

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

Item No.6

The Board of Directors on the recommendation of the Nomination and Remuneration Committee at its meeting held on 30 September 2018 had appointed Sri Pramod Kumar Shah (DIN: 00343256), as an Additional Director (in the capacity of Independent Director) of the Company. Pursuant to the provisions of Section 161(1) of the Act, Sri Pramod Kumar Shah shall hold office up to the date of this AGM.

The Company has received notice from a Member, under Section 160 of the Act, proposing the candidature of Sri Pramod Kumar Shah for the office of Director of the Company. The Nomination and Remuneration Committee and the Board of Directors have also recommended appointment of Sri Pramod Kumar Shah as an Independent Director of the Company.

Sri Pramod Kumar Shah is graduated with a Bachelor's Degree in Commerce from Calcutta University and is a fellow member of the Institute of Chartered Accountants of India. He has over 35 years of experience in practicing accountancy with an expertise in the area of internal audit. He has written, compiled and edited books and social and cultural magazines and participated in T. V. talk shows that were aired on Discovery Channel, Kolkata Doordarshan and Taaza T. V.

Sri Pramod Kumar Shah is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director and has also confirmed that he has not been debarred by SEBI from accessing the capital market as well as from holding the office of Director pursuant to any SEBI/MCA order or any other such authority.

The Company has also received a declaration from Sri Pramod Kumar Shah to the effect that he meets the criteria of independence as prescribed under Section 149(6) of the Act, read with Rules framed thereunder and Regulation 16 of the Listing Regulations.

Sri Pramod Kumar Shah is not related to any Director or Key Managerial Personnel of the Company in any way and in the opinion of the Board of Directors, he is independent of management.

A copy of the letter of appointment, setting out terms and conditions of his appointment, is available for inspection for the members at the registered office of the Company on all working days between 11.00 a.m. to 1.00 p.m. upto the date of Annual General Meeting.

Other detail in respect of appointment of Sri Pramod Kumar Shah, in terms of Regulation 36(3) of Listing Regulations, the Act and Secretarial Standards on General Meetings is annexed to this notice.

Except Sri Pramod Kumar Shah, being an appointee and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, in the resolution set out at item no. 6 of the notice.

The Board is of the view that Sri Pramod Kumar Shah's knowledge and experience will be of immense benefit and value to the Company and thus recommends the Ordinary Resolution as set out at item no. 6 for approval of members of the Company.

Item No. 7

The members of the Company had appointed Sri Amit Kiran Deb (DIN 02107792) as an Independent Director of the Company for a term of five years. He will complete his present term on 22 September 2019 (first term) and is eligible for re-appointment for one more term.

The Nomination and Remuneration Committee and the Board of Directors on the basis of the report of performance evaluation of Directors and expertise, has recommended re-appointment of Sri Amit Kiran Deb for a second term of 5 consecutive years on the Board of the Company. The Nomination and Remuneration Committee and the Board while recommending the re-appointment of Sri Amit Kiran Deb, had considered various factors, viz., the number of Board/ Committee meetings attended, knowledge & experience, skills, professional qualification, integrity, adherence to ethical standards, participation in deliberations, time devoted, independent judgments. His performance was evaluated as 'surpasses expectation" by the Board.

The Company has also received notice from a Member, under Section 160 of the Act, proposing the re-appointment of Sri Amit Kiran Deb as an Independent Director of the Company.

Accordingly, it is proposed to re-appoint Sri Amit Kiran Deb as an Independent Director for a second term of 5 consecutive years from 23 September 2019 to 22 September 2024.

Sri Amit Kiran Deb, holds a Master's Degree in Political Science from Allahabad University. He joined the Indian Administrative Service (IAS) in 1971 and was assigned to West Bengal cadre. Thereafter he served the Governments of West Bengal and Tripura as well as the Union Government in various capacities. During his long career, he held several important positions and postings such as Commissioner-cum-Secretary, Education & Social Welfare Departments, Government of Tripura, Cabinet Secretariat and Joint Secretary, Department of Electronics, Government of India. He represented Government of India in the GATT negotiations in Services in Geneva. He served as Home Secretary and then Chief Secretary to Government of West Bengal before his retirement.

Sri Amit Kiran Deb is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director and has also confirmed that he has not been debarred by SEBI from accessing the capital market as well as from holding the office of Director pursuant to any SEBI/MCA order or any other such authority.

The Company has also received a declaration from Sri Amit Kiran Deb to the effect that he meets the criteria of independence as prescribed under Section 149(6) of the Act, read with Rules framed thereunder and Regulation 16 of the Listing Regulations.

Sri Amit Kiran Deb is currently 70 years of age and during his tenure of re-appointment for a period of 5 years from 23 September 2019 to 22 September 2024, he will be attaining the age of 75 years. Your Directors feel that his presence and participation in the deliberations of the Board would be beneficial for the Company's business even though he will cross the age of 75 years during his tenure of re-appointment. Accordingly approval is also sought under Regulation 17(1A) of Listing Regulations.

Sri Amit Kiran Deb is not related to any Director or Key Managerial Personnel of the Company in any way and in the opinion of the Board of Directors, he is independent of management.

A copy of the letter of re-appointment, setting out terms and conditions of his re-appointment, is available for inspection for the members at the registered office of the Company on all working days between 11.00 a.m. to 1.00 p.m. upto the date of Annual General Meeting.

Other detail in respect of appointment of Sri Amit Kiran Deb, in terms of Regulation 36(3) of Listing Regulations, the Act, and Secretarial Standards on General Meetings is annexed to this notice.

Except Sri Amit Kiran Deb, being an appointee and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, in the resolution set out at item no. 7 of the notice.

The Board considers that the re-appointment of Sri Amit Kiran Deb would be of immense benefit to the Company and thus recommends the Special Resolution as set out at item no. 7 for approval of members of the Company.

Item No. 8

The members of the Company had appointed Smt. Mamta Binani (DIN 00462925) as an Independent Director of the Company for a term of five years. She will complete her present term on 31 March 2020 (first term) and is eligible for re-appointment for one more term.

The Nomination and Remuneration Committee and the Board of Directors on the basis of the report of performance evaluation of Directors and expertise, has recommended re-appointment of Smt. Mamta Binani for a second term of 5 consecutive years on the Board of the Company. The Nomination and Remuneration Committee and the Board while recommending the re-appointment of Smt. Mamta Binani, had considered various factors, viz., the number of Board/ Committee meetings attended, knowledge & experience, skills, professional qualification, integrity, adherence to ethical standards, participation in deliberations, time devoted, independent judgments. Her performance was evaluated as 'surpasses expectation" by the Board.

The Company has also received notice from a Member, under Section 160 of the Act, proposing the re-appointment of Smt. Mamta Binani as an Independent Director of the Company.

Accordingly, it is proposed to re-appoint Smt. Mamta Binani as an Independent Director for a second term of 5 consecutive years from 1 April 2020 to 31 March 2025.

Smt. Mamta Binani, is a B.Com and a Law Graduate and is a Fellow Member of the Institute of Company Secretaries of India. She is an Insolvency Professional registered with the Insolvency & Bankruptcy Board of India. She has over 21 years of experience in corporate consultation & advisory. She has held the position of an All India President of The Institute of Company Secretaries of India in the year 2016. She was conferred with a certificate of doctor of excellence in the field of management at the 3rd Intelligentsia Summit in 2017 and the Bharat Nirman Award in 2010. She is the Vice President of the National Company Law Tribunal Kolkata Bar Association and the Chairperson of the Standing Committee on Corporate Law and Governance, Merchant Chambers of Commerce & Industry, Kolkata and the Co-Chairperson of the Stress Resolution Committee of the Indian Chambers of Commerce.

Smt. Mamta Binani is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director and has also confirmed that she has not been debarred by SEBI from accessing the capital market as well as from holding the office of Director pursuant to any SEBI/MCA order or any other such authority.

The Company has also received a declaration from Smt. Mamta Binani to the effect that she meets the criteria of independence as prescribed under Section 149(6) of the Act, read with Rules framed thereunder and Regulation 16 of the Listing Regulations.

Smt. Mamta Binani is not related to any Director or Key Managerial Personnel of the Company in any way and in the opinion of the Board of Directors, she is independent of management.

A copy of the letter of re-appointment, setting out terms and conditions of her re-appointment, is available for inspection for the members at the registered office of the Company on all working days between 11.00 a.m. to 1.00 p.m. upto the date of Annual General Meeting.

Other detail in respect of appointment of Smt. Mamta Binani, in terms of Regulation 36(3) of Listing Regulations, the Act, and Secretarial Standards on General Meetings is annexed to this notice.

Except Smt. Mamta Binani, being an appointee and her relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, in the resolution set out at item no. 8 of the notice.

The Board considers that the re-appointment of Smt. Mamta Binani would be of immense benefit to the Company and thus recommends the Special Resolution as set out at item no. 8 for approval of members of the Company.

Item No. 9

The members of the Company on 8 August 2016 appointed Sri Sajan Kumar Bansal (DIN: 00063555) as the Managing Director of the Company w.e.f. 1 October 2016 for a period of three years.

Sri Sajan Kumar Bansal has been associated with the Company for more than 34 years and is the driving force behind the company's exponential growth and is responsible for the overall management of the Company. With special focus on day to day operation, taxation, compliances and strategic decisions, he has emerged as the backbone of the Company.

Considering the responsibilities and his contribution towards the growth of the Company, the Board of Directors on the recommendation of the Nomination and Remuneration Committee and Audit Committee at their meeting held on 22 May 2019 approved the re-appointment of Sri Sajan Kumar Bansal as Managing Director of the Company, for a further period of 5 (five) years w.e.f. 1 July 2019 to 30 June 2024, subject to the approval of the members. The re-appointment is being done from an earlier date in order to bring uniformity in appointment structure of executive directors.

The Company has received consent from Sri Sajan Kumar Bansal in writing to continue to act as Managing Director of the Company for a further period of 5 years. He satisfies all the conditions set out in Section 196(3) and Part-I of Schedule V to the Act for being eligible for re-appointment. Sri Sajan Kumar Bansal is not disqualified from being appointed as Director in terms of Section 164 of the Act, and has also confirmed that he has not been debarred by SEBI from accessing the capital market as well as from holding the office of Director pursuant to any SEBI/MCA order or any other such authority.

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

The Nomination and Remuneration Committee and the Board of Directors approved the remuneration of Sri Sajan Kumar Bansal in their meetings held on 22 May 2019 details of which are furnished below:

a. Salary/Perquisites:

   Basic Salary of `1.44 crore per annum with suitable increase at such rate as may be recommended by the Nomination & Remuneration Committee from time to time and approved by the Board of Directors subject to the same not exceeding the limits specified in Schedule V of the Act, including any statutory modification or re-enactment thereof for the time being in force.

   Perquisites not to exceed ` 10 lakhs p.a.

b. Commission:

In addition to the salary and perquisites, Commission shall be paid as calculated with reference to the net profits of the Company in a particular financial year, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

The aggregate of salary, perquisites and commission as specified above shall be subject to overall ceiling stipulated under Section 197 and Schedule V of the Act and including any statutory modifications or re-enactment thereof.

In case the Company has no profits or its profits are inadequate, the Company may subject to receipt of the requisite approvals, if any required, pay to the Managing Director the remuneration as stated above as the minimum remuneration by way of salary, perquisites and benefits as specified therein and as revised and recommended by the Nomination and Remuneration Committee and approved by the Board from time to time. Information as required under Schedule V of the Act is annexed to this notice.

The agreement entered into between the Company and Sri Sajan Kumar Bansal for his re-appointment is available for inspection of the members at the registered office of the Company on all working days between 11.00 a.m. to 1.00 p.m. upto the date of Annual General Meeting.

Except Sri Sajan Kumar Bansal, Sri Sharan Bansal, Sri Devesh Bansal and Sri Siddharth Bansal and their relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, in the resolution set out at item no. 9 of the notice.

The Board considers that the re-appointment of Sri Sajan Kumar Bansal would be of immense benefit to the Company and thus recommends the Special Resolution as set out at item no. 9 for approval of members of the Company.

Other details in respect of re-appointment of Sri Sajan Kumar Bansal, in terms of Regulation 36(3) of Listing Regulations, the Act and Secretarial Standards on General Meetings is annexed to the notice.

Item No. 10

The members of the Company on 5 September 2017 appointed Sri Sharan Bansal (DIN: 00063481) as Whole Time Director of the Company w.e.f. 1 July 2017 for a period of three years.

Sri Sharan Bansal is a Mechanical Engineer from Georgia Institute of Technology, USA and is having over 17 years of experience and is associated with the Company since 2002. He initiated the transmission tower vertical at Skipper and within a decade has grown it into India's largest transmission tower structure manufacturer.

Considering the responsibilities and his contribution towards the growth of the Company, the Board of Directors on the recommendation of the Nomination and Remuneration Committee and Audit Committee at their meeting held on 22 May 2019 approved the re-appointment of Sri Sharan Bansal as Whole Time Director of the Company, for a further period of 3 (three) years w.e.f. 1 July 2019 to 30 June 2022, subject to the approval of the members. The re-appointment is being done from an earlier date in order to bring uniformity in appointment structure of executive directors.

The Company has received consent from Sri Sharan Bansal in writing to continue to act as Whole Time Director of the Company for a further period of 3 years. He satisfies all the conditions set out in Section 196(3) and Part-I of Schedule V to the Act for being eligible for re-appointment. Sri Sharan Bansal is not disqualified from being appointed as Director in terms of Section 164 of the Act, as amended from time to time and has also confirmed that he has not been debarred by SEBI from accessing the capital market as well as from holding the office of Director pursuant to any SEBI/MCA order or any other such authority.

The approval for re-appointment and remuneration of Sri Sharan Bansal shall also be deemed to be approval in accordance with Regulation 17(6)(e) of Listing Regulations.

The Nomination and Remuneration Committee and the Board of Directors approved the remuneration of Sri Sharan Bansal in their meetings held on 22 May 2019 details of which are furnished below:

a. Salary/Perquisites:

   Basic Salary of `1.20 crore per aanum with suitable increase at such rate as may be recommended by the Nomination & Remuneration Committee from time to time and approved by the Board of Directors subject to the same not exceeding the limits specified in Schedule V of the Act, including any statutory modification or re-enactment thereof for the time being in force.

   Perquisites not to exceed ` 10 lakhs p.a.

b. Commission:

   In addition to the salary and perquisites, Commission shall be paid as calculated with reference to the net profits of the Company in a particular financial year, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

The aggregate of salary, perquisites and commission as specified above shall be subject to overall ceiling stipulated under Section 197 and Schedule V of the Act and including any statutory modifications or re-enactment thereof.

In case the Company has no profits or its profits are inadequate, the Company may subject to receipt of the requisite approvals, if any required, pay to the Whole Time Director the remuneration as stated above as the minimum remuneration by way of salary, perquisites and benefits as specified therein and as revised and recommended by the Nomination and Remuneration Committee and approved by the Board from time to time. Information as required under Schedule V of the Act is annexed to this notice.

The agreement entered into between the Company and Sri Sharan Bansal for his re-appointment is available for inspection of the members at the registered office of the Company on all working days between 11.00 a.m. to 1.00 p.m. upto the date of Annual General Meeting.

Except Sri Sajan Kumar Bansal, Sri Sharan Bansal, Sri Devesh Bansal and Sri Siddharth Bansal and their relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, in the resolution set out at item no. 10 of the notice.

The Board considers that the re-appointment of Sri Sharan Bansal would be of immense benefit to the Company and thus recommends the Special Resolution as set out at item no. 10 for approval of members of the Company.

Other details in respect of re-appointment of Sri Sharan Bansal, in terms of Regulation 36(3) of Listing Regulations, the Act and Secretarial Standards on General Meetings is annexed to this notice.

Item No. 11

The members of the Company on 8 August 2016 appointed Sri Devesh Bansal (DIN: 00162513) as Whole Time Director of the Company w.e.f. 1 April 2016 for a period of three years. The term of appointment of Sri Devesh Bansal as Whole Time Director of the Company expired on 31 March 2019.

Sri Devesh Bansal is holding a Master's of Science degree in International Business and Management from De Montfort University, UK and is associated with the Company since 2002. He has more than 17 years of experience and currently overseeing the Poles and Polymer products division of the Company.

Considering the responsibilities and his contribution towards the growth of the Company, the Board of Directors on the recommendation of the Nomination and Remuneration Committee and Audit Committee at their meeting held on 11 February 2019 approved the re-appointment of Sri Devesh Bansal as Whole Time Director of the Company, for a further period of 3 (three) years w.e.f. 1 April 2019 to 31 March 2022, subject to the approval of the members.

The Company has received consent from Sri Devesh Bansal in writing to continue to act as Whole Time Director of the Company for a further period of 3 years. He satisfies all the conditions set out in Section 196(3) and Part-I of Schedule V to the Act for being eligible for re-appointment. Sri Devesh Bansal is not disqualified from being appointed as Director in terms of Section 164 of the Act, as amended from time to time and has also confirmed that he has not been debarred by SEBI from accessing the capital market as well as from holding the office of Director pursuant to any SEBI/MCA order or any other such authority.

The approval for re-appointment and remuneration of Sri Devesh Bansal shall also be deemed to be approval in accordance with Regulation 17(6)(e) of Listing Regulations.

The Nomination and Remuneration Committee and the Board of Directors approved the remuneration of Sri Devesh Bansal in their meetings held on 11 February 2019 details of which are furnished below:

a. Salary/Perquisites

Basic Salary of `1.20 crore per annum with suitable increase at such rate as may be recommended by the Nomination & Remuneration Committee from time to time and approved by the Board of Directors subject to the same not exceeding the limits specified in Schedule V of the Act, including any statutory modification or re-enactment thereof for the time being in force.

Perquisites not to exceed ` 10 lakhs p.a.

b. Commission:

In addition to the salary and perquisites, Commission shall be paid as calculated with reference to the net profits of the Company in a particular financial year, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

The aggregate of salary, perquisites and commission as specified above shall be subject to overall ceiling stipulated under Section 197 and Schedule V of the Act and including any statutory modifications or re-enactment thereof.

In case the Company has no profits or its profits are inadequate, the Company may subject to receipt of the requisite approvals, if any required, pay to the Whole Time Director the remuneration as stated above as the minimum remuneration by way of salary, perquisites and benefits as specified therein and as revised and recommended by the Nomination and Remuneration Committee and approved by the Board from time to time. Information as required under Schedule V of the Act is annexed to this notice.

The agreement entered into between the Company and Sri Devesh Bansal for his re-appointment is available for inspection of the members at the registered office of the Company on all working days between 11.00 a.m. to 1.00 p.m. upto the date of Annual General Meeting.

Except Sri Sajan Kumar Bansal, Sri Sharan Bansal, Sri Devesh Bansal and Sri Siddharth Bansal and their relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, in the resolution set out at item no. 11 of the notice.

The Board considers that the re-appointment of Sri Devesh Bansal would be of immense benefit to the Company and thus recommends the Special Resolution as set out at item no. 11 for approval of members of the Company.

Other details in respect of re-appointment of Sri Devesh Bansal, in terms of Regulation 36(3) of Listing Regulations, the Act and Secretarial Standards on General Meetings is annexed to this notice.

Item No. 12

The members of the Company on 8 August 2016 appointed Sri Siddharth Bansal (DIN: 02947929) as Whole Time Director of the Company w.e.f. 1 April 2016 for a period of three years. The term of appointment of Sri Siddharth Bansal as Whole Time Director of the Company expired on 31 March 2019.

Sri Siddharth Bansal holds a Bachelor's of Science degree in Management from University of Illinois, USA and a Master's in Science degree in International Business from Aston University, UK and is associated with the Company since 2010. He has more than 9 years of experience and is currently heading the Polymer products division of the Company.

Considering the responsibilities and his contribution towards the growth of the Company, the Board of Directors on the recommendation of the Nomination and Remuneration Committee and Audit Committee at their meeting held on 11 February 2019 approved the re-appointment of Sri Siddharth Bansal as Whole Time Director of the Company, for a further period of 3 (three) years w.e.f. 1 April 2019 to 31 March 2022, subject to the approval of the members.

The Company has received consent from Sri Siddharth Bansal in writing to continue to act as Whole Time Director of the Company for a further period of 3 years. He satisfies all the conditions set out in Section 196(3) and Part-I of Schedule V to the Act for being eligible for re-appointment. Sri Siddharth Bansal is not disqualified from being appointed as Director in terms of Section 164 of the Act, as amended from time to time and has also confirmed that he has not been debarred by SEBI from accessing the capital market as well as from holding the office of Director pursuant to any SEBI/MCA order or any other such authority.

The approval for re-appointment and remuneration of Sri Siddharth Bansal shall also be deemed to be approval in accordance with Regulation 17(6)(e) of Listing Regulations.

The Nomination and Remuneration Committee and the Board of Directors approved the remuneration of Sri Siddharth Bansal in their meetings held on 11 February 2019 details of which are furnished below:

a. Salary/Perquisites

   Basic Salary of `1.20 crore per annum with suitable increase at such rate as may be recommended by the Nomination & Remuneration Committee from time to time and approved by the Board of Directors subject to the same not exceeding the limits specified in Schedule V of the Act, including any statutory modification or re-enactment thereof for the time being in force.

   Perquisites not to exceed ` 10 lakhs p.a.

b. Commission:

   In addition to the salary and perquisites, Commission shall be paid as calculated with reference to the net profits of the Company in a particular financial year, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

The aggregate of salary, perquisites and commission as specified above shall be subject to overall ceiling stipulated under Section 197 of the Act and including any statutory modifications or re-enactment thereof.

In case the Company has no profits or its profits are inadequate, the Company may subject to receipt of the requisite approvals, if any required, pay to the Whole Time Director the remuneration as stated above as the minimum remuneration by way of salary, perquisites and benefits as specified therein and as revised and recommended by the

Nomination and Remuneration Committee and approved by the Board from time to time. Information as required under Schedule V of the Act is annexed to this notice.

The agreement entered into between the Company and Sri Siddharth Bansal for his re-appointment is available for inspection of the members at the registered office of the Company on all working days between 11.00 a.m. to 1.00 p.m. upto the date of Annual General Meeting.

Except Sri Sajan Kumar Bansal, Sri Sharan Bansal, Sri Devesh Bansal and Sri Siddharth Bansal and their relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, in the resolution set out at item no. 12 of the notice.

The Board considers that the re-appointment of Sri Siddharth Bansal would be of immense benefit to the Company and thus recommends the Special Resolution as set out at item no. 12 for approval of members of the Company.

Other details in respect of re-appointment of Sri Siddharth Bansal, in terms of Regulation 36(3) of Listing Regulations, the Act and Secretarial Standards on General Meetings is annexed to this notice.

Item No. 13

In terms of Section 88 of the Act, read with rule 3 of the Companies (Management and Administration) Rules, 2014, the Company is required to maintain Register of Members in Form MGT-1 and as per the provisions of Section 94 of the Act, the Company is required to keep the registers and returns (as specified in Section 88 of the Act) at the registered office of the Company.

However, in terms of Rule 5 of the Companies (Management and Administration) Rules, 2014, such registers or copies of return may also be kept at any other place within the city, town or village in which the registered office of the Company is situated or any other place in India in which more than one-tenth of the total number of members entered in the register of members resides, if approved by a special resolution passed at a general meeting of the company.

Considering the above and as a measure of prompt service and facilitation of convenience to the Members of the Company, it is proposed to keep the Register of Members, Index of Members and all other Registers pursuant to Section 88 at the Office of Registrar and Share Transfer Agent (RTA) of the Company viz. M/s. Maheshwari Datamatics Pvt. Ltd, presently situated at 23 R. N. Mukherjee Road, 5th Floor, Kolkata – 700001 and/or at such other place in Kolkata where the RTA may shift its office from time to time or such other place as may be decided by the Board of Directors from time to time.

Accordingly, consent of the members is sought to approve the keeping of the Registers as specified in Section 88 of the Act at some place other than the registered office of the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested in the proposed Special Resolution as set out at item no. 13 of the notice.

The Board recommends the Special Resolution as set forth in the item no. 13 for approval of the members of the Company.

SKIPPER Limited

STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013:

I. General Information:

a. Nature of Industry:

The Company is into manufacturing of engineering and polymer products and also into EPC projects.

b. Date or expected date of commencement of commercial production:

The Company was incorporated in 1981 and has already commenced commercial production since long.

c. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.

d. Standalone Financial Performance based on given indicators:

(` in Million)

Particulars	**2018-19**	**2017-18**
Total Revenue	18708.69	21076.18
Profit before Tax	429.84	1803.89
Profit after Tax	312.12	1177.62

e. Foreign Investments or Collaborations, if any: Nil

II Information about the appointees:

All the required information about the appointees have been provided in the table `Details of Directors seeking appointment/re-appointment at the AGM' which forms part of this notice.

III Other information:

a. Reasons for loss or inadequate Profits:

The Company is passing a Special Resolution pursuant to the proviso to the sub-section (1) of Section 197 read with Schedule V of the Act and as a matter of abundant precaution, as the profitability of the Company may be adversely impacted in future due to adverse business environment. The Company's business largely depends on government spending on infrastructure projects which may be low in future years due to economic slow-down and lack of policies at the macro levels. The Company is also competing with some big players in the Industry thus reducing the margins for its products.

b. Steps taken or proposed to be taken for improvement:

The Company has actively taken strategic and operational measures to improve the performance of the Company. The Company has streamlined various processes which has improved the efficiency of the operations. Along with these and other measures taken by the Company and with improvement in business sentiments, the Company is confident of improving its performance and profitability in the coming years.

c. Expected increase in productivity and Profits in measurable terms:

The Company has taken various initiatives to improve market share and financial performance. The Company expects a better performance in all measurable parameters in the coming years in view of the various measures taken by the Company to improve its performance.

SKIPPER Limited

Details of Directors seeking appointment/re-appointment at the AGM

[Pursuant to the requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India]

Name of the Director	Sri Sajan Kumar Bansal	Sri Sharan Bansal	Sri Devesh Bansal	Sri Siddharth Bansal	Sri Amit Kiran Deb	Smt. Mamta Binani	Sri Pramod Kumar Shah
Director Identification Number (DIN)	00063555	00063481	00162513	02947929	02107792	00462925	00343256
Date of Birth/Age	03.01.1958 (61 years)	06.11.1979 39 years	25.12.1982 (36 years)	18.01.1988 (31 years)	26.12.1948 (70 years)	10.10.1972 (46 years)	02.12.1951 (67 years)
Qualification	B.Com	Masters of Science in Mechanical Engineering from Georgia Institute of Technology, USA.	Masters of Science in International Business and Management from De Montfort University, United Kingdom.	Bachelors of Science in Entrepreneurship from University of Illinois and Masters in Science in International Business from Aston University, Birmingham.	Master's Degree in Political Science from Allahabad University.	B.Com, LLB and Company Secretary.	B.Com and Chartered Accountant.
Date of Joining the Board	26th October, 1984	2nd April, 2002	5th April, 2002	10th March, 2010	28th January, 2010	12th February, 2015	30th September, 2018
Experience (approx)	34 years	17 years	17 years	9 years	40 years	21 years	35 years
Nature of expertise	Expertise in Business Management, Finance, Strategy, Taxation, Legal & Compliance	Expertise in Tower division and EPC division of the business	Expertise in Poles, Monopoles and Polymer products division of the business	Expertise in Polymer products division of the business	Expertise in strategy, administration, liasoning	Expertise in corporate consultation, advisory, Compliance, Governance, Finance, Accounting	Expertise in Audit, Accountancy, Finance, Banking
Background Details/Job Profile & Suitability/ Recognition & Awards	Under the leadership of Sri Sajan Kumar Bansal, the Company grew from single product manufacturer of Steel Tube to multiunit, multiproduct organization. It went on to diversify its portfolio ranging from engineering to polymer products and presently is a leader in transmission tower businesses. In addition	Sri Sharan Bansal initiated the Power Transmission vertical at Skipper in 2003 and within a decade, has grown it to become India's largest T&D Structure manufacturer. Under his guidance and direction, Skipper bagged "The largest Tower Supplier" award from PGCIL, consecutively since last	Sri Devesh Bansal has headed various verticals and initiatives of the fast growing company. Currently he heads the Telecom, Railways and Poles business verticals. He is also involved in the expansion of the Polymer pipes business of the Company. Mr. Bansal is the Regional Committee member of Engineering Export Promotional Council (EEPC) and the	Sri Siddharth Bansal has been successfully heading the procurement, operations and marketing of the polymer division of the Company. Under his able guidance several R&D initiatives are under process to create awareness for use of Plastics responsibly, role of plastic in Environment Conservation, Natural Resources Renewal and Protection of the	Sri Amit Kiran Deb joined the Indian Administrative Service (IAS) in 1971 and was assigned to West Bengal cadre. Thereafter he served the Governments of West Bengal and Tripura as well as the Union Government in various capacities. During his long career, he held several important positions and postings such as Commissioner-	Smt. Mamta Binani has over 21 years of experience in corporate consultation & advisory. She has held the position of an All India President of The Institute of Company Secretaries of India in the year 2016. She has also been the First Lady Chairperson of the Eastern India of The Institute of Company Secretaries of India in the year 2010. She was conferred with a	Sri Pramod Kumar Shah, is a Fellow member of the Institute of Chartered Accountants of India and has over 35 years of experience in practicing accountancy with an expertise in the area of internal audit. He has graduated with a Bachelor's Degree in Commerce from Calcutta University. Mr. Shah has written, compiled and edited

	to this, Sri Sajan Kumar Bansal also has been instrumental in propagating integrated development projects for villagers with his vision to uplift the quality of life through socio economic empowerment. He is the President of "Friends of the Tribal Society", a leading NGO for protection of tribes and forests and associated with several other social organizations. Sri Sajan Kumar Bansal has been awarded with several awards including the Bharat Nirman Award.	3 years. His vision is to make Skipper the largest T&D structure producer in the world by 2025 and is focused on increasing Skippers global market reach. In the past he's served on the National Executive Council of IEEMA.	Vice President of Merchant Chamber of Commerce and Industry (MCCI).	Environment through recycling of Plastic.	cum-Secretary, Education & Social Welfare Departments, Government of Tripura, Cabinet Secretariat and Joint Secretary, Department of Electronics, Government of India. He represented Government of India in the GATT negotiations in Services in Geneva. He served as Home Secretary and then Chief Secretary to Government of West Bengal before his retirement.	certificate of doctor of excellence in the field of management at the 3rd Intelligentsia Summit in 2017 and the Bharat Nirman Award in 2010. She is the Vice President of the National Company Law Tribunal Kolkata Bar Association, and the Chairperson of the Standing Committee on Corporate Law and Governance, Merchant Chamber of Commerce & Industry, Kolkata and the Co-Chairperson of the Stress Resolution Committee of the Indian Chamber of Commerce.	books and social and cultural magazines, and participated in T.V. talk shows that were aired on Discovery Channel, Kolkata Doordarshan and Taaza T.V.
Terms & Conditions of appointment	Managing Director for a period of five years not liable to retire by rotation.	Whole-Time Director for a period of three years liable to retire by rotation.	Whole-Time Director for a period of three years liable to retire by rotation.	Whole-Time Director for a period of three years liable to retire by rotation.	Independent Director for a period of five years not liable to retire by rotation.	Independent Director for a period of five years not liable to retire by rotation.	Independent Director for a period of five years not liable to retire by rotation.
Details of remuneration sought to be paid	As stated in the resolution and explanatory statement for his re-appointment	As stated in the resolution and explanatory statement for his re-appointment	As stated in the resolution and explanatory statement for his re-appointment.	As stated in the resolution and explanatory statement for his re-appointment	Eligible to receive sitting fees and profit linked commission.	Eligible to receive sitting fees and profit linked commission.	Eligible to receive sitting fees and profit linked commission.
Remuneration last drawn	Rs. 1,80,00,000/- (One crore and eighty lakhs) annually	Rs. 90,00,000/- (Ninety lakhs) annually	Rs. 90,00,000/- (Ninety lakhs) annually	Rs. 90,00,000/- (Ninety lakhs) annually	Rs. 3,30,000/- (Three lakhs and thirty thousand) as sitting fees in the FY 2018-2019	Rs. 2,25,000/- (Two lakhs and twenty five thousand) as sitting fees in the FY 2018-2019	Rs. 75,000/- (Seventy five thousand) as sitting fees in the FY 2018-2019
Comparative remuneration profile, profile of the position and person	The remuneration proposed to be paid to him is fully justifiable and comparable to that prevailing in the industry.	The remuneration proposed to be paid to him is fully justifiable and comparable to that prevailing in the industry.	The remuneration proposed to be paid to him is fully justifiable and comparable to that prevailing in the industry.	The remuneration proposed to be paid to him is fully justifiable and comparable to that prevailing in the industry.	NA	NA	NA
Pecuniary relationship directly or indirectly with the	Sri Sajan Kumar Bansal is the promoter and Managing Director of the Company.	Sri Sharan Bansal is the promoter and Whole Time Director of the Company.	Sri Devesh Bansal is the promoter and Whole Time Director of the Company.	Sri Siddharth Bansal is the promoter and Whole Time Director of the Company.	NA	NA	NA

Company							
Number of Board meeting attended during the year	6/6	4/6	6/6	5/6	6/6	6/6	3/3
Disclosure of relationship with other directors/ KMP	Sri Sajan Kumar Bansal is father of Sri Sharan Bansal, Sri Devesh Bansal and Sri Siddharth Bansal, Whole-Time Directors of the Company.	Sri Sharan Bansal is son of Sri Sajan Kumar Bansal, Managing Director of the Company and brother of Sri Devesh Bansal and Sri Siddharth Bansal, Whole-Time Directors of the Company.	Sri Devesh Bansal is son of Sri Sajan Kumar Bansal, Managing Director of the Company and brother of Sri Sharan Bansal and Sri Siddharth Bansal, Whole-Time Directors of the Company.	Sri Siddharth Bansal is son of Sri Sajan Kumar Bansal, Managing Director of the Company and brother of Sri Sharan Bansal and Sri Devesh Bansal, Whole-Time Directors of the Company.	Sri Amit Kiran Deb is not related to any of the Directors/KMP of the Company.	Smt. Mamta Binani is not related to any of the Directors/KMP of the Company.	Sri Pramod Kumar Shah is not related to any of the Directors/KMP of the Company.
Shareholding of Director in Skipper Limited	21,855,339 (21.29%)	10,000 (0.01%)	10,000 (0.01%)	10,000 (0.01%)	Nil	Nil	Nil
List of Directorship in other companies as on 31 March 2019	Aakriti Alloys Private Limited, Samriddhi Ferrous Private Limited, Utsav Ispat Private Limited, Vaibhav Metals Private Limited, Ventex Trade Private Limited, Skipper Plastics Limited, Skipper Realties Limited, Skipper Telelink Limited, Suviksit Investments Limited	Utsav Ispat Private Limited, Vaibhav Metals Private Limited, Skipper Polypipes Private Limited, Skipper Pipes Limited, Skipper Plastics Limited, Skipper Polychem Limited, Skipper Realties Limited, Skipper Telelink Limited, Suviksit Investments Limited, Entrepreneurs Organization Kolkata	Aakriti Alloys Private Limited, Samriddhi Ferrous Private Limited, Skipper Polypipes Private Limited, Ventex Trade Private Limited, Skipper Telelink Limited, Skipper Realties Limited, Suviksit Investments Limited, Skipper Plastics Limited, Skipper Polychem Limited, Skipper Pipes Limited, Merchant's Chamber of Commerce & Industry, Achievers and Leaders Forum	Skipper Polypipes Private Limited, Skipper Polychem Limited, Skipper Pipes Limited	Bengal Ambuja Housing Development Limited Emami Limited, Hiranmaye Energy Limited, India Power Corporation (Bodhgaya) Limited, India Power Corporation Limited, Skipper Plastics Limited	Kkalpana Industries (India) Limited, Century Plyboards (India) Ltd, GPT Infraprojects Limited, Anmol Industries Limited, Emami Cement Limited, Magma Housing Finance Limited	Emami Frank Ross Limited, Star Cement Limited, Emami Agrotech Limited, Meghalaya Power Limited, Emami Capital Markets Limited, Cuprum Bagrodia Limited

List of Membership/ Chairmanship of Committees of other companies as on 31 March 2019 (Includes only Audit & Stakeholders Relationship Committee)	**Skipper Plastics Limited-** Member in Audit Committee	Nil	Nil	Nil	**i.Bengal Ambuja Housing Development Limited** – Member in Audit Committee **ii. Emami Limited-** Member in Audit Committee **iii. Hiranmaye Energy Limited-** Member in Audit Committee **iv. India Power Corporation (Bodhgaya) Limited** Member in Audit Committee **v. India Power Corporation Limited** Chairman of Audit Committee **vi. Skipper Plastics Limited** Member in Audit Committee	**i. Century Plyboards (India) Limited** Member in Audit Committee and Chairperson of Stakeholders Relationship Committee **ii. GPT Infraprojects Limited-** Member in Audit Committee **iii. Anmol Industries Limited-** Chairperson of Audit Committee **iv. Emami Cement Limited-** Member in Audit Committee and Stakeholders Relationship Committee **vi. Magma Housing Finance Limited-** Member in Audit Committee	**i. Cuprum Bagrodia Limited-** Member in Audit Committee **ii. Star Cement Limited-** Member in Audit Committee **iii. Emami Agrotech Limited** Chairman of Audit Committee **iv. Meghalaya Power Limited** Chairman of Audit Committee **v. Emami Frank Ross Limited** Chairman of Audit Committee

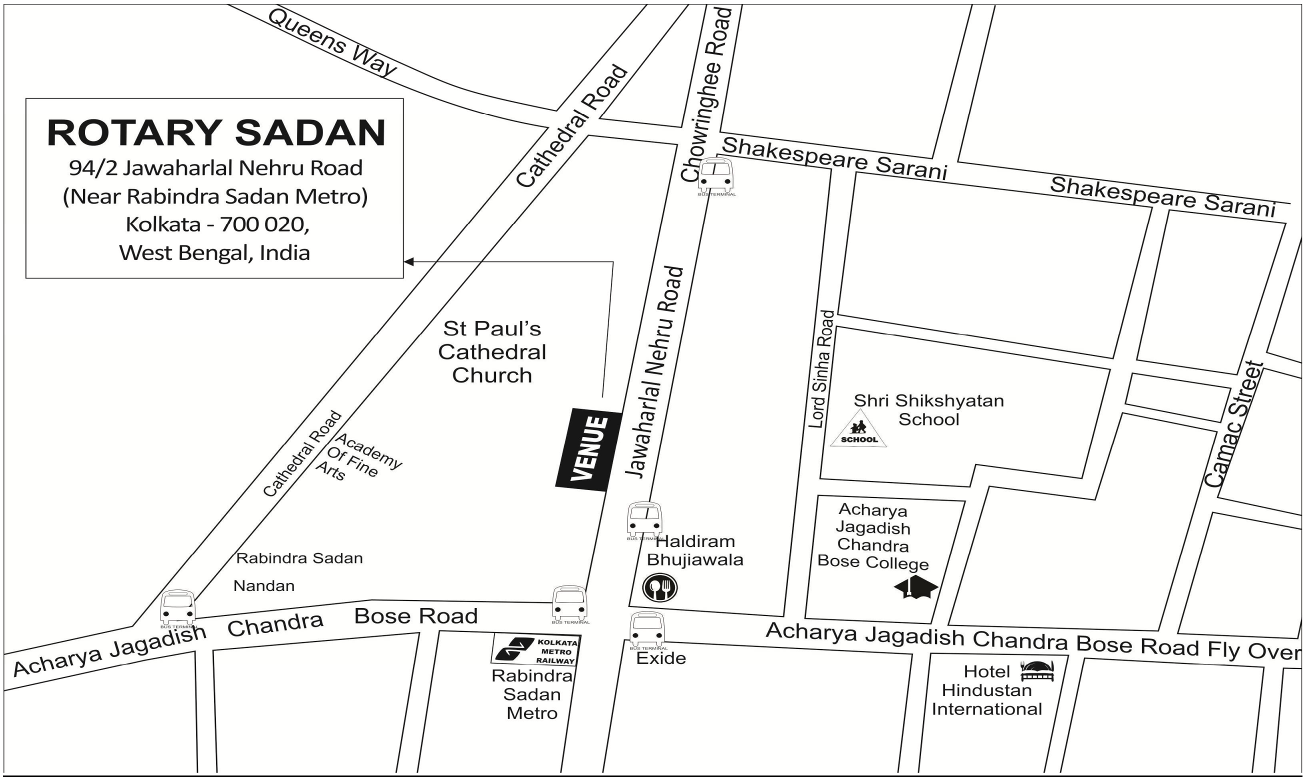
By order of the Board
For Skipper Limited

Registered Office:
3A, Loudon Street, Kolkata- 700017
Date: 22 May 2019

Manish Agarwal
Company Secretary
Membership No: A29792

Route Map

Shripati Singhania Hall, Rotary Sadan, 94/2 Jawaharlal Nehru Road, Kolkata- 700 020, West Bengal, India



SKIPPER LIMITED

CIN: L40104WB1981PLC033408
Registered Office: 3A, Loudon Street, Kolkata – 700 017, India
Ph: 033- 22895731, Fax: 033-22895733, Email - investor.relations@skipperlimited.com, Web: www.skipperlimited.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):	E-mail ID:
Folio No./Client ID:	DP ID:
Registered Address:	

I/We, being the member(s) of ....shares of Skipper Limited, hereby appoint:

1. Name: .... Email: ....
   Address: .... Signature: ....

or failing him / her

2. Name: .... Email: ....
   Address: .... Signature: ....

or failing him / her

3. Name: .... Email: ....
   Address: .... Signature: ....

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 38th Annual General Meeting of the Company, to be held on Monday, 12 August 2019 at 3:30 p.m. at Shripati Singhania Hall, Rotary Sadan, 94/2 Jawaharlal Nehru Road (Near Rabindra Sadan Metro Station) Kolkata- 700 020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution Proposed
1	Adoption of the : (a) the Audited Standalone Financial Statements of the Company together with the Directors' Report as also the Auditors' Report thereon for the financial year ended 31 March 2019, and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2019 and the Report of the Auditors' thereon.
2	Declaration of dividend for the financial year ended 31 March 2019.
3	Appointment of director in place of Sri Sharan Bansal (DIN: 00063481) who retires by rotation and being eligible, offers himself for re-appointment.
4	Re-appointment of M/s. Singhi & Co. as the Statutory Auditor of the Company.
5	Approval of remuneration of the Cost Auditors for financial year ending 31 March 2020.
6	Appointment of Sri Pramod Kumar Shah (Din: 00343256) as Independent Director of the Company for a period of five years.
7	Re-appointment of Sri Amit Kiran Deb (Din: 02107792) as Independent Director of the Company for a period of five years.
8	Re-appointment of Smt. Mamta Binani (Din: 00462925) as Independent Director of the Company for a period of five years.
9	Re-appointment of Sri Sajan Kumar Bansal (Din: 00063555) as Managing Director of the Company for a period of five years.
10	Re-appointment of Sri Sharan Bansal (Din: 00063481) as Whole-Time Director of the Company for a period of three years.
11	Re-appointment of Sri Devesh Bansal (Din: 00162513) as Whole-Time Director of the Company for a period of three years.
12	Re-appointment of Sri Siddharth Bansal (Din: 02947929) as Whole-Time Director of the Company for a period of three years.
13	Approval for maintenance of Register of members at a place other than the Registered Office of the Company.

Signed this.................................day of 2019

Affix Re 1 revenue stamp

Signature of shareholder   Signature of proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

SKIPPER LIMITED

CIN: L40104WB1981PLC033408

Registered Office: 3A, Loudon Street, Kolkata – 700 017, India

Ph: 033- 22895731, Fax: 033-22895733, Email - investor.relations@skipperlimited.com, Web: www.skipperlimited.com

ATTENDANCE SLIP

Regd. Folio / DP ID & Client ID
Name and Address of the Shareholder

1. I, hereby record my presence at the 38th Annual General Meeting of the Company held on Monday, 12 August 2019 at 3:30 p.m at Shripati Singhania Hall, Rotary Sadan, 94/2 Jawaharlal Nehru Road (Near Rabindra Sadan Metro Station) Kolkata- 700 020

2. Signature of the Shareholder/Proxy Present

3. Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover the same at the entrance duly signed.

4. Shareholder / Proxy holder desiring to attend the meeting may bring his / her copy of the Annual Report for reference at the meeting.

Note: - PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING.

- -

ELECTRONIC VOTING PARTICULARS

(1) EVSN (E-Voting Sequence No.)	(2) USER ID.	(3) PAN or Sequence No.	(4) Bank Account No./DOB
			(See Note No.1)

Notes:

(1) Where both the details are not registered with the Depositories or Company please enter your User Id. as mentioned in column (2) above.

(2) Please read the Instructions printed in the Notice of the 38th Annual General Meeting. The e-voting period starts from 9.00 A.M. on 9 August 2019 and ends at 5.00 P.M. on 11 August 2019. The e-voting module shall be disabled by CDSL for voting thereafter.

REPOSITIONING

Skipper Limited | Annual Report 2018-19

Contents

Forward-looking statement

In this Annual Report we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance.

We cannot guarantee that these forward looking statements will be realized, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind.

We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

Corporate Information

Board of Directors

Chairman (Independent)
Mr. Amit Kiran Deb

Managing Director
Mr. Sajan Kumar Bansal

Wholetime Directors
Mr. Sharan Bansal
Mr. Devesh Bansal
Mr. Siddharth Bansal
Mr. Yash Pall Jain

Independent Directors
Mr. Joginder Pal Dua
Mrs. Mamta Binani
Mr. Ashok Bhandari
Mr. Pramod Kumar Shah

Chief Financial Officer
Mr. Sanjay Kumar Agrawal

Company Secretary
Mr. Manish Agarwal

Auditors

Singhi & Co.
Chartered Accountants
161, Sarat Bose Road,
Kolkata-700026
Ph. +91 33 2419 6000
Email: kolkata@singhico.com
Website: www.singhico.com

Bankers

Allahabad Bank
State Bank of India
Bank of Baroda
Punjab National Bank
Oriental Bank of Commerce
Bank of India
Union Bank of India
HDFC Bank
Exim Bank
Axis Bank
IDFC First Bank

Registered office

3A, Loudon Street
Kolkata-700017, India
Ph. +91 33 2289 5731/32
Fax +91 33 2289 5733
Email: mail@skipperlimited.com
Website: www.skipperlimited.com

Works

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

Uluberia Unit
NH-6, Village: Madhabpur, Mahisrekha,
Post: Uluberia, Howrah,
West Bengal- 711303

Guwahati Unit - 1
Lohia Industrial Estate,
659, O, Kahi Kuch Gaon
Mouza: Dakhin Rani
District- Kamrup, Assam- 781 017

Guwahati Unit – 2
Village- Parlley
Mouza- Chayani
Revenue Circle- Palashbari
District- Kamrup Rural, Assam

Registrar & Share transfer agent

Maheshwari Datamatics Private
Limited
23,R N Mukherjee Road, 5th Floor
Kolkata - 700001
Ph. 033 2248 2248 /2243 5029
Fax 033 2248 4787
Email: mdpldc@yahoo.com
Website: www.mdpl.com

₹18,709 million
Revenues in FY2018-19

₹1,811 million
EBITDA in FY2018-19

₹312 million
PAT in FY2018-19

3,00,000 MTPA
Engineering products capacity (as on 31st March 2019)

51,000 MTPA
Installed polymer production capacity (as on 31st March 2019)

71.89%
Promoters' holding (as on 31st March 2019)

2,205
Team size (as on 31st March 2019)

The building blocks of India and Skipper

Water and power represent the building blocks of a modernising India.

At Skipper, we are engaged in businesses that enhance water and power availability.

The principal message that we need to communicate is that both these sectors are at an inflection point.

The 'Nal se Jal' programme is expected to provide drinking water to every household in India by 2024.

The country will need to invest substantially in strengthening its power transmission infrastructure.

These sectors are likely to grow faster than they have done in the past.

And a disproportionate share of the growth to come out of these sectors is likely to be carved away by nimble market leaders.

Market leaders like Skipper.

REPOSITIONING

At Skipper Limited, we are engaged in repositioning our business.

We are confident that this repositioning will strengthen our brand, competitiveness and business sustainability.

From a long standing focus on 'How much did we manufacture?' to 'How much value did we generate?'

This repositioning warrants a complete change in the way we look at our business, markets and customers.

We are happy to communicate that the process of change has begun, enhancing our agility and responsiveness to the way customers seek to be serviced.

Skipper's **REPOSITIONING** is derived from a need to broadbase the business

Broadbasing the number of sectors addressed

Riding the growth of some fast-growing segments like telecom and railways.

Broadbasing the number of customers

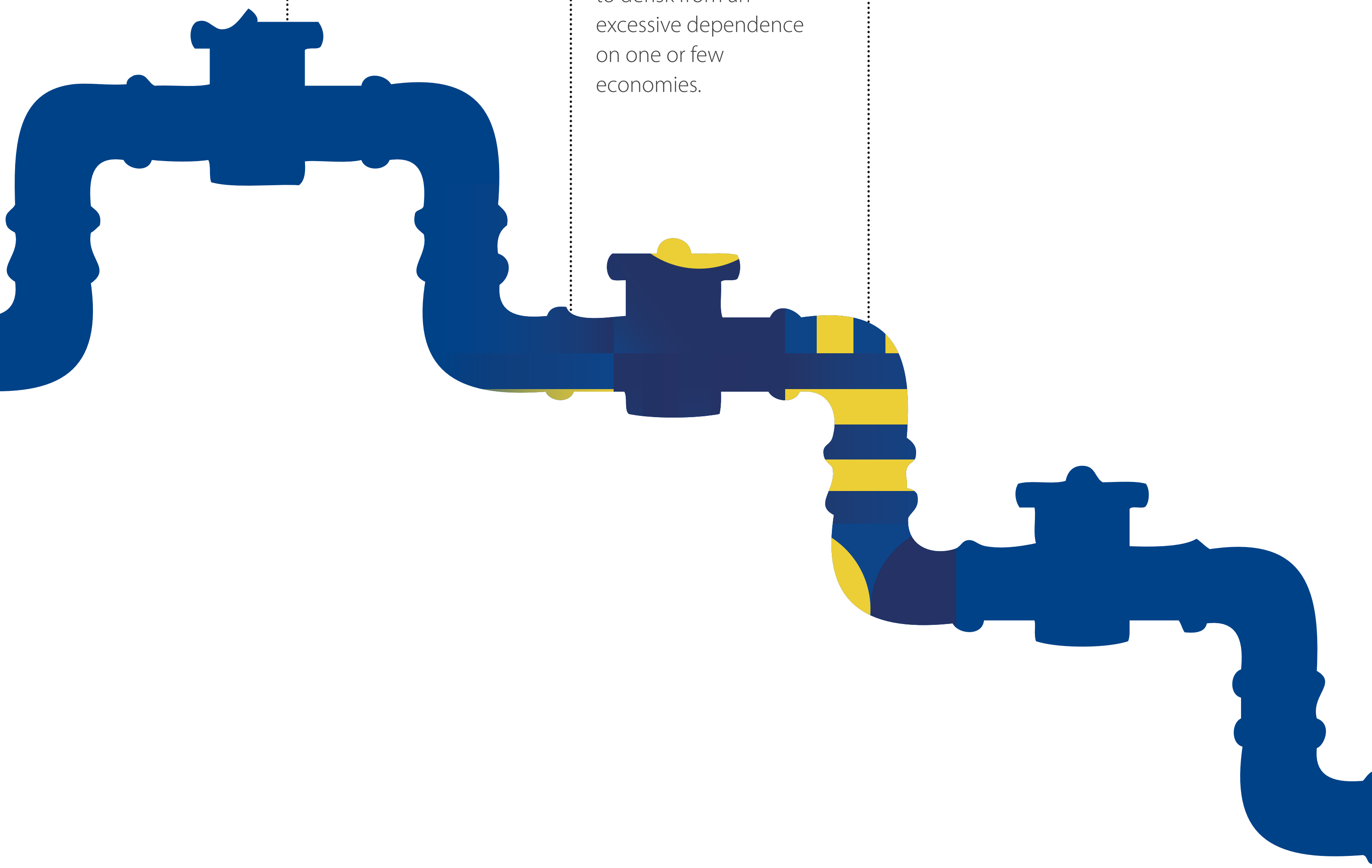
Addressing the needs of large number of fast-growing customers

Broadbasing the countries of our presence

Entering new regions to derisk from an excessive dependence on one or few economies.

Broadbasing the customer mix within each sector (government and non-government)

Riding the inflection point within India where the power transmission sector opened to private players.



What will facilitate Skipper's repositioning in an exciting sectoral environment

Knowledge
Deep knowledge capital for product manufacture, quality standards and certifications

Fungible capacity
Fungible manufacturing capacity (from one product to another with minimal capex)

Integration
Only integrated manufacturer in India's transmission tower sector

Strategic location
Proximity to raw material sources resulting in freight and logistical competitiveness

Footprint
Existing presence in 30+ countries

Relationships
Existing and scalable relationships with 100+ global EPC players

Asset utilisation
Progressively enhanced capacity utilisation, revenues and amortisaton economies

Certifications
Global quality certifications and customer approvals provide a scalable foundation

Low capital cost
Ability to enter segments with low capital cost

Gearing
Low long-term debt on the Company's books

7

Seven things that make Skipper Limited proxy for a progressive world

01 Vision: To produce world-class quality products, ensuring robust national infrastructure development and making India the preferred sourcing hub for global infrastructure needs.

Mission

To continue to add value-added products and services to its portfolio.

To continue to focus on sectors of power and water as per contemporary global demands.

To continue to tap newer geographies to add to the existing market.

To ensure the greater scale and technology, the greater longevity of product, and introduce more efficient technologies for a longer duration of existence.

To reduce carbon footprint and evolve towards reduced consumption of hydrocarbons and non-conventional and renewable energy sources.

02 Promoters: Skipper Limited was promoted by the late Mr. Sadhu Ram Bansal. The Company is presently headed by Mr. Sajan Kumar Bansal (Managing Director), Mr. Sharan Bansal (Director), Mr. Devesh Bansal (Director) and Mr. Siddharth Bansal (Director). They are assisted by a team of experienced professionals. The Board of Directors is chaired by Mr. Amit Kiran Deb.

03 Businesses: Skipper was incorporated in 1981. The Company has emerged as a prominent and competitive global manufacturer of electrical transmission towers and a prominent player in the polymer pipe manufacturing space.

04 Presence: The Company is head-quartered in Kolkata (West Bengal). Three of the Company's manufacturing facilities are located in Kolkata and two units in Guwahati (Assam). Besides, the Company exports products to more than 30 countries in South America, Europe, Africa, the Middle East, South & Southeast Asia and Australia.

05 Portfolio: The Company operates across three segments (engineering products, polymer products and infrastructure projects) with growing potential in modernising economies.

Engineering products: Power transmission towers, power distribution poles, transmission lines monopoles, mild steel and high tensile angles, fasteners, tower accessories, railway structures and telecom towers

Polymer products: UPVC pipes, CPVC pipes, SWR pipes, Agriculture pipes along with solvent cement and fittings.

Infrastructure projects: Transmission line EPC, underground utilises laying through the horizontal directional drilling method.

06 Listing: The equity shares of the Company are listed on Bombay Stock Exchange (scrip code: 538562) and National Stock Exchange (scrip code: SKIPPER) where they are traded actively.

07 Awards

Recognised as the largest tower supplier for the third consecutive year by PGCIL

Recognised as Emerging Power EPC Player by EPC World

Recognised as Global HR Excellence by World HRD Congress

Recognised as Number one Emerging Brand in Polymer Pipes and Fittings by WCRC

Recognised as Most Valuable Contribution to Power Industry by ET EDGE

Recognised as Star Performer Award for the year 2015-16 by EPC India

Recognised as The Best Polymer Brand by Construction Times

Recognised as Most Iconic Brand by Economic Times

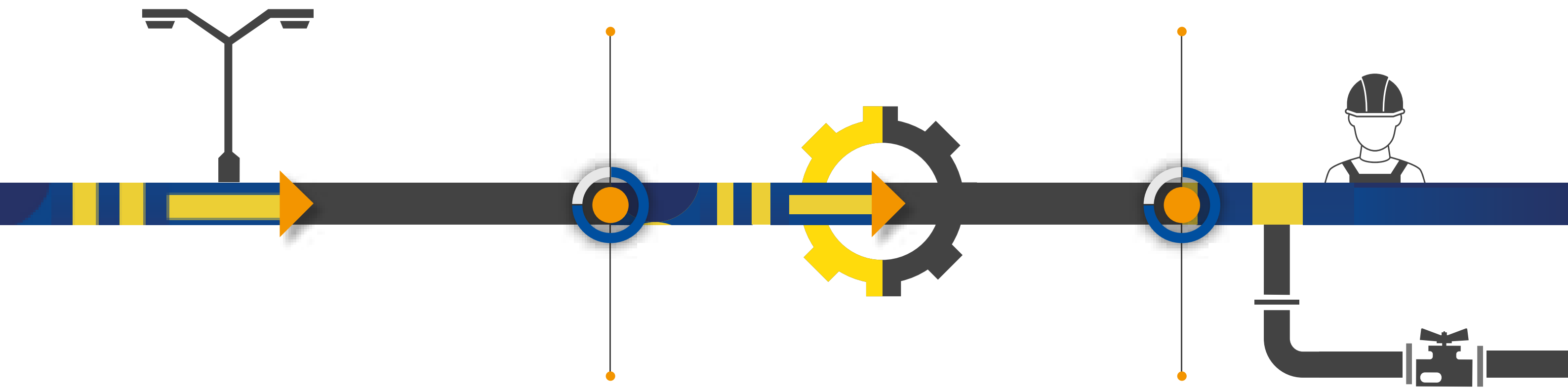
Milestones

1981

- Our Company was incorporated as Skipper Investments Limited; we began our journey by manufacturing Hamilton Poles.

1990

- The Company's name was changed to Skipper Steels Ltd and it diversified into manufacturing towers and masts.



2001

- The Company set up an LPG cylinder unit.

2003

- Tube mill was set up.

2005

- Set up its first galvanising plant.

2006

- Crossed ₹1 billion in revenue.
- Got Powergrid's approval for tower units and received the first order of 400Kv towers (the highest voltage level at that time).
- Entered into a manufacturing tie-up with Ramboll, Denmark - the world's largest tower designing company.

2008

- Conversion of tower production process from manual to automatic CNC.

2009

- Got India's first order for 800Kv transmission towers from Power Grid Corporation of India Limited (PGCIL).
- Commissioned the Uluberia unit with first PVC unit and India's first double-side Tube GI plant.

2010

- Entered into backward integration of two major product verticals tubes and towers, by way of a Strip mill and Angle mill, respectively.

2011

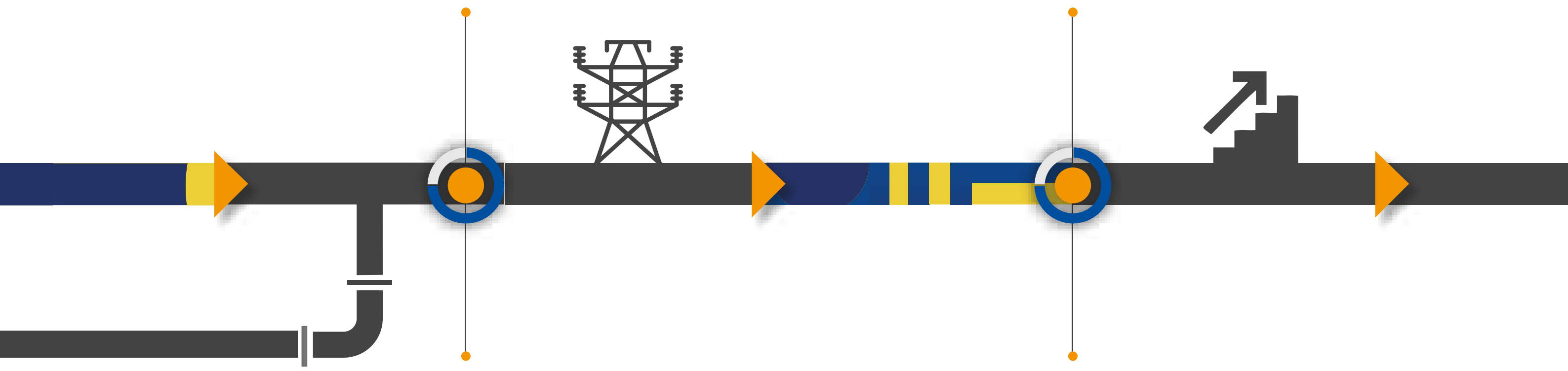
- Focus on broader and diversified product verticals.

2015

- Awarded 'Fastest Growing Transmission Tower Manufacturing Company' award by CNBC TV-18.
- Commissioned a new PVC plant in Ahmedabad and Guwahati.
- Got listed on NSE in May 2015.
- Entered into an alliance with Sekisui Chemicals Co Ltd of Japan.

2016

- Won the 'Best Industry in Water Resources Sector' award by CBIP.
- Recognised as 'Star Performer' by EEPC.
- Recognised 'Largest Tower Supplier' by PGCIL.



2013

- Crossed ₹10 billion in revenue.
- Alliance agreement with South America's largest TSO for exclusive supply to its transmission projects.

2017

- Emerged as the largest manufacturer of T&D structures in India.
- Commissioned a second Guwahati plant in Palashbari.
- Given Largest Tower Supplier Award by PGCIL (second time).

2018

- Entered into a joint venture with Metzerplas for micro-irrigation products.
- Ventured into new product categories such as railway electrification etc.
- Won the 'Largest Tower Supplier' award from PGCIL for the third successive time.

Skipper. Present in dynamic business segments

Over three decades, Skipper has evolved into one of the world's leading manufacturers of transmission and distribution structures (towers and poles) in the engineering products segment.

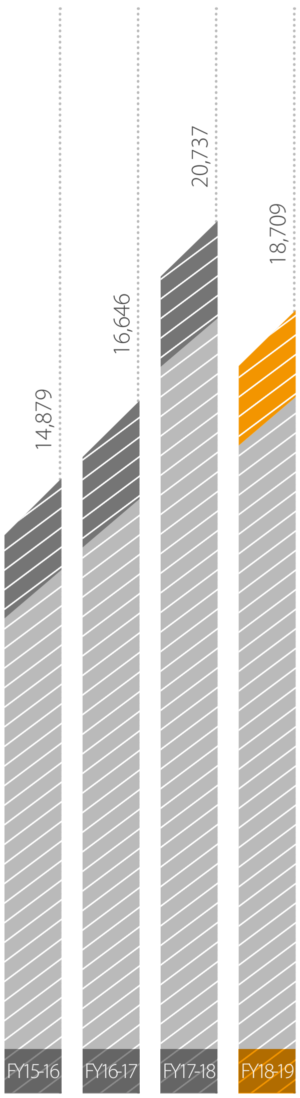
The Company is a leading brand in the polymer-based water pipes sector. It is a trusted partner in the execution of critical infrastructure EPC projects.

The Company is also strengthening its presence in the margin-driven infrastructure project business.

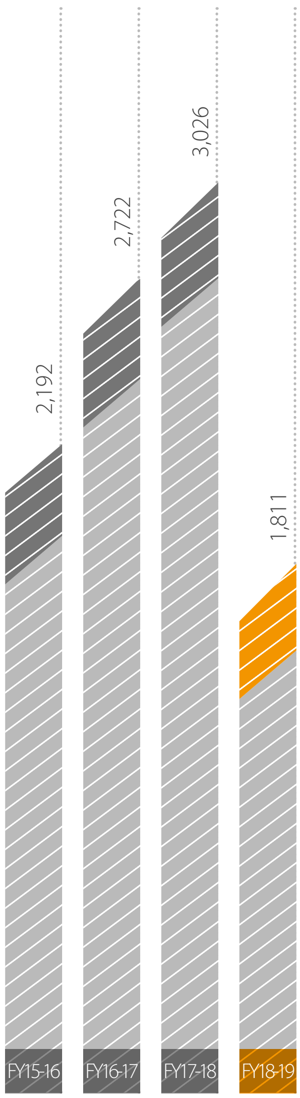
	Engineering Products	Polymer products	Infrastructure Projects
Product details	• Power Transmission Towers • Power Distribution Poles • Transmission Lines Monopoles • Mild Steel & High Tensile Angles • Fasteners and Tower Accessories • Railway Electrification Structures • Telecom Towers	• UPVC Pipes • CPVC Pipes • SWR Pipes • Agriculture Pipes • Borewell Pipes • CPVC Solvent Cement • Fittings (for all the above types of pipe)	• Transmission Line EPC • Underground utility laying by Horizontal directional drilling
Highlights	Positioned as one of the world's leading transmission tower manufacturers; largest in India	Only polymer pipe company in India to implement Theory of Constraints in its operations	• Forward integration activity • Aimed at high-margin projects
Revenue 2018-19 (₹ Million)	16,452	1,598	658
Contribution to total revenue in FY2018-19 (%)	88%	9%	3%

Skipper's financial performance over the years

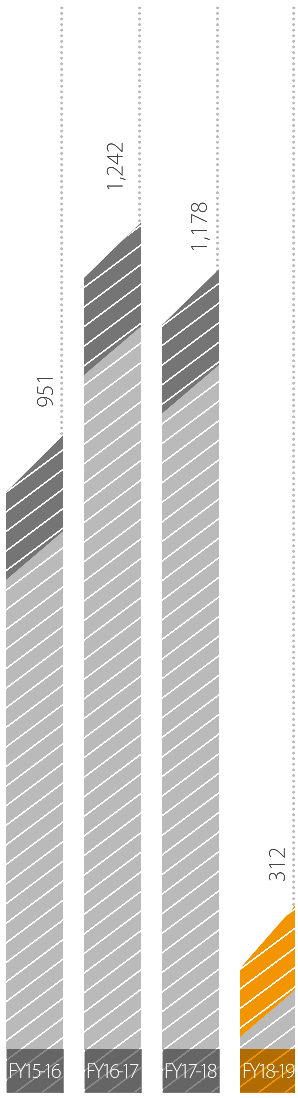
Revenues (₹ million)

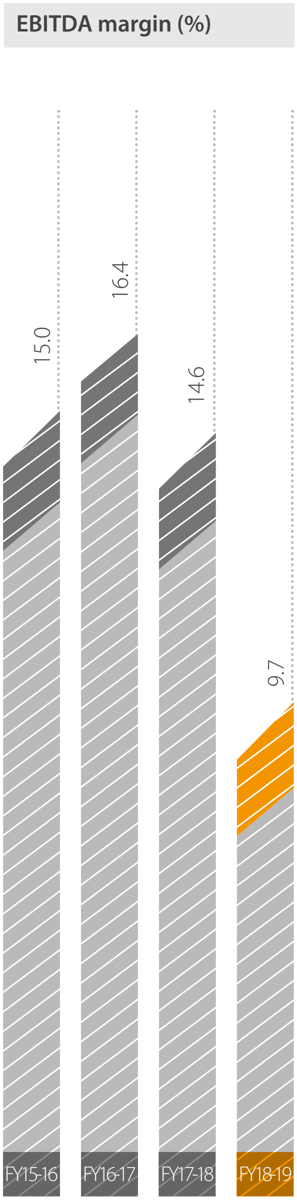


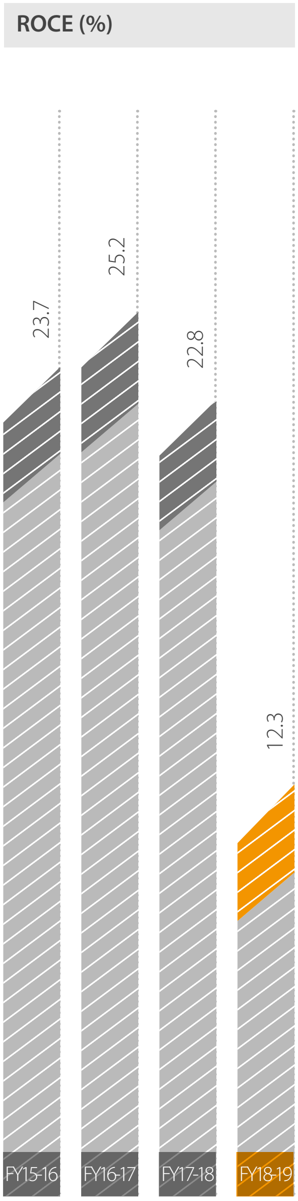
EBITDA (₹ million)

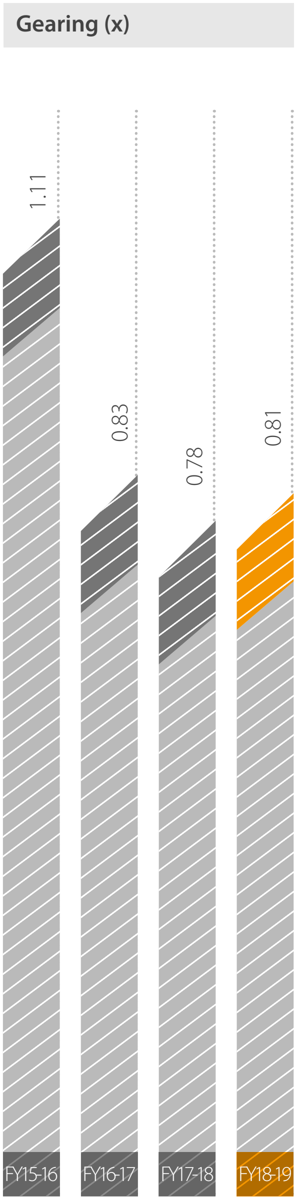


Net profit (₹ million)




EBITDA margin (%)
15.0
16.4
14.6
9.7
FY15-16
FY16-17
FY17-18
FY18-19


ROCE (%)
23.7
25.2
22.8
12.3
FY15-16
FY16-17
FY17-18
FY18-19


Gearing (x)
1.11
0.83
0.78
0.81
FY15-16
FY16-17
FY17-18
FY18-19

Sajan Kumar Bansal,
Managing Director

Managing Director's overview

The operative word at Skipper is REPOSITIONING.

During the year under review, Skipper Limited reported a 11% decline in revenue and 73% decrease in profit after tax.

Despite superior performance reported in the past few years, the decline in our numbers during the year under review was the result of a temporary downturn in our principal business that affected the overall organisational average.

The principal message that I wish to communicate is that the Company has moved with speed to reposition itself, strengthening its relevance in a transforming industrial environment.

The Indian economy

The Indian economy has reported one of its most sluggish performances in recent years. While the country grew attractively in the first two quarters of the year under review, there was a marked decline in growth indices starting from the third quarter onwards.

This decline was triggered by a prominent company in the country's non-banking finance sector being affected by a liquidity crunch. The effects of this were feared to extend not only to depositors and other NBFCs but across the entire economy. The result was a liquidity paralysis within the economy during a major part of the second half of the financial year under review. As consumer sentiment was progressively affected, there was a decline in the offtake of automobiles and other high-ticket products. There was a related trickle-down in impact across other sectors as well, pulling down the national growth average to 5.8% in the last quarter, one of the lowest reported by the economy in a number of quarters and comparable to the immediate post-demonetisation phase.

The result was that the Indian economy grew 6.8% during the year under review compared with 7.2% during 2017-18.

Sectoral background

Even as the long-term outlook of India's infrastructure growth story continued to be positive, there was an interruption in the government's infrastructure spending related to the power sector during the year under review.

There was a slowdown in the government's investment in new power transmission lines. As per an unofficial estimate, the quantum of orders issued by the Power Grid Corporation of India Limited (PGCIL) for the commissioning of new electrical transmission towers declined by 70% during the year under review. This affected the Company's order book, which declined from a year-start figure of ₹26,270 million to ₹24,600 million at close. The order inflows during the year under review declined from ₹19,340 million to ₹13,330 million,

We believe that this decline is temporary in view of the vast infrastructure under-penetration in India's transmission sector. Now that the general elections of 2019 have been concluded, the new government will seek to ensure a larger and quicker infrastructure rollout across the foreseeable future. We believe that this will strengthen our order book, revenues and business surplus across the foreseeable future.

Sectoral transition

The slowdown in India's power T&D infrastructure was compounded by a number of challenges.

One, there is a premium on the ability to deliver the right product for markets as opposed to a generalised approach of one product being applied to all.

Two, there is a global movement towards the use of lighter transmission towers (including state electricity boards), which requires a re-engineering of the product from the design stage onwards.

Three, since a number of renewable energy projects are being commissioned at a quicker pace, there is a need to provide supporting power evacuating infrastructure even faster.

Four, transmission lines are moving to higher voltages from 200 Kv to 400 Kv to 765 Kv, warranting a corresponding improvement in the quality of transmission infrastructure.

Five, with right of way of transmission lines becoming an increasingly contentious issue in the urban areas, there is a growing need to provide customised transmission infrastructure.

Six, there is a growing traction within the country's power infrastructure sector to work with companies that are sustainable, warranting long-term investments in knowledge, assets, technologies, processes, governance and Balance Sheet integrity.

Skipper's repositioning

At Skipper, we repositioned our business with speed during the financial year under review with the objective to remain relevant and competitive.

The Company strengthened its customer focus through the reinforcement of a service-driven mindset and higher service benchmarks. The result was a greater propensity to manufacture complete product batches, as opposed to the largest volume of the highest selling products, and a greater focus on providing complete solutions to customers.

The Company graduated from being a dependable vendor to a trusted partner

THE SKIPPER DNA

Nimbler in strategy and its implementation

Flexible in adapting to evolving realities

Responsive to the external environment

More willing to question the corporate and sectoral status quo

Working outside its comfort zone

through the anytime-any quantity and anywhere product delivery, helping customers enhance their working capital efficiency.

The Company repositioned itself as a one-stop and broad-based engineering solutions provider through the manufacture of towers, fasteners and monopoles, coupled with in-house testing facilities, widening the value chain on the one hand and strengthening its unique global positioning on the other.

The Company replenished its revenues by seeding new products like monopoles and railway structures, which would account for a larger proportion of prospective revenues.

The Company responded to the prevailing environment through the implementation of the Theory of Constraints concept in its PVC business. It focused on value-added products mix and has transferred all the capacities from its satellite plants to its parent plant in Uluberia. All of these capacities are expected to be installed as well as utilised within FY 20.

The Company protected its financial foundation by staying relatively under-borrowed, where a moderated working capital outlay will enhance competitiveness.

The Company widened its global footprint through a growing presence in focused markets with increasing potential.

The Company strengthened its business sustainability through a stronger compliance with global and Indian regulatory and quality benchmarks.

Strengthening the PVC business: Implementation of ToC

The Company is in the process of implementing the principles of ToC in its Polymer Business. This will ensure that the brand is present across the maximum number of retail outlets in the areas that it operates in. This will ensure the brand's availability in these markets as well as enhance revenues and margins.

The Company also rationalised its product portfolio and focused on the high value plumbing sector while maximising reach and enhanced product availability with key retailers and minimising sales loss. The Company strengthened its supply chain with the objective to moderate dealer inventory without compromising stocking range while at the same time strengthening the dealer's return on investments. It also focused on just-in-time delivery across smaller product lots, the first of such proposition in the sector.

The Company focused on complete product availability through the manufacture of products and quantities sold, resulting in effective replenishment that strengthened the Company's market orientation, business development focus, deeper understanding of opportunities and working capital efficiency, obviating the need for dumping products on trade partners.

Key challenges and how we are mitigating them

Increased raw material costs
Response: Skipper has gone into faster execution of projects so that in the next phase, the Company is not impacted by the increased costs of the raw materials.

Slower orders from Power Grid, India's largest T&D company
Response: Accelerated sectoral and customer diversification

Delay in availability of project sites
Response: Increase non-T&D and International business share of revenues

Sectoral liquidity crisis
Response: Engaged in selective business; secured payment terms; conscious decision to curb low margin revenues

Outlook

At Skipper, we believe that our repositioning should translate into a stronger competitiveness.

Even as we account for a sizable share of the Indian market, there is a growing focus on carving out a larger share of the customer's wallet and extend into contiguous spaces.

Even as we are a preferred choice among customers, we seek to graduate to become a 'must work with' partner.

Even as we remain profitable, there is a movement towards enhanced profitability and sustainability across market cycles.

Even as the focus is on remaining viable, there is a greater focus on creating a larger business with fewer resources (working capital).

Even as we are one of the most respected players in our niche the world over, there is a movement to strengthen our compliance with a wider range of global accreditations facilitating our entry into more markets.

Even as we strive towards continuous growth, we will protect our profitability and strengthen our projects bidding, product mix and trade terms.

Conclusion

We believe that the repositioning initiatives at Skipper will enable it to graduate from being volume-driven to a value-focused Company that successfully addresses the needs of all stakeholders.

Sajan Kumar Bansal
Managing Director

Decline in capacity utilisation
Response: Widened the product mix using the same infrastructure

Declining order book (domestic)
Response: Widened our global order pipeline

How we are repositioning our Company

From being respected for product manufacture to being admired for service delivery

From being respected as a market leader in India to being respected as a cost leader the world over

From being volume-focused to emerging as value-driven

From a significant focus on India to a wider global footprint

From addressing the large needs of select customers to addressing the relatively small needs of a larger number of customers

From the predominant recall of a 'large' company to a service-led nimbler organisation

From a focus on passing cost increases to customers to moderating costs and enhancing competitiveness

From being a vendor to strengthening its positioning as a partner (helping customers generate a superior working capital efficiency)

From working with conventional products to entering new product segments in rapidly-growing spaces

How the repositioning is expected to take Skipper ahead

Strengthen Skipper's margins; some sectors entail a lower working capital cycle

Make it possible for Skipper to capitalise on sectoral upturns with speed; faster off the block

Strengthen Skipper's competitiveness; enhance business sustainability across cycles

Transform Skipper from an Indian company into a global player

Help Skipper report a lower sectoral beta and smoothen performance curves

Help Skipper progress towards any-market business sustainability

Skipper's global presence

Overview

Skipper is a respected global citizen.

The Company markets products across 30 countries in South America, Europe, Africa, Middle East, South & South East Asia and Australia.

This wide footprint makes the Company truly global, broad-basing its presence for sustainable long-term growth.

South America
- Peru
- Columbia
- Chile
- Paraguay
- Panama

Europe
- UK
- Spain

Africa
- Kenya
- Egypt
- Ghana
- Nigeria
- Zambia
- Sierra Leone
- Guinea
- South Africa
- Botswana
- Burundi
- Angola

Middle East
- Jordan
- Saudi Arabia
- UAE

South and South East Asia
- India
- Nepal
- Bangladesh
- Sri Lanka
- Indonesia
- Philippines
- Malaysia

Australia

Skipper's competitive advantage

Backward integration
The Company's value chain extends from the resource to the end product, making it possible to control quality, extend the value chain, enhance competitiveness and customise products.

Indigenous resources
The Company is attractively placed to strengthen competitiveness, based on stable indigenous resources. As the Indian currency depreciated in the last two years, Skipper strengthened its competitiveness even further.

Wage structure
India's wage structure is more competitive than China, this helps in strengthening the competitiveness of Indian products. Skipper leverages this reality, coupled with scale, strengthening its competitiveness.

Increased opportunity
Following China's Blue Skies Environmental Policy, a number of Chinese manufacturing capacities were closed and remaining capacities were utilised to address the country's consumption towards 'One Belt, One Road' project which resulted in opening up a large global market for companies like Skipper.

Skipper's manufacturing footprint

Overview

Skipper is among the most competitive global manufacturers of engineered products like transmission towers. Besides, the Company is among the most competitive manufacturers of polymer pipes.

The Company invested in cutting-edge equipment along with state-of-the-art test equipment to manufacture and supply best quality products to its customers. This competitiveness was reinforced through a combination of modest capital cost per tonne of invested equipment, high asset uptime / utilisation, high conversation efficiency and customised product manufacture.

Besides, this competitiveness has been derived through integrated plant operations making it possible to address domestic and export needs. This also increases the Company's flexibility in responding to emerging needs.

Engineering products business review

Overview

Skipper Limited possesses more than 30 years of experience in manufacturing a range of valued-added engineering products.

This has translated into the ability to manufacture products around high quality benchmarks, address new products, extend into contiguous spaces and create a large brand recall.

The result is that the Company has emerged among India's largest power transmission & distribution (T&D) structure manufacturing companies and among the world's 10 largest.

Skipper's competitiveness has been derived from its deep design capabilities and product understanding. The Company possesses the competence to respond to the customised design needs of every project. This capability has been reinforced by the ability to address engineering and supply chain challenges even before manufacturing can commence. Some projects require nearly 50 different structures and 10,000 unique parts, addressed through Skipper's proprietary manufacturing and supply chain capabilities resulting in timely product delivery. The result is that Skipper has earned its respect as a dependable solution provider to customers anywhere in the world.

Much of Skipper's competence is derived from an integrated manufacturing model where 100% of raw materials (mild steel to high tensile angles) are manufactured within. The result is that the Company has reinforced its respect as a one-stop provider of the entire products bouquet comprising towers, fasteners, accessories in addition to service capabilities related to EPC construction.

Within India, Skipper is a preferred manufacturer. Skipper is also a leading exporter of T&D structures across 30-plus countries in South America, Europe, Africa, the Middle East, South and South East Asia and Australia.

The Engineering products capacity was enhanced by 35,000 MT during the year under review to 3,00,000 MT

Manufacturing edge

The Company's engineering product manufacturing facilities are located in Eastern India, leveraging the proximate availability of steel, power, labor, national connectivity and ports.

The Company's four state-of-the art manufacturing facilities in the region - two in Jangalpur, one in Uluberia near Kolkata and one in Palasbari near Guwahati – are equipped to address local and regional needs. The Engineering products capacity was enhanced by 35,000 MT during the year under review to 3,00,000 MT. The Guwahati plant commenced operations in March 2017 with the objective to address the growing demand for T&D products in North East India.

The Company's facilities enjoy robust customer traction on account of their certifications. All four units of the Company are approved by PowerGrid Corporation, India's largest transmissions sector company. These units are integrated into MS and HT angle rolled products (up to 200x200x25) to secure raw material availability. Besides, the 57 CNC production lines were imported (Germany, Italy and China), enjoying high uptime and operating efficiency. Besides, the manufacturing facilities were complemented with seven galvanising units with a plant size up to 14 mtr and annual galvanising capacity of over 2.5 lakh MT. The overall complement - captive galvanising plants, angles and plate CNC lines – have empowered the Company to manufacture products of the highest product quality on the one hand and engage in timely product supplies on the other, strengthening the Company's positioning as a trusted partner.

Performance FY2018-19

Revenues and contribution from this vertical were subdued on account of lower government orders.

The Company ventured into new product lines (railway structures and angular telecom towers) moderating its excessive dependence on power T&D projects.

Various cost moderating initiatives comprised the utilisation of alternative fuel for galvanising plants, optimisation of zinc consumption, optimised use of welding consumables, people rationalisation and wastage reduction.

Product quality improved through the utilisation of high accuracy machines for cutting and bending.

Greater utilisation of trained and qualified welders to produce top-class welds; the Company achieved better galvanising quality through stronger process control.

Accessing accurately-sized raw material, as per designs, helped reduce rejections; enhanced scrap re-use across other businesses enhanced material efficiency.

First-time enquiries from South Korea, Uruguay, Paraguay, Romania, Croatia, Mexico, Panama, Poland, Afghanistan, Russia, Australia and Nicaragua, among others.

Participated in around 25 global exhibitions in two years to enhance visibility.

Won fresh orders for supplying 2500 telecom towers to various players in India.

Secured stronger foothold in the Americas by winning a first-time contract for supplying telecom towers to Latin America.

Our Engineering Products portfolio

Transmission tower
Skipper offers the full range of diverse products – from 66 Kv to 800 Kv towers. Its towers comply with Indian and international material grades (BSEN to ASTM to GOST).

Telecom towers
Skipper invested in a state-of-the-art facility for the manufacture of all types of ground-based telecom towers and monopoles. It invested in advanced technologies to provide towers like monopoles that resemble palm and pine trees. The Company addresses growing opportunities for telecom towers. India needs around 1,00,000 additional towers to address sectoral growth, comprising the expansion of 4G and 5G, Artificial Intelligence, Virtual Reality, Internet of Things and M2M.

Poles
Skipper manufactures commercial poles (Swaged poles, High Mast poles, Octagonal poles, Conical poles and Monopoles). The Company's product diversification allows customers to address commercial, residential, municipal and industrial applications. Skipper invested in the largest monopole designing and manufacturing facility in India. The Company's applications comprise up to 400Kv in transmission towers and 40m height for telecom towers.

Distribution poles
Skipper manufactures poles of 5m to 16m, usually used in street lighting, telecom aerial cabling, power distribution lines and signboards. The captive production of MS pipes ensures ready raw material availability, on-time product delivery and cost management. The Company manufactures poles as per the highest quality standards of IS: 2713/BS 4360. The products manufactured can be customised according to demand specifications and applications.

Angles
Skipper invested in a manufacturing facility to roll angles of any grade and length. The Company's integrated approach empowers the Company to exercise full control over the quality of the end product.

Fasteners
Skipper manufactures a range of bolts, nuts and washers coupled with galvanising, helping the Company reduce the need for storing surplus on-site inventory.

Railway structures
The Company is a leading manufacturer of galvanised steel structures and SPS for railways OHE and TSS. The Company also provides various services for railway electrification.

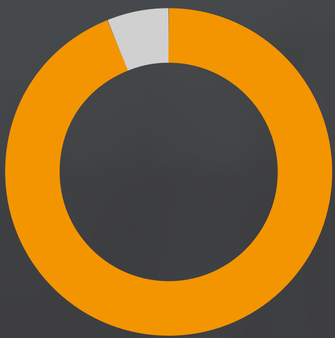
Quality certification

Bureau of Indian Standards (ISI) • ISO 9001, ISO 14001, ISO 18001 • Power Grid Corporation of India Limited (PGCIL) • Egyptian Electricity Transmission Company (EETC) • Bhutan Power Corporation • Major State Electricity Board of India (SEBs) • Budcentral-Certificate of Conformity • Kenya Transmission Company (KETRACO) • Transmission Company of Nigeria (TCN) • National Grid Corporation of Philippines (NGCP) • Ministry of Railways (RDSO) • Damodar Valley Corporation • Saudi Electric Company • The Jordanian Electric Power Company Ltd. • Amman-Jordan • RETIE, Colombia • UKSEPRO • LAPEM • Transmission Corporation of Andhra Pradesh Limited (APTRANSCO) • Odisha Power Transmission Corporation Limited (OPTCL) • The Karnataka Power Transmission Corporation Limited (KPTCL) • CE (Certificate of Europe)

Widening our businesses footprint

Engineering order book break-up – segment-wise

As on 31st March 2018



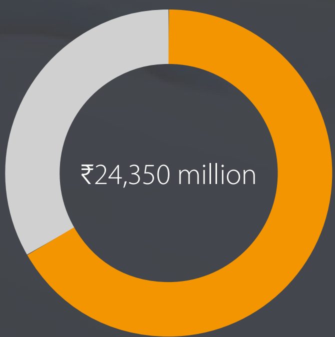
■ T&D: 94%, ■ Non-T&D: 6%

As on 31st March 2019

■ T&D: 82%, ■ Non-T&D: 18%

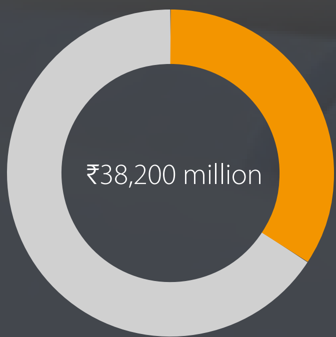
Order pipe line – geography-wise

As on 31st March 2018



■ Domestic: ₹16,250 million
■ Exports : ₹8,100 million

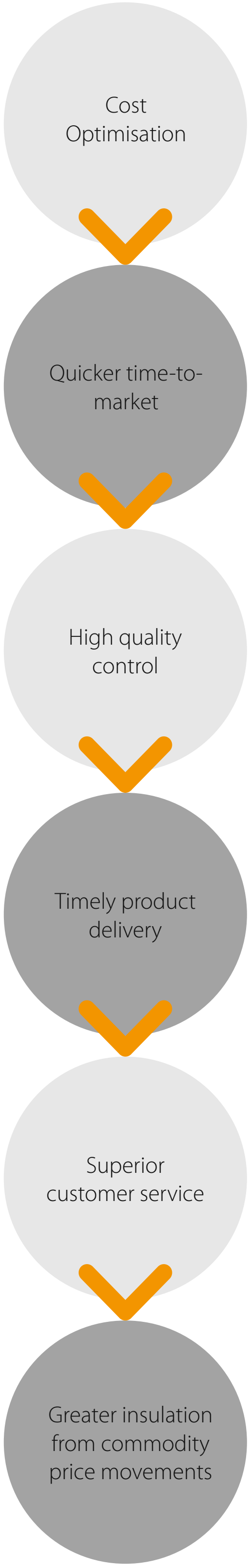
As on 31st March 2019



■ Domestic: ₹13,100 million
■ Exports : ₹25,100 million

Over 75% of the Company's manufacturing activity is conducted out of automated CNC lines, imported from reputed global suppliers and delivering a first-rate product quality.

Benefits of Skipper's manufacturing integration



Our Polymer Products business

Skipper is one of the most respected companies engaged in the manufacture of polymer pipes in the regions of its presence.

The Company invested in state-of-the-art extrusion equipment to ensure consistent quality, durability and strength, addressing industry benchmarks.

The result is that Skipper pipes is among the fastest growing polymer pipes and fittings brands in India. The Company provides a strong product portfolio of pipes (including CPVC and SWR pipes), making it a major player in rural agricultural and urban plumbing applications.

Manufacturing edge

The Company's polymer product segment comprises a manufacturing capacity of 51,000 MTPA. The Company's plants are invested with state-of-the-art technologies. The Company focused on an effective workshop layout, permitting an efficient production environment.

Over 70% of the gross block was less than six years old as on 31st March 2019. Skipper is also one of the few Indian companies with an NSF certification, validating its quality commitment.

Quality certifications

The Company's products are benchmarked as per the most demanding Indian and global quality certifications, validating its competence and facilitating a quicker access into markets.

• ASTM D-1785, ASTM D-2467, ASTM D-2846, • ASTM F-493, NSF (CPVC PIPES) • IS: 12818 • IS: 13592 • IS: 4985 • IS: 15778 • IS: 14735 • IS: 10124 • IS: 14182

Highlights, FY2018-19

Utility is one of the major costs in PVC pipes manufacture. To rationalise this cost, we extensively monitor the use of utilities and have also implemented processes like the interconnection of chillers and parallel header compressor system to maximise the equipment utilisation.

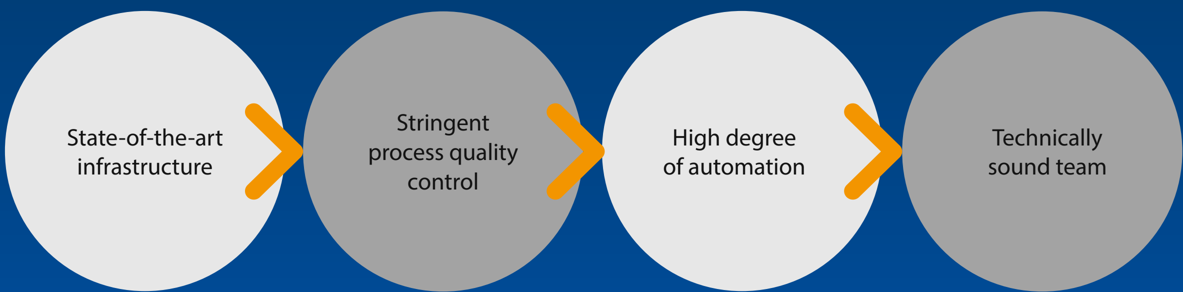
Consistent research and development related to the formulation of compounding of the production is helping us optimise costs.

The team carries out development as per process needs. This helps in reducing costs and enhancing productivity.

The Company revisited its strategy to focus on value-added products targeting the plumbing sector. During the year under review, the Company shut its Hyderabad, Ahmedabad and Sikandrabad units to consolidate operations and rationalise fixed costs.

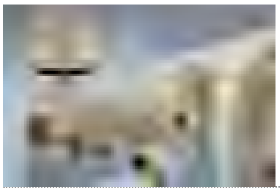
Skipper has transferred the capacities from these satellite plants to its parent plant in Uluberia, Kolkata and is in the process of installing these capacities. It is expected that this entire capacity will be fully operational during FY 20.

Key strengths of this business



Polymer product portfolio

Plumbing and sewage segment



CPVC pipes and fittings by Durastream CPVC Compound: The CPVC pipes and fittings are made of chlorinated polyvinyl chloride. They are manufactured according to IS 15778 and ASTM D-2846 standard quality. The Company has a technological tie-up with Sekisui of Japan for the key raw material of CPVC compound. These pipes offer long-lasting and economical solutions for hot and cold water in plumbing and portable water applications, addressing water temperature up to 92 degree Celsius.

UPVC lead free plumbing pipes and fittings: The UPVC pipes and fittings are suitable for any kind of plumbing system because of their lead-free nature. These pipes provide cost-effective solutions for the distribution of potable water. These pipes are technically superior and offer versatile performance for different usages. They are designed as per the modern industrial standards and are immune to any kind of harmful chemical reactions of acids and other organic chemicals.

Some salient features of CPVC pipes

• High mechanical strength • Corrosion-resistant • Easy installation and maintenance • Withstand any hazardous condition and tension • Ideal for supplying drinking water • Good insulation properties • Resistant to fire, water and harmful chemicals • Durable and long lasting • Economic in use

UPVC pipes specifications

- Lead-free
- Chemical and corrosion resistant
- Strong and resilient with high tensile strength
- Leak-proof jointing methods

SWR pipes and fittings: Skipper Limited is one of the leading names producing one of the most sophisticated ranges of SWR Drainage and Sewerage Systems. These piping systems are widely used in residential and commercial areas and efficiently used in eliminating waste without blockage or damage. The systems are also available as SWR Lite for lighter applications. Being resistant to all kinds of harmful chemicals and corrosion, the pipes offer lasting and durable services. The product is available in push and ring system.

SWR pipes specifications:

- High quality standards are maintained
- Available in a wide range and dimension
- Resilient and long lasting
- Chemical and corrosion-resistant
- High tensile strength
- UV radiation proof
- Helps in fast removal of waste without leakages
- Easy installation and maintenance
- Cost-effective

Borewell

Column pipes

Broad range of Column Pipes with varying specifications for depth levels ranging from 250 feet to 900 feet. The pipes are used in bore well systems to provide necessary support to the pump and help in the easy extraction of water.

Some of column pipe Specifications

• Corrosion resistant • Light in weight • Convenient and easy installation • Non-toxic and non-conductive • Durability and high tensile strength • Cost effective

Agriculture

Casing pipes

These pipes provide a better performance when they are at great depths. They are usually non-reactive to corrosion, bacterial and fungal build-up. They are resistant to fire and possess the highest strength with a long life-span.

Salient features of casing pipes for borewell applications

• Corrosion and chemical resistant • Easy to install and transport from one place to another • Excellent stiffness • Hydrostatic collapse pressure can be easily maintained through these pipes • Non-toxic in nature and does not impart taste, odour and colour • Non-conductive to electricity and can eliminate any electro-chemical action • Long-lasting • Cost effective

Ribbed strainer pipes

These pipes are used to filter groundwater and installed at a depth where clean water is available. They are usually available in three lengths (1.8 metre, 2 metre and 3 metres) and conform to the IS:12818 quality benchmark.

Salient features of well casing ribbed strainer pipes

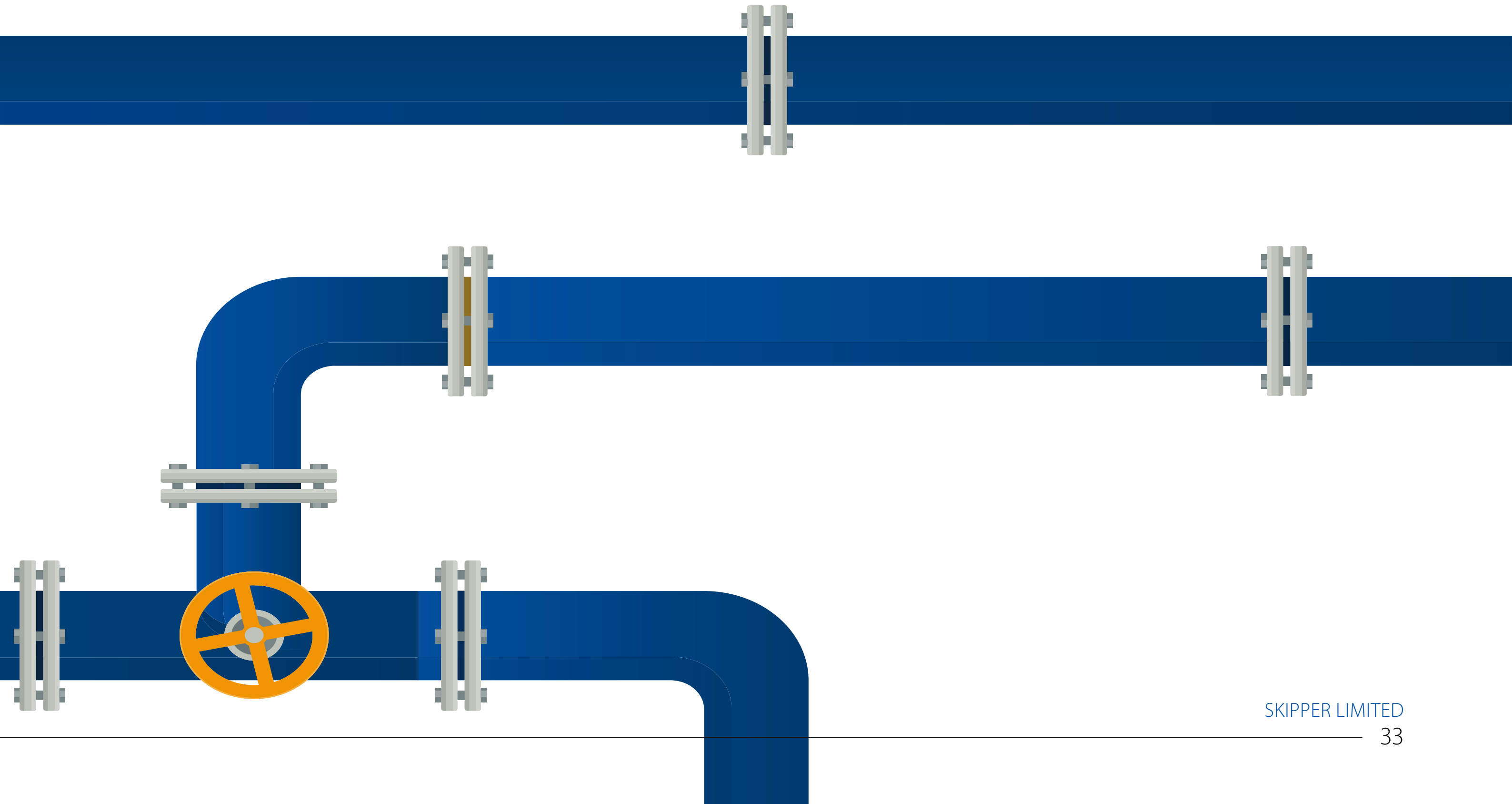
• Stronger than ordinary casing pipes • Filters even minute particles • Corrosion resistant • Non-toxic in nature and so does not impart any taste, odour and color • Can effectively bear hydrostatic collapse pressure • Ease of installation and transportation.

Rigid pipes and fittings

These pipes are available in all dimensions ranging from Class I to Class V. These pipes are used mainly for water supply projects in urban and rural settings. Available in various sizes ranging up to 400mm and in various pressure classes, from 2.5kg - 10kg pressure.

PVC pressure pipe specifications

• Designed in the most hygienic manner and does not cause contamination • Corrosion and chemical resistant • Smooth bore • Requires low maintenance • Durable and long lasting • Economical



Engineering, Procurement and Construction (EPC)

Skipper Limited is a fully integrated global infrastructure Engineering, Procurement and Construction (EPC) major.

The Company's integrated solutions include tower design, tower testing, manufacturing and onsite constructions.

The Company possesses an experience of more than 35 years. It is the largest tower manufacturing Company in India and is amongst the 10 largest tower manufacturing companies in the world.

The Company successfully completed turnkey transmission projects and supplied transmission towers to more than 30 countries across Latin America, South Asia, Middle East and North Africa, Central Asia, Australia and others.

The Company has four world-class engineering product manufacturing plants in India with an aggregate capacity of 3,00,000 MTPA.

Completed projects

BHADLA (JAISALMER) TO BIKANER TRANSMISSION LINE

189.9 km of 400Kv (Quad Moose) line awarded by Rajasthan Rajya Vidyut Prasaran Nigam Limited (RRVPNL) with a completion schedule of 18 months. The line shall be used for the evacuation of power from the Solar Power plant at Bhadla by Rajasthan government. The contract value is ₹2,328.8 million involving OPGW for communication and erection tonnage of 13,099 MT. The line is passing entirely through a desert and is being executed under a joint venture with our scope comprising 101.265 km.

RAPP (7 & 8) – KOTA (PART A) TRANSMISSION LINE

45.233 km of 400Kv (Twin Moose) line awarded by Power Grid Corporation of India Limited (PGCIL) with a stringent completion schedule of 10 months. The line shall be used to evacuate power from Reactor number 7 & 8 of Rajasthan Atomic Power Plant (RAPP), Kota. The contract value is ₹404.7 million and erection tonnage of 1,858 MT. This line has been built entirely on rocky terrain independently by Skipper Limited.

ALLAHABAD - KANPUR TRANSMISSION LINE

146.363 km of 400Kv (Twin Moose) line awarded by Power Grid Corporation of India Limited (PGCIL) with a completion schedule of 22 months. The contract value is ₹1,057.8 million. The line involves the crossing of River Yamuna with the help of specially designed river crossing towers of 142 mtr height each and weight of 239.715 MT. The crossing span across the River Yamuna is 1.053 km. The total erection tonnage in the project is 7,158 MT. The project was executed under a joint venture with our scope being 70 km of the line which included the Yamuna crossing.

PANCHKULA- PATIAYALA TRANSMISSION LINE

65.494 KM of 400 Kv D/C Twin MOOSE Transmission Line awarded by Power Grid Corporation of India Limited (PGCIL), with a completion schedule of 18 months. The contract value was ₹554.2 million.

Under completion

JIGMELING – ALIPURDUAR (INDIA PORTION) TRANSMISSION LINE

110 km of 400Kv (Quad Moose) line awarded by Power Grid Corporation of India Limited (PGCIL) with a completion schedule of 23 months. This line is of prime importance as it shall be used to evacuate power from Bhutan and shall contribute to the enhancement bilateral relationships between the two countries. The contract value is ₹2,039.6 million and involves the erection tonnage of 12,368 MT. The line is passing through low land and through 46 km forest to reach Bhutan. This project is being executed under a joint venture, with 56 km in our scope.

RAIGARH - PUGALUR (TW 09) TRANSMISSION LINE

180 km of ±800Kv HVDC line awarded by Power Grid Corporation of India Limited (PGCIL) with a completion schedule of 24 months. This line is of prime importance as it shall the link Western Region (Raigarh, Chhattisgarh) to Southern Region (Pugalur, Tamil Nadu) and to North Trichur (Kerala). The contract value is ₹2,408.8 million and involves the erection tonnage of 24,965 MT. This project is being executed under a joint venture with 86 km of the line in our scope.

PALANPUR - HAMIRPUR TRANSMISSION LINE

57 km of 220Kv D/C line was awarded by Himachal Pradesh Power Transmission Corporation Limited (HPPTCL) with a completion schedule of 24 months. The line passed through the Dhauladhar Range, which is part of a lesser Himalayan chain of mountains. All towers of this line are being designed and tested by us. A special design with Twin Bundle ACSR Moose conductor was adopted for the line. The contract value was ₹1,106.8 million and involved the erection tonnage of approximate by 3,389 MT. The project is being independently executed by us.

CHHATARGARH – LOONKARANSAR TRANSMISSION LINE

77 km of 132 Kv D/C line awarded by Rajasthan Rajya Vidyut Prasaran Nigam Limited (RRVPNL) with a completion schedule of 360 days. The line passes through The Great Indian Desert (Thar Desert) in Bikaner district. The contract value was ₹176.7 million and involved an erection tonnage of 787 MT.

Under completion

AKAL – JAISALMER 2 TRANSMISSION LINE

75 km of 220 Kv D/C line awarded by Rajasthan Rajya Vidyut Prasaran Nigam Limited (RRVPNL) with a completion schedule of 360 days. The line is located close to the Golden City of Jaisalmer and passes through Jaisalmer Wind Park, which is India's second largest onshore operational wind farm. The contract value is ₹244.7 million and involves erection tonnage of 1,341 MT.

TRANSMISSION LINE IN KAITHAL AREA

31.949 km of 220 Kv D/C line and 48.259 km of 132 Kv lines awarded by Haryana Vidyut Prasaran Nigam Limited (HVPNL) with a completion schedule of 18 months. The lines are located in the vicinity of Kaithal and radiate out to HVPNL's new substation at Neemwala. The contract value is ₹445.0 million and involves the erection tonnage of 787 MT.

TRANSMISSION LINE IN PACKAGE 2

551.75 km of 132 Kv & 220 Kv lines were awarded by Uttar Pradesh Power Transmission Corporation Limited (UPPTCL) under Eastern and Central Zone. We completed 429.19 km of the lines in this package. These lines are intended to increase the total transfer capacity of these regions. The contract value is ₹1,698.9 million and involves the erection tonnage of 12,090 MT.

TRANSMISSION LINE IN PACKAGE 3

359.195 km of 132 Kv & 220 Kv lines were awarded by Uttar Pradesh Power Transmission Corporation Limited (UPPTCL) under Southern and Western Zone. We completed 283.02 km of the lines in this package. The lines of this package are built to increase the total transfer capacity of these regions, their progress being monitored by CM's office and also some lines catering to the energy requirement of the Dedicated Freight Corridor monitored by the PM's office. The contract value is ₹1433.7 million and involved erection tonnage of 7,510MT.

Railway vertical

25 Kv Railway Over Head Electrification work of 77 Track km awarded by IRCON International Limited in connection with Kiul-Gaya doubling project of East Central Railway. The line is to be electrified from Luckeesarai to Sadipur and contract value is ₹308.6 million. The overhead lines will cross the major bridges of 700 mtr span. The work also involves the augmentation of existing SP, SSP & TSS.

25 Kv Railway Over Head Electrification work of 27 track km of the dedicated railway track of South Eastern Coalfields Limited at Kushmunda Siding near Gevra Road station. The contract value is ₹154.4 million and this work also includes the construction of a new switching station to feed the line.

25 Kv Railway Over Head Electrification work of 50 Track km awarded by West Central Railway in connection with Satna - Rewa doubling project of West Central Railway. The contract value is ₹214.1 million.

Transmission towers at our various sites









Strengthening the PVC business: Implementation of ToC

Skipper introduced the Theory of Constraints (ToC) approach in its polymer business with the objective to enhance revenues and margins. The study principally discovered that product unavailability at key points of sale translated into sales and opportunity losses, affecting overall viability.

To address this, the Company rationalised its product portfolio and focused on the high-value plumbing sector with the objective to maximise reach and product availability across key retailers to minimise sales loss.

The Company strengthened its supply chain with the objective to moderate dealer inventory without compromising stocking range, strengthening the dealer's return on investments. The Company focused on just-in-time delivery across smaller product lots, the first such proposition in the sector. The Company complemented the distributor-retail model with multiple warehouses, strengthening its ability to service the most number of retailers.

The Company focused on complete product availability through the manufacture of products and quantities sold, resulting in effective replenishment that strengthened market orientation, business development focus, deeper understanding of opportunities and working capital efficiency, obviating the need for dumping products on trade partners.

Implementation of ToC to drive business of the polymer business division

The Company implemented the Theory of Constraints concept in their company. This implementation is expected to enhance the company's retail market share and strengthen their supply chain.

Objective: Skipper is the only Indian polymer pipe company to implement a Theory of Constraints-based approach in an organised manner with the following objectives

- To increase market share
- To strengthen organisational and distribution capabilities
- To implement a 'pull'-based product replenishment system leading to high retail availability and lower inventory
- To strengthen ties with channel partners through a process-driven approach
- To develop partnerships with trade influencers (through a long-term loyalty program)

Business upsides: The Company began to report the following upsides

- Reported sharp sales growth and increased market share
- Strengthened processes and systems to improve profitability
- Enhanced consistent availability of the entire products range at billing points
- Improved working capital cycle and inventory reduction
- Increase in the manufacturing capacity from the existing
- Improved ROI for trade partners (dealers and distributors)

How we have transformed in various ways over the years

More than 90% of Skipper's engineering product revenues were derived from Power T&D, resulting in a higher dependence

- More than 90% of the Company's engineering product revenues were derived from T&D until 2018
- The Company entered into new and emerging segments
- It re-entered the telecom tower business in 2017
- Indian Railway's approval to address its electrification projects was received in 2018

The result: Skipper's revenue from the non T&D (Engineering sector)stood at 25% of the total revenue in FY2018-19

Skipper's business was largely concentrated in India

- The Company largely marketed products in India
- The Company focused on the global T&D and telecom tower markets
- It received approvals from various global authorities
- It enjoys export presence in 30+ countries

The result: Bidding volumes from international T&D sector increased to ₹25,100 million in FY19 against ₹8,100 Mn in FY18, up 210%

Skipper's business model revolved around dependable vendor-ship

- The Company commenced manufacture following order receipt
- The Company is evolving to emerge as a partner instead
- It will stock necessary components at project sites to enhance JIT delivery
- This is expected to moderate the customer's working capital outlay

The result: The Company expects to enhance customer loyalty through increased agility

Skipper evolved from dedicated infrastructure to fungibility

- The Company's Engineering segment focused on manufacturing T&D-related products until 2017
- The Company made moderate capex to enhance capacity fungibility
- The Company manufactures telecom towers and railway electrification towers from the same infrastructure
- The Company has created a foundation for enhanced agility and profitability

The result: The share of non T&D business in the Engineering Segment grew to 28% in FY2018-19

Skipper's polymer business was largely focused on the agriculture sector (longer working capital cycle and lower margin)

- The Company began to focus on the remunerative plumbing sector
- The Company shut plants and consolidated its manufacturing footprint (lower costs)
- The company is implementing the Theory of Constraints to enhance retail presence and streamline business operations
- The Company strengthened product availability and reduced sales loss

The result: The Company expects to enhance segment profitability.

Our strategic goals and achievements

Strategic goal	Initiatives for the coming years
Stay as the preferred choice for EPC players world wide	• Focus on better client servicing by cutting the supply lead time • Expand footprint in the global market through innovative solutions like complete end-to-end service starting from products to testing, all done in-house
Emerge as one of the most profitable in the sector	• Continue to leverage its locational advantages to drive profitability • Reinforce its model of operational leanness • Progressively enhance capacity utilisation, revenues and amortisation economies
Lower working capital cycle	• Focus on project specific delivery than plain tonnage for faster delivery and receivables
Emerge as a global player	• Penetrate more global markets • Track global developments to address new markets
Enhance PVC business profitability	• Revamp the supply chain • Focus on value-added products and segments • Rationalise operational costs

Business model

Sectoral context

Macro perspective

Population growth: India is the second most populated country with a growing population (largest global increment per annum), increasing the consumption of electricity and water.

Economic growth: India is expected to emerge as a USD 5 trn economy by 2024 and possibly a USD10 trn economy in the next 15 years, a favourable foundation for growth in Skipper's businesses.

Urbanisation: India's urban population is expected to grow from around 33% to 40% (of a larger population) by 2030.

Per capita incomes: India's personal incomes are increasing – from ₹1,12,835 per capita in 2017-18 to an estimated ₹1,25,397 in FY2018-19 – driving the country's consumption engine.

Telecom infrastructure

Evident market: India needs around 1,00,000 additional telecom towers to address growing data cum voice growth in the foreseeable future.

Power infrastructure

Imbalance: In India's power sector, there is a skew between generation and transmission capacities, resulting in a shortage of power evacuation capacity (which is now being corrected faster than ever).

Railway electrification: India is expected to complete 100% electrification in the next four years.

Green transmission: India is expected to launch USD 5 billion of transmission-line tenders in phases to connect a targeted 175 gigawatt (GW) of green energy generation.

Preference: Electricity consumption grows in line with economic growth. This is expected to grow 4x across the next decade.

Underpenetrated: India's per capita electricity consumption was 1,149 kwh in 2018 and is projected to reach 3,000 kwh units by the year 2040.

Water infrastructure

Piped water: Only 18% of India receives piped drinking water; more than 400 million households do not get this resource. The government's 'Nal se Jal' initiative expects to supply piped water to every household by 2024.

Toilets: On the lines of 'Swachch Bharat Abhiyan', a separate allowance of ₹12,000 was made for each household to construct a toilet under PM Awaas Yojana-Gramin where the government is likely to implement piped water connections in rural areas.

Our responsive business model

Scale: Skipper enjoys a robust presence across verticals (pipes and power transmission) marked by a large multi-year headroom. Skipper is a leading global manufacturer of transmission & distribution products across the world and among the largest polymer pipe brands in eastern India

Solution provider: Skipper is a one-stop solution provider, servicing customers with products, accessories and technical services. The Company is perhaps the only Company of its kind to offer a holistic solution comprising towers to fasteners to monopoles as well as test bed for towers in-house.

Compliance-driven: Skipper provides superior quality products marked by product and process certifications like ISO 9001:2008 in addition to other global quality benchmarks.

Cutting-edge technology: Skipper possesses a complement of cutting-edge equipment, resulting in enhanced uptime, lower conversion costs and superior quality. The Company reduced its production costs over the last five years on the back of increasing automation (currently 75% of the entire equipment outlay).

Strategic location: Skipper is located in eastern India, with proximity to steel and power units as well as ports, strengthening cost efficiency and logistical competitiveness.

Backward integration: Skipper's backward integration enhanced cost optimisation, quicker time-to-market, quality, dispatch, service and insulation from commodity markets. Ninety per cent raw material requirements (hot-rolled strip and structures) are sourced through captive manufacture.

Approvals: The Company received approvals from prestigious utility companies like CWB (North America), Lapem (Central America & Mexico), CE (Europe), DEWA (Middle East), Achilles (Nordic countries) and Sirim (South East Asia), helping it strengthening its acceptance in the global market.

Exports: Skipper's exports address more than 30 countries across continents and growing bidding pipeline increasing the possibility of an enhanced exports revenue. It strengthened presence in Latin America and expanded thereafter to Africa, Middle East, Europe, South East Asia and Australia. It entered countries like Botswana, Kenya, Tanzania, Cameroon, Congo, Ghana, Philippines and Malaysia by securing orders from these countries.

Range: Skipper provides a range of material comprising towers (conventional and monopoles), telecom towers and railway electrification towers.

Diversify: The Company is diversifying in sectors like railways electrification etc. It is also manufacturing various overhead wiring support structures (portals, masts, beams, gantries, sub-station and customised steel structures) for railways.

Hand-holding: Skipper has been hand holding the domestic EPC contractors who don't have sufficient captive manufacturing capability. It majorly helped these contractors to compete with those EPC players who have the manufacturing bandwidth. This process helps Skipper to make better relations with the EPC contractors and also helps the company to get more projects. Currently, the Company is replicating the same format in the international markets with major EPC contractors.

Focused: Skipper is driven by the philosophy of profitable growth and only bids for projects that meet basic IRR criteria. The Company believes that no business is better than bad business.

Established traction: Working with over 100 global EPC players; enlisted 11 prominent customers in two years.

Reduced dependence: The Company gradually moderated its dependence on PGCIL from ~80% of the order book in FY14 to 41% in FY19. The Company's engineering T&D order book is diversified between PGCIL, SEB, private TSO and Exports.

Big sectoral numbers

60-80
(USD/bn) Investments required in India over the next five years to strengthen its grid transmission infrastructure.

5
(USD/bn) Expected launch of transmission-line tenders in India in phases beginning in June, to route a targeted 175 gigawatt (GW) of power from renewable sources into the country's grid by 2022

78
(USD/bn) Size of global transmission line market by 2025

100
(%) Targeted household coverage by piped water through the 'Nal se Jal' program

1,00,000
Additional telecom towers required in India to manage growing data and voice volume

10
(USD/Tn) Size of Indian economy in the next 15 years (estimated)

3,000
(number of units) India's expected per capita power consumption by 2040 compared with 1,150 units in 2018

10,000
(km) Length of route for electrification planned annually for the next three-four years by the Indian Railways

40,000-Plus
(₹/cr) Worth of projects to connect capitals of five NE states and border areas with the rest of the country and areas bordering China, Myanmar and Bangladesh with the rest of the country

Corporate Social Responsibility

At Skipper, we play the role of a responsible corporate citizen. We believe we are engaged in business to make the world a better place. Our engagement in corporate social responsibility projects are aligned with national and regional priorities. We partner specialised agencies who possess a deep terrain experience and understanding. We focus on responsible engagement where we empower beneficiaries to assume control of their lives.

Skipper strongly believes in improving lives through education. Focusing on women's education and empowerment, the Company invested in the *Beti Padhao Abhiyan* under which daughters of socially backward families received access to education

BETI PADHAO ABHIYAAN

In 2017, assessing the outgrowing need of education for the girl child, we decided on setting up a unique initiative *Beti Padhao Abhiyaan* in Kolkata, which helps underprivileged children in getting education. In 2018, we sponsored more than 1,100 children, and are looking to scale this year. We were invited to conduct the event in Governor House, Kolkata, which was inaugurated by Hon'ble Governor of West Bengal Shri. Keshari Nath Tripathi in the presence of Mrs. Tanusree Shankar, renowned Danseuse and Mrs. Premlata Agrawal, a proclaimed mountaineer.

We believe all children are important. They have the same rights and deserve the same opportunities. However because girls face the discrimination of being female, it is important that we focus on addressing their disadvantages. *Beti Padhao Abhiyaan* is a small step to help these families continue the education of their children.

The Company achieved success in the healthcare segment. It conducted eye-check camps in the vicinities of factories, provided spectacles and operations, contributed towards hospital expansion and water sanitation projects, maintained burning ghats, constructed a free homeopathy centre and engaged in a number of blood donation camps. The Company works in the area of animal welfare, providing protective shelter for cattle as well as medicine, food and maintenance for deserted cows.

The Company invested in livelihood promotion through skill development. With Indian Plumbing Skill Council, Skipper invested in training more than 10,000 youths in plumbing skills, launched a tailoring centre to increase rural women employment and helped commission a rural computer centre.

Board of Directors

Mr. Sajan Kumar Bansal

Managing Director

He is the driving force behind the company's growth since the beginning. Under his visionary leadership, the company has grown from a single unit, single product manufacturer to multi-unit, a multi-product manufacturing company ranging from steel to polymer.

Mr. Sharan Bansal

Whole Time Director

A mechanical engineering graduate, he is heading the tower manufacturing and EPC business of the company. He has taken the company to a leadership position in this industry.

Mr. Devesh Bansal

Whole Time Director

Heading the company's tubular businesses including tubular towers, polygonal poles, monopoles as well as railway OHE businesses. He is also responsible for the Company's new initiatives including such as the PVC distribution expansion program. He has a Master's degree in international business from UK and is currently pursuing the 3 year OPM program at Harvard University.

Mr. Siddharth Bansal

Whole Time Director

Heading the company's first diversification into non steel products, he is responsible for the Polymer product manufacturing division. He has a degree in Entrepreneurship from University of Illinois, USA.

Mr. Yash Pall Jain

Whole Time Director

He is a B.Com graduate from Punjab University with an experience of over 35 years in various leading industrial houses. In his corporate career, he has held several responsible and important portfolios.

Mr. Amit Kiran Deb

Chairman - Independent Director

He has held several responsible and important portfolios in the West Bengal State Government, before retiring as Chief Secretary and Tourism Secretary. He has profound knowledge and experience in various industries.

Mr. Joginder Pal Dua

Independent Director

He has been with Allahabad Bank for five years and retired as Chairman of (BIFR). He has held several portfolios in reputed banking organisations and was on the governing-board of several education institutions.

Mrs. Mamta Binani

Independent Director

She is one of the leading Practicing Company Secretaries from Eastern India and her professional career includes 17 years of experience in corporate consultation & advisory.

Mr. Ashok Bhandari

Independent Director

He has profound experience in working with different industries. He has held various notable positions in different sectors and retired as the CFO of Shree Cement Limited, a B.G. Bangur Company.

Mr. Pramod Kumar Shah

Independent Director

He is a Fellow member of the Institute of Chartered Accountants of India and has 35 years of experience in practicing accountancy with an expertise in the area of internal audit. He graduated with a Bachelor's Degree in Commerce from Calcutta University.

Management discussion and analysis

Global economic overview

Following a robust 3.8% growth in 2017 that extended into the first half of 2018, the global economy slowed in the second half of 2018. The reasons for this decline comprised a confluence of factors like the failure of Brexit negotiations, tightened financial conditions, geopolitical tension, trade wars and higher crude oil costs. Global economic growth was estimated at 3.6% in 2018 and projected to decline further to 3.3% in 2019.

Crude prices remained volatile since August 2018 as a result of multiple factors including the American policy pertaining to Iranian exports and softening global demand. Oil prices dropped from a 4-year peak of USD 81 per barrel in October 2018 to USD 61 per barrel in February 2019.

The escalation of US–China trade tensions, macroeconomic stress in Argentina and Turkey, disruptions to the auto sector in Germany, tighter credit policies in China, and financial tightening alongside the normalisation of monetary policy in the larger advanced economies contributed to a significantly weakened global expansion, especially in the second half of 2018.

USA's policy of protectionism policy is the main reason for USA's isolation from its long-standing allies. This has brought uncertainty and instability in the global trading system. Over the past few months, USA imposed a series of tariffs on the wide scope of USA imports, such as solar panels and washing machines, among others. Major conflicts rose when USA imposed around 25% tariffs on steel and 10% on aluminium from the EU, Canada and Mexico as of 1st June. Temporary exemptions were given to some of its allies so that USA could get concessions in other trade deals. Argentina, Australia, Brazil, and South Korea got permanent exemptions only after setting some quantitative restrictions. The most conflicting tariff that created a major issue was 25% tariff on USD 34 billion worth of Chinese goods.

Global economic growth

Year	2017	2018	2019 (P)	2020 (P)
Real GDP growth (%)	3.8	3.6	3.3	3.6
Advanced Economies (%)	2.4	2.2	1.8	1.7
United States (%)	2.2	2.9	2.3	1.9
Euro Area (%)	2.4	1.8	1.3	1.5
Emerging markets and developing economies (%)	4.8	4.5	4.4	4.8

Global growth projections were lowered by International Monetary Fund for 2019 to 3.3%. This indicates that there could be a slow down in several advanced economies more rapidly than expected. These revised global growth rates are 0.2 and 0.1 percentage points below the IMF's previous projections. Global growth in 2018 is estimated to be around 3.7%. There were signs of a slowdown from the second half of 2018 that led to downward revisions in several economies.

In advanced economies growth is expected to slow from an estimated 2.3% in 2018 to 1.8% in 2019 and 1.7% in 2020.

The projected pace of expansion is above the US economy's estimated potential growth rate in both years. The strong domestic demand growth could support rising imports and this could contribute to the widening of US current account deficit.

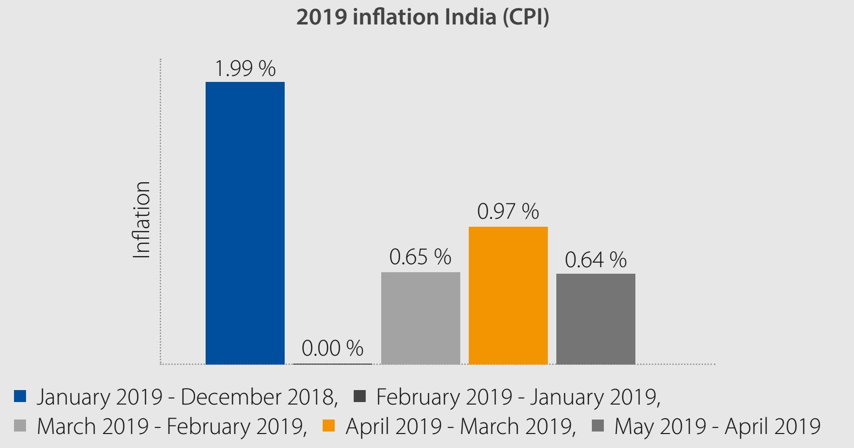
[Source: World Economic Outlook, January 2019; India.com; Eurasiareview.com] E: Estimated; P: Projected

Indian economic overview

India emerged as the sixth-largest economy. After growing 7.2% in 2017-18, the Indian economy was expected to grow at 6.8% in FY2018-19.

The principal developments during the year under review comprised a sustained increase in per capita income, decline in national inflation, steadying interest rates and weakened consumer sentiment starting from the second half of the financial year. The weaker sentiment was on account of a large non-banking financial company announcing its inability to address liabilities. This affected credit expansion, financial markets and consumer sentiment, which resulted in slower GDP growth.

In 2018, the country attracted more foreign inflows than China - ~USD 38 billion, than China's USD 32 billion. India witnessed a 23-notch jump to the 77th position in the World Bank's latest report on the ease of doing business across 190 countries. The commencement of the US-China trade war opened a new opportunity for India, particularly in the agro sector. Inflation (including food and energy prices) was estimated at 2.6% per annum, one of the lowest in years and well below the Reserve Bank of India's medium-term target of 4%. The rupee rebounded after touching a low of ₹74.45 to a dollar to close the financial year at ₹69.44. During the fiscal under review, the Indian Government



[Source: Inflation.eu]

continued to invest deeper in digitisation, renewable energy capacity generation and infrastructure building.

India now holds 77th rank in the World Bank's latest Ease of Doing Business rankings. India was one of the top 10 improvers in the year's assessment, for the second successive time. India was the only country this year to achieve this shift. India improved its rank by 53 positions in two years, and 65 positions in four years (2014-18). In 2018, India was in the top 10 of Protecting Minority Investors.

India now holds 77th rank in the World Bank's latest Ease of doing business rankings.

Key government initiatives

- **Bank recapitalisation scheme:** In addition to infusing ₹21 lakh million in public sector units, the Indian Government announced a capital infusion of ₹4,10,000 million through recapitalisation bonds in FY2018-19.
- **Expanding infrastructure:** The Government of India invested ₹1.52 trillion to construct 6,460 kilometres of roads in 2018. Its expenditure of ₹5.97 trillion (USD 89.7 billion) towards infrastructural development for FY2018-19 is expected to strengthen the national economy.
- **Increasing MSPs:** The Indian Government fixed MSPs of 22 mandated kharif and rabi crops and FRP for sugarcane. The Indian Government committed to provide a 50% return over the cost of production for all mandated crops, strengthening the rural economy.
- **Budgetary allocation:** India's defence budget is projected to surpass ₹30,00,000 million (USD 42.19 billion) in 2019-20 for the first time.
- **The Insolvency and Bankruptcy code (Amendment), Ordinance 2018:** Passed in June 2018, the ordinance provides significant relief to home-buyers by recognising their status as financial creditors. The major beneficiary comprised MSMEs, empowering the Indian Government to provide them a special dispensation under the code.
- **Pradhan Mantri Kisan Samman Nidhi:** The Indian Government announced in February 2019 the Pradhan Mantri Kisan Samman Nidhi, a scheme promising an annual assured income of ₹6,000 (USD 84.5) for any farmer owning ≤2 hectares of farmland. The budget for fiscal year 2020 allocated ₹7,50,000 million for the scheme, benefiting ~120 million land-owning farmer households.
- **Direct Benefit Transfer:** The Direct Benefit Transfer initiative re-engineered the cash disbursement process in welfare schemes through simpler and faster flow of information/funds to ensure accurate targeting of beneficiaries, de-duplication and reduction of fraud. In FY2018-19, this scheme is estimated to have transferred >₹31,44,650 million and the gains to have accrued since scheme implementation estimated at more than ₹12,00,000 million.

Outlook

India's markets are expected to perform better due to a projected earnings revival in 2019. Revenue growth for corporate India is strengthening across the previous quarters. The growth of India's manufacturing sector is expected to accelerate to 8.3% following a rebound from transitory shocks (currency exchange initiative and implementation of the GST), strengthening capital investments and revived private consumption. The fiscal deficit for 2019-20 is pegged at 3.4% with a target of 3% by the 2020-21. India is expected to grow at 7.4% in FY2019-20. *(Source: CSO, Fitch, Economic Times, Business Standard, IBEF, Business Today, India Today; Money control)*

Global transmission & distribution industry

The global energy demand grew 2.3% y-o-y in 2018 riding on the back of a global GDP growth rate of 3.6%. China, U.S. and India cumulatively accounted for ~70% of the growing energy demand with global electricity demand growing 4% y-o-y in 2018 to >23,000 terawatt hour (TWh). The share of electricity in the total energy consumption was pegged at 20%. Increasing power generation was responsible for half of the growth in primary energy demand.

China's installed power generation capacity was estimated at ~2,000 GW by 2019. The country's coal-fired power capacity was placed at 1,040 GW. India was the third largest producer and third largest electricity consumer with the fifth largest installed capacity in the world (installed power capacity of 356 GW as of April 2019).

China led the growth in renewable energy investments (wind and solar), followed by Europe and United States, India remained the third largest solar market after China and United States, with 8.3 GW of solar PV capacity installed in 2018.

According to World Economic Outlook (WEO) 2015, USD 8.4 trillion investments are expected in the global T&D industry between 2015 and 2040, averaging USD 320 billion per year.

In developing countries, market growth was ascribed to grid expansion, providing electricity to all regional pockets. In developed countries, with universal electricity access, distribution market growth was achieved through line up-gradation towards advanced technologies. Previously, distribution utilities would only connect generation sources to consumption points, but are now transforming into electricity aggregators sourcing electricity not only from large generating stations but also from distributed sources like homes and using advanced technologies to match it with demand. In these countries, the use of electric vehicles is increasing with distribution companies providing the requisite infrastructure.

[Source: Power technology; Source: Economic Times, Mercom]

Region-wise T and D Investment Distribution (2015-2040) (USD billion)

According to World Energy Outlook (WEO) 2015, a total of **USD 8.4 trillion** investments are expected to flow in the global T&D investments between 2015 and 2040, averaging USD 320 billion per year.

Indian transmission & distribution industry overview

The development of transmission and distribution infrastructure drives the Indian economy. India is the third-largest electricity producer with an installed capacity of around 356 GW (as on April 2019). Around 60% of the country's power generation was derived from coal, which encountered erratic domestic availability and increase in the landed cost of imported coal (from USD 30 per tonne in 2016-17 to USD 55 per tonne in FY2018-19).

India still faces a growing need for electricity. It has been seen that the current production level is not enough to meet the increasing demand for power. The demand for electricity in India will almost triple between 2018 and 2040. Until October 2017, around 178 million people were still living off-grid.

Currently, the Government of India is taking major steps to strengthen the transmission and distribution network. The government initiated major schemes such as UDAY and Green Corridor, among others, to make power available all over the country.

The government targeted the commission of 175 GW renewable power generation capacity by 2022. According to the National Electricity Plan by the Central Electricity Authority, this power generation capacity addition could warrant investments of ₹1,15,56,520 million between 2017 and 2022.

Renewable energy capacities grew rapidly, catalysed by auctions of large-scale solar and wind energy projects with corresponding transmission capacities. The Indian government plans to auction 54 GW of transmission projects by March 2020 with an estimated value of ~USD 5 billion. The Indian government plans to issue 16 GW worth of transmission tenders by June 2019. As on December 2018, India had already completed auctions for 12 GW of transmission projects and is expected to bid on an additional 38 GW of transmission projects between July 2019 and March 2020. The government plans to complete all solar and wind energy project auctions by March 2020, making it possible for the country to achieve 100 GW and 60 GW of installed solar and wind capacity respectively by March 2022.

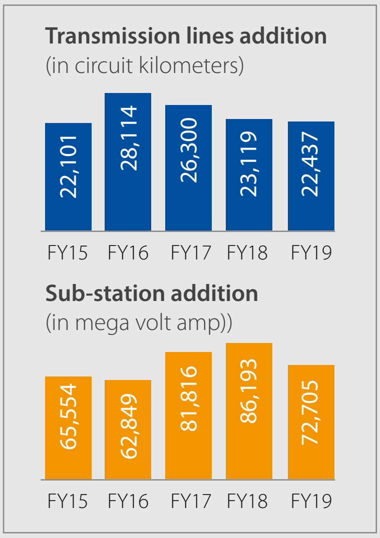
Solar power is the second largest source of renewable energy. India holds the sixth position globally in this sector. It represents 34.03% (25.21 GW) of total installed capacity in renewable energy. The Government of India has set a target to achieve 175 GW of installed renewable energy capacity by 2022.

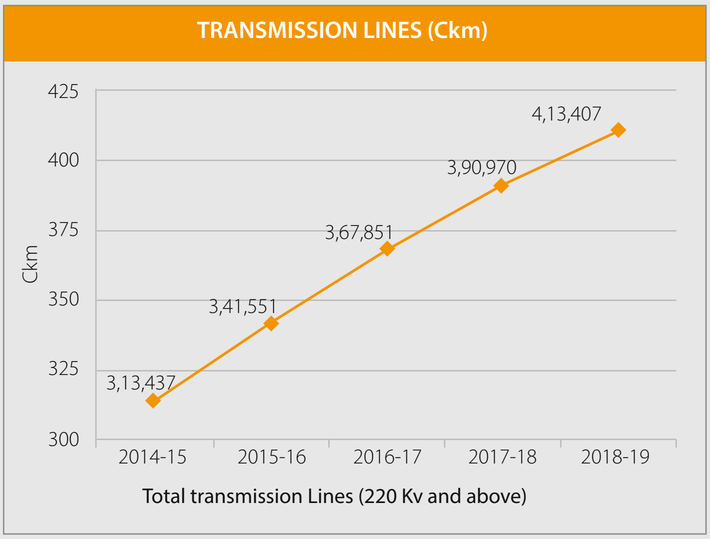
The transmission tower market is directly dependent on the growth of power transmission lines. The rising demand for electricity, replacement of ageing infrastructure and installation of new transmission & distribution infrastructure is expected to drive the transmission tower market.

India has emerged as the second largest transmission towers market after China. India contributes more than 15% of the global market.

In FY2018-19, India's transmission line capacity addition was 22,437 Ckm.

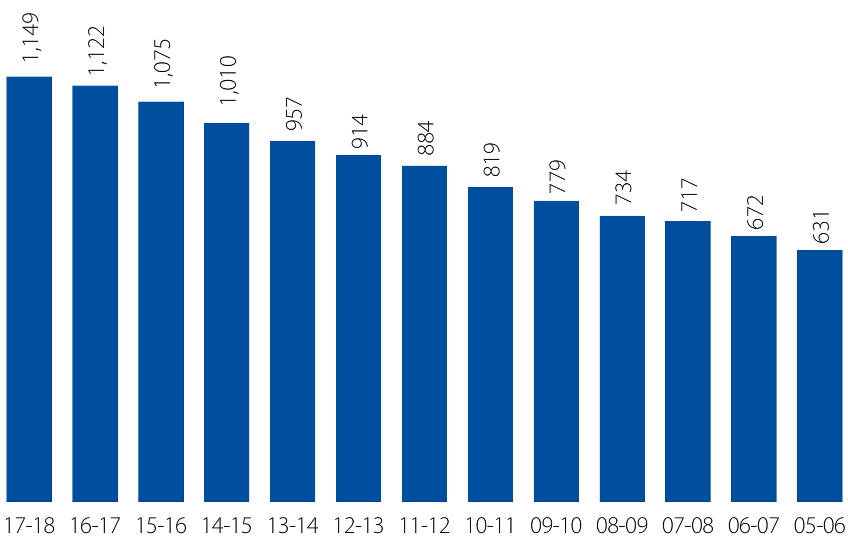
[Source: CEA]





(Source: Economic Times, Electrical India, Reuters, IBEF, CEA)

All India annual per capita consumption of electricity



[Source:CEA]

India's power sector was able to attract around USD 14.18 billion in Foreign Direct Investment, which is around 3.48% of total FDI inflow in India. It is expected that India's power sector will be able to attract investments of around ₹9-9.5 trillion (USD 128.24-135.37 billion) between 2019-2023. Central Electricity Authority (CEA) estimated an investment of ₹2.6 trillion (~USD 38.2 billion) in the Indian power transmission sector by 2022, which is 1.4 times higher than what was planned in the Twelfth Plan period. These and other estimates form the base for a draft National Electricity Plan-Volume II, which is the main basis for investment and policy planning in the power sector. Inter-regional capacity addition during the 13th Plan (2017-22) is estimated to be around 45.7 GW, from the present 63.65 GW by the plan end. It is expected that of the ₹2.6 trillion spending, nearly ₹300 billion would be invested in the transmission system at the 220 Kv voltage level and below.

Moreover, ₹1.6 trillion would be spent on intra-state transmission projects while ₹1 trillion would be spent on inter-state transmission projects. The overall profitability of the Company has been catalysed by government support. The domestic power sector, coupled with a substantial capex pipeline for the 13th Plan period.

[Source: IBEF; indiasmartgrid.org; CMI Limited]

Growth of 220 Kv and above transmission system from 10th Plan to 13th Plan

Transmission line length (ckt.km)	At the end of the 10th Plan (March 2007)	At the end of the 11th Plan (March 2007)	At the end of the 12th Plan (March 2017)	Expected to be added at the end of 13th Plan	Expected (cumulative) at the end of 13th Plan
HVDC +/- 230,220 Kv/800 Kv/ Bipole (Ckm)	5,872	9,432	15,556	4,280	19,836
HVDC +/- 230,220 Kv/800 Kv/ Bipole (Ckm)	2,184	5,250	31,240	27,300	58,540
HVDC +/- 230,220 Kv/800 Kv/ Bipole (Ckm)	75,722	1,06,819	1,57,787	46,000	2,03,787
HVDC +/- 230,220 Kv/800 Kv/ Bipole (Ckm)	1,14,629	1,35,980	1,63,268	28,000	1,91,268

Growth drivers

Increased transmission network focus

The Government of India estimated an investment of ₹26 lakh million in the transmission sector between FY17 and FY22, of which an estimated ₹13 lakh million was allocated for intra-state transmission capacity. The government is investing deeper in railway electrification and providing last mile connectivity in electrifying villages.

Increased private sector participation

The government introduced policies to encourage private sector participation in the transmission sector.

Renovation and expansion

India is focusing on the expansion and renovation of its transmission & distribution network. The paradigm shift towards IT implementation across the power industry could accelerate Smart Grid expansion and the demand for transmission towers. India intends to expand its extra high tension (EHT) and ultra-high tension (UHT) grid infrastructure to curb line losses, which could strengthen the HVDC power transmission line and towers market.

Urbanisation

India is the second largest urban community after China. By FY20, 35% of India's population could be living in urban centres. This urbanisation is expected to sustain; by FY50, half of India's population is expected to be urban, driving the demand for transmission towers.

Electrified!: India invested USD 2.15 billion to electrify ~212 million households under the Saubhagya scheme – a project to provide electricity to all Indian households. As of December 2018, 99% households had been electrified.

Indian power sector's target As on 31.03.2022

AC Transmission	AC Substation	Inter-Regional
AC Transmission Lines: 4,50,700 Ckm HVDC: 19,815 Ckm	AC Substation Transformation Capacity: 9,79,637 MVA HVDC: 30,500 MW	Inter-Regional Transmission Capacity: 1,18,050 MW

[Source: IEEMA]

Government schemes for the power sector

24x7 Power for all

This is a joint initiative of the Government of India and State Governments to provide 24x7 Power to all households, industries, commercial businesses, public needs, agriculture and other electricity consuming entities. This Government is expected to achieve their target by 2019. This program was implemented by a Central Programme Monitoring Unit with representation from REC, PFC, NHPC and CEA.

Ujwal Discom Assurance Yojna

The scheme is directed towards the improvement of operational efficiencies of distribution companies (DISCOM), reduction in power costs, reduction in the interest costs of DISCOMs and enhancement of financial discipline to help DISCOMs become profitable. The Government of India has signed four Memorandum of Understanding (MoU) with the state of Nagaland and Union Territories (UTs) of Andaman & Nicobar Islands, Dadra & Nagar Haveli & Daman & Diu under the Ujwal DISCOM Assurance Yojana (UDAY) to improve operational efficiency of electricity departments in these places. This scheme was implemented by Ministry of Power. This scheme was initiated in 2015. Around ₹4,58,000 million was invested under this scheme.

Integrated Power Development Scheme (IPDS)

This scheme was initiated in the year 2014. The estimated outlay of this scheme is ₹3,26,120 million which includes a budgetary support of ₹2,53,540 million from Government of India during the entire implementation period.

Objective: The objectives of this scheme comprise: strengthening the urban sub-transmission and distribution networks; metering urban distribution transformers / feeders / consumers and IT-enablement of the power distribution sector.

Saubhagya

This scheme was launched by Government of India with the objective to achieve universal household electrification by 2019. Till 2018, around 25 states had achieved 100% household electrification which included 23.1 million rural and 844,670 urban households. Around ₹1,63,200 million was invested under this scheme.

Green Energy corridors II

India plans to add massive capacity of renewable energy over the coming decade. It is imperative to create a dedicated independent transmission corridor to evacuate additional power. The Green Energy Corridor project would be a dedicated, stable network to transmit large volumes of power from rich renewable energy power states, to higher energy demand states by creating intra-state and interstate transmission infrastructure. Green Energy Corridor will connect the renewables from its source locations to the rest of the country. As per estimates given by NITI Aayog, the cost of strengthening the inter-region and intra-region transmission lines to achieve the integration of renewables with the national grid would be over ₹1.2 tn.

R-APDRP

This program was initiated by the Ministry of Power with the purpose of reducing the AT&T losses up to 15% by up-gradation of transmission and distribution network. More than USD 5.8 billion worth of projects was sanctioned under this program.

UJALA

This scheme was launched in 2018. A total of 90 million LED bulbs were sold in the country since then. It is expected that users will get a benefit of a ₹55,000 million in their electricity bills. This scheme will be implemented across the country in 2019. Nearly 770 million incandescent bulbs will be replaced by 2019 in the country. This will help users generate an annual benefit of ₹4,00,000 million in their electricity bills.

[Source:ET]

Inter-regional power transfer capacity (MW)

IR at the end of 11th Plan	27,150
IR at the end of 12th Plan	75,050
IR addition in 12th Plan (up to March 2017)	47,900
IR capacity addition at the end of Plan period 2017-22 (till February 2019)	24,000
Inter-regional transmission capacity at the end of Plan period 2017-22 (as on February 2019)	99,050*

[Source: CEA]

Why India needs to upgrade its power transmission infrastructure

The Government aims to provide 40 million electricity connections under Saubhagya

The Government plans to invest ₹10 lakh million in the transmission sector

Incentive for inter-state open access by states when renewable energy is being wheeled

Competitive bidding route gaining ground; increased private sector participation

Increased proposed investments in transmission projects under tariff-based competitive bidding

Robust renewable energy capacity in the last four years with a 175 GW target by FY 2022

Telecom tower industry overview

India is the world's second largest telecommunications market with 1.19 billion subscribers (November 2018). In India, telecom towers grew by ~15,000 y-o-y to ~4.63 lakh towers in 2017-18 (excluding captive telco towers) and is estimated at ~4.9 lakh towers in FY2018-19 with smartphone users doubling by 2022.

India is estimated to require ~1,00,000 additional towers over next 3-4 years to cater to a growing subscriber base.

The Indian wireless industry is the world's second largest in terms of subscribers and internet users. In the past couple of years, the Indian telecom industry has been undergoing a paradigm shift: from a voice-centric to a data-centric market. The industry is expected to add ~500 million internet users in five years; the telecom tower market is expected to grow correspondingly as well.

China has 19.4 lakh towers for a customer base of 1.4 billion compared to 4.63 lakh towers in India for a customer base of 1.19 billion, indicating a vast headroom for growth.

(Source: IBEF, Deloitte, CRISIL, Business Standard)

Growth drivers

Increase in telephone subscribers: India's telephone subscriber base was estimated at 1.19 billion (November 2018) with a corresponding tele-density of 91.21%. Total broadband subscription increased at a CAGR of 60.03% between FY2007 and FY2018 to 412.60 million. Total subscribers were estimated at 511.90 million (November 2018). This growth traction is expected to continue on the back of increased income and aspitations.

Increase in internet subscribers: The number of internet subscribers grew at a robust CAGR of 42.69% between FY2006 and FY2018 to 493.96 million. India surpassed the 500 million mark in June 2018; in September 2018, the number of internet subscribers was estimated at 560.01 million.

Increase in investment: The Foreign Direct Investment cap in India's telecom sector increased from 74% to 100%. FDI inflow into the telecom sector between April 2000 and December 2018 accounted for a total of USD 32.45 billion. The Government of India introduced a new National Telecom Policy 2018 with the objective to attract USD 100 billion investments by 2022. In the 2019-20 Union Budget, the government allocated ₹4,15,200 million for the telecom sector.

(Source: IBEF)

Indian PVC pipes and fittings market

The Indian PVC pipes and fittings market continued to grow on the back of growing domestic consumption. The Indian PVC pipes and fittings market stood at USD 3,159 million in 2016 and is expected to reach USD 6,224 million by 2023, growing at a CAGR of 10.2% from 2017 to 2023.

Polyvinyl chloride (PVC) is the third largest selling segment in the Indian pipes market owing to its chemical resistance, durability, economy and recyclability coupled with an easy-to-install attribute in drainage, sewerage, plumbing, agriculture, irrigation, water supply and other applications (residential and industrial). PVC comprises UPVC (unplasticised polyvinyl chloride) and CPVC (chlorinated polyvinyl chloride) pipes and fittings. In India, about 70% of the demand for plastic pipes was derived from the agricultural sector and the rest from non- agricultural segments (construction plumbing and sewage).

The India pipes and fittings market was fragmented across a large number of players. Increased PVC pipe demand for irrigation, sanitation and building construction applications strengthened the market.

In 2017, around 73% of the PVC was consumed by the pipes and fittings industries, the other sectors responsible for only 27%. PVC pipes are still at a nascent stage of growth in India. In the past couple of years, the government of India launched new projects in the irrigation sector.

With the Government of India investing in irrigation, housing and sanitation (through schemes like Housing for All and 100 Smart Cities) the sector could widen. Farmer schemes and programmes like Pradhan Mantri Krishi Sinchayee Yojana (PMKSY) could catalyse the demand for PVC pipes over the next five years and result in double-digit CAGR revenues of ~14.7% between FY2018 and FY2026.

(Source: Construction Architecture; Marketwatch)

Plastic pipes are economically preferable over GI pipes. Plastic pipes are resistant to corrosion and a bad conductor of heat, not requiring any heat, conservation insulation. Quick fabrication is possible in plastic pipes which is not possible in metallic pipes.

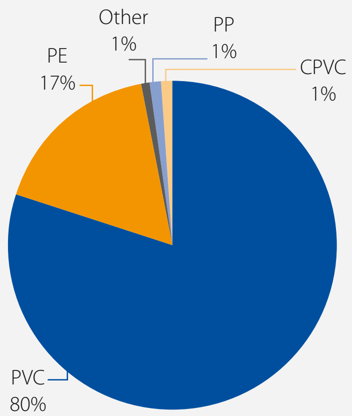
Sectoral optimism

Agriculture: Agriculture and allied sector's gross value-added at constant 2011-12 prices grew at a CAGR of 3.56% between FY12 and FY18. The Government of India allocated ₹14,07,639.7 million (USD 1.95 trillion) in the Union Budget 2019-20. Total agricultural exports from India grew at a CAGR of 16.45% over FY10 and FY18 to USD 38.21 billion in FY18, strengthening the demand for pipes.

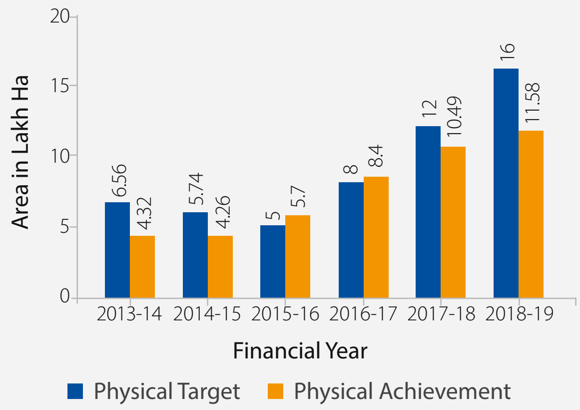
Real estate: India's real estate is projected to grow from USD 120 billion in 2017 to USD 650 billion by 2025 and USD 1 trillion by 2030. Commercial office stock in India was estimated to cross 600 million square feet by 2018, which could boost the demand for pipes.

Per Drop More Crop – Micro-irrigation

Indian Plastic Pipes Market



Physical Target/Achievement



[Source: pmksy.gov.in]

Micro irrigation market

According to a Technavio report, the global micro-irrigation systems market is expected to post a CAGR of close to 13% during the period FY2019-FY2023. A number of regions, including Europe, are affected by drought, water scarcity and declining water levels. The result is that end-users are increasingly using micro-irrigation systems, which ensures precise water application for germination, optimising the air and water balance in the soil. Micro-irrigation systems can potentially reduce water loss during irrigation and enhance field area coverage using less water.

In India, the Task Force on Micro Irrigation estimated a potential of 69.5 million hectare under micro irrigation, whereas the area covered until 2017-18 was only about 10 million hectare (14%). Considering the importance of efficient water management, the Group of Secretaries, 2017, emphasised a 10 million hectare micro-irrigation target over five years until 2021-22, resulting in an additional annual coverage of about 1 million hectare.

Government Policies

Pradhan Mantri Awas Yojana: Housing for all by 2022

This campaign was initiated in 2015-16 and is expected to end by 2021-22. Increased urbanisation led to problems such as land shortage, housing shortfall, congested transit and stressed basic amenities such as water, power and open spaces in towns and cities. To address the issue of housing the government launched the campaign of Housing for All. Shortage of houses with lack of proper water management created ample opportunities for the piping industry in India. The Government invested around ₹2,64,050 million in the 2018.

Swachh Bharat Mission

This campaign was initiated to stop open defecation through the construction individual household latrines, cluster toilets and community toilets. Solid and liquid waste management is also the main component of this program. Lack of sanitation and drinking water facilities are major opportunities for growth of the PVC pipes market.

AMRUT

The government launched Atal Mission for Rejuvenation and Urban Transformation (AMRUT) in 2015. Around ₹73,000 million was allocated to this campaign according to the 2019-20 Union Budget. This program was implemented by Ministry of Housing and Urban Affairs. The main reason for launching this program was to provide basic services (water supply, sewerage and urban transport) to every household and improve the quality of life for all, especially the economically disadvantaged. This program also provides an opportunity for the growth of the PVC pipes industry.

Smart City Mission

This program was initiated in 2015-16 and is expected to end by 2019-20. Ministry of Housing and Urban Affairs launched this program. The main objective of this program is to create local development by harnessing technology to create smart outcomes for citizens. This program also provides a major growth opportunity for the PVC pipes industry.

Prime Minister Krishi Sinchayee Yojana: 'Har Khet ko Pani'

PMKSY was approved for implementation with an outlay of ₹5,00,000 million across five years. The objective of this program is to extend irrigation coverage ('Har khet ko pani') and improve water use efficiency ('More crop per drop') – an end-to-end solution on source creation, distribution, management, field application and extension. This program provides a major opportunity for the growth of the PVC pipes industry in India.

Nal Se Jal scheme

Prime Minister Narendra Modi started a Jal Shakti Ministry, which is expected to launch the Nal Se Jal Scheme pan-India. The objective of this program is to provide adequate water supply to all households and conserve water sources. The Central government set a target to provide water to each family till FY 2024. This could be a major growth driver for the PVC industry.

Doubling farm incomes

The objective of this scheme is to double farmer incomes by 2022. Around ₹5,80,800 million (Union Budget, FY2018-19) was invested in FY2018-19.

According to a Technavio report, the global micro-irrigation systems market is expected to post a CAGR of close to 13% during the period FY2019-FY2023.

Other new businesses

Railway electrification

The Indian Railways is the world's largest rail network. In FY2018-19, the Indian Railways undertook a railway electrification target of 6,000 kms (3,754 km completed as on 8th March 2019 compared to 4,087 km on the same date in the previous year).

In the Interim Union Budget 2019-2020, the Government of India allocated ₹1.59 trillion (USD 22.04 billion) under the Ministry of Railways. The government permitted 100% Foreign Direct Investment in the railways sector. Indian Railways developed a plan to spend around ₹1,21,340 million by 2021-2022 to electrify the remaining segments, which could result in energy savings of ₹1,00,000 million (USD 1.55 billion). Once completed, Indian Railways could possess the largest electrified rail network in the world. Diesel consumption reduction arising out of track electrification is estimated at ~2.8 billion litres, potentially reducing Indian Railways' energy bill by ~₹1,30,000 million per annum by 2021-22.

Railway electrification has opened opportunities for multiple players. Project Mission Electrification was initiated in 2016. India committed to electrify the entire network, by investing around ₹3,50,000 million. That could eliminate fuel transportation costs.

At present, out of the seven major trunk routes, which connect, Mumbai, Kolkata, New Delhi and Chennai six routes, have been fully electrified. The Mumbai-Chennai route is still work in progress. It have been witnessed that so far 42% of the entire lines have been electrified. However, the railway Ministry targeted to increase the electrified network to 52,400 RKM by 2021.

It is expected that Indian railways will reduce their fuel bill by ₹33,000 million by 2020-21 by electrifying about 90% of all broad guage tracks under the Mission Electrification plan.

(Source: IBEF, Livemint; Cision PR Newswire; enincon)

About the Company

Established in 1981, Skipper Limited is among the leading players in the Power Transmission & Distribution and PVC pipe segments. It has more than 35 years of domain knowledge and is the largest transmission tower manufacturing company in India and among the 10 largest globally. Over the years, the Company has emerged as a 'one-stop solution' provider, extending advanced value-added solutions optimally designed and executed.

Key challenges and opportunities of Skipper

Challenges

- **Increase in raw material cost:** The Company addressed challenges due to abrupt increases in the cost of raw materials, which impacted the operating margins.

- **Sectoral liquidity crisis:** Owing to the NBFC debacle, the economy in general witnessed disruptions in the availability of funds. Due to the crisis, the Company engaged in selective businesses. The Company made a conscious decision to curb the supplies of the customers who are unwilling to provide secured payment terms.

- **Capacity utilisation:** In FY2018-19, there was a decline in capacity utilisation. However, Skipper widened the product mix using the same infrastructure.

- **Delay in availability of project sites:** The Company faced delays in the availability government clearance of project sites. To address this problem, the Company increased share of Non Transmission and Distribution and International business revenues.

- **Orders from Power Grid:** The Company received slower orders from the Power Grid, India's largest transmission and distribution company. The Company, accelerated sectoral and customer diversification.

Opportunities

- **Currency factor:** The Indian currency in the last couple of years has depreciated. This has resulted in an increased competitiveness of Skipper in the global scenario, providing the company with more opportunities in the international market.

- **Diverse business:** Over the years, the Company was able to venture into various businesses outside its basic business.

- **Strong brand recognition:** Skipper was able to set its footprint all over the world. The Company enjoys a strong presence in African countries and South and South East Asian countries among others. The Company participated in around 25 global exhibitions in two years to enhance visibility. The Company also received first-time enquiries from South Korea, Uruguay, Paraguay, Romania, Croatia, Mexico, Panama, Poland, Afghanistan, Russia, Australia and Nicaragua, among others.

- **Established traction:** The Company has worked with more than 100 global EPC players. The Company has been able to enlist 11 prominent customers in the last two years.

- **Talent management:** Skilled human resources are integral to every successful company. Skipper hires talented professionals to address this challenge.

Business segment review

Engineered products

Revenue, FY2019: ₹16,452 million

Overview

Skipper is a domestic market leader in the manufacture of transmission tower and distribution poles; it is among the 10 largest global tower manufacturers. The Company's scale makes it possible to address large orders from transmission & distribution customers. The Company's engineering products order book is diversified between domestic and international orders. The Company established footprint in the international T&D market in countries like Panama, Paraguay, Philippines, Angola, Nepal and Bangladesh.

Skipper has grown into an industry leader riding capacity additions: from 1,00,000 tonnes per annum (MTPA) in FY13 to 3,00,000 MTPA in FY19.

The Company was able to secure new orders worth ₹13,330 million during the year for engineering product supplies from PGCIL, SEB, Railway / Telecom Projects and various supplies across South America, Africa, Asia and South East Asia

Skipper is a differentiated player, the only one in its sector to possess captive galvanising plants. The Company invested in eight galvanising plants, the largest (14m long) with a capacity of 8000 tonnes per month being the largest in the country. The Company services customers with products of the highest quality, strengthening its brand. The fully integrated facilities help enhance quality, timely delivery and customer service.

The Company is increasing its focus on railway electrification (EPC) projects. The Company also received core approval for plants to supply various railway infrastructure products.

Core competence

- **Differentiated:** Skipper is the only Indian company to focus on manufacturing transmission towers (instead of being engaged in EPC projects).
- **Leader:** Skipper is India's largest transmission tower manufacturer with a widening global presence.
- **Cost leader:** Skipper offers quality products around a superior price-value proposition, reinforced through backward integration leading to cost leadership.
- **Diversified portfolio:** Skipper enjoys a multi-vertical presence. In the engineering products segment, the Company possesses a diversified portfolio (towers, tubular poles, telecom towers, solar and railway structures).
- **Pioneer:** Skipper was the first company in India to manufacture and supply 800 Kv transmission towers to Power Grid Corporation.
- **Control:** The Company possesses a complete control across the value-chain (angles to tower production), enhancing quality and efficiency. The Company is accredited with ISO 9001:2008 certification for all its manufacturing facilities, validating its compliance with the highest quality discipline.

Key highlights, FY2018-19

- Order book of ₹24,600 million as on 31st March, 2019.
- Order book-to-sales of 1.5x as on 31st March 2019.
- Skipper is working with all established EPC companies in the railway business. It is expected that the Company will soon emerge as one of the largest manufacturer of railway structures in India.
- The Company was able to secure new orders of ₹1500 million for 2,500 numbers of telecom towers from various telecom operators in December, 2018.

Polymer product business

Revenue, FY2019: ₹1,598 million

The Company's polymer segment comprises a range of products that find application in plumbing and agriculture.

The polymer segments accounts for 9% of revenues of the Company, of which the agriculture sector contributes 70% of polymer revenues and the remaining 30% contributed by the plumbing segment. The Company's polymer capacity is 51,000 MTPA and is the only polymer product manufacturing company which has introduced Theory of Constraints (ToC) in an organised manner. The Company implemented the Theory of Constraints concept in their company.

Core competence

- **Leader:** Skipper is the largest manufacturer of PVC pipes in Bengal and possesses one of the largest polymer pipe capacities in Eastern India.
- **Global partnerships:** The Company leverages technology alliances with international majors to produce a better quality. The Company collaborated with Sekisui (Japan) for the production of CPVC compounds for advanced plumbing solutions.
- **Distribution network:** The Company possesses a robust distribution network.

Infrastructure business

Revenue, FY2019: ₹658 million

Skipper is a fully-integrated EPC major offering solutions in tower design, tower testing, manufacturing and onsite construction.

Skipper pioneered the trench-less technology service in India, offering Horizontal Directional Drilling (HDD) to accelerate the installation of underground utilities, while eliminating the need for surface excavation. HDD helps reduce environmental impact, moderating associated costs related to underground construction. The Company also provides trench-less horizontal drilling for the installation of optic fiber cable networks, oil and gas pipelines and cable networks, among others. Skipper analyses feasibility and geo-technical reports for installation through the HDD method.

Key risks and their management

Skipper is exposed to a number of risks that can impact its prospects, financial position, liquidity, asset value and reputation. Risk management is a key responsibility of the Board and respective Committees. Our principal risks and uncertainties – whether under our control or not – are highly dynamic and assessment and responses critical to prospects.

Skipper's risk management framework identifies and manages risk in a manner supportive of strategic priorities, while protecting our financial security and flexibility. The Company's risk management is influenced by its understanding of risks, risk appetite and risks evolution.

Economy risk A slowdown in the economy can potentially impact the growth of the Company	**Risk mitigation** Over the past few years, the Indian economy has been posting strong growth. India is the fastest-growing trillion-dollar economy and the sixth-largest with a nominal GDP of USD 2.61 trillion. India is poised to become the fifth-largest economy overtaking the United Kingdom by 2019 as per IMF projections.
Business risk The Company's business may not be relevant in the coming years.	**Risk mitigation** The Company has selected to be present in the power transmission infrastructure segment, which is critical to national growth. The Company is diversifying into relevant high-growth segments (telecom and railway electrification).
Quality risk Decline in the quality of the products of the Company may lead to fall in the sales.	**Risk mitigation** The Company possesses more than three decades of domain knowledge across various engineering products like transmission towers, distribution poles, telecom towers, hot rolled sections, plastic pipes and fittings. Integrated manufacturing units, focused management and committed production and quality control team make them the preferred choice for the customers not only in India but across the globe. The Company received several global certifications, reinforcing the Company's commitment towards quality.
Competition risk Increased competition could affect profitability.	**Risk mitigation** With more than three decades of sectoral experience, the Company enjoys deep terrain familiarity. The Company's backward integration has enhanced competitiveness and product quality. The Company is among a handful in its industry present across the value-chain (rolling mills to test beds for product testing), a unique competitive edge.
Geography risk Dependence on any particular geography could impact the Company's performance owing to a slowdown in the particular geography.	**Risk mitigation** The Company expanded to more than 30 countries to de-risk from an excessive dependence on the Indian market. Exports accounted for 14% of the Company's revenues during the year under review.

Risk	Risk mitigation
Finance risk An inability to mobilise debt funds at a low cost and in an adequate quantum could impact viability.	**Risk mitigation** The Company enjoys a strong debt-equity ratio of 0.81, which provides the Company with additional room for borrowing. Besides, the Company possesses cash and cash equivalents of ₹108 million to fund growth initiatives (as on 31st March 2019).
Working capital risk Stretched working capital management could impact viability.	**Risk mitigation** The Company took a number of initiatives to optimise its receivables cycle across its business divisions, the full impact of which is likely to be visible across the foreseeable future.
Foreign exchange fluctuation risk Currency volatility could significantly impact the profitability of the Company.	**Risk mitigation** The Company imports few raw materials and equipment; it exports to more than 30 plus countries – a hedge against foreign currency fluctuations. Besides, the Company took a number of initiatives to minimise the impact of forex fluctuations on its financial performance.

Internal control systems and their adequacy

The internal control framework is designed to ensure proper safeguarding of assets, maintaining proper accounting records and providing reliable financial information and other data. This system is supplemented by internal audit, reviews by the management and documented policies, guidelines and procedures. The Company has a well-defined organisational structure, authority levels, internal rules and guidelines for conducting the business transactions. The Company intends to undertake further measures as necessary in line with its intent to adhere to procedures, guidelines and regulations as applicable in a transparent manner. Internal audit department of the Company carries out the internal audit of the Company operations and reports its finding to the audit committee. In this process the internal audit also evaluates the functioning and quality of internal controls and provides assurance of its adequacy and effectiveness through periodic reporting. Internal audit is carried out as per risk based internal audit plan which is reviewed by the audit committee of the Company. The committee periodically reviews the findings and suggestions for the improvement and is apprised on the implementation status in respect of the actionable items.

Our financial performance, FY2018-19

Sl	Profit & Loss Summary	FY'19	FY'18
1	Net Revenue (excluding Excise Duty)	18,708.7	20,737.2
2	Operating EBITDA (without forex)	1,840.3	2,749.4
	% of Net Revenue	9.8%	13.3%
3	Depreciation	378.7	459.1
4	Interest expenses	1,015.9	784.5
5	Other income	13.7	21.9
6	Operating PBT (2-3-4+5)	459.4	1,527.8
7	Forex gain / loss	(29.5)	276.1
8	Profit Before Tax (reported PBT) (6+7)	429.9	1,803.9
9	Tax	117.7	626.3
10	Profit After Tax (reported PAT) (8-9)	312.1	1,177.6

Outlook

Power is integral to national growth. With growing power demand, of green power need congestion-free network and increasing revamp infrastructure.

The Company's global ambition will help it de-risk from a dependence on the Indian market. Its innovative products and solutions will enhance relevance in the global market.

The Company is expanding into new segments to strengthen business sustainability.

The Company is undertaking a number of business-strengthening initiatives to enhance nimbleness and competitiveness.

Details of significant changes in key financial ratios (that is changes of 25% or more as compared to the immediately previous year)

Particulars	FY2018-19	FY 2017-18	Explanations for change
Interest coverage ratio	1.42	3.30	The reasons for changes in the parameters have been explained in the previous sections of the report.
Operating profit margin	9.7%	14.6%	
Net profit margin	1.7%	5.7%	
Return on net worth	4.8%	18.5%	

Human resources

Skipper believes that its inherent strength lies in its dedicated workforce. The Company created a holistic working environment that encouraged employees to extend beyond their work scope towards innovative interventions.

Areas of focus

- Goal-setting with dynamic HR policies and guidelines
- Integration of Performance Management System with a performance-driven organisational culture
- Dynamic compensation and benefit strategy to keep pace with the sector.
- Employee talent pool development through training and development
- HR system and process integration through new automation and technology implementation

Goal-setting

Skipper conducted a senior management workshop comprising an experiential learning mix for outlining an organisational development objective. Fifty senior management professionals participated from all the Company's strategic business units to share perspectives and align goals to the mission / vision.

Performance Management System

The Company believes that employee performance is driven by skills, attitude and aptitude. The Company implemented a new approach with a Nine-Grid Performance Management System comprising the following:

- Innovative appraisal system implemented with performance and potential rating
- Increment process linked with newly-defined job band and salary range grid
- Identified individual KRA/ KPI as per the business unit and people linked with organisational and departmental goal.
- Individual evaluation based on defined KRA/ KPI and allotted target

Compensation and benefits

Skipper re-designed its compensation and benefit structure at par with industry practices to attract the best talent. The Company defined its job bands and salary slabs as per the prevailing industry standards. It implemented a short-term (quarterly) incentive scheme.

Rewards and recognition

The Company's initiative to ensure a sound reward and recognition system comprised the following:

*Eight leadership competencies (mid-senior to senior) and four behavioural competencies (junior to middle-level) assessment model designed and implemented for the flagship R&R program.

Talent pool development

Training and nurturing is continuous at Skipper. The Company's initiatives in this regard comprised the following:

- Defined KSA development areas and plans for all grids.
- Updated training calendar as per the defined organisational plan.
- Initiated leadership development training (coaching, mentoring and sharing feedback).
- Training for revenue earners (motivation, development of negotiation skills and communication).

HR system & process integration

The existing HR automation system is being replaced by automated and integrated new generation software with customised solutions, including the entire 'Employee Life Cycle' with a user-friendly technology tool.

Skipper strengthened interpersonal relationship among team members with learning being an integral part of career development aligned to the organisational goal.

HR technology

- HR Payroll was extended to cover the entire employee life cycle (HRIS – Cloud Partner with 'Adrenalin')
- Sales Force Automation hand-held tool (Sales Mpower - ACE-DNS)
- Performance Management and Talent Management Integrated Tool (Udaan for in-house development)
- Employee policy and benefit interactive tool (Skipper-DNA)

Employee count

As on 31st March 2019, the Company employed 2,205 people directly and more than 2,250 people, indirectly.

Skipper conducted a senior management workshop comprising an experiential learning mix for outlining an organisational development objective.

Information technology

Information technology represents the backbone of business transformation. Riding the back of superior technology, Skipper transformed into one of the most prominent players.

The Company invested periodically in its IT architecture, enhancing process productivity, service and competitiveness.

The Company remained proactive to find new ways of staying ahead of the curve.

During the year under review, the Company migrated its mission-critical ERP-SAP from on-premise to data centre cloud. This modern cutting-edge IT infrastructure enhanced capacity flexibility, availability and a disaster-protected SAP landscape in data centre cloud.

The following key results were achieved from the migration:

- Faster and better performance
- Operational efficiency from reduced data footprint
- Mobilisation of business with mobile applications
- Embedded analytics to engage in real-time analytics on live transaction data
- Model for smarter business innovation

Disclaimer

Statements in management discussion and analysis describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking statements within the meaning of applicable securities laws and regulations. Actual results could differ materially from those either expressed or implied. Important factors that could make a difference to the Company's operation include among others, economic conditions affecting demand/supply and price conditions, variation in prices of raw materials, changes in governmental regulations, tax regimes, economic developments and other incidental factors.

DIRECTORS' REPORT

Dear Shareholders,

Your Directors take great pleasure in presenting the 38th Annual Report of the Company, together with the audited financial statements for the year ended 31st March, 2019.

FINANCIAL SUMMARY & PERFORMANCE HIGHLIGHTS

The Company's performance during the financial year under review as compared to the previous financial year is summarized below:

(₹ in million)

Particulars	Standalone		Consolidated	
	2018-19	2017-18	2018-19	2017-18
Revenue from Operations	18708.69	21076.18	18708.69	-
Other Income	13.66	21.93	13.66	-
Total Income	18722.35	21098.11	18722.35	-
Profit before Finance Cost, Depreciation, and Tax	1824.47	3047.40	1824.31	-
Finance Cost	1015.93	784.45	1015.93	-
Depreciation	378.70	459.06	378.70	-
Share of Profit/(Loss) of Joint Venture	-	-	(0.16)	-
Profit Before Tax	429.84	1803.89	429.68	-
Tax Expenses (Current & Deferred)	117.72	626.27	117.72	-
Profit for the Year	312.12	1177.62	311.96	-
Other Comprehensive Income	3.07	(3.01)	3.07	-
Total Comprehensive Income	315.19	1174.61	315.03	-

The Company's revenue from operations for Financial Year 2018-19 was ₹18708.69 million as compared to ₹21076.18 million in the previous year. The Company's profit before exceptional items and tax was ₹429.84 million during the year as compared to ₹1803.89 million in the previous year. The Company earned a net profit of ₹312.12 million as against a net profit of ₹1177.62 million in the previous year. The Company's accounts were consolidated for the first time during the year and as such the previous year figures are not comparable.

More details on financial statements of the Company along with other information are available in the Management Discussion & Analysis Report which forms an integral part of this Annual Report.

STATE OF COMPANY'S AFFAIR AND CURRENT YEAR'S OUTLOOK

The state of Company's affair and future outlook is discussed in the Management Discussion & Analysis Report which forms an integral part of this Annual Report.

DIVIDEND

Your Company has adopted a dividend distribution policy which is currently voluntary in nature for the Company in accordance with the provisions of Regulation 43A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations'). The policy, inter alia, intends to ensure that a balanced and concise decision is taken with regard to distribution of dividend to the shareholders and retaining capital to maintain a healthy growth of the Company and lays down various parameters to be considered by the Board before declaration/recommendation of dividend to the members of the Company. The Dividend Distribution Policy is available on the website of the Company at http://repository.skipperlimited.com/investor-relations/pdf/dividend.pdf.

In line with this policy and in recognition of the financial performance during FY 2018-19, your Directors are pleased to recommend a dividend of 25% i.e 0.25 paise per equity share of face value of ₹1 each for the financial year ended 31st March, 2019.

The total Dividend amount aggregates to ₹30.94 million including Dividend Distribution Tax thereon. If the dividend, as recommended above, is declared by the members at the Annual General Meeting, the same will be paid within 30 days from the date of declaration to those shareholders whose name appears in the Register of Members as on record date.

In terms of the provisions of Section 124(5) of the Companies Act, 2013 (hereinafter referred to as 'Act'), the Company did not have an unclaimed/unpaid dividend which was/is required to be transferred to the Investors Education and Protection Fund.

RESERVES

No amount is proposed to be transferred to General Reserve.

SHARE CAPITAL

During the year under review, the Company issued and allotted 87,250 equity shares of ₹1 each at a price of ₹100.00 per share (including premium of ₹99.00 per share) upon exercise of 87,250 options under the Employee Stock Option Scheme of the Company. Consequently, the paid-up share capital of the Company increased to ₹10,26,70,212 consisting of 10,26,70,212 equity shares of ₹1 each.

INTEREST IN JOINT VENTURE AND CONSOLIDATED FINANCIAL STATEMENTS

During the year, the Company has made investment in "Skipper-Metzer India LLP" a Limited Liability Partnership incorporated on 9th March, 2018 and engaged in the business of manufacturing of drip irrigation systems. The Company holds 50% partnership interest in the said LLP and the same has been classified as Joint Venture under Indian Accounting Standards (Ind AS). The LLP was under the project phase during the FY 2018-19 and no operational revenue has been recognized during the year. Accordingly, the Consolidated Financial Statements of the Company and its Joint Venture, prepared in accordance with Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015 ('Ind AS'), forms part of the Annual Report and is reflected in the Consolidated Financial Statements of the Company.

A statement containing salient features of the financial statements of Joint Venture pursuant to Section 129(3) of the Act read with Rule 5 of the Companies (Accounts) Rules, 2014, is given in Form AOC-1 and forms an integral part of this Report and is marked as "Annexure-A".

DIRECTORS' & KEY MANAGERIAL PERSONNEL

As on 31st March, 2019, the Board consisted of ten Directors comprising of five Independent Directors including a woman director and five Executive Directors. The position of the Chairman of the Board and the Managing Director are held by separate individuals, where the Chairman of the Board is an Independent Director.

None of the Directors of the Company are disqualified as specified in Section 164(2) of the Act read with Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014. All the Directors have confirmed that they are not debarred from accessing the capital market as well as from holding the office of Director pursuant to any order of Securities and Exchange Board of India or Ministry of Corporate Affairs or any other such authority.

Pursuant to the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company approved the appointment of Sri Pramod Kumar Shah (DIN: 00343256) as an Additional Director (Independent) of the Company, with effect from 30th September 2018. Pursuant to the provisions of Section 161 of the Act, he continues to hold office as an Additional Director of the Company up to the date of the ensuing Annual General Meeting. Your Company has received a notice in writing from a member proposing the candidature of Sri Pramod Kumar Shah as a Director on the Board of the Company in accordance with Section 160 of the Act. Further, the Nomination & Remuneration Committee and the Board of Directors of the Company have also recommended his appointment as an Independent Director, not liable to retire by rotation, to the shareholders at the ensuing Annual General Meeting for a period of five years with effect from 30th September 2018.

Sri Amit Kiran Deb (DIN: 02107792) was appointed as an Independent Director of the Company with effect from 23rd September, 2014 for a period of five years. Accordingly, pursuant to the recommendation of Nomination & Remuneration Committee, the Board of Directors at their meeting held on 22nd May, 2019 had approved the re-appointment of Sri Amit Kiran Deb as an Independent Director of the Company not liable to retire by rotation for a further period of five years with effect from 23rd September, 2019, which is subject to approval of shareholders of the Company by way of a special resolution. Your Company had received a notice in writing from a member proposing the re-appointment of Sri Amit Kiran Deb as a Director on the Board of the Company.

Smt. Mamta Binani (DIN: 00462925), was appointed as an Independent Director of the Company with effect from 30th March, 2015 for a period of five years. Accordingly, pursuant to the recommendation of Nomination & Remuneration Committee, the Board of Directors at their meeting held on 22nd May, 2019 had approved the re-appointment of Smt. Mamta Binani as an Independent Director of the Company not liable to retire by rotation for a further period of five years with effect from 1st April, 2020, which is subject to approval of shareholders of the Company by way of a special resolution. Your Company had received a notice in writing from a member proposing the re-appointment of Smt. Mamta Binani as a Director on the Board of the Company.

Sri Devesh Bansal (DIN: 00162513) and Sri Siddharth Bansal (DIN: 02947929) were appointed as Whole Time Directors of the Company with effect from 1st April, 2016 for a period of three years. Accordingly, pursuant to the recommendation of Nomination & Remuneration Committee, the Board of Directors at their meeting held on 11th February, 2019 had approved the re-appointment of Sri Devesh Bansal and Sri Siddharth Bansal as Whole Time Directors of the Company, liable to retire by rotation for a period of three years with effect from 1st April, 2019, subject to approval of the shareholders of the Company.

Sri Sajan Kumar Bansal (DIN: 00063555) was appointed as Managing Director of the Company with effect from 1st October, 2016 for a period of three years. Pursuant to the recommendation of Nomination & Remuneration Committee, the Board of Directors at their meeting held on 22nd May, 2019 has re-evaluated the tenure of Sri Sajan Kumar Bansal and approved his re-appointment as Managing Director of the Company, not liable to retire by rotation for a further period of five years with effect from 1st July 2019, subject to approval of the shareholders of the Company.

Pursuant to the provisions of Section 152(6) (c) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, Sri Sharan Bansal (DIN: 00063481) will retire by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment. Further, Sri Sharan Bansal was appointed as Whole Time Director of the Company with effect from 1st July, 2017 for a period of three years. Pursuant to the recommendation of Nomination & Remuneration Committee, the Board of Directors at their meeting held on 22nd May, 2019 has re-evaluated the tenure of Sri Sharan Bansal and approved his re-appointment as Whole Time Director of the Company, liable to retire by rotation for a further period of three years with effect from 1st July 2019, subject to approval of shareholders of the Company.

Sri Manindra Nath Banerjee (DIN: 00312918), Independent Director of the Company, tendered his resignation from the Board of the Company with effect from the close of business hours on 5th June, 2018 due to personal reasons. The Board of Directors placed on record their sincere appreciation for the contributions made by Sri Manindra Nath Banerjee during his tenure as Independent Director of the Company.

Information regarding the directors seeking appointment/ reappointment as required by Regulation 36 of the Listing Regulations and Secretarial Standard-2 and the justification for appointment of Independent Director has been given in the notice convening the ensuing Annual General Meeting.

Sri Amit Kiran Deb serves as the lead Independent Director of the Company.

Sri Sanjay Kumar Agrawal and Sri Manish Agarwal continue to act as the Chief Financial Officer and Company Secretary of the Company respectively.

DECLARATION BY INDEPENDENT DIRECTORS

Sri Amit Kiran Deb (DIN: 02107792), Sri Joginder Pal Dua (DIN: 02374358), Sri Ashok Bhandari (DIN: 00012210), Sri Pramod Kumar Shah (DIN: 00343256) and Smt. Mamta Binani (DIN: 00462925) are Independent Directors on the Board of the Company.

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the provisions of the Act as well as Regulation 16 of the Listing Regulations.

The Board of Directors of the Company has reviewed the disclosures of independence submitted by the Independent Directors and is of the opinion that the Independent Directors fulfill the conditions specified in the Act and Listing Regulations and are independent of the management.

The Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV to the Act. Further the Independent Directors have also complied with Code of Conduct for Directors and Senior Management Personnel formulated by the Company.

COMPANY'S POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL

The Company has formulated and adopted a Nomination and Remuneration Policy in accordance with the provisions of Act read with the Rules issued thereunder and the Listing Regulations.

The said Policy of the Company, inter alia, formulates the criteria for appointment of Executive, Non-Executive and Independent Directors on the Board of Directors of the Company and persons in the Senior Management of the Company, their remuneration including determination of qualifications, positive attributes, independence of Directors and such other matters as provided under sub-section (3) of Section 178 of the Act.

The policy aims to attract, retain and motivate qualified people at the executive and at the board levels and ensures that the interests of Board members & senior executives are aligned with the business strategy, objectives, values and long-term interests of the Company.

The policy contains detailed criteria for selection and appointment of the Board members and other executive members and also lays down the compensation structure of Non-Executive Directors, Executive Directors, Key Managerial Personnel(s) and Senior Management Personnel(s).

The Policy is available on the website of the Company at https://www.skipperlimited.com/Media/Nomination_&_Remuneration_Policy.pdf

PERFORMANCE EVALUATION

Pursuant to the recommendation of Nomination & Remuneration Committee, the Board of Directors of the Company has approved the Performance Evaluation Policy which lays down the manner of evaluation of the Board as a whole, its committees and the individual Directors. The Company has a two tier evaluation system wherein the Independent Directors evaluate the performance of the Executive Directors, the Chairman and the Board as a whole and thereafter the Board evaluates the performance of all the individual Directors, the committees and the Board as a whole. The policy lays down the criteria on which the evaluation is to be done and a structured questionnaire (evaluation form) with a rating matrix forms part of the Policy. The Chairman as per the evaluation policy of the Company, after discussion, deliberation and consultation with all the Directors (except the Director being evaluated) fills up the evaluation form for the individual Directors, the committees and the Board as a whole.

During the year under review, the Board carried out annual evaluation in accordance with the above said policy and expressed satisfaction on the evaluation process and the performance of all the Directors, the Committees and the Board as a whole.

The details of the evaluation criteria set for the Independent Directors are set out in the Corporate Governance Report which forms an integral part of this Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 of the Act (including any statutory modifications(s) or re-enactment(s) thereof for the time being in force) the Directors of the Company confirm that:

(i) in the preparation of the Annual Accounts for the year ended 31st March, 2019, the applicable accounting standards have been followed and there are no material departures from the same;

(ii) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of state of affairs of the Company as at 31st March, 2019 and of the profit of the Company for the year ended on that day;

(iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(iv) the Annual Accounts for the year ended 31st March, 2019 have been prepared on a "going concern" basis;

(v) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;

(vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

NUMBER OF MEETINGS OF THE BOARD

The Board met six times during the Financial Year 2018-19, viz., on 17th May, 2018, 9th August, 2018, 30th September 2018, 31st October, 2018, 13th November, 2018 and 11th February, 2019. The details of Board meetings held during the financial year, attendance of Directors at the meetings, etc., have been provided separately in the report on corporate governance forming part of this Annual Report.

COMMITTEES OF THE BOARD

The Board of Directors have constituted Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Finance Committee and Business Coordination Committee to deal with specific areas/activities that need a closer review and to have an appropriate structure for discharging of its responsibilities.

The details of all the above committees along with composition, terms of reference, attendance at meetings are provided in the report on corporate governance forming part of this Annual Report.

There has been no instance where the Board has not accepted the recommendations of the Audit Committee.

CORPORATE SOCIAL RESPONSIBILITY

The Company has constituted a Corporate Social Responsibility (CSR) Committee, in terms of provisions of Section 135 of the Act read with Companies (Corporate Social Responsibility Policy) Rules, 2014 inter alia to give directions to the CSR initiatives of the Company, formulate and review annual CSR plans, formulate CSR budgets and monitor the progress of the CSR activities. The details of the committee have been disclosed in the corporate governance report.

The Company has further adopted a Corporate Social Responsibility Policy in accordance with the provisions of the Companies Act, 2013 which may be accessed at http://repository.skipperlimited.com/investor-relations/pdf/CSR-Policy.pdf. The policy indicates the CSR activities to be undertaken by the Company to achieve its social commitments.

During the financial year ended 31st March 2019, the Company has spent ₹34.02 million on CSR activities.

The Company's CSR Policy statement and annual report on the CSR activities undertaken during the financial year ended 31st March, 2019, in accordance with Section 135 of the Act and Companies (Corporate Social Responsibility Policy) Rules, 2014 is set out in the "Annexure-B" to this report.

RISK MANAGEMENT

The Company has a comprehensive risk management framework that seeks to minimize adverse impact on business objectives and ensures appropriate identification and treatment of risks. The Company understands that risk evaluation and risk mitigation is an ongoing process within the organization and is fully committed to identify and mitigate the risks in the business. The identification of risks is done at strategic, business and operational levels.

The Company has formulated and implemented a risk management policy in accordance with Listing Regulations, to identify and monitor business risk and assist in measures to control and mitigate such risks.

In accordance with the policy, the risk associated with the Company's business is always reviewed by the management team and placed before the Audit Committee. The Audit Committee reviews these risks on periodical basis and ensures that mitigation plans are in place. The Board is briefed about the identified risks and mitigation plans undertaken.

The Company, through its risk management process, aims to contain the risks within its risk appetite. There are no risks which in the opinion of the Board threaten the existence of the Company. However, some of the risks which may pose challenges are set out in the Management Discussion and Analysis which forms part of this Annual Report.

The details of the foreign exchange risk and commodity risks faced by the Company during the year are disclosed separately in the corporate governance report which forms part of this report.

INTERNAL FINANCIAL CONTROLS

According to Section 134(5) (e) of the Act, the term Internal Financial Control ('IFC') means the policies and procedures adopted by the Company 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.

The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. These are routinely tested and certified by Statutory as well as Internal Auditors and cover all offices, factories and key business areas of the Company.

Internal Audit is conducted periodically and the internal auditor monitors and evaluates the efficiency and adequacy of internal control system including internal financial control in the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. All these steps facilitate timely detection of any irregularities and early remedial measures.

Significant audit observations and follow up actions thereon are reported to the Audit Committee. The Audit Committee reviews adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations, including those relating to strengthening of the Company's risk management policies and systems. The Audit Committee also deliberates with the members of the management, considers the systems as laid down and meets the internal auditors and statutory auditors to ascertain their views on the internal financial control systems.

Necessary certification by the Statutory Auditors in relation to Internal Financial Control u/s 143(3) (i) of the Companies Act, 2013 forms part of the Audit Report.

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

The Company has in place a Vigil Mechanism/ Whistle Blower Policy which is approved and adopted by the Board of Directors of the Company in compliance with the provisions of Section 177(10) of the Act and Regulation 22 of the Listing Regulations. The Policy deals with unethical behavior and provides a framework to promote responsible and secured reporting of undesired activities. The Vigil Mechanism/ Whistle Blower Policy is available on the website of the Company at https://www.skipperlimited.com/Media/Whistle-Blower-Policy.pdf

The employees are free to report any instances of unethical behavior, actual or suspected fraud, violation of applicable laws and regulations, violation of code of conduct, financial irregularities, abuse of authority, disclosure of price sensitive information etc. The Audit Committee oversees the genuine concerns reported under this policy. The Policy provides for adequate safeguards against victimization of Directors and Employees who avail of the mechanism and also have provided them direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee and no case was reported under this policy during the year.

RELATED PARTY TRANSACTIONS

In line with the requirements of the Act and the Listing Regulations, your Company has formulated a policy on dealing with Related Party Transactions ('RPTs') and the same is available on the website of the Company at https://www.skipperlimited.com/Media/RELATED-PARTY-TRANSACTIONS-POLICY.pdf. The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.

All transactions entered into by the Company with related parties during the financial year 2018-19 were in compliance with the applicable provisions of the Act and the Listing Regulations and are set out in the Notes to Financial Statements forming part of this Annual Report.

During the year under review, the Company has not entered into any contracts/arrangements/transactions with related parties which qualify as material in accordance with the Policy of the Company on materiality of related party transactions. There are no materially significant related party transactions that may have potential conflict with interest of the Company at large.

All related party transactions are placed before the Audit Committee for prior approval and omnibus approvals are obtained for transactions which are repetitive in nature. A statement of all related party transactions is placed before the Audit Committee and Board of Directors for its review on a quarterly basis, specifying the nature, value and terms of the transaction.

No transactions were carried out during the year which requires reporting in Form AOC - 2 pursuant to Section 134 (3) (h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has not given any loans or guarantees as prescribed in Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014.

The Company has however made investment in "Skipper-Metzer India LLP's", a Joint Venture of the Company in which the Company holds 50% partnership interest which is well within the limits specified in Section 186 of the Act. The details of loans granted, guarantees provided and investment made are provided in the notes to the accounts.

PARTICULARS OF EMPLOYEES

The information required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time in respect of Directors/employees of the Company is attached as **"Annexure- C"** to this report.

The information required under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time forms part of this Board Report. However, in terms of Section 136 of the Act, the annual report is being sent to the members excluding the said statement. The said information is readily available for inspection by the members at the Company's registered office during the business hours on all working days up to the date of ensuing Annual General Meeting and shall also be provided to any member of the Company, who sends a written request to the Company Secretary.

EMPLOYEE STOCK OPTION PLAN

Your Company has formulated 'Skipper Employee Stock Option Plan 2015' in accordance with SEBI (Share Based Employee Benefits) Regulations, 2014 to enable its employees to participate in the Company's future growth and financial success and to encourage and reward the performing employees.

The Scheme is monitored by the Nomination and Remuneration Committee (also functioning as Compensation Committee) of the Board.

During the year, there has been no change in the 'Skipper Employee Stock Option Plan 2015' (scheme) and the same is in compliance with SEBI (Share Based Employee Benefits) Regulations, 2014.

During the financial year, the Company has allotted 87,250 equity shares of ₹1/- each at a premium of ₹99/- each upon exercise of shares under the scheme and has granted 38,000 fresh options to the eligible employees under the scheme. All the necessary compliances in relation to allotment and listing of shares on stock exchanges were duly complied.

During the year 12,84,250 options were lapsed/ surrendered and the same were brought back to the ESOP pool of the Company.

The applicable disclosures as required under SEBI (Share Based Employee Benefits) Regulations, 2014 is available on the website of the Company at https://www.skipperlimited.com/Media/Disclosure_Pursuant_to_SEBI_(Share-Based-Employee-Benefits)_Regulations-2014.pdf

The Company has received a certificate from M/s Singhi & Co., Statutory Auditors confirming that 'Skipper Employee Stock Option Plan 2015' have been implemented in accordance with SEBI (Share Based Employee Benefits) Regulations, 2014. The said certificate is available for inspection by the members at the Company's registered office during the business hours on all working days up to the date of ensuing Annual General Meeting and would also be placed at the ensuing Annual General Meeting for inspection by the members.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHNAGE EARNINGS AND OUTGO

The particulars as prescribed under Section 134(3) of the Act read with Rule 8(3) of Companies (Accounts) Rules, 2014 are attached as **"Annexure – D"** to this report.

AUDITORS

Statutory Auditors

The Company's Auditors, M/s. Singhi & Co., Chartered Accountants (Firm Registration No.: 302049E), who were appointed with the shareholders' approval at the 33rd Annual General Meeting for a period of five years, will complete their present term on conclusion of the ensuing 38th Annual General Meeting of the Company.

The Board, on the recommendation of the Audit Committee, recommended for the approval of the Members, the re-appointment of M/s. Singhi & Co, as the Auditors of the Company for a further period of five years from the conclusion of the ensuing 38th Annual General Meeting. Appropriate resolution seeking shareholders' approval to the appointment and remuneration of M/s. Singhi & Co, as the Statutory Auditors is appearing in the Notice convening the 38th Annual General Meeting of the Company.

M/s. Singhi & Co. has confirmed their eligibility and qualification required under Sections 139, 141 and other applicable provisions of the Act and Rules issued thereunder.

The Auditor's Report for the financial year ended 31st March, 2019 on the financial statements of the Company is a part of this Annual Report. There is no qualification, reservation or adverse remark made by the statutory auditors in their report nor there are any matters to be reported under Section 143 (12) of the Act.

Cost Auditors

As per the requirements of the Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, your Company is required to maintain cost records for few of its products and accordingly, such accounts are made and records have been maintained by the Company.

The Board of Directors of the Company, on the recommendations made by the Audit Committee, has appointed M/s. AB & Co., Cost Accountants as the Cost Auditors of the Company to conduct the audit of cost records for the FY 2019-20 in accordance with Section 148 of the Act read with Companies (Cost Records and Audit) Rules, 2014, at a remuneration of ₹70,000/- plus reimbursement of out of pocket expenses at actuals and applicable taxes. The remuneration to be paid to the Cost Auditor needs to be approved by the shareholders at the ensuing Annual General Meeting of the Company.

A resolution seeking Member's approval for the remuneration payable to the Cost Auditor forms part of the Notice of the Annual General Meeting and the same is recommended for your consideration.

Relevant cost audit report for the year 2017-18 was submitted to the Central Government within stipulated time and was free from any qualification or adverse remarks.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Act, your Company has appointed M/s. MKB & Associates, Practicing Company Secretaries (FRN No.P2010WB042700) as Secretarial Auditor to conduct Secretarial Audit of the Company for the FY 2018-19. Accordingly, the Secretarial Audit Report for FY 2018-19 is annexed to this report as **"Annexure- E".**

There is no qualification, reservations or adverse remark in the Secretarial Audit Report.

Internal Auditors

The Board of Directors of the Company, on the recommendations made by the Audit Committee, has appointed M/s. R. Kothari & Co., Chartered Accountants as Internal Auditors of the Company for the FY 2019-20 in accordance with Section 138 of the Act read with the Companies (Accounts) Rules, 2014.

None of the auditors of the Company have reported any fraud during the year under review.

EXTRACT OF ANNUAL RETURN

The extract of the Annual Return of the Company as on 31st March, 2019 in Form No. MGT - 9 as per Section 92 (3) of the Act read with Companies (Management and Administration) Rules, 2014, is set out in the **"Annexure F"** to this report and is also available on the website of the Company at www.skipperlimited.com.

DEPOSITS

During the year under review, the Company has not accepted any deposits from the public within the meaning of Sections 73 and 74 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014.

Loan has been advanced to the Company by some of the Directors during the year, details of which are available in notes to the financial statements.

CORPORATE GOVERNANCE

As per Regulation 34(3) read with Schedule V of the Listing Regulations, a separate section on corporate governance practices followed by the Company, together with a certificate from the Company's Auditors confirming compliance forms an integral part of this Report.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Management Discussion and Analysis Report on the operations of the Company, as required under the Listing Regulations is provided in a separate section and forms an integral part of this Report.

COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD MEETINGS AND GENERAL MEETINGS

During Financial Year 2018-19, the Company has complied with the relevant provisions of Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings and General Meetings.

BUSINESS RESPONSIBILITY REPORT

A Business Responsibility Report (BRR) prepared voluntarily in accordance with Regulation 34(2) of Listing Regulations, detailing the various initiatives taken by the Company on the environmental, social and the governance perspective for the year 2018-19 is available on the website of the Company at https://www.skipperlimited.com/Media/Business-Responsibility-Report.pdf

HUMAN RESOURCES AND INDUSTRIAL RELATIONS

The Company understands that employees are vital and valuable assets. The Company is proactive in providing growth, learning platforms, safe workplace and personal development opportunities to its workforce. The core focus of the Company has been on improvement of employees through training & development and also to identify out performers. Encouraging cordial working relation and maintaining good industrial relations have been the philosophy and endeavor of the human resource department of the Company. The Company has adopted an Employee Stock Option Plan to attract and retain key talents working with the Company.

The employee relations remained cordial throughout the year. The Company had 2205 permanent employees on its rolls as on 31st March, 2019.

SCHEME OF ARRANGEMENT

The Board of Directors at its meeting held on 31st October, 2018 had considered and approved a Scheme of Arrangement between Skipper Limited ("Skipper") and Skipper Pipes Limited ("SPL") and their respective shareholders and creditors under section 230 to 232 and other applicable provision of the Act for Demerger of the Polymer Products Division (as defined in the scheme) of Skipper into SPL which included issuance of equity shares by SPL to the equity shareholders of Skipper. The Company subsequently received 'No Objection' letter from the National Stock Exchange of India Limited and BSE Limited on 30th January, 2019.

Further on 22nd May, 2019, the Board reconsidered the Scheme of Arrangement between Skipper and SPL and decided to withdraw the same.

DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company is committed to provide a safe and secure working environment for all employees and create ambience in which all employees can work together without any apprehension of sexual harassment.

The Company has formulated a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at Workplace in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules made thereunder and an Internal Complaints Committee (ICC) has also been set up to redress complaints received regarding sexual harassment.

During the year under review, no complaints were received under the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

GENERAL DISCLOSURES

Your Directors state that:

1. During the year under review, there has been no change in the nature of business of the Company.
2. No material changes and commitments affecting the financial position of the Company have occurred from the close of the financial year ended 31st March, 2019 till the date of this report.
3. During the year, no significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operation in future.
4. The Company has not issued equity shares with differential rights as to dividend, voting or otherwise.

ACKNOWLEDGEMENT

The Board of Directors place on record sincere gratitude and appreciation for all the employees at all levels for their hard work, solidarity, cooperation and dedication during the year.

The Board conveys its appreciation for its customers, shareholders, suppliers as well as vendors, bankers, business associates, regulatory and government authorities for their continued support.

For and on behalf of the Board of Directors

Sajan Kumar Bansal	Devesh Bansal
Managing Director	*Director*
(DIN: 00063555)	(DIN: 00162513)

Place: Kolkata
Date: 22nd May, 2019

Annexure – A

FORM AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures

Part A -Subsidiaries

1	Name of Subsidiary	NOT APPLICABLE
2	The date since when subsidiary was acquired	
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	
4	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	
5	Share capital	
6	Reserves and surplus	
7	Total assets	
8	Total Liabilities	
9	Investments	
10	Turnover	
11	Profit before taxation	
12	Provision for taxation	
13	Profit after taxation	
14	Proposed Dividend	
15	Extent of shareholding (in percentage)	

Notes:

1. Names of subsidiaries which are yet to commence operations- NA
2. Names of subsidiaries which have been liquidated or sold during the year-NA

Part B Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Sl No	Name of Joint Venture	Skipper- Metzer India LLP
1	Latest audited Balance Sheet Date	31st March, 2019
2	Date on which the Associate or Joint Venture was associated or acquired	9th March, 2018
3	Shares of Associate or Joint Ventures held by the company on the year end No.	N.A
	Amount of Investment in Associates or Joint Venture	₹89.43 million
	Extent of Holding (in percentage)	50% partnership Interest
4	Description of how there is significant influence	By virtue of joint arrangement whereby the Company has joint control and has the rights to the net assets of the arrangement
5	Reason why the associate/joint venture is not consolidated	N.A
6	Networth attributable to shareholding as per latest audited Balance Sheet	₹89.27 million
7	Profit or Loss for the year	
	i. Considered in Consolidation	₹ (0.16) million
	ii. Not Considered in Consolidation	N.A

Notes:

1. Names of associates or joint ventures which are yet to commence operations- None
2. Names of associates or joint ventures which have been liquidated or sold during the year-None

For and on behalf of the Board of Directors

	Sajan Kumar Bansal	Devesh Bansal	Sanjay Kumar Agrawal	Manish Agarwal
Place: Kolkata	*Managing Director*	*Director*	*Chief Financial Officer*	*Company Secretary*
Date: 22nd May, 2019	(DIN: 00063555)	(DIN: 00162513)		

Annexure to Directors' Report

Annexure – B

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR THE YEAR ENDED 31ST MARCH, 2019

1. **A brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes.**

   The Company is committed to improve quality of lives of people in the community it serves and believe that CSR activities create dynamic relationship between a Company and the society on one hand and the environment on the other.

   Skipper believes that Corporate Social Responsibility is not merely a compliance mandate, rather it is a commitment towards the community and environment at large. We have always been conscious of our social responsibilities and have actively contributed to the social and economic development of the society.

   The Company has formulated a CSR policy in accordance with the provisions of the Act and the same is available on the website of the Company at http://repository.skipperlimited.com/investor-relations/pdf/CSR-Policy.pdf.The policy reflects the Company's philosophy and sense of commitment as a corporate citizen and lays down the activities the Company may undertake under its CSR programmes.

   The Company has over the year contributed towards promotion of health, education, skill development, animal welfare and rural development activities. A brief detail of the CSR projects undertaken by the Company is given in the front end on the Annual Report.

2. **Composition of the CSR Committee:**

Name of the Member	Designation
Sri Amit Kiran Deb	Chairman
Sri Sajan Kumar Bansal	Member
Sri Devesh Bansal	Member

3. **Average Net Profit of the Company for last three financial year :** ₹1700.71 million

4. **Prescribed CSR Expenditure (two percent of the amount as in item 3 above) :** ₹34.01 million

5. **Details of CSR spent during the financial year :**

   (a) Total amount to be spent for the financial year : ₹34.01 million

   (b) Amount unspent, if any: Nil

   (c) Manner in which the amount spent during the financial year 2018-19: The manner in which the amount is spent is annexed.

6. **In case the prescribed CSR amount has not been spent, reasons for not spending the same:** Not applicable as the company has spent the whole prescribed CSR amount.

7. Responsibility statement of the CSR Committee

The CSR Committee affirms that the implementation and monitoring of Corporate Social Responsibility (CSR) Policy is in compliance with CSR objectives and policy of the Company.

Sl No	CSR Project or Activities identified	Sector in which the project or activities is covered	Project or programs (1) Local area or other (2) Specify the State and District where the project or programs was undertaken	Amount outlay (Budget) project or programs wise (₹ in million)	Amount spent on the projects or programs (₹ in million)	Cumulative expenditure upto reporting period (₹ in million)	Amount Spent: Direct or through implementing Agency
1	Contribution towards promotion of education through adoption of 150 one teacher schools for tribal children, providing free scholarship to 1102 girl students under "Beti Padhao Abhiyaan", supporting evening school 'Suryakiran' for underprivileged children, organizing skill development workshops for 1500 plumbers in association with Indian Plumbing Skill Council, organizing vocational training classes for villagers at Dumma, Jharkhand, contribution towards construction of school building under "Sansad Adarsh Gram Yojna", payment of honorarium of school teachers, supply of reading material and food material to hostel children, setting up training cum - testing centre for plastics processing, contribution towards promotion of road safety awareness.	Promoting education including special education, Promoting employment enhancement vocational skills and livelihood enhancement project	In various parts of West Bengal, Assam and Jharkhand	18.32	17.99	17.99	Direct & through following implementing agencies: Friends of Tribal Society, Indian Plumbing Skill Council, Sheobai Bansal Charitable Trust, Skipper Foundation
2	Running of medical facilities for under privileged, distribution of free medicines, organizing blood donation camps and eye check-up camps, installation of tube wells, water huts for safe drinking water, running of homeopathy centers.	Promoting Healthcare including preventing healthcare, Promoting sanitation, making available safe drinking water.	In various parts of West Bengal and Jharkhand	5.20	5.38	5.38	Direct & through following implementing agencies: Skipper Foundation
3	Contribution towards maintenance of old, sick, deserted cows by providing medical and food facilities	Animal Welfare	In various parts of West Bengal	2.00	1.93	1.93	Skipper Foundation
4	Integrated Village Development Project by running of 100 One Teacher Schools in remote villages, running of computer fitted bus in villages for spreading computer literacy, organizing organic farming workshops, running of computer training centers, Tailoring centers, etc.	Rural Development	In various parts of Jharkhand	3.50	3.50	3.50	Direct & through following implementing agencies: Friends of Tribal Society, Sheo Bai Bansal Charitable Trust
5	Landscape development & beautification of Traffic Theme Park at Nibra, Howrah and regular maintenance of Nimtalla burning ghat and Ahiritolla ghat.	Environmental Sustainability	Kolkata	5.00	4.97	4.97	Skipper Foundation
6	Contribution towards Promotion of Art & Culture	Promotion of Art & Culture	Kolkata	0	0.25	0.25	Skipper Foundation
	Total CSR Spend			**34.01**	**34.02**	**34.02**	

For and on behalf of the Board of Directors

Place: Kolkata
Date: 22nd May, 2019

Sajan Kumar Bansal
Managing Director
(DIN: 00063555)

Amit Kiran Deb
Chairman-CSR Committee
(DIN: 02107792)

Annexure to Directors' Report

Annexure – C

STATEMENT PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

(i) Ratio of remuneration of each director to the median remuneration of employees of the Company for the financial year 2018-19 and Percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2018-19 are as under.

Name of Director/ KMP	Designation	Ratio of remuneration of each Director to the Median remuneration of employees	Percentage increase in Remuneration
Executive Directors			
Sri Sajan Kumar Bansal	Managing Director	78.35:1	(62.50%)
Sri Sharan Bansal	Executive Director	39.18:1	(62.50%)
Sri Devesh Bansal	Executive Director	39.18:1	(62.50%)
Sri Siddharth Bansal	Executive Director	39.18:1	(62.50%)
Sri Yash Pall Jain	Executive Director	19.59:1	1.80%
Non-Executive Directors			
Sri Amit Kiran Deb	Independent Director	1.44:1	NA
Sri Manindra Nath Banerjee [1]	Independent Director	0.50:1	NA
Sri Joginder Pal Dua	Independent Director	0.70:1	NA
Sri Ashok Bhandari	Independent Director	1.18:1	NA
Sri Pramod Kumar Shah[2]	Independent Director	0.33:1	NA
Smt Mamta Binani	Independent Director	0.98:1	NA
Key Managerial Personnel			
Sri Sanjay Kumar Agrawal	Chief Financial Officer	NA	2.00%
Sri Manish Agarwal	Company Secretary	NA	7.00%

[1] *Resigned with effect from the close of business hours of 5th June, 2018*

[2] *Appointed w.e.f 30th September, 2018*

[3] *Non-Executive Directors are only entitled to sitting fees for the Board and Committee meetings attended by them and therefore the percentage increase in their remuneration is Not Applicable.*

(ii) The percentage increase in the median remuneration of employees in the financial year 2018-19 was 8.74 %.

(iii) The Company has 2205 permanent employees on the rolls of the Company as on 31st March, 2019.

(iv) Average percentile increase in the salaries of employees other than the managerial personnel in the financial year was 8.38 %, whereas the average percentile increase in the managerial remuneration was (49.64 %).

Increase in remuneration of employees is based inter alia on an overall appraisal of talent brought to the table, Company's business interests and remuneration policy/reward philosophy. During the year, there was decrease in the remuneration of managerial personnel's to keep it aligned within the limits set by the Act.

(v) It is hereby affirmed that the remuneration paid during the year ended 31st March, 2019 is as per the Remuneration Policy of the Company.

For and on behalf of the Board of Directors

	Sajan Kumar Bansal	Devesh Bansal
Place: Kolkata	*Managing Director*	*Director*
Date: 22nd May, 2019	(DIN: 00063555)	(DIN: 00162513)

Annexure – D

INFORMATION ON CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO PURSUANT TO SECTION 134(3) OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014

A. CONSERVATION OF ENERGY

(i) **Steps taken or impact on conservation of energy:**

Energy conservation has been one of the focus areas for the Company and conscious efforts are being made towards improving energy performance, year on year. Energy related parameters are monitored on regular basis and regular maintenance of plant & machinery, installation of automated machines and watchful supervision has resulted in reduction in energy consumption. Steps are also taken for replacing defective and inefficient equipment's as and when required

Some of the steps undertaken by the Company towards conservation of energy are as under:

- **Utilization of waste flue gas from zinc melting furnace in the drier of galvanizing plant:**
  The zinc melting furnace in the galvanizing plant produces flue gas on combustion of furnace oil. This waste flue gas is transferred to hot air drier for heating the chamber, before being released into the atmosphere through stack. This leads to elimination of use of any other fuel for heating the chamber, thereby conserving precious energy fuel.

- **Use of recuperator in rolling mill:**
  Recuperator in rolling mill is linked with reheating furnace of rolling mill at our plants. The recuperator transfers some of the waste heat in the exhaust to the furnace air, thus preheating it before entering the fuel burner stage. Less fuel is needed to heat the gases up to the furnace inlet temperature as the gases have been pre-heated. By recovering the energy, usually lost as waste, less fuel is used to heat up the furnace thereby conserving precious energy fuel.

- **Use of furnace oil as fuel in rolling mill:**
  Furnace oil is used as fuel in the rolling mill as it is more environment friendly as compared to other fossil fuels which produces more carbon dioxide and ash on burning, thereby helping in reducing global warming.

- **Recycling of Effluent Treatment Plant (ETP) treated water:**
  ETP treated water is stored in a lined pond from where it is being utilized for various purposes such as firefighting, horticulture, road spraying, processing of makeup water for cooling., reusing in the ETP itself for lime preparation and other purposes. By reusing the treated water in different places we have minimized the operation of water pump thereby conserving precious electrical energy.

- **Installation of LED Lights:**
  LED lights are being installed across various office/plant locations for energy saving.

(ii) **Steps taken by the Company for utilizing alternate sources of energy:**

a. **Use of LPG in place of Furnace Oil:**
The Company has substituted the use of furnace oil with LPG in the zinc melting furnace of galvanizing plant. LPG is a more sustainable fuel than furnace oil and minimizes environmental pollution and also leads to more efficiency.

b. **Use of transparent sheets:**
Transparent roofing sheets are used in factory sheds for illuminating the area by solar radiation in place of electrical lighting appliances. This results in reduction of use of electricity for lighting.

(iii) **Capital investment on energy conservation equipments:**
During the current Financial Year, the Company has not incurred any major capital expenditure on the energy conservation equipment except maintenance capex.

B. TECHNOLOGY ABSORPTION

(i) **Efforts made towards technology absorption:**

a. The Company is using new technology machines for better production and effective utilization of resources.

b. Manufacturing process is continuously monitored to ensure better productivity.

c. Automation in compounding of Polymer Division.

(ii) **Benefits derived like product improvement, cost reduction, product development or import substitution:**

- Improved productivity and cost reduction.
- Improvement in product quality.

(iii) **In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):**
No new technologies were imported during the last three years.

(iv) **Expenditure incurred on Research and Development (R&D):**
No major expenses have been incurred on R&D except expenditure on market research and surveys.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO DURING THE YEAR

	₹in million
Foreign Exchange earned	2788.92
Foreign Exchange outgo	2294.34

For and on behalf of the Board of Directors

	Sajan Kumar Bansal	Devesh Bansal
Place: Kolkata	*Managing Director*	*Director*
Date: 22nd May, 2019	(DIN: 00063555)	(DIN: 00162513)

Annexure to Directors' Report

Annexure – E

FORM NO. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members,
SKIPPER LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SKIPPER LIMITED** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

The Company's Management is responsible for preparation and maintenance of secretarial and other records and for devising proper systems to ensure compliance with the provisions of applicable laws and Regulations.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019, to the extent applicable, according to the provisions of:

i) The Companies Act, 2013 (the Act) and the rules made thereunder;

ii) The Securities Contracts (Regulation) Act, 1956 and Rules made thereunder;

iii) The Depositories Act, 1996 and Regulations and Bye-laws framed thereunder;

iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct investment and External Commercial Borrowings;

v) The Regulations and Guidelines prescribed under the Securities & Exchange Board of India Act, 1992 ("SEBI Act") or by SEBI, to the extent applicable:

   a) The Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011

   b) The Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

   c) The Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

   d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

   e) The Securities & Exchange Board of India (Issue and listing of Debt securities) Regulations, 2008

   f) The Securities & Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993

   g) The Securities & Exchange Board of India (Delisting of Equity Shares) Regulations, 2009

   h) The Securities & Exchange Board of India (Buyback of Securities) Regulations, 2018

vi) Other than fiscal, labour and environmental laws which are generally applicable to all manufacturing/trading companies, no other laws/acts are specifically applicable to the Company.

We have also examined compliance with the applicable clauses of the following:

a) Secretarial Standards issued by The Institute of Company Secretaries of India.

b) Provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

c) None of the directors in any meeting dissented on any resolution and hence there was no instance of recording any dissenting member's view in the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the following are the specific events/ actions which require mention:

a) The Company has allotted 87,250 equity shares of ₹1/- each to the eligible employees on exercise of options pursuant to "Skipper Employee Stock Option Plan 2015".

b) The Company has received observation letters from the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) both dated 30 January, 2019 for the Scheme of Arrangement for Demerger of polymer products division of the Company into Skipper Pipes Limited.

This report is to be read with our letter of even date which is annexed as Annexure – I which forms an integral part of this report.

For MKB & Associates
Company Secretaries

Raj Kumar Banthia
[Partner]
ACS no. 17190
COP no. 18428
FRN: P2010WB042700

Date: 22nd May, 2019
Place: Kolkata

Annexure- I to Secretarial Audit Report

To
The Members,
SKIPPER LIMITED

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.

4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For MKB & Associates
Company Secretaries

Raj Kumar Banthia
[Partner]
ACS no. 17190
COP no. 18428
FRN: P2010WB042700

Date: 22nd May, 2019
Place: Kolkata

Annexure to Directors' Report

Annexure – F

FORM NO. MGT- 9

As on the financial year ended on 31.03.2019

[Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management & Administration) Rules, 2014]

I. REGISTRATION & OTHER DETAILS:

1	CIN	L40104WB1981PLC033408
2	Registration Date	05/03/1981
3	Name of the Company	SKIPPER LIMITED
4	Category/ Sub-category of the Company	Public Company/Limited by Shares
5	Address of the Registered office & contact details	3A, Loudon Street, Kolkata - 700 017, Tel.: 033-22892327/5731, Fax.: 033-22895733
6	Whether listed company	Yes
7	Name, Address & Contact details of the Registrar & Transfer Agent, if any.	M/s. Maheshwari Datamatics Private Limited, 23, R.N. Mukherjee Road, 5th Floor, Kolkata-700001, Phone: 033-2248 2248/033-2243 5029, Fax: 033-2248 4787

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sl. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Engineering Products	25119	87.86
2	Polymer Products	22209	8.60

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and address of the Company	CIN/LLPIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Skipper-Metzer India LLP 3A, Dr. U.N. Brahmachari Street (Loudon Street), Mayur Apartment, 2nd Floor, Kolkata-700017	AAM-2052	Associate (Joint-Venture)	50%	2(6) *Classified as JV under Ind AS

IV. SHARE HOLDING PATTERN

(Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1st April, 2018]				No. of Shares held at the end of the year [As on 31st March, 2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	4,24,36,537	-	4,24,36,537	41.37%	4,36,84,537	-	4,36,84,537	42.55%	1.18%
b) Central Government	-	-	-	-	-	-	-	-	-
c) State Governement(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	2,96,07,625	-	2,96,07,625	28.86%	3,01,26,045	-	3,01,26,045	29.34%	0.48%
e) Banks/ FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub Total (A)(1):-	**7,20,44,162**	**-**	**7,20,44,162**	**70.23%**	**7,38,10,582**	**-**	**7,38,10,582**	**71.89%**	**1.66%**

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1st April, 2018]				No. of Shares held at the end of the year [As on 31st March, 2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Foreign									
a) NRI - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks/ FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2):-	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	**7,20,44,162**	**-**	**7,20,44,162**	**70.23%**	**7,38,10,582**	**-**	**7,38,10,582**	**71.89%**	**1.66%**
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	94,15,169	-	94,15,169	9.18%	80,23,932	-	80,23,932	7.82%	-1.36%
b) Banks/ FI	5,220	-	5,220	0.01%	30,691	-	30,691	0.03%	0.02%
c) Central Government	-	-	-	-	-	-	-	-	-
d) State Government (s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs/ FPI	63,18,432	-	63,18,432	6.16%	63,24,487	-	63,24,487	6.16%	0.00%
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others :-									
- Alternate Investment Funds	18,23,597	-	18,23,597	1.77%	15,37,751	-	15,37,751	1.50%	-0.27%
Sub-total (B)(1):-	**1,75,62,418**	**-**	**1,75,62,418**	**17.12%**	**1,59,16,861**	**-**	**1,59,16,861**	**15.51%**	**-1.61%**
(2) Non-Institutions									
a) Bodies Corporate									
i) Indian	32,35,906	-	32,35,906	3.15%	31,24,832	-	31,24,832	3.04%	-0.11%
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto ₹1 lakh	52,78,667	10,201	52,88,868	5.16%	76,54,387	9,001	76,63,388	7.47%	2.31%
ii) Individual shareholders holding nominal share capital in excess of ₹1 lakh	35,59,586	-	35,59,586	3.47%	8,35,428	-	8,35,428	0.81%	-2.66%
c) Others :									
- Non Resident Indians	7,50,527	-	7,50,527	0.73%	8,51,156	-	8,51,156	0.83%	0.10%
- NBFCs registered with RBI	2,130	-	2,130	0.00%	14,274	-	14,274	0.01%	0.01%
- Trust	651	-	651	0.00%	798	-	798	0.00%	0.00%
- Clearing Member	1,38,714	-	1,38,714	0.14%	4,52,893	-	4,52,893	0.44%	0.30%
Sub-total (B)(2):-	**1,29,66,181**	**10,201**	**1,29,76,382**	**12.65%**	**1,29,33,768**	**9,001**	**1,29,42,769**	**12.60%**	**-0.05%**
Total Public shareholding (B) = (B)(1)+(B)(2)	**3,05,28,599**	**10,201**	**3,05,38,800**	**29.77%**	**2,88,50,629**	**9,001**	**2,88,59,630**	**28.11%**	**-1.66%**
C. Shares held by Custodian for GDRs & ADRs	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Grand Total (A+B+C)	**10,25,72,761**	**10,201**	**10,25,82,962**	**100.00%**	**10,26,61,211**	**9,001**	**10,26,70,212**	**100.00%**	**0.00%**

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year [As on 1st April, 2018]			Shareholding at the end of the year [As on 31st March, 2019]			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	SAJAN KUMAR BANSAL	82,37,796	8.03%	-	2,18,55,339	21.29%	-	13.26%
2	MEERA BANSAL	27,79,859	2.71%	-	2,17,69,198	21.20%	-	18.49%
3	SHARAN BANSAL	46,96,955	4.58%	-	10000	0.01%	-	-4.57%
4	DEVESH BANSAL	36,22,175	3.53%	-	10000	0.01%	-	-3.52%
5	SIDDHARTH BANSAL	1,04,68,725	10.21%	-	10000	0.01%	-	-10.20%
6	SUMEDHA BANSAL	57,66,631	5.62%	-	10000	0.01%	-	-5.61%
7	RASHMI BANSAL	68,64,396	6.69%	-	10000	0.01%	-	-6.68%
8	SHRUTI M BANSAL	-	0.00%	-	10000	0.01%	-	0.01%
9	SKIPPER PLASTICS LIMITED	2,00,50,000	19.55%	-	2,00,50,000	19.53%	-	-0.02%
10	VENTEX TRADE PRIVATE LIMITED	49,87,500	4.86%	-	49,87,500	4.86%	-	0.00%
11	AAKRITI ALLOYS PRIVATE LIMITED	19,79,250	1.93%	-	20,05,250	1.95%	-	0.02%
12	SAMRIDDHI FERROUS PRIVATE LIMITED	14,43,750	1.41%	-	14,65,150	1.43%	-	0.02%
13	SKIPPER POLYPIPES PRIVATE LIMITED	3,99,000	0.39%	-	8,59,220	0.84%	-	0.45%
14	UTSAV ISPAT PRIVATE LIMITED	3,80,625	0.37%	-	3,86,025	0.38%	-	0.01%
15	VAIBHAV METALS PRIVATE LIMITED	3,67,500	0.36%	-	3,72,900	0.36%	-	0.00%
	TOTAL	**7,20,44,162**	**70.23%**	**-**	**7,38,10,582**	**71.89%**	**-**	**1.66%**

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of Shares	% of total shares
1	Sajan Kumar Bansal						
	At the beginning of the year			82,37,796	8.03%	-	-
	Changes during the year	13.08.2018	Purchase	2,50,000	0.24%	84,87,796	8.27%
		29.03.2019	Acquired by way of gift	1,33,67,543	13.02%	2,18,55,339	21.29%
	At the end of the year			-	-	2,18,55,339	21.29%
2	Sharan Bansal						
	At the beginning of the year			46,96,955	4.58%	-	-
	Changes during the year	14.08.2018	Purchase	2,50,000	0.24%	49,46,955	4.82%
		29.03.2019	Transfer by way of gift	49,36,955	4.81%	10,000	0.01%
	At the end of the year			-	-	10,000	0.01%
3	Devesh Bansal						
	At the beginning of the year			36,22,175	3.53%	-	-
	Changes during the year	20.08.2018	Purchase	2,50,000	0.24%	38,72,175	3.77%
		29.03.2019	Transfer by way of gift	38,62,175	3.76%	10,000	0.01%
	At the end of the year			-	-	10,000	0.01%

Sl. No.	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of Shares	% of total shares
4	Siddharth Bansal						
	At the beginning of the year			1,04,68,725	10.21%	-	-
	Changes during the year	21.08.2018	Purchase	2,50,000	0.24%	1,07,18,725	10.45%
		30.08.2018	Purchase	1,50,000	0.14%	1,08,68,725	10.59%
		29.03.2019	Transfer by way of gift	1,08,58,725	10.58%	10,000	0.01%
	At the end of the year			-	-	10,000	0.01%
5	Meera Bansal						
	At the beginning of the year			27,79,859	2.71%	-	-
	Changes during the year	29.03.2019	Acquired by way of gift	1,89,89,339	18.49%	2,17,69,198	21.20%
	At the end of the year			-	-	2,17,69,198	21.20%
6	Sumedha Bansal						
	At the beginning of the year			57,66,631	5.62%	-	-
	Changes during the year	29.03.2019	Transfer by way of gift	57,56,631	5.61%	10,000	0.01%
	At the end of the year			-	-	10,000	0.01%
7	Rashmi Bansal						
	At the beginning of the year			68,64,396	6.69%	-	-
		31.08.2018	Purchase	88,000	0.08%	69,52,396	6.77%
	Changes during the year	29.03.2019	Transfer by way of gift	69,42,396	6.76%	10,000	0.01%
	At the end of the year			-	-	10,000	0.01%
8	Shruti M Bansal						
	At the beginning of the year			0	0.00%	-	-
	Changes during the year	15.03.2019	Purchase	10,000	0.01%	10,000	0.01%
	At the end of the year			-	-	10,000	0.01%
9	Aakriti Alloys Private Limited						
	At the beginning of the year			19,79,250	1.93%	-	-
	Changes during the year	16.08.2018	Purchase	25,000	0.02%	20,04,250	1.95%
		23.08.2018	Purchase	1,000	0.00%	20,05,250	1.95%
	At the end of the year			-	-	20,05,250	1.95%
10	Samriddhi Ferrous Private Limited						
	At the beginning of the year			14,43,750	1.41%	-	-
	Changes during the year	16.08.2018	Purchase	20,400	0.02%	14,64,150	1.43%
		23.08.2018	Purchase	1,000	0.00%	14,65,150	1.43%
	At the end of the year			-	-	14,65,150	1.43%
11	Utsav Ispat Private Limited						
	At the beginning of the year			3,80,625	0.37%	-	-
	Changes during the year	16.08.2018	Purchase	5,400	0.00%	3,86,025	0.38%
	At the end of the year			-	-	3,86,025	0.38%
12	Vaibhav Metals Private Limited						
	At the beginning of the year			3,67,500	0.36%	-	-
	Changes during the year	16.08.2018	Purchase	5,400	0.00%	3,72,900	0.36%
	At the end of the year			-	-	3,72,900	0.36%

Sl. No.	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of Shares	% of total shares
13	Skipper Polypipes Private Limited						
	At the beginning of the year			3,99,000	0.39%	-	-
	Changes during the year	19.11.2018	Purchase	5,869	0.00%	4,04,869	0.39%
		20.11.2018	Purchase	16,000	0.02%	4,20,869	0.41%
		21.11.2018	Purchase	21,000	0.02%	4,41,869	0.43%
		22.11.2018	Purchase	20,845	0.02%	4,62,714	0.45%
		26.11.2018	Purchase	28,000	0.02%	4,90,714	0.48%
		27.11.2018	Purchase	31,560	0.03%	5,22,274	0.51%
		28.11.2018	Purchase	30,165	0.03%	5,52,439	0.54%
		29.11.2018	Purchase	30,607	0.03%	5,83,046	0.57%
		30.11.2018	Purchase	13,949	0.01%	5,96,995	0.58%
		03.12.2018	Purchase	27,000	0.02%	6,23,995	0.61%
		04.12.2018	Purchase	20,363	0.02%	6,44,358	0.63%
		05.12.2018	Purchase	23,250	0.02%	6,67,608	0.65%
		06.12.2018	Purchase	10,000	0.01%	6,77,608	0.66%
		07.12.2018	Purchase	62,658	0.06%	7,40,266	0.72%
		10.12.2018	Purchase	54,986	0.05%	7,95,252	0.77%
		11.12.2018	Purchase	25,000	0.02%	8,20,252	0.80%
		12.12.2018	Purchase	38,968	0.04%	8,59,220	0.84%
	At the end of the year			-	-	8,59,220	0.84%
14*	Ventex Trade Private Limited						
	At the beginning of the year			49,87,500	4.86%	-	-
	Changes during the year			-	-	-	-
	At the end of the year			-	-	49,87,500	4.86%
15*	Skipper Plastics Limited						
	At the beginning of the year			2,00,50,000	19.55%	-	-
	Changes during the year			-	-	-	-
	At the end of the year			-	-	2,00,50,000	19.53%

**The variation in terms of percentage of holding of Ventex Trade Private Limited and Skipper Plastics Limited was due to increase in paid up share capital of the Company during the year.*

(iv) Shareholding Pattern of top ten Shareholders as on 31.03.2019

(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	For each of the Top 10 Shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of Shares	% of total shares
1	L AND T MUTUAL FUND TRUSTEE LIMITED -L AND T LARGE AND MIDCAP FUND						
	At the beginning of the year			51,00,031	4.97%	-	-
	Changes during the year	13.07.2018	Purchase	10,000	0.01%	51,10,031	4.98%
	At the end of the year			-	-	51,10,031	4.98%

Sl. No.	For each of the Top 10 Shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of Shares	% of total shares
2	OCEAN DIAL GATEWAY TO INDIA MAURITIUS LIMITED						
	At the beginning of the year			27,50,000	2.68%	-	-
	Changes during the year			-	-	-	-
	At the end of the year			-	-	27,50,000	2.68%
3	ICG Q LIMITED						
	At the beginning of the year			13,05,000	1.27%	-	-
	Changes during the year	25.05.2018	Purchase	1,48,000	0.14%	14,53,000	1.42%
		24.08.2018	Purchase	1,85,382	0.18%	16,38,382	1.60%
		31.08.2018	Purchase	35,301	0.03%	16,73,683	1.63%
		07.09.2018	Purchase	94,610	0.09%	17,68,293	1.72%
	At the end of the year			-	-	17,68,293	1.72%
4	AAKARSHAN TRACOM PRIVATE LIMITED						
	At the beginning of the year			16,07,242	1.57%	-	-
	Changes during the year			-	-	-	-
	At the end of the year			-	-	16,07,242	1.57%
5	DSP EMERGING STARS FUND						
	At the beginning of the year			17,58,024	1.71%	-	-
	Changes during the year	25.05.2018	Sale	2,948	0.00%	17,55,076	1.71%
		01.06.2018	Sale	6,275	0.01%	17,48,801	1.70%
		15.03.2019	Sale	2,11,050	0.21%	15,37,751	1.50%
	At the end of the year			-	-	15,37,751	1.50%
6	IDFC STERLING VALUE FUND						
	At the beginning of the year			19,58,380	1.91%	-	-
	Changes during the year	06.04.2018	Purchase	15,000	0.01%	19,73,380	1.92%
		27.04.2018	Purchase	4,00,000	0.39%	23,73,380	2.31%
		25.05.2018	Purchase	50,000	0.05%	24,23,380	2.36%
		22.06.2018	Sale	49,917	0.05%	23,73,463	2.31%
		29.06.2018	Sale	2,483	0.00%	23,70,980	2.31%
		03.08.2018	Sale	31,181	0.03%	23,39,799	2.28%
		10.08.2018	Sale	95,339	0.09%	22,44,460	2.19%
		17.08.2018	Sale	6,79,990	0.66%	15,64,470	1.52%
		24.08.2018	Sale	7,64,470	0.74%	8,00,000	0.78%
		02.11.2018	Purchase	64,665	0.06%	8,64,665	0.84%
		16.11.2018	Purchase	31,864	0.03%	8,96,529	0.87%
		23.11.2018	Purchase	40,617	0.04%	9,37,146	0.91%
		30.11.2018	Purchase	1,37,301	0.13%	10,74,447	1.05%
		07.12.2018	Purchase	1,48,323	0.14%	12,22,770	1.19%
		14.12.2018	Purchase	76,816	0.07%	12,99,586	1.27%
		21.12.2018	Purchase	2,00,414	0.20%	15,00,000	1.46%
		04.01.2019	Purchase	18,429	0.02%	15,18,429	1.48%
		25.01.2019	Purchase	8,387	0.01%	15,26,816	1.49%
		01.02.2019	Purchase	10,344	0.01%	15,37,160	1.50%
	At the end of the year			-	-	15,37,160	1.50%

Sl. No.	For each of the Top 10 Shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of Shares	% of total shares
7	DSP INDIA T.I.G.E.R. FUND						
	At the beginning of the year			18,66,601	1.82%	-	-
	Changes during the year	19.10.2018	Sale	35,149	0.03%	18,31,452	1.78%
		26.10.2018	Sale	19,793	0.02%	18,11,659	1.76%
		16.11.2018	Sale	3,682	0.00%	18,07,977	1.76%
		21.12.2018	Sale	2,34,110	0.23%	15,73,867	1.53%
		28.12.2018	Sale	200	0.00%	15,73,667	1.53%
		04.01.2019	Sale	2,457	0.00%	15,71,210	1.53%
		11.01.2019	Sale	87	0.00%	15,71,123	1.53%
		25.01.2019	Sale	5,432	0.01%	15,65,691	1.52%
		15.03.2019	Sale	1,88,950	0.18%	13,76,741	1.34%
	At the end of the year			-	-	13,76,741	1.34%
8	OCEAN DIAL COMPOSITE INDIA FUND						
	At the beginning of the year			0	0.00%	-	-
	Changes during the year	27.04.2018	Purchase	1,65,000	0.16%	1,65,000	0.16%
		11.05.2018	Purchase	1,75,000	0.17%	3,40,000	0.33%
		22.06.2018	Purchase	25,000	0.02%	3,65,000	0.36%
		23.11.2018	Purchase	90,000	0.09%	4,55,000	0.44%
		15.03.2019	Purchase	4,00,000	0.39%	8,55,000	0.83%
	At the end of the year			-	-	8,55,000	0.83%
9	PARAG CHANDUBHAI MEHTA						
	At the beginning of the year			3,57,372	0.35%	-	-
	Changes during the year	13.04.2018	Sale	5,000	0.00%	3,52,372	0.34%
		22.06.2018	Purchase	5,000	0.00%	3,57,372	0.35%
		17.08.2018	Sale	11,500	0.01%	3,45,872	0.34%
		12.10.2018	Sale	5,000	0.00%	3,40,872	0.33%
		19.10.2018	Purchase	3,000	0.00%	3,43,872	0.33%
		26.10.2018	Sale	3,000	0.00%	3,40,872	0.33%
		21.12.2018	Purchase	5,000	0.00%	3,45,872	0.34%
		28.12.2018	Sale	5,000	0.00%	3,40,872	0.33%
		11.01.2019	Purchase	5,000	0.00%	3,45,872	0.34%
		22.03.2019	Sale	5,000	0.00%	3,40,872	0.33%
	At the end of the year			-	-	3,40,872	0.33%
10	SHILPA JAIN						
	At the beginning of the year			2,94,900	0.29%	-	-
	Changes during the year			-	-	-	-
	At the end of the year			-	-	2,94,900	0.29%

(v) Shareholding of Directors and Key Managerial Personnel as on 31.03.2019:

Sl. No.	For each of the Directors and Key Managerial Personnel (KMP)	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of Shares	% of total shares
1	SAJAN KUMAR BANSAL - Managing Director						
	At the beginning of the year			82,37,796	8.03%	-	-
	Changes during the year	13.08.2018	Purchase	2,50,000	0.24%	84,87,796	8.27%
		29.03.2019	Acquired by way of gift	1,33,67,543	13.02%	2,18,55,339	21.29%
	At the end of the year			-	-	2,18,55,339	21.29%
2	SHARAN BANSAL - Whole Time Director						
	At the beginning of the year			46,96,955	4.58%	-	-
	Changes during the year	14.08.2018	Purchase	2,50,000	0.24%	49,46,955	4.82%
		29.03.2019	Transfer by way of gift	49,36,955	4.81%	10,000	0.01%
	At the end of the year			-	-	10,000	0.01%
3	DEVESH BANSAL - Whole Time Director						
	At the beginning of the year			36,22,175	3.53%	-	-
	Changes during the year	20.08.2018	Purchase	2,50,000	0.24%	38,72,175	3.77%
		29.03.2019	Transfer by way of gift	38,62,175	3.76%	10,000	0.01%
	At the end of the year			-	-	10,000	0.01%
4	SIDDHARTH BANSAL - Whole Time Director						
	At the beginning of the year			1,04,68,725	10.21%	-	-
	Changes during the year	21.08.2018	Purchase	2,50,000	0.24%	1,07,18,725	10.45%
		30.08.2018	Purchase	1,50,000	0.14%	1,08,68,725	10.59%
		29.03.2019	Transfer by way of gift	1,08,58,725	10.58%	10,000	0.01%
	At the end of the year			-	-	10,000	0.01%
5	YASH PALL JAIN - Whole Time Director						
	At the beginning of the year			-	-	-	-
	Changes during the year			-	-	-	-
	At the end of the year			-	-	-	-
6	AMIT KIRAN DEB - Independent Director						
	At the beginning of the year			-	-	-	-
	Changes during the year			-	-	-	-
	At the end of the year			-	-	-	-
7	JOGINDER PAL DUA - Independent Director						
	At the beginning of the year			-	-	-	-
	Changes during the year			-	-	-	-
	At the end of the year			-	-	-	-
8	ASHOK BHANDARI - Independent Director						
	At the beginning of the year			-	-	-	-
	Changes during the year			-	-	-	-
	At the end of the year			-	-	-	-
9	PRAMOD KUMAR SHAH - Independent Director*						
	At the beginning of the year			-	-	-	-
	Changes during the year			-	-	-	-
	At the end of the year			-	-	-	-

Sl. No.	For each of the Directors and Key Managerial Personnel (KMP)	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of Shares	% of total shares
10	MAMTA BINANI - Independent Director						
	At the beginning of the year			-	-	-	-
	Changes during the year			-	-	-	-
	At the end of the year			-	-	-	-
11	SANJAY KUMAR AGRAWAL - Chief Financial Officer						
	At the beginning of the year			25,200	0.02%	-	-
	Changes during the year	05.06.2018	Purchase (ESOP)	25,000	0.02%	50,200	0.05%
	At the end of the year			-	-	50,200	0.05%
12	MANISH AGARWAL - Company Secretary						
	At the beginning of the year			-	-	-	-
	Changes during the year:			-	-	-	-
	At the end of the year			-	-	-	-

* *Sri Pramod Kumar Shah has been appointed as Director w.e.f 30th September, 2018.*

V. INDEBTEDNESS

(Indebtedness of the Company including interest outstanding/accrued but not due for payment) (₹ in millions)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	4,779.10	192.86	-	4,971.96
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	2.27	-	-	2.27
Total (i+ii+iii)	**4,781.37**	**192.86**	**-**	**4,974.23**
Change in Indebtedness during the financial year				
- Addition	1,224.63	243.69	-	1,468.32
- Reduction	(1,136.64)	(74.67)	-	(1,211.31)
Net Change	87.99	169.02	-	257.01
Indebtedness at the end of the financial year				
i) Principal Amount	4,868.68	361.86	-	5,230.54
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	0.68	-	-	0.68
Total (i+ii+iii)	**4,869.36**	**361.86**	**-**	**5,231.22**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager					Total Amount (₹ million)
	Name	Sajan Kumar Bansal	Sharan Bansal	Devesh Bansal	Siddharth Bansal	Yash Pall Jain	
	Designation	Managing Director	Whole Time Director	Whole Time Director	Whole Time Director	Whole Time Director	
1	Gross salary						
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	18.000	9.000	9.000	9.000	3.760	48.760
	(b) Value of perquisites u/s 17(2) of Income-tax Act, 1961	NIL	NIL	NIL	NIL	0.310	0.310
	(c) Profits in lieu of salary under section 17(3) of Income- tax Act, 1961	NIL	NIL	NIL	NIL	NIL	-
2	Stock Option	NIL	NIL	NIL	NIL	NIL	-
3	Sweat Equity	NIL	NIL	NIL	NIL	NIL	-
4	Commission						
	- as % of profit	NIL	NIL	NIL	NIL	NIL	-
	- others, specify	NIL	NIL	NIL	NIL	NIL	-
5	Others, please specify	NIL	NIL	NIL	NIL	NIL	-
	Total (A)	**18.000**	**9.000**	**9.000**	**9.000**	**4.070**	**49.070**
	Ceiling as per the Act (10 % of Net Profit)						50.121

B. Remuneration to other Directors

Sl. No.	Particulars of Remuneration	Name of Directors						Total Amount (₹ million)
		Amit Kiran Deb	Manindra Nath Banerjee (upto 05.06.2018)	Joginder Pal Dua	Mamta Binani	Ashok Bhandari	Pramod Kumar Shah	
1	Independent Directors							
	- Fee for attending Board & Committee meetings	0.330	0.115	0.160	0.225	0.270	0.075	1.175
	- Commission	Nil	Nil	Nil	Nil	Nil	Nil	-
	- Others, please specify	Nil	Nil	Nil	Nil	Nil	Nil	-
	Total (1)	0.330	0.115	0.160	0.225	0.270	0.075	1.175
2	Other Non-Executive Directors							-
	- Fee for attending board & committee meetings	Nil	Nil	Nil	Nil	Nil	Nil	-
	- Commission	Nil	Nil	Nil	Nil	Nil	Nil	-
	- Others, please specify	Nil	Nil	Nil	Nil	Nil	Nil	-
	Total (2)	-	-	-	-	-	-	-
	Total (B) = (1+2)	0.330	0.115	0.160	0.225	0.270	0.075	1.175
	Total Managerial Remuneration (A+B)							**50.245**
	Overall Ceiling as per the Act (11% of Net Profit)							55.133

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sl. No.	Particulars of Remuneration	Name of Key Managerial Personnel		Total Amount (₹million)
	Name	Sanjay Kumar Agrawal	Manish Agarwal	
	Designation	Chief Financial Officer	Company Secretary	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	5.549	0.883	6.432
	(b) Value of perquisites u/s 17(2) of Income-tax Act, 1961	2.493	0.080	2.573
	(c) Profits in lieu of salary under section 17(3) of Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	- as % of profit	-	-	-
	- others, specify	-	-	-
5	Others, please specify	-	-	-
	Total	8.042	0.963	9.005

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD/ NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty			Nil		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			Nil		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			Nil		
Punishment					
Compounding					

For and on behalf of the Board of Directors

Sajan Kumar Bansal
Managing Director
(DIN: 00063555)

Devesh Bansal
Director
(DIN: 00162513)

Place: Kolkata
Date: 22nd May, 2019

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate Governance refers to a set of laws, regulations and good practices which ensures that a Company is governed in the best interest of all the stakeholders. It ensures that the affairs of the Company are being managed in a way which ensures integrity, fairness, equity, transparency, accountability and commitment to values.

We at Skipper believe in adopting and adhering to the best Corporate Governance practices. Every effort is made to follow best practices in all the functional areas and in discharging the Company's responsibilities towards all stakeholders and the community at large. We believe that highest standard of corporate behavior is required with everyone we work with, to succeed in the long run. Our corporate structure, business operations and disclosure practices have been strictly aligned to our Corporate Governance philosophy.

2. BOARD OF DIRECTORS

COMPOSITION

The Board provides leadership and strategic guidance to the Company's management and an active, well informed and independent board brings wide range of expertise and experience to the Company's functioning and ensures highest standard of corporate governance in the Company.

The Company recognizes and embraces the benefit of having a diverse Board and accordingly competent, experienced and eminent personalities from different fields of work have been selected as members of the Board. The Board's composition is in accordance with the provisions of Section 149 of the Companies Act, 2013 (hereinafter referred to as 'Act') and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as Listing Regulations) and has an optimum mix of Executive and Non- Executive Directors with half of the Board of the Company comprising of Independent Directors. As on the date of this report, the Board consists of ten Directors comprising five Independent Directors including a woman director and five Executive Directors. The position of the Chairman of the Board and the Managing Director are held by separate individuals, where the Chairman of the Board is an Independent Director. None of the Directors are more than 75 years of age. The profile of the Directors can be accessed on the Company's website at https://www.skipperlimited.com/about-us/senior-management.aspx.

Aligning with the strategy and long-term needs of the Company, the Board periodically evaluates the need for change in its composition and size and ensures that the same is in accordance with the succession planning policy duly adopted by the Company.

CORE SKILLS/ EXPERTISE/ COMPETENCIES AS REQUIRED BY THE BOARD TO FUNCTION EFFECTIVELY

The Directors of the Company comprises qualified members who bring in the required skills, experience, competence and expertise effectively contributing to the Board and Committee proceedings. The Board members are committed to ensure that the Board is in compliance with the highest standards of corporate governance. The list of core skills/expertise/competencies identified by the board of directors as required in the context of its business and sector, for it to function effectively and those actually available with the board are mentioned below:

Sl. No.	Nature of key skills, expertise and competence and attributes	Whether such key skills, expertise and competence and attributes are available with the Company's Board
1.	Domain expertise in areas of iron and steel products, polymer products, EPC projects	Yes
2.	Sound knowledge and expertise in Finance, Accounting & Taxation matters	Yes
3.	Expertise in Legal, Compliance, Governance and Risk Management	Yes
4.	Expertise in Business Development, Sales and Marketing	Yes
5.	Leadership Qualities and Management Expertise	Yes
6.	Expertise in Administration, Liasoning and Human Resource	Yes

DIRECTORSHIP, COMMITTEE MEMBERSHIP(S)/CHAIRMANSHIP(S), SHAREHOLDING

Each Director informs the Company on an annual basis about the Board and the committee positions which he/she occupies in other Companies and notifies any changes therein. In addition, the Independent Directors provide an annual confirmation that they meet the criteria of independence as defined under Section 149(6) of the Act and Listing Regulations. The number of Directorship, Committee Membership(s)/ Chairmanship(s) of all the Directors is within respective limits prescribed under the Companies Act, 2013 and Listing Regulations.

In the opinion of the Board, all the Independent Directors on the board of the Company fulfills the conditions of independence specified in the Act and Listing Regulations and are independent of the management.

The details of each member of the Board as on 31st March, 2019 are provided herein below:

Sl. No.	Name & Designation/Category	DIN	Number and percentage of equity shares held in the Company	Number of Directorship in other Companies[a]			Number of Membership/ Chairmanship of Committees of other Companies[b]		Names of the other Listed entities & category of directorship
				Private Companies	Unlisted Public Companies	Listed Public Companies	As Chairman	As Member	
1.	Sri Amit Kiran Deb (Non- Executive Independent Chairman)	02107792	-	-	4	2	1	5	India Power Corporation Limited (Non-Executive Independent Director) Emami Limited (Non-Executive Independent Director)
2.	Sri Joginder Pal Dua (Non- Executive Independent Director)	02374358	-	-	2[c]	1	1	-	Century Plyboards (India) Limited (Non-Executive Independent Director)
3.	Sri Ashok Bhandari (Non-Executive Independent Director)	00012210	-	3	3	6	-	6	Intrasoft Technologies Limited (Non-Executive Independent Director) Maithan Alloys Limited (Non-Executive Independent Director) IFB Industries Limited (Non-Executive Independent Director) Rupa & Company Limited (Non-Executive Independent Director) Maharashtra Seamless Limited (Non-Executive Independent Director) Mcleod Russel India Limited (Non-Executive Independent Director) [d]
4.	Sri Pramod Kumar Shah[e] (Non-Executive Independent Director)	00343256	-	-	4	2	3	2	Emami Frank Ross Limited (Non-Executive Independent Director) Star Cement Limited (Non-Executive Independent Director)
5.	Smt. Mamta Binani (Non-Executive Independent Woman Director)	00462925	-	-	3	3[f]	2	5	Kkalpana Industries (India) Limited (Non-Executive Independent Director) Century Plyboards (India) Limited (Non-Executive Independent Director) GPT Infraprojects Limited (Non-Executive Independent Director)
6.	Sri Sajan Kumar Bansal (Managing Director-Promoter)	00063555	21,855,339 (21.29%)	5	4	-	-	1	None
7.	Sri Sharan Bansal (Executive Director-Promoter)	00063481	10,000 (0.01%)	3	6	-	-	-	None
8.	Sri Devesh Bansal (Executive Director-Promoter)	00162513	10,000 (0.01%)	4	6	-	-	-	None
9.	Sri Siddharth Bansal(Executive Director-Promoter)	02947929	10,000 (0.01%)	1	2	-	-	-	None
10.	Sri Yash Pall Jain (Executive Director)	00016663	-	-	-	-	-	-	None

a. Excludes foreign companies, guarantee companies and companies registered under Section 8 of the Companies Act, 2013.
b. Represents only membership/ chairmanship of Audit Committee & Stakeholders Relationship Committee of Public Companies whether listed or not.
c. Appointed as Additional Director in Shyam Steel Industries Limited w.e.f 11th April, 2019.
d. Ceased to be a Director w.e.f. 29.04.2019.
e. Appointed as an Additional Director (Independent) of the Company w.e.f 30th September, 2018.
f. Appointed as Additional Director in La Opala R G Limited w.e.f 1st April, 2019.
g. Apart from as stated above the directors do not hold any other shares/convertible instruments.

Sri Manindra Nath Banerjee resigned from the directorship of the Company from the close of business hours on 5th June, 2018 due to personal reasons and has confirmed that there is no material reason other than those provided for his resignation before the expiry of his term.

INTER-SE RELATIONSHIP BETWEEN DIRECTORS

Sri Sharan Bansal, Sri Devesh Bansal, Sri Siddharth Bansal are sons of Sri Sajan Kumar Bansal and brothers amongst themselves. No other Directors are related to each other in terms of the definition of "relative" given under the Act.

BOARD MEETINGS

The Company adheres to the provisions of the Act, Secretarial Standards and Listing Regulations with respect to convening and holding the meetings of the Board of Directors and its Committees. The Board meets at regular intervals to discuss and decide on business strategies/ policies, financial results, business operations, future course of action and reviews all the relevant information which are mandatorily required to be placed before the Board. Minimum four prescheduled Board meetings are held during a year and additional meetings are held to address specific needs. In case of urgent business, Board's approval is taken by passing resolution by circulation. The circular resolutions are noted at the subsequent board meeting. The maximum time gap between any two meetings does not exceed one hundred and twenty days.

The agenda of the Board/Committee meeting is set by the Company Secretary in consultation with the Chairman and Managing Director of the Company and are circulated amongst the Director's well in advance to enable the Board to take informed decisions. At Board/Committee meetings, departmental heads and representatives who can provide additional insights are invited. Draft minutes of the proceedings of the meetings are circulated in time and the comments, if any, received from the Directors are incorporated in the minutes in consultation with the Chairman.

Important decisions taken by the Board and its Committees are promptly communicated to the concerned departments. Action taken reports on decisions of the previous meetings are placed at the next meeting(s) for information and further recommended actions, if any.

During the year, six Board Meetings were held on 17th May, 2018, 9th August, 2018, 30th September 2018, 31st October, 2018, 13th November, 2018 and 11th February, 2019. Necessary quorum was present at all the meetings.

Attendance of Directors at the above mentioned Board Meetings and at the 37th Annual General Meeting:

Sl. No.	Name	Number of Board Meetings		Attendance at last AGM held on 9thAugust, 2018
		Eligible to attend	Attended	
1	Sri Amit Kiran Deb	6	6	Present
2	Sri Manindra Nath Banerjee[1]	1	1	N.A.
3	Sri Joginder Pal Dua	6	4	Absent
4	Sri Ashok Bhandari	6	6	Present
5	Sri Pramod Kumar Shah[2]	3	3	N.A.
6	Smt Mamta Binani	6	6	Present
7	Sri Sajan Kumar Bansal	6	6	Present
8	Sri Sharan Bansal	6	4	Present
9	Sri Devesh Bansal	6	6	Present
10	Sri Siddharth Bansal	6	5	Present
11	Sri Yash Pall Jain	6	5	Present

[1] *Ceased to be a Director w.e.f 6th June, 2018.*

[2] *Appointed as an Additional Director (Independent) w.e.f 30th September, 2018.*

SEPARATE MEETING OF INDEPENDENT DIRECTORS

The Independent Directors have submitted declarations that they meet the criteria of Independence laid down under the Act and the Listing Regulations and have confirmed that they do not hold directorship more than the prescribed limits. The Company has issued formal appointment letters to all the Independent Directors and a sample letter of appointment issued to them is posted on the Company's website at https://www.skipperlimited.com/Media/Appointment-Letter-to-Independent-Director.pdf

The Independent Directors meet at least once in a year, without the presence of Executive Directors or representatives of the management. During the year, Independent Directors of the Company met separately on 17th May, 2018. At the said meeting, the Independent Directors reviewed the performance of Non-Independent Directors, the Board as a whole and the Chairman of the Company. They also assessed the quality, quantity and timeliness of flow of information between the Company's management and the Board and its committees.

FAMILIARIZATION PROGRAMMES FOR DIRECTORS

A formal letter of appointment is issued to the Independent Directors at the time of their appointment, which inter alia explains their role, function, duties and responsibilities in the Company. An induction program is arranged to introduce the newly appointed Director to the Company's culture and give a broad view about the history, milestones, nature of industry, products, businesses and functions of the Company. The Managing Director also has a one to one discussion with the newly appointed Director to familiarize him with the Company's operation. They are given full opportunity to interact with Senior Management and are provided with all the documents required and/or sought by them to have a good understanding of the Company, its business model and various operations.

Further, at regular intervals familiarization programs are arranged wherein Independent Directors are informed about the current market scenario and are provided with all necessary updates, documents, reports, policies to ensure that the Independent Directors are properly aware about the business and performance of the Company from time to time. Significant statutory updates are circulated on a regular basis through which Directors are made aware of the significant new developments.

During the year familiarization program was conducted on 3rd October 2018 and 11th February, 2019 at Kolkata.

The details of familiarization program imparted to the Independent Directors is available on the website of the Company at https://www.skipperlimited.com/Media/FamiliarisationProgrammeforIndependentDirectors.pdf

REMUNERATION OF DIRECTORS

The Company has adopted a nomination & remuneration policy which determines the compensation structure of the Executive/Non-Executive Directors. The policy is intended to set out criteria to pay equitable remuneration to the Directors, Key Managerial Personnel's (KMP), Senior Management Personnel's (SMP) and other employees of the Company and is in consonance with the existing industry practice and aims at attracting and retaining high calibre talent.

The salient features of the nomination & remuneration policy is provided in the Board's Report and the detailed policy is available on the Company's website at https://www.skipperlimited.com/Media/Nomination_&_Remuneration_Policy.pdf

(a) Remuneration paid to Executive Directors

The appointment and remuneration of Executive Directors are governed by the Articles of Association of the Company and the resolutions passed by the shareholders of the Company. The remuneration paid to Executive Directors is determined keeping in view the industry benchmarks, the performance of the Director, the performance of the Company and upon the recommendation of Nomination & Remuneration committee.

Details of remuneration paid to Executive Directors during the year 2018-19 are given below:

<table>
<tr><th>Name</th><th>Designation</th><th>Remuneration</th><th>Bonus/ Commission/ Pension etc</th><th>Period of appointment/ Service Contract</th><th>Notice Period</th><th>Severance Fee</th><th>Stock Option</th></tr>
<tr><td>Sri Sajan Kumar Bansal[1]</td><td>Managing Director</td><td>18 million</td><td>Nil</td><td>Appointed for a period of 3 years upto 30th September, 2019</td><td rowspan="5">Three months prior notice in writing</td><td rowspan="5">Nil</td><td rowspan="5">Nil</td></tr>
<tr><td>Sri Sharan Bansal[1]</td><td>Executive Director</td><td>9 million</td><td>Nil</td><td>Appointed for a period of 3 years upto 30th June, 2020</td></tr>
<tr><td>Sri Devesh Bansal[2]</td><td>Executive Director</td><td>9 million</td><td>Nil</td><td>Appointed for a period of 3 years upto 31st March, 2022</td></tr>
<tr><td>Sri Siddharth Bansal[2]</td><td>Executive Director & CEO Polymer Division</td><td>9 million</td><td>Nil</td><td>Appointed for a period of 3 years upto 31st March, 2022</td></tr>
<tr><td>Sri Yash Pall Jain</td><td>Executive Director</td><td>3.94 million</td><td>0.13 million</td><td>Appointed for a period of 3 years upto 5th September, 2020</td></tr>
</table>

[1] *Sri Sajan Kumar Bansal and Sri Sharan Bansal have been re-appointed as Managing Director and Whole Time Director w.e f 1st July 2019 by the Board of Directors for a further period of 5 years and 3 years respectively and the same is subject to the approval of the members at the ensuing Annual General Meeting of the Company.*

[2] *Sri Devesh Bansal and Sri Siddharth Bansal has been re-appointed as Whole-time Director w.e f 1st April 2019 by the Board of Directors for a further period of 3 years and the same is subject to the approval of the members at the ensuing Annual General Meeting of the Company.*

[3] *The remuneration are within the limits as approved by the shareholders.*

(b) Remuneration paid to Non-Executive Directors

The Non-Executive Directors are paid sitting fee of ₹25,000/- for attending each board meeting, ₹15,000/- for attending each committee meeting and are also paid commission if recommended by the Nomination and Remuneration Committee and approved by the Board.

The Company has no pecuniary relationship or transactions with its Non-Executive Directors other than payment of sitting fee and out-off pocket expenses, if any, to them for attending the Board and Committee meetings.

Details of remuneration paid to Non-Executive Directors during the year 2018-19 are given below:

(₹ in millions)

Name	Sitting Fee	Commission [1]	Total
Sri Amit Kiran Deb	0.330	-	0.330
Sri Manindra Nath Banerjee[2]	0.115	-	0.115
Sri Joginder Pal Dua	0.160	-	0.160
Sri Ashok Bhandari	0.270	-	0.270
Sri Pramod Kumar Shah[3]	0.075	-	0.075
Smt. Mamta Binani	0.225	-	0.225

[1] *The Board of Directors in its meeting held on 22nd May 2019 decided not to pay any commission to the Independent directors for the financial year 2018-2019.*

[2] *Ceased to be a Director w.e.f 6th June, 2018.*

[3] *Appointed as an Additional Director (Independent) w.e.f 30th September, 2018.*

3. COMMITTEES OF THE BOARD

The Board committees play a crucial role in the governance structure of the Company and have been constituted to focus on specialized areas of business that needs closer review. Each committee is guided by its terms of reference, which defines the composition, scope and powers of the committee. The committees meet at regular intervals and are administered by the respective Chairman of the Committee. The minutes of the meetings of all the Committees are placed before the Board for review.

The Board has currently constituted the following committees:

A. AUDIT COMMITTEE

The committee has been constituted in accordance with the provisions of Section 177 of the Act and Regulation 18 of the Listing Regulations and comprises of four directors including three Independent Directors. All the members are financially literate and bring in expertise in the fields of accounting, audit, finance, taxation, banking, compliance, strategy and management.

Generally, the Statutory Auditors, Internal Auditors, Chief Financial Officer are invitees to the meetings of the Committee and the Company Secretary acts as Secretary to the Committee.

During the year, five Audit Committee meetings were held on 17th May, 2018, 9th August, 2018, 31st October, 2018, 13th November, 2018 and 11th February, 2019 and the gap between any two meetings did not exceed one hundred and twenty days.

All the recommendations made by the Audit Committee during the year under review were accepted by the Board.

The composition of Audit Committee and the details of meetings attended by the members are given below:

Name	Category	Position	Meetings held during the year/tenure	Meetings attended
Sri Amit Kiran Deb[1]	Independent Director	Chairman	5	5
Sri Manindra Nath Banerjee[2]	Independent Director	Chairman (upto 5th June, 2018)	1	1
Sri Joginder Pal Dua	Independent Director	Member	5	3
Sri Sharan Bansal	Executive Director	Member	5	3
Sri Ashok Bhandari[3]	Independent Director	Member	4	4

[1] *Sri Amit Kiran Deb was appointed as the Chairman of the Committee w.e.f 27th June, 2018.*

[2] *Sri Manindra Nath Banerjee ceased to be a member w.e.f 6th June, 2018.*

[3] *Sri Ashok Bhandari was inducted as the new member of the Committee w.e.f 27th June, 2018.*

[4] *Sri Amit Kiran Deb, Chairman of the Audit Committee was present at the last Annual General Meeting.*

Terms of Reference

The terms of reference of the Audit Committee are in line with the guidelines set out in the Act and Listing Regulations and include the following:

(i) to oversee the financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

(ii) to recommend for appointment, remuneration and terms of appointment of auditors;

(iii) to approve payment to statutory auditors for any other services rendered by the statutory auditors;

(iv) to review with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

  (a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Act;

  (b) changes, if any, in accounting policies and practices and reasons for the same;

  (c) major accounting entries involving estimates based on the exercise of judgment by management;

  (d) significant adjustments made in the financial statements arising out of audit findings;

  (e) compliance with listing and other legal requirements relating to financial statements;

  (f) disclosure of any related party transactions;

  (g) modified opinion(s) in the draft audit report;

(v) to review with the management, the quarterly financial statements before submission to the board for approval;

(vi) to review with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;

(vii) to review and monitor the auditor's independence and performance, and effectiveness of audit process;

(viii) to approve or subsequently modify the transactions with related parties including omnibus approvals;

(ix) to review, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;

(x) to scrutinize inter-corporate loans and investments;

(xi) to undertake valuation of undertakings or assets of the Company, wherever it is necessary;

(xii) to evaluate internal financial controls and risk management systems;

(xiii) to review with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

(xiv) to review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

(xv) to discuss with internal auditors any significant findings and follow up there on;

(xvi) to review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

(xvii) to discuss with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

(xviii) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

(xix) to review the functioning of the whistle blower mechanism;

(xx) to approve appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;

(xxi) to review the quarterly report submitted by the Compliance Officer in accordance with the Company's "Code of conduct to Regulate, Monitor and Report trading by Designated Persons".

(xxii) to review the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing;

(xxiii) to review compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively;

(xxiv) to perform any other activity consistent with these terms of reference and applicable laws that the Committee deems necessary or appropriate or as may be requested by the Board from time to time.

In addition to the above the Audit Committee mandatorily review's the following:

(i) management discussion and analysis of financial condition and results of operations;

(ii) statement of significant related party transactions (as defined by the audit committee), submitted by management;

(iii) management letters / letters of internal control weaknesses issued by the statutory auditors;

(iv) internal audit reports relating to internal control weaknesses; and

(v) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.

(vi) statement of deviations:

 (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of Listing Regulations.

 (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7A) of Listing Regulations.

B. NOMINATION AND REMUNERATION COMMITTEE

The Nomination & Remuneration Committee has been constituted in accordance with the provisions of Section 178 of the Act and Regulation 19 of Listing Regulations. The committee comprises of three directors all being Independent. The Company Secretary acts as Secretary to the committee.

The committee also plays the role of Compensation Committee and is responsible for administering the Employee Stock Option Plan of the Company.

During the year, five Nomination & Remuneration Committee meetings were held on 16th May, 2018, 5th June, 2018, 9th August 2018, 30th September 2018 and 11th February, 2019.

The composition of Nomination and Remuneration Committee and the details of meetings attended by the members are given below:

Name	Category	Position	Meetings held during the year/tenure	Meetings attended
Smt. Mamta Binani[1]	Independent Director	Chairperson	5	4
Sri Manindra Nath Banerjee [2]	Independent Director	Chairman (upto 5th June, 2018)	2	2
Sri Amit Kiran Deb	Independent Director	Member	5	5
Sri Ashok Bhandari[3]	Independent Director	Member	3	3

[1] Smt. Mamta Binani was appointed as the Chairperson of the Committee w.e.f 27th June, 2018. She attended the last Annual General Meeting of the Company held on 9th August, 2018.

[2] Sri Manindra Nath Banerjee ceased to be a member w.e.f 6th June, 2018.

[3]Sri Ashok Bhandari was inducted as the new member of the Committee w.e.f 27th June, 2018.

Terms of Reference

The terms of reference of the Nomination & Remuneration Committee are in line with the guidelines set out in the Act and Listing Regulations and include the following:

(i) to formulate criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees.

(ii) to formulate criteria for evaluation of performance of independent directors and the board of directors.

(iii) to specify the manner for effective evaluation of performance of Board, its committees and individual directors.

(iv) to review the implementation and compliance of evaluation of performance of Board, its committees and individual directors.

(v) to devise a policy on diversity of board of directors.

(vi) to identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.

(vii) to decide whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

(viii) to recommend to the Board, all remuneration in whatever form, payable to senior management.

(ix) to administer the Company's stock option scheme & executive incentive plans.

(x) to perform any other activity consistent with these terms of reference and applicable laws that the Committee deems necessary or appropriate or as may be requested by the Board from time to time.

Performance Evaluation

The Company follows a structured assessment process for evaluation of performance of the Board, Committees of the Board and individual performance of each Director including the Chairman based on the criteria approved by the Board. An indicative list of factors on which evaluation of the Independent Directors was carried out includes:

i) Professional qualification & experience

ii) Level of integrity & confidentiality

iii) Availability for meetings and preparedness

iv) Understanding of governance, regulatory, legal, financial, fiduciary, ethical requirements.

v) Knowledge of the Company's key activities, financial condition and key developments

vi) Contribution to strategic planning process and value addition to the Company

vii) Ability to work as a team

viii) Independence & conflict of interest

ix) Adherence to ethical standards & code of conduct

x) Voicing of opinion freely and independently

C. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee has been constituted in accordance with the provisions of Section 178 of the Act and Regulation 20 of Listing Regulations. The committee comprises of three directors, two being executive and one Independent. The Company Secretary acts as Secretary to the Committee.

The Stakeholders Relationship Committee is responsible to oversee investor's relations, redressal of investor's grievances, transfer/transmission of shares, issue of duplicate shares and other shareholder's related matters.

During the year, one Stakeholders Relationship Committee meeting was held on 16th May, 2018.

The composition of Stakeholders Relationship Committee and the details of meetings attended by the members are given below:

Name	Category	Position	Meetings held during the year/tenure	Meetings attended
Sri Amit Kiran Deb	Independent Director	Chairman	1	1
Sri Manindra Nath Banerjee[1]	Independent Director	Member	1	1
Sri Sharan Bansal	Executive Director	Member	1	0
Sri Devesh Bansal	Executive Director	Member	1	1

[1] Sri Manindra Nath Banerjee ceased to be a member w.e.f 6th June 2018.

[2] The Chairman of Stakeholders Relationship Committee attended the last Annual General Meeting of the Company held on 9th August, 2018.

Sri Manish Agarwal, Company Secretary is acting as the Compliance Officer of the Company in terms of Regulation 6 of the Listing Regulations.

The work related to share transfer etc. is being looked after by M/s. Maheshwari Datamatics Private Limited, Registrar and Share Transfer Agent of the Company.

During the year, neither any complaints were received from the investors/ shareholders nor were any complaints pending at the beginning and at the closing of the year.

As a measure of speedy redressal of investor grievances, the Company has registered on SCORES (SEBI Complaints Redress System) platform, a web based centralized grievance redress system set up by SEBI to capture investor complaints against listed companies. No Complaints were registered on SCORES against the Company during the financial year 2018-19.

D. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility Committee assists the Board in discharging the Company's social responsibilities. The committee formulates & monitors the CSR policy and recommends the annual CSR plan to the Board.

The committee comprises of three directors, two being executive and one Independent. The Company Secretary acts as Secretary to the committee.

Details of CSR activities and amount spent by the Company are given in the Annexure- B to the Directors' Report.

During the year under review, one Corporate Social Responsibility Committee meeting was held on 16th May, 2018.

The composition of Corporate Social Responsibility Committee and the details of meetings attended by the members are given below:

Name	Category	Position	Meetings held during the year/tenure	Meetings attended
Sri Manindra Nath Banerjee[1]	Independent Director	Chairman (upto 5th June, 2018)	1	1
Sri Amit Kiran Deb[2]	Independent Director	Chairman	N.A	N.A
Sri Sajan Kumar Bansal	Managing Director	Member	1	1
Sri Devesh Bansal	Executive Director	Member	1	1

[1] Sri Manindra Nath Banerjee ceased to be a member w.e.f 6th June, 2018.

[2] Sri Amit Kiran Deb was appointed as the new Chairman of the Committee w.e.f 27th June, 2018.

E. OTHER FUNCTIONAL COMMITTEES

Apart from the above statutory Committees, the Board of Directors has constituted the following two functional committees to meet the specific business needs of the Company.

A. FINANCE COMMITTEE

The Board of Directors has constituted a Finance Committee inter-alia to deal with the day to day financial matters of the Company.

The committee is a non-statutory committee and is governed by the terms of reference as laid down by the Board of Directors of the Company.

During the year under review, seventeen Finance Committee meetings were held on 24th April, 2018, 23rd May, 2018, 21st June, 2018, 18th July, 2018, , 2nd August, 2018, 16th August, 2018, 13th September, 2018, 10th October, 2018, 12th October, 2018, 19th November, 2018, 6th December, 2018, 12th December, 2018, 9th January, 2019, 12th February, 2019, 22nd February, 2019, 13th March, 2019 and 27th March, 2019.

The composition of Finance Committee and the details of meetings attended by the members are given below:

Name	Category	Position	Meetings held during the year/tenure	Meetings attended
Sri Sajan Kumar Bansal	Managing Director	Chairman	17	16
Sri Sharan Bansal	Executive Director	Member	17	13
Sri Devesh Bansal	Executive Director	Member	17	16
Sri Siddharth Bansal	Executive Director	Member	17	15

B. BUSINESS COORDINATION COMMITTEE

The Board of Directors has constituted a Business Coordination Committee to oversee day to day business and affairs of the Company and to take decisions on routine operations that arise in the normal course of business.

The committee is a non-statutory committee and is governed by the terms of reference as laid down by the Board of Directors of the Company.

During the year under review, fourteen Business Coordination Committee meetings were held on 16th May, 2018, 14th June, 2018, 5th July, 2018, 18th July, 2018, 2nd August, 2018, 11th August, 2018, 19th September, 2018, 5th October, 2018, 5th November, 2018, 19th November, 2018, 19th December, 2018, 9th January, 2019, 7th February, 2019 and 13th March, 2019.

The composition of Business Coordination Committee and the details of meetings attended by the members are given below:

Name	Category	Position	Meetings held during the year/tenure	Meetings attended
Sri Sajan Kumar Bansal	Managing Director	Chairman	14	13
Sri Sharan Bansal	Executive Director	Member	14	11
Sri Yash Pall Jain	Executive Director	Member	14	12

4. CODE OF CONDUCT

The Company has adopted a Code of Conduct for Directors and Senior Management Executives ("the Code"). The Code requires Directors and Employees to act honestly, fairly, ethically, with integrity and conduct themselves in professional, courteous and respectful manner. The copy of the Code has been displayed on the Company's website at http://repository.skipperlimited.com/investor-relations/pdf/Codes-Policies.pdf.

The Code has been duly circulated to all the members of the Board and Senior Management Personnel and all of them have affirmed compliance with the Code. A declaration to this effect signed by the Managing Director is reproduced at the end of this report and marked as Annexure I.

5. CODES FOR PREVENTION OF INSIDER TRADING

In accordance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the Board of Directors of the Company has adopted the revised 'Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons' with a view to regulate trading in securities of the Company by insiders.

The Code prohibits the insiders from dealing in the securities of the Company on the basis of any unpublished price sensitive information available to them by virtue of their position in the Company. The Code also provides for periodical disclosures from designated persons as well as pre-clearance of transactions (above threshold) by such persons so that they may not use their position or knowledge of the Company to gain personal benefit or to provide benefit to any third party.

The Company has also adopted 'Code of Practice and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015. This Code aims to formulate a stated framework and policy for fair disclosure of events and occurrences that could impact price of the Company's securities. The Company endeavors to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information. A copy of the Code is accessible on the Company's website at http://repository.skipperlimited.com/investor-relations/pdf/code-of-practices-information.pdf

6. CEO & CFO CERTIFICATION

A certificate from the Managing Director and the Chief Financial Officer of the Company in terms of Listing Regulations, confirming the correctness of the financial statements and cash flow statements, adequacy of internal control measures and reporting of matters to the Audit Committee has been annexed at the end of this report and marked as Annexure II.

7. GENERAL BODY MEETINGS

The particulars of last three Annual General Meetings of the Company are given below:

Period	Date of AGM	Time	Location	Special Resolution(s) passed
2017-2018 (37th AGM)	09.08.2018	3.30 PM	Shripati Singhania Hall, Rotary Sadan, 94/2 Jawaharlal Nehru Road, Kolkata- 700 020, West Bengal	1. Authorization to the Board of Directors of the Company under Section 180(1)(c) of Act to borrow upto a limit of ₹3000 crores. 2. Authorization to the Board of Directors of the Company under Section 180(1)(a) of Act for creation of mortgage/ charge/hypothecation on the movable & immovable properties of the Company upto the limit approved under Section 180(1)(c) of the Act.
2016-17 (36th AGM)	05.09.2017	3:30 P.M		Nil
2015-16 (35th AGM)	08.08.2016	3:30 P.M		Nil

During the year no Extra Ordinary General Meeting was convened nor any approval of the shareholders were obtained through Postal Ballot.

None of the business proposed to be transacted at the ensuing Annual General Meeting requires passing of resolution through Postal Ballot.

8. MEANS OF COMMUNICATION

The quarterly/half yearly/annual financial results of the Company are communicated to the Stock Exchanges immediately after they are considered and approved by the Board of Directors and are published in prominent newspapers usually in 'Business Standard'/'Financial Express'/'Business Line' in English and 'Ekdin' in Bengali.

Detailed presentations are made to institutional investors and financial analysts on the Company's financial results and are sent to the Stock Exchanges pursuant to Para A of Part A of Schedule III read with Regulation 30 of Listing Regulations and are also uploaded on the Company's website.

Post quarterly results, an Investor Conference call is held where members of the financial community are invited to participate in the Q & A session with the Company's management. Transcripts/ Audio files of the concall are uploaded on the Company's website.

The Annual Report inter alia containing, Audited Financial Statements, Directors' Report, Auditors' Report and other important information are circulated to members and is also forwarded to the stock exchanges.

Comprehensive information about the Company, its business and operations, press release and all other investor information including quarterly results are available on the website of the Company www.skipperlimited.com.

9. GENERAL SHAREHOLDER INFORMATION

(i) **Details of Annual General Meeting:**

Monday, 12th August, 2019, 3.30 P.M
Shripati Singhania Hall, Rotary Sadan
94/2 Jawaharlal Nehru Road, Kolkata- 700020, West Bengal

(ii) **Financial year:**

The financial year of the Company is from 1st April to 31st March.

(iii) **Dividend:**

Dividend of 0.25 paise per equity share fully paid up (25%) for the financial year 2018-19 has been recommended by the Board of Directors to the members for their approval. If approved, dividend shall be paid within 30 days from the date of declaration.

(iv) **Listing on Stock Exchanges:**

Name of Stock Exchange	Address	Stock Code/Symbol	ISIN
BSE Limited (BSE)	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	538562	INE439E01022
National Stock Exchange of India Limited (NSE)	Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051	SKIPPER	

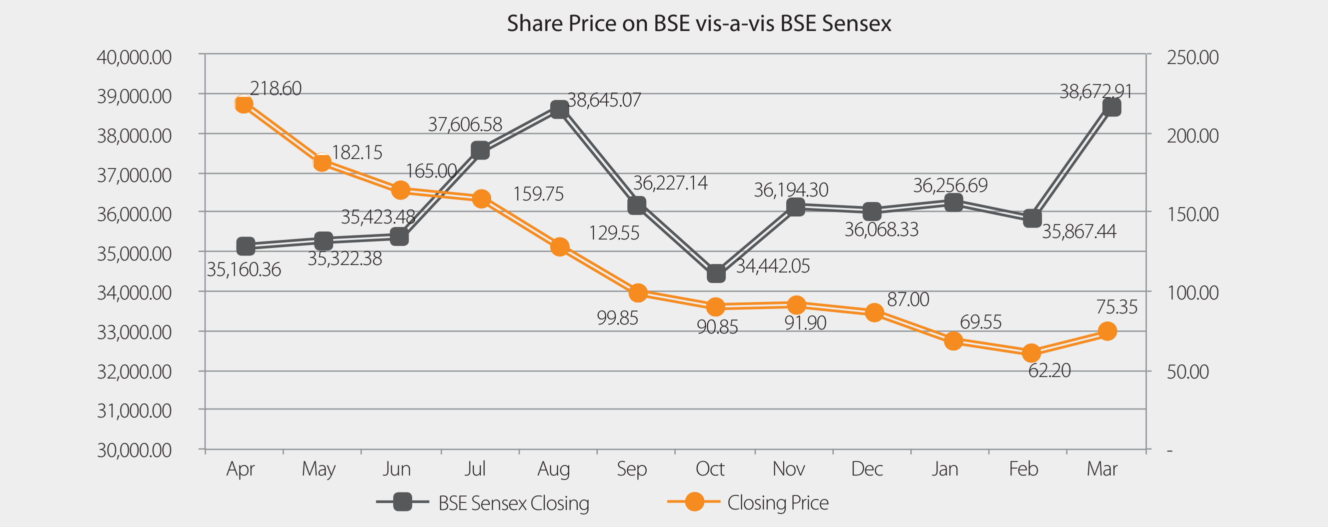
The Company has paid the annual listing fees for the financial year 2019-20 to the respective stock exchanges within the prescribed time limit.

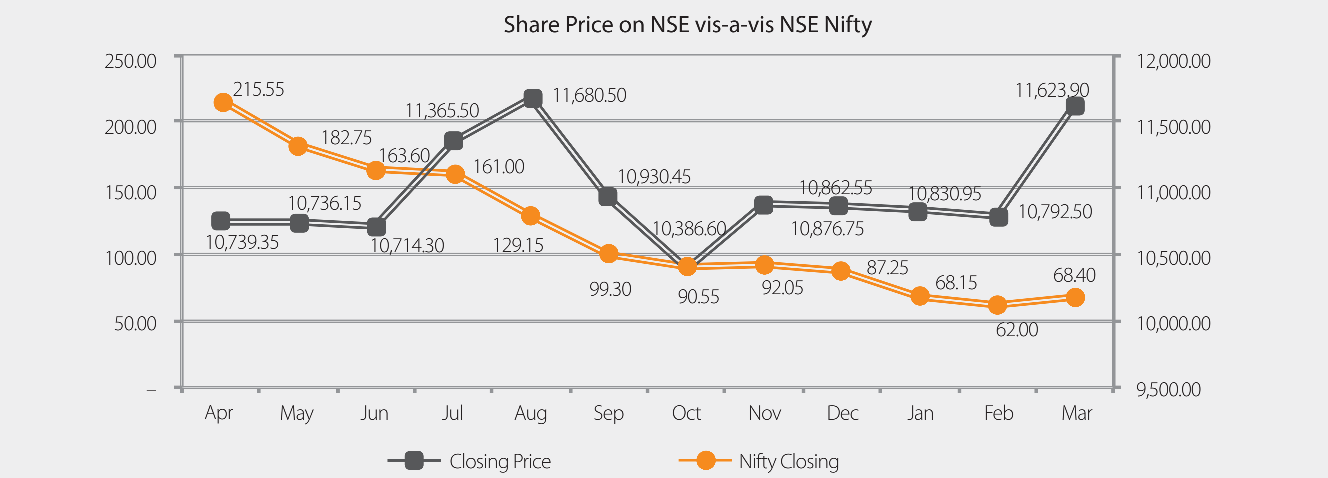
(v) **Market Price Data and Performance of Company's Share Prices:**

The details of monthly high/low/closing price data and volume of shares traded of the Company at BSE and NSE for the financial year 2018-19 are given below:

Month (2018-19)	BSE					NSE				
	High Price	Low Price	Closing Price	Volume	BSE Sensex Closing	High Price	Low Price	Closing Price	Volume	NSE Nifty Closing
April, 2018	248.70	210.70	218.60	5,04,923	35160.36	233.95	210.50	215.55	13,21,712	10739.35
May, 2018	224.10	159.00	182.15	3,60,292	35322.38	222.00	158.00	182.75	3,166,362	10736.15
June, 2018	190.00	160.25	165.00	1,21,357	35423.48	190.00	160.20	163.60	1,707,123	10714.30
July, 2018	176.80	152.55	159.75	1,00,107	37606.58	174.75	152.15	161.00	8,74,175	11356.50
August, 2018	161.00	110.15	129.55	15,21,132	38645.07	160.70	110.60	129.15	11,419,563	11680.50
September, 2018	130.70	99.00	99.85	1,75,863	36227.14	130.80	98.00	99.30	1,497,601	10930.45
October, 2018	102.20	86.00	90.85	1,78,853	34442.05	101.95	82.95	90.55	1,438,189	10386.60
November, 2018	99.00	86.75	91.90	84,387	36194.30	99.05	85.00	92.05	1,592,364	10876.75
December, 2018	95.00	84.00	87.00	1,14,295	36068.33	93.60	83.85	87.25	1,597,771	10862.55
January, 2019	88.70	63.00	69.55	1,55,910	36256.69	88.65	63.75	68.15	1,387,375	10830.95
February, 2019	70.00	48.70	62.20	2,47,532	35867.44	69.80	49.00	62.00	1,140,554	10792.50
March, 2019	78.00	60.65	75.35	2,45,208	38672.91	73.70	60.15	68.40	1,313,011	11623.90

[Source: This information is compiled from the data available from the website of BSE & NSE]





(vi) The securities of the Company were available for trading on NSE & BSE throughout the year and were not suspended for any period.

(vii) Registrar and Share Transfer Agents:

M/s. Maheshwari Datamatics Private Limited
23 R. N. Mukherjee Road, 5th Floor, Kolkata - 700001
Phone: 033-2248 2248 / 033-2243 5029, Fax: 033-2248 4787
E-mail: mdpldc@yahoo.com, Website: www.mdpl.in

(viii) Share Transfer System:

The activities and compliance related to share transfer is managed by M/s. Maheshwari Datamatics Private Limited, Registrar & Transfer Agent (RTA) of the Company.

A summary of transfer, transmissions, dematerialization, re-materialization, etc. is placed before the Board at each meeting. The Company obtains half-yearly certificate from a Company Secretary in Practice under Regulation 40(9) of the Listing Regulations, confirming the issue of certificates for transfer, sub-division, consolidation etc. and submits a copy thereof to the Stock Exchanges in terms of Regulation 40(10) of the Listing Regulations.

The Company also obtains a compliance certificate under Regulation 7(3) of the Listing Regulations confirming that all activities in relation to both physical and electronic share transfer facility are maintained by Registrar and Share Transfer Agent and files the same with the Stock Exchanges on a half yearly basis.

Reconciliation of Share Capital Audit is conducted every quarter by a Practicing Company Secretary to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) with the total issued and listed capital. The report is submitted to the stock exchanges and is also placed before the Board of Directors.

Effective 1st April, 2019, SEBI has amended Regulation 40 of the Listing Regulations, which deals with transfer or transmission of securities. According to this amendment, the request for effecting transfer of listed securities shall not be processed unless the securities are held in dematerialized form with a depository except in case of transmission or transposition of securities. The Company has issued letters to the shareholders holding shares in physical form informing them about the said amendments and requesting them for converting their physical shares into demat form. A guidance note on procedure of dematerialization of shares of the Company is also hosted on the Company's website for ease of understanding of the shareholders and can be viewed at https://repository.skipperlimited.com/investor-relations/pdf/guidance-note-physical-form.pdf

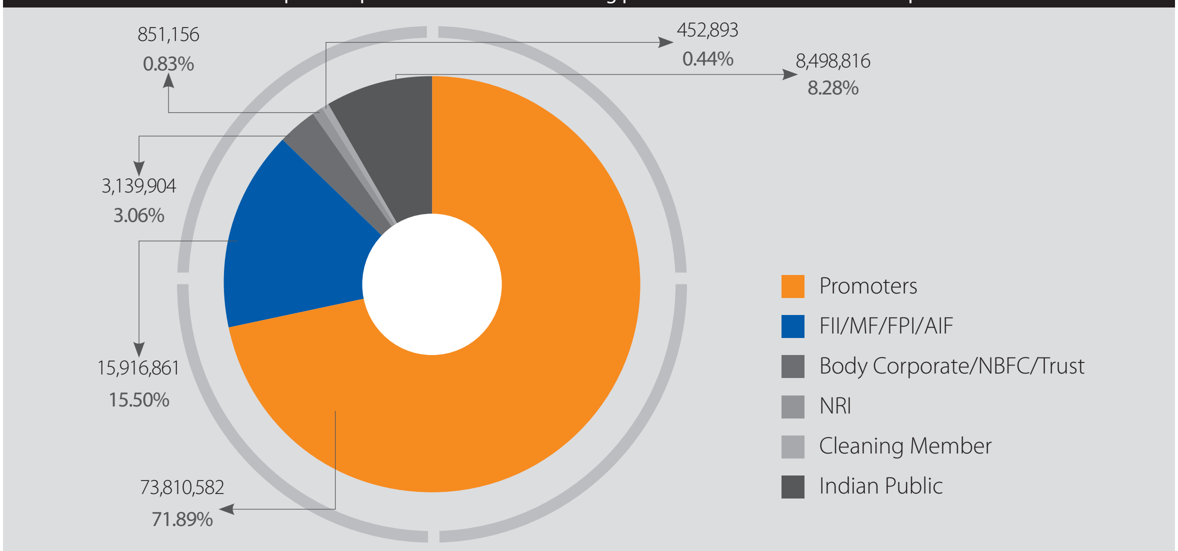
(ix) Distribution of shareholding on the basis of shareholders class as on 31st March, 2019:

Category	No. of shareholders		No. of shares	
	Total	%	Total	%
1-500	18661	85.71	2510188	2.44
501-1000	1705	7.83	1315828	1.28
1001-2000	712	3.27	1063294	1.04
2001-3000	230	1.06	591272	0.58
3001-4000	124	0.57	440267	0.43
4001-5000	65	0.30	300579	0.29
5001-10000	146	0.67	1093515	1.07
10001-50000	87	0.40	1734649	1.69
50001-100000	12	0.05	877214	0.85
100001 & above	30	0.14	92743406	90.33
Total	**21772**	**100.00**	**102670212**	**100.00**

(x) Distribution of Shareholding on the basis of ownership as on 31st March, 2019:

Category	No. of shares	% of share capital
Promoters	73,810,582	71.89
FII/ MF/ FPI/ AIF	15,916,861	15.50
Body Corporate/NBFC/Trust	3,139,904	3.06
NRI	851,156	0.83
Clearing Member	452,893	0.44
Indian Public	8,498,816	8.28
Total	**102,670,212**	**100.00**

Graphical representation of shareholding pattern on the basis of ownership:



(xi) Dematerialization of shares and liquidity as on 31st March, 2019:

99.99% of the Company's equity shares are held in dematerialized form as on 31st March, 2019 details of which is given below:

Nature of holding	No. of Shares	Percentage (%)
Demat	102,661,211	99.99
- NSDL	97,257,134	94.73
- CDSL	5,404,077	5.26
Physical	9,001	0.01
Total	**102,670 ,212**	**100.00**

(xii) The Company has not issued Global Depository Receipts (GDR)/ American Depository Receipts (ADR)/ Warrants or any other convertible instruments during the year.

(xiii) Commodity Price Risk or Foreign Exchange Risk and hedging activities:

During the year the Company has managed foreign exchange risk and hedged foreign exchange to the extent considered necessary. Mostly export orders are duly hedged by way of forward cover from the banks. In case of imports and foreign currency loan the Company does hedging on selective basis. Since the volume of export is much more, thereby the balance are getting hedged by way of natural hedging.

Disclosure in terms of SEBI circular No. SEBI/HO/CFD/CMD1/CIR/P/2018/0000000141 dated 15th November 2018 is mentioned below:

a. The Risk Management Policy of the Company with respect to commodities including through hedging:

The material exposure in commodities by the Company is on account of steel which is readily available. The Company does not accumulate excess quantities of steel for its operations due to its voluminous nature. Accordingly the requirement of hedging is minimal.

b. Exposure of the Company to commodity and commodity risks faced by the Company throughout the year:

i. Total exposure of the Company to commodities in INR: ₹10203.51 million

ii. Exposure of the Company to various commodities:

Commodity Name	Exposure in INR towards the particular commodity	Exposure in Quantity terms towards the particular commodity	% of such exposure hedged through commodity derivatives				
			Domestic market		International market		Total
			OTC	Exchange	OTC	Exchange	
Steel	10,203.51 million	2,50,161 MT	NIL	NIL	NIL	NIL	NIL

c. Commodity risks faced by the Company during the year and how they have been managed are given below:

Most of the engineering product contracts of the Company are having price escalation and de-escalation clause and for non-price variation contracts the fluctuations are factored in while bidding.

(xiv) 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
Uluberia Unit NH-6, Village: Madhabpur, Mahisrekha, Post: Uluberia, Howrah, West Bengal- 711 303	**Guwahati Unit - 1** Lohia Industrial Estate, 659, O, Kahi Kuch Gaon Mouza: Dakhin Rani, District- Kamrup, Assam- 781 017
Guwahati Unit – 2 Village- Parlley, Mouza- Chayani, Revenue Circle- Palashbari District- Kamrup Rural, Assam	

(xv) Address for Correspondence:

For any queries relating to the shares of the Company, correspondence may be addressed at:

The Company Secretary
Skipper Limited
3A, Loudon Street, Kolkata- 700 017
Telephone No.: +91 33 2289 2327/5731/5732, Fax No.: +91 33 2289 5733
E-mail: investor.relations@skipperlimited.com, Website: www.skipperlimited.com

(xvi) The Credit Ratings obtained by the Company along with the revisions during the year are mentioned below:

Sl. No.	Name of the Credit Rating Agencies	Facilities	Revised Ratings	Previous Ratings
1.	CARE Ratings	Long-term Bank Facilities	CARE A; Negative (Single A; Outlook: Negative)	CARE AA-; Stable (Double A Minus; Outlook: Stable)
		Short-term Bank Facilities	CARE A1 (A One)	CARE A1+ (A One Plus)
		Commercial Paper (CP)	CARE A1 (A One)	CARE A1+ (A One Plus)

10. DISCLOSURES

(i) 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 forming part of this Annual Report. All the transactions with related parties has been made at arm's length basis. The related party transaction policy which includes the policy on materiality of related party transactions can be assessed at https://www.skipperlimited.com/Media/RELATED-PARTY-TRANSACTIONS-POLICY.pdf

(ii) There has been no instance of non-compliance by the Company on any matter related to capital markets during the last three financial years and no penalties or strictures have been imposed on the Company by the Stock Exchanges or Securities and Exchange Board of India or any other statutory authority in this regard.

(iii) The Company has framed a Vigil Mechanism/ Whistle Blower Policy as required under Section 177 of the Act and Regulation 22 of Listing Regulations, which is being reviewed by the Audit Committee of the Board. During the year, there was no reporting under the Vigil Mechanism/ Whistle Blower Policy of the Company and no personnel was denied access to the Audit Committee.

(iv) The Company does not have any subsidiary and hence it has not formulated any policy for determining 'material' subsidiaries.

(v) The Company has not raised any funds through preferential allotment or qualified institutions placement during the financial year 2018-19 as specified in Regulation 32 (7A) of the Listing Regulations.

(vi) The Company has received declaration from all the Directors on the Board of the Company that they are not debarred or disqualified from being appointed or continuing as directors of companies by SEBI/MCA or any other such statutory authority. A certificate received from a company secretary in practice in this regard forms part of this report as **Annexure III**.

(vii) During the financial year 2018-19, there have been no circumstances where the Board of Directors of the Company have not accepted any recommendation made by any of the committees of the Board.

(viii) During the financial year 2018-19, the following payments were made to M/s Singhi & Co. Statutory Auditors of the Company.

Particulars of payment	Amount paid (₹ in Millions)
Statutory Audit Fee	1.40
Others	1.05
Total	**2.45**

(ix) Disclosure under Sexual Harassment of Women At Workplace (Prevention, Prohibition And Redressal) Act, 2013:

The Company is committed to create a safe and healthy working environment that enables the employees to work without fear of sexual harassment at workplace. Accordingly in accordance with the provision of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has formulated and adopted a Policy for Prevention, Prohibition and Redressal of Sexual Harassment at Workplace and has also formed an Internal Complaints Committee (ICC)) in terms of Section 4 of the aforesaid Act.

No complaints were received by the ICC under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 during the year.

(x) The Company has complied with Corporate Governance requirements specified in Regulation 17 to 27 and clause (b) to (i) of sub-regulation (2) of Regulation 46 and Para C of Schedule V of the Listing Regulations.

(xi) The Company ensures dissemination of applicable information under Regulation 46(2) of the Listing Regulations on the Company's website (www.skipperlimited.com). The section on 'Investors' on the website serves to inform the members by giving complete financial details, annual reports, presentations made by the Company to investors, press releases, shareholding patterns and such other information relevant to shareholders.

(xii) The Company does not have any shares in demat suspense account or unclaimed suspense account.

11. STATUS OF COMPLIANCE WITH NON STATUTORY RECOMMENDATIONS AS SPECIFIED IN PART E OF SCHEDULE II OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

(i) The Non-Executive Chairman doesn't maintain a separate office.

(ii) The quarterly and half yearly financial performance are submitted to Stock Exchanges, published in newspapers and posted on the Company's website and are not sent to the shareholders separately.

(iii) During the year under review, there is no audit qualification on the company's financial statements. The Company continues to adopt best practices to ensure regime of unmodified audit opinion.

(iv) The Internal Auditor reports directly to the Audit Committee.

For and on behalf of the Board of Directors

	Sajan Kumar Bansal	Devesh Bansal
Place: Kolkata	*Managing Director*	*Director*
Date: 22nd May, 2019	(DIN: 00063555)	(DIN: 00162513)

Annexure- I

DECLARATION

As required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I affirm that the Board members and the Senior Management Personnel have confirmed compliance with the Code of Conduct for Directors & Senior Management Executives, as applicable to them, for the year ended 31st March, 2019.

Place: Kolkata
Date: 22nd May, 2019

Sajan Kumar Bansal
Managing Director

Annexure- II

CERTIFICATE BY MANAGING DIRECTOR & CHIEF FINANCIAL OFFICER

The Board of Directors
Skipper Limited
3A, Loudon Street, Kolkata – 700017

1. We have reviewed the financial statements and the cash flow statement for the financial year ended 31st March, 2019 and to the best knowledge and belief, we state that:
   (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements, that might be misleading;
   (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2018-2019 which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting. We have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps taken or proposed to be taken to rectify these deficiencies.
4. We have indicated, wherever applicable, to the Auditors and the Audit Committee:
   (i) significant changes in internal control over financial reporting during the year;
   (ii) significant changes in accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
   (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Kolkata
Dated: 22nd May, 2019

Sajan Kumar Bansal
Managing Director

Sanjay Kumar Agrawal
Chief Financial Officer

Annexure- III

CERTIFICATE

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by Skipper Limited, having its Registered office at 3A, Loudon Street, 1st Floor, Kolkata — 700017, West Bengal and also the information provided by the Company, its officers, agents and authorized representatives and based on the verification of the Ministry of Corporate Affairs website, we hereby report that during the Financial Year ended on March 31, 2019, in our opinion, none of the director on the Board of the Company have been debarred or disqualified from being appointed or continuing as director of Company by Securities and Exchange Board of India/Ministry of Corporate Affairs or any such Statutory authority.

For MKB & Associates
Company Secretaries

Raj Kumar Banthia
[Partner]
ACS no. 17190
COP no. 18428
FRN: P2010WB042700

Place: Kolkata
Date: 22nd May, 2019

INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of
Skipper Limited

1. We, Singhi & Co., Chartered Accountants, the statutory auditors of Skipper Limited ("The Company"), have examined the compliance of conditions of corporate governance by the company, for the year ended March 31, 2019 as stipulated in regulation 17 to 27 and clauses (b) to (i) of regulation 46 (2) and para C and D of Schedule V of SEBI (Listing obligations and Disclosure requirements) Regulations, 2015, as amended (the Listing Regulation).

Managements' Responsibility

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

Auditors' Responsibility

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

4. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

5. We have carried out an examination of the relevant records of the Company in accordance with the Guidance note on certification of corporate governance issued by Institute of the Chartered Accountants of India (ICAI), the Standards on Auditing specified under section 143 (10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the guidance note on report or certificate for special purpose issued by ICAI which requires that we comply with ethical requirements of the code of Ethics issued by the ICAI.

6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

7. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended March 31, 2019.

8. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

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

(Pradeep Kumar Singhi)
Partner
(Membership No. 50773)

Place: Kolkata
Dated: May 22, 2019

INDEPENDENT AUDITORS' REPORT

To
The Members of
Skipper Limited

Independent Auditors' Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Skipper Limited ("the Company"), which comprise the balance sheet as at 31st March 2019,the statement of profit and loss(including the statement of other comprehensive income), the cash flow statement and the statement of changes in equity for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2019, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the Standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's 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 standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the financial year ended 31st March 2019. These matters were addressed in the context of our audit of the standalone 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.

The key audit matter	How the matter was addressed in our audit
1. **Accuracy and completeness of revenue recognized.** The Company has adopted Ind AS 115 'Revenue from contract with customer' effective 1st April 2018. The Company reported revenue of ₹18,708.69 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 the cost to complete.	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 operative effectiveness of the financial controls from the above through our test of control procedures. 2. Review the company's judgment in determining whether the performance obligation is satisfied at a point in time or over a period of time. 3. Tested a sample of sales transactions for compliance with the Company's accounting principles to assess the completeness and accuracy of revenue recorded. 4. 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. 5. We examined contracts with exceptions including contracts with low or negative margins, loss making contracts, etc to determine the level of provisioning.

The key audit matter	How the matter was addressed in our audit
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 1.10 to the financial statements	6. 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. 7. Traced disclosure information to accounting records and other supporting documentation. **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 standalone financial statements. The Company is having the Inventories of ₹ 5347.50 million as on 31st March 2019. As described in the accounting policies in note 1.2 to the standalone 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 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; including sample based physical verification. 3. Verifying for a sample of individual products that costs have been correctly recorded. 4. Comparing the net realisable value to the cost price of inventories to check for completeness of the associated provision. 5. Reviewing the historical accuracy of inventory provisioning and the level of inventory write-offs during the year. 6. 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.
3. **Contingent Liabilities disclosed with regard to certain legal and tax matter.** Refer note no 37, 37.3 and 37.4 to the standalone financial statements, As at 31st March 2019, the Company has disclosed contingent liabilities toward various legal & tax matter. There are many cases related to indirect tax, entry tax and other matter. This is key audit matter, as evaluation of these matters requires management judgments and estimation, interpretation of laws and regulation and application of relevant judicial precedent to determine the probability of outflow of economic resources and disclosure as contingent liabilities.	Reviewing the orders and other communication from the regulatory authorities and management response thereto; Reviewing management experts legal advice and opinion as applicable as obtained by the management of the Company. Using our experts for assistance in evaluating certain significant indirect tax matter including entry tax. Based on the above procedure performed, we did not identify any material exceptions in the disclosure of contingent liabilities in the standalone financial statements.

Information Other than the Standalone Financial Statements and Auditors' Report Thereon

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 standalone financial statements and our auditors' report thereon.

Our opinion on the standalone 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone 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 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 Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position ,financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS)specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those charged with governance are also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' 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 financial statements.

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

- Identify and assess the risks of material misstatement of the 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.
- 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.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- 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 Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the standalone 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 auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone 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 financial statements.

We communicate with those charged with governance 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors'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

1. As required by the Companies (Auditors' Report) Order, 2016 ("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.

2. As required by Section 143(3) of the Act, we report 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.

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

   d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time.

   e) On the basis of the written representations received from the directors as on 31st March 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2019 from being appointed as a director in terms of Section 164(2) of the Act.

   f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

   g) In our opinion, the managerial remuneration for the year ended 31st March 2019 has been paid/ provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act; and

3. 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, as amended, in our opinion and to the best of our information and according to the explanations given to us:

   i. The Company has disclosed the impact of pending litigations as at 31st March 2019 on its financial position in its standalone financial statements - Refer Note No. 37 to the financial statements;

   ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

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

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

(Pradeep Kumar Singhi)
Partner
Membership No. 50773

Place: Kolkata
Date: 22nd May 2019

ANNEXURE - A TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under the heading 'Report on Other Legal and Regulatory Requirements' section of our report of even date in respect to statutory audit of Skipper Limited for the year ended 31st March 2019)

We report that:

i. In respect of its fixed assets:

   a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

   b) As per the information and explanations given to us, physical verification of fixed assets have been carried out in terms of the phased program of verification of its fixed assets adopted by the Company and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification is reasonable having regard to size of the Company and nature of its business.

   c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

ii. As per the information and explanations given to us, the inventories have been physically verified at reasonable intervals during the year by the management and no material discrepancies between book stock and physical stock have been found.

iii. According to the information and explanations given to us, the Company has not granted any loan to parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, paragraph 3(iii) of the Order is not applicable.

iv. In our opinion and according to the information and explanations given to us, the Company has not given any loan, not made any investment and have not provided any guarantee in respect of which Section 185 and 186 of the Companies Act, 2013 are applicable. Accordingly, the paragraph 3(iv) of the Order is not applicable.

v. According to information and explanations given to us, the Company has not accepted any deposits from public within the meaning of section 73, 74, 75,76 of the Act and the Rules framed there under to the extent notified.

vi. We have broadly reviewed the books of accounts maintained by Company in respect of product, where pursuant to the rule made by the Central Government of India the maintenance of cost records has been prescribed under section 148 (1) of the Companies Act 2013 and are of the opinion that, prima facie, the prescribed records have been maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

vii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employee's State Insurance, Income Tax, Customs Duty, Goods and Service tax, Cess and other statutory dues with the appropriate authorities. According to the information and explanations given to us and the records of the Company examined by us, no undisputed statutory dues as above were outstanding as at 31st March 2019 for a period of more than six months from the date they became payable.

(b) According to the information and explanation given to us, the dues of sales tax, duty of excise, service tax and value added tax which have not been deposited on account of any dispute and the forum where the dispute is pending as on 31st March 2019 are as under :-

Name of the statute	Nature of dues	Amount ₹ in million	Year	Forum where dispute is pending
West Bengal Sales Tax Act, 1994	West Bengal Sales Tax	24.37	2005-06 & 2006-07	West Bengal Com. Taxes Appellate & Revisional Board
West Bengal Value Added Tax Act, 2003	West Bengal Value Added Tax	50.18	2009-10	Additional Commissioner of Commercial Taxes, Kolkata
Central Sales Tax Act, 1956	Central Sales Tax	14.71	2005-06, 2006-07, 2013-14	West Bengal Com. Taxes Appellate & Revisional Board
		17.24	2015-16	Sr. Joint Commissioner of Commercial Taxes, Kolkata
		0.98	2006-07	Joint Commissioner of Commercial Taxes, Kolkata
The Central Excise Act, 1944	Duty of Excise	4.60	2005-06, 2007-08, 2008-09, 2010-11, 2012-13, 2014-15, 2015-16, 2017-18	Commissioner (Appeals) – Central Excise Kolkata
		51.50	2009-10, 2010-11, 2011-12 & 2012-13	Customs, Excise & Service Tax Appellate Tribunal, Kolkata
Service Tax under Finance Act, 1994	Service Tax	33.16	2005-06, 2007-08, 2009-10, 2010-11, 2011-12, & 2012-13	Customs, Excise & Service Tax Appellate Tribunal, Kolkata
Customs Duty Act, 1962	Customs Duty	24.63	2015-16	Customs, Excise & Service Tax Appellate Tribunal, Kolkata

viii. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not defaulted in repayment of loans or borrowings to any financial institution, bank or Government. The Company had neither any outstanding debenture at the beginning of the year nor has it issued any debenture during the year.

ix. The company did not raise any money by way of initial public offer or further public offer including debt instruments during the year. However the Company has raised Term Loan during the year and has applied the same for the purpose for which term loans are raised.

x. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

xi. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.

xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.

xiv. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.

xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

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

(Pradeep Kumar Singhi)
Partner
Membership No. 50773

Place: Kolkata
Date: 22nd May 2019

ANNEXURE - B TO THE INDEPENDENT AUDITORS' REPORT

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

We have audited the internal financial controls with reference to standalone financial statements of SKIPPER LIMITED ("the Company") as of 31st March 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls 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 ('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.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to the standalone 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 with reference to standalone financial statements 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 with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial control with reference to standalone 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 auditors' 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 standalone financial statements.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to standalone 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 standalone 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 standalone financial statements to future periods are subject to the risk that the internal financial control over financial reporting may become 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 has, in all material respects, an adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at 31st March 2019, 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

(Pradeep Kumar Singhi)
Partner
Membership No. 50773

Place: Kolkata
Date: 22nd May 2019

STANDALONE BALANCE SHEET as at 31st March 2019

(₹ in million)

Particulars	Note no.	As at 31-03-2019		As at 31-03-2018	
ASSETS					
NON-CURRENT ASSETS					
Property, Plant and Equipment	2	5,134.06		5,200.43	
Capital Work-In-Progress		84.49		15.76	
Other Intangible Assets	2	10.74		8.26	
Financial Assets					
Investments	3	89.43		-	
Loans	4	2.20		8.67	
Other Non Current Assets	5	22.51	5,343.43	29.48	5,262.60
CURRENT ASSETS					
Inventories	6	5,347.50		5,622.73	
Financial Assets					
Trade Receivables	7	4,942.92		5,164.37	
Cash and Cash Equivalents	8	6.30		8.04	
Bank balances other than cash & cash equivalent	9	102.24		167.79	
Loans	10	30.75		35.56	
Other Financial Assets	11	0.27		2.66	
Contract Assets	12	47.95		-	
Current Tax Assets (Net)	13	13.59		-	
Other Current Assets	14	693.24	11,184.76	1,171.55	12,172.70
TOTAL:			16,528.19		17,435.30
EQUITY AND LIABILITIES					
EQUITY					
Equity Share capital	15	102.67		102.58	
Other Equity	16	6,383.57	6,486.24	6,270.16	6,372.74
LIABILITIES					
NON-CURRENT LIABILITIES					
Financial Liabilities					
Borrowings	17	1,639.98		1,666.64	
Provisions	18	47.83		43.74	
Deferred Tax Liabilities (Net)	19	563.18		538.53	
Other Non-Current Liabilities	20	15.18	2,266.17	6.21	2,255.12
CURRENT LIABILITIES					
Financial Liabilities					
Borrowings	21	3,133.36		2,946.69	
Trade Payables	22				
Total Outstanding Dues of Micro Enterprises and Small Enterprises		16.87		18.30	
Total Outstanding Dues of Creditor other than Micro enterprises and Small enterprises		3,496.94		4,884.93	
Other Financial Liabilities	23	515.24		412.32	
Contract Liabilities	24	386.46		-	
Other Current Liabilities	25	225.25		369.60	
Provisions	26	1.66		1.28	
Current Tax Liabilities (Net)	27	-	7,775.78	174.32	8,807.44
TOTAL:			16,528.19		17,435.30

Significant Accounting Policies, Judgements & Key Estimates 1

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

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

PRADEEP KUMAR SINGHI
Partner
Membership No. 50773

Place: Kolkata
Dated: 22nd May 2019

For and on behalf of the Board

SAJAN KUMAR BANSAL
Managing Director
DIN - 00063555

DEVESH BANSAL
Director
DIN - 00162513

SANJAY KUMAR AGRAWAL
Chief Financial Officer

MANISH AGARWAL
Company Secretary

STANDALONE STATEMENT OF PROFIT & LOSS for the year ended 31st March 2019

(₹ in million)

Particulars	Note no.	Year ended 31-03-2019	Year ended 31-03-2018
A. Income			
Revenue From Operations	28	18,708.69	21,076.18
Other Income	29	13.66	21.93
Total Income		**18,722.35**	**21,098.11**
B. Expenditure			
Cost of Materials Consumed	30	12,545.39	14,688.24
Excise Duty		-	338.99
Change in Stock of Finished Goods & Work-In-Progress	31	94.87	(1,442.30)
Employee Benefit Expense	32	816.88	934.00
Finance Costs	33	1,015.93	784.45
Depreciation & Amortisation Expenses	2	378.70	459.06
Other Expenses	34	3,440.74	3,531.78
Total Expenditure		**18,292.51**	**19,294.22**
C. Profit Before Exceptional Items And Tax	A-B	429.84	1,803.89
D. Exceptional Items		-	-
E. Profit Before Tax	C-D	429.84	1,803.89
F. Tax Expense	35		
Current Tax		131.93	710.53
MAT Credit entitlement for earlier years		(21.57)	-
Tax adjustments for earlier years		(15.65)	1.22
Deferred Tax	19	23.01	(85.48)
Total Tax Expense		**117.72**	**626.27**
G. Profit After Tax	E-F	**312.12**	**1,177.62**
H. Other Comprehensive Income	36		
Items that will not be reclassified to profit or loss		4.71	(4.62)
Income tax relating to items that will not be reclassified to profit or loss	19	(1.64)	1.61
Total Other Comprehensive Income		**3.07**	**(3.01)**
I. Total Comprehensive Income	G+H	**315.19**	**1,174.61**
J. Earning Per Share	43		
Basic Earning Per Share of ₹ 1 each		3.04	11.50
Diluted Earning Per Share of ₹ 1 each		3.04	11.46

Significant Accounting Policies, Judgements & Key Estimates 1

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

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

PRADEEP KUMAR SINGHI
Partner
Membership No. 50773

Place: Kolkata
Dated: 22nd May 2019

For and on behalf of the Board

SAJAN KUMAR BANSAL
Managing Director
DIN - 00063555

DEVESH BANSAL
Director
DIN - 00162513

SANJAY KUMAR AGRAWAL
Chief Financial Officer

MANISH AGARWAL
Company Secretary

STANDALONE STATEMENT OF CHANGES IN EQUITY for the year ended 31st March 2019

A. EQUITY SHARE CAPITAL

(₹ in million)

Particulars	Year ended 31-03-2019	Year ended 31-03-2018
Opening	102.58	102.32
Changes in Equity Share Capital during the year	0.09	0.26
Closing	102.67	102.58

B. OTHER EQUITY

(₹ in million)

Particulars	Attributable to owners of the Company					
	Securities Premium	Share Options Outstanding Account	General Reserve	Retained Earnings	Item of other Comprehensive Income Re-Measurement of defined benefit plans	Total
Balance at 01-04-2018 (a)	1,158.65	47.19	400.00	4,664.32	-	6,270.16
Profit for the year (b)	-	-	-	312.12	-	312.12
Re-Measurement income/(loss) on defined benefit plans, net of tax (c)	-	-	-	-	3.07	3.07
Total Comprehensive Income/(Loss) for the year (d)= (b+c)	-	-	-	312.12	3.07	315.19
Adjustment on account of Transition to Ind AS 115 as on 01-04-2018 (Refer note 28.1) (e)	-	-	-	(6.21)	-	(6.21)
Dividends (includes dividend Distribution Tax) (f)	-	-	-	(204.23)	-	(204.23)
Employee Stock Option-Compensation (Net of Unvested Option Lapsed/Cancelled) for the year (g)	-	-	-	-	-	-
Employee Stock Option- Transfer to general reserve for lapsed/cancelled unvested option (h)		(39.76)	39.76			-
Employee Stock Option- Exercised (i)	16.09	(7.43)	-	-	-	8.66
Transfer of OCI-Remeasurement to Retained earning (j)	-	-	-	3.07	(3.07)	-
Total Changes (k)=(d+e+f+g+h+i+j)	16.09	(47.19)	39.76	104.75	-	113.41
Balance at 31-03-2019 (l)=(a+k)	1,174.74	-	439.76	4,769.07	-	6,383.57

(₹ in million)

Particulars	Attributable to owners of the Company					
	Securities Premium	Share Options Outstanding Account	General Reserve	Retained Earnings	Item of other Comprehensive Income Re-Measurement of defined benefit plans	Total
Balance at 01-04-2017 (a)	1,110.43	27.89	400.00	3,680.59	-	5,218.91
Profit for the year (b)	-	-	-	1,177.62	-	1,177.62
Re-Measurement income/(loss) on defined benefit plans, net of tax (c)	-	-	-	-	(3.01)	(3.01)
Total Comprehensive Income/(Loss) for the year (d)=(b+c)	-	-	-	1,177.62	(3.01)	1,174.61
Dividends (includes dividend Distribution Tax) (e)	-	-	-	(190.88)	-	(190.88)
Employee Stock Option-Compensation (Net of Unvested Option Lapsed/Cancelled) for the year (f)	-	40.83	-	-	-	40.83
Employee Stock Option- Exercised (g)	48.22	(21.53)	-	-	-	26.69
Transfer of OCI-Remeasurement to Retained earning (h)	-	-	-	(3.01)	3.01	-
Total Changes (i)=(d+e+f+g+h)	48.22	19.30	-	983.73	-	1,051.25
Balance at 31-03-2018 (j)=(a+i)	1,158.65	47.19	400.00	4,664.32	-	6,270.16

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

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

PRADEEP KUMAR SINGHI
Partner
Membership No. 50773

Place: Kolkata
Dated: 22nd May 2019

For and on behalf of the Board

SAJAN KUMAR BANSAL
Managing Director
DIN - 00063555

DEVESH BANSAL
Director
DIN - 00162513

SANJAY KUMAR AGRAWAL
Chief Financial Officer

MANISH AGARWAL
Company Secretary

STANDALONE CASH FLOW STATEMENT for the year ended 31st March 2019

(₹ in million)

Particulars		Year ended 31-03-2019	Year ended 31-03-2018
A CASH FLOW FROM OPERATING ACTIVITIES			
Profit before Tax		429.84	1,803.89
Adjustment for			
Depreciation		378.70	459.06
(Profit)/Loss on Sale of Fixed Assets		7.84	11.69
Unrealised Foreign Exchange Fluctuations		(17.12)	36.60
Fair Value movement (Gain)/Loss in Derivative Instruments		16.64	288.21
Compensation Expenses under Employees Stock Options Plan (Refer note 32)		-	40.83
Provision for allowances under expected credit loss		2.84	3.18
Irrecoverable Debts/Advances Written Off (net)		8.57	42.89
Finance Costs		1,015.93	784.45
Interest Received on Fixed Deposits		(10.97)	(13.45)
Operating profit before Working Capital Changes		1,832.27	3,457.35
Changes in Working Capital			
(Increase)/decrease in Trade Receivables		200.90	(1,493.84)
(Increase)/decrease in Inventories		275.23	(1,940.93)
(Increase)/decrease in Other Financial Assets & Other Assets		498.15	(571.16)
(Increase)/decrease in Contract Assets		(54.16)	-
Increase/(decrease) in Trade Payables		(1,386.85)	2,006.87
Increase/(decrease) in Other Financial Liabilities & Other Liabilities		(127.95)	(178.23)
Increase/(decrease) in Contract Liabilities		386.46	-
Cash Generated from Operations		1,624.05	1,280.06
Direct taxes paid		(282.62)	(475.58)
NET CASH GENERATED /(USED IN) OPERATING ACTIVITIES	A	1,341.43	804.48
B CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Fixed Assets		(420.65)	(529.75)
Sale proceeds of Fixed Assets		21.74	30.39
Investment in Joint Venture		(89.43)	-
Increase/(decrease) in Fixed Deposits		65.61	66.79
Interest income on Fixed Deposits		13.36	13.78
NET CASH GENERATED /(USED IN) INVESTING ACTIVITIES	B	(409.37)	(418.79)
C CASH FLOW FROM FINANCING ACTIVITIES			
Interest Paid		(1,011.61)	(792.66)
Dividend paid including dividend distribution tax		(204.18)	(190.85)
Proceeds from Long-Term Borrowings		441.26	517.54
Repayment of Long-Term Borrowings		(359.29)	(485.47)
Proceeds From Issue of Equity Shares under ESOP		8.73	26.65
Increase/(decrease) in Short-Term Borrowings		191.29	532.35
NET CASH GENERATED /(USED IN) FINANCING ACTIVITIES	C	(933.80)	(392.44)
NET INCREASE/(DECREASE) IN CASH & CASH EQUIVALENTS	A+B+C	(1.74)	(6.75)
ADD: OPENING CASH & CASH EQUIVALENTS		8.04	14.79
		6.30	8.04
CLOSING CASH & CASH EQUIVALENTS		6.30	8.04

Notes:

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

2 The 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 31-03-2019			Year ended 31-03-2018		
	Long-Term Borrowings	Short-Term Borrowings	Finance Costs	Long-Term Borrowings	Short-Term Borrowings	Finance Costs
Opening Balance	2,025.26	2,946.69	2.27	1,971.52	2,400.33	18.88
Cash Flow Changes (Net)	81.97	191.29	-	32.07	532.35	-
Non-Cash Flow Changes						
Fair Value Changes	9.03	-	(5.91)	9.02	-	(8.40)
Forex movement	(19.08)	(4.62)	-	12.65	14.01	-
Others		-	-		-	-
Interest Expense	-	-	1,015.93	-	-	784.45
Interest Paid	-	-	(1,011.61)	-	-	(792.66)
Closing Balance	**2,097.18**	**3,133.36**	**0.68**	**2,025.26**	**2,946.69**	**2.27**

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

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

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

PRADEEP KUMAR SINGHI
Partner
Membership No. 50773

Place: Kolkata
Dated: 22nd May 2019

For and on behalf of the Board

SAJAN KUMAR BANSAL
Managing Director
DIN - 00063555

DEVESH BANSAL
Director
DIN - 00162513

SANJAY KUMAR AGRAWAL
Chief Financial Officer

MANISH AGARWAL
Company Secretary

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended 31st March 2019

NOTE 1 SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS & KEY ESTIMATES

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, being its Polymer segment. The company is also involved in execution of EPC projects being its infrastructure segment.

The standalone financial statements of the Company for the year ended 31st March 2019 has been approved by the Board of Directors in their meeting held on 22nd May 2019.

SIGNIFICANT ACCOUNTING POLICIES:

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

1) Basis of preparation:

a) Statement of Compliance

These standalone 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 (as amended), guidelines issued by the Securities and Exchange Board of India (SEBI), 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. The company has applied the following Indian accounting standards and its amendment for the first time for annual reporting period commencing 1st April 2018.

i) Ind AS 115, Revenue from Contracts with customers

ii) Amendment to Ind AS 20, Accounting for Government Grant and Disclosure of Government Assistance.

iii) Appendix B, Foreign currency transactions and Advance consideration to Under Ind AS 21, The Effects of change in Foreign Currency Rate

iv) Amendment to Ind AS 12, Income Taxes

v) Amendment to Ind AS 40, Investment Property

vi) Amendment to Ind AS 28, Investment in Associate and Joint Ventures and Ind AS 112, Disclosure of Interest in Other Entities.

The Company had to change its accounting policies following the adoption of Ind AS 115. Most of the other 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.

b) Basis of Measurement

The standalone financial statements of the Company 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

c) Functional and Presentation Currency

The standalone financial statements have been presented in Indian Rupees (INR), which is also the Company's functional currency. All financial information presented in INR has been rounded off to the nearest million as per the requirements of Schedule III, unless otherwise stated.

d) 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 based its assumption, judgment and estimation on parameters available on the standalone 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. Such changes are reflected in the assumption when they occur.

NOTE 1 SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS & KEY ESTIMATES (contd.)

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 exercises judgment in determining whether the performance obligation is satisfied at a point in time or over a period of time.

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 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 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 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 standalone 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.

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 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 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. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 45.

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended 31st March 2019

NOTE 1 SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS & KEY ESTIMATES (contd.)

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'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 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.

e) 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's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013, as given below.

The Company 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 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.

NOTE 1 SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS & KEY ESTIMATES (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 standalone 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 standalone 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.

MAT Credit is recognized as an asset only when and to the extent there is convincing evidence that the Company 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 standalone statement of profit and loss and shown as MAT credit entitlement. The Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT entitlement 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 has revalued land at fair value as deemed cost and considered other assets at Ind AS Cost.

v) The Company had opted for accounting the exchange differences arising on reporting of long term foreign currency monetary items in line with Companies (Accounting Standards) Amendment Rules 2009 relating to Accounting Standard-11 notified by Government of India on 31st March 2009 (as amended on 29th December 2011), which will be continued in accordance with Ind-AS 101 for all pre-existing long term foreign currency monetary items as at 31st March 2017. Accordingly, exchange differences relating to long term monetary items, arising during the year, in so far as they relate to the acquisition of fixed assets, are adjusted in the carrying amount of such assets.

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended 31st March 2019

NOTE 1 SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS & KEY ESTIMATES (contd.)

vi) 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 standalone statement of profit and loss.

vii) 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 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.

viii) 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.

ix) The Company 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.

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) Investment in Joint-Venture

Investment in Joint-venture is measured at cost less impairment loss, if any.

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 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.

9) Leases

The determination of whether an agreement is, or contains, a lease is based on the substance of the agreement at the date of inception.

a) Finance Lease

i) Lease where the company has substantially transferred all the risks and rewards of ownership of the related assets are classified as finance leases. Assets under finance leases are capitalised at lower of the fair value or the present value of Minimum lease payments at the inception of the lease term and disclosed as leased assets. Lease Payments under such leases are apportioned between the finance charges and reduction of the lease liability based on the implicit rate of return. Finance charges are charged directly to the standalone statement of profit and loss.

ii) Assets given under finance lease (by the Company as a lessee) are recognised as a receivable at an amount equal to the net investment in the lease. Lease income is recognised over the period of the lease so as to yield a constant rate of return on the net investment in the lease. Lease rental receipts are apportioned between the finance income and capital repayment based on the implicit rate of return. Contingent rents are recognized as revenue in the period in which they are earned.

NOTE 1 SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS & KEY ESTIMATES (contd.)

b) Operating Lease

The leases which are not classified as finance lease are operating leases.

i) Lease rental are charged to standalone statement of profit and loss on a straight-line basis over the lease term, except where scheduled increase in rent compensates the Company with expected inflationary costs.

ii) Assets leased out under operating leases are continued to be shown under the respective class of assets. Rental income from operating leases is recognized on a straight-line basis over the term of the relevant lease except where scheduled increase in rent compensates the Company with expected inflationary costs.

10) Revenue Recognition

The Company 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 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. Company has assessed the effect of the new standard and has concluded that apart from providing more extensive disclosures the application of Ind AS 115 has not had significant effect on recognition and measurement of revenue.

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 standalone 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 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 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.

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended 31st March 2019

NOTE 1 SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS & KEY ESTIMATES (contd.)

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 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 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 disaggregates revenue from contracts with customers by industry verticals, geography and nature of goods or services.

c) **Interest Income**

For all debt instruments measured either at amortized cost or at fair value through other comprehensive income (FVTOCI), interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset. Interest income also includes interest earned on margin money kept with banks.

d) **Other Operating Revenue**

Export incentive and subsidies are recognized when there is reasonable assurance that the Company will comply with the conditions and the incentive will be received.

11) 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. Remeasurements as the result of experience adjustment and changes in actuarial assumptions are recognized in standalone statement of profit and loss.

c) **Post-Employment Benefits**

The Company 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'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 standalone 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.

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

NOTE 1 SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS & KEY ESTIMATES (contd.)

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 standalone statement of profit and loss.

The Company 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 has no obligation other than the contribution payable to the Provident fund. Contribution payable under the provident fund is recognised as expenditure in the standalone statement of profit and loss and/or carried to Construction work-in-progress when an employee renders the related service.

12) Government Grants

Government grants are recognized at their fair values when there is reasonable assurance that the grants will be received and the Company 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 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.

13) Foreign Currency Transactions

a) The functional currency and presentation currency of the company is Indian Rupee (INR).

b) Transactions in currencies other than the company'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.

d) The Company had opted for accounting the exchange differences arising on reporting of long term foreign currency monetary items in line with Companies (Accounting Standards) Amendment Rules 2009 relating to Accounting Standard-11 notified by Government of India on 31st March 2009 (as amended on 29th December 2011), which will be continued in accordance with Ind AS 101 for all pre-existing long term foreign currency monetary items as at 31st March 2017. Accordingly, exchange differences relating to long term monetary items, arising during the year, in so far as they relate to the acquisition of fixed assets, are adjusted in the carrying amount of such assets.

14) 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 that necessarily takes a substantial period of time to complete and prepare the asset for its intended use or sale. The Company 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 standalone statement of profit and loss in the period in which they are incurred.

15) 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.

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended 31st March 2019

NOTE 1 SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS & KEY ESTIMATES (contd.)

16) 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 a Company 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 standalone 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 changes its business model for managing financial assets.

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 standalone 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 remeasurement 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 standalone statement of profit and loss in investment income.

Measured at Fair Value Through Profit or Loss (FVTPL) and

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 remeasurement are recognised in the standalone statement of profit and loss. The net gains or loss recognised in standalone 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 may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The company makes such election on an instrument-by instrument basis. The classification is made on initial recognition and is irrevocable. In case the company 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.

NOTE 1 SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS & KEY ESTIMATES (contd.)

ii) Derecognition

The Company 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 uses 'Expected Credit Loss' (ELC 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 Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company 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 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 standalone statement of profit and loss.

b) Financial Liabilities and equity instruments

Debts and equity instruments issued by a 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 are recognised at the proceeds received, net of direct issue costs.

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 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.

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended 31st March 2019

NOTE 1 SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS & KEY ESTIMATES (contd.)

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 standalone 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.

c) Derivative financial instruments

The Company 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 standalone 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 standalone statement of profit and loss. Company does not hold derivative financial instruments for speculative purposes.

17) Provisions, Contingent Liabilities and Contingent Assets

a) Provisions

i) Provisions are recognised when the Company 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-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 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 does not recognize a contingent liability but discloses its existence in the standalone 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.

NOTE 1 SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS & KEY ESTIMATES (contd.)

18) 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 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 for which discrete financial information is available. Operating segments of the Company 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.

19) 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 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 issues new equity shares of the Company 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.

20) Measurement of Fair Values

A number of the Company'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. 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 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 standalone 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 considering the requirements of Ind As and selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

21) New Standards / Amendments to Existing Standard issued but not yet effective up to the date of issuance of the Company's standalone Financial Statements:

Ministry of Corporate Affairs ("MCA"), through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified the following new and amendments to Ind ASs which the Company has not applied as they are effective from 1st April 2019. The Company will adopt new standard and amendment to existing standards with effect from 1st April 2019.

a) Ind AS 116 Leases

Leases -Ind AS 116 will supersede the existing Ind AS 17. The new standard provides a comprehensive model to identify lease-arrangements and the treatment thereof in the standalone financial statements of both the lessee and lessor. The new standard requires entities to make more judgments and estimates (e.g., determining when a customer has the right to direct the use of an identified

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended 31st March 2019

NOTE 1 SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS & KEY ESTIMATES (contd.)

asset, estimating the incremental rate of borrowing) and make more disclosures (e.g., discount rate, weighted average lease term, other qualitative and quantitative information).

Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognise a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payments. Ind AS 17 required classifying leases as finance lease and operating lease, the same in not required under Ind AS 116. Under Ind AS 116, a lessee measures right-of-use assets similarly to other non-financial assets (such as property, plant and equipment) and lease liabilities similarly to other financial liabilities.

On initial application the Company will recognise new assets and liabilities for its operating leases of premises and other assets. The nature of expenses related to those leases will change from lease rent in previous periods to a) amortization change for the right-to-use asset, and b) interest accrued on lease liability.

Requirements with regard to lessor accounting are substantially similar to accounting requirements contained in Ind AS 17. Accordingly, a lessor will continue to classify its leases as operating leases or finance leases, and to account for those two types of leases differently.

The Company is proposing to use the 'Modified Retrospective Approach' for transitioning to Ind AS 116 without adjusting the Comparatives.

The Company is currently evaluating the impact this standard will have on its standalone financial statements.

b) Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments

Ministry of Corporate Affairs has notified Ind AS 12 Appendix 'C' Uncertainty over Income Tax Treatments on 30th March 2019. According to the appendix, the company need to determine the probability of the relevant tax authority accepting each tax treatment, or the Company of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates. The Company has decided to adjust the cumulative effect in equity on the date of initial application without adjusting comparatives. The effect on adoption of Ind AS 12 Appendix C would be insignificant in the standalone financial statements.

c) Amendment to Ind AS 12 – Income taxes

Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, 'Income Taxes', in connection with accounting for dividend distribution taxes accordingly an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. It is relevant to note that the amendment does not amend situations where the entity pays a tax on dividend which is effectively a portion of dividends paid to taxation authorities on behalf of shareholders. Such amount paid or payable to taxation authorities continues to be charged to equity as part of dividend, in accordance with Ind AS 12. There is no impact of this amendment on the standalone financial statements.

d) Amendment to Ind AS 19 – plan amendment, curtailment or settlement

Ministry of Corporate Affairs issued amendments to Ind AS 19, 'Employee Benefits', on 30th March 2019, in connection with accounting for plan amendments, curtailments and settlements. The Company does not have any impact on account of this amendment.

e) Ind AS 23 – Borrowing Costs

The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. The Company does not expect any significant impact from this amendment

f) Ind AS 103 – Business Combinations and Ind AS 111 – Joint Arrangements

The amendments to Ind AS 103 relating to re-measurement clarify that when an entity obtains control of a business that is a joint operation, it re-measures previously held interests in that business. The amendments to Ind AS 111 clarify that when an entity obtains joint control of a business that is a joint operation, the entity does not re-measure previously held interests in that business. This amendment is currently not applicable to the Company.

g) Ind AS 109 – Prepayment Features with Negative Compensation

The amendments relate to the existing requirements in Ind AS 109 regarding termination rights in order to allow measurement at amortised cost (or, depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments. Company does not expect this amendment to have any impact on its standalone financial statements.

NOTE 2 PROPERTY, PLANT & EQUIPMENT AND INTANGIBLE ASSETS

(₹ in million)

Description	GROSS BLOCK				DEPRECIATION & AMORTISATION				NET BLOCK	
	As at 01-04-2018	Additions	Deductions/ Adjustments	As at 31-03-2019	As at 01-04-2018	For the year	Deductions/ Adjustments	As at 31-03-2019	As at 31-03-2019	As at 31-03-2018
(A) Tangible Assets										
Land	699.82	-	-	699.82	-	-	-	-	699.82	699.82
Buildings	1,877.82	61.72	9.04	1,930.50	311.52	63.28	2.49	372.31	1,558.19	1,566.30
Plant and Machinery	4,146.74	258.47	32.69	4,372.52	1,319.60	293.03	13.00	1,599.63	2,772.89	2,827.14
Furniture and Fixtures	66.59	3.94	0.24	70.29	23.53	5.65	0.02	29.16	41.13	43.06
Vehicles	80.27	12.28	9.58	82.97	38.92	8.30	6.93	40.29	42.68	41.35
Office Equipments	45.54	2.37	0.71	47.20	22.78	5.30	0.23	27.85	19.35	22.76
Total Tangible Assets	6,916.78	338.78	52.26	7,203.30	1,716.35	375.56	22.67	2,069.24	5,134.06	5,200.43
(B) Intangible Assets										
Computer Software	31.40	5.61	-	37.01	23.14	3.14	0.01	26.27	10.74	8.26
Total Intangible Assets	31.40	5.61	-	37.01	23.14	3.14	0.01	26.27	10.74	8.26
Total (A + B)	6,948.18	344.39	52.26	7,240.31	1,739.49	378.70	22.68	2,095.51	5,144.80	5,208.69
Capital Work in Progress									84.49	15.76

(₹ in million)

Description	GROSS BLOCK				DEPRECIATION & AMORTISATION				NET BLOCK	
	As at 01-04-2017	Additions	Deductions/ Adjustments	As at 31-03-2018	As at 01-04-2017	For the year	Deductions/ Adjustments	As at 31-03-2018	As at 31-03-2018	As at 31-03-2017
(A) Tangible Assets										
Land	699.82	-	-	699.82	-	-	-	-	699.82	699.82
Buildings	1,660.71	217.11	-	1,877.82	251.48	60.04	-	311.52	1,566.30	1,409.23
Plant and Machinery	3,725.38	494.97	73.61	4,146.74	974.29	377.42	32.11	1,319.60	2,827.14	2,751.09
Furniture and Fixtures	57.32	9.28	0.01	66.59	18.04	5.49	-	23.53	43.06	39.28
Vehicles	71.92	8.69	0.34	80.27	30.78	8.39	0.25	38.92	41.35	41.14
Office Equipments	41.32	8.69	4.47	45.54	21.90	4.87	3.99	22.78	22.76	19.42
Total Tangible Assets	6,256.47	738.74	78.43	6,916.78	1,296.49	456.21	36.35	1,716.35	5,200.43	4,959.98
(B) Intangible Assets										
Computer Software	28.76	2.64	-	31.40	20.29	2.85	-	23.14	8.26	8.47
Total Intangible Assets	28.76	2.64	-	31.40	20.29	2.85	-	23.14	8.26	8.47
Total (A + B)	6,285.23	741.38	78.43	6,948.18	1,316.78	459.06	36.35	1,739.49	5,208.69	4,968.45

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended 31st March 2019

NOTE 2 PROPERTY, PLANT & EQUIPMENT AND INTANGIBLE ASSETS (contd.)

2.1 Property, plant & equipment include assets acquired on finance : (₹ in million)

Description	As at 31-03-2019		As at 31-03-2018	
	Gross Block	Net Block	Gross Block	Net Block
- From Banks	36.87	22.07	57.75	39.47
- From Others	12.39	9.30	5.58	3.69

2.2 Refer note 17 for security created on Land, Building and Property, Plant & Equipment.

2.3 Freehold land considered at fair value as deemed cost on the date of transition.

NOTE 3 NON-CURRENT FINANCIAL ASSETS - INVESTMENTS

(₹ in million)

Particulars	As at 31-03-2019	As at 31-03-2018
Investment (measured at cost, unquoted)		
Investment in Joint Venture		
Investment in Partnership Firm in the nature of Joint Venture		
In Skipper Metzer LLP	89.43	-
Total	89.43	-

3.1 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.

NOTE 4 NON-CURRENT FINANCIAL ASSETS - LOANS

(₹ in million)

Particulars	As at 31-03-2019	As at 31-03-2018
Security Deposits		
Unsecured, Considered Good	2.20	8.67
Total	2.20	8.67

NOTE 5 OTHER NON CURRENT ASSETS

(₹ in million)

Particulars	As at 31-03-2019	As at 31-03-2018
Capital Advance		
Unsecured, Considered Good	21.65	24.87
Other		
Unsecured, Considered Good		
Prepaid expenses	0.86	4.61
Total	22.51	29.48

NOTE 6 INVENTORIES

(₹ in million)

Particulars	As at 31-03-2019	As at 31-03-2018
(As taken, valued and certified by the management)		
Raw Materials	1,622.16	1,813.43
Stores and Spare Parts	321.82	310.91
Work-In-Process	913.41	700.94
Finished Goods	2,391.61	2,734.44
Scrap and Waste	98.50	63.01
Total	5,347.50	5,622.73

NOTE 7 CURRENT FINANCIAL ASSETS - TRADE RECEIVABLES

(₹ in million)

Particulars	As at 31-03-2019	As at 31-03-2018
Unsecured, Considered Good	4,956.56	5,175.17
Unsecured, Considered Doubtful	-	-
Having Significant Credit Risk	-	-
Credit Impaired	-	-
	4,956.56	5,175.17
Less: Allowances ^	13.64	10.80
Total	4,942.92	5,164.37

^ Represents provision on account of Expected Credit Loss. Refer note 49(C).

NOTE 8 CURRENT FINANCIAL ASSETS - CASH AND CASH EQUIVALENTS

(₹ in million)

Particulars	As at 31-03-2019		As at 31-03-2018	
Cash on hand (as certified by the Management)		2.40		3.06
Balances with Scheduled Banks				
In Current Accounts	3.90		2.97	
In Deposits with less than three months initial maturity (Refer note 9.1)	-	3.90	2.01	4.98
		6.30		8.04

NOTE 9 CURRENT FINANCIAL ASSETS - BANK BALANCES OTHER THAN CASH & CASH EQUIVALENT

(₹ in million)

Particulars	As at 31-03-2019	As at 31-03-2018
Other Balances		
Balances with banks		
Deposits with more than 3 months initial maturity (Refer note 9.1)	102.02	167.63
In Unpaid Dividend Account	0.22	0.16
Total	102.24	167.79

9.1 Pledged against guarantees and letters of credit issued by banks.

NOTE 10 CURRENT FINANCIAL ASSETS - LOANS

(₹ in million)

Particulars	As at 31-03-2019	As at 31-03-2018
Unsecured, Considered Good		
Security Deposits	30.75	34.89
Others		
Unsecured, Considered Good		
Loan Given to Employees	-	0.67
Total	30.75	35.56

NOTE 11 CURRENT FINANCIAL ASSETS - OTHERS

(₹ in million)

Particulars	As at 31-03-2019	As at 31-03-2018
Accrued Interest on Fixed Deposit with Bank	0.27	2.66
Total	0.27	2.66

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended 31st March 2019

NOTE 12 CONTRACT ASSETS

(₹ in million)

Particulars	As at 31-03-2019	As at 31-03-2018
Contract Assets	47.95	-
Total	47.95	-

NOTE 13 CURRENT TAX ASSETS (NET)

(₹ in million)

Particulars	As at 31-03-2019	As at 31-03-2018
Unsecured, Considered Good		
Advance Income Tax (net of provision)	13.59	-
Total	13.59	-

NOTE 14 OTHER CURRENT ASSETS

(₹ in million)

Particulars	As at 31-03-2019	As at 31-03-2018
Unsecured, Considered Good		
Advance to Suppliers of Goods & Services	278.09	287.28
Other Advances		
Unsecured, Considered Good		
Balance with Government Authorities	321.47	790.99
Others	93.68	93.28
Total	693.24	1,171.55

NOTE 15 EQUITY SHARE CAPITAL

(₹ in million)

Particulars	As at 31-03-2019	As at 31-03-2018
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: 102582962) Equity Shares of ₹ 1 each fully paid up.	102.67	102.58
Total	102.67	102.58

15.1 The Reconciliation of the number of shares outstanding is set out below:

(₹ in million)

Particulars	As at 31-03-2019	As at 31-03-2018
Equity Shares at the beginning of the year	102582962	102316462
Add: Equity Shares issued during the year under Employee Stock Options Plan	87250	266500
Equity Shares At the end of the year	102670212	102582962

15.2 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, except in case of interim dividend. 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.

NOTE 15 EQUITY SHARE CAPITAL (contd.)

15.3 Details of shareholders holding more than 5% shares :

Particulars	As at 31-03-2019		As at 31-03-2018	
	No of Shares	%	No of Shares	%
Mr. Sajan Kumar Bansal	21855339	21.29	8237796	8.03
Mrs. Meera Bansal	21769198	21.20	_	_
Mr. Siddharth Bansal	_	_	10468725	10.21
Mrs. Rashmi Bansal	_	_	6864396	6.69
Mrs. Sumedha Bansal	_	_	5766631	5.62
Skipper Plastics Limited	20050000	19.53	20050000	19.55

15.4 The Company does not have any Holding Company.

15.5 The Company has reserved Equity Shares for issue under the Employee Stock Options Scheme. Please refer note no. 45 on "Employee Share-Based Payment" for details of Employee Stock Options Plan.

15.6 None of the securities are convertible into shares at the end of the reporting period.

15.7 The Company during the preceding 5 years –

(a) Has not allotted shares pursuant to contracts without payment received in cash.

(b) Has issued 4872212 nos. of shares as fully paid up by way of bonus shares.

(c) Has not bought back any shares.

15.8 There are no calls unpaid by Directors / Officers.

15.9 The Company has not forfeited any shares.

NOTE 16 OTHER EQUITY

(₹ in million)

Particulars	As at 31-03-2019	As at 31-03-2018
Securities Premium	1,174.74	1,158.65
Share Options Outstanding Account	-	47.19
General Reserve	439.76	400.00
Surplus in the Statement of Profit and Loss	4,769.07	4,664.32
Total	**6,383.57**	**6,270.16**

(₹ in million)

Particulars	As at 31-03-2019	As at 31-03-2018
16.1 Securities Premium Account		
Balance at the beginning of the year	1,158.65	1,110.43
Add: Premium on issue of share under ESOP	16.09	48.22
Balance at the end of the year	**1,174.74**	**1,158.65**
16.2 Share Options Outstanding Account		
Balance at the beginning of the year	47.19	27.89
Add: Compensation (Net of Unvested Option Lapsed/Cancelled) for the year	-	40.83
Less: Transferred to Securities Premium Account on Options Exercised	7.43	21.53
Less: Transferred to General Reserve on unexercised Options lapsed/cancelled	39.76	-
Balance at the end of the year	**-**	**47.19**
16.3 General Reserve		
Balance at the beginning of the year	400.00	400.00
Add: Option lapsed/forfeited during the year transferred from Employee Stock Options Outstanding	39.76	-
Balance at the beginning and at the end of the year	**439.76**	**400.00**

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended 31st March 2019

NOTE 16 OTHER EQUITY (contd.)

(₹ in million)

Particulars	As at 31-03-2019	As at 31-03-2018
16.4 Surplus in the Statement of Profit and Loss		
Balance at the beginning of the year	4,664.32	3,680.59
Adjustment on account of Transition to Ind AS 115 as on 01-04-2018 (Refer note 28.1)	(6.21)	-
Add: Profit for the year	312.12	1,177.62
Amount Available for Appropriation	4,970.23	4,858.21
Less: Appropriations		
Proposed Dividend on Equity Shares	169.41	158.59
Corporate Tax on Dividend	34.82	32.29
Add: Transfer from OCI-Remeasurement	3.07	(3.01)
Balance at the end of the year	4,769.07	4,664.32
16.5 Other Comprehensive Income		
Items that will not be reclassified to profit or loss (Net of Income Tax Effect)		
Remeasurement of Defined Benefit Plans		
Balance at the beginning of the year	-	-
Add: Other Comprehensive Income for the year	3.07	(3.01)
	3.07	(3.01)
Less: Transfer to retained earning	(3.07)	3.01
Balance at the end of the year	-	-
Total	6,383.57	6,270.16

16.6 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) **Share Options Outstanding Account :** The Company has one share option scheme under which options to subscribe for the Company's shares have been granted to certain executives and senior employees. The share-based payment reserve is used to recognise the value of equity settled share-based payments provided to employees as part of their remuneration. Refer to note no. 45 for further details of these plans.

(c) **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.

(d) **Retained Earnings :** This reserve represents the cumulative profits of the Company and effects of remeasurement of defined benefit obligations. This reserve can be utilised in accordance with the provisions of the Companies Act 2013.

(e) **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.

NOTE 17 NON-CURRENT FINANCIAL LIABILITIES - BORROWINGS

(₹ in million)

Particulars	As at 31-03-2019		As at 31-03-2018	
SECURED LOANS				
From Banks				
Rupee Term Loans	1,203.05		1,108.61	
Foreign Currency Term Loans From Banks	379.50		524.71	
	1,582.55		1,633.32	
Less: Current maturities of term loan	401.05	1,181.50	296.26	1,337.06
From Bodies Corporate				
Rupee Term Loan	138.68		185.64	
Less: Current maturities of loans	50.69	87.99	49.22	136.42
Hire purchase loans				
From banks	6.29		10.37	
Less: Current maturities of loans	2.34	3.95	6.23	4.14
From others	7.79		3.08	
Less: Current maturities of loans	3.12	4.67	0.69	2.39
UNSECURED LOANS				
Loans from Related Parties		314.37		116.13
Term Loans				
From Banks	-		6.22	
Less: Current maturities of loans	-	-	6.22	-
Intercorporate Loans		47.50		70.50
Total		1,639.98		1,666.64

Secured Loans are covered as follows :

17.1 Rupee Term Loans from Banks of ₹**500.00 million** (Previous Year: ₹ 509.07 million,) is secured by way of first pari- passu charge over all fixed assets, both present and future, of company's Jangalpur unit, Howrah excluding those assets for which there is a charge of other lenders. These loans are also secured by personal guarantees of some of the directors of the Company.

17.2 Rupee Term Loans from Banks of ₹ **284.78 million** (Previous Year: ₹ 95.63 million) and Foreign Currency Term Loans of ₹ 297.09 million (Previous Year: ₹ 402.87 million) are secured by way of first pari- passu charge over all fixed assets, both present and future, of company's Uluberia unit, Howrah excluding those assets for which there is charge of other lenders. 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.

17.3 Foreign Currency Term Loan from Banks of ₹ **82.41 million** (Previous Year: ₹ 121.84) is secured by way of first pari- passu charge over all fixed assets, both present and future, of company's Uluberia and Jangalpur Units excluding those assets for which there is a charge of other lenders. It is further secured by second pari-passu charge on current assets of the Company. These loans are also secured by personal guarantees of some of the directors of the Company.

17.4 Rupee Term Loan from Body Corporate of ₹ **138.68 million** (Previous Year: ₹ 185.64 million) is secured by way of first charge on movable fixed assets of company's Polymer units situated at Ahmedabad & Guwahati (Unit 1).

17.5 Rupee Term Loans from Banks of ₹ **418.27 million** (Previous Year: ₹ 503.91 million) is secured by way of first charge over all fixed assets, both present and future, of Guwahati (Unit 2).It is further secured by second pari-passu charge on the current assets of the Company.

17.6 Vehicle loans from Banks of ₹ **6.29 million** (Previous Year: ₹ 10.37 million) and ₹ **7.79 million** (Previous Year: ₹ 3.08 million) from Others are secured against hypothecation of respective fixed assets financed by them.

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended 31st March 2019

NOTE 17 NON-CURRENT FINANCIAL LIABILITIES - BORROWINGS (contd.)

17.7 Repayment schedule as on 31st March 2019 is as follows: (₹ in million)

Year of Repayment	Secured				
	Rupee Loan from bank	Rupee Loan from Body Corporate	Foreign Currency Loan	Hire purchase loans from banks	Hire purchase loans from Others
2019-20	283.66	50.69	117.39	2.34	3.12
2020-21	275.00	49.96	117.29	2.03	0.80
2021-22	275.00	38.03	75.00	1.02	0.89
2022-23	275.00	-	69.82	0.50	2.98
2023-24	94.39	-	-	0.40	-
Total	1,203.05	138.68	379.50	6.29	7.79

17.8 Loans from related parties of ₹ **314.37 million** (Previous Year: ₹ 116.13 million) and loans from other body corporate of ₹ **47.50 million** (Previous Year: ₹ 70.50 million), being long term in nature, have not been considered in the above repayment schedule.

17.9 **Interest Rates:** (₹ in million)

Description	As at 31-03-2019		As at 31-03-2018	
	Loan Amount (₹ in million)	Rate of Interest (%)	Loan Amount (₹ in million)	Rate of Interest (%)
Secured				
Rupee term loan from banks	918.27	8.75% to 9.15%	1062.77	8.49% to 9.50%
	284.78	8.35%	45.84	10.45%
Foreign Currency Term Loans From Banks	379.50	5.14% to 5.60%	490.63	3.92% to 4.85%
	-	-	34.08	3.66%
Rupee term loan from body corporates	138.68	11.05%	185.64	10.40%
Hire purchase loans from Bank	6.29	8.90% to 10.24%	10.37	9% to 10.24%
Hire purchase loans from from others	7.79	9.75% to 11.30%	3.08	11.30%
Unsecured				
Rupee term loan from banks	0.00	-	6.22	11.75%
Loans from Related Parties	314.37	9.00%	116.13	9.00%
Intercorporate Loans	47.50	7.00%	70.50	7.00%

NOTE 18 NON-CURRENT PROVISIONS

(₹ in million)

Particulars	As at 31-03-2019	As at 31-03-2018
Provision for employee benefits		
Gratuity	41.10	35.17
Leave encashment	6.46	6.55
Others		
Decommissioning Liability	0.27	2.02
Total	47.83	43.74

NOTE 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 31-03-2019	As at 31-03-2018
Deferred tax liability :		
Property Plant Equipment	605.01	569.22
Security Deposit-Prepaid Rent	0.38	1.97
Total Deferred Tax Liability (A)	605.39	571.19
Less:		
Deferred Tax Assets :		
Employee's Separation and Retirement Expenses	17.20	15.03
Deferred Revenue	5.99	2.54
Provision for Doubtful Debt under ECL	4.77	3.77
Unamortised Processing Fees On Loan	3.02	0.86
Decommissioning Liability	0.09	0.71
Rent Payable-Rent Straight lining	2.01	4.73
Forward Mark to Market	8.69	2.87
Security Deposit - Fair Value	0.44	2.15
Total Deferred Tax Assets (B)	42.21	32.66
Deferred Tax Liabilities (Net) (A-B)	563.18	538.53

The movement of major components of deferred tax provision/adjustment during the year ended 31st March 2019 is given below:

(₹ in million)

Particulars	As at 31-03-2019	Recognised in Profit/ loss	Recognised in OCI	As at 31-03-2018
Deferred tax liability :				
Property Plant Equipment	605.01	35.79	-	569.22
Security Deposit-Prepaid Rent	0.38	(1.59)	-	1.97
Total Deferred Tax Liability (A)	605.39	34.20	-	571.19
Less:				
Deferred Tax Assets :				
Employee's Separation and Retirement Expenses	17.20	3.81	(1.64)	15.03
Deferred Revenue	5.99	3.45	-	2.54
Provision for allowances under expected credit loss	4.77	1.00	-	3.77
Unamortised Processing Fees On Loan	3.02	2.16	-	0.86
Decommissioning Liability	0.09	(0.62)	-	0.71
Rent Payable-Rent Straight lining	2.01	(2.72)	-	4.73
Forward Mark to Market	8.69	5.82	-	2.87
Security Deposit - Fair Value	0.44	(1.71)	-	2.15
Total Deferred Tax Assets (B)	42.21	11.19	(1.64)	32.66
Deferred Tax Liabilities (Net) (A-B)	563.18	23.01	1.64	538.53

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended 31st March 2019

NOTE 19 DEFERRED TAX LIABILITIES (NET) (contd.)

The movement of major components of deferred tax provision/adjustment during the year ended 31st March 2018 is given below:

(₹ in million)

Particulars	As at 31-03-2018	Recognised in Profit/ loss	Recognised in OCI	As at 31-03-2017
Deferred tax liability :				
Property Plant Equipment	569.22	34.06	-	535.16
Unamortised Processing Fees On Loan	-	(2.27)	-	2.27
Forward Mark to Market	-	(103.67)	-	103.67
Security Deposit-Prepaid Rent	1.97	0.85	-	1.12
Total Deferred Tax Liability (A)	571.19	(71.03)	-	642.22
Less:				
Deferred Tax Assets :				
Employee's Separation and Retirement Expenses	15.03	4.23	1.61	9.19
Deferred Revenue	2.54	1.85	-	0.69
Provision for allowances under expected credit loss	3.77	1.13	-	2.64
Unamortised Processing Fees On Loan	0.86	0.86	-	-
Decommissioning Liability	0.71	0.17	-	0.54
Rent Payable-Rent Straight lining	4.73	2.14	-	2.59
Forward Mark to Market	2.87	2.87	-	-
Security Deposit - Fair Value	2.15	1.20	-	0.95
Total Deferred Tax Assets (B)	32.66	14.45	1.61	16.60
Deferred Tax Liabilities (Net) (A-B)	538.53	(85.48)	(1.61)	625.62

NOTE 20 OTHER NON-CURRENT LIABILITIES

(₹ in million)

Particulars	As at 31-03-2019	As at 31-03-2018
Others		
Deferred Revenue (Refer note 25.1)	15.18	6.21
Total	15.18	6.21

NOTE 21 CURRENT FINANCIAL LIABILITIES BORROWINGS

(₹ in million)

Particulars	As at 31-03-2019	As at 31-03-2018
SECURED LOANS		
Working Capital Facilities from Banks		
Cash Credit facilities including Commercial Paper	3,133.36	2,597.71
Buyers Credit from Banks		
For Capital Expenditure	-	139.48
For Operational Use	-	209.50
Total	3,133.36	2,946.69

21.1 Working Capital are secured by first charge on current assets and second charge on fixed assets of Jangalpur, Uluberia, Ahmedabad & Guwahati (Unit 1 & 2) and also by personal guarantees of some of the directors of the Company.

21.2 Interest on working Capital Facilities from banks carries interest ranging from 8.25% to 9.5% per annum.

NOTE 22 CURRENT FINANCIAL LIABILITIES TRADE PAYABLES

(₹ in million)

Particulars	As at 31-03-2019	As at 31-03-2018
Total Outstanding Dues of Micro Enterprises and Small Enterprises (Refer note 40)	16.87	18.30
Total Outstanding Dues of Creditor other than Micro enterprises and Small enterprises	3,496.94	4,884.93
Total	3,513.81	4,903.23

NOTE 23 CURRENT FINANCIAL LIABILITIES - OTHERS

(₹ in million)

Particulars	As at 31-03-2019	As at 31-03-2018
Current maturities of Long-Term Debt including unsecured Loans	451.74	351.70
Current maturities of Hire Purchase Loans	5.46	6.92
Interest accrued	0.68	2.27
Unpaid dividends	0.21	0.16
Liability for Capital Expenditure	32.29	43.04
MTM Loss on Forward Contract	24.86	8.23
Total	515.24	412.32

NOTE 24 CONTRACT LIABILITIES

(₹ in million)

Particulars	As at 31-03-2019	As at 31-03-2018
Contract Liabilities	386.46	-
Total	386.46	-

NOTE 25 OTHER CURRENT LIABILITIES

(₹ in million)

Particulars	As at 31-03-2019		As at 31-03-2018	
Advance from Customers				215.07
Other payables				
Deferred Revenue (Refer note 25.1)	1.97		1.06	
Payable to Employees	100.34		106.24	
Statutory dues	110.75		27.25	
Rent Straight lining Provision	5.74		13.53	
Other Payables	6.45	225.25	6.45	154.53
Total		225.25		369.60

25.1 Movement of Deferred Revenue (Current and Non-current)

(₹ in million)

Particulars	Year ended 31-03-2019	Year ended 31-03-2018
Opening Balance	7.27	2.00
Add: Received during the year	11.07	6.27
Less: Released to Statement of Profit & Loss	1.19	1.00
Closing Balance	17.15	7.27

NOTE 26 CURRENT PROVISIONS

(₹ in million)

Particulars	As at 31-03-2019	As at 31-03-2018
Provision for employee benefits		
Leave encashment	1.66	1.28
Total	1.66	1.28

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended 31st March 2019

NOTE 27 CURRENT TAX LIABILITIES (NET)

(₹ in million)

Particulars	As at 31-03-2019	As at 31-03-2018
Provision for Income Tax (Net of Advance Tax)	-	174.32
Total	-	174.32

NOTE 28 REVENUE FROM OPERATIONS

(₹ in million)

Particulars	Year ended 31-03-2019	Year ended 31-03-2018
Sale of Goods	17,929.94	19,958.99
Income From Job Work	0.38	34.48
Income from Infrastructure Projects	658.27	855.36
	18,588.59	20,848.83
Other Operational Revenues	120.10	227.35
Total	18,708.69	21,076.18

28.1 The Company has adopted Ind AS 115 Revenue from Contracts with Customers with a date of initial application of 1st April 2018. As a result, the Company has changed its accounting policy for revenue recognition. The company has adopted modified retrospective approach and had applied Ind AS 115 only retrospectively to the current period by recognizing the cumulative effect of initially applying of Ind AS 115 as an adjustment to the opening balance of retained earnings at the date of initial application i.e. 1st April 2018. Under the modified retrospective method, the comparative information in the financial statement is not restated and is presented based on the requirements of the previous standards (e.g. Ind AS 18 / Ind AS 11). Consequent to adoption of Ind AS 115, the Company has adjusted ₹ 6.21 million in the opening retained earning i.e. 1st April 2018. Further, the advance from customers as on 31st March 2019 amounting to ₹ 366.78 million has been reclassified from "Other Current Liabilities" to "Contract Liabilities".

28.2 Refer note 46, for disaggregated revenue informations.

28.3 Reconciliation of revenue from sale of products with the contracted price is given below (₹ in million)

Particulars	Year ended 31-03-2019
Contracted Price	18,652.79
Less: Trade discounts, volume rebates, etc	64.20
Sale of Goods	18,588.59

NOTE 29 OTHER INCOME

(₹ in million)

Particulars	Year ended 31-03-2019	Year ended 31-03-2018
Interest Income on Bank Deposits	10.97	13.45
Other non-operating income		
Miscellaneous Income	2.69	8.48
Total	13.66	21.93

NOTE 30 COST OF MATERIALS CONSUMED

(₹ in million)

Particulars	Year ended 31-03-2019	Year ended 31-03-2018
Cost of Materials (including conversion charges and procurement expenses)	12,545.39	14,688.24

30.1 Shortage/excess (if any) on physical verification have been adjusted in the consumption shown above.

NOTE 31 CHANGES IN INVENTORIES OF FINISHED GOODS & WORK IN PROGRESS

(₹ in million)

Particulars	Year ended 31-03-2019		Year ended 31-03-2018	
Opening Stock :				
Work-In-Process	700.94		581.23	
Finished Goods	2,734.44		1,600.95	
Scrap and Waste	63.01	3,498.39	38.01	2,220.19
Less:				
Closing Stock :				
Work-In-Process	913.41		700.94	
Finished Goods	2,391.61		2,734.44	
Scrap & Waste	98.50	3,403.52	63.01	3,498.39
(Increase)/Decrease in Stock		94.87		(1,278.20)
Increase/(Decrease) in Excise Duty on Finished Goods		-		(164.10)
Total		94.87		(1,442.30)

NOTE 32 EMPLOYEE BENEFIT EXPENSES

(₹ in million)

Particulars	Year ended 31-03-2019	Year ended 31-03-2018
Salaries, Wages, Bonus and Allowances	749.12	824.28
Contribution to Provident and Other Funds	54.33	55.10
Employee Share-Based Payments	-	40.83
Workmen and Staff Welfare Expenses	13.43	13.79
Total	816.88	934.00

NOTE 33 FINANCE COSTS

(₹ in million)

Particulars	Year ended 31-03-2019	Year ended 31-03-2018
Interest	912.60	695.80
Exchange differences regarded as an adjustment to borrowing costs	40.08	25.86
Other Borrowing Costs	63.25	62.79
Total	1,015.93	784.45

NOTE 34 OTHER EXPENSES

(₹ in million)

Particulars	Year ended 31-03-2019	Year ended 31-03-2018
Consumption of Stores and Spare Parts	613.62	717.23
Power and Fuels	604.19	613.11
Labour Charges & Project Expenses	929.02	970.97
Repairs & Maintenance		
-Plant & Machinery	87.97	98.75
-Building	32.48	59.44
-Others	62.28	77.80
Rent and Hire Charges	71.19	88.78
Rates and Taxes	54.85	21.39
Insurance	16.18	18.72
Electricity Charges	4.35	4.70
Travelling and Conveyance Expenses	124.57	122.12
Communication Expenses	9.24	9.99

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended 31st March 2019

NOTE 34 OTHER EXPENSES (contd.)

(₹ in million)

Particulars	Year ended 31-03-2019	Year ended 31-03-2018
Bank Charges	5.02	8.97
Freight, Packing and Handling Expenses (net)	196.96	379.02
Legal and Professional Expenses	56.76	90.17
Security Service Expenses	36.99	37.88
Advertisement and Sales Promotion Expenses	192.95	139.44
Commission	39.50	81.91
Derivative Instruments (Gain)/Loss	5.31	(92.09)
(Gain)/loss on exchange fluctuation	24.22	(184.06)
Loss on sale of Fixed Assets	7.84	11.69
Irrecoverable Debts/Advances Written Off (net)	8.57	42.89
Provision for allowances under expected credit loss [Refer note 49(C)]	2.84	3.18
Charity and Donations	0.30	5.81
Corporate Social Responsibility	34.02	29.90
Auditors' Remuneration (Refer note 34.1)	2.53	2.63
Miscellaneous Expenses (Refer note 34.2)	216.99	171.44
Total	3,440.74	3,531.78

34.1 Auditors' Remuneration includes: (₹ in million)

Particulars		Year ended 31-03-2019	Year ended 31-03-2018
(a)	Statutory Auditors		
	Audit Fees	1.40	1.40
	Reimbursement of out-of-pocket expenses	0.01	-
	Certification	1.04	1.16
	Total (a)	2.45	2.56
(b)	Cost Auditors		
	Audit Fees	0.07	0.07
	Certification	0.01	-
	Total (b)	0.08	0.07
	Total (a+b)	2.53	2.63

34.2 Miscellaneous expenses includes: (₹ in million)

	Year ended 31-03-2019	Year ended 31-03-2018
Sitting Fee to Directors	1.18	0.88
Commission to Independent Directors	-	0.50
Total	1.18	1.38

NOTE 35 TAX EXPENSES

(₹ in million)

Particulars	Year ended 31-03-2019	Year ended 31-03-2018
Current Tax	131.93	710.53
MAT Credit entitlement for earlier years	(21.57)	-
Tax adjustments for earlier years	(15.65)	1.22
Deferred Tax	23.01	(85.48)
Total	117.72	626.27

NOTE 35 TAX EXPENSES (contd.)

35.1 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 31-03-2019	Year ended 31-03-2018
Income before taxes	429.84	1,803.89
Applicable Tax Rate	34.94%	34.61%
Estimated Income Tax Expense	**150.20**	**624.29**
Tax Effect of adjustments to reconcile expected income tax expense to reported income tax expense:		
Effect of non deductible expenses	6.90	12.48
Effect of allowances for tax purpose	(3.98)	(9.85)
Others	1.82	(1.87)
Tax Expense in Statement of Profit and Loss (Refer note 35.2)	154.94	625.05
Effective Tax Rate	36.04%	34.65%

35.2 Tax Expense in Statement of Profit and Loss is excluding Tax adjustment and MAT Credit for earlier years.

NOTE 36 OTHER COMPREHNSIVE INCOME

(₹ in million)

Particulars	Year ended 31-03-2019	Year ended 31-03-2018
Items that will not be reclassified to profit or loss :		
Remeasurement of defined benefit plans	4.71	(4.62)
	4.71	**(4.62)**
Income tax relating to items that will not be reclassified to profit or loss :		
Remeasurement of defined benefit plans	(1.64)	1.61
	(1.64)	**1.61**
Total	**3.07**	**(3.01)**

NOTE 37 CONTINGENT LIABILITIES NOT PROVIDED IN RESPECT OF

Claims against the Company not acknowledged as debt Disputed tax/duties are as follows:-

(₹ in million)

Nature of Contingent Liability	Authorities before which matter is pending and year of dispute	As at 31-03-2019	As at 31-03-2018
Demand notices issued by Central Excise Department	The matter is pending with Commissioner(A) /CESTAT. (Related to year: 2005-06, 2007-08 to 2012-13, 2014-15, 2015-16 & 2017-18) [Paid ₹ 10.80 million (Previous Year: ₹ 10.23 million)]	66.90	83.83
Demand notices issued by Service Tax Department	The matter is pending with Commissioner(A) / CESTAT (Related to year: 2005-06, 2007-08, 2009-10 to 2012-13) [Paid ₹ 0.73 million (Previous Year: ₹ 1.10 million)]	33.89	34.62
Demand notices issued by Directorate of Revenue Intelligence	The matter is pending with DRI. (Related year: 2015-16) [Paid ₹ 0.95 million (Previous Year: Nil)]	25.58	-
CST Demand issued by Assessing Authority	The matter is pending with Joint Commissioner- Commercial Taxes / Additional Commissioner-Commercial Taxes/ WB Commercial Taxes Appellate & Revisional Board (Related to year: 2005-06, 2006-07, 2011-12, 2012-13, 2013-14, 2014-15 & 2015-16) [Paid ₹ 11.14 million (Previous Year: ₹ 10.15 million)]	44.07	25.77
Sales Tax/VAT demands issued by Assessing Authority	The matter is pending with Joint Commissioner- Commercial Taxes / Additional Commissioner-Commercial Taxes/ WB Commercial Taxes Appellate & Revisional Board (Related to year: 2005-06, 2006-07, 2009-10, 2011-12, 2012-13, 13-14 & 14-15) [Paid Nil (Previous Year: ₹ 12.01 million)]	74.55	176.72

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended 31st March 2019

NOTE 37 CONTINGENT LIABILITIES NOT PROVIDED IN RESPECT OF (contd.)

37.1 The Company does not expect any reimbursements in respect of the above contingent liability.

37.2 It is not practicable to estimate the timing of cash outflows, if any, in respect of matters at pending resolution of the appellate proceedings.

37.3 A nine judge bench of the Supreme Court of India upheld the constitutional validity of entry tax by majority decision subject to fulfilling of certain conditions. Majority members held that entry tax should not be discriminatory in nature. The writ petition is pending at the division bench of Kolkata challenging the levy of West Bengal tax on Entry of goods into local areas Act 2012 (the Act), on the ground that it is violation of articles 304(a) and Article 14 of the Constitution. The Hon'ble High Court of Calcutta has granted interim order that tax shall not be realized by State. However, the petitioner Companies have been directed to comply with the provisions of Entry tax relating to filing of return etc. It has been legally advised that the levy of Entry tax in the state of West Bengal would not pass the acid test of discrimination in as much as the Hon'ble Supreme Court has categorically stated that "State Legislature in exercise of its taxing power can grant exemption / set off to locally produce and manufactured goods only to a limited extent based on the intelligible differentia which is not in the nature of the general / unspecified exemptions." There is a blanket, unlimited and unspecified exemption provided by the state of West Bengal on the intra-state movement of goods, which may contradict the guidelines laid down by the Hon'ble Supreme Court. In the meantime vide notification no.256-L, dated 6th March 2017 and no.457-L, dated 7th March 2017 the Govt. of W.B. have made retrospective amendments to the said Act which have also been challenged before the Hon'ble WBTT. In view of the above fact and as per the legal opinion received, management is of the view that no provision is required on account of entry tax to ₹ 139.36 million (previous year ₹ 139.36 million).

37.4 The Hon'ble Supreme Court of India ("SC") by their order dated February 28, 2019, in the case of Surya Roshani Limited v/s EPFO, set out the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution. Subsequently, a review petition against this decision has been filed and is pending before the SC for disposal.

The Company is awaiting the outcome of the review petition, and also directions from EPFO, if any, to assess any potential impact on the Company and consequently no adjustments have been made in the books of account.

NOTE 38

Estimated amount of contracts pending execution on capital account, net of advances of ₹ **21.65 million** (Previous Years ₹ 24.87 million) and not provided for is ₹ **86.77 million** (Previous Year: ₹ 74.17 million).

NOTE 39

As per Section 135 of the Companies Act, 2015, 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 31-03-2019		Year ended 31-03-2018	
(a) Gross amount required to be spent by the Company during the year		34.01		29.15
(b) Related Party Transaction as per Ind AS 24 in relation to CSR activities (Refer note 47)		24.08		12.60
	Amount Paid	Amount yet to be paid	Amount Paid	Amount yet to be paid
(c) Amount spent during the year on:-				
(i) Construction/ acquisition of any asset	-	-	-	-
(ii) Purposes other than (i) above	34.02	-	29.90	-
Total	34.02	-	29.90	-

NOTE 40

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 31-03-2019	As at 31-03-2018
(a)	Principal amount remaining unpaid as at 31st March	16.87	18.30
(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

NOTE 41 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 31-03-2019	Year ended 31-03-2018
Contribution to Provident and other funds:		
Employer's Contribution to Provident Fund	10.16	10.60
Employer's Contribution to Pension Scheme	18.19	19.39
Employees Deposit Linked Insurance	1.21	1.20
Workmen and Staff Welfare Fund:		
Employees State Insurance Corporation	11.66	11.28
Labour Welfare Fund	0.10	0.06
Total	41.32	42.53

(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.

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.

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended 31st March 2019

NOTE 41 EMPLOYEE BENEFITS (contd.)

(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.

The following tables summarise 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	Gratuity (Funded) 2018-2019	Gratuity (Funded) 2017-2018
(i)	**Reconciliation of opening and closing balances of Defined Benefit obligation**		
	Defined benefit obligation at beginning of the year	47.57	32.63
	Current service cost	9.03	7.23
	Interest cost	3.59	2.39
	Past service cost - plan amendments	-	2.16
	Actuarial (gain)/loss - experience	(5.13)	1.24
	Actuarial (gain)/loss - financial assumptions	-	3.37
	Benefits paid directly by the Company	(0.03)	-
	Benefits paid from plan assets	(0.78)	(1.45)
	Defined benefit obligation at year end	54.25	47.57
(ii)	**Reconciliation of opening and closing balances of fair value of plan assets**		
	Fair value of plan assets at beginning of the year	12.40	10.97
	Interest Income on plan assets	0.95	0.85
	Employer's Contribution	1.00	2.04
	Return on plan assets greater/ (Less) than discount rate	(0.42)	(0.01)
	Benefits paid	(0.78)	(1.45)
	Fair value of plan assets at year end	13.15	12.40
(iii)	**Reconciliation of fair value of assets and obligations**		
	Fair value of plan assets as at 31st March	13.15	12.40
	Present value of obligation as at 31st March	54.25	47.57
	Net asset/(liability) recognized in Balance Sheet	(41.10)	(35.17)
(iv)	**Expenses recognized during the year**		
	Current service cost	9.03	7.23
	Past service cost - plan amendments	-	2.16
	Interest cost	2.64	1.54
	Actuarial (gain)/loss - experience	(5.13)	1.24
	Actuarial (gain)/loss - financial assumptions	-	3.37
	Return on plan assets greater/ (Less) than discount rate	0.42	0.01
	Amount charged to statement of Profit & Loss	6.96	15.55
(v)	**Re-measurements recognised in Other Comprehensive Income (OCI)**		
	Actuarial (gain)/loss - experience	(5.13)	1.24
	Actuarial (gain)/loss - financial assumptions	-	3.37
	Return on plan assets greater/ (Less) than discount rate	0.42	0.01
	Amount recognised in Other Comprehensive Income (OCI)	(4.71)	4.62

NOTE 41 EMPLOYEE BENEFITS (contd.)

(₹ in million)

	Particulars	Gratuity (Funded) 2018-2019	Gratuity (Funded) 2017-2018
(vi)	**Maturity Profile of Defined Benefit obligation for the year ending:**		
	31st March 2019	-	7.82
	31st March 2020	9.00	3.23
	31st March 2021	4.63	4.96
	31st March 2022	5.35	5.43
	31st March 2023	7.39	8.19
	31st March 2024	6.69	-
	31st March 2024 to 31st March 2028	-	46.05
	31st March 2025 to 31st March 2029	43.17	-
(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	(4.11)	(3.68)
	1% decrease in discount rate	4.84	4.34
	1% increase in salary escalation rate	4.81	4.30
	1% decrease in salary escalation rate	(4.15)	(3.71)
	1% increase in withdrawal rate	1.41	1.19
	1% decrease in withdrawal rate	(1.64)	(1.40)
(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) (modified) Ult	Indian Assured Lives Mortality (2006 - 08) (modified) Ult
	Discount rate (per annum)	7.60%	7.60%
	Expected rate of return on plan assets (per annum)	7.60%	7.60%
	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**	11 Yrs.	10 Yrs.
(xi)	**Expected employer's Contribution during next year**	8.64	9.03

#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.

NOTE 42 OPERATING LEASE

The Company has certain residential/commercial premises under cancellable operating leases, renewable with mutual consent on mutually agreeable terms. There are no restrictions imposed by lease agreements. The Company had taken certain land on operating lease for its manufacturing facilities. There is escalation clause in some of the lease agreement. There is lock in clause ranging from 6 months to 12 months in certain lease agreement.

(₹ in million)

Particulars	Year ended 31-03-2019	Year ended 31-03-2018
Minimum lease payments recognised in the statement of profit and loss during the year included under the head "Rent and Hire Charges"	62.37	64.62
On cancellable leases	7.86	46.90
On non-cancellable leases	54.51	17.72

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended 31st March 2019

NOTE 42 OPERATING LEASE (contd.)

(₹ in million)

Particulars	Year ended 31-03-2019	Year ended 31-03-2018
Payables within one year	2.59	12.91
Payables later than one year but not later than five year	-	8.34
Payables later than 5 years	-	-

NOTE 43 EARNINGS PER SHARE (EPS)

The following reflects the profit and share data used in the basic and diluted EPS computation (₹ in million, except number of shares)

Particulars		Year ended 31-03-2019	Year ended 31-03-2018
Profit After Taxation as per Statement of Profit & Loss	(a)	312.12	1,177.62
Weighted-average Number of Equity Shares for computing basic EPS	(b)	10,26,54,674	10,24,08,825
Add: Dilutive Impact of Employee Stock Options Plan	(c)	-	3,67,457
Weighted-average Number of Equity Shares for computing diluted EPS	(d=b+c)	10,26,54,674	10,27,76,282
Basic EPS -[In ₹]	(a/b)	3.04	11.50
Diluted EPS -[In ₹]	(a/d)	3.04	11.46

NOTE 44 EVENT OCCURRING AFTER BALANCE SHEET

For the year ended 31st March 2019, the Board of Directors of the Company has recommended dividend of **₹ 0.25 per share** (Previous Year: ₹ 1.65 per share) to equity shareholders aggregating to **₹ 30.94 million** (Previous year: ₹ 204.05 million) including Dividend Distribution Tax.

NOTE 45 EMPLOYEE SHARE-BASED PAYMENT

Employee Stock Options Plan 2015 ("ESOP 2015")

On 7th January, 2016, 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 wholetime or not but excluding independent directors) of the Company, working in India . Each option when exercised would be converted into one Equity Share of ₹ 1/- (₹ One) each fully paid-up. As per the plan, all the options granted on any date shall vest not earlier than 1(one) year and not later than a maximum of 6 (six) years from the date of grant of options. These options do not carry rights to dividends or voting rights till the date of exercise. The Shares issued upon exercise of Options shall be freely transferable and shall not be subject to any lock-in period restriction after such exercise, except as required by SEBI Regulations.

Salient features of the plan-ESOP 2015 are as given below:

Particulars	Tranche I	Tranche II	Tranche III	Tranche IV
Number of Options	410000	775000	485000	38000
Vesting Plan	Graded Vesting -25% every year	Graded Vesting -25% every year	Graded Vesting -25% every year	Graded Vesting -25% every year
Exercise Period	5 years from the date of vesting	5 years from the date of vesting	5 years from the date of vesting	5 years from the date of vesting
Grant Date	9/Mar/16	10/Nov/16	4/Jan/18	9/Aug/18
Condition	Corporate Performance matrix as per Plan	Corporate Performance matrix as per Plan	Corporate Performance matrix as per Plan	Corporate Performance matrix as per Plan
Exercise Price (₹ per share)	100	100	200	200
Fair Value on the date of Grant of Options (₹ per share)	85.65	79.85	147.51	43.57
Mode of Settlement	Equity	Equity	Equity	Equity

Under ESOP 2015, so far the Company has granted **1708000 options** (Previous Year: 1670000 options) to its eligible employees, out of which so far **1354250 options** (Previous Year: 70000 options) has been cancelled/lapsed.

NOTE 45 EMPLOYEE SHARE-BASED PAYMENT (contd.)

Movement of options granted along with weighted average exercise price is as given below :

Particulars	As at 31-03-2019		As at 31-03-2018	
	Stock Options (Numbers)	Weighted-Average Exercise Price (In ₹)	Stock Options (Numbers)	Weighted-Average Exercise Price (In ₹)
Outstanding at the beginning of the year	1333500	136.89	1145000	100.00
Granted during the year	38,000	200.00	485000	200.00
Cancelled/Forfeited during the year	1284250	140.72	30000	100.00
Exercised during the year	87250	100.00	266500	100.00
Outstanding at the end of the year	-	-	1333500	136.89
Exercisable at the end of the year	-	-	31000	100.00

The weighted average share price during the year of exercise was ₹ **148.38 per share** (Previous Year: ₹ 243.01 per share) and weighted average remaining contractual life of the options for the share options outstanding as at 31st March 2019 is **Nil** (Previous Year: 8.10 years).

Fair Valuation:

The fair value at grant date of stock option granted during the year ended 31st March 2019 was ₹ 43.57 per grant (Previous Year: ₹ 147.51 per grant). The fair value has been carried out by an independent valuer by applying Black-Scholes Model. The key assumptions used in the Black Scholes model for calculating the fair value as on the date of grant are as given below:

Particulars	Year ended 31-03-2019 Tranche IV	Year ended 31-03-2018 Tranche III
Number of Option granted	38,000	4,85,000
Share price on grant date	136.10	266.15
Options grant date	09-Aug-18	04-Jan-18
Exercise Price (₹)	200.00	200.00
Risk-Free Interest Rate (%)	7.83	7.23
Life of Options granted	5.01	5.41
Expected Volatility	41.95	41.62
Expected Dividend Yield (%)	1.21	0.58

The expected dividend is based on last year data and is not necessarily indicative. The expected volatility was determined based on the historical share price volatility over the past period depending on the life of the options granted which is indicative of future period and which may not necessarily be the actual price.

Effect of employee share-based payment transactions on profit or loss for the year and on financial position:

For the year ended 31st March 2019 the Company recognises total expenses (Net of reversals for options cancelled/lapsed) of ₹ **Nil** (Previous Year: ₹ 40.83 million) related to equity settled share based transactions. During the year, the Company allotted 87250 (Previous Year: 266500) fully paid-up equity shares of ₹**1/-** each of the Company on exercise of equity settled options for which the Company has realised ₹ **8.73 million** (Previous Year: ₹ 26.65 million) as exercise price.

(₹ in million)

Particulars	Year ended 31-03-2019	Year ended 31-03-2018
Total Carrying amount	-	47.19

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended 31st March 2019

NOTE 46 SEGMENT REPORTING

(A) Business segment

(₹ in million)

Reportable Segments	Year ended 31-03-2019				Year ended 31-03-2018			
	Engineering Products	Polymer Products	Infrastructure Projects	Total	Engineering Products	Polymer Products	Infrastructure Projects	Total
(a) Segment Revenue -Gross								
Revenue From Operation (Gross)	16,452.20	1,598.22	658.27	18,708.69	18,071.89	2,148.93	855.36	21,076.18
(b) Segment Results	1,720.35	(27.79)	26.04	1,718.60	2,647.88	150.93	108.06	2,906.87
Unallocated Corporate income / (expenses) (net of expense / income)				(283.80)				(331.98)
Operating Profit				1,434.80				2,574.89
Interest Expenses				1,015.93				784.45
Interest Income				10.97				13.45
Profit Before Tax				429.84				1,803.89
Less: Taxes				117.72				626.27
Profit After Tax				312.12				1,177.62

(c) Other Information

(₹ in million)

Reportable Segments	As at 31-03-2019		As at 31-03-2018	
	Segment Assets	Segment Liabilities	Segment Assets	Segment Liabilities
Engineering	13,364.42	3,681.99	13,385.43	4,748.62
Polymer	2,147.13	225.75	2,748.96	390.32
Infrastructure	658.77	312.02	953.85	205.65
Unallocated	357.87	591.65	347.06	746.01
Total	16,528.19	4,811.41	17,435.30	6,090.60

(₹ in million)

Reportable Segments	Year ended 31-03-2019		Year ended 31-03-2018	
	Capital Expenditure	Depreciation & Amortisation	Capital Expenditure	Depreciation & Amortisation
Engineering	349.86	270.15	392.53	349.82
Polymer	41.95	84.26	162.81	85.56
Infrastructure	4.22	12.50	28.89	12.46
Unallocated	17.09	11.79	29.30	11.22
Total	413.12	378.70	613.53	459.06

(B) Geographical Segment

The Company operates in Geographical Segment as given below;

(a) Revenue from Operations

(₹ in million)

Particulars	Year ended 31-03-2019	Year ended 31-03-2018
Within India	16,010.48	16,685.59
Outside India	2,698.21	4,390.59
	18,708.69	21,076.18

(b) Non-Current Assets @

(₹ in million)

Particulars	Year ended 31-03-2019	Year ended 31-03-2018
Within India	5,343.43	5,262.60
Outside India	-	-
	5,343.43	5,262.60

@ Non-current assets exclude financial instruments, deferred tax assets and employee benefit assets.

(C) Information about major customers

Total amount of revenues from customers (each exceeding 10% of total revenues of the Company) is ₹ 5,886.53 million (Previous Year: ₹ 6,513.37 million) reported under engineering & infrastructure segment.

During the year there is no revenue from a single export customers, which is more than 10% of the Company's total revenue.

NOTE 46 SEGMENT REPORTING (contd.)

(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, 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.

(E) Based on Timing of Revenue (₹ in million)

Particulars	Year ended 31-03-2019
At a Point in Time	18,050.42
Over Time	658.27
Total	**18,708.69**

(F) **Performance obligation at a point in time:** Upon delivery/shipment as per the terms of contract.

(G) The contracts does not have any financing component.

NOTE 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	-Wholetime Director	
(c)	Mr. Devesh Bansal	-Wholetime Director	
(d)	Mr. Siddharth Bansal	-Wholetime Director	
(e)	Mr. Amit Kiran Deb	-Independent Director	
(f)	Mr. Manindra Nath Banerjee	-Independent Director	ceased w.e.f. 05.06.2018
(g)	Mr. Joginder Pal Dua	-Independent Director	
(h)	Mrs. Mamta Binani	-Independent Director	
(i)	Mr. Ashok Bhandari	-Independent Director	
(j)	Mr. Pramod Kumar Shah	-Independent Director	appointed w.e.f. 30.09.2018
(k)	Mr. Yash Pall Jain	-Wholetime 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) Sheo Bai Bansal Charitable Trust
(m) Skipper Foundation

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended 31st March 2019

NOTE 47 RELATED PARTY DISCLOSURES (contd.)

(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. Rashmi 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)

	2018-19 In relation to item				2017-18 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	18.00	-	-	-	48.00	-	-	-
Mr. Sharan Bansal	9.00	-	-	-	24.00	-	-	-
Mr. Devesh Bansal	9.00	-	-	-	24.00	-	-	-
Mr. Siddharth Bansal	9.00	-	-	-	24.00	-	-	-
Mr. Yash Pall Jain	4.50	-	-	-	2.28	-	-	-
(b) Rent Paid/Provided								
Mr. Sajan Kumar Bansal	0.36	-	-	-	0.36	-	-	-
Skipper Realties Limited	-	5.41	-	-	-	1.92	-	-
Suviksit Investments Limited	-	1.02	-	-	-	1.08	-	-
Skipper Polypipes Private Limited	-	2.08	-	-	-	-	-	-
Skipper Telelink Limited	-	4.69	-	-	-	0.85	-	-
Mrs. Sumedha Bansal	-	-	0.31	-	-	-	0.31	-
(c) Commission provided								
Mr. Amit Kiran Deb	-	-	-	-	0.10	-	-	-
Mr. Manindra Nath Banerjee	-	-	-	-	0.10	-	-	-
Mr. Joginder Pal Dua	-	-	-	-	0.10	-	-	-
Mrs. Mamta Binani	-	-	-	-	0.10	-	-	-
Mr. Ashok Bhandari	-	-	-	-	0.10	-	-	-
(d) Interest Paid/Provided								
Mr. Sajan Kumar Bansal	3.89	-	-	-	3.40	-	-	-
Mr. Sharan Bansal	0.63	-	-	-	1.36	-	-	-
Mr. Devesh Bansal	0.47	-	-	-	1.44	-	-	-
Mr. Siddharth Bansal	1.74	-	-	-	2.83	-	-	-
Skipper Plastics Limited	-	14.06	-	-	-	6.84	-	-
Ventex Trade Private Limited	-	2.81	-	-	-	1.94	-	-
Skipper Realties Limited	-	-	-	-	-	0.02	-	-
Suviksit Investments Limited	-	-	-	-	-	0.08	-	-
Skipper Polypipes Private Limited	-	-	-	-	-	0.47	-	-
Skipper Telelink Limited	-	-	-	-	-	0.01	-	-
Vaibhav Metals Private Limited	-	-	-	-	-	0.01	-	-
Aakriti Alloys Private Limited	-	-	-	-	-	0.21	-	-
Samriddhi Ferrous Private Limited	-	-	-	-	-	0.16	-	-
Utsav Ispat Private Limited	-	-	-	-	-	0.02	-	-
Skipper Pipes Limited	-	-	-	-	-	0.07	-	-
(e) Sitting Fees paid/provided								
Mr. Amit Kiran Deb	0.33	-	-	-	0.24	-	-	-
Mr. Manindra Nath Banerjee	0.12	-	-	-	0.25	-	-	-
Mr. Joginder Pal Dua	0.16	-	-	-	0.18	-	-	-
Mrs. Mamta Binani	0.23	-	-	-	0.16	-	-	-

NOTE 47 RELATED PARTY DISCLOSURES (contd.)

(₹ in million)

	2018-19 In relation to item				2017-18 In relation to item			
	A(1)	A(2)	A(3)	A(4)	A(1)	A(2)	A(3)	A(4)
Mr. Ashok Bhandari	0.27	-	-	-	0.05	-	-	-
Mr. Pramod Kumar Shah	0.08	-	-	-	-	-	-	-
(f) Donation given for CSR Purpose								
Sheo Bai Bansal Charitable Trust	-	1.50	-	-	-	1.10	-	-
Skipper Foundation	-	22.58	-	-	-	11.50	-	-
(g) Loan taken								
Mr. Sajan Kumar Bansal	70.20	-	-	-	107.27	-	-	-
Mr. Sharan Bansal	13.50	-	-	-	21.00	-	-	-
Mr. Devesh Bansal	23.20	-	-	-	12.50	-	-	-
Mr. Siddharth Bansal	28.20	-	-	-	27.20	-	-	-
Skipper Plastics Limited	-	286.00	-	-	-	51.80	-	-
Ventex Trade Private Limited	-	49.13	-	-	-	32.30	-	-
Skipper Realties Limited	-	-	-	-	-	1.50	-	-
Vaibhav Metals Private Limited	-	-	-	-	-	0.30	-	-
Aakriti Alloys Private Limited	-	-	-	-	-	6.41	-	-
Samriddhi Ferrous Private Limited	-	-	-	-	-	4.62	-	-
Utsav Ispat Private Limited	-	-	-	-	-	0.65	-	-
Skipper Pipes Limited	-	-	-	-	-	3.60	-	-
(h) Loan Refunded								
Mr. Sajan Kumar Bansal	109.96	-	-	-	66.50	-	-	-
Mr. Sharan Bansal	27.27	-	-	-	22.73	-	-	-
Mr. Devesh Bansal	30.47	-	-	-	21.15	-	-	-
Mr. Siddharth Bansal	67.39	-	-	-	15.40	-	-	-
Skipper Plastics Limited	-	7.75	-	-	-	181.41	-	-
Ventex Trade Private Limited	-	29.15	-	-	-	50.40	-	-
Skipper Realties Limited	-	-	-	-	-	1.50	-	-
Suviksit Investments Limited	-	-	-	-	-	1.05		-
Skipper Polypipes Private Limited	-	-	-	-	-	30.80	-	-
Skipper Telelink Limited	-	-	-	-	-	0.24	-	-
Vaibhav Metals Private Limited	-	-	-	-	-	0.30	-	-
Aakriti Alloys Private Limited	-	-	-	-	-	6.41	-	-
Samriddhi Ferrous Private Limited	-	-	-	-	-	4.62	-	-
Utsav Ispat Private Limited	-	-	-	-	-	0.65	-	-
Skipper Pipes Limited	-	-	-	-	-	3.60	-	-
(i) Investments made								
Skipper-Metzer India LLP	-	-	-	89.43	-	-	-	-
(j) Sales of Goods								
Skipper-Metzer India LLP	-	-	-	12.17	-	-	-	-
Skipper Realties Limited	-	19.55	-	-	-	-	-	-
(k) Payment received against sale of goods								
Skipper-Metzer India LLP	-	-	-	6.77	-	-	-	-
Skipper Realties Limited	-	19.55	-	-	-	-	-	-
(l) Sale of Assets								
Skipper-Metzer India LLP	-	-	-	12.65	-	-	-	-
(m) Amount paid on behalf of related party and Reimbursement received								
Skipper-Metzer India LLP	-	-	-	35.51	-	-	-	-
Skipper Realties Limited	-	1.23	-	-	-	-	-	-

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended 31st March 2019

NOTE 47 RELATED PARTY DISCLOSURES (contd.)

(₹ in million)

C. Balance Outstanding as at the balance sheet date

	2018-19 In relation to item				2017-18 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	16.14	-	-	-	55.90	-	-	-
Mr. Sharan Bansal	-	-	-	-	13.77	-	-	-
Mr. Devesh Bansal	-	-	-	-	7.27	-	-	-
Mr. Siddharth Bansal	-	-	-	-	39.19	-	-	-
Skipper Plastics Limited	-	278.25	-	-	-	-	-	-
Ventex Trade Private Limited	-	19.98	-	-	-	-	-	-
(b) Remuneration (Net of TDS)-Other Current Liabilities								
Mr. Sajan Kumar Bansal	-	-	-	-	1.50	-	-	-
Mr. Sharan Bansal	-	-	-	-	0.75	-	-	-
Mr. Devesh Bansal	-	-	-	-	0.75	-	-	-
Mr. Siddharth Bansal	-	-	-	-	0.55	-	-	-
Mr. Yash Pall Jain	-	-	-	-	0.41	-	-	-
(c) Commission (Net of TDS) - "Trade Payable"								
Mr. Amit Kiran Deb	-	-	-	-	0.10	-	-	-
Mr. Manindra Nath Banerjee	-	-	-	-	0.10	-	-	-
Mr. Joginder Pal Dua	-	-	-	-	0.10	-	-	-
Mrs. Mamta Binani	-	-	-	-	0.10	-	-	-
Mr. Ashok Bhandari	-	-	-	-	0.10	-	-	-
(d) Sale of Goods-"Trade Receivables"								
Skipper-Metzer India LLP	-	-	-	5.40	-	-	-	-
(e) Sale of Assets-"Trade Receivables"								
Skipper-Metzer India LLP	-	-	-	12.65	-	-	-	-

47.1 Remuneration paid to directors represents short-term employee benefits and does not includes any long-term employee benefits post retirement.

NOTE 48 FAIR VALUATION OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES (NON-CURRENT AND CURRENT)

(A) Classification of Financial Assets and Financial Liabilities

(₹ in million)

Particulars	As at 31-03-2019			As at 31-03-2018		
	FVTPL	FVOCI	Amortized Cost	FVTPL	FVOCI	Amortized Cost
Financial Assets						
Trade Receivables	-	-	4,942.92	-	-	5,164.37
Cash and Cash Equivalents	-	-	6.30	-	-	8.04
Other Bank balances	-	-	102.24	-	-	167.79
Loans	-	-	32.95	-	-	44.23
Other Financial Assets	-	-	0.27	-	-	2.66
Total	-	-	5,084.68	-	-	5,387.09
Financial Liabilities						
Borrowings	-	-	5,230.54	-	-	4,971.95
Trade Payables	-	-	3,513.81	-	-	4,903.23
Others Financial Liabilities	-	-	33.18	-	-	45.47
MTM Loss on Forward Contract (Derivative Liability)	24.86	-	-	8.23	-	-
Total	24.86	-	8,777.53	8.23	-	9,920.65

NOTE 48 FAIR VALUATION OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES (NON-CURRENT AND CURRENT) (contd.)

(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 Vale Through Statement of Profit & Loss (₹ in million)

	As at 31-03-2019				As at 31-03-2018			
	Carrying Amount	Level 1	Level 2	Level 3	Carrying Amount	Level 1	Level 2	Level 3
Financial Liabilities								
MTM Loss on Forward Contract (Derivative Liability)	24.86	-	24.86	-	8.23	-	8.23	-
Total	**24.86**	**-**	**24.86**	**-**	**8.23**	**-**	**8.23**	**-**

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 2019 and 31st March 2018.

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.

NOTE 49 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

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended 31st March 2019

NOTE 49 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (contd.)

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 31-03-2019		As at 31-03-2018	
	Foreign Currency (in million)	INR Value (₹ in million)	Foreign Currency (in million)	INR Value (₹ in million)
Financial Liabilities				
Trade Payables				
USD	0.29	20.15	0.72	46.62
Bills Payable				
EUR	-	-	0.03	2.72
USD	0.57	39.54	6.33	410.88
Foreign Currency Term Loans				
USD	5.40	373.55	6.13	397.96
Buyers Credit Loan				
EUR	-	-	0.18	14.55
USD	-	-	5.15	334.42
Net Exposure in foreign currency Receivables / (Payable)				
EUR	-	-	(0.21)	(17.27)
USD	(6.26)	(433.24)	(18.33)	(1,189.88)

(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)

Currency	Changes in exchange rate	Year ended 31-03-2019		Year ended 31-03-2018	
		Increase /(decrease) in		Increase /(decrease) in	
		Profit Before Tax	Other Equity	Profit Before Tax	Other Equity
USD	+5%	(21.66)	(13.85)	(59.49)	(38.88)
	-5%	21.66	13.85	59.49	38.88
EUR	+5%	-	-	(0.86)	(0.56)
	-5%	-	-	0.86	0.56

(iii) Derivative Financial Instruments

Outstanding position and fair value of various derivative financial instruments (Non designated as Cash Flow hedge) is given below :

Particulars	As at 31-03-2019		As at 31-03-2018	
	Foreign Currency (in million)	INR Value (₹ in million)	Foreign Currency (in million)	INR Value (₹ in million)
Forward Contract to Sell:				
USD	36.82	2,632.09	34.92	2,332.67
Mark to Mark Gain/(Loss) on Forward Contract to Sell				
USD		(24.86)		(6.45)
Forward Contract to Buy:				
USD	-	-	1.87	122.23
Mark to Mark Gain/(Loss) on Forward Contract to Buy				
USD		-		(1.78)

NOTE 49 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (contd.)

(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 no. 17.9 & 21.2 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 31-03-2019		Year ended 31-03-2018	
		Increase /(decrease) in		Increase /(decrease) in	
		Profit Before Tax	Other Equity	Profit Before Tax	Other Equity
Interest rate	+50 bps	(34.25)	(21.90)	(11.75)	(7.68)
	-50 bps	34.25	21.90	11.75	7.68

(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 available liquidity: (₹ in million)

Particulars	As at 31-03-2019	As at 31-03-2018
Cash & Cash Equivalent	6.30	8.04
Availability under Committed credit facility	1,116.64	1,303.31

Undrawn limit has been calculated based on eligible drawing power at each reporting date less actual utilisation.

(b) Maturity Analysis

(i) The following are the remaining contractual maturities of financial liabilities as at 31st March 2019 (₹ 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	3,590.56	445.08	1,194.90	-	5,230.54
Trade Payables	3,513.81	-	-	-	3,513.81
Others Financial Liabilities	33.18	-	-	-	33.18
	7,137.55	445.08	1,194.90	-	8,779.53
Derivative					
MTM Loss on Forward Contract	24.86	-	-	-	24.86
	24.86	-	-	-	24.86
Total	7,162.41	445.08	1,194.90	-	8,802.39

(ii) The following are the remaining contractual maturities of financial liabilities as at 31st March 2018 (₹ 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	3,305.31	432.05	1,168.96	65.63	4,971.95
Trade Payables	4,903.23	-	-	-	4,903.23
Others Financial Liabilities	45.47	-	-	-	45.47
	8,254.01	432.05	1,168.96	65.63	9,920.65
Derivative					
MTM Loss on Forward Contract	8.23	-	-	-	8.23
	8.23	-	-	-	8.23
Total	8,262.24	432.05	1,168.96	65.63	9,928.88

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended 31st March 2019

NOTE 49 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (contd.)

(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 on 31st March 2019 (₹ in million)

Particulars	Not Due	1 to 90 days	91 to 180 days	181 to 365 days	More than 365 days	Total
Gross Carrying Amount	2,594.35	1,673.12	454.62	79.51	154.96	4,956.56
Expected loss rate	0%	0.250%	0.750%	2.250%	2.750%	
Expected credit loss provision	-	4.18	3.41	1.79	4.26	13.64
Carrying Amount of Trade Receivables (Net of impairment)	2,594.35	1,668.94	451.21	77.72	150.70	4,942.92

(b) Summary of trade receivables and provision with ageing as on 31st March 2018 (₹ in million)

Particulars	Not Due	1 to 90 days	91 to 180 days	181 to 365 days	More than 365 days	Total
Gross Carrying Amount	3,098.54	1,653.46	217.31	125.20	80.66	5,175.17
Expected loss rate	0%	0.250%	0.750%	2.250%	2.750%	
Expected credit loss provision	-	4.13	1.63	2.82	2.22	10.80
Carrying Amount of Trade Receivables (Net of impairment)	3,098.54	1,649.33	215.68	122.38	78.44	5,164.37

(c) Reconciliation of Provision for Loss Allowance (₹ in million)

Particulars	As at 31-03-2019	As at 31-03-2018
Opening Balance	10.80	7.62
Add: Changes in Loss Allowance (Net)	2.84	3.18
Closing Balance	13.64	10.80

(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.

NOTE 50 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.

NOTE 50 CAPITAL MANAGEMENT (contd.)

For the purpose of calculation:

Debt = Non current borrowings + Current Borrowings + Current maturities of long term borrowings- Cash and Cash equivalent -Other Bank balances (excluding Unpaid Dividend Balance)

Equity = Equity Share capital + Other Equity

(₹ in million)

Particulars	As at 31-03-2019	As at 31-03-2018
Debt	5,122.90	4,798.56
Equity	6,486.24	6,372.74
Debt Equity ratio	0.79	0.75

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.

NOTE 51

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.

NOTE 52

During the year ended 31st March 2019, the Board of Directors of the Company at its meeting held on 31st October 2018 had considered and approved the Scheme of Arrangement between Skipper Limited ("Skipper") and Skipper Pipes Limited ("SPL") for Demerger of the "Polymer Products Division except Palashbari unit at Assam" of Skipper into SPL. This scheme was subsequently reconsidered by the Board in its meeting held on 22nd May 2019 and was withdrawn while considering the current scenario of the business segment.

NOTE 53

During the year ended 31st March 2019, the Company has shifted its manufacturing facilities located at Sikandrabad (U.P) and Medak (Telangana) by transfer of plant and machinery and other accessories to its Uluberia plant (West Bengal). The Company is also in process of shifting its manufacturing facility located at Ahmedabad (Gujarat) to Uluberia Plant (West Bengal). The above shifting are part of its cost reduction initiative. The said plants belongs to the polymer division of the Company and is based on asset light model wherein the land and building has been taken on lease and the plant and machineries belong to the Company.

NOTE 54

The previous period figures have been regrouped/rearranged wherever necessary, to confirm to the current period figures.

Significant Accounting Policies, Judgement & Key Estimates 1

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

As per our report annexed **For Singhi & Co.** *Chartered Accountants* Firm's Regn No.-302049E	**For and on behalf of the Board**	
PRADEEP KUMAR SINGHI *Partner* Membership No. 50773	SAJAN KUMAR BANSAL *Managing Director* DIN - 00063555	DEVESH BANSAL *Director* DIN - 00162513
Place: Kolkata Dated: 22nd May 2019	SANJAY KUMAR AGRAWAL *Chief Financial Officer*	MANISH AGARWAL *Company Secretary*

INDEPENDENT AUDITORS' 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 interest in joint venture (together referred to as the "Group"), comprising the consolidated Balance Sheet as at 31st March 2019, 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 Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India ,of the consolidated state of affairs of the Company and its interest in joint venture as at 31st March 2019, 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 'Auditors' Responsibilities for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Group 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 made 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:

The key audit matter	How the matter was addressed in our audit
1. **Accuracy and completeness of revenue recognized.** The Company has adopted Ind AS 115 'Revenue from contract with customer' effective 1st April 2018. The Company reported revenue of ₹18,708.69 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 the cost to complete.	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 operative effectiveness of the financial controls from the above through our test of control procedures. 2. Review the company's judgment in determining whether the performance obligation is satisfied at a point in time or over a period of time. 3. Tested a sample of sales transactions for compliance with the Company's accounting principles to assess the completeness and accuracy of revenue recorded. 4. 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. 5. We examined contracts with exceptions including contracts with low or negative margins, loss making contracts, etc to determine the level of provisioning.

The key audit matter	How the matter was addressed in our audit
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	6. 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. 7. Traced disclosure information to accounting records and other supporting documentation. **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 ₹ 5347.50 million as on 31st March 2019. 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 of the Company 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 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; including sample based physical verification. 3. Verifying for a sample of individual products that costs have been correctly recorded. 4. Comparing the net realisable value to the cost price of inventories to check for completeness of the associated provision. 5. Reviewing the historical accuracy of inventory provisioning and the level of inventory write-offs during the year. 6. Recomputing provisions recorded to verify that they are in line with the Company's policy. **Our Observation:** Based on the audit procedures performed we did not identify any material exceptions in the Inventory valuation.
3. **Contingent Liabilities disclosed with regard to certain legal and tax matter.** Refer note no 37, 37.3 and 37.4 to the consolidated financial statements, As at 31st March 2019, the Group has disclosed contingent liabilities toward various legal & tax matter. There are many cases related to indirect tax, entry tax and other matter. This is key audit matter, as evaluation of these matters requires management judgments and estimation, interpretation of laws and regulation and application of relevant judicial precedent to determine the probability of outflow of economic resources and disclosure as contingent liabilities.	We addressed the Key Audit Matter as follows :- 1. Reviewing the orders and other communication from the regulatory authorities and management response thereto; 2. Reviewing management experts legal advice and opinion as applicable, as obtained by the management of the Company. 3. Using our experts for assistance in evaluating certain significant indirect tax matter including entry tax. **Our Observation:** Based on the above procedure performed, we did not identify any material exceptions in the disclosure of contingent liabilities in the consolidated financial statements.

Information Other than the Financial Statements and Auditors' 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 auditors' 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 be 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 including its interest in joint venture in accordance 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 Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of consolidated financial statements. The Board of Directors of the Company and of its joint venture are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and its joint venture respectively and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgements 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have 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 management of the Company and of its joint venture is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so. Those charged with governance are also responsible for overseeing the Group's financial reporting process.

Auditors' Responsibility

8. 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 auditors' 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.

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

   - 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.

   - 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.

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

   - 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 Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' 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 auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the 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.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone 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 financial statements.

10. 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.

11. 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 31st March 2019 and are therefore the key audit matters. We describe these matters in our auditors' 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

12. As required by Section 143(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 records.

    (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 31st March 2019 taken on record by the Board of Directors of the Company incorporated in India, none of the directors of the company incorporated in India is disqualified as on 31st March 2019 from being appointed as a director in terms of Section 164 (2) of the Act.

    (f) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Company and jointly controlled entity incorporated in India and the operating effectiveness of such controls, refer to our separate Report in Annexure A.

    (g) 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 31st March 2019 on the consolidated financial position of the Group – Refer Note 37 to the consolidated financial statements.

    ii. The Group did not have any long-term contracts including derivative contracts as at 31st March 2019 for which there were material foreseeable losses.

    iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31st March 2019.

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

(Pradeep Kumar Singhi)
Partner
Membership No. 50773

Place: Kolkata
Date: 22nd May 2019

ANNEXURE - A TO THE INDEPENDENT AUDITORS' REPORT

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

We have audited the internal financial controls with reference to financial statement of SKIPPER LIMITED ("the Company") as of 31st March 2019 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The respective Company's management is responsible for establishing and maintaining internal financial controls 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 ('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.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statement 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 with reference to consolidated financial statement 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 statement and their operating effectiveness. Our audit of internal financial controls with reference to financial statement included obtaining an understanding of internal financial controls over financial reporting with reference to financial statement, 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 auditors' 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 over financial reporting with reference to financial statement.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting 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 over financial reporting with reference to consolidated financial statement 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 statement, 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 statement to future periods are subject to the risk that the internal financial control over financial reporting may become 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 over financial reporting with reference to consolidated financial statement and such internal financial controls over financial reporting with reference to consolidated financial statement were operating effectively as at 31st March 2019, 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

(Pradeep Kumar Singhi)
Partner
Membership No. 50773

Place: Kolkata
Date: 22nd May 2019

CONSOLIDATED BALANCE SHEET as at 31st March 2019

(₹ in million)

Particulars	Note no.	As at 31-03-2019	
ASSETS			
NON-CURRENT ASSETS			
Property, Plant and Equipment	2	5,134.06	
Capital Work-In-Progress		84.49	
Other Intangible Assets	2	10.74	
Investments accounted for using the equity method	3	89.27	
Financial Assets			
Loans	4	2.20	
Other Non Current Assets	5	22.51	5,343.27
CURRENT ASSETS			
Inventories	6	5,347.50	
Financial Assets			
Trade Receivables	7	4,942.92	
Cash and Cash Equivalents	8	6.30	
Bank balances other than cash & cash equivalent	9	102.24	
Loans	10	30.75	
Other Financial Assets	11	0.27	
Contract Assets	12	47.95	
Current Tax Assets (Net)	13	13.59	
Other Current Assets	14	693.24	11,184.76
TOTAL:			**16,528.03**
EQUITY AND LIABILITIES			
EQUITY			
Equity Share capital	15	102.67	
Other Equity	16	6,383.41	6,486.08
LIABILITIES			
NON-CURRENT LIABILITIES			
Financial Liabilities			
Borrowings	17	1,639.98	
Provisions	18	47.83	
Deferred Tax Liabilities (Net)	19	563.18	
Other Non-Current Liabilities	20	15.18	2,266.17
CURRENT LIABILITIES			
Financial Liabilities			
Borrowings	21	3,133.36	
Trade Payables	22		
Total Outstanding Dues of Micro Enterprises and Small Enterprises		16.87	
Total Outstanding Dues of Creditor other than Micro enterprises and Small enterprises		3,496.94	
Other Financial Liabilities	23	515.24	
Contract Liabilities	24	386.46	
Other Current Liabilities	25	225.25	
Provisions	26	1.66	
Current Tax Liabilities (Net)	27	-	7,775.78
TOTAL:			**16,528.03**

Significant Accounting Policies, Judgements, Key Estimates & Basis of Consolidation 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

For and on behalf of the Board

PRADEEP KUMAR SINGHI
Partner
Membership No. 50773

SAJAN KUMAR BANSAL
Managing Director
DIN - 00063555

DEVESH BANSAL
Director
DIN - 00162513

Place: Kolkata
Dated: 22nd May 2019

SANJAY KUMAR AGRAWAL
Chief Financial Officer

MANISH AGARWAL
Company Secretary

CONSOLIDATED STATEMENT OF PROFIT & LOSS for the year ended 31st March 2019

(₹ in million)

Particulars	Note no.	Year ended 31-03-2019
A. Income		
Revenue From Operations	28	18,708.69
Other Income	29	13.66
Total Income		**18,722.35**
B. Expenditure		
Cost of Materials Consumed	30	12,545.39
Excise Duty		-
Change in Stock of Finished Goods & Work-In-Progress	31	94.87
Employee Benefit Expense	32	816.88
Finance Costs	33	1,015.93
Depreciation & Amortisation Expenses	2	378.70
Other Expenses	34	3,440.74
Total Expenditure		**18,292.51**
C. Profit/(loss) before share of profit/(loss) of a joint venture and exceptional items	A-B	429.84
D. Share of profit/(loss) of a joint venture	54	(0.16)
E. Profit/(loss) before exceptional items	C+D	429.68
F. Exceptional Items		-
G. Profit Before Tax	E-F	429.68
H. Tax Expense	35	
Current Tax		131.93
MAT Credit entitlement for earlier years		(21.57)
Tax adjustments for earlier years		(15.65)
Deferred Tax	19	23.01
Total Tax Expense		**117.72**
I. Profit After Tax	G-H	311.96
J. Other Comprehensive Income	36	
Items that will not be reclassified to profit or loss		4.71
Income tax relating to items that will not be reclassified to profit or loss	19	(1.64)
Total Other Comprehensive Income		**3.07**
K. Total Comprehensive Income	I+J	**315.03**
L. Earning Per Share	43	
Basic Earning Per Share of ₹ 1 each		3.04
Diluted Earning Per Share of ₹ 1 each		3.04

Significant Accounting Policies, Judgements, Key Estimates & Basis of Consolidation 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

For and on behalf of the Board

PRADEEP KUMAR SINGHI
Partner
Membership No. 50773

SAJAN KUMAR BANSAL
Managing Director
DIN - 00063555

DEVESH BANSAL
Director
DIN - 00162513

Place: Kolkata
Dated: 22nd May 2019

SANJAY KUMAR AGRAWAL
Chief Financial Officer

MANISH AGARWAL
Company Secretary

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY for the year ended 31st March 2019

A. EQUITY SHARE CAPITAL

(₹ in million)

Particulars	Year ended 31-03-2019
Opening	102.58
Changes in Equity Share Capital during the year	0.09
Closing	102.67

B. OTHER EQUITY

(₹ in million)

Particulars	Attributable to owners of the Company					
	Securities Premium	Share Options Outstanding Account	General Reserve	Retained Earnings	Item of other Comprehensive Income Re-Measurement of defined benefit plans	Total
Balance at 01-04-2018 (a)	1,158.65	47.19	400.00	4,664.32	-	6,270.16
Profit for the year (b)	-	-	-	311.96	-	311.96
Re-Measurement income/(loss) on defined benefit plans, net of tax (c)	-	-	-	-	3.07	3.07
Total Comprehensive Income/(Loss) for the year (d)= (b+c)	-	-	-	311.96	3.07	315.03
Adjustment on account of Transition to Ind AS 115 as on 01-04-2018 (Refer note 28.1) (e)	-	-	-	(6.21)	-	(6.21)
Dividends (includes dividend Distribution Tax) (f)	-	-	-	(204.23)	-	(204.23)
Employee Stock Option-Compensation (Net of Unvested Option Lapsed/Cancelled) for the year (g)	-	-	-	-	-	-
Employee Stock Option- Transfer to general reserve for lapsed/cancelled unvested option (h)		(39.76)	39.76			-
Employee Stock Option- Exercised (i)	16.09	(7.43)	-	-	-	8.66
Transfer of OCI-Remeasurement to Retained earning (j)	-	-	-	3.07	(3.07)	-
Total Changes (k)=(d+e+f+g+h+i+j)	16.09	(47.19)	39.76	104.59	-	113.25
Balance at 31-03-2019 (l)=(a+k)	1,174.74	-	439.76	4,768.91	-	6,383.41

Significant Accounting Policies, Judgements, Key Estimates & Basis of Consolidation 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

PRADEEP KUMAR SINGHI
Partner
Membership No. 50773

Place: Kolkata
Dated: 22nd May 2019

For and on behalf of the Board

SAJAN KUMAR BANSAL
Managing Director
DIN - 00063555

DEVESH BANSAL
Director
DIN - 00162513

SANJAY KUMAR AGRAWAL
Chief Financial Officer

MANISH AGARWAL
Company Secretary

CONSOLIDATED CASH FLOW STATEMENT for the year ended 31st March 2019

(₹ in million)

	Particulars		Year ended 31-03-2019
A	CASH FLOW FROM OPERATING ACTIVITIES		
	Profit before Tax		429.68
	Adjustment for		
	Depreciation		378.70
	(Profit)/Loss on Sale of Fixed Assets		7.84
	Unrealised Foreign Exchange Fluctuations		(17.12)
	Fair Value movement (Gain)/Loss in Derivative Instruments		16.64
	Share of loss of a Joint Venture		0.16
	Provision for allowances under expected credit loss		2.84
	Irrecoverable Debts/Advances Written Off (net)		8.57
	Finance Costs		1,015.93
	Interest Received on Fixed Deposits		(10.97)
	Operating profit before Working Capital Changes		1,832.27
	Changes in Working Capital		
	(Increase)/decrease in Trade Receivables		200.90
	(Increase)/decrease in Inventories		275.23
	(Increase)/decrease in Other Financial Assets & Other Assets		498.15
	(Increase)/decrease in Contract Assets		(54.16)
	Increase/(decrease) in Trade Payables		(1,386.85)
	Increase/(decrease) in Other Financial Liabilities & Other Liabilities		(127.95)
	Increase/(decrease) in Contract Liabilities		386.46
	Cash Generated from Operations		1,624.05
	Direct taxes paid		(282.62)
	NET CASH GENERATED /(USED IN) OPERATING ACTIVITIES	A	1,341.43
B	CASH FLOW FROM INVESTING ACTIVITIES		
	Purchase of Fixed Assets		(420.65)
	Sale proceeds of Fixed Assets		21.74
	Investment in Joint Venture		(89.43)
	Increase/(decrease) in Fixed Deposits		65.61
	Interest income on Fixed Deposits		13.36
	NET CASH GENERATED /(USED IN) INVESTING ACTIVITIES	B	(409.37)
C	CASH FLOW FROM FINANCING ACTIVITIES		
	Interest Paid		(1,011.61)
	Dividend paid including dividend distribution tax		(204.18)
	Proceeds from Long-Term Borrowings		441.26
	Repayment of Long-Term Borrowings		(359.29)
	Proceeds From Issue of Equity Shares under ESOP		8.73
	Increase/(decrease) in Short-Term Borrowings		191.29
	NET CASH GENERATED /(USED IN) FINANCING ACTIVITIES	C	(933.80)
	NET INCREASE/(DECREASE) IN CASH & CASH EQUIVALENTS	A+B+C	(1.74)
	ADD: OPENING CASH & CASH EQUIVALENTS		8.04
			6.30
	CLOSING CASH & CASH EQUIVALENTS		6.30

Notes:

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

2 The 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 31-03-2019		
	Long-Term Borrowings	Short-Term Borrowings	Finance Costs
Opening Balance	2,025.26	2,946.69	2.27
Cash Flow Changes (Net)	81.97	191.29	-
Non-Cash Flow Changes			
Fair Value Changes	9.03	-	(5.91)
Forex movement	(19.08)	(4.62)	-
Interest Expense	-	-	1,015.93
Interest Paid	-	-	(1,011.61)
Closing Balance	**2,097.18**	**3,133.36**	**0.68**

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

PRADEEP KUMAR SINGHI
Partner
Membership No. 50773

Place: Kolkata
Dated: 22nd May 2019

For and on behalf of the Board

SAJAN KUMAR BANSAL
Managing Director
DIN - 00063555

DEVESH BANSAL
Director
DIN - 00162513

SANJAY KUMAR AGRAWAL
Chief Financial Officer

MANISH AGARWAL
Company Secretary

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2019

NOTE 1 SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS & KEY ESTIMATES

CORPORATE OVERVIEW:

Skipper Limited ("the Group") 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, 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 Group".

The consolidated financial statements of the Group for the year ended 31st March 2019 has been approved by the Board of Directors in their meeting held on 22nd May 2019.

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 (as amended), guidelines issued by the Securities and Exchange Board of India (SEBI), 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. The Group has applied the following Indian accounting standards and its amendment for the first time for annual reporting period commencing 1st April 2018.

i) Ind AS 115, Revenue from Contracts with customers

ii) Amendment to Ind AS 20, Accounting for Government Grant and Disclosure of Government Assistance.

iii) Appendix B, Foreign currency transactions and Advance consideration to Under Ind AS 21, The Effects of change in Foreign Currency Rate

iv) Amendment to Ind AS 12, Income Taxes

v) Amendment to Ind AS 40, Investment Property

vi) Amendment to Ind AS 28, Investment in Associate and Joint Ventures and Ind AS 112, Disclosure of Interest in Other Entities.

The Group had to change its accounting policies following the adoption of Ind AS 115. Most of the other 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.

b) Basis of Measurement

The consolidated financial statements of the Group 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

c) Functional and Presentation Currency

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

d) 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.

NOTE 1 SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS & KEY ESTIMATES (contd.)

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 Group 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 Group'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 54.

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 Group's share of net assets of the joint venture since the acquisition date and the Group'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 Group's share of losses in an equity accounted investment equals or exceeds its interest in the entity, the Group 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 Group 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 Group 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.

If the ownership interest in a joint venture or an associate 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 Group'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.

e) 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 Group 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 Group. 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 Group exercises judgment in determining whether the performance obligation is satisfied at a point in time or over a period of time.

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.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2019

NOTE 1 SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS & KEY ESTIMATES (contd.)

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 Group 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 Group 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.

v) Impairment of financial assets

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

vi) Share-based payments

The Group 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. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 45.

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 Group'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 Group 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.

NOTE 1 SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS & KEY ESTIMATES (contd.)

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.

e) **Classification of Assets and Liabilities into Current/Non-Current**
All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013, as given below.

The Group 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 Group 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.

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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2019

NOTE 1 SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS & KEY ESTIMATES (contd.)

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.

MAT Credit is recognized as an asset only when and to the extent there is convincing evidence that the Group 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 Group reviews the same at each Balance Sheet date and writes down the carrying amount of MAT entitlement to the extent there is no longer convincing evidence to the effect that Group 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 Group has revalued land at fair value as deemed cost and considered other assets at Ind AS Cost.

v) The Group had opted for accounting the exchange differences arising on reporting of long term foreign currency monetary items in line with Companies (Accounting Standards) Amendment Rules 2009 relating to Accounting Standard-11 notified by Government of India on 31st March 2009 (as amended on 29th December 2011), which will be continued in accordance with Ind-AS 101 for all pre-existing long term foreign currency monetary items as at 31st March 2017. Accordingly, exchange differences relating to long term monetary items, arising during the year, in so far as they relate to the acquisition of fixed assets, are adjusted in the carrying amount of such assets.

vi) 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.

vii) 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 Group 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.

NOTE 1 SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS & KEY ESTIMATES (contd.)

viii) 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.

ix) The Group 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.

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

The determination of whether an agreement is, or contains, a lease is based on the substance of the agreement at the date of inception.

a) Finance Lease

i) Lease where the Group has substantially transferred all the risks and rewards of ownership of the related assets are classified as finance leases. Assets under finance leases are capitalised at lower of the fair value or the present value of Minimum lease payments at the inception of the lease term and disclosed as leased assets. Lease Payments under such leases are apportioned between the finance charges and reduction of the lease liability based on the implicit rate of return. Finance charges are charged directly to the consolidated statement of profit and loss.

ii) Assets given under finance lease (by the Group as a lessee) are recognised as a receivable at an amount equal to the net investment in the lease. Lease income is recognised over the period of the lease so as to yield a constant rate of return on the net investment in the lease. Lease rental receipts are apportioned between the finance income and capital repayment based on the implicit rate of return. Contingent rents are recognized as revenue in the period in which they are earned.

b) Operating Lease

The leases which are not classified as finance lease are operating leases.

i) Lease rental are charged to consolidated statement of profit and loss on a straight-line basis over the lease term, except where scheduled increase in rent compensates the Group with expected inflationary costs.

ii) Assets leased out under operating leases are continued to be shown under the respective class of assets. Rental income from operating leases is recognized on a straight-line basis over the term of the relevant lease except where scheduled increase in rent compensates the Group with expected inflationary costs.

9) Revenue Recognition

The Group 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.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2019

NOTE 1 SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS & KEY ESTIMATES (contd.)

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 Group 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. Group 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. Group has assessed the effect of the new standard and has concluded that apart from providing more extensive disclosures the application of Ind AS 115 has not had significant effect on recognition and measurement of revenue.

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 Group 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 Group 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 Group 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 Group 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 Group disaggregates revenue from contracts with customers by industry verticals, geography and nature of goods or services.

NOTE 1 SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS & KEY ESTIMATES (contd.)

c) Interest Income

For all debt instruments measured either at amortized cost or at fair value through other comprehensive income (FVTOCI), interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset. Interest income also includes interest earned on margin money kept with banks.

d) Other Operating Revenue

Export incentive and subsidies are recognized when there is reasonable assurance that the Group 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. Remeasurements 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 Group 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 Group'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.

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 Group 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 Group 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.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2019

NOTE 1 SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS & KEY ESTIMATES (contd.)

11) Government Grants

Government grants are recognized at their fair values when there is reasonable assurance that the grants will be received and the Group 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 Group 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 is Indian Rupee (INR).

b) Transactions in currencies other than the Group'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.

d) The Group had opted for accounting the exchange differences arising on reporting of long term foreign currency monetary items in line with Companies (Accounting Standards) Amendment Rules 2009 relating to Accounting Standard-11 notified by Government of India on 31st March 2009 (as amended on 29th December 2011), which will be continued in accordance with Ind AS 101 for all pre-existing long term foreign currency monetary items as at 31st March 2017. Accordingly, exchange differences relating to long term monetary items, arising during the year, in so far as they relate to the acquisition of fixed assets, are adjusted in the carrying amount of such assets.

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 that necessarily takes a substantial period of time to complete and prepare the asset for its intended use or sale. The Group 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 a Group 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.

NOTE 1 SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS & KEY ESTIMATES (contd.)

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 Group changes its business model for managing financial assets.

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 remeasurement 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) and

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 remeasurement 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 Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument-by instrument basis. The classification is made on initial recognition and is irrevocable. In case the Group 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.

ii) Derecognition

The Group 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 Group uses 'Expected Credit Loss' (ELC model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2019

NOTE 1 SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS & KEY ESTIMATES (contd.)

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 Group 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 Group 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 a Group 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 Group are recognised at the proceeds received, net of direct issue costs.

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 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.

NOTE 1 SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS & KEY ESTIMATES (contd.)

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.

c) Derivative financial instruments

The Group 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. Group does not hold derivative financial instruments for speculative purposes.

16) Provisions, Contingent Liabilities and Contingent Assets

a) Provisions

i) Provisions are recognised when the Group 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-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 Group 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 Group 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 Group 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 Group and for which discrete financial information is available. Operating segments of the Group comprises three segments Engineering, Polymer products and

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2019

NOTE 1 SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS & KEY ESTIMATES (contd.)

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 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 Group issues new equity shares of the Group 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 Group'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 Group. 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 Group 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 considering the requirements of Ind As and selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

20) New Standards / Amendments to Existing Standard issued but not yet effective up to the date of issuance of the Group's consolidated Financial Statements:

Ministry of Corporate Affairs ("MCA"), through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified the following new and amendments to Ind ASs which the Group has not applied as they are effective from 1st April 2019. The Group will adopt new standard and amendment to existing standards with effect from 1st April 2019.

a) **Ind AS 116 Leases**

Leases -Ind AS 116 will supersede the existing Ind AS 17. The new standard provides a comprehensive model to identify lease-arrangements and the treatment thereof in the consolidated financial statements of both the lessee and lessor. The new standard requires entities to make more judgments and estimates (e.g., determining when a customer has the right to direct the use of an identified asset, estimating the incremental rate of borrowing) and make more disclosures (e.g., discount rate, weighted average lease term, other qualitative and quantitative information).

NOTE 1 SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS & KEY ESTIMATES (contd.)

Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognise a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payments. Ind AS 17 required classifying leases as finance lease and operating lease, the same in not required under Ind AS 116. Under Ind AS 116, a lessee measures right-of-use assets similarly to other non-financial assets (such as property, plant and equipment) and lease liabilities similarly to other financial liabilities.

On initial application the Group will recognise new assets and liabilities for its operating leases of premises and other assets. The nature of expenses related to those leases will change from lease rent in previous periods to a) amortization change for the right-to-use asset, and b) interest accrued on lease liability.

Requirements with regard to lessor accounting are substantially similar to accounting requirements contained in Ind AS 17. Accordingly, a lessor will continue to classify its leases as operating leases or finance leases, and to account for those two types of leases differently.

The Group is proposing to use the 'Modified Retrospective Approach' for transitioning to Ind AS 116 without adjusting the Comparatives.

The Group is currently evaluating the impact this standard will have on its consolidated financial statements.

b) Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments

Ministry of Corporate Affairs has notified Ind AS 12 Appendix 'C' Uncertainty over Income Tax Treatments on 30th March 2019. According to the appendix, the Group need to determine the probability of the relevant tax authority accepting each tax treatment, or the Group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates. The Group has decided to adjust the cumulative effect in equity on the date of initial application without adjusting comparatives. The effect on adoption of Ind AS 12 Appendix C would be insignificant in the consolidated financial statements.

c) Amendment to Ind AS 12 – Income taxes

Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, 'Income Taxes', in connection with accounting for dividend distribution taxes accordingly an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. It is relevant to note that the amendment does not amend situations where the entity pays a tax on dividend which is effectively a portion of dividends paid to taxation authorities on behalf of shareholders. Such amount paid or payable to taxation authorities continues to be charged to equity as part of dividend, in accordance with Ind AS 12. There is no impact of this amendment on the consolidated financial statements.

d) Amendment to Ind AS 19 – plan amendment, curtailment or settlement

Ministry of Corporate Affairs issued amendments to Ind AS 19, 'Employee Benefits', on 30th March 2019, in connection with accounting for plan amendments, curtailments and settlements. The Group does not have any impact on account of this amendment.

e) Ind AS 23 – Borrowing Costs

The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. The Group does not expect any significant impact from this amendment

f) Ind AS 103 – Business Combinations and Ind AS 111 – Joint Arrangements

The amendments to Ind AS 103 relating to re-measurement clarify that when an entity obtains control of a business that is a joint operation, it re-measures previously held interests in that business. The amendments to Ind AS 111 clarify that when an entity obtains joint control of a business that is a joint operation, the entity does not re-measure previously held interests in that business. This amendment is currently not applicable to the Group.

g) Ind AS 109 – Prepayment Features with Negative Compensation

The amendments relate to the existing requirements in Ind AS 109 regarding termination rights in order to allow measurement at amortised cost (or, depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments. Group does not expect this amendment to have any impact on its consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2019

NOTE 2 PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS

(₹ in million)

Description	GROSS BLOCK				DEPRECIATION & AMORTISATION				NET BLOCK	
	As at 01-04-2018	Additions	Deductions/ Adjustments	As at 31-03-2019	As at 01-04-2018	For the year	Deductions/ Adjustments	As at 31-03-2019	As at 31-03-2019	As at 31-03-2018
(A) Tangible Assets										
Land	699.82	-	-	699.82	-	-	-	-	699.82	699.82
Buildings	1,877.82	61.72	9.04	1,930.50	311.52	63.28	2.49	372.31	1,558.19	1,566.30
Plant and Machinery	4,146.74	258.47	32.69	4,372.52	1,319.60	293.03	13.00	1,599.63	2,772.89	2,827.14
Furniture and Fixtures	66.59	3.94	0.24	70.29	23.53	5.65	0.02	29.16	41.13	43.06
Vehicles	80.27	12.28	9.58	82.97	38.92	8.30	6.93	40.29	42.68	41.35
Office Equipments	45.54	2.37	0.71	47.20	22.78	5.30	0.23	27.85	19.35	22.76
Total Tangible Assets	6,916.78	338.78	52.26	7,203.30	1,716.35	375.56	22.67	2,069.24	5,134.06	5,200.43
(B) Intangible Assets										
Computer Software	31.40	5.61	-	37.01	23.14	3.14	0.01	26.27	10.74	8.26
Total Intangible Assets	31.40	5.61	-	37.01	23.14	3.14	0.01	26.27	10.74	8.26
Total (A + B)	6,948.18	344.39	52.26	7,240.31	1,739.49	378.70	22.68	2,095.51	5,144.80	5,208.69
Capital Work in Progress									84.49	15.76

2.1 Property, plant & equipment include assets acquired on finance :

(₹ in million)

Description	As at 31-03-2019		As at 31-03-2018	
	Gross Block	Net Block	Gross Block	Net Block
- From Banks	36.87	22.07	57.75	39.47
- From Others	12.39	9.30	5.58	3.69

2.2 Refer note 17 for security created on Land, Building and Property, Plant & Equipment.

NOTE 3 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD

(₹ in million)

Particulars	As at 31-03-2019
Investment (measured at cost, unquoted)	
Investment in Joint Venture	
Investment in Partnership Firm in the nature of Joint Venture	
In Skipper-Metzer India LLP	89.43
Less: Share in Loss of Joint Venture	0.16
Total	89.27

3.1 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.

NOTE 4 NON-CURRENT FINANCIAL ASSETS - LOANS

(₹ in million)

Particulars	As at 31-03-2019
Security Deposits	
Unsecured, Considered Good	2.20
Total	2.20

NOTE 5 OTHER NON CURRENT ASSETS

(₹ in million)

Particulars	As at 31-03-2019
Capital Advance	
Unsecured, Considered Good	21.65
Other	
Unsecured, Considered Good	
Prepaid expenses	0.86
Total	22.51

NOTE 6 INVENTORIES

(₹ in million)

Particulars	As at 31-03-2019
(As taken, valued and certified by the management)	
Raw Materials	1,622.16
Stores and Spare Parts	321.82
Work-In-Process	913.41
Finished Goods	2,391.61
Scrap and Waste	98.50
Total	5,347.50

NOTE 7 CURRENT FINANCIAL ASSETS - TRADE RECEIVABLES

(₹ in million)

Particulars	As at 31-03-2019
Unsecured, Considered Good	4,956.56
Unsecured, Considered Doubtful	-
Having Significant Credit Risk	-
Credit Impaired	-
	4,956.56
Less: Allowances ^	13.64
Total	4,942.92

^ Represents provision on account of Expected Credit Loss. Refer note 49(C).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2019

NOTE 8 CURRENT FINANCIAL ASSETS - CASH AND CASH EQUIVALENTS

(₹ in million)

Particulars		As at 31-03-2019
Cash on hand (as certified by the Management)		2.40
Balances with Scheduled Banks		
In Current Accounts	3.90	
In Deposits with less than three months initial maturity (Refer note 9.1)	-	3.90
		6.30

NOTE 9 CURRENT FINANCIAL ASSETS - BANK BALANCES OTHER THAN CASH & CASH EQUIVALENT

(₹ in million)

Particulars	As at 31-03-2019
Other Balances	
Balances with banks	
Deposits with more than 3 months initial maturity (Refer note 9.1)	102.02
In Unpaid Dividend Account	0.22
Total	102.24

9.1 Pledged against guarantees and letters of credit issued by banks.

NOTE 10 CURRENT FINANCIAL ASSETS - LOANS

(₹ in million)

Particulars	As at 31-03-2019
Unsecured, Considered Good	
Security Deposits	30.75
Total	30.75

NOTE 11 CURRENT FINANCIAL ASSETS - LOANS

(₹ in million)

Particulars	As at 31-03-2019
Accrued Interest on Fixed Deposit with Bank	0.27
Total	0.27

NOTE 12 CONTRACT ASSETS

(₹ in million)

Particulars	As at 31-03-2019
Contract Assets	47.95
Total	47.95

NOTE 13 CURRENT TAX ASSETS (NET)

(₹ in million)

Particulars	As at 31-03-2019
Unsecured, Considered Good	
Advance Income Tax (net of provision)	13.59
Total	13.59

NOTE 14 OTHER CURRENT ASSETS

(₹ in million)

Particulars	As at 31-03-2019
Unsecured, Considered Good	
Advance to Suppliers of Goods & Services	278.09
Other Advances	
Unsecured, Considered Good	
Balance with Government Authorities	321.47
Others	93.68
Total	693.24

NOTE 15 EQUITY SHARE CAPITAL

(₹ in million)

Particulars	As at 31-03-2019
Authorized	
410000000 (Previous Years: 410000000) Equity Shares of ₹ 1 each	410.00
	410.00
Issued, Subscribed and Paid Up	
102670212 (Previous Year: 102582962) Equity Shares of ₹ 1 each fully paid up.	102.67
Total	102.67

15.1 The Reconciliation of the number of shares outstanding is set out below:

Particulars	As at 31-03-2019
Equity Shares at the beginning of the year	102582962
Add: Equity Shares issued during the year under Employee Stock Options Plan	87250
Equity Shares At the end of the year	102670212

15.2 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, except in case of interim dividend. 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.

15.3 Details of shareholders holding more than 5% shares :

Particulars	As at 31-03-2019	
	No of Shares	%
Mr. Sajan Kumar Bansal	21855339	21.29
Mrs. Meera Bansal	21769198	21.20
Skipper Plastics Limited	20050000	19.53

15.4 The Company does not have any Holding Company.

15.5 The Company has reserved Equity Shares for issue under the Employee Stock Options Scheme. Please refer note no. 45 on "Employee Share-Based Payment" for details of Employee Stock Options Plan.

15.6 None of the securities are convertible into shares at the end of the reporting period.

15.7 The Company during the preceding 5 years –

(a) Has not allotted shares pursuant to contracts without payment received in cash.

(b) Has issued 4872212 nos. of shares as fully paid up by way of bonus shares.

(c) Has not bought back any shares.

15.8 There are no calls unpaid by Directors / Officers.

15.9 The Company has not forfeited any shares.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2019

NOTE 16 OTHER EQUITY

(₹ in million)

Particulars	As at 31-03-2019
Securities Premium	1,174.74
General Reserve	439.76
Surplus in the Statement of Profit and Loss	4,768.91
Total	6,383.41

(₹ in million)

Particulars		As at 31-03-2019
16.1	**Securities Premium Account**	
	Balance at the beginning of the year	1,158.65
	Add: Premium on issue of share under ESOP	16.09
	Balance at the end of the year	1,174.74
16.2	**Share Options Outstanding Account**	
	Balance at the beginning of the year	47.19
	Less: Transferred to Securities Premium Account on Options Exercised	7.43
	Less: Transferred to General Reserve on unexercised Options lapsed/cancelled	39.76
	Balance at the end of the year	-
16.3	**General Reserve**	
	Balance at the beginning of the year	400.00
	Add: Option lapsed/forfeited during the year transferred from Employee Stock Options Outstanding	39.76
	Balance at the beginning and at the end of the year	**439.76**
16.4	**Surplus in the Statement of Profit and Loss**	
	Balance at the beginning of the year	4,664.32
	Adjustment on account of Transition to Ind AS 115 as on 01-04-2018 (Refer note 28.1)	(6.21)
	Add: Profit for the year	311.96
	Amount Available for Appropriation	4,970.07
	Less: Appropriations	
	Proposed Dividend on Equity Shares	169.41
	Corporate Tax on Dividend	34.82
	Add: Transfer from OCI-ReMeasurement	3.07
	Balance at the end of the year	4,768.91
16.5	**Other Comprehensive Income**	
	Items that will not be reclassified to profit or loss (Net of Income Tax Effect)	
	Remeasurement of Defined Benefit Plans	
	Balance at the beginning of the year	-
	Add: Other Comprehensive Income for the year	3.07
		3.07
	Less: Transfer to retained earning	(3.07)
	Balance at the end of the year	-
	Total	6,383.41

16.6 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) **Share Options Outstanding Account :** The Company has one share option scheme under which options to subscribe for the Company's shares have been granted to certain executives and senior employees. The share-based payment reserve is used to recognise the value of equity settled share-based payments provided to employees as part of their remuneration. Refer to note no. 45 for further details of these plans.

NOTE 16 OTHER EQUITY (contd.)

(c) **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.

(d) **Retained Earnings :** This reserve represents the cumulative profits of the Company and effects of remeasurement of defined benefit obligations. This reserve can be utilised in accordance with the provisions of the Companies Act 2013.

(e) **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.

NOTE 17 NON-CURRENT FINANCIAL LIABILITIES - BORROWINGS

(₹ in million)

Particulars		As at 31-03-2019
SECURED LOANS		
From Banks		
Rupee Term Loans	1,203.05	
Foreign Currency Term Loans From Banks	379.50	
	1,582.55	
Less: Current maturities of term loan	401.05	1,181.50
From Bodies Corporate		
Rupee Term Loan	138.68	
Less: Current maturities of loans	50.69	87.99
Hire purchase loans		
From banks	6.29	
Less: Current maturities of loans	2.34	3.95
From others	7.79	
Less: Current maturities of loans	3.12	4.67
UNSECURED LOANS		
Loans from Related Parties		314.37
Intercorporate Loans		47.50
Total		1,639.98

Secured Loans are covered as follows :

17.1 Rupee Term Loans from Banks of **₹500.00 million** is secured by way of first pari- passu charge over all fixed assets, both present and future, of company's Jangalpur unit, Howrah excluding those assets for which there is a charge of other lenders. These loans are also secured by personal guarantees of some of the directors of the Company.

17.2 Rupee Term Loans from Banks of **₹ 284.78 million** and Foreign Currency Term Loans of **₹ 297.09 million** are secured by way of first pari-passu charge over all fixed assets, both present and future, of company Uluberia unit, Howrah excluding those assets for which there is charge of other lenders. 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.

17.3 Foreign Currency Term Loan from Banks of **₹ 82.41 million** is secured by way of first pari- passu charge over all fixed assets, both present and future, of company's Uluberia and Jangalpur Units excluding those assets for which there is a charge of other lenders. It is further secured by second pari-passu charge on current assets of the Company. These loans are also secured by personal guarantees of some of the directors of the Company.

17.4 Rupee Term Loan from Body Corporate of **₹ 138.68 million** is secured by way of first charge on movable fixed assets of company's Polymer units situated at Ahmedabad & Guwahati (Unit 1).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2019

NOTE 17 NON-CURRENT FINANCIAL LIABILITIES - BORROWINGS (contd.)

17.5 Rupee Term Loans from Banks of ₹ **418.27 million** is secured by way of first charge over all fixed assets, both present and future, of Guwahati (Unit 2).It is further secured by second pari-passu charge on the current assets of the Company.

17.6 Vehicle loans from Banks of ₹ **6.29 million** and ₹ **7.79 million** from Others are secured against hypothecation of respective fixed assets financed by them.

17.7 Repayment schedule as on 31st March 2019 is as follows: (₹ in million)

Year of Repayment	Secured				
	Rupee Loan from bank	Rupee Loan from Body Corporate	Foreign Currency Loan	Hire purchase loans from banks	Hire purchase loans from Others
2019-20	283.66	50.69	117.39	2.34	3.12
2020-21	275.00	49.96	117.29	2.03	0.80
2021-22	275.00	38.03	75.00	1.02	0.89
2022-23	275.00	-	69.82	0.50	2.98
2023-24	94.39	-	-	0.40	-
Total	1,203.05	138.68	379.50	6.29	7.79

17.8 Loans from related parties of ₹ 314.37 million and loans from other body corporate of ₹ 47.50 million, being long term in nature, have not been considered in the above repayment schedule.

17.9 **Interest Rates:**

Description	As at 31-03-2019	
	Loan Amount (₹ in million)	Rate of Interest (%)
Secured		
Rupee term loan from banks	918.27	8.75% to 9.15%
	284.78	8.35%
Foreign Currency Term Loans From Banks	379.50	5.14% to 5.60%
Rupee term loan from body corporates	138.68	11.05%
Hire purchase loans from Bank	6.29	8.90% to 10.24%
Hire purchase loans from from others	7.79	9.75% to 11.30%
Unsecured		
Loans from Related Parties	314.37	9.00%
Intercorporate Loans	47.50	7.00%

NOTE 18 NON-CURRENT PROVISIONS

(₹ in million)

Particulars	As at 31-03-2019
Provision for employee benefits	
Gratuity	41.10
Leave encashment	6.46
Others	
Decommissioning Liability	0.27
Total	47.83

NOTE 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 31-03-2019
Deferred tax liability :	
Property Plant Equipment	605.01
Security Deposit-Prepaid Rent	0.38
Total Deferred Tax Liability (A)	605.39
Less:	
Deferred Tax Assets :	
Employee's Separation and Retirement Expenses	17.20
Deferred Revenue	5.99
Provision for Doubtful Debt under ECL	4.77
Unamortised Processing Fees On Loan	3.02
Decommissioning Liability	0.09
Rent Payable-Rent Straight lining	2.01
Forward Mark to Market	8.69
Security Deposit - Fair Value	0.44
Total Deferred Tax Assets (B)	42.21
Deferred Tax Liabilities (Net) (A-B)	563.18

The movement of major components of deferred tax provision/adjustment during the year ended 31st March 2019 is given below:

(₹ in million)

Particulars	As at 31-03-2019	Recognised in Profit/ loss	Recognised in OCI	As at 31-03-2018
Deferred tax liability :				
Property Plant Equipment	605.01	35.79	-	569.22
Security Deposit-Prepaid Rent	0.38	(1.59)	-	1.97
Total Deferred Tax Liability (A)	605.39	34.20	-	571.19
Less:				
Deferred Tax Assets :				
Employee's Separation and Retirement Expenses	17.20	3.81	(1.64)	15.03
Deferred Revenue	5.99	3.45	-	2.54
Provision for allowances under expected credit loss	4.77	1.00	-	3.77
Unamortised Processing Fees On Loan	3.02	2.16	-	0.86
Decommissioning Liability	0.09	(0.62)	-	0.71
Rent Payable-Rent Straight lining	2.01	(2.72)	-	4.73
Forward Mark to Market	8.69	5.82	-	2.87
Security Deposit - Fair Value	0.44	(1.71)	-	2.15
Total Deferred Tax Assets (B)	42.21	11.19	(1.64)	32.66
Deferred Tax Liabilities (Net) (A-B)	563.18	23.01	1.64	538.53

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2019

NOTE 20 OTHER NON-CURRENT LIABILITIES

(₹ in million)

Particulars	As at 31-03-2019
Others	
Deferred Revenue (Refer note 25.1)	15.18
Total	**15.18**

NOTE 21 CURRENT FINANCIAL LIABILITIES BORROWINGS

(₹ in million)

Particulars	As at 31-03-2019
SECURED LOANS	
Working Capital Facilities from Banks	
Cash Credit facilities including Commercial Paper	3,133.36
Total	**3,133.36**

21.1 Working Capital are secured by first charge on current assets and second charge on fixed assets of Jangalpur, Uluberia, Ahmedabad & Guwahati (Unit 1 & 2) and also by personal guarantees of some of the directors of the Company.

21.2 Interest on working Capital Facilities from banks carries interest ranging from 8.25% to 9.5% per annum.

NOTE 22 CURRENT FINANCIAL LIABILITIES TRADE PAYABLES

(₹ in million)

Particulars	As at 31-03-2019
Total Outstanding Dues of Micro Enterprises and Small Enterprises (Refer note 40)	16.87
Total Outstanding Dues of Creditor other than Micro enterprises and Small enterprises	3,496.94
Total	**3,513.81**

NOTE 23 CURRENT FINANCIAL LIABILITIES - OTHERS

(₹ in million)

Particulars	As at 31-03-2019
Current maturities of Long-Term Debt including unsecured Loans	451.74
Current maturities of Hire Purchase Loans	5.46
Interest accrued	0.68
Unpaid dividends	0.21
Liability for Capital Expenditure	32.29
MTM Loss on Forward Contract	24.86
Total	**515.24**

NOTE 24 CONTRACT LIABILITIES

(₹ in million)

Particulars	As at 31-03-2019
Contract Liabilities	386.46
Total	**386.46**

NOTE 25 OTHER CURRENT LIABILITIES

(₹ in million)

Particulars		As at 31-03-2019
Other payables		
Deferred Revenue (Refer note 25.1)	1.97	
Payable to Employees	100.34	
Statutory dues	110.75	
Rent Straight lining Provision	5.74	
Other Payables	6.45	225.25
Total		225.25

25.1 Movement of Deferred Revenue (Current and Non-current)

(₹ in million)

Particulars	Year ended 31-03-2019
Opening Balance	7.27
Add: Received during the year	11.07
Less: Released to Statement of Profit & Loss	1.19
Closing Balance	17.15

NOTE 26 CURRENT PROVISIONS

(₹ in million)

Particulars	As at 31-03-2019
Provision for employee benefits	
Leave encashment	1.66
Total	1.66

NOTE 27 CURRENT TAX LIABILITIES (NET)

(₹ in million)

Particulars	As at 31-03-2019
Provision for Income Tax (Net of Advance Tax)	-
Total	-

NOTE 28 REVENUES FROM OPERATION

(₹ in million)

Particulars	Year ended 31-03-2019
Sale of Goods	17,929.94
Income From Job Work	0.38
Income from Infrastructure Projects	658.27
	18,588.59
Other Operational Revenues	120.10
Total	18,708.69

28.1 The Company has adopted Ind AS 115 Revenue from Contracts with Customers with a date of initial application of 1st April 2018. As a result, the Company has changed its accounting policy for revenue recognition. The company has adopted modified retrospective approach and had applied Ind AS 115 only retrospectively to the current period by recognizing the cumulative effect of initially applying of Ind AS 115 as an adjustment to the opening balance of retained earnings at the date of initial application i.e. 1st April 2018. Under the modified retrospective method, the comparative information in the financial statement is not restated and is presented based on the requirements of the previous standards (e.g. Ind AS 18 / Ind AS 11). Consequent to adoption of Ind AS 115, the Company has adjusted **₹ 6.21 million** in the opening retained earning i.e. 1st April 2018. Further, the advance from customers as on 31st March 2019 amounting to **₹ 366.78 million** has been reclassified from "Other Current Liabilities" to "Contract Liabilities".

28.2 Refer note 46, for disaggregated revenue informations.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2019

NOTE 28 CURRENT TAX LIABILITIES (NET) (contd.)

28.3 Reconciliation of revenue from sale of products with the contracted price is given below (₹ in million)

Particulars	Year ended 31-03-2019
Contracted Price	18,652.79
Less: Trade discounts, volume rebates, etc	64.20
Sale of Goods	**18,588.59**

NOTE 29 OTHER INCOME

(₹ in million)

Particulars	Year ended 31-03-2019
Interest Income on Bank Deposits	10.97
Other non-operating income	
Miscellaneous Income	2.69
Total	13.66

NOTE 30 COST OF MATERIALS CONSUMED

(₹ in million)

Particulars	Year ended 31-03-2019
Cost of Materials (including conversion charges and procurement expenses)	12,545.39

30.1 Shortage/excess (if any) on physical verification have been adjusted in the consumption shown above.

NOTE 31 CHANGES IN INVENTORIES OF FINISHED GOODS & WORK IN PROGRESS

(₹ in million)

Particulars	Year ended 31-03-2019	
Opening Stock :		
Work-In-Process	700.94	
Finished Goods	2,734.44	
Scrap and Waste	63.01	3,498.39
Less:		
Closing Stock :		
Work-In-Process	913.41	
Finished Goods	2,391.61	
Scrap & Waste	98.50	3,403.52
Total		94.87

NOTE 32 EMPLOYEE BENEFIT EXPENSES

(₹ in million)

Particulars	Year ended 31-03-2019
Salaries, Wages, Bonus and Allowances	749.12
Contribution to Provident and Other Funds	54.33
Employee Share-Based Payments	-
Workmen and Staff Welfare Expenses	13.43
Total	816.88

NOTE 33 FINANCE COSTS

(₹ in million)

Particulars	Year ended 31-03-2019
Interest	912.60
Exchange differences regarded as an adjustment to borrowing costs	40.08
Other Borrowing Costs	63.25
Total	1,015.93

NOTE 34 OTHER EXPENSES

(₹ in million)

Particulars	Year ended 31-03-2019
Consumption of Stores and Spare Parts	613.62
Power and Fuels	604.19
Labour Charges & Project Expenses	929.02
Repairs & Maintenance	
-Plant & Machinery	87.97
-Building	32.48
-Others	62.28
Rent and Hire Charges	71.19
Rates and Taxes	54.85
Insurance	16.18
Electricity Charges	4.35
Travelling and Conveyance Expenses	124.57
Communication Expenses	9.24
Bank Charges	5.02
Freight, Packing and Handling Expenses (net)	196.96
Legal and Professional Expenses	56.76
Security Service Expenses	36.99
Advertisement and Sales Promotion Expenses	192.95
Commission	39.50
Derivative Instruments (Gain)/Loss	5.31
(Gain)/loss on exchange fluctuation	24.22
Loss on sale of Fixed Assets	7.84
Irrecoverable Debts/Advances Written Off (net)	8.57
Provision for allowances under expected credit loss [Refer note 49(C)]	2.84
Charity and Donations	0.30
Corporate Social Responsibility	34.02
Auditors' Remuneration (Refer note 34.1)	2.53
Miscellaneous Expenses (Refer note 34.2)	216.99
Total	3,440.74

34.1 Auditors' Remuneration includes:

(₹ in million)

Particulars	Year ended 31-03-2019
(a) **Statutory Auditors**	
Audit Fees	1.40
Reimbursement of out-of-pocket expenses	0.01
Certification	1.04
Total (a)	2.45
(b) **Cost Auditors**	
Audit Fees	0.07
Certification	0.01
Total (b)	0.08
Total (a+b)	2.53

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2019

NOTE 34 OTHER EXPENSES (contd.)

34.2 Miscellaneous expenses includes:

(₹ in million)

	Year ended 31-03-2019
Sitting Fee to Directors	1.18
Commission to Independent Directors	-
Total	1.18

NOTE 35 TAX EXPENSES

(₹ in million)

Particulars	Year ended 31-03-2019
Current Tax	131.93
MAT Credit entitlement for earlier years	(21.57)
Tax adjustments for earlier years	(15.65)
Deferred Tax	23.01
Total	**117.72**

35.1 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 31-03-2019
Income before taxes	429.68
Applicable Tax Rate	34.94%
Estimated Income Tax Expense	**150.15**
Tax Effect of adjustments to reconcile expected income tax expense to reported income tax expense:	
Effect of non deductible expenses	6.90
Effect of allowances for tax purpose	(3.98)
Others	1.82
Tax Expense in Statement of Profit and Loss (Refer note 35.2)	**154.94**
Effective Tax Rate	36.04%

35.2 Tax Expense in Statement of Profit and Loss is excluding Tax adjustment and MAT Credit for earlier years.

NOTE 36 OTHER COMPREHRNSIVE INCOME

(₹ in million)

Particulars	Year ended 31-03-2019
Items that will not be reclassified to profit or loss :	
Remeasurement of defined benefit plans	4.71
	4.71
Income tax relating to items that will not be reclassified to profit or loss :	
Remeasurement of defined benefit plans	(1.64)
	(1.64)
Total	**3.07**

NOTE 37 CONTINGENT LIABILITIES NOT PROVIDED IN RESPECT OF

Claims against the Company not acknowledged as debt Disputed tax/duties are as follows:- (₹ in million)

Nature of Contingent Liability	Authorities before which matter is pending and year of dispute	As at 31-03-2019
Demand notices issued by Central Excise Department	The matter is pending with Commissioner(A) /CESTAT. (Related to year: 2005-06, 2007-08 to 2012-13, 2014-15, 2015-16 & 2017-18) [Paid ₹ 10.80 million]	66.90
Demand notices issued by Service Tax Department	The matter is pending with Commissioner(A) / CESTAT (Related to year: 2005-06, 2007-08, 2009-10 to 2012-13) [Paid ₹ 0.73 million]	33.89
Demand notices issued by Directorate of Revenue Intelligence	The matter is pending with DRI. (Related year: 2015-16) [Paid ₹ 0.95 million]	25.58
CST Demand issued by Assessing Authority	The matter is pending with Joint Commissioner- Commercial Taxes /Additional Commissioner-Commercial Taxes/ WB Commercial Taxes Appellate & Revisional Board (Related to year: 2005-06, 2006-07, 2011-12, 2012-13, 2013-14, 2014-15 & 2015-16) [Paid ₹ 11.14 million]	44.07
Sales Tax/VAT demands issued by Assessing Authority	The matter is pending with Joint Commissioner- Commercial Taxes /Additional Commissioner-Commercial Taxes/ WB Commercial Taxes Appellate & Revisional Board (Related to year: 2005-06, 2006-07, 2009-10, 2011-12, 2012-13, 13-14 & 14-15) [Paid Nil]	74.55

37.1 The Company does not expect any reimbursements in respect of the above contingent liability.

37.2 It is not practicable to estimate the timing of cash outflows, if any, in respect of matters at pending resolution of the appellate proceedings.

37.3 A nine judge bench of the Supreme Court of India upheld the constitutional validity of entry tax by majority decision subject to fulfilling of certain conditions. Majority members held that entry tax should not be discriminatory in nature. The writ petition is pending at the division bench of Kolkata challenging the levy of West Bengal tax on Entry of goods into local areas Act 2012 (the Act), on the ground that it is violation of articles 304(a) and Article 14 of the Constitution. The Hon'ble High Court of Calcutta has granted interim order that tax shall not be realized by State. However, the petitioner Companies have been directed to comply with the provisions of Entry tax relating to filing of return etc. It has been legally advised that the levy of Entry tax in the state of West Bengal would not pass the acid test of discrimination in as much as the Hon'ble Supreme Court has categorically stated that "State Legislature in exercise of its taxing power can grant exemption / set off to locally produce and manufactured goods only to a limited extent based on the intelligible differentia which is not in the nature of the general / unspecified exemptions." There is a blanket, unlimited and unspecified exemption provided by the state of West Bengal on the intra-state movement of goods, which may contradict the guidelines laid down by the Hon'ble Supreme Court. In the meantime vide notification no. 256-L, dated 6th March 2017 and no. 457-L, dated 7th March 2017 the Govt. of W.B. have made retrospective amendments to the said Act which have also been challenged before the Hon'ble WBTT. In view of the above fact and as per the legal opinion received, management is of the view that no provision is required on account of entry tax.

37.4 The Hon'ble Supreme Court of India ("SC") by their order dated February 28, 2019, in the case of Surya Roshani Limited v/s EPFO, set out the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution. Subsequently, a review petition against this decision has been filed and is pending before the SC for disposal.

The Company is awaiting the outcome of the review petition, and also directions from EPFO, if any, to assess any potential impact on the Company and consequently no adjustments have been made in the books of account.

NOTE 38

Estimated amount of contracts pending execution on capital account, net of advances of ₹ 21.65 million and not provided for is ₹ 86.77 million.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2019

NOTE 39

As per Section 135 of the Companies Act, 2015, 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 31-03-2019	
(a) Gross amount required to be spent by the Company during the year		34.01
(b) Related Party Transaction as per Ind AS 24 in relation to CSR activities (Refer note 47)		24.08
	Amount Paid	Amount yet to be paid
(c) Amount spent during the year on:-		
(i) Construction/ acquisition of any asset	-	-
(ii) Purposes other than (i) above	34.02	-
Total	34.02	-

NOTE 40

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 31-03-2019
(a) Principal amount remaining unpaid as at 31st March.	16.87
(b) Interest amount remaining unpaid as at 31st March.	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
(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
(e) Interest accrued and remaining unpaid as at 31st March.	
(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

NOTE 41 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 31-03-2019
Contribution to Provident and other funds:	
Employer's Contribution to Provident Fund	10.16
Employer's Contribution to Pension Scheme	18.19
Employees Deposit Linked Insurance	1.21
Workmen and Staff Welfare Fund:	
Employees State Insurance Corporation	11.66
Labour Welfare Fund	0.10
Total	41.32

(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

NOTE 41 EMPLOYEE BENEFITS (contd.)

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.

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.

The following tables summarise 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	Gratuity (Funded) 2018-2019
(i)	Reconciliation of opening and closing balances of Defined Benefit obligation	
	Defined benefit obligation at beginning of the year	47.57
	Current service cost	9.03
	Interest cost	3.59
	Past service cost - plan amendments	-
	Actuarial (gain)/loss - experience	(5.13)
	Actuarial (gain)/loss - financial assumptions	-
	Benefits paid directly by the Company	(0.03)
	Benefits paid from plan assets	(0.78)
	Defined benefit obligation at year end	54.25
(ii)	Reconciliation of opening and closing balances of fair value of plan assets	
	Fair value of plan assets at beginning of the year	12.40
	Interest Income on plan assets	0.95
	Employer's Contribution	1.00
	Return on plan assets greater/ (Less) than discount rate	(0.42)
	Benefits paid	(0.78)
	Fair value of plan assets at year end	13.15
(iii)	Reconciliation of fair value of assets and obligations	
	Fair value of plan assets as at 31st March	13.15
	Present value of obligation as at 31st March	54.25
	Net asset/(liability) recognized in Balance Sheet	(41.10)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2019

NOTE 41 EMPLOYEE BENEFITS (contd.)

(₹ in million)

Particulars		Gratuity (Funded) 2018-2019
(iv)	**Expenses recognized during the year**	
	Current service cost	9.03
	Past service cost - plan amendments	-
	Interest cost	2.64
	Actuarial (gain)/loss - experience	(5.13)
	Actuarial (gain)/loss - financial assumptions	-
	Return on plan assets greater/ (Less) than discount rate	0.42
	Amount charged to statement of Profit & Loss	6.96
(v)	**Re-measurements recognised in Other Comprehensive Income (OCI)**	
	Actuarial (gain)/loss - experience	(5.13)
	Actuarial (gain)/loss - financial assumptions	-
	Return on plan assets greater/ (Less) than discount rate	0.42
	Amount recognised in Other Comprehensive Income (OCI)	(4.71)
(vi)	**Maturity Profile of Defined Benefit obligation for the year ending:**	
	31st March 2019	-
	31st March 2020	9.00
	31st March 2021	4.63
	31st March 2022	5.35
	31st March 2023	7.39
	31st March 2024	6.69
	31st March 2024 to 31st March 2028	-
	31st March 2025 to 31st March 2029	43.17
(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	(4.11)
	1% decrease in discount rate	4.84
	1% increase in salary escalation rate	4.81
	1% decrease in salary escalation rate	(4.15)
	1% increase in withdrawal rate	1.41
	1% decrease in withdrawal rate	(1.64)
(viii)	**Major Categories of Plan Assets**	
	L.I.C. Group Gratuity (Cash Accumulation Policy)-% of invested funds	100
(ix)	**Actuarial assumptions:**	
	Mortality table (L.I.C.)	Indian Assured Lives Mortality (2006 - 08) (modified) Ult
	Discount rate (per annum)	7.60%
	Expected rate of return on plan assets (per annum)	7.60%
	Turnover rate	1% to 8%
	Rate of escalation in salary (per annum)	4.00%
	Retirement Age	60 years
(x)	**Weighted Average Duration of Defined Benefit Obligation**	11 Yrs.
(xi)	**Expected employer's Contribution during next year**	8.64

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.

NOTE 42 OPERATING LEASE

The Company has certain residential/commercial premises under cancellable operating leases, renewable with mutual consent on mutually agreeable terms. There are no restrictions imposed by lease agreements. The Company had taken certain land on operating lease for its manufacturing facilities. There is escalation clause in some of the lease agreement. There is lock in clause ranging from 6 months to 12 months in certain lease agreement.

(₹ in million)

Particulars	Year ended 31-03-2019
Minimum lease payments recognised in the statement of profit and loss during the year included under the head "Rent and Hire Charges"	62.37
On cancellable leases	7.86
On non-cancellable leases	54.51

Future minimum lease payments

As at 31st March the future minimum lease payment to be made under non-cancellable operating lease are as follows:- (₹ in million)

Particulars	Year ended 31-03-2019
Payables within one year	2.59
Payables later than one year but not later than five year	-
Payables later than 5 years	-

NOTE 43 EARNINGS PER SHARE (EPS)

The following reflects the profit and share data used in the basic and diluted EPS computation (₹ in million, except number of shares)

Particulars		Year ended 31-03-2019
Profit After Taxation as per Statement of Profit & Loss	(a)	311.96
Weighted-average Number of Equity Shares for computing basic EPS	(b)	10,26,54,674
Add: Dilutive Impact of Employee Stock Options Plan	(c)	-
Weighted-average Number of Equity Shares for computing diluted EPS	(d=b+c)	10,26,54,674
Basic EPS -[In ₹]	(a/b)	3.04
Diluted EPS -[In ₹]	(a/d)	3.04

NOTE 44 EVENT OCCURRING AFTER BALANCE SHEET

For the year ended 31st March 2019, the Board of Directors of the Company has recommended dividend of ₹ **0.25 per share** to equity shareholders aggregating to ₹ **30.94 million** including Dividend Distribution Tax.

NOTE 45 EMPLOYEE SHARE-BASED PAYMENT

Employee Stock Options Plan 2015 ("ESOP 2015")

On 7th January, 2016, 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 Wholetime or not but excluding independent directors) of the Company, working in India . Each option when exercised would be converted into one Equity Share of ₹ 1/- (₹ One) each fully paid-up. As per the plan, all the options granted on any date shall vest not earlier than 1(one) year and not later than a maximum of 6 (six) years from the date of grant of options. These options do not carry rights to dividends or voting rights till the date of exercise. The Shares issued upon exercise of Options shall be freely transferable and shall not be subject to any lock-in period restriction after such exercise, except as required by SEBI Regulations.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2019

NOTE 45 EMPLOYEE SHARE-BASED PAYMENT (contd.)

Salient features of the plan-ESOP 2015 are as given below:

Particulars	Tranche I	Tranche II	Tranche III	Tranche IV
Number of Options	410000	775000	485000	38000
Vesting Plan	Graded Vesting -25% every year	Graded Vesting -25% every year	Graded Vesting -25% every year	Graded Vesting -25% every year
Exercise Period	5 years from the date of vesting	5 years from the date of vesting	5 years from the date of vesting	5 years from the date of vesting
Grant Date	9/Mar/16	10/Nov/16	4/Jan/18	9/Aug/18
Condition	Corporate Performance matrix as per Plan	Corporate Performance matrix as per Plan	Corporate Performance matrix as per Plan	Corporate Performance matrix as per Plan
Exercise Price (₹ per share)	100	100	200	200
Fair Value on the date of Grant of Options (₹ per share)	85.65	79.85	147.51	43.57
Mode of Settlement	Equity	Equity	Equity	Equity

Under ESOP 2015, so far the Company has granted **1708000 options** to its eligible employees, out of which so far **1354250 options** has been cancelled/lapsed.

Movement of options granted along with weighted average exercise price is as given below :

Particulars	As at 31-03-2019	
	Stock Options (Numbers)	Weighted-Average Exercise Price (In ₹)
Outstanding at the beginning of the year	1333500	136.89
Granted during the year	38,000	200.00
Cancelled/Forfeited during the year	1284250	140.72
Exercised during the year	87250	100.00
Outstanding at the end of the year	-	-
Exercisable at the end of the year	-	-

The weighted average share price during the year of exercise was **₹ 148.38 per share** and weighted average remaining contractual life of the options for the share options outstanding as at 31st March 2019 is **Nil**.

Fair Valuation:

The fair value at grant date of stock option granted during the year ended 31st March 2019 was **₹ 43.57 per grant**. The fair value has been carried out by an independent valuer by applying Black-Scholes Model. The key assumptions used in the Black Scholes model for calculating the fair value as on the date of grant are as given below:

Particulars	Year ended 31-03-2019 Tranche IV
Number of Option granted	38,000
Share price on grant date	136.10
Options grant date	09-Aug-18
Exercise Price (₹)	200.00
Risk-Free Interest Rate (%)	7.83
Life of Options granted	5.01
Expected Volatility	41.95
Expected Dividend Yield (%)	1.21

The expected dividend is based on last year data and is not necessarily indicative. The expected volatility was determined based on the historical share price volatility over the past period depending on the life of the options granted which is indicative of future period and which may not necessarily be the actual price.

NOTE 45 EMPLOYEE SHARE-BASED PAYMENT (contd.)

Effect of employee share-based payment transactions on profit or loss for the year and on financial position:

For the year ended 31st March 2019 the Company recognises total expenses (Net of reversals for options cancelled/lapsed) of ₹ **Nil** (Previous Year: ₹ 40.83 million) related to equity settled share based transactions. During the year, the Company allotted 87250 (Previous Year: 266500) fully paid-up equity shares of ₹**1/-** each of the Company on exercise of equity settled options for which the Company has realised ₹ **8.73 million** (Previous Year: ₹ 26.65 million) as exercise price.

(₹ in million)

Particulars	Year ended 31-03-2019
Total Carrying amount	-

NOTE 46 SEGMENT REPORTING

(A) Business segment

(₹ in million)

Reportable Segments	Year ended 31-03-2019			
	Engineering Products	Polymer Products	Infrastructure Projects	Total
(a) **Segment Revenue -Gross**				
Revenue From Operation (Gross)	16,452.20	1,598.22	658.27	18,708.69
(b) **Segment Results**	1,720.35	(27.79)	26.04	1,718.60
Unallocated Corporate income / (expenses) (net of expense / income)				(283.80)
Operating Profit				1,434.80
Interest Expenses				1,015.93
Interest Income				10.97
Share of profit/ (Loss) of Joint Ventures				(0.16)
Profit Before Tax				429.68
Less: Taxes				117.72
Profit After Tax				311.96

(c) Other Information

(₹ in million)

Reportable Segments	As at 31-03-2019	
	Segment Assets	Segment Liabilities
Engineering	13,364.42	3,681.99
Polymer	2,147.13	225.75
Infrastructure	658.77	312.02
Unallocated	357.71	591.65
Total	16,528.03	4,811.41

(₹ in million)

Reportable Segments	Year ended 31-03-2019	
	Capital Expenditure	Depreciation & Amortisation
Engineering	349.86	270.15
Polymer	41.95	84.26
Infrastructure	4.22	12.50
Unallocated	17.09	11.79
Total	413.12	378.70

(B) Geographical Segment

The Company operates in Geographical Segment as given below;

(a) Revenue from Operations

(₹ in million)

Reportable Segments	Year ended 31-03-2019
Within India	16,010.48
Outside India	2,698.21
	18,708.69

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2019

NOTE 46 SEGMENT REPORTING (contd.)

(b) Non-Current Assets @ (₹ in million)

Reportable Segments	Year ended 31-03-2019
Within India	5,343.27
Outside India	-
	5,343.27

@ Non-current assets exclude financial instruments, deferred tax assets and employee benefit assets.

(C) Information about major customers

Total amount of revenues from customers (each exceeding 10% of total revenues of the Company) is ₹ 5,886.53 million reported under engineering & infrastructure segment.

During the year there is no revenue from a single export customers, 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, 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.

(E) Based on Timing of Revenue (₹ in million)

Particulars	Year ended 31-03-2019
At a Point in Time	18,050.42
Over Time	658.27
Total	18,708.69

(F) **Performance obligation at a point in time:** Upon delivery/shipment as per the terms of contract.

(G) The contracts does not have any financing component.

NOTE 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	- Wholetime Director	
(c)	Mr. Devesh Bansal	- Wholetime Director	
(d)	Mr. Siddharth Bansal	- Wholetime Director	
(e)	Mr. Amit Kiran Deb	- Independent Director	
(f)	Mr. Manindra Nath Banerjee	- Independent Director	ceased w.e.f. 05.06.2018
(g)	Mr. Joginder Pal Dua	- Independent Director	
(h)	Mrs. Mamta Binani	- Independent Director	
(i)	Mr. Ashok Bhandari	- Independent Director	
(j)	Mr. Pramod Kumar Shah	- Independent Director	appointed w.e.f. 30.09.2018
(k)	Mr. Yash Pall Jain	- Wholetime Director	

NOTE 47 RELATED PARTY DISCLOSURES (contd.)

(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) Sheo Bai Bansal Charitable Trust
(m) Skipper Foundation

(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. Rashmi 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)

	2018-19 In relation to item			
	A(1)	A(2)	A(3)	A(4)
(a) Remuneration Paid/Provided				
Mr. Sajan Kumar Bansal	18.00	-	-	-
Mr. Sharan Bansal	9.00	-	-	-
Mr. Devesh Bansal	9.00	-	-	-
Mr. Siddharth Bansal	9.00	-	-	-
Mr. Yash Pall Jain	4.50	-	-	-
(b) Rent Paid/Provided				
Mr. Sajan Kumar Bansal	0.36	-	-	-
Skipper Realties Limited	-	5.41	-	-
Suviksit Investments Limited	-	1.02	-	-
Skipper Polypipes Private Limited	-	2.08	-	-
Skipper Telelink Limited	-	4.69	-	-
Mrs. Sumedha Bansal	-	-	0.31	-
(c) Interest Paid/Provided				
Mr. Sajan Kumar Bansal	3.89	-	-	-
Mr. Sharan Bansal	0.63	-	-	-
Mr. Devesh Bansal	0.47	-	-	-
Mr. Siddharth Bansal	1.74	-	-	-
Skipper Plastics Limited	-	14.06	-	-
Ventex Trade Private Limited	-	2.81	-	-
(d) Sitting Fees paid/provided				
Mr. Amit Kiran Deb	0.33	-	-	-
Mr. Manindra Nath Banerjee	0.12	-	-	-

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2019

NOTE 47 RELATED PARTY DISCLOSURES (contd.)

(₹ in million)

	2018-19 In relation to item			
	A(1)	A(2)	A(3)	A(4)
Mr. Joginder Pal Dua	0.16	-	-	-
Mrs. Mamta Binani	0.23	-	-	-
Mr. Ashok Bhandari	0.27	-	-	-
Mr. Pramod Kumar Shah	0.08	-	-	-
(e) Donation given for CSR Purpose				
Sheo Bai Bansal Charitable Trust	-	1.50	-	-
Skipper Foundation	-	22.58	-	-
(f) Loan taken				
Mr. Sajan Kumar Bansal	70.20	-	-	-
Mr. Sharan Bansal	13.50	-	-	-
Mr. Devesh Bansal	23.20	-	-	-
Mr. Siddharth Bansal	28.20	-	-	-
Skipper Plastics Limited	-	286.00	-	-
Ventex Trade Private Limited	-	49.13	-	-
(g) Loan Refunded				
Mr. Sajan Kumar Bansal	109.96	-	-	-
Mr. Sharan Bansal	27.27	-	-	-
Mr. Devesh Bansal	30.47	-	-	-
Mr. Siddharth Bansal	67.39	-	-	-
Skipper Plastics Limited	-	7.75	-	-
Ventex Trade Private Limited	-	29.15	-	-
(h) Investments made				
Skipper-Metzer India LLP	-	-	-	89.43
(i) Sales of Goods				
Skipper-Metzer India LLP	-	-	-	12.17
Skipper Realties Limited	-	19.55	-	-
(j) Payment received against sale of goods				
Skipper-Metzer India LLP	-	-	-	6.77
Skipper Realties Limited	-	19.55	-	-
(k) Sale of Assets				
Skipper-Metzer India LLP	-	-	-	12.65
(l) Amount paid on behalf of related party and Reimbursement received				
Skipper-Metzer India LLP	-	-	-	35.51
Skipper Realties Limited	-	1.23	-	-

C. Balance Outstanding as at the balance sheet date (₹ in million)

	2018-19 In relation to item			
	A(1)	A(2)	A(3)	A(4)
(a) Loan -"Long-Term Borrowings"				
Mr. Sajan Kumar Bansal	16.14	-	-	-
Skipper Plastics Limited	-	278.25	-	-
Ventex Trade Private Limited	-	19.98	-	-
(b) Sale of Goods-"Trade Receivables"				
Skipper-Metzer India LLP	-	-	-	5.40
(c) Sale of Assets-"Trade Receivables"				
Skipper-Metzer India LLP	-	-	-	12.65

47.1 Remuneration paid to directors represents short-term employee benefits and does not includes any long-term employee benefits post retirement.

NOTE 48 FAIR VALUATION OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES (NON-CURRENT AND CURRENT)

(A) Classification of Financial Assets and Financial Liabilities (₹ in million)

Particulars	As at 31-03-2019		
	FVTPL	FVOCI	Amortized Cost
Financial Assets			
Trade Receivables	-	-	4,942.92
Cash and Cash Equivalents	-	-	6.30
Other Bank balances	-	-	102.24
Loans	-	-	32.95
Other Financial Assets	-	-	0.27
Total	-	-	5,084.68
Financial Liabilities			
Borrowings	-	-	5,230.54
Trade Payables	-	-	3,513.81
Others Financial Liabilities	-	-	33.18
MTM Loss on Forward Contract (Derivative Liability)	24.86	-	-
Total	24.86	-	8,777.53

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 Vale Through Statement of Profit & Loss (₹ in million)

	As at 31-03-2019			
	Carrying Amount	Level 1	Level 2	Level 3
Financial Liabilities				
MTM Loss on Forward Contract (Derivative Liability)	24.86	-	24.86	-
Total	24.86	-	24.86	-

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 2019.

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.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2019

NOTE 49 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 passthrough 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 31-03-2019	
	Foreign Currency (in million)	INR Value (₹ in million)
Financial Liabilities		
Trade Payables		
USD	0.29	20.15
Bills Payable		
USD	0.57	39.54
Foreign Currency Term Loans		
USD	5.40	373.55
Net Exposure in foreign currency Receivables / (Payable)		
USD	(6.26)	(433.24)

(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)

Currency	Changes in exchange rate	Year ended 31-03-2019	
		Increase /(decrease) in	
		Profit Before Tax	Other Equity
USD	+5%	(21.66)	(13.85)
	-5%	21.66	13.85

NOTE 49 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (contd.)

(iii) Derivative Financial Instruments

Outstanding position and fair value of various derivative financial instruments (Non designated as Cash Flow hedge) is given below :

Particulars	As at 31-03-2019	
	Foreign Currency (in million)	INR Value (₹ in million)
Forward Contract to Sell:		
USD	36.82	2,632.09
Mark to Mark Gain/(Loss) on Forward Contract to Sell		
USD		(24.86)

(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 no. 17.9 & 21.2 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 31-03-2019	
		Increase /(decrease) in	
		Profit Before Tax	Other Equity
Interest rate	+50 bps	(34.25)	(21.90)
	-50 bps	34.25	21.90

(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 available liquidity:

(₹ in million)

Particulars	As at 31-03-2019
Cash & Cash Equivalent	6.30
Availability under Committed credit facility	1,116.64

Undrawn limit has been calculated based on eligible drawing power at each reporting date less actual utilisation.

(b) Maturity Analysis

(i) The following are the remaining contractual maturities of financial liabilities as at 31st March 2019

(₹ 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	3,590.56	445.08	1,194.90	-	5,230.54
Trade Payables	3,513.81	-	-	-	3,513.81
Others Financial Liabilities	33.18	-	-	-	33.18
	7,137.55	445.08	1,194.90	-	8,777.53
Derivative					
MTM Loss on Forward Contract	24.86	-	-	-	24.86
	24.86	-	-	-	24.86
Total	7,162.41	445.08	1,194.90	-	8,802.39

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2019

NOTE 49 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (contd.)

(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 on 31st March 2019 (₹ in million)

Particulars	Not Due	1 to 90 days	91 to 180 days	181 to 365 days	More than 365 days	Total
Gross Carrying Amount	2,594.35	1,673.12	454.62	79.51	154.96	4,956.56
Expected loss rate	0%	0.250%	0.750%	2.250%	2.750%	
Expected credit loss provision	-	4.18	3.41	1.79	4.26	13.64
Carrying Amount of Trade Receivables (Net of impairment)	2,594.35	1,668.94	451.21	77.72	150.70	4,942.92

(b) Reconciliation of Provision for Loss Allowance (₹ in million)

Particulars	As at 31-03-2019
Opening Balance	10.80
Add: Changes in Loss Allowance (Net)	2.84
Closing Balance	13.64

(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.

NOTE 50 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 + Current maturities of long term borrowings- Cash and Cash equivalent -Other Bank balances (excluding Unpaid Dividend Balance)

Equity = Equity Share capital + Other Equity (₹ in million)

Particulars	As at 31-03-2019
Debt	5,122.90
Equity	6,486.24
Debt Equity ratio	0.79

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.

NOTE 51

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.

NOTE 52

During the year ended 31st March 2019, the Board of Directors of the Company at its meeting held on 31st October 2018 had considered and approved the Scheme of Arrangement between Skipper Limited ("Skipper") and Skipper Pipes Limited ("SPL") for Demerger of the "Polymer Products Division except Palashbari unit at Assam" of Skipper into SPL. This scheme was subsequently reconsidered by the Board in its meeting held on 22nd May 2019 and was withdrawn while considering the current scenario of the business segment.

NOTE 53

During the year ended 31st March 2019, the Company has shifted its manufacturing facilities located at Sikandrabad (U.P) and Medak (Telangana) by transfer of plant and machinery and other accessories to its Uluberia plant (West Bengal). The Company is also in process of shifting its manufacturing facility located at Ahmedabad (Gujarat) to Uluberia Plant (West Bengal). The above shifting are part of its cost reduction initiative. The said plants belongs to the polymer division of the Company and is based on asset light model wherein the land and building has been taken on lease and the plant and machineries belong to the Company.

NOTE 54 INTEREST IN JOINT VENTURE

Below is the Joint venture as at 31st March 2019, which has been considered for consolidation. The entity given below is a Limited Liability Partnership (LLP).

Name of the entity	Place of business	As at	% of ownership interest	Relationship	Accounting method	Carrying Amount (₹ in million)
Skipper-Metzer India LLP	Hyderabad, India	31st March 2019	50%	Joint Venture	Equity Method	89.27

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.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2019

NOTE 54 INTEREST IN JOINT VENTURE (contd.)

Summarised balance sheet

(₹ in million)

Particulars	As at 31-03-2019
ASSETS	
NON-CURRENT ASSETS	
Capital Work-in-Progress	191.55
Financial Assets	
Loans	5.29
Other Non-Current Assets	3.55
Total Non-Current Assets	200.39
CURRENT ASSETS	
Inventories	8.19
Financial Assets	
Cash & Cash Equivalents	7.07
Loans	1.59
Other Current Assets	33.72
Total Current Assets	50.57
TOTAL ASSETS (A)	250.96
LIABILITIES	
CURRENT LIABILITIES	
Financial Liabilities	
Trade Payables	18.31
Others	50.41
Other Current Liabilities	3.70
Total Current Liabilities	72.42
TOTAL LIABILITIES (B)	72.42
NET ASSETS (A-B)	178.54

Summarised statement of profit and loss

(₹ in million)

Particulars	As at 31-03-2019
INCOME	
Other Income	2.01
Total Income	2.01
EXPENDITURE	
Employee Benefit Expense	1.92
Other Expenses	0.41
Total Expenditure	2.33
Profit/(Loss) Before Exceptional Items and Tax	(0.32)
Exceptional Items	-
Profit/(Loss) Before Tax	(0.32)
Tax Expense	
Current Tax	-
Deferred Tax	-
Total Tax Expense	-
Profit/(Loss) After Tax	(0.32)
Other Comprehensive Income (Net of Taxes)	-
Total Profit/(Loss) for the year	(0.32)
Share of loss from joint venture	
-Profit/(Loss) After Tax	(0.16)
-Other Comprehensive Income (Net of Taxes)	-

NOTE 54 INTEREST IN JOINT VENTURE (contd.)

Reconciliation to carrying amounts

(₹ in million)

Particulars	As at 31-03-2019
Opening Net Assets	-
Add: Capital Contribution	178.86
(Loss) for the year	(0.32)
Closing Net Assets	178.54
Group's share in %	50%
Group's share	89.27
Carrying Amount	89.27

NOTE 55 ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE III TO THE COMPANIES ACT, 2013 OF ENTITIES CONSOLIDATED AS JOINT VENTURE.

(₹ in million)

Name of the entity in group	Net assets (total assets minus total liabilities)		Share in profit or (loss)		Share in Other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit and loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Parent	100.00%	6,486.24	100.05%	312.12	100.00%	3.07	100.05%	315.19
Indian								
Joint ventures (investment as per equity method)								
Skipper-Metzer India LLP	0.00%	(0.16)	-0.05%	(0.16)	0.00%	-	-0.05%	(0.16)
Total	100%	6,486.08	100%	311.96	100%	3.07	100%	315.03

NOTE 56

The group consists of parent Company and its interest in joint venture. Since there was no activity in joint venture in previous year, consolidated figure for current year only has been given.

Significant Accounting Policies, Judgements, Key Estimates & Basis of Consolidation 1

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

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

PRADEEP KUMAR SINGHI
Partner
Membership No. 50773

Place: Kolkata
Dated: 22nd May 2019

For and on behalf of the Board

SAJAN KUMAR BANSAL
Managing Director
DIN - 00063555

DEVESH BANSAL
Director
DIN - 00162513

SANJAY KUMAR AGRAWAL
Chief Financial Officer

MANISH AGARWAL
Company Secretary

NOTES

NOTES

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