

Date: 4 September, 2021

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

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

NSE Scrip Name- SKIPPER / BSE Scrip Code- 538562

Sub: Submission of Notice of the 40th Annual General Meeting alongwith the Annual Report of the Company for the Financial Year 2020-21

Dear Sir/Madam,

In furtherance to our letter dated 19 August 2021 and pursuant to the provisions of Regulation 30 read with Part A (Para A) of Schedule III and Regulation 34 (1) (a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Notice of the 40th Annual General Meeting of the Company scheduled to be held on Tuesday, 28 September 2021 at 2.30 P.M. (IST) through Video Conferencing or Other Audio Visual Means (VC/OAVM), the Annual Report of the Company for the Financial Year 2020-21 and a communication with regard to TDS on dividend distribution.

The aforesaid documents are being dispatched electronically to only those members whose email IDs are registered with the Company/Depositories.

The Notice of the AGM and the Annual Report is also available on the website of the Company at www.skipperlimited.com.

We request you to take the same on records.

Thanking you,

Yours faithfully,
For Skipper Limited



Manish Agarwal
Company Secretary & Compliance Officer

Encl: As above



SKIPPER LIMITED

CIN: L40104WB1981PLC033408

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

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

Website: www.skipperlimited.com

NOTICE

NOTICE is hereby given that the **40th (Fortieth)** Annual General Meeting of the members of **SKIPPER LIMITED** (the Company) will be held on **Tuesday, 28th September, 2021 at 2.30 P.M. (IST)** through Video Conferencing or Other Audio Visual Means (VC/OAVM) 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 2021, 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 2021, together with the Report of the Auditors thereon.
2. To declare dividend for the financial year ended 31 March, 2021. The Board of Directors has recommended a Dividend of 10% i.e., 0.10 paise per equity share of ₹ 1 each, fully paid up.
3. To appoint a Director in place of Sri Yash Pall Jain (DIN: 00016663), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. 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 2021-22 as **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and Rules made thereunder (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 the cost records of the Company for the financial year ending March 31, 2022, be and is hereby ratified and approved.

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.”

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with Schedule V of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and upon recommendations and/or approvals of the Nomination & Remuneration Committee, Audit Committee and the Board of Directors of the Company, Sri Yash Pall Jain (DIN: 00016663) be and is hereby re-appointed as a Whole-Time Director of the Company, liable to retire by rotation, for a period of 1 (one) year with effect from 6 September 2021, on such terms and conditions including remuneration as set out in the draft agreement to be executed by and between Sri Yash Pall Jain and the Company (salient features of which are provided in the explanatory statement as annexed to this notice) as submitted

to this meeting, which agreement also be and is hereby specifically approved.

RESOLVED FURTHER THAT notwithstanding the profits in any financial year, the Company shall pay the remuneration as mentioned in explanatory statement to this notice as the minimum remuneration.

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 Yash Pall Jain 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 of the Company or the Company Secretary be and are hereby severally authorized to execute all such writings, agreements, 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.”

By order of the Board
For Skipper Limited

Kolkata
12 August 2021

Manish Agarwal
Company Secretary
ICSI Membership No: A29792

NOTES:

- 1) In view of the continuing COVID-19 pandemic and pursuant to General Circular No 14/2020, No. 17/2020, No. 20/2020 and No. 02/2021 dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and 13th January, 2021, respectively issued by the Ministry of Corporate Affairs (“MCA”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 issued by Securities and Exchange Board of India (herein after collectively referred to as “Circulars”), Companies are allowed to conduct their Annual General Meeting (AGM)

during the calendar year 2021 through Video Conferencing or Other Audio Visual Means (VC/OAVM). In compliance with the above Circulars, the relevant provisions of the Companies Act, 2013 (“Act”) and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the **40th Annual General Meeting (“AGM” or the “Meeting”)** of the Company will be held on **Tuesday, 28th September, 2021 at 2.30 pm (IST) through VC/OAVM**. The deemed venue for the 40th AGM shall be the Registered Office of the Company.

- 2) The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of holding 40th AGM of the Company through VC/OAVM.
- 3) Members attending the AGM through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 4) **Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since, the AGM is being conducted through VC/OAVM, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**

However, in pursuance of Section 113 of the Act and Rules framed thereunder, the Institutional/ Corporate members are entitled to appoint authorized representatives for the purpose of voting through remote e-Voting or for the purpose of participation and voting during the AGM. In this regard, the corporate members are requested to send a certified true copy of the board resolution together with attested specimen signature of authorized representative to the scrutinizer through email at scrutinizermkb@gmail.com with a copy marked to evoting@nsdl.co.in.

- 5) Since the AGM will be held through VC/OAVM, the Route Map is not annexed with this Notice.
- 6) In case of joint holders, the Member whose name appears as the first holder in the order of

names as per the Register of Members of the Company will be entitled to vote electronically at the AGM.

- 7) In accordance with the above circulars, the Notice alongwith the Annual Report of the Company for the financial year ended March 31, 2021, is being sent only through e-mail, to those Members whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent ("RTA"), i.e., M/s. Maheshwari Datamatics Private Limited ("MDPL") or the Depository Participant(s). The Notice and the Annual Report for the financial year ended March 31, 2021 shall be available on the website of the Company viz., www.skipperlimited.com and on the website of the stock exchanges where equity shares of the Company are listed viz., www.bseindia.com and www.nseindia.com. The Notice shall also be available on the e-Voting website of NSDL viz., www.evoting.nsdl.com.

Members holding shares in physical mode who have not yet registered/updated their email address are requested to register the same on MDPL's online portal <http://mdpl.in/form/email-update> by following the instructions mentioned therein. Members holding shares in demat mode should update their email addresses directly with their respective Depository Participants.

- 8) An Explanatory Statement pursuant to Section 102 of the Act and Rules framed thereunder, in respect of the Special Business under Item No. 4 & 5 forms part of this notice. The Board of Directors of the Company at its meeting held on 12th August, 2021 considered that the special business (es) under Item Nos. 4 & 5, being considered unavoidable, be transacted at the 40th AGM of the Company.
- 9) Necessary information of the Director seeking re-appointment at the AGM as required under Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) forms part of this notice.
- 10) 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 **22nd September, 2021 to 28th September, 2021** (both days inclusive) in connection with the Annual General Meeting and for the purpose of payment of Dividend, if declared at the Meeting.

- 11) M/s. Singhi & Co., Chartered Accountants, (Firm Registration No. 302049E), have been re-appointed as the Statutory Auditors at the 38th Annual General Meeting of the Company for a period of five years. As per Companies (Amendment) Act, 2017 (Section 139 of the Companies Act, 2013), notified on 07 May, 2018, the requirement of ratification of appointment of the Statutory Auditor at every Annual General Meeting has been done away with. As such, resolution for ratification of appointment of Auditor is no longer required to be passed at the AGM.

12) **Payment of Dividend and tax thereon:**

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

- 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 21st September, 2021.
- To all members in respect of shares held in physical form on or before the close of business hours on 21st September, 2021.

Pursuant to Regulation 12 of the Listing Regulations read with Schedule I to the said Regulations, it is mandatory for the Company either directly or through Depositories or RTA to use bank details as furnished by the investors for the payment of dividend through any RBI approved electronic mode of payment. In case, the bank details are not available or the Company is unable to pay the dividend directly through electronic mode, the Company shall, dispatch the dividend warrant/demand draft to such Members, at the earliest.

Members holding shares in physical mode and who have not yet updated their mandate for receiving dividend directly into their bank accounts through any RBI approved electronic mode of payment may register the same on MDPL's online portal <http://mdpl.in/form/nach-mandate> by following the instructions mentioned therein. Members holding shares in demat mode should update their email addresses and bank mandate directly with their respective Depository Participants.

Pursuant to the changes introduced by the Finance Act, 2020 in the Income-Tax Act, 1961 (the "IT Act"), w.e.f. April 1, 2020, the dividend paid or distributed by a Company shall be taxable in the hands of the shareholders. Accordingly, in compliance with the said provisions, the Company shall make the payment of dividend after necessary deduction of tax at source. The withholding tax rates would vary depending on the residential status of every shareholder and the eligible documents submitted by them and accepted by the Company. Members are hereby requested to refer to the separate communication made in this regard along with this notice and take necessary actions, if required.

- 13) Members seeking any information with regard to the accounts or any other matter to be placed at the AGM are requested to write to the Company on or before 20th September, 2021 through email on investor.relations@skipperlimited.com. The same will be replied by the Company suitably.

Members willing to express their views or ask questions during the AGM are required to register themselves as speakers by sending their requests from 14th September, 2021 to 20th September, 2021 at investor.relations@skipperlimited.com from their registered e-mail addresses mentioning their names, folio numbers/demat account numbers, PAN details, mobile numbers and their questions. Only those Members who have registered themselves as speakers and have been selected will be allowed to express their views/ask questions during the AGM. The Chairman of the Meeting/the Company reserves the right to restrict the number of questions, time allotted and number of speakers to ensure smooth conduct of the AGM.

- 14) All documents referred to in the Notice and the Explanatory Statement shall be made available for inspection by the Members of the Company, without payment of fees upto and including the date of AGM. Members desirous of inspecting the same may send their requests at investor.relations@skipperlimited.com from their registered e-mail addresses mentioning their names and folio numbers/demat account numbers.

During the AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Act or any other relevant document as may be required, shall be made available for inspection upon login at NSDL e-Voting system at <https://www.evoting.nsdl.com>.

- 15) 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 through their online portal www.mdpl.in/form by following the instructions mentioned therein. In respect of shares held in Electronic/Demat form, members may please contact their respective Depository Participants.
- 16) Pursuant to Regulation 40 of the Listing Regulations, the securities of listed companies can be transferred only in the dematerialized mode w.e.f. April 1, 2019, except in case of transmission or transposition of securities. However, an investor is not prohibited from holding the shares in physical mode even after April 1, 2019. However, any investor who is desirous of transferring shares (which are held in physical mode) can do so only after the shares are dematerialized. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. A guidance note on the process of dematerialization of shares of the Company is 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) The shareholders who have not encashed their dividend warrants are requested to write to the Company for claiming outstanding dividends declared by the Company. Details of the unpaid/unclaimed dividend are uploaded on the website of the Company at www.skipperlimited.com. As per Section 124(5) of the Act, all dividends which remain unpaid/unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account shall be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government. Further, as per Section 124 (6) of the Act read with relevant rules made thereunder, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to the IEPF Suspense Account. In terms of the aforesaid provisions, unclaimed dividend/shares for FY 2013-14 is due to be transferred to the IEPF on 28 October 2021 and the Company has accordingly send reminder letters to those shareholders whose shares/dividend are liable to be transferred to IEPF.

18) PROCEDURE FOR ATTENDING THE AGM THROUGH VC/OAVM

- (i) Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system at <https://www.evoting.nsdl.com> by following the steps mentioned below for access to NSDL e-voting system. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in shareholder/member login where the EVEN of Company will be displayed. Members who do not have the User Id and Password for e-Voting or have forgotten the User Id and Password may retrieve the same by following the remote e-Voting instructions mentioned below to avoid last minute rush.
- (ii) Members can join the AGM through VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned above.

The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first serve basis. This will not include Large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.

- (iii) Members, who need any assistance before or during the AGM, may contact on the helpline number or other contact details provided below.
- (iv) Members are encouraged to join the Meeting through Laptops and allow camera for better experience. Members connecting through Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation/bandwidth issues in their respective networks. It is, therefore, recommended to use a good speed internet connection, preferably stable Wi-Fi or LAN Connection, to mitigate any kind of aforesaid glitches and to avoid any disturbance(s) during the AGM.
- (v) Members under the category of Institutional Investors are encouraged to attend the AGM and also vote through remote e-Voting or e-Voting during the AGM.

19) VOTING THROUGH ELECTRONIC MEANS

A. GENERAL INFORMATION

- (i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, read together with MCA circulars and Regulation 44 of Listing Regulations, the Company has engaged the services of NSDL to provide remote e-voting services and e-voting facility during the AGM to all the eligible Members to enable them to cast their votes electronically in respect of the businesses to be transacted at the Meeting.
- (ii) A person, whose name is recorded in the register of members or in the register of

beneficial owners maintained by the depositories as on the **cut-off date, i.e. Tuesday, 21st September, 2021** shall be entitled to avail the facility of remote e-voting/e-voting 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 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 Saturday, 25 th September, 2021	Up to 5.00 P.M. (IST) on Monday, 27 th September, 2021

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled upon expiry of aforesaid period. However, e-voting facility will be made available during the AGM for those shareholders who have not casted their votes through remote e-voting.

- (iii) Only those members, who are present in the meeting through VC/OAVM and have not casted their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the AGM. However, Members who would have cast their votes by remote e-Voting may attend the Meeting, but shall neither be allowed to change it subsequently nor cast votes again during the Meeting.
- (iv) The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- (v) The Board of Directors of the Company has appointed Sri Raj Kumar Banthia, Practicing Company Secretary (Membership no-A17190/CP-18428), partner of M/s. MKB & Associates, Practicing Company Secretaries, Kolkata, to act as Scrutinizer to scrutinize the process of remote e-voting and also e-voting during the meeting in a fair and transparent manner.
- (vi) 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 NSDL viz., www.evoting.nsdl.com immediately after the results are declared. The results shall simultaneously be communicated to the Stock Exchanges.

- (vii) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. 28th September, 2021.
- (viii) The recorded transcript of the proceedings of the AGM shall be available on the Company's website at www.skipperlimited.com

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

To vote electronically on NSDL e-Voting system, please follow the steps which are mentioned below:

Step 1: Access to NSDL e-Voting system;

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

DETAILS ON STEP 1 ARE GIVEN BELOW:

- (i) ***Login method for e-voting and joining of meeting virtually by individual shareholders holding securities in demat mode:***

In terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on e-Voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in

order to access e-Voting facility. The login method for individual shareholders holding securities in demat mode are mentioned below:

Type of shareholders	Login Method
a) Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. This will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

	Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” for seamless voting experience.
b) Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi/Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest, the user will be also able to see the e-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your

	vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
c) Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslinda.com or contact at 022-23058738 or 022-23058542-43.

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

To Login to NSDL e-voting website:

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

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

- Your User Id details are given below :

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

(e) Your Password details are given below:

- If you are already registered with NSDL for remote e-Voting then you can use your existing User Id and Password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you are required to retrieve the "Initial Password" which was communicated to you. Once you retrieve your "Initial Password", you need to enter the "Initial Password" and the system will direct you to change your "Initial Password".
- Process to retrieve your "Initial Password" -
- (i) Trace the email sent to you from NSDL. Open the e-mail and thereafter open the PDF file attached. The Password to open the pdf file is your

8 digit Client Id of NSDL Demat Account or the last 8 digits of Client Id of CDSL Demat Account or Folio Number for shares held in Physical mode. The said PDF file contains your User Id and "Initial Password" for e-Voting purpose.

- (ii) If your e-mail Id is not registered, please follow steps mentioned below under "Process for those shareholders whose e-mail ids are not registered".
- (f) If you are unable to retrieve or have not received the "Initial Password" or have forgotten your Password:
 - If you are holding shares in your demat account with NSDL or CDSL, click on icon "Forgot User Details/Password" available on <https://www.evoting.nsdl.com>
 - If you are holding shares in physical mode, click on icon "Physical User Reset Password" available on www.evoting.nsdl.com
 - If you are still unable to get the Password by following aforesaid two options, you can send your request at evoting@nsdl.co.in mentioning your name, your DP Id and Client Id/Folio Number, your PAN and your registered postal address.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- (g) Tick on Agree to "Terms and Conditions" by selecting on the check box.
- (h) Now click on icon "Login".
- (i) Home page of e-Voting will open.

DETAILS ON STEP 2 ARE GIVEN BELOW:

Process to cast your vote electronically and join General Meeting on NSDL e-Voting system:

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

C. THE INSTRUCTIONS/PROCEDURE FOR E-VOTING AT THE AGM:

- (i) The procedure for e-Voting on the day of AGM is same as the instructions mentioned above for remote e-Voting.
- (ii) Only those Members, who will be present in the AGM through VC or OAVM facility and have not casted their votes on the Resolutions through remote e-Voting, shall be eligible to vote through e-Voting system in the AGM.
- (iii) Members who have voted through remote e-Voting will be eligible to attend the AGM.

However, they will not be eligible to vote at the AGM.

- (iv) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of AGM shall be the same person mentioned for remote e-Voting.

D. INSTRUCTIONS FOR MEMBERS WHOSE E-MAIL ID'S ARE NOT REGISTERED:

The process for those members whose e-mail id's are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the businesses mentioned in the Notice convening the AGM are as follows:

- (i) In case shares are held in physical mode, please provide Folio Number, Name of Shareholder, Number of Equity Shares held, Scanned copy of Share Certificate (both side) alongwith self-attested scanned copy of PAN card and self-attested scanned copy of any document (such as AADHAAR card/latest Electricity Bill/latest Telephone Bill/Driving License/Passport/Voter ID Card/Bank Passbook particulars) in support of the postal address of the Member as registered against their shareholding by e-mail to investor.relations@skipperlimited.com
- (ii) In case shares are held in demat mode, please provide Name, DP Id & Client Id, Client Master or copy of Consolidated Account Statement alongwith self-attested scanned copy of PAN and AADHAAR by e-mail to investor.relations@skipperlimited.com. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- (iii) Alternatively Member may send an e-mail request to evoting@nsdl.co.in for obtaining User Id and Password by providing the details mentioned in Point (i) or (ii) as the case may be.
- (iv) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed

Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

of NSDL e-Voting website, i.e., www.evoting.nsdl.com or call on Toll Free No.: 1800 1020 990 and 1800 22 44 30 or contact Mr. Amit Vishal, Senior Manager/Ms. Pallavi Mhatre, Manager of NSDL at e-mail id: evoting@nsdl.co.in.

E. OTHER IMPORTANT INSTRUCTIONS

- (i) It is strongly recommended not to share your Password with any other person and you must take utmost care to keep your Password confidential. Login to e-Voting website will be disabled upon five unsuccessful login attempts with incorrect details. In such an event, you will require to reset the Password by clicking on the icon "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com
- (ii) Any person holding shares in physical form and non-individual shareholders, who acquires shares in the Company and becomes a Member of the Company after sending of the Notice of the AGM and holding shares as on the cut-off date, i.e., Tuesday, 21st September, 2021, may obtain the Login User Id and Password by sending a request at evoting@nsdl.co.in or investor.relations@skipperlimited.com.
However, if you are already registered with NSDL for e-Voting then you can use your existing User Id and Password for casting your votes. If you forgot your password, you can reset your password by clicking "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 224430. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice of the AGM and holding shares as on the cut-off date i.e. Tuesday, 21st September, 2021, may follow steps mentioned in the Notice of the AGM under Step 1 above.
- (iii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section

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

Item No. 4

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 4th May, 2021 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, 2022 at a remuneration of ₹ 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 2021-22.

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

Item No. 5

The members of the Company re-appointed Sri Yash Pall Jain (DIN: 00016663) as Whole Time Director of the Company w.e.f. 6 September 2020 for a period of one

year. He will complete his present term as Whole Time Director on 5 September 2021.

Sri Yash Pall Jain is a Graduate from Punjab University and has almost four decades of rich experience in the manufacturing industries. He is currently overseeing the day to day commercial operations of all the units and is also serving as the occupier of all the plants. He has played instrumental role over the last four years in operations, commercial negotiations, internal audit and general administration of the Company.

Considering the responsibilities and his contribution towards the Company, the Board of Directors on the recommendation of the Nomination and Remuneration Committee and Audit Committee at their meeting held on 4th May, 2021 approved the re-appointment of Sri Yash Pall Jain as Whole Time Director of the Company, for a further period of 1 (one) year from 6 September 2021 to 5 September 2022, subject to the approval of the members.

The Company has received consent from Sri Yash Pall Jain in writing to continue to act as Whole Time Director of the Company for a further period of 1 year. 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 Yash Pall Jain 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 Nomination and Remuneration Committee and the Board of Directors approved the terms of re-appointment and remuneration of Sri Yash Pall Jain in its meeting held on 4th May, 2021. For the purpose, an agreement is proposed to be entered into by the Company with the Whole Time Director and the major terms and conditions contained in the said agreement are furnished below:

a. SALARY / BENEFITS

Basic Salary: ₹ 24,00,000 per annum

Other Allowance: Not exceeding 100% of basic salary

Bonus: Not exceeding 15% of yearly basic salary

Notwithstanding the profits in any financial year, the Company shall pay the remuneration as mentioned above as the minimum remuneration.

The Company has not committed any default in payment of dues to any bank or public financial institution or any other secured creditors before the date of re-appointment of Sri Yash Pall Jain. The Company has not issued any Non-Convertible Debentures. A statement containing additional information as required in Schedule V of the Companies Act, 2013 forms part of the notice.

b. OTHER TERMS

- Subject as hereinafter provided, the Agreement shall be effective from 6 September, 2021 and shall remain in force upto one year, till 5 September, 2022, unless terminated earlier.
- The re-appointment may be terminated earlier, without any cause, by either Party by giving to the other Party three months' notice.
- The Whole-Time Director, subject to the superintendence, control and direction of the Board of Directors of the Company, shall conduct and manage the business and affairs of the Company as specified in the agreement.
- The Whole-Time Director shall not be paid any sitting fees for attending the meeting of the Board of Directors or Committee thereof from the date of his re-appointment.
- The Whole-Time Director shall be liable to retire by rotation and his re-appointment at the Annual General Meeting as a Director retiring by rotation would not constitute a break in his appointment as Whole-Time Director.

The agreement proposed to be entered into between the Company and Sri Yash Pall Jain for his re-appointment is available for inspection in the manner as stated in the notes of this notice.

Except Sri Yash Pall Jain and his relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned

or interested, in the resolution set out at item no. 5 of the notice.

The Board considers that the re-appointment of Sri Yash Pall Jain would be of immense benefit to the Company and thus recommends the Special Resolution as set out at item no. 5 for approval of members of the Company.

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

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 execution of EPC projects.

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

The Company was incorporated in the year 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 Millions)

Particulars	2020-21	2019-20	2018-19
Total Revenue	15815.07	13905.07	18708.69
Profit before Tax	301.19	182.32	429.84
Profit after Tax	210.83	414.90	312.12

e. Foreign Investments or Collaborations, if any:

Nil

II Information about the appointee:

All the required information about Sri Yash Pall Jain has 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 is adversely impacted primarily on account of Covid 19 Pandemic, increasing raw material cost, deceleration in the infrastructure sector and also due to the conditions of the domestic T&D business which was unfavorable for growth.

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. Further, the Company has taken steps for cost rationalization which will help the Company to reduce its operational costs and improve bottom line.

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

While the Pandemic will have an impact on the market and demand, we believe that the initiative taken by the Company will improve the performance and profitability in coming years.

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]

Categories	Details of Director
Name	Sri Yash Pall Jain
Director Identification Number (DIN)	00016663
Date of Birth/Age	06.01.1959 (62 years)
Qualification	Graduate from Punjab University
Original Date of Joining the Board	6 th September, 2017
Experience (approx.)	40 years
Nature of expertise	Expertise in day to day commercial operations of the units, internal audit and general administration
Background Details/Job Profile & Suitability/Recognition & Awards	Sri Yash Pall Jain is a Graduate from Punjab University and has almost four decades of rich experience in the manufacturing industries. He is currently overseeing the day to day commercial operations of all the units and is also serving as the occupier of all the plants. He has played instrumental role over the last four years in commercial negotiations, operations, internal audit and general administration.
Terms & Conditions of appointment/re-appointment	Whole-Time Director for a period of one year liable to retire by rotation.
Details of remuneration sought to be paid	As stated in the resolution and explanatory statement for his re-appointment.
Remuneration last drawn	₹ 38,26,416/- in the FY 2020-2021
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.
Pecuniary relationship directly or indirectly with the Company	Sri Yash Pall Jain is the Whole Time Director of the Company.
Number of Board meeting attended during the year	4/5
Disclosure of relationship with other directors/KMP	Sri Yash Pall Jain is not related to any of the Directors/KMP of the Company.
Shareholding of Director in Skipper Limited	Nil
List of Directorship in other companies as on 31 March 2021	Nil
List of Membership/ Chairmanship of Committees of other companies as on 31 March 2021	Nil

By order of the Board
For Skipper Limited

Kolkata
12 August 2021

Manish Agarwal
Company Secretary
ICSI Membership No: A29792



SKIPPER LIMITED

CIN: L40104WB1981PLC033408

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

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

Website: www.skipperlimited.com

COMMUNICATION ON TDS ON DIVIDEND DISTRIBUTION

Dear Member,

The Board of Directors of the Company at its Meeting held on 4th May, 2021 have recommended a dividend of ₹ 0.10 per equity share of ₹ 1 each, fully paid up for the Financial Year ended 31 March, 2021. This dividend will be paid/dispatched within a period of 30 days after declaration of the dividend at the Annual General Meeting of the Company scheduled to be held on Tuesday, 28th September, 2021.

The Share Transfer Books and Register of Members of the Company will remain closed from 22nd September, 2021 to 28th September, 2021 (both days inclusive) for the purpose of the AGM and payment of dividend.

In accordance with the provisions of the Income Tax Act, 1961 read with the provisions of the Finance Act, 2020, with effect from 1st April, 2020, the Company would be required to apply withholding tax/deduct taxes at source (TDS) at the prescribed rates on the dividend paid to its shareholders. The withholding tax rate would vary depending on the residential status of the shareholder and the documents submitted by them and as acceptable to the Company.

This communication summarizes the applicable TDS provisions in accordance with the provisions of the Income Tax Act, 1961, for various categories, including Resident or Non-Resident members.

1. For Resident Members:

Sl. No.	Particulars	Applicable Rate	Documents required (if any)
(a)	No TDS shall be deducted in the case of resident individual members, if the amount of such dividend in aggregate paid or likely to be paid during the financial year does not exceed Rs. 5,000.	NIL	NA
(b)	With PAN	10%	Update/Verify the PAN, and the residential status as per Income Tax Act, 1961 if not done, with the depositories (in case of shares held in demat mode) and with the Company's Registrar and Transfer Agents i.e Maheshwari Datamatics Private Limited (in case of shares held in physical mode). The PAN can be submitted online by clicking on the following link: http://mdpl.in/form/pan-update .
(c)	Without PAN/Invalid PAN	20%	NA
(d)	Submitting Form 15G/Form 15H	NIL	Declaration in Form No. 15G (applicable to any person other than a company or a firm)/Form 15H

			(applicable to an Individual who is 60 years and older), fulfilling certain conditions. For claiming exemptions, the said forms can be submitted online by clicking on the following link: http://mdpl.in/form/15g-15h .
(e)	Submitting Order under Section 197 of the Income Tax Act, 1961	Rate provided in the Order	Lower/NIL withholding tax certificate obtained from tax authority to be submitted to claim the revised rates. The said certificate/order can be submitted online by clicking on the following link: http://mdpl.in/form/certificate-u-s-197 .
(f)	Mutual Fund specified under clause (23D) of Section 10 of the Income Tax Act, 1961	NIL	Self-declaration that they are specified in Section 10 (23D) of the Income Tax Act, 1961 along with self-attested copy of PAN card and registration certificate. The required documents can be submitted online by clicking on the following link: http://mdpl.in/form/mutual-fund .
(g)	An Insurance Company exempted under Section 194 of the Income Tax Act, 1961	NIL	Self-declaration that it has full beneficial interest with respect to the shares owned by it and documentary evidence that the provisions of section 194 of the Act are not applicable to them along with Self attested PAN. The required documents can be submitted online by clicking on the following link: http://mdpl.in/form/insurance-company .
(h)	Alternative Investment Fund (AIF) established in India	NIL	Documentary evidence to prove that Investment Fund is a fund as defined in clause (a) of the Explanation 1 of section 115UB of the Act and Declaration that Dividend Income is exempt under Section 10 (23FBA) of the Act. The required documents can be submitted online by clicking on the following link: http://mdpl.in/form/alternative-investment .

2. For Non-Resident Members:

Sl. No.	Particulars	Applicable Rate	Documents required (if any)
(a)	TDS shall be Deducted/Withheld	20% (plus applicable surcharge and cess) (*twice the applicable rate would be applicable in case the shareholder: a) has not filed his income tax return for the previous two financial years and the TDS deducted in its case	NA

		exceeds Rs 50,000 in each of these two years; and b) the shareholder has a permanent establishment in India) [Refer note no. ii in other important instructions]	
(b)	Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)	20% (plus applicable surcharge and cess) (*twice the applicable rate would be applicable in case the shareholder: a) has not filed his income tax return for the previous two financial years and the TDS deducted in its case exceeds Rs 50,000 in each of these two years; and b) the shareholder has a permanent establishment in India) [Refer note no. ii in other important instructions]	NA
(c)	Other Non-resident shareholders	20% (plus applicable surcharge and cess) OR Tax Treaty Rate** (whichever is lower) (*twice the applicable rate would be applicable in case the shareholder: a) has not filed his income tax return for the previous two financial years and the TDS deducted in its case exceeds Rs 50,000 in each of these two years; and b) the shareholder has a permanent establishment in India) [Refer note no. ii in other important instructions]	Update/Verify the PAN and the residential status as per Income Tax Act, 1961, if not done, with the depositories (in case of shares held in demat mode) and with the Company's Registrar and Transfer Agent i.e Maheshwari Datamatics Private Limited (in case of shares held in physical mode). In order to apply the Tax Treaty rate, ALL the following documents would be required: 1) Copy of Indian Tax Identification number (PAN). 2) Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the shareholder is a resident certifying status during Financial Year 2020-21. 3) Form 10F duly filled and signed (Format attached herewith). 4) Self-declaration from Non-resident, primarily covering the following: - Non-resident is eligible to claim the benefit of respective tax treaty. - Non-resident receiving the dividend income is the beneficial owner of such income. - Dividend income is not attributable/effectively connected to any Permanent Establishment (PE) or Fixed Base in India (Format attached herewith).



			The required documents can be submitted online by clicking on the following link: http://mdpl.in/form/10f .
(d)	Submitting Order u/s 197 (i.e. lower or NIL withholding tax certificate)	Rate provided in the Order	Lower/NIL withholding tax certificate obtained from tax authority to be submitted. The required documents can be submitted online by clicking on the following link: http://mdpl.in/form/certificate-u-s-197 .

The Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company of the documents submitted by Non-Resident member.

Tax shall be deducted at source at the rate of 20% (plus applicable surcharge and health and education cess) on dividend payable to Foreign Institutional Investors (FII) and Foreign Portfolio Investors (FPI). Such TDS rate shall not be reduced on account of the application of the beneficial DTAA Rate or lower tax deduction order, if any.

Other Important Instructions:

- i) **Section 199 of the Income Tax Act ('the Act'), read with Rule 37 BA of the Income Tax Rules, 1962** ('the Rules') inter alia states that if the income on which tax has been deducted at source is assessable in the hands of a person other than deductee, credit of the tax deducted at source shall be given to the other person and not to the deductees.

Therefore, in case the shares are held by the member on behalf of any other person, then the deductee shall submit a declaration mentioning the name, address, permanent account number of the person to whom credit is to be given, payment or credit in relation to which credit is to be given and reasons for giving credit to such person. Only after receipt of such declaration, the deductor shall report the tax deduction in the name of the other person and shall issue the certificate for deduction of tax at source in the name of the other person, whose name is mentioned in the declaration. **The shareholders are requested to submit the necessary documents within Tuesday, 21st September, 2021 at investor.relations@skipperlimited.com**

- ii) The Finance Act 2021 has introduced a new section 206AB with effect from 1st July, 2021, which introduces special provision for TDS in respect of tax payers who have not filed their income-tax returns (referred to as specified persons). Under section 206AB of the Act, tax is to be deducted at **higher of the followings rates** in case of payment to the specified persons-
- twice the rate as specified under the relevant provision of the Income Tax Act or
 - twice the rate/rates in force; or
 - at the rate of 5%

Specified person means:

- who has not filed the returns of income for two assessment years immediately prior to the previous year in which tax is required to be deducted, for which the time limit of filing return of income under sub-section (1) of Section 139 of the Act has expired; and
- where the aggregate of tax deducted at source and tax collected at source in the person's case is INR 50,000 or more in each of these two previous years.

Non-resident shareholders who do not have permanent establishment in India are excluded from the scope of a "Specified person".



Please note that the information regarding whether a shareholder is a specified person or not will be downloaded through the functionality of the Income Tax Department. Accordingly it is advised that the non-residents, who have not filed their returns in the past years, to provide a declaration stating that they do not have any Permanent Establishment (PE) in India.

- iii) In view of the continuing COVID 19 situation, only scanned copies of the aforementioned tax relief documents such as PAN, Forms 15G/15H/10F/Self-declaration/documentary evidence etc. will be accepted by the Company through the link given above. The documents (duly completed and signed) are required to be submitted by uploading the documents on the link. **The shareholders are requested to submit the necessary documents within Tuesday, 21st September, 2021. All the links given above will be disabled thereafter.**
- iv) Members holding shares under multiple accounts under different status/category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.
- v) In case of joint shareholders, the shareholder named first in the Register of Members is required to furnish the requisite documents for claiming any applicable beneficial tax rate.
- vi) Members may note that in case the tax on said dividend is deducted at a higher rate in absence of receipt, or insufficiency of the aforementioned details/documents from you, an option is available to you to file the return of income as per Income Tax Act, 1961 and claim an appropriate refund, if eligible. **No claim shall lie against the Company for such taxes deducted.**
- vii) The Company is obligated to deduct tax at source based on the records made available by National Securities Depository Limited or Central Depository Services (India) Limited ("the Depositories") in case of shares held in electronic mode and from the RTA in case of shares held in physical mode and no request will be entertained for revision of TDS return.
- viii) The Company will arrange to email a soft copy of the TDS certificate at the shareholders registered email ID in due course, post payment of the said Final Dividend. Shareholders will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://incometaxindiaefiling.gov.in>.

Disclaimer: This Communication is not to be treated as an advice from the Company or its affiliates or the Registrar and Share Transfer Agent. Members should obtain independent tax advice related to their tax matters from a tax professional.

Yours sincerely,

For Skipper Limited

**Sd/-
Manish Agarwal
Company Secretary**



40 YEARS OF CREATING
#infinitepossibilities

SKIPPER
Limited



Endurance & Agility

through multiple growth platforms

Skipper Limited
ANNUAL REPORT 2020-21

Endurance & Agility

through multiple growth platforms

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.

AT SKIPPER, WE ARE DETERMINED TO BECOME AN ENDURING 'GROWTH PERFORMER'. WE BELIEVE THAT WE CAN INVIGORATE OUR GROWTH RATE BY FOCUSING BOTH ON THE SHORT TERM AND THE LONG TERM. IF THE PAST 6 QUARTERS ARE TO BE SEEN CLOSELY, ITS EVIDENT THAT OUR IMPLEMENTED PROGRAMMES HAVE SHOWN GREAT RESULTS FOR LONG TERM MOMENTUM. OUR FORAY IN ADDING THE POLYMERS BUSINESS, AS AN ADDITIONAL PLATFORM TO OUR ESTABLISHED ENGINEERING BUSINESS, WAS THE CULMINATION OF THIS APPROACH. TODAY, THIS APPROACH IS CREATING AN ENDURING SKIPPER.



To view Annual Report 2020-21 online, visit:

<https://www.skipperlimited.com/investor-relations/annual-reports.aspx>

or scan QR Code below:





1

With the addition of a branded polymer business, sold to a multitude of channel partners and customers, to our established engineering division, based on global institutional customers, we are becoming dependent on a more homogenized customer base.

2

From being dependant on government sectors traditionally, we are adding the private sector to our mix of customers.

3

We are also pursuing optimised performance through a more diversified play in terms of greater diversity in products, services, and customer stickiness. From being a pure manufacturing company to a turnkey Design & Testing solution provider with the strength of R&D.

4

Moreover, while our engineering business experiences longer sales and execution cycles, our more granular Polymer Pipes & Fittings and Bathroom Fittings and Accessories business enjoy shorter cycles, giving the Company smoother and more predictable month-to-month performance.

5

We also got closer to the consumer by repositioning our polymers business by getting more B2C in our approach by introducing a range of CP Bathroom Fittings under the Skipper brand and adding new channel partners to expand our footprint.

6

From a monopolistic dependence on power transmission, we have widened our presence to relevant sectors like telecom and railways among others.

7

We also Strengthened our EPC Services segment, making our Engineering Division more profitable and less dependent on pureplay manufacturing.

8

We are also successfully using the Theory of Constraints (TOC) approach to bring about organizational change to drive profit improvement by becoming a leaner organization.

9

Not leaving any stones unturned, we have also strengthened our global sales operations for our Engineering Division to help us win more successfully in the global marketplace. From being a major domestic player, we have evolved into an international player with growing global competitiveness.

How are we

more enduring







Our Polymer business

the next growth engine.

When we started our Polymers business 10 years ago, there was a conviction and a belief that with the launch of these additional vertical, new revenues and driver of growth will follow. While we understood that this would be an extended journey, we were well prepared to build long-term value from this business. Once this foundation was laid, everyone at Skipper became committed to it.

In trying to change our growth trajectory through our Polymer Pipes & Fittings business, we Invested, Created, and now - Performed. Today, we have been able to scale up this business to have a visible presence as a leading national, branded player. Deep into this journey now, our belief in the possibility of a new product line driving new revenues is proving its mettle, and the results are tangibly showing through our rampantly growing recognition, brand acceptance and sales volumes. As we scale the Polymer business to become at par with our existing mature businesses in size and stature, we've learnt how to engage with consumers.



Winning in B2C Winning in B2B

diversified market reach methods

With a B2C and branded business model added to our established engineering division, a B2B institutional business, we are pursuing optimised performance through our invigorated sales and marketing engine. By investing behind a superior customer experience through a range of high-quality products and solutions, we are within reaching distance of making a striking shift in our market share and position within a growing marketplace.

Meanwhile, our engineering business continues to win new orders, and drive operational excellence. Consequently, we are maintaining our peer standing in the Transmission & Distribution industry. Our business from both domestic and overseas markets continue to look promising over the long term.









Strong People Foundation

Equally Matched Conviction.

Looking ahead, we've galvanised the whole team at Skipper, so everyone knows they share a single-minded purpose, which is to take the Company on a B2C top-line-growth journey. To achieve this, we are operating with a continuous-improvement mind-set. This means that we're constantly looking to optimally leverage our assets, to yield the best ROIs from them.

Today, we are agile to harness the new opportunities coming from both our power and water distribution sides of our businesses. Going forward, we believe that the need and demand for our products and services will continue to remain compelling. With this backdrop, we intend to keep driving growth by repeatedly winning in our chosen markets, and thus create enhanced value for our stakeholders.

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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. Arvind Joshi (Upto 10th May, 2021)

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

- Indian Bank (Erstwhile Allahabad Bank)
- State Bank of India
- Punjab National Bank
- Union Bank of India
- Bank of Baroda
- Bank of India
- Exim Bank
- HDFC Bank
- IDFC First Bank
- IndusInd 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 (I & II)

Village- Parlley

Mouza- Chayani

Revenue Circle - Palashbari

District- Kamrup Rural, Assam

TRANSMISSION LINE TOWER TESTING AND R&D CENTRE

Village & P.O. - Barunda

P.S. - Bagnan

District- Howrah, West Bengal

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.in

Who we are

WE ARE A DIVERSIFIED INDUSTRIAL HOUSE, WITH HIGHLY SCALED AND STRONG CAPABILITIES IN ENGINEERED PRODUCTS MADE OUT OF STEEL, AND POLYMER PIPES FOR WATER PORTING. AMONGST MULTIPLE APPLICATIONS, OUR COMMON DENOMINATOR FOCUS IS IN SOLUTIONS THAT HELP IN TRANSPORTING WATER AND POWER. OUR BUSINESS SEGMENTS INCLUDE THE ENGINEERING AND MANUFACTURING OF TOWERS AND MONOPOLES FOR ELECTRICAL TRANSMISSION; STREET LIGHTING POLES; WATER PIPES AND ANCILLARIES FOR COMMERCIAL AND RESIDENTIAL BUILDING SOLUTIONS; IRRIGATION SOLUTIONS FOR AGRICULTURAL APPLICATIONS; AND MORE RECENTLY, IN WELL-DESIGNED BRANDED BATH FITTINGS TO COMPLEMENT OUR RETAIL LED B2C POLYMER PRODUCTS PUSH.

In our engineering division, we differentiate ourselves by offering high quality but cost-effective solutions for infrastructure providers and telecom operators. Established in 1981 and with over 40+ years of domain knowledge, we are the largest transmission tower manufacturing company in India, and 10th largest globally. Our international footprint spans across continents such as Latin America, Europe, and Africa and is spread across 40+ countries worldwide. Skipper is the only truly integrated T&D company in the world present in the entire value chain with Angle Rolling, Tower, Pole and Fasteners manufacturing, Tower & Pole Load Testing and EPC Line construction.

In our Polymer business, we differentiate ourselves through superior quality, a reputation for high reliability, and technically modern water plumbing solutions for both retail and large scale applications. We are majorly present in the East, North East, South and Northern parts of India. We also export to Nepal, Bhutan and other neighbouring countries. Today, Skipper is fast emerging as a national powerhouse in the Polymer Pipes & Fittings business. Sold under our own brand name 'Skippe Pipes', the Company manufactures premium quality Polymer Pipes & fittings, which serves both drip irrigation agricultural applications, as well as for plumbing installations in construction projects.

Skipper Limited is listed at BSE (538562) and NSE (Symbol: SKIPPER) respectively.

5

Manufacturing Facilities in India

51,000

Installed Capacity for Polymer Product Business (MTPA)

300,000

Engineering Product Capacity (MTPA)

22,000+

Distribution touch points for Skipper Polymer products and bath fittings

71.89%

Promoters' holding (as on 31st March 2021)

2200+

Workforce Strength



WITH DEMAND GROWTH AND SUPPLY CONSOLIDATION ACCELERATING, INDIA PRESENTS A COLLECTIVE OPPORTUNITY OF ₹ 35000+ CRORES IN THE POLYMER BUSINESS, WHICH PRESENTS AMPLE OPPORTUNITY FOR LARGE AND ORGANIZED PLAYERS LIKE SKIPPER. WITH AN INNOVATIVE BUSINESS MODEL, WE HAVE AMPLE HEADROOM TO SCALE UP OUR BUSINESS WITH THE EXISTING CAPEX ALREADY INVESTED. RECORDING OUR HIGHEST EVER QUARTERLY REVENUE IN Q4 FY2021 FOR OUR POLYMERS BUSINESS, THE 'SKIPPER' FRANCHISE HAS BECOME THE FASTEST GROWING PREFERRED BRAND IN OUR CHOSEN MARKETS.



SKIPPER
 Limited



VISION

To produce world-class quality products that contribute meaningfully to India's National infrastructure development, while also making India the preferred hub for Global Infrastructure needs.



MISSION

- To continue to grow our portfolio of value-added products and services to our portfolio.
- To continue to focus on the power and water sectors, in line with contemporary global demand.
- To continue to tap newer geographies to add to our existing markets.
- To ensure greater scale and technology, greater longevity of product, and introduce more efficient technologies for a longer duration of existence.
- To reduce our carbon footprint, and evolve towards reduced consumption of hydro carbons, by replacing them with non-conventional and renewable energy sources.

Our Diversified Play

DIVERSIFYING INTO NEW PRODUCTS AND SERVICE LINES CAN PROVIDE AN EFFECTIVE PATH TO SUSTAINABLE GROWTH, AND DE-RISK ONESELF FROM THE DOWN CYCLES THAT ANY ONE SEGMENT MAY EXPERIENCE FROM TIME TO TIME. THERE IS ALSO MERIT IN HAVING A HEALTHIER MIX OF BOTH INSTITUTIONAL AND RETAIL BASED BUSINESSES, TO AMELIORATE THE INCONSISTENCIES OF LONG GESTATION BASED INSTITUTIONAL BASED BUSINESSES BY BLENDING IN THE STEADINESS OF A MORE GRANULAR BASED RETAIL B2C BUSINESS.

We are steadily becoming a more diversified industrial house, with highly scaled and strong capabilities in engineered products and EPC contracting, and a young and fast growing business in polymer industrial pipes for water porting. With a B2C and branded business model added to our B2B and institutional engineering division, we are pursuing optimised performance through our invigorated sales and marketing engine on the retail front.

Our engineering business continues to hold great promise given the growth agenda of India and other emerging and frontier markets globally. Our business from both domestic and overseas markets continue to look promising over the long term, and we aim to maintain our peer standing in the Transmission & Distribution industry.

In line with the aspiration to evolve into a national player from being a regional one, Skipper has established a sizeable capacity of 51,000 MTPA for manufacturing Polymer Pipes and Fittings.

Today, Skipper is fast emerging as a national powerhouse in the Polymer pipes business. Sold under our own brand name 'Skipper', the Company manufactures premium quality polymer pipes & fittings, which serve both drip irrigation agricultural applications, as well as for plumbing installations in construction projects.

Today, Skipper is also a trusted partner for executing critical Infrastructure Engineering, Procurement and Construction (EPC) projects. The Company continues to strengthen its presence in this superior margin based Infrastructure Project business.

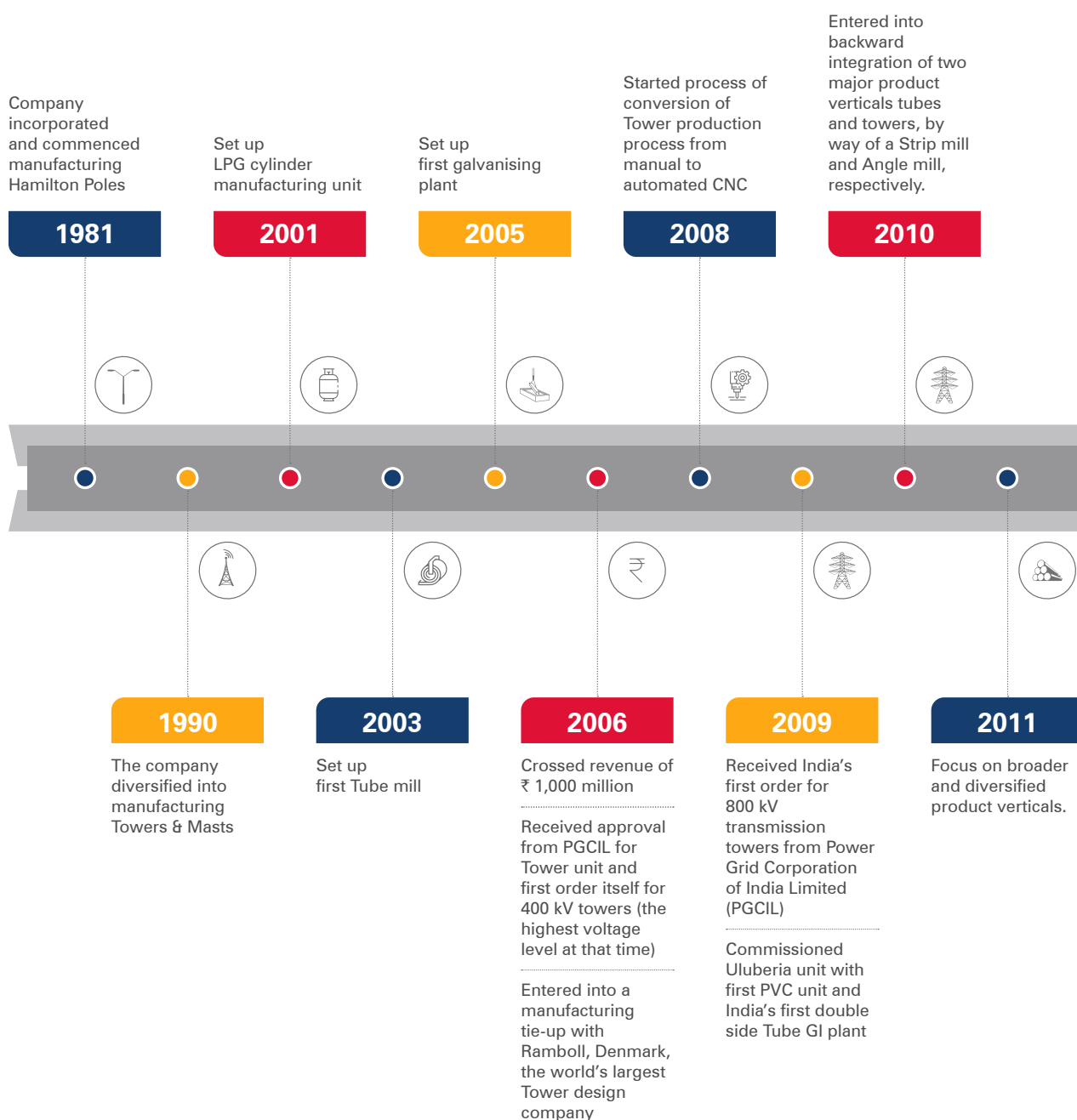
DIVERSIFY AND GROW

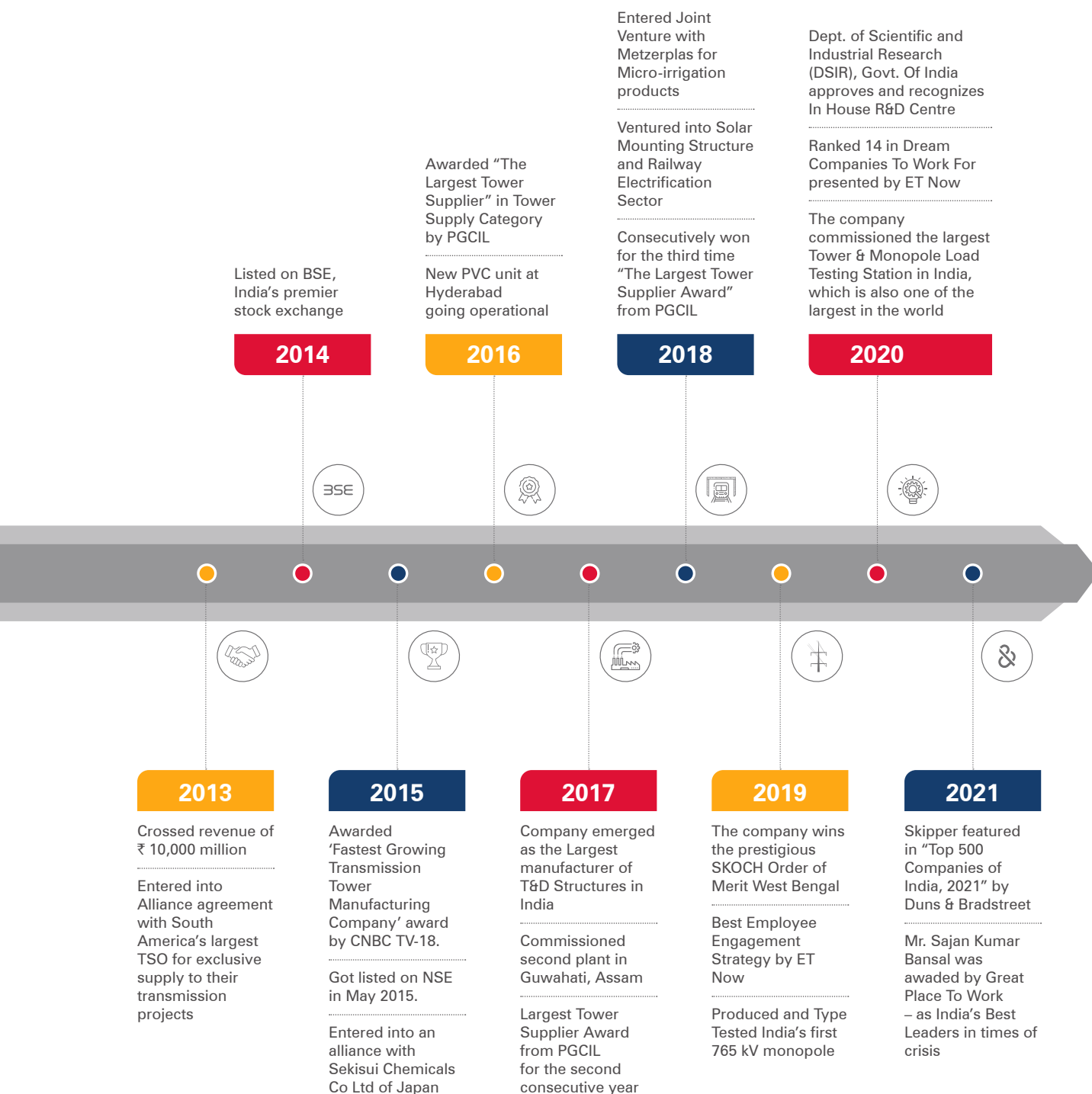
	 Engineering Products	 Polymer Products	 EPC Infrastructure Projects
Our Differentiating Strategy	We differentiate ourselves by offering high quality but cost effective solutions for infrastructure providers and telecom operators. We are the largest transmission tower manufacturing company in India, and 10th largest globally. Our international footprint spans across continents such as Latin America, Europe, and Africa and is spread across 40+ countries. Our state of the art R&D and Test Center station makes us truly Integrated as a company.	We differentiate ourselves through superior quality, a reputation for high reliability, and technically modern water plumbing solutions for both retail and large scale applications. Traditionally strong in the North and East, we are gradually becoming a national player, ensuring that our polymer products reach and penetrate all parts of India. We also export to Nepal, Bhutan and other neighbouring countries.	We differentiate ourselves by successfully executing big-tick projects while being cost effective. Skipper specialises in providing Integrated services in transmission line EPC, including tower design, tower testing, manufacturing, and onsite construction.
Contribution to Total Revenue FY2021	76%	14%	10%
Share of Business Revenue FY2021	Rs. 11, 986 Million	Rs. 2,165 Million	Rs. 1,664 Million



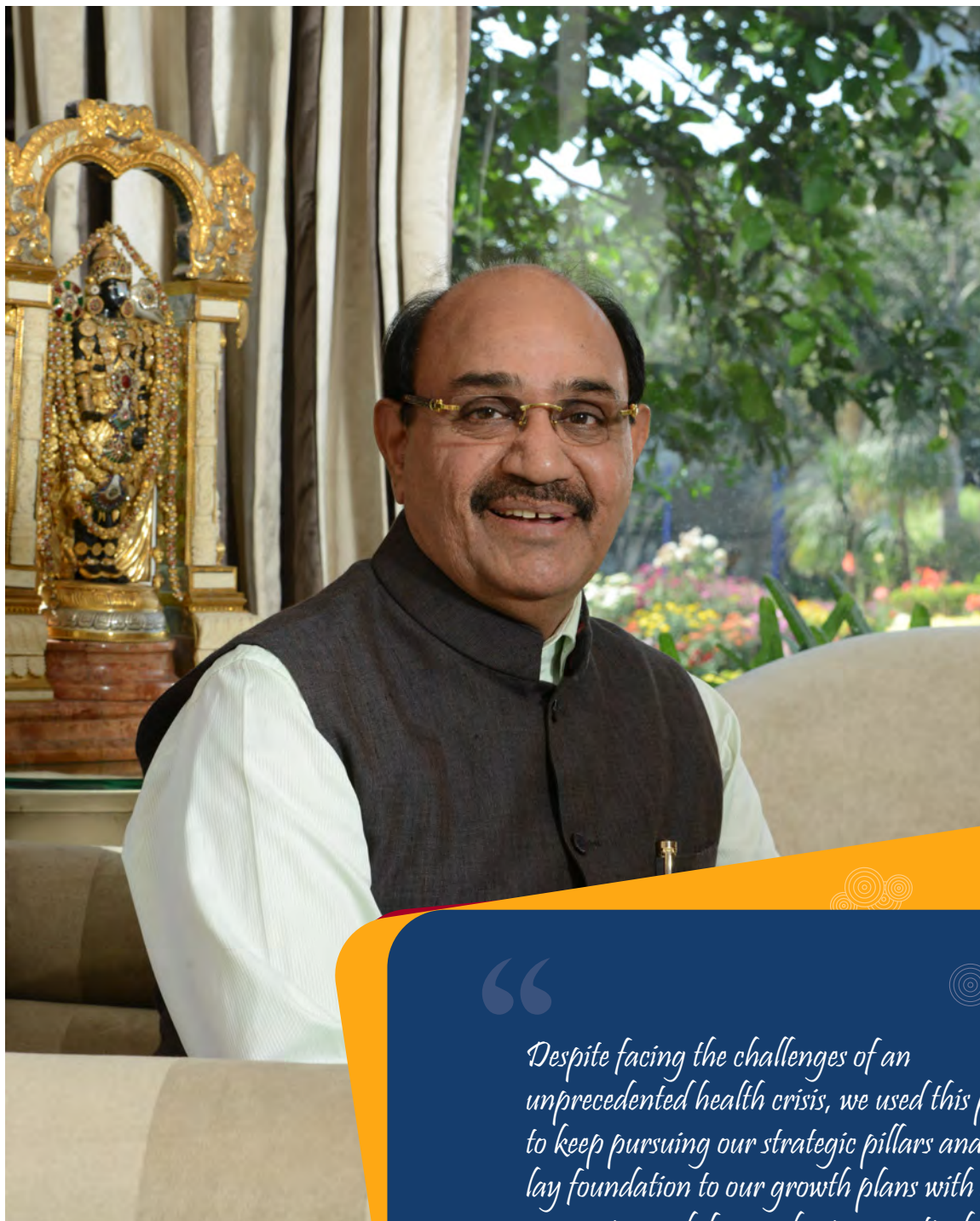
	Engineering Products	Polymer Products	EPC Infrastructure Projects
Manufacturing Strength	- Close to low cost power, steel and labour for most competitive manufacturing - The Company has strong in-house galvanising and CNC capabilities. - State of the art manufacturing with 300,000 MTPA manufacturing Capacity, largest in India. - All the four units are power grid approved and have multiple global client approvals and accreditations. - Backward integration enables cost optimisation; swifter time-to-market; high quality control; timely dispatch; superior customer service; and lower exposure to commodity price fluctuations.	- Large manufacturing capacity of 51,000 MTPA - State-of-the-art manufacturing technology with highly efficient production workflow. - Relatively more modern and younger capital assets: 70%+ gross block less than six years old - Assured of CPVC supply chain for the manufacture of state-of-the-art pipes. - One of the few companies in India that has a NSF certification. - Only company in India to implement Theory of Constraints	State of art in-house design facility with a strong team of Design Engineers who continuously develop innovative, construction friendly and cost effective designs. The Company is equipped with the latest softwares like PLS Tower, PLS Pole, Tower-Cad and Auto-Cad, and is equipped to provide computerised engineering solutions, 3D analysis and design. Skipper can produce various types of monopoles and towers ranging from 33 kV to 800 kV HVDC.
Product & Services Portfolio	- Power transmission towers - Transmission line monopoles - Light & Distribution Poles - Mild steel & high tensile angles - Fasteners & tower accessories - Railway electrification structures - Telecom Towers	- UPVC Pipes & Fittings - CPVC Pipes & Fittings - SWR Pipes & Fittings - Borewell Pipes (Casing Pipes , Column Pipes & Ribbed Strainer Pipes) - Agriculture Rigid Pipes & Fitting - Underground Drainage Pipes - HDPE Pipes & Overhead Tanks - CPVC & UPVC Solvent cement - Cisterns, Seat Covers and - Bath Fittings & Accessories	Skipper possesses a dedicated vertical for EPC line construction, with a specialised skill set to execute turnkey transmission projects upto 1,200 kV HVDC for various utilities. The Company also excels in Railway EPC and underground utility laying by HDD (Horizontal Directional Drilling). It is managed by a dedicated team of technical designers, execution and project managers.
The Company's Quality Certifications, Standards, and Institutional Approvals	- Bureau of Indian Standards (ISI) ISO 9001, ISO 14001, ISO 18001 - Power Grid Corporation of India Limited (PGCIL) - Egyptian Electricity Transmission Company (EETC) - Major State Electricity Board of India (SEBs) - Ministry of Railways (RDSO) - Damodar Valley Corporation - Transmission Corporation of Andhra Pradesh Limited (APTRANSCO) - Odisha Power Transmission Corporation Limited (OPTCL) - The Karnataka Power Transmission Corporation Limited (KPTCL) - Bhutan Power Corporation - Budcentral - Certificate of Conformity - Kenya Transmission Company (KETRACO) - Transmission Company of Nigeria (TCN) - National Grid Corporation of Philippines (NGCP) - Saudi Electric Company - The Jordanian Electric Power Company Ltd. - Amman-Jordan - RETIE, Colombia - UKSEPRO - LAPEM - CE (Certificate of Europe) and IFO (Germany)	- ASTM D-1785, - ASTM D-2467, - ASTM D-2846 - IS: 12818 - IS: 13592 - IS: 4985 - IS: 15778 - IS: 13592 - IS: 14735 - IS: 10124 - IS: 14182 - NSF	

Resilient through Time: a journey of perseverance





Letter from the Managing Director



“

Despite facing the challenges of an unprecedented health crisis, we used this period to keep pursuing our strategic pillars and lay foundation to our growth plans with an aggressive push for our business verticals.



Sajan Kumar Bansal
Managing Director



Dear Shareowners,

2020 and 2021 have been amongst the most challenging years in decades. The unprecedented health crisis, caused by the novel coronavirus, has taken an immense human as well as economic toll globally. I share my deep condolences to all those of you that have lost dear ones to this global malaise.

OUR RESPONSE TO THE PANDEMIC

It is a testament to the excellent work we have done over many years to develop strong relationships with local partners that we were able to act quickly and effectively to deliver support under our “Skipper Cares” programme where it was most needed. Our fiscal year 2021 saw multiple national lockdowns when only essential stores could run, and people were asked stay at home. These restrictions placed significant pressure on our people and our operations. Apart from setting up stringent SOPs at our operations for protecting the health and safety of our staff and workers, we organised multiple vaccination drives without charge for all our employees and their family members to combat the second wave of pandemic. We also revised our Covid term policy by enhancing the insurance coverage and those in home isolation can now also claim redemption through our empanelled health insurance partner.

Under the “Skipper Cares” programme, we also extended support to families of deceased members, including last drawn salary upto ₹ 50,000 for 2 years; education support for children; 3 years’ of medical coverage for dependants; and preferential employment for family members among other measures.

Throughout, our priority has been the wellbeing of our people. The company has already extended hybrid model of work culture. In the manufacturing plants, the company has rolled out its operations with minimum workforce to continue delivering the committed output to its customers. We have worked hard to foster employee engagement through online resources to create a culture of support and understanding where everyone has access to the assistance they need. Our employee-led staff networks were a valuable source of advice, practical support and entertainment and played a key role in preserving the culture of our business while we worked from home. Nevertheless, the Board recognises just how tough delivering on the day job has been this year and we are hugely grateful to everyone for their vigorous work and commitment throughout this time.

TODAY, WE HAVE SIGNIFICANTLY DE-RISKED OUR OPERATING PORTFOLIO, PRESERVED OUR ROBUST BALANCE SHEET, AND ARE WELL SET FOR SUSTAINABLE GROWTH IN THE YEARS AHEAD OF US.

In terms of contributing to society at large, we distributed oxygen boosters to Shree Vishudhanand Hospital, Kolkata, and the CSR wing of Skipper, Skipper Foundation, distributed food and medicine supplies to the cyclone hit locations of West Bengal.

Since we were born 40 years ago in 1981, close to half a century ago, we’ve seen and weathered many natural and man-made calamities forced upon us. In every instance, our values have guided our response and, ultimately, these crises became defining moments and made us stronger. The global Covid-19 pandemic, that we’re persevering through now, will be reminisced as one of the most challenging aftermaths of modern history.

It will also be recognised for the incredible resilience humanity has displayed in recovering from it. Your Company is an exemplary illustration of true grit put on view by its employees. I am immensely proud of the way our people have banded together in steering the Company through the last fiscal year.

OUR PERFORMANCE

Yet, even in such critical circumstances, your Company reported a resilient set of financial results in which we preserved our liquidity and avoided net worth erosion. More importantly, we used the period to keep pursuing our strategic pillars and lay foundation to our growth plans with an aggressive push with our Polymers business. Building a diversified business around a strong mix between B2B and B2C; Power and water - is vindicating the strength and resilience of our evolving business model. Today, we have significantly de-risked our operating portfolio, preserved our robust balance sheet, and are well set for sustainable growth in the years ahead of us. In time, we aim to be one of the strongest in each of our Engineering, EPC and Polymers businesses. This strength in diversity is giving us the rights of passage to pursue dynamic growth meaningfully.

Letter from the Managing Director (Contd...)

IN TIME, WE AIM TO BE ONE OF THE STRONGEST IN EACH OF OUR ENGINEERING, EPC AND POLYMERS BUSINESSES.

Despite the pandemic induced challenges, your company - Skipper Limited, delivered a relatively healthy performance given the circumstances, driven by focused execution and financial prudence and discipline. For FY2021, the Company reported a revenue of ₹ 15,815 million against ₹ 13,905 million in FY2020. We reported PAT at ₹ 211 million for FY2021. Our order book at the end of the year stood at ₹ 1,620 million. Our Balance Sheet strengthened, our operational cash flows were healthy.

In spite of Covid-19 induced disruption and the AMPHAN cyclone destruction, I am pleased that there was secular growth in the Company's revenue across all our business segments. This is commendable, given that all of Q1 and two months of Q2 we total wipeouts because of the lockdown measure. While we were able to execute on our contracts during the remaining periods without much flaw, our profitability took a hit due to absorbing higher fixed costs against lower revenues during the matching periods.

In our Engineering business, mainly during the second half of the fiscal year, our margins were impacted on account of higher raw material prices and increased freight on exports due to growing sea container scarcity. During this period, the industry also experience the wrath of unprecedented rally in commodity prices, negatively affecting the execution margin of some of our Engineering fixed contracts. In response to this, we took some important corrective steps to neutralize the impact of raw material volatility. We also became more cautious in taking new orders, ensuring that the newer contracts in the latter half of the year were at elevated steel price level.

Our financial risk profile continues to remain strong, helped in great part by our significant deleveraging and efficient working capital management. Over the last 3-4 years, we have improved our capital structure through proactive repayments, prepayments, and refinancing. This effectively helped us to improve our bottom line through a meaningful reduction in finance cost. Our leverage profile now enables us to execute our growth plans, while keeping our debt at prudent levels. Despite the growth in our top line, we were able to reduce our total interest expense by 15% compared to FY2020.

GLOBAL ENGINEERING BUSINESS

We live at a unique point in time with the majority of the world in agreement on the need to decarbonize. This is catalyzing a movement that was already afoot: the transition to new, sustainable energy sources. Green rebuilding stimulus, technology advances and climate concerns have set the stage for an acceleration in this Energy Transition. According to BloombergNEF, a total of 58 countries and states have announced "net zero" targets that are aligned with the tenets of the 2015 Paris Agreement. The linkage between power generation and emissions is ripe for disruption thanks to more competitive renewable sources of energy and regulated emission standards. Countries such as US, India, China and Saudi Arabia are witnessing an increased pace of renewables transition to achieve their Paris Agreement goals. This global focus on renewable energy will require new transmission lines to be built to cater to a new green energy network. This will undoubtedly create some great opportunities for your Company in the coming years.

To add to this, USA is in the midst of a historically large infrastructure upgradation plan, in which thousands of kilometres of outdated transmission lines will need to be rebuilt. Skipper will be watching this carefully and participate to succeed in this opportunity. We have appointed several representatives across the United States to target this massive upcoming opportunity.

We are also continuing our engagement with more than 100 EPC players across the world, as partners to the bids that they will be participating in. The gradual decoupling from China is also causing many projects to seek alternative supply chains, giving further fuel to business potential coming our way.

Our recently set up R&D Centre and Tower Testing Station will surely improve our brand positioning in the export markets, helping to be taken as a serious contender. With in-house design capability and human capital, we are able to add more value into the projects we bid, offering innovative, bespoke and cost-effective design solutions. This will further improve our chances of winning in the marketplace.

THE GRADUAL DECOUPLING FROM CHINA IS ALSO CAUSING MANY PROJECTS TO SEEK ALTERNATIVE SUPPLY CHAINS.



As the world economy opens up and starts getting back to some semblance of normalcy in a post-covid era, we see huge pent up demand surfacing. Your Company is well set to act upon them.

DOMESTIC ENGINEERING BUSINESS

During FY2021, there were some notable achievements that I am happy to share with you. Firstly, we successfully tested the largest utility pole to be manufactured in India. This was a 400 kV D/C Quad Moose Monopole, with a height of 38.633 M and weighing 55 MT with base moment of over 41609 kNm.

Under EPC business, I am please to inform you that we successfully completed and charged the 400 kV Jigmeling Alipurduar Transmission (JATL) project for Powergrid Corporation Of India Limited (PGCIL) in Assam. This was a very prestigious line for PGCIL to supply power between India and Bhutan and we are grateful to have been part of it. We have also completed 765 kV S/C Fatehgarh 2 to Badla 2 project. The purpose of this transmission line is to evacuate the Solar Power generated to the required zone for electricity and developmental works. We were able to achieve our targets and complete the project on time despite the ongoing pandemic.

As India develops and modernises, its rate of energy demand growth will be three times the global average. India's long term power demand is expected to grow at a CAGR of ~6% between FY21-32, on back of strong economic growth. In this, Renewable energy will play an instrumental role in meeting this incremental demand. Solar and Wind power are expected to dominate India as the country seeks to align with decarbonization targets.

The most remarkable story in India's power sector in recent years has been the growth of solar PV and wind, which have rapidly increased their share of the overall energy mix in recent years, as coal and hydropower

INSPIRE OF COVID-19 INDUCED
DISRUPTION AND THE AMPHAN
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COMPANY'S REVENUE ACROSS
ALL OUR BUSINESS SEGMENTS.

capacity growth has slowed. According to the WEA 2021 report, the Indian government plans to ramp renewable power capacity (mainly solar and wind) by 5x by 2030 to around 420 GW, which will require the current grid to be scaled to handle 30-40 GW of annual installations. The IEA's Energy Outlook 2021 projects that India could add an incremental 900 GW of renewable capacity by 2040. The IEEFA recently estimated India's expenditures to attain 450 GW of renewable energy capacity by 2030 would require half a trillion dollars: \$300B spent on solar and wind infrastructure. This will mean significant investments in both intra and inter state transmission lines to evacuate more distributed new generation sources.

At the same time, we see greater transition towards higher voltage transmission lines - our sweet spot in which we harbour sharp advantages. Given these trends and significant pent-up demand, the tender pipeline for us to participate in looks deep. With further assistance to Discoms by the Government, the power sector has the potential to become the next darling industry. We look at the domestic T&D industry with optimism and your Company, with the largest capacity and lowest cost in the industry, is well positioned to surf the next surge. I also expect our monopolies business to start gaining ground, as they are fast gaining market acceptance due to ROW issues.

POLYMER BUSINESS

An expanding economy, population, urbanisation and industrialisation mean that India sees the largest need for an efficient Water supply infrastructure than any country. Even at a relatively modest assumed urbanisation rate, India's sheer size means that 270 million people are still set to be added to India's urban population over the next two decades. This will lead to rapid growth in the building stock and other infrastructure. The resulting surge in demand for a range of construction materials, notably steel and cement, highlights the pivot in global manufacturing towards India. We are already beginning to see the green shoots in real estate housing and commercial sector activities picking up. This will naturally translate into urban, industrial and logistics infrastructure expansion, causing much demand for our portfolio of products with our Polymer business.

The Government of India's ambitious programme of the JAL JEEVAN MISSION to provide water to each household will further boost the polymer pipe demand. The under penetration of water availability within the agriculture sector will also spur the need for innovative drop irrigation solutions.

For FY2021, I am happy to inform you that we have seen our Polymer business take traction and grow by 59% on a YOY basis, to cross ₹ 2,165 million in Revenue. This encouraging performance is the result of our strong marketing efforts; greater number of retailer

Letter from the Managing Director (Contd...)

touchpoint; strong market acceptance and appreciation for our quality; growing the range of our products within our portfolio; brand acceptance; repeat business orders and our strong after-market service and care to the plumbing profession. It is noteworthy to inform you about the "Skipper Sathi" programme, which is a special loyalty programme for Plumbers, where they can redeem points on every purchase. A special mobile app has been created so that the user can be updated with every point accumulated as well redeemed. It also has a dedicated helpline number for helping the Plumbers.

With Q4 of FY2021 showing record sales, we expect this trend to continue in the ensuing quarters through FY2022. Within the portfolio of products, our recently introduced CP Bath Fittings & Accessories have received good response from the marketplace. This is particularly good news as they are more margin remunerative. They boast of design innovations, and exhibit flawless functionality. Each product combines futuristic science and modern art to create unique features that truly understand the modern bathroom needs. We have strong hopes for this product extension.

Going forward, the stress brought about by second wave of Covid-19 will cause further consolidation within the unorganised sector within the Industry, in which smaller players with weaker balance sheets will be severely challenged. With Demand Growth and Supply consolidation accelerating, India presents a collective opportunity of ₹ 35000+ crores in the Polymer business, which presents ample opportunity for large and organized players like Skipper. At Skipper, we are already seeing the traces of this shift through the surge in demand for our products.

CONCLUDING REMARKS

The pandemic has highlighted the need to build sustainable businesses for navigating such future headwinds that could appear because of climate change in the coming years. I would like to underscore that, today, Climate change and Sustainability is at the core of Skipper's growth agenda. Going forward, our growth strategies will increasingly factor in our aspiration to become a 'net-zero' contributor of greenhouse gas emissions by 2050 - or even earlier.

Looking at the immediate future, while challenges to the economy will continue in financial year 2022, various targeted interventions by the Government and the Reserve Bank of India should help financial and socio-economic conditions to improve. On the health front, stronger public health systems and mass covid vaccination should help contain and combat the spread of covid-19 gradually and limit the loss of valuable human life.

I am pleased to report to you that your Company stands on strong foundations, allowing us both to manage the ongoing covid-19 situation, and to pursue growth

CLIMATE CHANGE AND SUSTAINABILITY IS AT THE CORE OF SKIPPER'S GROWTH AGENDA. GOING FORWARD, OUR GROWTH STRATEGIES WILL INCREASINGLY FACTOR IN OUR ASPIRATION TO BECOME A 'NET-ZERO' CONTRIBUTOR OF GREENHOUSE GAS EMISSIONS BY 2050 - OR EVEN EARLIER.

sustainably. I view the optimism and commitment displayed by our employees, in the face of such exceptional challenging environment, with tremendous pride. I take this opportunity to extend my thanks to all of them for their diligence and delivering their best during a tough year.

I once again take this opportunity to thank our shareholders for your faith and confidence in us, and look forward to travelling the exciting journey ahead with you.

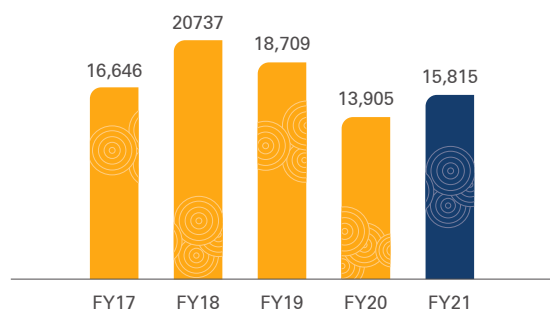
Sajan Kumar Bansal
Managing Director



Financial Highlights

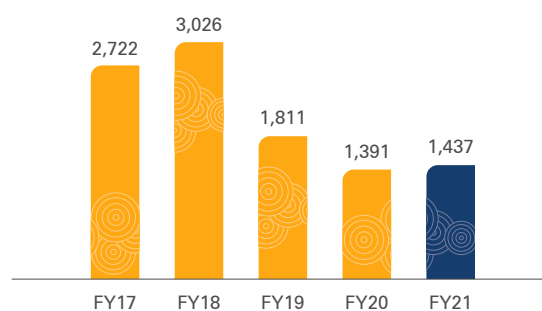
Revenues

(₹ Mn)



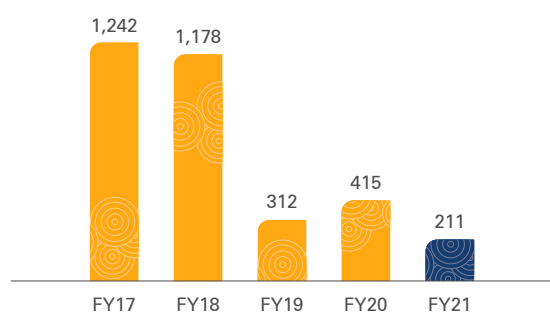
EBIDTA

(₹ Mn)



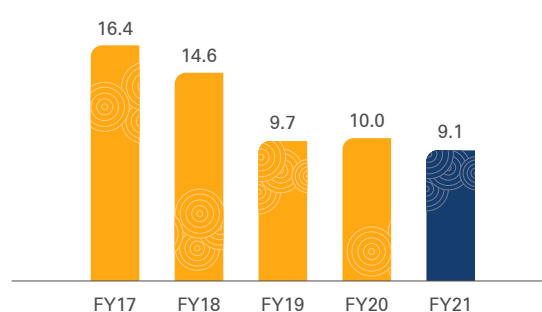
Profit after Tax

(₹ Mn)



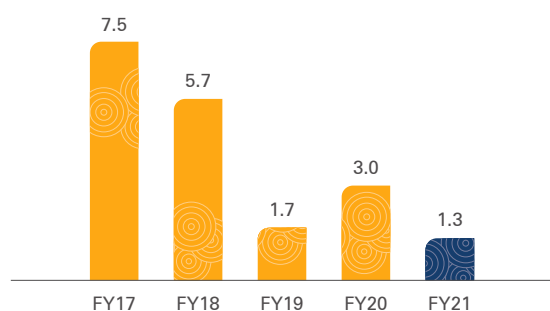
EBIDTA Margin

(%)



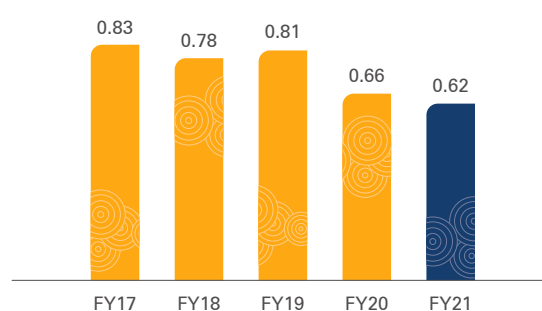
Net Profit Margin

(%)



Gearing

(X)



Mastery in Manufacturing

ENGINEERING PRODUCTS

All of Skipper's Engineering and manufacturing facilities are located in Eastern India, which enables the Company to take advantage of the available power and steel supply, the cost-effective labour, and the close proximity to ports. The Company has four state-of-the-art manufacturing plants in this region, two in Jangalpur; one in Uluberia near Kolkata, West Bengal; and one in Palasbari, near Guwahati). The Engineering product capacity stands at 300,000 MTPA.

300,000 MTPA

Our Engineering Product Capacity in FY2021

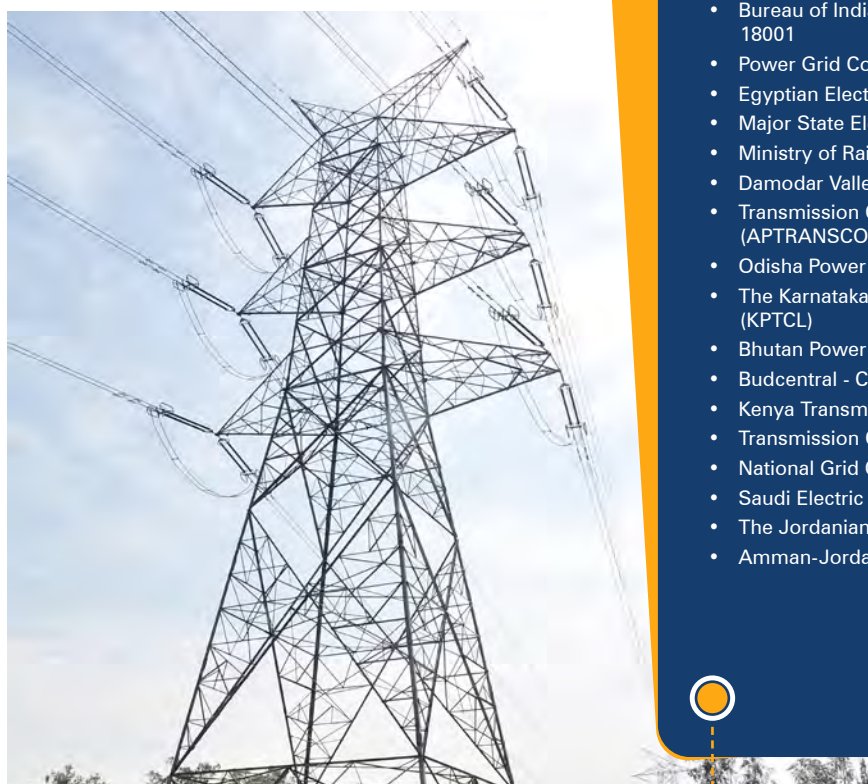
All the four units are power grid approved Transmission Tower and Poles manufacturing plants. These units are supported by Angle Rolling Mills for MS & HT angle rolling (up to 200x200x25) to ensure the availability of raw materials at all times. Additionally, its 57 CNC operated production lines are imported from Germany, Italy and China. The Company has 7 in-house galvanising units with plant size up to 14 mtr and an annual galvanising capacity of handling over 2.5 lakh MT.

The captive galvanising plants, angle and plate CNC lines ensure the highest product quality and timely supplies, strengthening customer trust and encouraging repeat business. Over 75% of the Company's manufacturing is carried out using automated CNC lines, imported from reputed global suppliers.

Skipper's backward integration enables cost optimisation; swifter time-to-market; high quality control; timely dispatch; superior customer service; and lower exposure to commodity price fluctuations.

Key authorities certifying Skippers product qualities

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





POLYMER PRODUCTS

The Company's Polymer Product Segment has a manufacturing capacity of 51,000 MTPA. The plants are designed with ultramodern manufacturing technology. This, along with its tailor-made workshop layout, allows for a highly efficient production environment.

51,000 MTPA

Our Polymer Product Segment Manufacturing Capacity in FY2021

Over 70% of the gross block is less than six years old, and Skipper is one of the very few companies in India to be assured of CPVC for the manufacture of state-of-the-art pipes. Skipper is also one of the few companies in India that has a NSF certification.

Skipper is the First Polymer Pipe company in India to successfully implement Theory of Constraints (TOC) in its operations.

Cutting edge automation enhancing quality and efficiency

Measures	Impact
Environment Friendly	Dust free and energy saving
Automatic weighing of the raw materials	Manpower reduction, accurate weighing
Raw materials yield management	Natural loss will be reduced due to close loop operation and product quality will be enhanced
Auto recording of data	Easy data analysis for future purposes
Reduction in scrap or wastage	Cleaner work place
Barcoding system	The process reduces chances of human error



Quality Certification

- ASTM D-1785,
- ASTM D-2467,
- ASTM D-2846
- IS: 12818
- IS: 13592
- IS: 4985
- IS: 15778
- IS: 13592
- IS: 14735
- IS: 10124
- IS: 14182
- NSF

Mastery in Manufacturing (Contd...)

OUR PRESENCE

AS THE GLOBAL FOCUS ON RENEWABLE ENERGY CONTINUES TO GROW, MANY COUNTRIES WILL REQUIRE NEW TRANSMISSION LINES TO BE BUILT TO CATER TO A NEW GREEN ENERGY NETWORK. OUR GLOBAL PRESENCE PUTS US IN AN ADVANTAGEOUS POSITION TO ACT UPON SUCH OPPORTUNITIES IN THE COMING YEARS.

40+

Export Presence across countries

Taking advantage of these market conditions, over the last 3 years, Skipper has successfully transformed itself from being a predominantly domestic player, to a company with a significant export business as its mainstay.

This transformation is testimony of our ability to prove our mettle in new and tough markets that were riddled with challenges of cultural dissonance. Today Skipper boasts of over ₹ 32000, Million international bidding pipeline and is well positioned to grow to 75% of engineering revenue in next 2 years.





OUR MAJOR EXPORT MARKETS



SOUTH AMERICA

Peru, Colombia and Chile

AFRICA

Kenya, Egypt, Ghana, Nigeria, Zambia, Sierra Leone, South Africa, Guinea, Botswana

EUROPE

United Kingdom, Spain

MIDDLE EAST

Jordan, Saudi Arabia and UAE

SOUTH AND SOUTH EAST ASIA

Phillipines, Indonesia, Sri Lanka, Bangladesh, Nepal and India

AUSTRALIA

Australia





Transmission & Distribution Portfolio

WE LOOK AT THE DOMESTIC T&D INDUSTRY WITH GREAT OPTIMISM. WITH THE LARGEST CAPACITY AND LOWEST COST IN THE INDUSTRY, WE ARE WELL POSITIONED TO SURF THE NEXT SURGE. WE SEE GREATER TRANSITION TOWARDS HIGHER VOLTAGE TRANSMISSION LINES - OUR SWEET SPOT IN WHICH WE HARBOUR SHARP ADVANTAGES. GIVEN THESE TRENDS AND SIGNIFICANT PENT-UP DEMAND, THE TENDER PIPELINE FOR US TO PARTICIPATE IN LOOKS DEEP. WITH FURTHER ASSISTANCE TO DISCOMS BY THE GOVERNMENT, THE POWER SECTOR HAS THE POTENTIAL TO BECOME THE NEXT DARLING INDUSTRY.

Our Engineering Portfolio

THROUGH OUR PRESENCE ACROSS MULTIPLE PLATFORMS INCLUDING TOWERS, TUBULAR POLES, MONOPOLES, AND EPC, WE ARE FORMIDABLE FORCE IN THE ENGINEERING SEGMENT. AS AN INTEGRATED PLAYER, WE HAVE A END-TO-END CONTROL ACROSS THE VALUE CHAIN. FROM ANGLES TO TOWER PRODUCTION; FROM FASTENERS TO EPC — SKIPPER DELIVERS A HIGH DEGREE OF PERFORMANCE TO EACH OF ITS PROJECTS.

TRANSMISSION TOWERS

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). 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.

TELECOM TOWERS

Skipper commissioned a state-of-the-art facility for the manufacture of all types of groundbased 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.

TRANSMISSION MONOPOLES

Monopoles are used for a variety of communication applications and are ideal for use when zoning is difficult. We design monopoles using the internationally recognized software PLS-POLE by power line systems following standards IS 802, IS-5613, IEC 60826, ASCE 48- 05 and EIA-TIA 222G. Codal provisions are software managed and linear and non-linear analysis is performed by finite element modelling. Our bouquet includes both shallow and pile foundation as per IS 456, IS 291. We design, manufacture and supply transmission line monopoles from 33KV up to 765KV. Skipper is the only company in India to have successfully designed, fabricated and type tested a 765 kV monopole.

LIGHTING & DISTRIBUTION POLES

Skipper manufactures poles of 5m to 16m, usually used in street lighting, telecom aerial cabling, power distribution lines and signboards. 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. Additionally, Skipper can also

design and supply poles of different dimensions as per the structural design. The company also manufactures 6 or 12-sided poles as per the client requirements.

ANGLES

Skipper commissioned 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

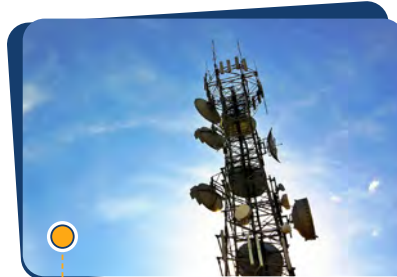
Skipper manufactures a range of bolts, nuts and washers coupled with galvanising, helping the Company reduce the need for storing surplus on-site inventory.

RAILWAY STRUCTURES

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



Transmission Towers



Telecom Towers



Transmission Monopoles



Poles



Angles



Fasteners



Railway Structures

**Partnership with Ramboll, for
designing of Telecom Towers
and Monopoles**

Our Engineering Portfolio (Contd...)

EPC

Skipper is one of the few Indian companies in the transmission tower and EPC segment to have existing and scalable relationship with more than 100 global EPC players. Skipper is a trusted partner for executing critical Infrastructure Engineering, Procurement and Construction (EPC) projects. Its integrated solutions includes tower design, tower testing, manufacturing, and onsite construction. Skipper possesses a dedicated vertical for EPC line construction, with a specialised skill set to execute turnkey transmission projects upto 1,200 kV HVDC for various utilities.

Skipper has a state of art in-house design facility with a strong team of Design Engineers who continuously develop innovative, construction friendly and cost-effective designs. The Company is equipped with the latest softwares such as PLS Tower, PLS Pole, Tower-Cad and Auto-Cad, and is equipped to provide computerised engineering solutions, 3D analysis and design. Skipper has also designed various types of monopoles and towers ranging from 33 kV to 800 kV HVDC.

Project 765kV Fatehgarh 2 to Bhadla 2





Our completed EPC Projects

SR. NO.	PROJECT DETAILS	CLIENT	LENGTH (KM)
1.	400 KV D/C (TWIN) PANCHKULA - PATIALA TRANSMISSION LINE (JV WITH RANJIT SINGH & COMPANY)	PGCIL	65.440
2.	400 KV D/C (QUAD) BHADLA - BIKANER TRANSMISSION LINE (JV WITH UNITECH POWER TRANSMISSION LTD.)	RRVNL	101.27
3.	400 KV D/C (TWIN) ALLAHABAD - KANPUR TRANSMISSION LINE (PART I) (JV WITH RANJIT SINGH & COMPANY)	PGCIL	69.82
4.	400 KV D/C (TWIN) RAPP 7 & 8 - KOTA TRANSMISSION LINE	PGCIL	45.233
5.	220 KV / 132 KV DC / SC LINES AGAINST PACKAGE -2 OF TENDER SPECS. TD 400/15 (JV WITH SONAA ENGINEERING PVT LTD.)	UPPTCL	429.19
6.	220 KV / 132 KV DC / SC LINES AGAINST PACKAGE -3 OF TENDER SPECS. TD 400/15 (JV WITH SONAA ENGINEERING PVT LTD.)	UPPTCL	345.711
7.	± 800 KV HVDC RAIGARH - PUGALUR TRANSMISSION LINE (PACKAGE 09) (JV WITH UNITECH POWER TRANSMISSION LTD.)	PGCIL	85.451
8.	132 KV D/C CHATTARGARH - LOONKARANSAR TRANSMISSION LINE	RRVNL	70.851
9.	Construction of LILO of one circuit of 400kV D/C Akal- Jodhpur (New) (Quad Moose) Line at Jaisalmer-2.	RRVNL	6.938
10.	220 KV & 132 KV TRANSMISSION LINES IN KAITHAL AREA(REC-226)	HVPNL	80.2
11.	400 KV D/C (QUAD) JIGMELING - ALIPURDUAR TRANSMISSION LINE (ASSAM PORTION) (JV WITH C&C CONSTRUCTIONS LTD.)	PGCIL	110
12.	220 KV D/C AKAL - JAISALMER 2 TRANSMISSION LINE	RRVNL	56.595
13.	Supply, Erection, Civil, Testing and commissioning of equipment for construction of 765KV HEXA ZEBRA Conductor Transmission Line from Fatehgarh (II)- Bhadla (II) for PGCIL under TBCB package	PGCIL	186.787
14.	Supply, Civil, Erection, Testing and commissioning work of the equipment for construction of 220KV Height extension work of existing 220KV Transmission Line by 220KV MONOPOLE for DMRC.	DMRC	02 Nos Monopole
15.	132KV D/C Panki-Azadnagar Line for Line Diversion work on Monopole	UPPTCL	03 nos Monopole
16.	TW-04 ISLAMPUR - SAHARSA PORTION OF ± 800 KV HVDC BISHWANATH CHARALI - AGRA	PGCIL / INABENSA	(PARTIAL WORK)
17.	TW-07 GORAKPUR - GOMTI RIVER PORTION OF ± 800 KV HVDC BISHWANATH CHARALI - AGRA	PGCIL / INABENSA	(PARTIAL WORK)

Our Ongoing EPC Projects

SR. NO.	PROJECT DETAILS	CLIENT	LENGTH (KM)
1.	220 KV D/C PALAMPUR - HAMIRPUR TRANSMISSION LINE	PGCIL	57
2.	Re-Alignment work of 400KV D/C Multi Circuit Transmission Line in Yelahanka Presidency University for PGCIL	PGCIL	1.197
3.	Supply, Erection, Civil, Testing and commissioning of equipment for construction of 220KV and 66KV Transmisssion Lines (Against Risk purchase) on Turnkey basis REC 248	RRVNL	139
4.	CONSTRUCTION OF 220kV TRANSMISSION LINES IN GURUGRAM AND FARIDABAD AREA (D-05)	HPPTCL	61
5.	TOWER PACKAGE-TL01 FOR TRANSMISSION LINES ASSOCIATED WITH DEVELOPMENT OF TRANSMISSION SYSTEM FOR 1500 MW SOLAR PARKS IN MADHYA PRADESH	PGCIL	127.278
6.	CONSTRUCTION OF 132kV TRANSMISSION LINES IN NEPAL (KERABARI-NEW MARSYANGDI)	HVPNL	31
7.	220kV M/C and 400kV D/C Monopole work at Navi Mumbai under Sterlite Power	IRCON	3.5
8.	25KV Railway Electrification work in between Luckeesarai to Sadipur section.	South Eastern Coalfields Limited	77
9.	25KV Railway Electrification work at Kushmunda Siding near Gevra Road station.	West Central Railway	27
10.	25KV Railway Electrification work in between Satna - Rewa section.		50

Tower Testing Capability



SKIPPER OPERATES ONE OF THE LARGEST TOWER TESTING STATIONS IN THE WORLD, AND THE LARGEST ONE IN INDIA.

1

State of the art Tower & Telecom Testing Station

2

Testing Station spread across 14 acres of land in Howrah, West Bengal

3

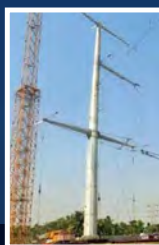
Capable of Full-scale load testing, a reliable tool for validating the structural design

4

Designed to test all kinds of Lattice Towers, Monopoles & Guyed Towers with World Class Technical Parameters

5

Ultimate Destination for OHTL Contractors & Manufacturers for Prototype Testing



765kV S/C
Monopole



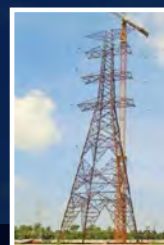
220kV
Transmission
Tower



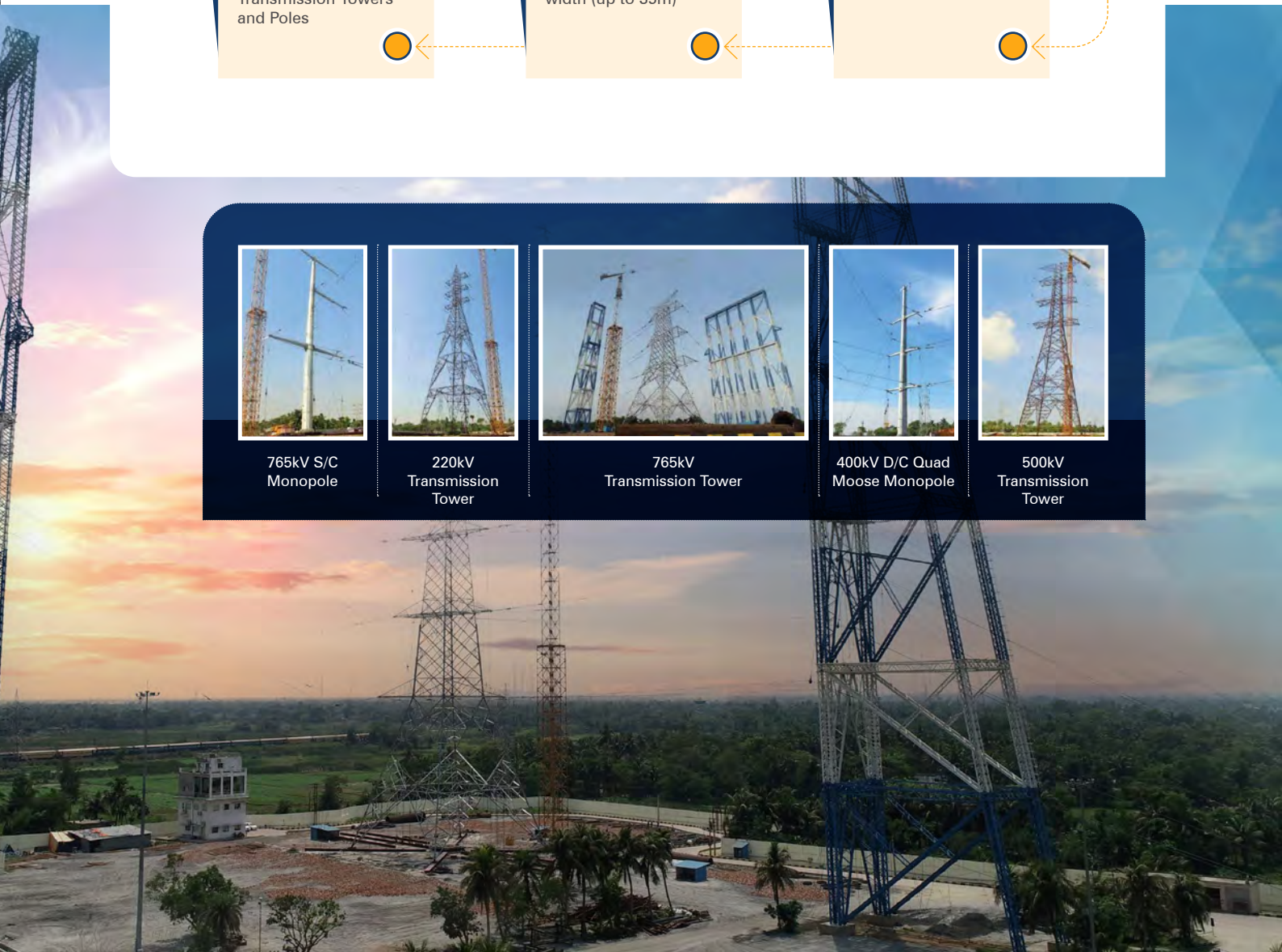
765kV
Transmission Tower



400kV D/C Quad
Moose Monopole



500kV
Transmission
Tower







Polymer Product Portfolio

AS WE SCALE THE POLYMER BUSINESS TO BECOME AT PAR WITH OUR EXISTING MATURE BUSINESSES IN SIZE AND STATURE, WE'VE LEARNT HOW TO ENGAGE WITH CONSUMERS. DEEP INTO THIS JOURNEY NOW, OUR BELIEF IN THE POSSIBILITY OF A NEW PRODUCT LINE DRIVING NEW REVENUES IS PROVING ITS METTLE, AND THE RESULTS ARE TANGIBLY SHOWING THROUGH OUR RAMPANTLY GROWING RECOGNITION, BRAND ACCEPTANCE AND SALES VOLUMES.

Our Polymer Product Portfolio

SKIPPER LIMITED IS A NATIONAL POWERHOUSE IN THE POLYMER PIPE BUSINESS. UNDER THE BRAND NAME OF 'SKIPPER', THE COMPANY MANUFACTURES PREMIUM QUALITY POLYMER PIPES AND FITTINGS WHICH SERVE BOTH THE AGRICULTURAL AS WELL AS THE COMMERCIAL PLUMBING SECTORS. THE COMPANY'S PIPES ARE MANUFACTURED USING CUTTING-EDGE TECHNOLOGY AND BENEFIT IN QUALITY FROM YEARS OF RESEARCH AND DEVELOPMENT.

PLUMBING PIPES & FITTINGS

- Pipes & Fittings by DURASTREAM CPVC Compound**
The CPVC Pipes & Fittings are made of chlorinated polyvinyl chloride. The Company has a technological tie-up with Sekisui of Japan for the key raw material CPVC compound. They offer long-lasting and cost-effective solutions for hot and cold water in plumbing and portable water applications, which takes water temperature up to 92 degrees Celcius.
- UPVC Lead free Pipes & Fittings**
Skipper high pressure Pipes & Fittings are the most suitable, easy and economical solution for the transportation and distribution of potable water. Skipper UPVC is a value added long-term plumbing solution for the building industry.
- SWR Pipes and Fittings**
The SWR Magic Flow Plus Pipes and Magic Flow Fittings are highly recommended for residential/office/hotel and commercial use. While these SWR Pipes and Fittings are light and easy to handle, they have very high tensile and impact strength, making them tough, resilient and durable. Resistant to rust and UV (ultraviolet) radiation, these products have a very long life span.
- UGD Pipes**
Skipper Underground Solid Wall Piping system is light in weight and less expensive than any existing stiffness PVC Pipes of similar properties. It is many times lighter than a concrete pipe with equivalent load carrying capacity. It has self socket type joints. This system is available in option with joints either by solvent cement or elastomeric sealing ring.

BOREWELL

- Column Pipes**
These pipes are fitted to the pumps and lowered to the level of pump sets depending on how much water is required and capacity of the pump to lift water.
- Casing Pipes**
Skipper Casing Pipes perform well at great depths and are nonreactive to corrosion, bacterial and fungal build-up. Additionally,

they are impervious to fire. They are recommended by experts at the highest level for its strength and longer lifespan.

These pipes are used for the filtration of groundwater and are installed at a certain depth of the bore well pipeline, where clean water is available. Ribbed Strainer Pipes are available in 1.8, 2 and 3m lengths. They conform to IS: 12818.

AGRICULTURE PIPES & FITTINGS

Skipper agricultural pipes are perfect for farmers who need to supply water to their farming fields.

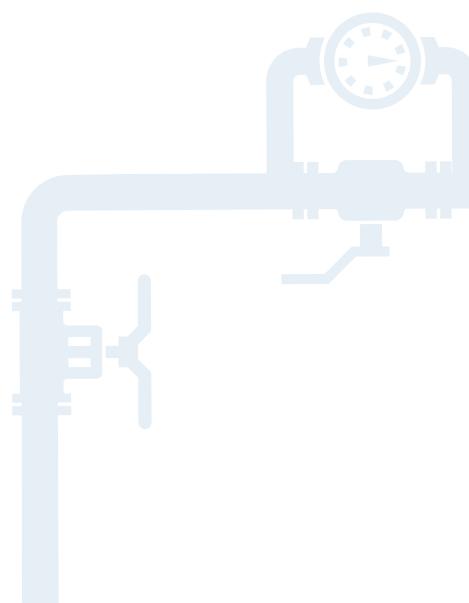
These pipes are very easy to instal, come with detachable joints and have incredible shelf-life.

The pipes come in both ring- and push-fit patterns.

Our agriculture pipes are hygienically designed and are contamination-proof, making them ideal for farming.

The pipes may be used with full pressure immediately after joining, and there is no need to wait for the joints to dry up.

Skipper Agricultural Pipes are corrosion free and superior in mechanical strength, excellent chemical resistance and superior from hygienic perspective.

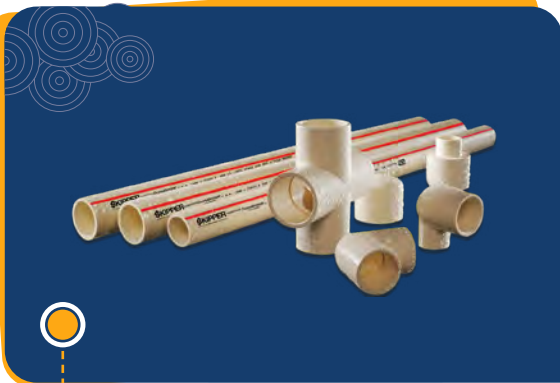




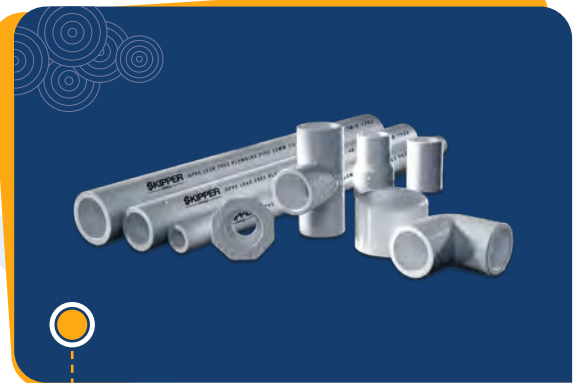
HDPE : (HIGH DENSITY POLY ETHYLENE PIPING SYSTEM)

Skipper HDPE Pipes are safe durable and cost effective solution for various application. Strength tests on raw material & finished goods assists to provide the quality as per standard. It is used for:

- Distribution mains line & house connections for water supply.
- Bore well installations with submersible pumps for water supply.
- Coal handling in mines.
- Chemical lines & other Industrial application.
- Agriculture & Lift Irrigation.
- Under water pipelines & Desalination plants.



CPVC Pipes & Fittings



UPVC Pipes & Fittings



SWR Pipes & Fittings



Column Pipes



Casing Pipes & Fittings



Agriculture Pipes & Fittings

Introducing Skipper Bath Fittings

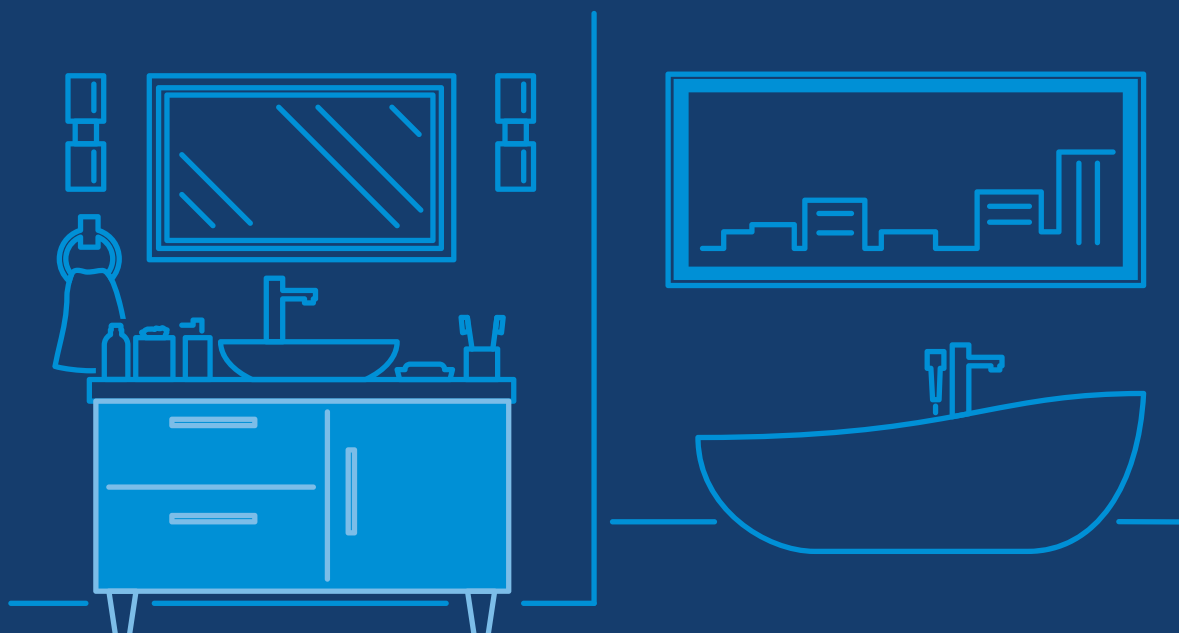


FROM THE FIRST DESIGN SKETCH TO THE FINAL PRODUCT TO AFTER-SALES SERVICES: OUR CUSTOMERS CAN RELY ON OUR SENSE OF PERFECTIONISM.

In FY2020, Skipper launched a complete range of Bath Fittings, including Cisterns, Seat Covers and Bath fittings & accessories. Under the brand name 'Bravo', the Company has a wide range of cisterns and commode seat covers that are anti-bacterial and made with high quality 100% pure material. All the products are disinfected for high hygiene standards and are easy to clean and maintain. Under the brand name 'Flow', the Company offers a wide range of taps, cocks, faucets, connecting pipes and showers.

As an extension to our existing Bath Fittings, Skipper launched an exclusive range of Chrome Plated Bath Fittings in FY2021. This is a beautiful series of bath fittings that brings design

innovations, powered by flawless functionality to the marketplace. Each product combines futuristic science and modern art to create unique features that truly understand today's modern bathroom needs. With the assurance of durability and perfect finish, Skipper Bath Fittings is built to deliver bathrooms that suit a wide range of tastes and style.





WE BELIEVE IN COMBINING CONTEMPORARY STYLES WITH TIMELESS GRACE INTO OUR PRODUCTS, TO DELIVER ENDURING ELEGANCE TO ANY BATHROOM.

(CP FITTINGS)



ABALONE
BIB COCK
1 IN 1



JADE
CENTRAL HOLE
BASIN MIXER



TOPAZ
BIB COCK



ULTIMA -
WALL MIXER WITH
PROV OH SHOWER



JADE ROUND
OVERHEAD
SHOWER



HAND SHOWER
ROUND



(PTMT FITTINGS)



BIB TAP
(Short Body)



BIB TAP
(Long Body)



PILLAR COCK



2 WAY BIB TAP



ANGLE VALVE



2 IN 1 ANGLE VALVE



SWAN NECK
(Table Mounted)



SINK COCK
(Wall Mounted)



BATH SHOWER
(With Arm)



CONNECTION PIPE
SS-304
EPDM TUBE (BRASS)



CONNECTION PIPE



**HEALTH FAUCET
& ABS GUN**
1.2 MT PTMT TUBE



(CISTERN & SEAT COVER)



SINGLE FLUSH



DUAL FLUSH



SEAT & COVER



PREMIUM SEAT & COVER)

Marketing Initiatives



SKIPPER
PIPES





SKIPPER
 PIPES



Loyalty Program

SKIPPER SAATHI

PLUMBER LOYALTY PROGRAM

Jobanpreet Singh from Gurdaspur, Punjab has enrolled with skipper saathi loyalty program and within a month he has achieved a "Whirlpool 7 kg 5 Star washing machine" by redeeming his points.

All he did was!

- Downloaded the Skipper Saathi mobile app
- Purchased product of pipes and fittings
- Gained points in his account

You can be the next one!




SKIPPER SAATHI

PLUMBER LOYALTY PROGRAM

Manoj from Rohtak, Haryana has enrolled with skipper saathi loyalty program and within a month he has achieved a "Mi 4A Pro 32 Inch HD Ready LED TV" by redeeming his points.

All he did was!

- Downloaded the Skipper Saathi mobile app
- Purchased product of pipes and fittings
- Gained points in his account

You can be the next one!




SKIPPER SAATHI

PLUMBER LOYALTY PROGRAM

Rajat Sharma from Lucknow, Uttar Pradesh has enrolled with skipper saathi loyalty program and within a month he has achieved a "Redmi note 9 pro" by redeeming his points.

All he did was!

- Downloaded the Skipper Saathi mobile app
- Purchased product of pipes and fittings
- Gained points in his account

You can be the next one!





An exclusive Loyalty program for Plumbers across India



An exclusive program for
our Retailers



Building a powerful Branded business:
the next growth engine

Polymer Business takes root for delivering long term value

OUR FORAY IN ADDING THE POLYMERS BUSINESS, AS AN ADDITIONAL PLATFORM TO OUR ESTABLISHED ENGINEERING BUSINESS, WAS THE CULMINATION OF THIS APPROACH, IS CREATING AN ENDURING AND AGILE SKIPPER. WITH A B2C AND BRANDED BUSINESS MODEL ADDED TO OUR ESTABLISHED ENGINEERING DIVISION, A B2B INSTITUTIONAL BUSINESS, WE ARE PURSUING OPTIMISED PERFORMANCE THROUGH OUR INVIGORATED SALES AND MARKETING ENGINE. BY INVESTING BEHIND A SUPERIOR CUSTOMER EXPERIENCE THROUGH A RANGE OF HIGH QUALITY PRODUCTS AND SOLUTIONS, WE ARE WITHIN REACHING DISTANCE OF MAKING A STRIKING SHIFT IN OUR MARKET SHARE AND POSITION WITHIN A GROWING MARKETPLACE.

₹500 billion

Estimated size of Indian PVC and Fittings market
by FY2025

INDUSTRY SETTING & DEMAND DRIVERS

The pipe industry in India had witnessed a robust growth and has reached at an estimated value of ₹ 300 billion by the end of FY 2019. The India PVC pipes and fittings market continues to grow and is anticipated to register a double digit CAGR of around 14% by revenue during the period FY'2019- FY'2026. India is one of the biggest consumers of CPVC through plumbing pipe and fittings products. The mounting need for clean water in all residential and commercial projects will drive the growth of plumbing pipe and fittings products. The Indian PVC and Fittings market was pegged at ₹ 300 billion in FY2020 and is projected to surpass ₹ 500 billion by FY2025, clocking a CAGR of 10.8% for the FY2020-2025 period. Over the years, PVC pipes applications have grown in sewage pipes and drainage solutions, water mains and irrigation, transportation of drinking water, and manufacture of advanced fire-sprinkler systems.

India is witnessing rising PVC pipes demand renaissance, emanating from the agriculture, automotive, building & construction, electrical and other end-use industries thanks to the government's initiatives like 'Housing for All', 'Nal se Jal', Atal Mission



Our complete range of Polymer Pipes & Fittings
and Bathroom Accessories

for Rejuvenation and Urban Transformation (AMRUT) project and Swachh Bharat Mission. The Government enhanced its capital expenditure to ₹ 5.5 trillion for FY2022, apart from creating institutional structures and providing a big impetus to monetizing assets to achieve the goals of the National Infrastructure Pipeline (NIP).

Several other key initiatives announced in the most recent Union Budget are also adding fuel to our product line. These include the launch of Nation Monetization Pipeline; strengthening of India's urban infrastructure; initiative on clean air and environment; rural infrastructure development; railways expansion;

airport infrastructure expansion; agricultural sector support expansion; national highways expansion and affordable housing. These are discussed in more detail within our Management Discussion and Analysis included within this report. One of the most significant step taken by the Government is the Jal Jeevan Mission (JJM) initiative, which aims at providing tap water connections to all rural households by 2024.

Furthermore, the amplified demand for housing which is attributable to the ever-increasing population as well as the rise in personal disposable income will also drive the overall growth of this segment. There has also been a drastic shift of demand from metal to polymer-based pipes, especially in plumbing and piping application in the construction industry. This has led to rapid increase in the usage of CPVC pipes for hot and cold-water plumbing.

Building a powerful Branded business: the next growth engine (Contd...)

BUSINESS PERFORMANCE

When we started our Polymers business 10 years ago, there was a conviction and a belief that with the launch of this additional vertical, new revenues and drivers of growth will follow. While we understood that this would be an extended journey, we were well prepared to build long-term value from this business. Once this foundation was laid, everyone at Skipper became committed behind it.

In trying to change our growth trajectory through our Polymer Pipes & Fittings business, we Invested, Created, and now - Performed. Today, we have been able to scale up this business to have a visible presence as a leading national, branded player. Deep into this journey now, our belief in the possibility of a new product line driving new revenues is proving its mettle, and the results are tangibly showing through our rampantly growing recognition, brand acceptance and sales volumes. As we scale the Polymer business to become at par with our existing mature businesses in size and stature, we've learnt how to engage with consumers.

51,000 MTPA

Our Polymer Production Capacity

Today, the Polymer segment accounts for almost 14% of revenues of the Company, of which the Plumbing sector contributes 60%, while the remaining 40% is contributed by the agriculture segment. Skipper's polymer capacity is 51,000 MTPA and the Company is the only polymer product manufacturer which has introduced Theory of Constraints (ToC) in an organised manner.





At Skipper, the Theory of Constraints (TOC) approach is being used to bring about organizational change that is focussed on profit improvement. The Goal focuses on constraints as bottleneck processes considering many manufacturing and non-manufacturing aspects, such as market demand, or a sales department's ability to translate market demand into orders. Skipper has effectively used the Theory of Constraints to establish processes that transform inputs into saleable outputs. Since the focus only needs to be on the constraints, implementing TOC at Skipper has resulted in substantial improvement without tying up a great deal of resources.

Like other industry players, Skipper's Polymer division was also affected in FY2021 due to the consequent lockdowns and challenges posed by pandemic along with the cyclone "Amphan" which hit the eastern part of the country badly. The raw material prices also went up drastically which acted as a roadblock. However Skipper's focus towards growing the network and its touch-points aggressively has paid off well, resulting in a growth of 60% YOY.

Skipper currently offers a complete range of pipes and fittings for plumbing, sewage and agriculture applications. Very recently, Skipper has also entered the Bath Fittings Industry, and launched multiple ranges of bath fittings and accessories such as Flush cisterns, Faucets, Shower-heads and many more products in both plastic and CP (Chrome Plated) options. The goal is to become a one-stop household name for all bathroom solutions.

As an extension to our existing Bath Fittings, Skipper also launched an exclusive range of Chrome Plated Bath Fittings. Skipper Pipes present a beautiful series of Bath fittings that brings to you design innovations, powered by flawless functionality. Each product combines futuristic science and modern art to create unique features that truly understand your bathroom needs. With the assurance of durability and perfect finish, Skipper Bath Fittings is built to deliver bathrooms that suit everyone's sense of style. The Company expect a good demand traction for this product line in the coming years.

22,000+

Touch-Points

Size of our Sales Network accross India

BUSINESS OUTLOOK

Skipper's Polymer Pipes is set for rampant growth over the next couple of years, with consistent market share gains taking shape over the coming decade. We have successfully been increasing our reach in the market on a month-on-month basis and we see huge growth-potential for the Company. Currently engaging with more than 22,000 sale touch-points across the country, we are looking doubling our national touch-points over the next a couple of years. Our robust systems allow us to anticipate growth in sales well before time and we have multiple checks and balances to take informed decisions to increase capacities. With an asset light model, we are well positioned to fund our scaling of the business. We have regularly been updating our infrastructure to improve our efficiencies and faster deliveries to the marketplace.

With Q4 of FY2021 showing record sales, we expect this trend to continue in the ensuing quarters through FY2022. Within the portfolio of products, our recently introduced CP Bath Fittings & Accessories have received good response from the marketplace. This is particularly good news as they are more margin remunerative. Going forward, the stress brought about by second wave of Covid-19 will cause further consolidation within the unorganised sector within the Industry, in which smaller players with weaker balance sheets will be severely challenged. With Demand Growth and Supply consolidation accelerating, India presents a collective opportunity of ₹ 35000+ crores in the Polymer business, which presents ample opportunity for large and organized players like Skipper. At Skipper, we are already seeing the traces of this shift through the surge in demand for our products.

Our foray in adding the Polymers business, as an additional platform to our established Engineering business, is creating an enduring and agile Skipper. With a B2C and branded business model added to our established engineering division, a B2B institutional business, we are pursuing optimised performance through our invigorated sales and marketing engine. By investing behind a superior customer experience through a range of high-quality products and solutions, we are within reaching distance of making a striking shift in our market share and position within a growing marketplace.

Corporate Social Responsibility

Our Service to Society

AT SKIPPER, WE RECOGNISE OUR RESPONSIBILITY TO GIVE BACK TO THE COMMUNITIES AND THE NATION THAT PROVIDES US THE OPPORTUNITY TO SUCCEED.

HEALTHCARE

Your Company supported health care project with the aim to improve health, well-being and productivity of community/population, families and individuals, and promotes equity by mostly benefiting the disadvantaged and marginalised groups. The Company regularly provides financial support to hospitals and different medical institution so that the basic medical facility can be available to each and every needy patient.



EDUCATION

Education is the backbone of any society in this world but the quality of education matters a lot. The Company has been taking several steps to improve education quality. Its Educational initiatives aim at forming a healthy socio-economic culture, where the depriving class of society can avail quality education. This includes the upgrading and maintaining of educational setups of targeted schools by giving them financial support for building construction and renovation, and scholarships to under-privilege children across the country.



ANIMAL WELFARE

The Company helps to establish and maintain shelters, clinics, treatment centres for protection and welfare of old, sick, deserted cows and to protect them for being transported to slaughter houses with the help of Calcutta Pinjrapole Society.





INTEGRATED VILLAGE DEVELOPMENT PROGRAM (IVD)

Skipper embarked on its most ambitious flagship programme “Integrated Village Development Program” (IVD) at Dumma and Deoghar, Jharkhand by selectively developing, supporting, and educating local communities with our local partners. The IVD project has three major aspects such as Education, Health and skill development which play pivotal role in the overall development and inclusive growth of villagers through a multipronged strategy for eradication of poverty by increasing livelihoods opportunities through Education, skill development, and providing health awareness. This is expected to improve quality of life and to correct the developmental imbalances, aiming in the process, to reach out to most disadvantaged sections of the society. Our aim is for simple measures to bring about lasting improvements and make a sustainable impact on

society. Under this project, the Company has identified 100 villages in and around Dumma, Deoghar, Jharkhand, with an aim to make village community economically self-reliant and develop villages as centre of economic activity within a span of the next 3-5 years. The project is jointly being run by Friends of Tribal Society (FTS), Arogya Foundation of India and Sheo Bai Bansal Charitable Trust.



Corporate Social Responsibility (Contd...)



The major works undertaken under the project are as follows:



One Teacher School (OTS) The Company is engaged in this movement in association with Friends of Tribal Society (FTS), to spread basic education amongst deprived children with an aim to provide non-formal primary education to children between 6 and 14 years of age in the rural and tribal belts of India. One Teacher School (OTS) which typically comprises of 25 - 30 children of classes I to III and is run by a single teacher who is generally a native of the local village. The Company currently sponsors 100 EkalVidyalayas under this project to tribal children from nearby 100 villages surrounding Deoghar District of Jharkhand.



Ekal on Wheel or Computer's on Wheel (EOW) This is an ambitious drive to make these villages digitally literate. "Ekal On Wheels", A mobile Computer bus to impart Digital education at the door step of the rural & tribal students. An Eow installed with 9 Laptops with a capacity of 18 students and it visits 3 villages a day with two hours sessions for every class. EOW is powered with solar panels, cover about 100 villages in a year and train about 1,500 students appx. Curriculum is registered with Spoken Tutorial Project of IIT to make trainees eligible for various employment opportunities.



Health check-up & awareness among villagers residing nearby Dumma, Deoghar in association with Arogya Foundation of India. Arogya Sevika is given charge for one village and the said sevika spreads awareness towards anemia, malnutrition, sanitation, hygiene, mother & child care, food habits, plantation of medicinal plants & composite pit in and around 30 villages.



Eye Diagnostic Vans aim to detect blindness and difficult vision (DV), in villagers and school going children with blindness as well as other diseases will be referred for further treatment to charity eye hospitals. Through this initiative, we are able to extend help in eradication of blindness as well

as difficult or IMPAI red vision, thereby we will able to integrate a large number of the population in national productivity.



A homeopathy clinic is being run at the centre and regular visits are also made by the doctors to the villages for serving the patients.



Eye and health check-up camps are arranged at regular intervals for the benefit of the villagers and continue to touch lives by providing preventive eye care solutions to local communities. Under this project free eye/ health check-up camps are organised and free spectacles are distributed to the needy and free cataract surgeries are arranged for selected persons.



Vocational Training Centre at Dumma, Deoghar, Jharkhand is to motivate and educate the villagers to adopt Eco-Friendly life, train Farmers on Organic farming and high value crops, provide Skill Development training to Youth & women for better livelihood, viz, Computer training Centre, Tailoring Centre, Nutrition garden & Organic farming at Dumma Deoghar, Jharkhand.



Computer Training Centre is a well-equipped Computer lab established at the training centre with 10 computers. Certification is being awarded by IIT Mumbai under Digital India Mission Programme of MHRD, Delhi. 227 students have been trained under this project till date.



Tailoring Training A well-equipped tailoring centre is established with 10 machines. Six month courses are run and certification are awarded. After completion of training one free sewing machine is provided to the student to earn their livelihood.



Tailoring Sub Centres Tailoring sub- centres are being run in three villages.



Beautician Centre A well-equipped beautician centre is run at the dumma centre wherein several types of beautician courses are being run.



Organic Farming Training A residential training program for 3 days & 2 nights is run at the centre. Farmers from different village are invited to undergo the training which teaches about soil fertility, water conservations and organic farming. After completion of training these persons acts as representative for their villages and organizes Farmers Training Programme in their respective villages. The training to farmers is imparted for organic farming through production and use of vermin compost and organic pesticides, among others.

Board of Directors



Mr. Sajan Kumar Bansal
Managing Director

Mr. Sajan Kumar Bansal, incorporated Skipper Limited during the year 1981, and there was no looking back since then. Under his leadership the company grew from a single product manufacturer of Hamilton Poles to a multi-unit, multiproduct organization. It went on to diversify its portfolio ranging from value added engineering to polymer products and is presently a market leader in India and among the top 10 global manufacturers of Power T&D Structures. Mr. Bansal also steered the successful listing of company shares on BSE/NSE in the year 2014/15.

He has dedicated his life to Village and Tribal empowerment. Through various socio economic empowerment projects in Jharkhand, he has been instrumental in propagating integrated development projects for villagers with his vision to uplift the quality of life, affected by lack of basic education and knowledge. From the year 2015-2021, he has served as the National President of "Friends of the Tribal Society", one of India's largest NGO running over one lakh One Teacher Schools (OTS) in remote villages all over India.



Mr. Sharan Bansal
Whole Time Director

Mr. Sharan Bansal graduated in Mechanical Engineering from Georgia Tech, Atlanta USA. He 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 and world's only true Integrated T&D company. Under his guidance and direction, Skipper bagged "The largest Tower Supplier" award from PGCIL, consecutively since last 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 and as President of Entrepreneur's Organization - Kolkata chapter.



Mr. Devesh Bansal
Whole Time Director

Mr. Devesh Bansal is an alumnus of St. Xavier's College, Kolkata as well as De Montfort University, Leicester, UK and is currently pursuing the three year OPM program at Harvard University. In a career of over 18 years at Skipper Limited, Mr. Bansal has headed various verticals of the fast growing company. Currently he heads the Telecom, Railways, Transmission Monopoles and the expansion of Polymer products of the company. He is also the Designated Partner for Skipper's JV in the Micro Irrigation space. Mr. Bansal is the Regional Committee member of Engineering Export Promotional Council (EEPC) as well as member of various other trade bodies.



Mr. Siddharth Bansal
Whole Time Director

Mr. Siddharth Bansal completed his Bachelor's degree in Entrepreneurship from University of Illinois at Urbana, Champaign and Master's degree in International Business from Aston University, Birmingham. Since the past 10 years, Mr. Bansal has been successfully heading the procurement, operations and marketing of the polymer division at Skipper Limited. 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 Environment through recycling of Plastic

Board of Directors (Contd...)



Mr. Yash Pall Jain
Whole Time Director

Mr. YP Jain completed his Graduation from Punjab University. He has almost four decades of rich experience in the manufacturing domain. His expertise includes Liaisoning with all Govt. Authorities, WBSEB, District Administration, Gram Panchayats, Central Excise, Customs, Sales tax, Procurement of Raw Materials. He also contributes to day to day commercial operations of the units, internal audit and general administration.



Mr. Amit Kiran Deb
Chairman - Independent Director

Mr. 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, Joint Secretary, 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.



Mr. Joginder Pal Dua
Independent Director

Mr. Joginder Pal Dua holds a degree in law with masters in Economics. He has served Oriental Bank of Commerce for about 29 years, lastly as General Manager (Corporate Credit). Mr Dua has served Allahabad Bank as Executive Director and Chairman and Managing Director for 5 years. Mr Dua was also appointed to BIFR and retired as Chairman in January 2016. He was also associated with various institutions like XIMB, NIBM and IIB&F and was also President of Bankers Club Kolkata and Vice President of Indian Banks Association. He is considered as a stalwart in the Banking industry and has played a key role in developing many functional areas including credit, technology upgradation, enhancing Brand image MSME and Financial inclusion.



Mrs. Mamta Binani
Independent Director

Mrs. 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 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 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 Legal Affairs committee of Merchant Chambers Of Commerce and Industry (Kolkata)



Mr. Ashok Bhandari
Independent Director

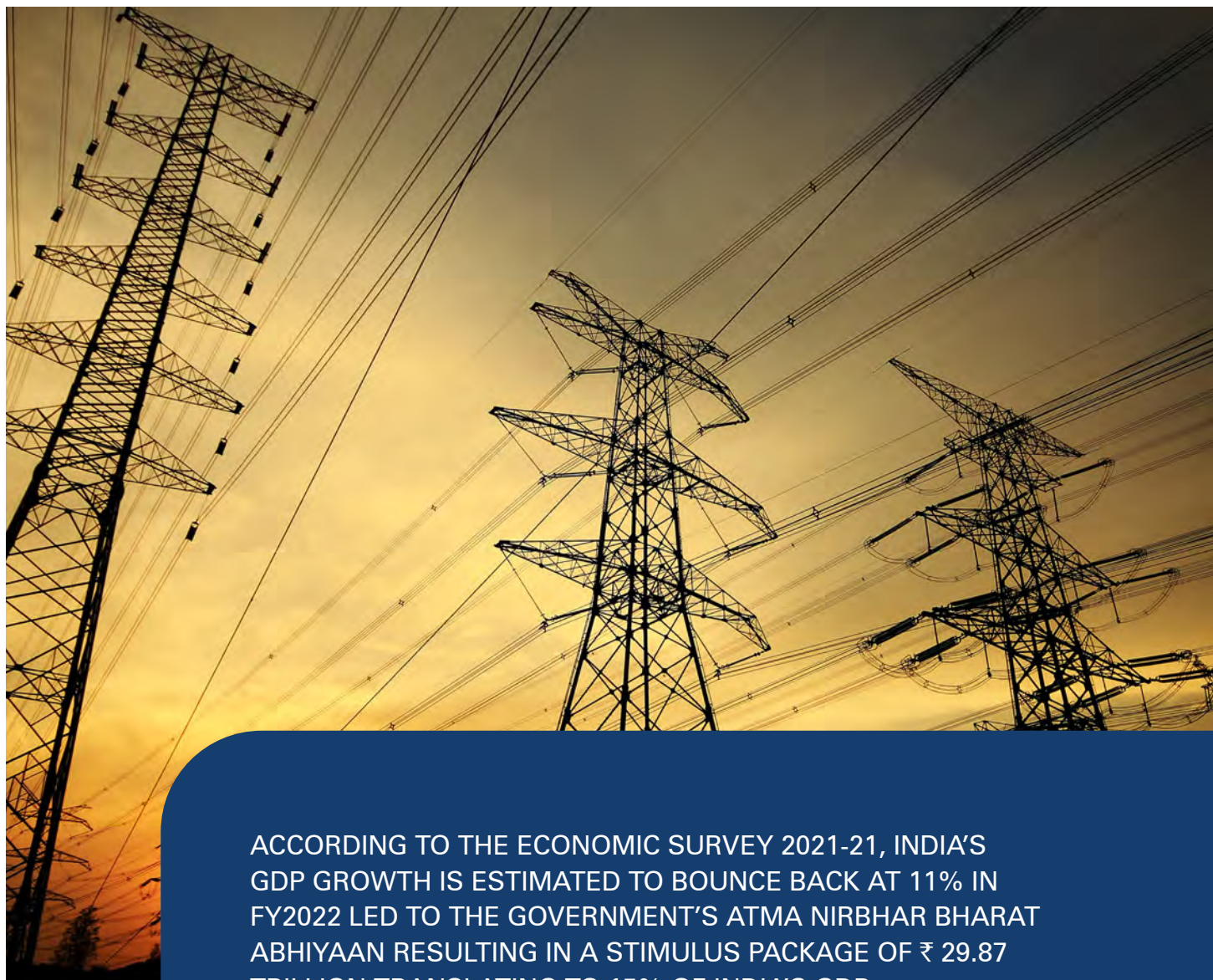
Mr. Ashok Bhandari holds a bachelor's degree in Science and is a Chartered Accountant. He has served as the Chief Financial Officer and President at Shree Cements Limited for over 25 years. Mr. Bhandari has over 40 years of experience as a key senior executive negotiating with banks, governments, JV partners, and technology & equipment suppliers. He was also responsible for leading initiatives in developing countries for green field plants/joint ventures and management contracts in cement and building materials domain and has extensive experience in cost management through interest negotiation, driving JVs, and working with Banks & Financial Institutions for contract funding and reducing costs. He was awarded as the best CFO in India in 2014 for leverage management amongst large corporates by Business Today. Yes Bank voted as the second best CFO (2013) in Asia by the Sell Side analysts for the Institutional Investor. He was invited to the best 100 CFO of India scroll compiled by CFO - India (2010).



Mr. Pramod Kumar Shah
Independent Director

Mr. 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 books and social and cultural magazines, and participated in T.V. talk shows that were aired on Discovery Channel, Kolkata Doordarshan, Taaza T.V. and radio talk shows broadcasted from Akashwani Kolkata. He was the Past President of All India Marwari Yuva Manch.

Management Discussion & Analysis



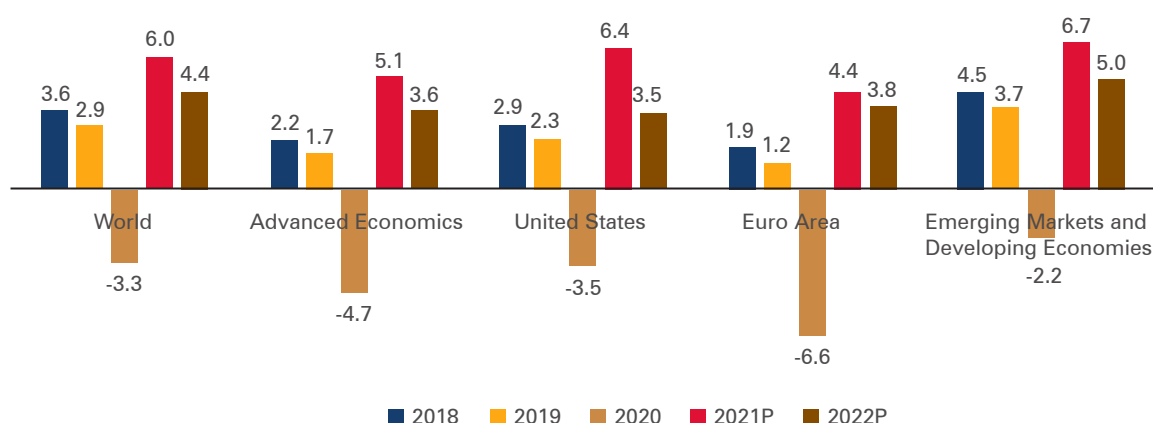
ACCORDING TO THE ECONOMIC SURVEY 2021-21, INDIA'S GDP GROWTH IS ESTIMATED TO BOUNCE BACK AT 11% IN FY2022 LED TO THE GOVERNMENT'S ATMA NIRBHAR BHARAT ABHIYAAN RESULTING IN A STIMULUS PACKAGE OF ₹ 29.87 TRILLION TRANSLATING TO 15% OF INDIA'S GDP.

GLOBAL ECONOMIC OVERVIEW

After clocking consecutive growth of 3.6% and 2.9% in calendar years (CY) 2018 and 2019, the COVID-19 pandemic halted the global growth momentum in 2020. According to World Economic Outlook April 2020, the world's output contracted by 3.3% in CY2020. However, thanks to the prompt policy adopted by major countries, additional fiscal support and vaccine driven recovery in the second half of CY2020 to overcome the COVID-19 setback averted the 2008 global financial crisis. On the other hand, tourism and commodity export economies have been hardly hit in CY2020.



World GDP, growth YoY (in%)



WEO, April 2021 report states that the Advanced Economies growth contracted by 4.7% in CY2020 while Emerging Market and Developing Economies slipped by 2.2% in CY2020. However, Advanced Economies recovery are expected to out-pace Emerging Market and Developing Economies from the COVID-19 aftereffects due to earlier access to vaccinations and conducive macroeconomic policies. The United States and Japan announced significant fiscal support. The European Union has signalled to distribute the Next Generation EU Fund. The Biden's administration \$1.9 trillion rescue package is expected to boost the US economy, also benefiting key US trading allies.

OUTLOOK

According to WEO, April 2021 estimates the global growth is pegged at 6% in 2021 and 4.4% in 2022 backed by fiscal support in key economies, projected vaccine-powered recovery in the latter part of 2021 and evolving economic activity to subdued mobility. Advanced Economies is expected to clock 5.1% and 3.6% growth in CY2021 and CY2022, respectively due to manageable debt service costs as majority debt is serviced by long-term and at times negative-yielding bonds. Emerging Market and Developing Economies is projected to register 6.7% and 5.0% growth in CY2021 and CY2022, respectively. China is estimated to grow by 8.4% and 5.6% in CY2021 and CY2022, respectively led by effective containment measures, spur in public investment activities and central bank aided liquidity support.

INDIAN ECONOMIC OVERVIEW

According to National Statistics Office (NSO) estimates, COVID-19 pandemic and several containment measures are expected to cause India's Gross Domestic Product (GDP) growth contraction by 7.7% in FY2021 as against 4.2% growth in FY2020. As per the Government Response Stringency Index measured by Oxford University, the contraction mirrored India's stringent lockdown measures enforced by the Government. The contraction indicated a 'once in a century crisis' hit by the pandemic and associated public health measures. GDP at Current Prices or Nominal GDP in FY2021 is estimated to be pegged at ₹ 195.86 trillion vis-a-vis ₹ 203.51 trillion in FY2020, contracting by 3.8%.

Agriculture, Forest & Fisheries and Electricity, Gas, Water Supply & Other Utility services are the only two sectors projected to register positive growth of 3.4% and 2.7%, respectively. On the other hand, Trade, Hotels, Transport, Communication & Services related to Broadcasting, Construction, Mining & Quarrying and Manufacturing sector are estimated to degrow by 21.4%, 12.6%, 12.4% and 9.4%, respectively. India's per capita income is estimated at ₹ 85,929 in FY2021 as compared to ₹ 94,566 in FY2020.

India adopted a four-pillar strategy of containment, fiscal, financial and long-term structural reforms to overcome the COVID-19 led economic setback. The government's calibrated fiscal and monetary support gave a fillip to consumption and unlocked investment

Management Discussion & Analysis (Contd...)

opportunities. Additionally, a favourable monetary policy provided adequate liquidity and immediate aid to debtors, thereby smoothening the monetary policy transmission. Despite global adversities, India continued to be a preferred investment destination in FY2021. The Foreign Portfolio Investment (FPI) inflows pumped ₹ 2.74 trillion into the Indian equity markets during FY2021, reflecting the confidence of foreign investors in the sound fundamentals of the Indian Economy. India's Consumer Price Index (CPI) inflation rate stood at 6.2% in FY2021. The Indian Rupee surged by 4% to ₹ 73.1 per US Dollar thanks to the sustained foreign fund inflows into Indian equities, despite higher interest rates and inflation than the US.

India's trade deficit trimmed to USD 98.6 billion in FY2021 from USD 161.4 billion in FY2020. India's exports contracted by 7.3% to USD 290.6 billion in FY2021. On the other hand, India's import declined by 18% to USD 389.2 billion in FY2021. According to Doing Business Report (DBR), India's Ease of Doing Business rankings improved to 63rd position in 2020 from 77th in 2018. India entered into the list of top 50 innovative countries and stood at 48th rank on the Global Innovation Index 2020. India was placed at 52nd position in 2019.

Outlook

According to the Economic Survey 2021-21, India's GDP growth is estimated to bounce back at 11% in FY2022 led to the government's Atma Nirbhar Bharat Abhiyaan resulting in a stimulus package of ₹ 29.87 trillion translating to 15% of India's GDP. India's V-shaped recovery is augmented by a robust rise in consumption and investment coupled with a mega vaccination drive and bounce-back in the services sector. The reinstatement of inter and intra state movement and record-high monthly GST collections resonate with the unlocking of industrial and commercial activities. Additionally, a surge in commercial paper issuances, easing yields and steady credit growth to Micro, Small and Medium Enterprises (MSMEs) has renewed Government's focus on MSMEs to survive and grow. However, the second wave of COVID-19 infections coupled with reimpositions of lockdown might pose a threat to the sustaining V-shaped recovery dampening market and consumer sentiment. According to the Centre for Economics and Business Research forecasts, India will be the fifth largest economy in 2025 overtaking the United Kingdom.

ACCORDING TO THE CENTRE FOR ECONOMICS AND BUSINESS RESEARCH FORECASTS, INDIA WILL BE THE FIFTH LARGEST ECONOMY IN 2025 OVERTAKING THE UNITED KINGDOM.

GLOBAL TRANSMISSION AND DISTRIBUTION INDUSTRY

Global Energy Outlook

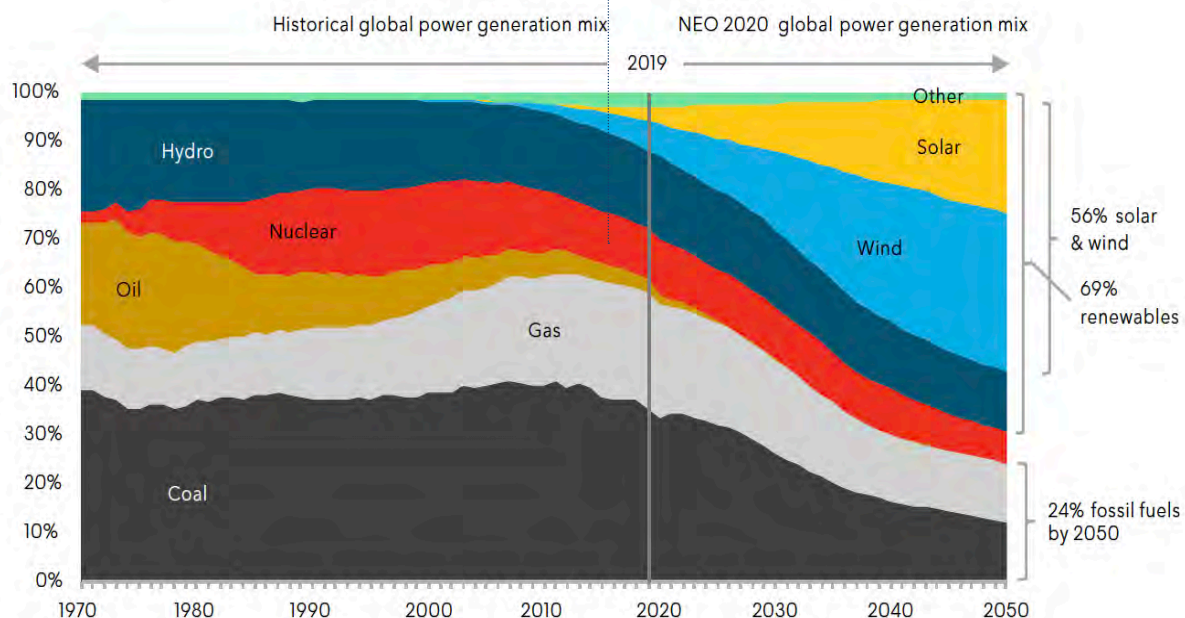
According to Bloomberg NEF's New Energy Outlook 2020, the future of the global energy economy will be shaped by tectonic economic drivers and tipping points and will look dramatically different by 2050. It points to underlying economic fundamentals affecting a seismic energy transition. It will be shaped by mankind's urgent desire to reduce greenhouse gas emissions to meet a well-below-two-degree emissions budget. It will be driven by the transition to clean electricity and deep decarbonization. Renewable energy will play an increasingly important role in meeting the world's growing energy needs.

To meet 1.5 degrees by 2050 The Int'l Renewable Energy Agency (IRENA) estimates installed renewable energy gigawatts need to increase 10x to 27k GW from 2.5k GW today for the mix of electricity in the energy pie to grow to over 50% in 2050 from 21% today. This includes the share of renewables in electricity generation expanding to 90% from 25%. To achieve this the world needs to install ~840 GW/year compared to the ~200 GW/year in recent (record) years. The annual costs are estimated at \$4.4 trillion/year, well above 2019's \$1.8 trillion and represents \$133T from 2021 to 2050.

The intermittency associated with the growing use of wind and solar power means a variety of different technologies and solutions are needed to balance the energy system and ensure the availability of firm power. Renewable energy, led by wind and solar power, is the fastest growing source of energy over the next 30 years, supported by a significant increase in the development of, and investment in, new wind and solar capacity. Accelerating learning curves, lower raw material costs and an array of new technologies have positioned wind and solar to compete without government subsidies and tax credits, oil and gas, while remaining needed for decades, will be increasingly challenged as society shifts away from its reliance on fossil fuels.



Figure 2: Global electricity generation mix



Source: BloombergNEF, IEA

According to Bloomberg NEF's New Energy Outlook 2020, hydrogen, renewables, and nuclear power will play the major role in the world's pathway to clean electricity. The use of hydrogen increases as the energy system progressively decarbonizes, carrying energy to activities which are difficult or costly to electrify. The production of hydrogen is dominated by a mix of blue and green hydrogen.

According to World Energy Outlook (WEO) 2020, the global energy demand is expected to contract by 5% in 2020 owing to the COVID-19 crisis. Additionally, it slows down the efforts of clean energy transitions as energy investments declined by 18% in CY2020. Renewable energy is taking centre stage with solar leading the front. Conducive policies and evolving technologies are facilitating swift capital access in the prominent markets. Solar projects are delivering cheaper and lowest cost electricity as against new coal or gas-fired power plants in most of the countries. Renewable energy is expected to meet 80% of global electricity demand growth by the next decade. Hydropower continues to enjoy the lion's share of renewable growth. However, solar is the key growth source followed by both onshore and offshore wind energy.

ACCORDING TO BLOOMBERG NEF'S NEW ENERGY OUTLOOK 2020, HYDROGEN, RENEWABLES, AND NUCLEAR POWER WILL PLAY MAJOR ROLES IN THE WORLD'S PATHWAY TO CLEAN ELECTRICITY.

Mercom India states that the global electricity demand is expected to recover in 2021, registering a 3% growth. Asia Pacific region is forecasted to contribute 66.7% of the additional demand. China and India's electricity demand is projected to grow by 5.2% YoY and 3.6% YoY, respectively in 2021. The renewable power sources are poised to register 6% growth in 2021. The share of renewables in the power mix is set to increase to 29% in 2021 vs. 28% last year.

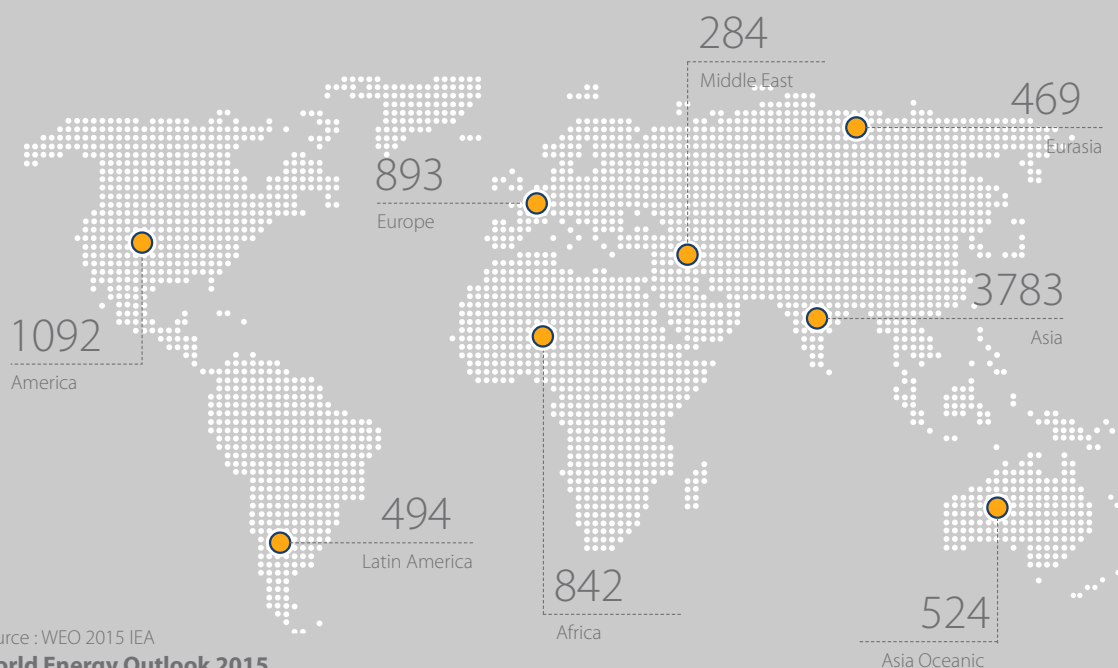
According to World Economic Outlook (WEO) 2015, the global T&D industry is projected to witness USD 8.4 trillion investments between 2015 and 2040,

Management Discussion & Analysis (Contd...)

averaging USD 320 billion per year. The market growth in developing countries was led by grid expansion and providing electricity to all regional pockets. Developed countries achieved distribution market growth through line up-gradation towards advanced technologies along with universal electricity access. Earlier, the distribution utilities would only connect generation sources to consumption points. However, now they

are transforming into electricity aggregators and sourcing electricity from large generating stations and distributed sources like homes. The distribution utilities are deploying state-of-the-art technologies to meet the required demand. The distribution companies are building the desired infrastructure to bridge the rising use of electric vehicles in most of countries.

REGION-WISE T AND D INVESTMENT DISTRIBUTION (2015 - 2040) (US BILLIONS)



According to INMR, the global investment in transmission and distribution systems is projected to surpass USD 250 billion in 2020. Additionally, it is expected to touch USD 386 billion in 2030, registering a compound annual growth rate (CAGR) of 4.2% over the next decade. Asia is estimated to be the growth engine, attracting 45% of the global investment in 2020, rising to 51% in 2040. India is expected to clock a CAGR of ~7% and ~5% during the 2020-2030 and 2030-2040 period, respectively.

On 10th of August, 2021, the U.S. Senate passed legislation that calls for spending \$1 trillion—including \$550 billion in new funds—on improving the nation's infrastructure. Most of the funding will go to upgrading transportation, water, and power infrastructure, as well as expanding broadband internet access. But the bill also includes some money for R&D, primarily for advancing clean energy technologies, including electric vehicles and efforts to trap carbon dioxide produced by power plants before it enters the atmosphere. The bill provides \$73 billion to modernize the nation's electricity grid so that it can carry more renewable energy, the single largest federal investment in power transmission in history. This added investment will add significantly to the global demand for new transmission networks.

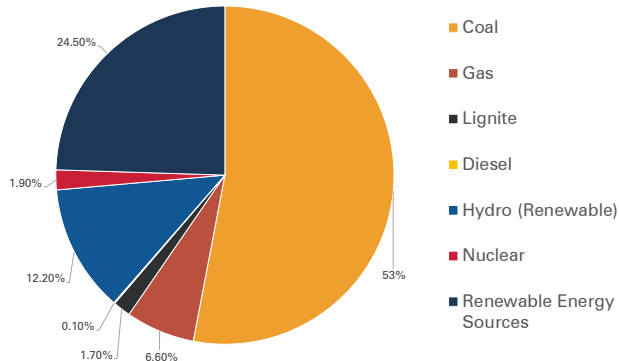


INDIAN TRANSMISSION AND DISTRIBUTION INDUSTRY

Generation overview

According to the Ministry of Power (MoP), India's cumulative installed power capacity grew by 1.9% YoY at 379.1 GW in FY2021. The growth was satisfying considering the socio-economic impact of COVID-19, negative electricity demand, low utilization of coal fired plants, mounting financial stress in the distribution & generation sector and a downward trend in power prices.

India - Cumulative Installed Capacity Mix (%)
Source: Ministry of Power

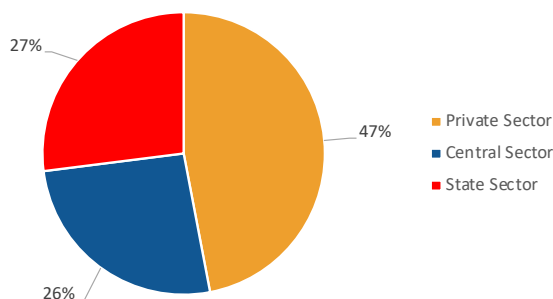


Thermal power (including Coal, Gas, Lignite and Diesel) continued to enjoy lion share (61.4%) of India's installed power capacity mix. However, owing to increased focus towards cleaner and greener source of energy, India's thermal power share continues to witness a downward trend (61.4% in FY2021 vs. 62% in FY2020). On the other hand, India's thermal power capacity marginally grew by 1.1% in FY2021 to 233.2 GW.

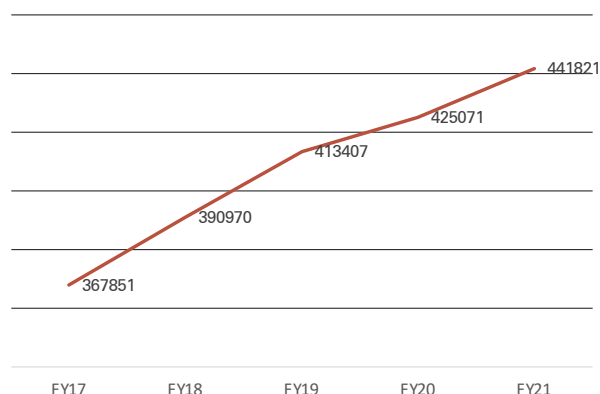
India's Renewable Energy Sources (RES) including Small Hydro Project, Biomass Gasifier, Biomass Power, Urban & Industrial Waste Power, Solar and Wind Energy contributed 24.5% (at 91.2 GW) of India's installed capacity mix in FY2021. Hydro (Renewal) energy accounted for 12.2% (at 42.2 GW) of total India's installed capacity energy mix in FY2021.

As per Central Electricity Authority (CEA), the Private sector led India's installed capacity mix with 47.3% (at 179.3 GW), followed by the State sector and the Central sector at 27.5% (103.6 GW) and 25.4% (at 96.2 GW), respectively.

Sector-Wise Installed Capacity
Central Electricity Authority (CEA)



Transmission Line (Ckm)
Central Electricity Authority (CEA)



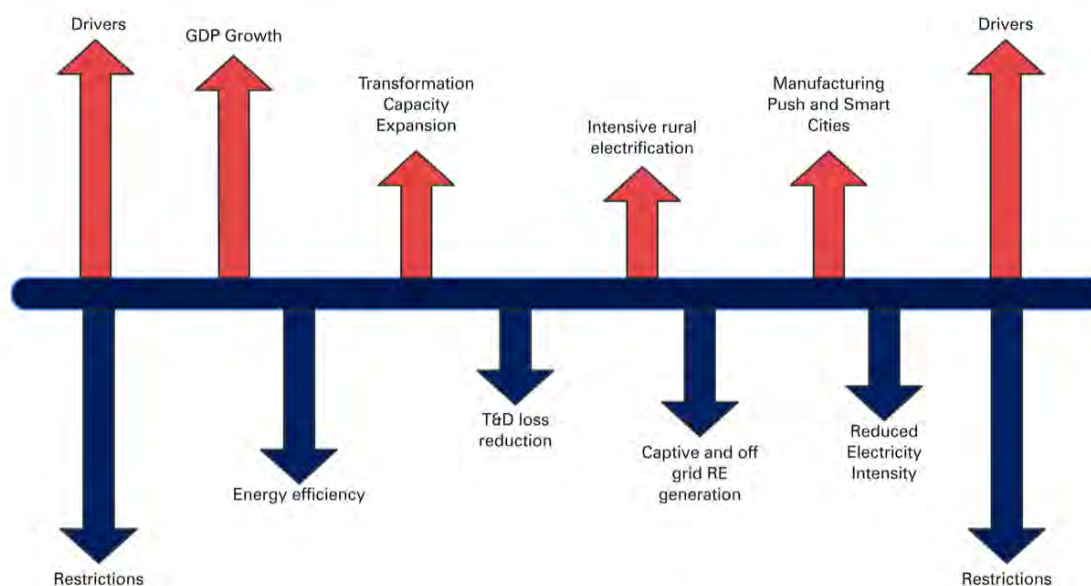
As per ICRA Ratings, India electricity demand is poised to register 6.0% YoY growth for FY2022 considering the favourable base effect, relatively lesser impact of the second wave on electricity demand and the pick-up in the vaccination programme. ICRA expects the all-India power generation capacity addition to rebound to 17-18 GW in the year, increasing by 45% YoY from 12.8 GW in 2020-21, mainly led by the renewable energy segment backed by a strong pipeline of 38 GW projects under development. The renewable energy segment would remain the main driver of capacity addition with a share of more than 60% over the next five years.

According to IEA's India Energy Report 2021, India became the world's third largest power consuming nation backed by improving income and standard of living. Solar power is set for exponential growth in the coming two decades. The Solar's share in India's electricity generation is expected to touch 30% in 2040 from less than 4% in 2020. The massive turnaround is driven by India's target to achieve 450 GW of renewable capacity in 2030. On the other hand, the share of coal in India's overall power mix is expected to decline from 44% in 2019 to 34% in 2040.

Management Discussion & Analysis (Contd...)

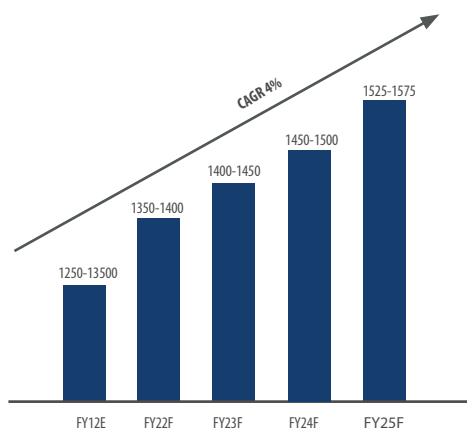
Long-Term Drivers and Constraints for Demand Growth

CRISIL Research estimates energy requirement to grow at a CAGR of 5-6% between fiscals 2022 to 2025 on account of following factors:



India's economy is expected to recover slowly post fiscal 2021, with a gradual pick up in industrial growth over the subsequent 4 years. Trickle-down effect of the Aatma Nirbhar Bharat relief package, government spending on infrastructure through the National Infrastructure Pipeline (NIP), dedicated freight corridors (DFC) infrastructure, service industry expansion, rapid urbanization, and increased farm income from agri-related reforms are key macroeconomic factors which will aid a pickup.

Power Demand Outlook (Fiscals 2021-25)



Power demand to rise at a healthy pace of 4% CAGR over fiscals 2021 to 2025, after a minor decline of 1-2% in fiscal 2021 on account of economic downturn induced by the COVID-19 outbreak. Demand recovery will be driven by gradual uptick in economy, higher domestic demand due to rapid urbanisation, latent demand, and a strong recovery in fiscal 2022 over a lower base. Industrial demand, which forms the largest share in power demand, is expected to see an uptick owing to gradual recovery in industrial activity over the forecast period.

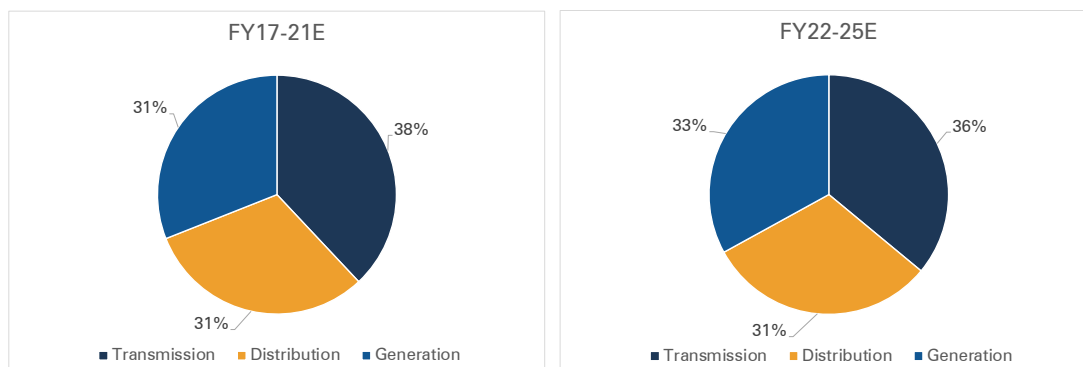
DEMAND RECOVERY WILL BE DRIVEN BY GRADUAL UPTICK IN ECONOMY, HIGHER DOMESTIC DEMAND DUE TO RAPID URBANISATION, LATENT DEMAND, AND A STRONG RECOVERY IN FISCAL 2022 OVER A LOWER BASE.



Investments in the Transmission and Distribution Segments

Investments in Power sector

Share of investments across power sector value chain



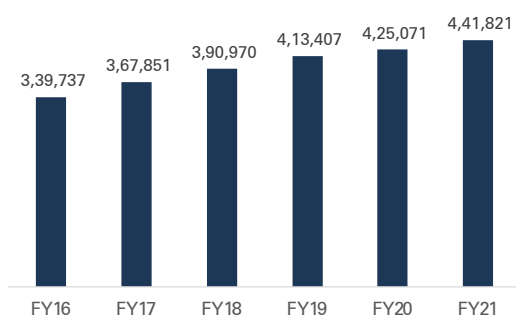
CRISIL Research projects investments of Rs 10-11 trillion in the power sector over the next five years. The share of generation, transmission, and distributions segments over the forecast period is expected to remain largely unchanged, with similar investments across the segments.

Investments in the segment are expected to increase to Rs 3.0-3.5 trillion from Rs ~2.50 trillion over the past five years, on account of higher nuclear capacity additions to the tune of ~4 GW over the forecast period. Investments are likely to have slackened in fiscal 2021 due to construction slowdown on account of the COVID-19 outbreak, but are likely to pick up fiscal 2022 onwards.

T&D overview

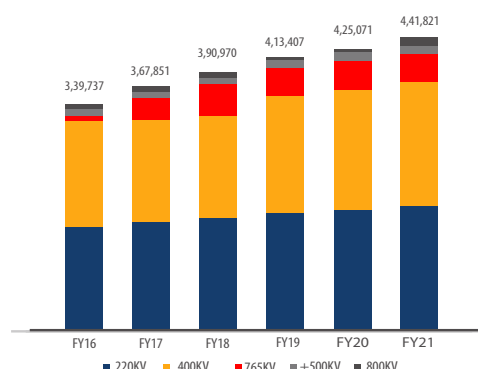
Robust generation capacity addition over the years and government's focus on 100% rural electrification through last mile connectivity has led to extensive expansion of the transmission and distribution (T&D) system across the country. The total length of domestic transmission lines rose from 3,39,737 circuit kilometres (ckm) in fiscal 2016 to 4,41,821 ckm in fiscal 2021.

Total transmission line network in the country (220 kV and above)

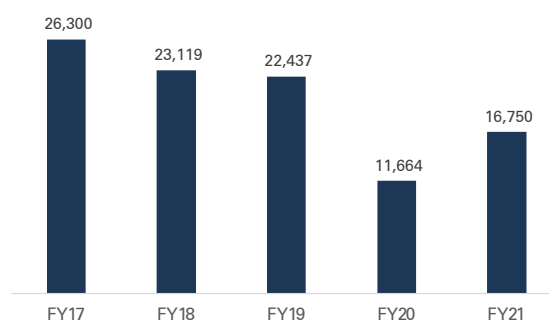


There has been strong growth in the transmission system at higher voltage levels and substation capacities. This is a result of increased requirement of the transmission network to carry bulk power over longer distances and at the same time optimise the right of way, minimise losses and improve grid reliability.

Strong growth in the length of high voltage transmission lines (220 kV and above)



Transmission Line Addition (Ckm)



Source: CEA

Management Discussion & Analysis (Contd...)

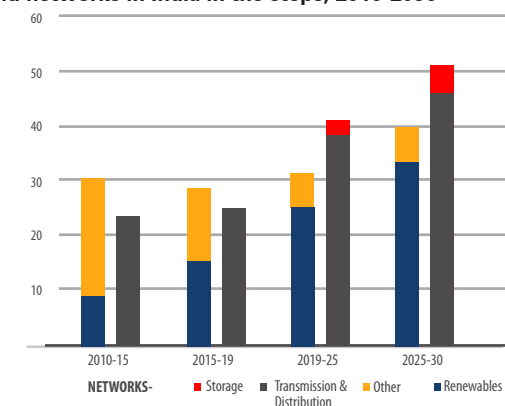
Strong growth of transmission system at higher voltages has grown due to increased requirement of the transmission network to carry bulk power over longer distances and at the same time optimise the right of way, minimise losses, and improve grid reliability. Performance in a transmission line improves as voltage increases and as 765 kV lines use one of the highest voltage levels, they experience comparatively lesser amount of line loss. 800 kV lines have also shown strong growth momentum, rising at 29.8% CAGR over the last five fiscals, majorly owing to strong investments by the central sector.

The Electricity Act, 2003 coupled with Tariff-Based Competitive Bidding (TBCB) for development of transmission infrastructure, encouraged private participation in the power transmission sector and has supported the growth of transmission lines in India sector.

In recent years, the transmission segment has witnessed a significant increase in private participation, with the share of private players in the total line length increasing from 3.3 per cent in 2011-12 to 7.4 per cent in 2019-20, and that in substation capacity increasing from only 0.5 per cent to 4 per cent. However, Power Grid Corporation of India Limited (Powergrid) continues to dominate the country's transmission sector with 163,222 ckt. km of lines and 409,898 MVA of capacity.

As per Power Insight, India is the second-largest transmission towers market after China, contributing 15% of the global market. Conductive reforms coupled with integrating renewable technologies in the grid are attracting huge investments for building a sustainable electric network. According to IEA's India Energy Outlook 2021², spending on networks will quickly overtakes spending on capacity growth,

Average investment spending on electricity generation and networks in India in the steps, 2010-2030



Capital expenditure on India's electricity networks is set to overtake that of generation, with around 15% of spending on networks in 2030 used to connect new renewables.

THE GOVERNMENT'S AMBITIOUS PLAN TO EXPAND RENEWABLE ENERGY TO 175 GW BY 2022 IS A KEY DRIVER FOR GRID EXPANSION.

Green energy corridors and REMCs³

The Indian electricity transmission sector is gearing up to face the challenges posed by the changing power demand and energy mix. In order to meet the future peak load, which is expected to reach 226 GW by 2022 and 267 GW by 2025 (from 184 GW at present), huge investments are required for strengthening and ramping up the country's transmission infrastructure. The government's ambitious plan to expand renewable energy to 175 GW by 2022 is a key driver for grid expansion. Private investments will continue to play a significant role in grid expansion as competitive bidding gains momentum.

For the integration of 226 GW of renewable energy by 2022, Powergrid, along with the associated state utilities, is developing green energy corridors (GECs) to connect new solar and wind capacity. Under GEC I, for which Powergrid received long-term access applications for 12 GW of capacity, over 9,700 ckt. km and 19,000 MVA of substation capacity got added at the intra-state level and 3,100 ckt. km and 17,000 MVA (across six substations) at the interstate level.

Under GEC II, transmission schemes for evacuation from 34 ultra mega solar power parks (UMSPPs) with a total capacity of 20 GW have been planned. Of this, evacuation systems for 13 solar parks (9.2 GW) have been identified through the ISTS. Powergrid is responsible for the implementation of the transmission system for eight solar parks (7 GW), including 1,870 ckt. km of lines and five substations of 13,500 MVA. So far, implementation has been completed by Powergrid for three solar parks (4,250 MW) while it is still in progress at four other UMSPPs⁴.

Under GEC III, estimated at Rs 416.88 billion, the central government has approved transmission schemes for renewable energy zones with a potential capacity of 66.5 GW to be achieved by December 2022. Further, a renewable energy potential of 65.5 GW has been identified across eight states for commissioning between 2022 and 2025. The associated transmission system will involve an investment of Rs 640.43 billion⁵.

² <https://www.iea.org/reports/india-energy-outlook-2021>

³ <https://powermin.gov.in/en/content/transmission-works-under-green-energy-corridors-i>

⁴ <https://powerline.net.in/2020/09/14/transmission-update-2/>

⁵ <https://powerline.net.in/2020/09/14/transmission-update-2/>



DISCOM Reform Scheme⁶

In June 2021, the Cabinet Committee on Economic Affairs (CCEA) approved the marquee ₹3.03 trillion power distribution company (discom) reform scheme, wherein the Centre's share will be ₹97,631 crore. The Scheme seeks to improve the operational efficiencies and financial sustainability of all DISCOMs/ Power Departments excluding Private Sector DISCOMs by providing conditional financial assistance to DISCOMs for strengthening of supply infrastructure. The ambitious scheme aims to bring down India's average

aggregate technical and commercial loss from the present level of 21.4% to 12-15%, and gradually narrow the deficit between the cost of electricity and the price at which it is supplied to 'zero' by 2024-25. The reforms are also aimed at improving the reliability and quality of power supply. A measure for achieving this is the migration towards having a higher ratio of high voltage to low voltage T&D networks, giving further push to the demand for upgraded transmission lines.

NIP – Expenditure Plan across Energy Sub Sectors

₹ Crore	FY20	FY21	FY22	FY23	FY24	FY25	Total
Generation	30,056	53,819	63,789	63,474	64,982	50,690	326,811
Distribution	21,127	42,000	44,207	60,000	70,000	85,700	323,034
Transmission	54,875	53,897	50,712	51,522	51,522	41,522	304,050
Total	106,058	149,716	158,708	174,996	186,504	177,912	953,895
States ¹¹	58,081	75,834	63,027	48,491	38,732	33,090	456,533
Overall Totals¹²	164,140	225,551	221,734	223,487	225,236	211,002	1,410,428

Outlook

The power sector performance was weighed by COVID-19 damage. However, the implementation of key market reforms, the Union Budget 2021 announcements, policy and regulatory developments provided a much-needed boost to the power industry. Additionally, the government has allocated USD 1.4 trillion under National Infrastructure Pipeline during FY19-25 accounting for 24% capital expenditure over the period. The government's strong intent on implementation of reforms coupled with the overall approach to energy transition and meet its ambitious goal to achieve 450 GW renewable energy power target is set to provide a fillip to the power sector. Sustained financial growth continues to endure India's electricity demand. With the government initiatives like Electricity for all and the recent amendments in Electricity Act 2020 and efforts to recover the financial losses of T&D, one can be optimistic towards India's T&D outlook.

ESTIMATED AT RS 416.88 BILLION,
THE CENTRAL GOVERNMENT HAS
APPROVED TRANSMISSION SCHEMES
FOR RENEWABLE ENERGY ZONES WITH
A POTENTIAL CAPACITY OF 66.5 GW TO
BE ACHIEVED BY DECEMBER 2022.

INDIAN TELECOM TOWER INDUSTRY

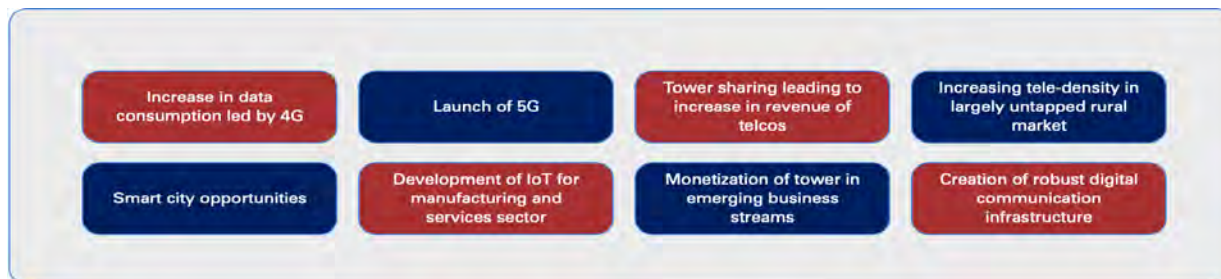
According to Invest India, India is the second largest telecom industry in the world with over a 1.2 billion subscriber base. The industry's remarkable growth is attributed to affordable data tariffs, wider availability, Mobile Number Portability (MNP), widening 3G and 4G coverage, consistently evolving consumption patterns of subscribers backed with favourable regulatory environment. According to Telecom Regulatory Authority of India (TRAI) January 2021 data, of the 1183.5 million telephone connections, 1163.4 million are mobile connections. The overall tele-density increased to 86.38% in January 2021.

According to Data Reportal's Digital 2021 India report, India's internet users stood at 624 million as on January 2021. The Indian smartphone users consume 12GB/month and it is projected to increase to 25 GB/month by 2025. The telecom sector's contribution to GDP is projected to grow from 6.5% in 2017 to 2025 in 2025. Moreover, the industry boasts 100% FDI, wherein up to 49% is allowed via automatic route and above 49% under the government route.

⁶ <https://www.livemint.com/industry/energy/cabinet-approves-3-03-trillion-power-discom-reform-scheme-11625051611930.html>

Management Discussion & Analysis (Contd...)

Growth Drivers for the Indian Telecom Sector



With continued increase in demand for data, additional telecom towers need to be installed to increase coverage in rural or non-metros and to increase capacity in metros. Currently, India has ~5.5 lakh towers and the industry believes **the country will require additional ~1 lakh towers per year over the next 4-5 years to meet the estimated demand.**

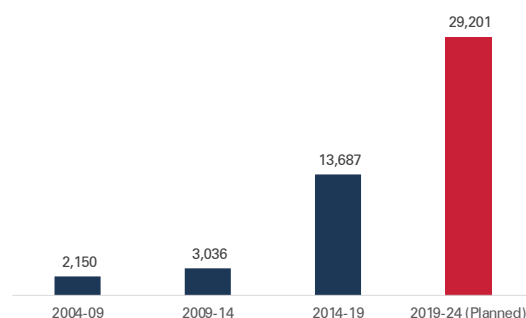
RAILWAY ELECTRIFICATION PROGRAM

Indian Railways took the COVID-19 pandemic as an opportunity to scale the speed of projects. According to the Ministry of Railways (MoR), Indian Railway clocked the highest ever electrification of sections covering 6,015 Route Kilometer (RKM) in a single year during FY2021, translating to 37% YoY growth. It surpassed the previous high of 5,276 RKM achieved in FY19.

Rapid route electrification has translated to ₹ 80 billion savings for India Railways in diesel fuel imports during FY2021. Indian Railways eyes 100% Railway Electrification by December 2023. The move is aimed to reduce India's dependence on crude oil imports, enhance energy security and provide an eco-friendly, faster & energy-efficient mode of transportation. The total rail electrification goes in sync with the goal of 'net zero' emissions by 2030, thereby securing its complete electrical load from renewable energy sources.

The MoR through National Rail Plan (NRP) intends to augment the national Railway Network through long-term planning. National Rail Plan, Vision 2024 has been initiated for faster execution of certain critical projects by 2024 to build up capacity, infrastructure and enhance rail freight share ahead of the demand. NRP aims to develop capacity by 2030 serving to mounting demand up to 2050. It includes 100% electrification, building new high-density networks lines, upgrading to 160 kmph speed on Delhi-Howrah and Delhi-Mumbai routes, upgrading to 130 kmph speed on all other Golden Quadrilateral-Golden Diagonal (GQ/GD) routes and complete removal level crossings on all GQ/GD routes. Thus, the Indian Railways freight model will swiftly move from the current 27% to 45% with complete implementation of NRP.

Growth of Railway electrification (Route Km, RKM))



Robust growth opportunities for Railway electrification

- Mission 100% route electrification
- Need for electrification – to eliminate pollution and India's dependence on imported fuel
- Highest ever budget allocation of ₹ 7,542 crore for electrification project during 2021-22
- Sub-station capacity to enhance leading for opportunities for transmission & distribution utilities
- Engineering procurement and construction (EPC) contractors shall have multitude of opportunity in terms of infrastructure creation for railway electrification



INDIAN PVC PIPES AND FITTINGS MARKET

The Indian PVC and Fittings market was pegged at ₹ 300 billion in FY2020 and is projected to surpass ₹ 500 billion by FY2025, clocking a CAGR of 10.8% for the FY2020-2025 period. PVC pipes are lightweight facilitating faster water flow, cost effective, corrosion resistive, easy to install and maintain strength under pressure. Additionally, it generates less friction than cast iron or concrete pipes. Over the years, PVC pipes applications have grown in sewage pipes and drainage solutions, water mains and irrigation, transportation of drinking water, and manufacture of advanced fire-sprinkler systems. India is witnessing rising PVC pipes demand from agriculture, automotive, building & construction, electrical and other end-use industries thanks to the government's initiatives like 'Housing for All', 'Nal se Jal', Atal Mission for Rejuvenation and Urban Transformation (AMRUT) project and Swachh Bharat Mission.

India is one of the biggest consumers of CPVC through plumbing pipe and fittings products. The mounting need for clean water in all residential and commercial projects will drive the growth of plumbing pipe and fittings products.

- Further, the amplified demand for housing which is attributable to the ever increasing population as well as the rise in personal disposable income will also drive the overall growth of this segment.
- Further, there has been a drastic shift of demand from metal to polymer based pipes, especially in plumbing and piping application in the construction industry. This has led to increase in usage of plastic pipes and emergence of CPVC pipes for hot and cold water plumbing. In order to encourage the sector, the Government of India (GOI) has been placing orders for sewage, water supplies and plumbing pipes. Continuous increase in allocation of irrigation and housing by Government of India is going to give momentum to the piping industry. With rapid growth in population, there has been an increase in demand of residential applications of pipes also.

What drives the market

- Increasing government investment in agriculture and related activities will augment the growth in PVC pipes and fittings market in India.
- The rise in population will lead to growth will be a major contributor to the PVC pipes and fittings market in India through increase in demand for housing.
- Growing problems of water shortage will also lead to increase in demand for PVC pipes and fittings.

INDIA IS ONE OF THE BIGGEST CONSUMERS OF CPVC THROUGH PLUMBING PIPE AND FITTINGS PRODUCTS. THE MOUNTING NEED FOR CLEAN WATER IN ALL RESIDENTIAL AND COMMERCIAL PROJECTS WILL DRIVE THE GROWTH OF PLUMBING PIPE AND FITTINGS PRODUCTS.

The Government at the Centre and States has put the priority focus on Jal Jeevan Mission, Swachh Bharat Abhiyan, Sanitation and affordable houses to all and development of 100 smart cities on all India basis.

NITI Aayog has declared following as growth drivers across the country:

- Government infrastructure spending
- Increasing construction
- Increasing Industrial production
- Rising demand from irrigation sector
- Replacement of aging Pipes
- Providing affordable house to all
- Heavy investment by Government in irrigation, housing and sanitization

Almost all the above growth drivers will boost the business of Plastic Piping System Division.

Going forward, the stress brought about by second wave of Covid-19 will cause further consolidation within the unorganised sector within the industry, in which smaller players with weaker balance sheets will be severely challenged. According to Company estimates, this consolidation will add an additional ₹ 10,000 crores to the addressable market size for organised players in general. At Skipper, the Company is already seeing the traces of this shift through the surge in demand for our products.

The Government's Anti Dumping Duty on import of CPVC resin/compound from China and Korea for five years (2020-25) will benefit the India players. The Union Budget 2021-22 announcements provided the necessary boost recovery for the economy marred by the COVID-19 crisis. The Government enhanced its capital expenditure to Rs 5.5 trillion for FY2022, apart from creating institutional structures and providing a big impetus to monetizing assets to achieve the goals of the National Infrastructure Pipeline (NIP).

Management Discussion & Analysis (Contd...)



MICRO IRRIGATION

According to Fortune Business Insights, the Global Micro irrigation industry was valued at USD 7.59 billion in 2019 and is estimated to surpass USD 12.4 billion by 2027, resulting in a 6.92% CAGR during 2019-27. The rising use of advanced techniques for micro irrigation, easy accessibility, acceptance of this technique amongst commercial property owners, households, landscape developers and conducive government policies for producing quality crops are driving the growth of the market in the coming years.

Mordor Intelligence projects the India Micro Irrigation Systems Market is expected to grow at 10.9% CAGR during 2020-25 thanks to the adoption of micro-irrigation systems on open fields through water saving techniques like drip and sprinkle irrigation. The green house equipped horticulture production helps the farmers to obtain the year-round output.

According to Agriculture Times, about 1.1 million farmers have benefitted by the adoption of drip and sprinkler irrigation systems in 2019-20. During the last five years, an area of 4.79 million hectares has been covered under micro irrigation in the country which includes 1.7 million hectares for the year 2019-20 which is a significant achievement. India set a target of 10 million hectares under micro-irrigation in five years.

ACCORDING TO AGRICULTURE TIMES, ABOUT 1.1 MILLION FARMERS HAVE BENEFITTED BY THE ADOPTION OF DRIP AND SPRINKLER IRRIGATION SYSTEMS IN 2019-20.

The government has created a dedicated Micro Irrigation Fund of Rs 50 billion through NABARD to facilitate States in mobilizing resources for expanding coverage of micro irrigation. The Steering Committee of MIF and NABARD has sanctioned projects of ₹ 38.1 billion for covering 1.25 million hectares under MIF. India needs to adopt a holistic approach for increasing productivity from the unit area by improving soil health, decrease in input costs, enhancing crop productivity and increasing farmers' awareness for benefiting the farming community and helping the vision of Prime Minister Narendra Modi for doubling of farmers' income.



Business Segment

Skipper Limited is one of the world's largest integrated Transmission Tower manufacturing companies with Angle Rolling, Tower, Accessories & Fastener manufacturing and EPC line construction. Our manufacturing capacity is the largest in India and among the top 10 in the world. Skipper Limited is a national powerhouse in the Polymer Pipe business. Under the brand name of 'Skipper', the Company manufactures a huge range of premium quality pipes and fittings, which are used in different areas such as Plumbing, Sewage, Agriculture and Borewell sectors.

Impact of COVID-19

Skipper has actively resumed the manufacturing process. To kick-start the deliveries, the Company with its key associates have chalked out extensive catch-up plans for various locations and work fronts to ensure timely completion and avoid any slippages. During FY21, Skipper functioned at 75% of its manufacturing capacity, post phase wise resumption of work. Detailed SOPs / protocols have also been devised in compliance with the instructions/ guidelines issued by the Government.

The Company was able to act quickly and effectively to deliver support under our "Skipper Cares" programme where it was most needed. Fiscal year 2021 saw multiple national lockdowns when only essential stores could run, and people were asked stay at home. These restrictions placed significant pressure on the Company's people and its operations. Apart from setting up stringent SOPs at its operations for protecting the health and safety of the staff and workers, Skipper organised multiple vaccination drives without charge for all its employees and their family members to combat the second wave of pandemic. The Company also revised its Covid term policy by enhancing the insurance coverage and those in home isolation can now also claim redemption through Skipper's empanelled health insurance partner.

Under the "Skipper Cares" programme, the Company also extended support to families of deceased members, including last drawn salary upto ₹ 50,000 for 2 years; education support for children; 3 years' of medical coverage for dependants; and preferential employment for family members among other measures.

Throughout, the priority for Skipper has been the wellbeing of its people. The Company has already extended a hybrid model of work culture. In the manufacturing plants, the Company has rolled out its operations with minimum workforce to continue delivering the committed output to its customers. The Company has worked hard to foster employee engagement through online resources to create a

culture of support and understanding where everyone has access to the assistance they need. Its employee-led staff networks were a valuable source of advice, practical support and entertainment and played a key role in preserving the culture of the business while the staff worked from home.

In terms of contributing to society at large, the Company distributed oxygen boosters to Shree Vishudhanand Hospital, Kolkata, and the CSR wing of Skipper, Skipper Foundation, distributed food and medicine supplies to the cyclone hit locations of West Bengal.

(A) Engineering products

Revenues ₹ 11,986 million in FY2021

Skipper is the market leader in the manufacture of transmission tower and distribution poles. The Company is positioned among the 10 largest global tower manufacturers. The Company invested in building a superior scale which helps in making it possible to cater to global customers with large orders.

The Company has created a diversified order book with customers from both domestic and international markets. The Company is supplying towers to customers across 35-plus countries.

The Company 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 FY2021.

Skipper is a differentiated player, the only one in its sector to possess captive rolling mill and galvanising plants. The Company has eight galvanising plants, with a capacity of 8,000 tonnes per month being the largest in the country (14m long). The fully integrated facilities help enhance quality, timely delivery and customer service.

The Company's long term ambition is to make India the preferred sourcing hub for global infrastructure needs and has set a benchmark for the power T&D industry through several proactive measures. In this direction, during the year, the Company has commissioned Eastern India's first tower & pole testing bed that has been recognized by the Department of Scientific and Industrial Research (DSIR, GOI) as an inhouse R&D unit. This allows the Company to avail certain expenditure (including capital expenditure other than land & building) as deduction under Income Tax Act.

The Company is increasing its focus on the railway electrification (EPC) projects, a key focus area of the government. The Company also received core approval for all of its plants and rolling mill to supply various railway infrastructure products.

Management Discussion & Analysis (Contd...)

Key differentiators

- Focussed T&D Structure manufacturing and exporting country and an ideal partner to global EPC contractors in the Transmission business.
- Fully integrated plants help in providing cost leadership on one hand and provide unmatched quality on the other.
- The Company provides a wide range of products making it a one-stop shop
- First company in India to manufacture and supply 800 Kv transmission towers to Power Grid Corporation.
- Possesses complete control across the value-chain (angles to tower production), enhancing quality and efficiency.
- Accredited with ISO 9001:2008 certification for all its manufacturing facilities.
- DSIR approved in-house R&D unit facilitates load testing and prototype testing leads to enhance and customize tower design, thereby raising the customer delight quotient.

Highlights FY2021

- The Company's order book position stands at ₹ 16,020 mn as on March 31, 2021. The order book mix between domestic and exports stands at 67:33 in FY2021.
- Skipper received order inflow of ₹ 8,750 million during FY2021. The order inflow was lower than last year as a large percentage of orders available in the market are on fixed price basis and the Company adopted a cautious approach in new order intake considering the present volatile commodity market scenario. Also, majority of the new transmission lines are now getting built to cater renewables; leading to shorter execution cycle and faster supplies to meet project deadlines. Additionally, the bid to order life cycle is prolonged due to COVID-19 led disruption.
- To add to this, USA is in the midst of a historically large infrastructure upgradation plan, in which thousands of kilometres of outdated transmission lines will need to be rebuilt. Skipper opened up its first overseas office in Canada as a first step and has appointed several representatives across the United States to target this massive upcoming opportunity. The Company appointed Mr. Brian Lacoursiere as its VP Sales & Business

Development to lead its North Atlantic business development from our Canadian office. He brings with him more than 30+ years in the industry, in which he has worked for a number of steel and composite pole manufacturers and has been an active participating member of many U.S. and Canadian utility industry code and standard committees.

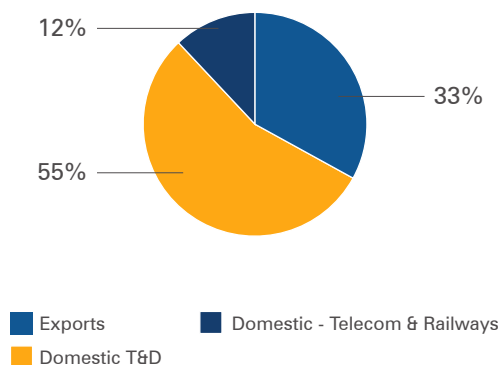
- Skipper is also continuing its engagement with more than 100 EPC players across the world, as partners to the bids that they will be participating in. The gradual decoupling from China is also causing many projects to seek alternative supply chains, giving further fuel to business potential coming our way.
- Skipper started operations in its new Tower & Monopole Test Station located in Howrah, West Bengal. The testing station has been assessed and accredited in accordance with the standard ISO/IEC 17025:2017 'General Requirements for the Competence of Testing & Calibration Laboratories' by NABL.
- Skipper recently set up R&D Centre and Tower Testing Station is expected to improve the Company's brand positioning in the export markets, helping to be taken as a serious contender. With in-house design capability and human capital, the Company can add more value into the projects it bids, offering innovative, bespoke and cost-effective design solutions. This will further improve Skipper's chances of winning in the marketplace.
- The massive global and domestic focus and investment plans on T&D infrastructure, Green Energy Corridors in India, and renewable focus globally will drive up the demand for setting up new transmission networks. The Indian electricity transmission sector is gearing up to face the challenges posed by the changing power demand and energy mix. In order to meet the future peak load, which is expected to reach 226 GW by 2022 and 267 GW by 2025 (from 184 GW at present), huge investments are required for strengthening and ramping up the country's transmission infrastructure.
- According to Mordor Intelligence, the market for India HVDC transmission systems market is expected to grow at a CAGR of approximately 6.2% during the forecast period of 2020 – 2025. Major factors driving the market include the growing renewable energy sector, rapid urbanization, and increasing rural electrification. Skipper is among a Few handful companies around the world pioneering the production of HVDC transmission lines.



- The Company has a positive outlook based on a vibrant domestic T&D industry; large pent-up demand fuelled by a surge in renewable generation; and a deep tender pipeline of new contracts that will soon be awarded in the new future.
- A pioneer, Skipper Limited is the largest Monopole designing and manufacturing facility in India, armed with global expertise and intellectual capital. It has an application of upto 765 kV in Transmission Towers and for heights of up to 40 metres for Telecom Towers. Skipper is among a Few handful companies around the world pioneering the production of Monopoles upto 765 kV for High Voltage Transmission Lines. Monopoles are fast gaining popularity and wider acceptance, giving Skipper confidence in growing this part of its business.
- In June 2021, the Cabinet Committee on Economic Affairs (CCEA) approved the marquee ₹ 3.03 trillion power distribution company (discom) reform scheme, wherein the Centre's share will be ₹ 97,631 crore. The ambitious scheme aims to bring down India's average aggregate technical and commercial loss from the present level of 21.4% to 12-15%, and gradually narrow the deficit between the cost of electricity and the price at which it is supplied to 'zero' by 2024-25. A measure for achieving this is the migration towards having a higher ration of high voltage to low voltage T&D networks, giving further push to the demand for upgraded transmission lines. This will provide the Company additional opportunities to participate in.

Order Book Mix as on 31.03.2021

Total Order Book: ₹ 16,020 mn



SKIPPER IS THE MARKET LEADER IN THE MANUFACTURE OF TRANSMISSION TOWER AND DISTRIBUTION POLES. THE COMPANY IS POSITIONED AMONG THE 10 LARGEST GLOBAL TOWER MANUFACTURERS.

Objectives of TOC (Theory of Constraints) in the Engineering business

- Reduction of inventory leading to reduction working capital investment.
- Supply of towers within 30 days of PRI received from the client which will help in increasing customer reliability leading to repeat order.
- Rolling of working capital will increase as well as decrease in supply time / lead time.

Ensuring full kit supply which will help in reducing billing time.

(B) Polymer products business

Revenues: ₹ 2,165 million in FY2021.

The polymer business comprises a portfolio of products finding applications in plumbing and agriculture.

The segment accounts for 14% of revenues of the Company, of which the Plumbing sector contributes 70% of polymer revenues and the remaining 30% contributed by the agriculture segment.

The Polymer Business is consistently growing each quarter over the four quarters of FY2021. In Q4 of FY2021, the Company reported its highest ever quarterly revenue of ₹ 792 million.

The Company's polymer capacity is 51,000 MTPA and is the only polymer product manufacturing company that has introduced Theory of Constraints (TOC) in an organized manner.

Differentiator

- The largest manufacturer of PVC pipes in West Bengal and possesses one of the largest polymer pipe capacities in Eastern India.
- Only polymer product manufacturing company to implement Theory of Constraints (TOC) in an organized manner.
- Leverages technology alliances with international majors to produce better quality.

Management Discussion & Analysis (Contd...)

- Collaborated with Sekisui (Japan) for the production of CPVC compounds for advanced plumbing solutions.
- A robust distribution network

The objective of implementation of Theory of Constraints (TOC):

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

- To increase market share
- To strengthen organizational 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)

Advantages

- Sharp sales growth and increased market share
- Robust processes and systems to improve profitability
- Consistent availability of the entire products range at billing points
- Improved working capital cycle and inventory reduction
- Increased throughput from the existing capacity
- Improved ROI for trade partners (dealers and distributors)

Theory of Constraints in Skipper's polymer business

Skipper is the First Polymer Pipe Company in India to take an innovative approach in implementing the Theory of Constraints (TOC) into its operation for strengthening revenues and margins.

- This helped in discovering that product unavailability at key points of sale led to sales and opportunity loss, affecting overall business viability.
- The Company rationalized its product portfolio and focused on the high-value plumbing sector, maximizing reach, enhancing availability across key retailers and minimizing sales loss.

OUR POLYMER BUSINESS ACCOUNTS FOR 14% OF REVENUES OF THE COMPANY, OF WHICH THE PLUMBING SECTOR CONTRIBUTES 70% OF POLYMER REVENUES AND THE REMAINING 30% CONTRIBUTED BY THE AGRICULTURE SEGMENT.

- The Company strengthened its supply chain, moderating 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 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.

(C) Infrastructure business

Revenues: ₹ 1,664 million in FY2021

A fully integrated EPC major offering solutions in tower design, tower testing, manufacturing and onsite construction.

The Company is also engaged in EPC Projects in Telecom infra and Railway Structures in various parts of the country along with other geographies. It has specialized teams for live line works, Retro fitting works, Power Evacuation solutions. It has expert teams for Project management services, Inspection Services, Construction Management, Restoration works and live line stringing. With continuous efficient pre & Post Sales Services, Skippers proves itself as a long-term partner across all major leading Infrastructure companies. We study the clients' requirements sharply to understand the specifications and technical & documentation requirements of different countries and fulfil their requirements with utmost quality, quantity, and in time.

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 fibre cable networks, oil and gas pipelines and cable networks, among others. Skipper analyses feasibility and geo-technical reports for installation through the HDD method

RISK MANAGEMENT

Skipper continued to enhance a comprehensive system that helps promptly identify risks that affect the Company, assess their materiality, and take measures to minimize both the likelihood of risks being realized and losses they can lead to.

The Company has a unified risk assessment and management methodology: goals, objectives, and principles of setting up and operating the corporate risk management system.

Risk management is applied across all management levels and functional and project areas

a. Business Continuity Risk

The Company's business may not be relevant in the coming years.

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).

b. Quality risk

A decline in the quality of the products of the Company may lead to fall in the sales.

Mitigation

The Company has 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.

THE COMPANY HAS A UNIFIED RISK ASSESSMENT AND MANAGEMENT METHODOLOGY: GOALS, OBJECTIVES, AND PRINCIPLES OF SETTING UP AND OPERATING THE CORPORATE RISK MANAGEMENT SYSTEM.

c. Competition risk

Increased competition could affect profitability.

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.

d. Geography risk

Over dependence on any specific geography could impact the Company's performance owing to a slowdown in the particular geography.

Mitigation

The Company expanded to more than 30 countries to de-risk from excessive dependence on the Indian market.

e. Working capital risk

Stretched working capital management could impact viability.

Mitigation

The Company took several initiatives to optimise its receivables cycle across its business divisions, the full impact of which is likely to be visible across the foreseeable future.

f. Foreign exchange risk

Currency volatility could significantly impact the profitability of the Company.

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 several initiatives to minimize the impact of forex fluctuations on its financial performance.

Management Discussion & Analysis (Contd...)



STANDALONE FINANCIAL PERFORMANCE

Financial performance FY'21

Sr. No.	Profit & Loss Summary (₹ Million)	FY2021	FY2020	Change %
1	Revenues	15,815.1	13,905.1	13.7%
2	Reported EBITDA	1,437.1	1,391.3	3.3%
	EBIDTA Margin (%)	9.1%	10.0%	
3	Other Income	40.2	19.6	
4	Depreciation	452.6	381.0	
5	Finance Cost	723.5	847.6	14.6%
6	Finance Cost as % to Revenue	4.6%	6.1%	
8	Profit Before Tax (2+3-4-5)	301.2	182.3	65.2%
9	PBT Margins (%)	1.9%	1.3%	
10	Tax	90.4	(232.6)	
	Profit After Tax (8-9)	210.8	414.9	-49.2%
	Pat Margins (%)	1.3%	3.0%	

Debt Details

Particulars (₹ Million)	FY2021	FY2020	Inc/(Dec)
Long Term Debt	2,563	1,569	994
Current Maturities of Long Term Debt	586	344	242
Short Term Debt	1,236	2,624	(1,388)
Gross Debt Level	4,385	4,537	(152)

Ratio Details

Particulars (₹ Million)	FY2021	FY2020	Explanation for Change
Debt Equity Ratio	0.62	0.66	The reasons for change in parameters have been covered and explained in the previous sections of the report
ROE	3%	6%	

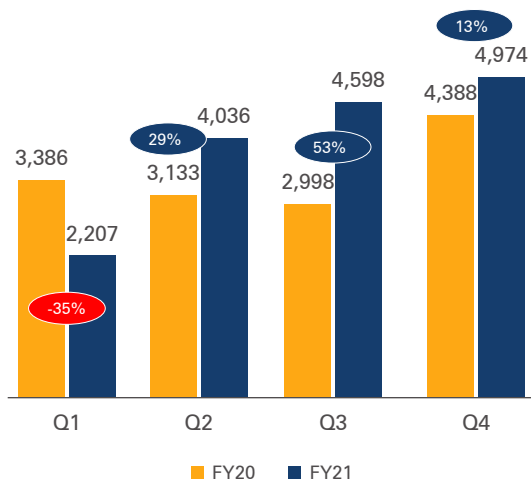
Key Performance Highlights FY2021

Reasons for Revenue growth

- The Company reported strong revenue performance across all the business segments. Revenue grew by 14% yoy despite of covid related lockdown and challenges



Consistent & Improved Revenue Performance Trend



- Company clocked the highest ever quarterly revenue performance during Q4FY2021 in the Polymer segment.
- The Company secured new orders of ₹ 8,750 million in FY2021 for Engineering product supplies from PGCIL, SEB's, Telecom and for supplies across various export markets.
- Unprecedented commodity price rally in our Key raw material items (i.e Steel, Zinc & Resin), higher ocean freight rates and Non Clarity of Remission of Duties and Taxes on Export Products (RoDTEP) adversely impacted profitability
- The Company continues to make sincere efforts on cash flow & Balance Sheet consolidation. As a result, the interest expenses declined by 14.6% YoY to ₹ 723.6 million in FY2021.
- Skipper Profit before Tax surged by 65.2% YoY to ₹ 301.2 million in FY2021.
- The Company's Gross Debt was reduced by ₹ 152 million during the year, on account of better working capital utilisation.
- Skipper's external credit rating has been assigned as 'A-/Stable' by ACUITE for long term has been assigned on account of improved operational & financial performance in conjunction with better growth prospects.
- Skipper is the only polymer product manufacturing company to implement Theory of Constraints (TOC) in an organized manner. The Company's retailer touchpoints increased 10x times in the last two years.

ICRA ANTICIPATES THAT THE ALL-INDIA POWER GENERATION CAPACITY ADDITION IS TO REBOUND TO 17-18 GW IN FY2022, REGISTERING 45% YOY GROWTH FROM 12.8 GW IN 2020-21.

Outlook

India's power sector is on an inflection point with the government's ambitious goal to achieve 450 GW renewable energy power target coupled with power-packed reforms leading to the sustainable growth of India's T&D sector. As per ICRA Ratings, India's electricity demand is projected to grow by 6.0% YoY in FY2022 owing to the favourable base effect, mild impact of the second wave on electricity demand and the pick-up in the vaccination programme. ICRA anticipates that the all-India power generation capacity addition to rebound to 17-18 GW in FY2022 registering by 45% YoY growth from 12.8 GW in 2020-21, primarily led by the renewable energy segment coupled with a strong pipeline of 38 GW projects under development.

The Company expects to clock double digit annual revenue growth in FY2022 on the back of strong pending execution of engineering contracts and a strong polymer segment. Skipper expects good traction in the International Transmission Lines (TL). Skipper is witnessing a surge in global enquiries and it will be benefitted from 'China + 1' trend. The global supply chain is actively scouting to minimise its dependency on China. Moreover, the majority of the new transmission lines are catering to renewables which ultimately lead to a shorter execution cycle and faster supplies to meet project deadlines.

The domestic T&D environment is showing signs of a rebound after two years of lukewarm response. Additionally, the pending domestic TL ordering bids to the tune of ₹ 5,00,000 million of GEC related projects are expected to come up for bidding, providing the necessary momentum to the T&D industry from FY2022. The Company is committed to leverage and address the vast potential of India's transmission sector with its integrated operations. With the Government's accelerated efforts towards scaling infrastructure and improving electrification in rural areas, Skipper is poised to support this growth. The Company has always strived to be a significant contributor towards nation building and we will continue to explore opportunities for growth by leveraging our strong transmission network.

Management Discussion & Analysis (Contd...)

Skipper focus on mechanisation and automation along with several cost reduction initiatives to further improve efficiency in operations and aid to stable margins.

Skipper is taking necessary steps to tackle & neutralise the impact of the temporary Raw Materials volatility issues in its fixed type contracts and protect margins. The Company's **mitigation strategy** includes:

- Secure Newer Contracts at the elevated price level
- Take advantage of low working capital debt level of the Company to keep higher raw material inventory so that a larger portion of the fixed price contracts are covered with the inventory
- Hedge Zinc & Flat Steel exposure through vendor & commodity exchange
- Negotiate firm prices contract with raw material supplier for longer duration
- Expand raw material supplier base
- Forge Tie-ups with major raw material suppliers with minimum upliftment commitment to gain maximum possible rebates and discounts

Skipper is increasingly focusing on the international market with its growing global competitiveness. This is reflected with a strong international bidding pipeline of ₹ 27,000 million. The proposed USD 1.2 trillion bipartisan infrastructure plan of rebuilding of roads, bridges and other traditional infrastructure, as well as expand broadband internet service to many rural parts of the United States is poised to benefit to the Company in the coming years. Skipper's first overseas office in Canada is operational in FY2021 and the Company has appointed several representatives in the US States for winning projects under the proposed USD 1.2 trillion bipartisan infrastructure plan.

The Company is consistently focusing to grow its exports pie by being connected and working with 100 global EPC players.

Skipper is looked up to as a serious player armed with complete R&D Centre and Tower Testing Station, thereby further strengthening its brand equity in the global market. The Company's in-house design team adds meaningful value into the projects laced with innovative and cost effective design solutions. Skipper will benefit from the pent up demand as the global economy opens up and operates in normalcy backed by increased pace in awarding of tenders.

The Company looks forward to tap emerging opportunities in sectors aligned with the government's rising interest. Skipper's inroads into railway electrification and drip irrigation have tremendous potential aiding to strengthen its revenue stream.

THE COMPANY IS COMMITTED TO LEVERAGE AND ADDRESS THE VAST POTENTIAL OF INDIA'S TRANSMISSION SECTOR WITH ITS INTEGRATED OPERATIONS.

The record high PVC resin price is poised to provide a major fillip in the organised sector as consolidation gathers pace. Small and regional manufacturers marred with working capital challenges are facing difficulties to procure polymers at a high price. Thus, companies with stronger balance sheet have gained market share from the unorganised sector. The Government's Anti Dumping Duty on import of CPVC resin/compound from China and Korea for five years (2020-25) will benefit the India companies. The Company can scale the business without incurring any major capex. Moreover, the Government's ambitious Jal Jeevan Mission (JJM) for providing tap water connections to all rural households by 2024 will boost polymer pipe demand. Additionally, the real estate housing and commercial activities have started gaining traction and completion of the pending projects will lift market sentiments for the polymers products.

Skipper's Polymer division has been able to deliver the highest revenue during Q4FY2021. Skipper managed to create an increase in the touchpoints by 10 times in the last 2 years, through our concentrated efforts to streamline operations through the implementation of TOC. The polymers industry is witnessing consolidation post second wave of COVID-19. The smaller players with weaker Balance Sheet are facing numerous challenges. The polymers industry had experienced unorganised to organised shift in FY2021 as the latter was aptly able to navigate the COVID-19 operational hiccups. The organised players eye an additional ₹ 100 billion market opportunity owing to this shift. The Company's polymers segment is in a sweet spot as Skipper eyes multifold expansion in the PVC business under TOC on a pan-India level enabling scalable growth opportunities.

Skipper will continue to focus on improving bottom-line profitability, stabilise operating cash flows, trim its debt thereby leading to improvement of the Company's margin profile and strengthen its balance sheet position. Skipper Limited is constantly benchmarking to be best in class and remains focussed on building up an organised corporate structure. The Company's



efforts towards sustainable business practices will help to achieve its goals by making meaningful contributions to the national and global infrastructure.

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 organizational structure, authority levels, internal rules and guidelines for conducting 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. The 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 improvement and is apprised on the implementation status in respect of the actionable items.

HUMAN RESOURCE

Skipper is constantly developing effective and innovative human resource practices to remain competitive for its 2200+ employees. Skipper conducted research and revisited its human resource

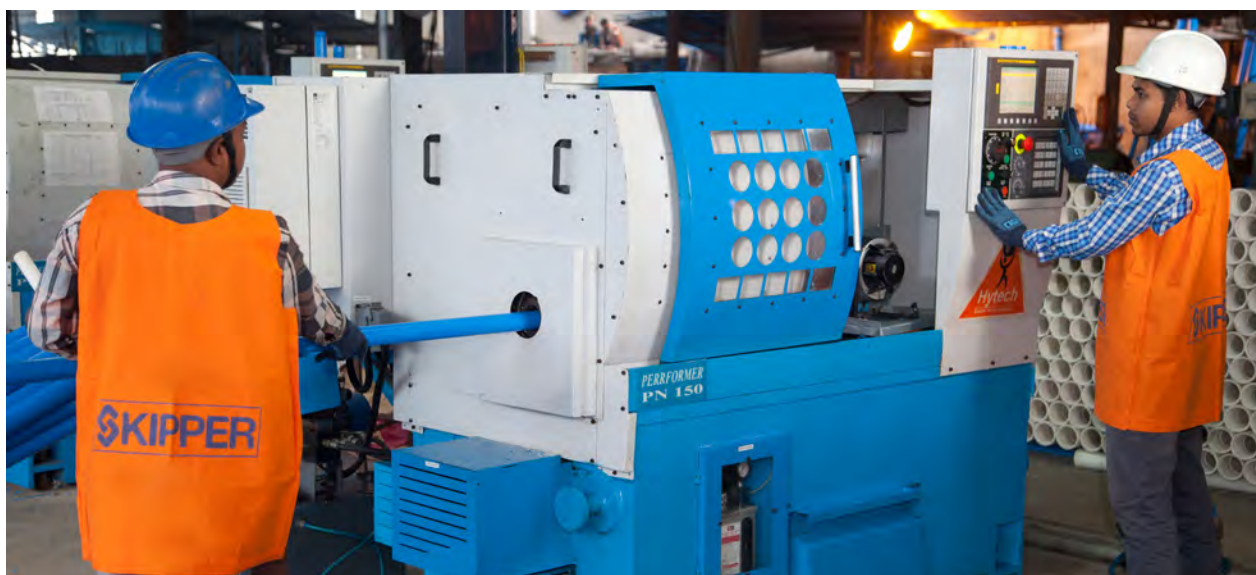
practices which helped it identify five essential focus areas to enhance productivity and employee motivation:

a. Goal setting with dynamic HR policies and guidelines

- KRA goal setting with dynamic HR policies and guidelines and integration of performance management system with a performance-driven organizational culture driven by 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. Skipper conducted a senior management workshop comprising an experiential learning mix for outlining an organizational development objective. Seventy-five senior management professionals participated from all the Company's strategic business units to share perspectives and align goals to its mission and vision.

b. Integration of performance management system with performance driven organizational culture & dynamic compensation & benefit strategy to keep pace at par with industry

The Company implemented a new approach with a nine-grid performance management System comprising the following:



Management Discussion & Analysis (Contd...)

- Innovative appraisal system implemented with performance and potential rating Increment process linked with newly-defined job band and salary range grid
- Named individual KRA/ KPI as per the business unit and people linked with organizational and departmental goals. Individual evaluation based on defined KRA/ KPI and allotted target Compensation and benefits. Skipper redesigned its compensation and benefits 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 a continuous activity at Skipper. The Company's initiatives in this regard included the following:
- Defined KSA development areas and plans for all grids.

c. Employee Talent Pool Development – Training & Development

The Company updated the training calendar as per the defined organizational plan. Initiated leadership development training (coaching, mentoring and sharing feedback)-Experiential session for stress management and energy-based healing by GMCKS Pranik Healing.

d. HR System & Process Integration with New Automation & Technology implementation

- HR system & process integration: The existing HR automation system is being replaced by automated and integrated new generation software with customized solutions, including the entire 'Employee Life Cycle' with a user-friendly technology tool. Skipper strengthened interpersonal relationships among team members with learning being an integral part of career development aligned to the organizational goal.
- HR technology: HR Payroll was extended to cover the entire employee life cycle (HRIS – Cloud Partner with 'Adrenalin')

WITH THE GOVERNMENT'S ACCELERATED EFFORTS TOWARDS SCALING INFRASTRUCTURE AND IMPROVING ELECTRIFICATION IN RURAL AREAS, SKIPPER IS POISED TO SUPPORT THIS GROWTH.

- Sales Force Automation: Hand-held tool (Sales Manpower - ACE-DNS)
- Performance Management and Talent Management: Integrated Tool & Employee policy and benefit interactive tool (Skipper-DNA)

e. Recruitment

Recruitment and talent nurturing is a continuous process at Skipper, where innovation is a must and a new process of training always creates a different impact on the employees. Talent development linked with the talent management grid for a specific outcome is a globally accepted model.

The Company believes that employees' performance is driven by their skills, attitude and their ability to innovate and drive change. In response, Skipper has implemented a new and agile approach towards performance management through 9 Grid Performance Management System: Like- 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 business unit and people linked with organizational and departmental goal-Individual evaluation based on defined KRA/KPI and allotted target.

f. Leadership development strategy

Organizations today face numerous challenges to operate efficiently and maintain a competitive advantage in times of change. Change requires new behaviours, new routines, new methods, new customers, new perspectives, and new technology. It is upon company leadership to provide the proper direction to help their teams & employees navigate these challenges and adapt appropriately. To improve alignment between achievement of business goals and leaders' skills to drive achievement of those goals, three steps are required: the creation of a business strategy, followed by a leadership strategy, followed by a leadership development strategy: Organizational



transformation programs: strategic transformation programs enabling the organizational strategy and offered to the different leadership levels > “Prepare for Change”.

- Career programs: broad and LD programs preparing selected leaders for their next leadership role > “Prepare for Tomorrow”
- Performance modules: stand-alone and short LD-modules to upskill leaders at the individual level based on performance needs
- Digital Academy: 24/7 available and short learning nuggets to support leaders at all levels in handling immediate business issues > “Prepare for Now”

- g. Collective relations between employee, workers and management & government

Skipper is making a venture of co-operation under the direction of the Management to secure the effective co-ordination of men, materials, and machinery and money. It is, thus, an employer-employee relationship in an industry. Two parties - employer and workmen are necessary without which such relationship cannot exist and it is the industry that provides the setting for industrial relations-Relationship emphasizes on the process of accommodation whereby both the parties develop skills and methods of adjusting to and cooperating with each other.

Outlook

Skipper Management is extremely focused on people development along with organizational growth journey. With this positive business & people driven mindset, the Skipper HR team has started its new initiatives & HR Change management practices, HR Team is conducting research and revisiting its HR practices, must identify five essential focus areas to enhance productivity and employee motivation, 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.

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. This modern cutting-edge IT infrastructure enhanced capacity flexibility, availability and a disaster-protected SAP landscape in the data centre cloud.

The following key results were achieved from the migration:

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

CAUTIONARY STATEMENT

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 pleasure in presenting the 40th Annual Report of the Company, together with the audited financial statements (Standalone and Consolidated) for the year ended 31st March, 2021.

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 millions)

Particulars	Standalone		Consolidated	
	2020-21	2019-20	2020-21	2019-20
Revenue from Operations	15815.07	13905.07	15815.07	13905.07
Other Income	40.24	19.65	40.24	19.65
Total Income	15855.31	13924.72	15855.31	13924.72
Profit before Finance Cost, Depreciation, and Tax	1477.35	1410.91	1480.86	1408.56
Finance Cost	723.56	847.59	723.56	847.59
Depreciation	452.60	381.00	452.60	381.00
Share of Profit/(Loss) of Joint Venture	-	-	3.51	(2.35)
Profit Before Tax (PBT)	301.19	182.32	304.70	179.97
Tax Expenses (Current & Deferred)	90.36	(232.58)	90.36	(232.58)
Profit for the Year (PAT)	210.83	414.90	214.34	412.55
Other Comprehensive Income	1.49	(0.15)	1.50	(0.60)
Total Comprehensive Income	212.32	414.75	215.84	411.95

FY 2020-21 has been a year of unprecedented challenges and uncertainties, but the Company managed to increase its revenue from operations to ₹ 15815.07 million as compared to ₹ 13905.07 million in the previous year. However the net profit declined to ₹ 210.83 million as against a net profit of ₹ 414.90 million in the previous year.

More details on the financial statements of the Company along with various financial ratios are available in the Management Discussion & Analysis Report forming part of this report.

NATURE OF BUSINESS

The Company continues to offer multifarious products/services under its Engineering, Polymer and EPC divisions and there has been no change in the nature of business during the year.

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 forming part of this Annual Report.

IMPACT OF COVID-19 PANDEMIC

The Covid-19 crisis disrupted the entire economy during the FY 2020-21. Disruptions were caused in the operations of the Company due to the lockdowns imposed by the authorities to curtail the pandemic. The Company however managed to partially resume its operations in the last week of April, 2020 with appropriate approvals from the state governments.

In order to kick-start the crucial projects and scheduled deliveries, the Company with its key associates chalked out extensive catch-up plans for various locations and work fronts to ensure timely completion and avoidance of any slippages. Various measures were taken to ensure the safety and wellbeing of all employees and guidelines/protocols/ SOPs were issued from time to time in accordance with the directives issued by the Central Government, State Governments and local administration for ensuring hygiene and social distancing norms at the project sites and work stations.

At Skipper, the top priority is health & well-being of all the employees and their families. The Company has been very proactive to support its entire workforce in best possible manner during the entire distress period. The Company has disbursed salaries and wages on a timely manner during this period to its employees, associates and contract work force. The Company didn't lay off any of its employees in this Covid era and further covered its entire workforce under a Covid term insurance cover. The Company invested in setting up medical support, covid care services and has also extended counseling and self-help services providing mental & emotional support to the employees infected with Covid-19.



Directors' Report (Contd.)

With health and hygiene of employees as the focus area, the Work From Home (WFH) model continued to be a part of the working structure during the year. The Company developed its infrastructure and facilities by which many employees were able to WFH. The Company also advised all its sales force to travel through safest mode and take all precautions for safe & comfortable journey. This has helped the Company to continue the operations during the year marred by pandemic.

The Company serviced all the debts & financial commitments as and when they became due and also availed few Covid-19 related special credit facilities offered by its bankers. The Company also successfully implemented stringent cost control measures across the organization to conserve cash to address any evolving situations resulting from the pandemic.

With the second wave of the pandemic on the rise, the Company is taking all necessary measures in terms of mitigating the challenges being faced in the business and is focused on safety of employees, implementing cost optimization measures and maintaining liquidity. The Company is closely monitoring the entire supply chain to ensure smooth running of the manufacturing facilities.

SHARE CAPITAL

During the year, the Company has not issued any kind of securities. The Company's paid-up share capital continues to stand at ₹10,26,70,212 consisting of 10,26,70,212 equity shares of Re.1 each as on 31st March 2021. The Company's equity shares are listed on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE).

INTEREST IN JOINT VENTURE AND CONSOLIDATED FINANCIAL STATEMENTS

The Company holds 50% partnership interest in "Skipper-Metzer India LLP" (SMIL) a Limited Liability Partnership engaged in the business of manufacturing of drip irrigation systems. The said LLP has been classified as Joint Venture in accordance with the provision of Indian Accounting Standards (Ind AS). 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. The audited standalone and consolidated financial statements of the Company along with the financial statements of Skipper-Metzer India LLP are also available on the website of the Company at www.skipperlimited.com.

During the year under review, SMIL achieved a turnover of ₹ 543.44 million as against ₹ 324.28 million in the previous year and earned a net profit of ₹ 7.03 million as against the net loss of ₹ 4.70 million in the previous year.

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 being marked as "Annexure-A" to this Report.

The Company doesn't have any subsidiary or Associate as on 31st March, 2021.

DIVIDEND & RESERVES

Your Company has adopted a Dividend Distribution Policy 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 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 <https://repository.skipperlimited.com/investor-relations/pdf/dividend.pdf>.

In line with this Policy and in recognition of the financial performance during FY 2020-21, your Directors are pleased to recommend a dividend of 10% i.e 0.10 paise per equity share of face value of Re. 1 each for the financial year ended 31st March, 2021. The total Dividend amount aggregates to ₹10.27 million.

Pursuant to the Finance Act 2020, dividend income is taxable in the hands of the shareholders effective 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to the members at the prescribed rates as per the Income Tax Act, 1961.

If the dividend, as recommended above, is declared by the members at the forthcoming 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 the record date.

The Company has continued to balance the dual objective of appropriately rewarding shareholders through dividends and retaining profits in order to maintain a healthy capital adequacy ratio to support future growth.

No amount is proposed to be transferred to General Reserve.

Directors' Report (Contd.)

UNCLAIMED/UNPAID DIVIDEND

In terms of Section 125 of the Companies Act, 2013 (hereinafter referred to as 'the Act') read with rules made thereunder, the Company is required to transfer the unpaid/unclaimed dividend amounts which remained unclaimed for seven years from the date of such transfer to the Investor Education and Protection Fund (IEPF) set up by the Central Government. Further, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall also be transferred by the Company to the IEPF.

The unpaid/unclaimed dividend for the FY 2013-14 will be due for transfer to the IEPF on 28 October 2021. The Company has sent reminder letters to all those shareholders whose dividend are lying in the unpaid dividend account, requesting them to claim the same at the earliest. Shareholders are requested to kindly check the status of their unpaid or unclaimed dividend available at the website of the Company at <https://www.skipperlimited.com/investor-relations/unpaid-unclaimed-dividend.aspx>

DIRECTORS' & KEY MANAGERIAL PERSONNEL

DIRECTORS

As on 31st March, 2021, the Board consisted of ten Directors comprising of five Independent Directors including a woman director, namely, 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) and five Executive Directors, namely, Sri Sajan Kumar Bansal (DIN: 00063555), Sri Sharan Bansal (DIN: 00063481), Sri Devesh Bansal (DIN: 00162513), Sri Siddharth Bansal (DIN: 02947929) and Sri Yash Pall Jain (DIN: 00016663). The position of the Chairman of the Board and the Managing Director are held by separate individuals, wherein the Chairman of the Board is an Independent Director. Sri Amit Kiran Deb continues to serve as the lead Independent Director of the Company. The profile of all the Directors can be accessed on the Company's website at <https://skipperlimited.com/about-us/senior-management.aspx>.

None of the Directors of the Company have incurred any disqualification under 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 regulatory authority.

In the view of the Board, all the directors possess the requisite skills, expertise, integrity, competence, as well as experience considered to be vital for business growth. The detailed analysis of various skills, qualifications and attributes as required and available with the Board has been presented in the Corporate Governance Report.

Sri Joginder Pal Dua (DIN: 02374358) has been re-appointed as Independent Director of the Company for a second term of 5 years with effect from 1 February 2021 consider various factor including his skill experience and performance and Sri Yash Pall Jain (DIN: 00016663) has been re-appointed as the Executive Director of the Company for a period of one year with effect from 6th September, 2020 pursuant to approval of shareholders of the Company at the 39th Annual General Meeting of the Company held on 28 September 2020. In the opinion of the Board, both the directors are a person of integrity and possesses relevant experience and expertise.

Sri Yash Pall Jain's (DIN: 00016663) current tenure will expire on 5 September 2021. Accordingly, pursuant to the recommendation of Nomination & Remuneration Committee and the Audit Committee, the Board of Directors at their meeting held on 4 May 2021 had approved the re-appointment of Sri Yash Pall Jain as Whole Time Director of the Company, liable to retire by rotation for a further period of one year with effect from 6 September 2021, subject to approval of the shareholders of the Company at the ensuing Annual General Meeting. Sri Yash Pall Jain has given his consent for re-appointment and has confirmed that he does not suffer from any disqualifications under the Act or Listing Regulations.

Pursuant to the provisions of Section 152(6)(d) of the Act read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Articles of association of the Company, Sri Yash Pall Jain (DIN: 00016663) will retire by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment.

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

KEY MANAGERIAL PERSONNEL

Sri Sanjay Kumar Agrawal, who was serving as the Chief Financial Officer of the Company since 12 August 2014, tendered his resignation from the services of the Company with effect from 31 December 2020. The Board places on record its deep appreciation for the contributions made by Sri Sanjay Kumar Agrawal.



Directors' Report (Contd.)

Sri Arvind Joshi was appointed as the Chief Financial Officer with effect from 1 January 2021 and ceased to be the Chief Financial Officer w.e.f 10 May, 2021 upon resignation. The Company will appoint a new Chief Financial Officer within the timelines as mandated by the Act.

Sri Manish Agarwal continues to hold the position of Company Secretary of the Company.

DECLARATION BY INDEPENDENT DIRECTORS

There are five 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 Section 149 of the Act as well as Regulation 16 of the Listing Regulations.

The Independent Directors have also submitted a declaration confirming that they have registered their names in the databank of Independent Directors as being maintained by the Indian Institute of Corporate Affairs (IICA) in terms of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the required directors have qualified the online proficiency self-assessment test in terms of Rule 6(4) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

None of the independent directors are aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. The board of directors have taken on record the declaration and confirmation submitted by the Independent Directors after undertaking due assessment of the same and in their opinion 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 along with the Code of Conduct for Directors and Senior Management Personnel formulated by the Company as per Listing Regulations.

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

On the recommendation of Nomination and Remuneration Committee, the Company has formulated and adopted a Nomination and Remuneration Policy which is in accordance with the Act and the Listing Regulations. The Policy aims to attract, retain and motivate qualified people at the board and senior management levels and ensure that the interests of Board members & senior executives are aligned with the Company's vision and mission statements and are in the long-term interests of the Company.

The Nomination and Remuneration Policy of the Company has been designed with the following basic objectives:

- To set out a policy relating to remuneration of Directors, Key Managerial Personnel's, Senior Management Personnel's and other employees of the Company.
- To formulate criteria for appointment of Directors, Key Managerial Personnel's and Senior Management Personnel's.
- To formulate the criteria for determining qualification, competencies, positive attributes and independence for appointment of a director.

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

The remuneration paid to the directors is as per the terms laid out in the Nomination and Remuneration Policy of the Company.

PERFORMANCE EVALUATION OF THE BOARD, THE COMMITTEES AND THE INDIVIDUAL DIRECTORS

Pursuant to the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company have formulated a Board 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

Directors' Report (Contd.)

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 and contentment on the performance of all the Directors, the Committees and the Board as a whole. The evaluation mechanism with definite parameters has been explicitly described in the Corporate Governance Report.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 of the Act, the Directors of the Company confirm that:

- (i) in the preparation of the Annual Accounts for the year ended 31st March, 2021, 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, 2021 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 frauds and other irregularities;
- (iv) the Annual Accounts for the year ended 31st March, 2021 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 5 (five) times during the Financial Year 2020-21, viz., on 22 June 2020, 14 September 2020, 19 October 2020, 31 October 2020 and 19 January 2021. The meetings were held in hybrid mode i.e both physically and virtually in accordance with the applicable provisions of the Act. The details relating to attendance of Directors in each board meeting held during the FY 2020-21 has been separately provided in the Corporate Governance 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 its responsibilities.

The composition, terms of reference, attendance of directors at the meetings of all the above Committees has been disclosed in the Corporate Governance Report.

There has been no instance where the Board has not accepted any of 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 and assistance to the Board for leading the CSR initiatives of the Company. The Committee formulates and reviews the Annual Action Plan and also monitors the progress of the CSR activities. The details of the Committee have been disclosed in the Corporate Governance Report.

The Company has adopted a Corporate Social Responsibility Policy in accordance with the Companies (Corporate Social Responsibility Policy) Rules, 2014 which can be accessed at <https://repository.skipperlimited.com/investor-relations/pdf/CSR-Policy-25.05.21.pdf>. The policy inter alia briefs the budget, areas in which CSR outlays can be made, principles of selecting a project, implementing agencies, monitoring procedure, annual action plan.

The Company has undertaken several projects during the year 2020-21 in accordance with the budget laid down by the Board and has spent ₹ 19.30 million towards CSR activities. The projects have been continuously monitored by the Board on a quarterly basis.



Directors' Report (Contd.)

Since there was no unspent amount, the Company was not required to transfer any amount to any fund or separate bank account during the year, in accordance with the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The brief outline of the CSR Policy of the company and the initiatives undertaken by the company during the financial year ended 31st March, 2021, in accordance with Section 135 of the Act and Companies (Corporate Social Responsibility Policy) Rules, 2014 is set out in "Annexure-B" to this report.

RISK MANAGEMENT

The Company has built a comprehensive risk management framework that seeks to identify all kinds of anticipated risks associated with the business and to take remedial actions to minimize any kind of adverse impact on the Company. 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 and the risk management process of the Company focuses mainly on three elements, viz. (i) Risk Assessment; (ii) Risk Management; (iii) Risk Monitoring.

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.

As on date, there are no risks which in the opinion of the Board can threaten the existence of the Company. However, some of the probable risks which might pose challenges before the Company have been set out in the Management Discussion and Analysis section of this Annual Report. Details of various foreign exchange risks and commodity risks faced by the Company during the year have been separately disclosed in the Corporate Governance 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 early detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

The Board is responsible for ensuring that IFC are laid down in the Company and that such controls are adequate and operating effectively.

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.

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

VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has in place a Vigil Mechanism/Whistle Blower Policy in compliance with the provisions of Section 177(9) of the Act and Regulation 22 of the Listing Regulations. The Policy provides a framework to promote responsible and secured reporting of unethical behavior, actual or suspected fraud, violation of applicable laws and regulations, financial irregularities, abuse of authority, etc. by Directors, employees and the management. 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 Company endeavors to provide complete protection to the Whistle Blowers against any unfair practices. The Audit Committee oversees the genuine concerns and grievances reported in conformity with this Policy. It is affirmed that no personnel of the Company has been denied access to the Audit Committee and no case was reported under the Policy during the year.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

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 approval, reporting and disclosure processes are in place for all the transactions taking place between the Company and Related Parties.

All related party transactions are entered into only after receiving prior approval of the Audit Committee. Omnibus approvals are obtained each year for transactions which are repetitive in nature. A statement of all related party transactions entered into 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.

Directors' Report (Contd.)

During the year under review, all transactions entered into by the Company with related parties were in compliance with the applicable provisions of the Act and the Listing Regulations, details of which are set out in the Notes to Financial Statements forming part of this Annual Report. All the transactions have been duly evaluated by the Audit Committee and Board and have been found beneficial for the Company. These transactions were inter alia based on various considerations such as business exigencies, synergy in operations and resources of the related parties.

Further, the Company has not entered into any contracts/arrangements/transactions with related parties which are material in nature in accordance with the Related Party Transactions Policy of the Company nor any transaction has any potential conflict with the interest of the Company at large.

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 details of loans, guarantees and investments covered under the provisions of Section 186 of the Act form part of the Notes to the financial statements of the Company.

No loans, guarantees and investments were made during the year.

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 Act 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. 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. Further, no allotment under the ESOP scheme has been made by the Company during the FY 2020-21.

The applicable disclosures as required under SEBI (Share Based Employee Benefits) Regulations, 2014 is available on the website of the Company at <https://repository.skipperlimited.com/investor-relations/pdf/ESOP-Disclosure-for-website-23jun21.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 EXCHANGE EARNINGS AND OUTGO

Information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated in Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 is provided in **"Annexure – D"** to the Directors' Report.

AUDITORS & AUDIT REPORTS

Statutory Auditors and Auditor's Report

M/s. Singhi & Co., Chartered Accountants (Firm Registration No.: 302049E) have been appointed as the Statutory Auditors of the Company for a term of five years until the conclusion of 43rd Annual General Meeting of the Company



Directors' Report (Contd.)

to be held in 2024. The Auditors fulfill the eligibility and qualification norms as prescribed under the Act, the Chartered Accountants Act, 1949 and rules and regulations issued thereunder. In addition, the auditors hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI), a prerequisite for issuing quarterly Limited Review reports.

The Auditor's Report on the standalone and consolidated financial statements of the Company for the year ended 31st March, 2021 forms part of this Annual Report and there are no qualifications, reservation, adverse remark or disclaimer made by the statutory auditors in their report.

Secretarial Auditors and Secretarial Audit Report

Pursuant to the provisions of Section 204 of the Act, the Board had appointed M/s. MKB & Associates, Practicing Company Secretaries (FRN No.P2010WB042700) as Secretarial Auditor of the Company for the FY 2020-21. The Secretarial Audit Report for FY 2020-21 in form MR 3 is annexed to this report as **"Annexure- E"**.

There are no qualifications, reservations or adverse remark or disclaimer in the Secretarial Audit Report.

Cost Auditors and Cost Audit Report

Pursuant to the provisions of Section 148 of the Act and the Companies (Cost Records and Audit) Rules, 2014 the Company is required to maintain cost records for few of its products and get the same audited by a Cost Accountant in practice. Accordingly, the cost records are made and maintained by the Company.

The Board of Directors, on the recommendations made by the Audit Committee, has appointed M/s. AB & Co., Cost Accountants as the Cost Auditors of the Company for the FY 2021-22 at a remuneration of ₹ 70,000/- plus reimbursement of out of pocket expenses at actuals and applicable taxes.

Pursuant to Section 148 of the Act read with Rule 14(a) (ii) of Companies (Audit & Auditors) Rules, 2014, ratification of the remuneration payable to the cost auditor is being sought from the members of the Company at the ensuing Annual General Meeting. The requisite resolution has been set forth in the notice of the impending Annual General Meeting of the Company and the same is recommended for your consideration.

The Cost Auditors have certified that their appointment is within the limits of Section 141(3)(g) of the Act and that they are not disqualified from appointment within the meaning of the said Act.

Relevant cost audit report for the year 2019-20 was submitted to the Central Government within stipulated time and was free from any qualification or adverse remarks.

Internal Auditors

The internal audit for the FY 2020-21 was conducted by qualified Chartered Accountants employed by the Company in accordance with the provisions of Section 138 of the Act read with the Companies (Accounts) Rules, 2014.

REPORTING OF FRAUDS BY AUDITORS

During the year under review, none of the auditors have reported any instances of fraud committed against the Company as required to be reported under Section 143(12) of the Act.

ANNUAL RETURN

Pursuant to the provisions of Section 134(3)(a) and Section 92(3) of the Act, as amended, read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company for the Financial Year ended 31st March, 2021 is available on the website of the Company at <https://www.skipperlimited.com/Media/MGT-7-website.pdf>

DEPOSITS

During the year under review, the Company has not accepted any deposits from the public within the meaning of Sections 73 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014. As on March 31, 2021, there were no deposits lying unpaid or unclaimed.

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.

Directors' Report (Contd.)

CREDIT RATING

The credit rating of your Company for long term facilities is "ACUTE A-/ Stable" and for short term facilities is "ACUTE A2+". Details of the same are provided in the Corporate Governance Report.

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 Statutory Auditors confirming compliance with the same has been disclosed under the Corporate Governance Report section of this Annual Report.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Management Discussion and Analysis Report in compliance with Regulation 34(2)(e) of 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 the Financial Year 2020-21, the Company has complied with all the relevant provisions of the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

BUSINESS RESPONSIBILITY REPORT

Pursuant to Regulation 34(2) of Listing Regulations, the top 1000 listed companies are required to prepare a Business Responsibility Report describing the initiatives taken by the Company from an environmental, social and the governance perspective. The Company has accordingly prepared a Business Responsibility Report as set out in "Annexure-F" to this Report and the same is also available on the website of the Company at <https://www.skipperlimited.com/Media/Business-Responsibility-Report.pdf>

HUMAN RESOURCES AND INDUSTRIAL RELATIONS

Employees are the most valuable and indispensable asset for a Company. The Company has always been 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 and upliftment of the employees through continuous training & development programmes. The human resource department of the Company through its persistent efforts strives to achieve amicable working and industrial relations as a result of which the employee relations remained cordial throughout the year. The Company had 2207 permanent employees on its rolls as on 31st March, 2021.

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

The Company has zero tolerance towards sexual harassment at workplace and is committed to provide a safe and secure working environment for all employees.

The Company has adopted 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. An Internal Complaints Committee (ICC) has also been set up to redress complaints received regarding sexual harassment.

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

GENERAL DISCLOSURES

Your Directors state that:

1. No material changes and commitments affecting the financial position of the Company have occurred from the close of the financial year ended 31st March, 2021 till the date of this report. However, the Company is cautious with the recent surge in Covid-19 cases.
2. 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.
3. The Company has not issued equity shares with differential rights as to dividend, voting or otherwise.
4. No proceedings are pending against the Company under the Insolvency and Bankruptcy Code, 2016.



Directors' Report (Contd.)

5. The Company serviced all the debts & financial commitments as and when they became due and no settlements were entered into with the bankers.

ACKNOWLEDGEMENT

The Board of Directors wishes to express its gratitude and record its sincere appreciation for the commitment and dedicated efforts put in by all the employees at all the levels during this challenging time. Your Directors take this opportunity to express their grateful appreciation for the encouragement, co-operation and support received by the Company from the local authorities, bankers, customers, suppliers and business associates. The directors are thankful to the esteemed shareholders for their continued support and the confidence reposed in the Company and its management.

For and on behalf of the Board of Directors

Place: Kolkata
Date: 4 May 2021

Sajan Kumar Bansal
Managing Director
(DIN: 00063555)

Devesh Bansal
Director
(DIN: 00162513)

Annexure to Directors' Report

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	
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	NOT APPLICABLE
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- Metzger India LLP
1	Latest audited Balance Sheet Date	31 st March, 2021
2	Date on which the Associate or Joint Venture was associated or acquired	9 th 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	₹ 94.60 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	₹ 96.95 million
7	Profit or Loss for the year	
	Considered in Consolidation	₹ 3.51 million
	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

Place: Kolkata
Date: 4 May 2021

Sajan Kumar Bansal
Managing Director
(DIN: 00063555)

Devesh Bansal
Director
(DIN: 00162513)

Arvind Joshi
Chief Financial Officer

Manish Agarwal
Company Secretary



Annexure – B

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR THE YEAR ENDED 31ST MARCH, 2021

[Pursuant to Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014]

1. Brief outline on CSR Policy of the Company:

Skipper has started its Corporate Social Responsibility (CSR) journey long back with a philosophy to improve quality of lives of the people with focus on communities that are disadvantaged, vulnerable and marginalized. The Company strives to ensure socio-economic development of the community through different participatory and need-based initiatives in the best interest of the poor and deprived sections of the society so as to help them to become self-reliant and build a better tomorrow for themselves.

The Company has formulated a CSR Policy in accordance with the applicable provisions of the Companies Act, 2013 read with the relevant rules framed thereunder and the same is available on the website of the Company at <https://repository.skipperlimited.com/investor-relations/pdf/CSR-Policy-25.05.21.pdf>.

The CSR Policy reflects the Company's intent and sense of commitment as a corporate citizen and lays down the guidelines for adopting a meticulous approach for arranging social welfare programs and to constructively contribute towards sustainable development of the economy. It aims to set up a framework governed by basic principles and actions to be taken by the management for safeguarding the interest of the society. The Policy provides for guiding principles for selection, formulation, implementation, monitoring, evaluation, documentation and reporting of CSR initiatives of the Company as well as formulation of annual action plan.

2. Composition of the CSR Committee:

Sl. No.	Name of Director	Designation/Nature of Directorship	No. of meetings of CSR Committee held during the year	No. of meetings of CSR Committee attended during the year
1	Sri Amit Kiran Deb	Chairman-Non-Executive Independent Director	1	1
2	Sri Sajan Kumar Bansal	Member-Managing Director	1	1
3	Sri Devesh Bansal	Member-Executive Director	1	1

3. Provide the web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company.

Sl. No.	Particulars	Web-link
1	Composition of the CSR Committee	https://repository.skipperlimited.com/investor-relations/pdf/board-committee.pdf
2	CSR Policy	https://repository.skipperlimited.com/investor-relations/pdf/CSR-Policy-25.05.21.pdf
3	CSR Projects	https://www.skipperlimited.com/Media/CSRprojectsapprovedbytheBoard-18jun21.pdf

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report).

Not applicable.

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any.

Not applicable.

6. Average Net Profit of the Company as per section 135(5): ₹ 963.46 million

7. (a) Two percent of average net profit of the Company as per section 135(5) : ₹ 19.27 million

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil

(c) Amount required to be set off for the financial year, if any: Nil

(d) Total CSR obligation for the financial year (7a+7b-7c): ₹ 19.27 million

Annexure – B

8. (a) CSR amount spent or unspent for the financial year:

Total amount spent for the Financial Year (in ₹)	Amount Unspent (in ₹)				
	Total amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
₹ 19.30 million	Nil	N.A.	N.A.	Nil	N.A.

(b) Details of CSR amount spent against ongoing projects for the financial year:

Not applicable.

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

1	2	3	4	5	6	7	8		
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/ No)	Location of the project		Amount spent for the project (₹ in million)	Mode of implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR Registration number
1.	Promoting health care: Under this project, contributions are made towards running of medical facilities, arranging blood donation camps, purchasing of medical equipment, treatment of needy individuals etc.	Promoting health care including preventing health care.	Yes	West Bengal	Kolkata & various other districts of West Bengal	2.13	No	Skipper Foundation	CSR00004584
2.	Promoting education: Under this project, contributions are made towards construction/ renovation of schools/libraries, scholarship to under privileged children's, setting up skill development centers and other type of financial support to schools.	Promoting education including special education, Promoting employment enhancement vocational skills and livelihood enhancement projects	Yes	West Bengal	Kolkata & various other districts of West Bengal	5.46	No	Skipper Foundation	CSR00004584
3.	Environmental Sustainability: Under this project, contributions are made towards clean surroundings and sanitation related problems.	Environmental Sustainability	Yes	West Bengal	Kolkata & various other districts of West Bengal	3.29	No	Skipper Foundation	CSR00004584
4.	Integrated Village Development programme (IVD): IVD project running at Dumma, Deoghar, Jharkhand aims to make 100 village self-sustainable. The major works undertaken under the project are One Teacher School, Ekal on wheel, health check-up awareness, homeopathic clinic, computer training center, tailoring training center, beautician training center, organic farming etc.	Rural Development	No	Jharkhand	Dumma, Deoghar	6.56	No	Friends of Tribal Society	CSR00001898
								Sheobai Bansal Charitable Trust	CSR00004585
5.	Animal Welfare: Under this project, contributions are made towards building/ renovation of shed & fodder for cows.	Animal Welfare	Yes	West Bengal	Kolkata	1.86	No	Calcutta Pinjrapole Society	CSR00007320
TOTAL CSR Spend						19.30			

(d) Amount spent in Administrative Overheads: Nil



Annexure – B

- (e) Amount spent on Impact Assessment, if applicable: N.A.
(f) Total amount spent for the Financial Year (8b+8c+8d+8e): ₹ 19.30 million
(g) Excess amount for set off, if any:

Sl. No.	Particulars	Amount (₹ in million)
(i)	Two percent of average net profit of the company as per section 135(5)	19.27
(ii)	Total amount spent for the Financial Year	19.30
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0.03
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	0.03

9. (a) Details of Unspent CSR amount for the preceding three financial years:
Not applicable.
- (b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):
Not applicable.
10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details).
- (a) Date of creation or acquisition of the capital asset(s): Not applicable.
- (b) Amount of CSR spent for creation or acquisition of capital asset: Not applicable.
- (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: Not applicable.
- (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): Not applicable.
11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5):
The Company has spent the prescribed amount in the financial year 2020-21.

For and on behalf of the Board of Directors

Place: Kolkata
Date: 4 May 2021

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 2020-21 and percentage increase in remuneration of each Directors, Chief Financial Officer and Company Secretary during the financial year 2020-21 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	60.07:1	0.00%
Sri Sharan Bansal	Executive Director	50.06:1	0.00%
Sri Devesh Bansal	Executive Director	50.06:1	0.00%
Sri Siddharth Bansal	Executive Director	50.06:1	0.00%
Sri Yash Pall Jain	Executive Director	18.77:1	0.00%
Non-Executive Directors			
Sri Amit Kiran Deb	Independent Director	1.15:1	NA
Sri Joginder Pal Dua	Independent Director	0.67:1	NA
Sri Ashok Bhandari	Independent Director	1.02:1	NA
Sri Pramod Kumar Shah	Independent Director	0.58:1	NA
Smt. Mamta Binani	Independent Director	0.71:1	NA
Key Managerial Personnel			
Sri Sanjay Kumar Agrawal	Chief Financial Officer	NA	NA
Sri Arvind Joshi	Chief Financial Officer	NA	NA
Sri Manish Agarwal	Company Secretary	NA	0.00%

Note-

- a) Sri Sanjay Kumar Agrawal ceased to be the Chief Financial Officer of the Company w.e.f. 31 December 2020 and Sri Arvind Joshi was appointed as the Chief Financial Officer w.e.f. 1 January 2021.
- b) Non-Executive Directors were only paid 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 2020-21 was (5.99)%.
- (iii) The Company has 2207 permanent employees on the rolls of the Company as on 31 March 2021.
- (iv) Average percentile increase in the salaries of employees other than the managerial personnel in the financial year 2020-21 was 0.28%, whereas there was no change in the managerial remuneration during the year.
- Increase in remuneration of employees is based inter alia on an overall appraisal of the employees, Company's business performance and Nomination and Remuneration Policy of the Company.
- (v) It is hereby affirmed that the remuneration paid during the year ended 31 March 2021 is as per the Nomination and Remuneration Policy of the Company.

For and on behalf of the Board of Directors

Place: Kolkata
Date: 4 May 2021

Sajan Kumar Bansal
Managing Director
(DIN: 00063555)

Devesh Bansal
Director
(DIN: 00162513)



Annexure to Directors' Report

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:

Your Company is always committed to sustainable business practices and conscious efforts are being made towards improving energy performance, year on year. All business units of the Company continued their efforts to improve energy usage efficiencies, adoption of renewable energy, reduce energy consumption and find alternate source of energy to align with the Company's overall sustainability approach. This is done by adopting an approach of continual improvement process like energy related parameters are monitored on regular basis, regular maintenance of plant & machinery, installation of automated machines and watchful supervision which results 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 for optimization of energy across the Company are outlined as under:

- Heat Recovery System in rolling mills:-
As a sustainable energy conservation initiative, we have installed recuperator in rolling mills by which we are recovering significant quantities of waste heat (approx. 350°C-400°C) from flue gases & reusing it for preheating of furnaces. Hence, we are saving bulk quantities of coal consumption by this heat recovery process through recuperator.
- Installation of Energy efficient lighting arrangement & motors:
Based on lux level monitoring, we are doing phase wise replacement of conventional lighting arrangement with energy efficient LED lights across the organization. In addition, higher rated motor & blowers are also getting replaced with energy efficient alternatives.
- Close room concept for GI operation:
Instead of open galvanizing, we have implemented close room operation & working on phase wise implementation of rest galvanizing processes. This entire activity comprises of VFD control mechanism which has significant role in energy conservation. Due to enclosed fume extraction system, energy consumption required for blower operation are also very less in respect to conventional open dipping galvanizing process.
- Utilization of waste flue gas from zinc melting furnace in the drier of galvanizing plant.
- Use of furnace oil as fuel in rolling mill.
- Reduction in usage of generators.
- Energy efficiency-key criteria for purchase of new machinery.

(ii) Steps taken by the Company for utilizing alternate sources of energy:

- Turbo vents are installed for better air circulation without electrical energy.
- In place of electrical lighting appliances, transparent roofing sheets are used in factory sheds for illuminating the area by solar radiation.

(iii) Capital investment on energy conservation equipment's:

During the current financial year, the Company has not incurred any major capital expenditure on energy conservation equipment except maintenance capex.

B. TECHNOLOGY ABSORPTION

(i) Efforts made towards technology absorption:

- In-house research is being carried out by the Company for developing new and better products and also for improving the quality of existing products.
- New technology machines are being used by the Company for better production and effective utilization of resources.

Annexure to Directors' Report

Annexure – D

(ii) **Benefits derived like product improvement, cost reduction, product development or import substitution:**

- Improved product quality.
- Improvement in productivity and cost reduction.

(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):**

The details of the expenditure incurred are as follows:

Particulars	₹ in million
Capital Expenditure	128.55
Revenue Expenditure	90.40
Total	218.95

Note:

- a. Capital expenditure does not include Right of Use of assets – ₹ 25.95 million.
- b. Revenue expenditure does not include depreciation/amortization on Right of Use of assets – ₹ 7.82 million.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO DURING THE YEAR

Particulars	₹ in million
Foreign Exchange earned	2509.77
Foreign Exchange outgo	3013.05

For and on behalf of the Board of Directors

Place: Kolkata
Date: 4 May 2021

Sajan Kumar Bansal
Managing Director
(DIN: 00063555)

Devesh Bansal
Director
(DIN: 00162513)



Annexure to Directors' Report

Annexure – E

FORM NO. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021

[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 and considering the relaxations granted by Ministry of Corporate Affairs and Securities and Exchange Board of India due to COVID-19 pandemic, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2021 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, 2021, 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
 - i) 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.

Annexure to Directors' Report

Annexure – E

- 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. There has been no change in the composition of the Board of Directors during the period under review.
- 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. The company has held two meetings of Board of Directors of the Company at shorter notice and complied with the provisions of the Act.
- 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 period under audit, the Company has passed the following special resolutions:

- i. To approve payment of remuneration to Sri Yash Pall Jain (DIN: 00016663), Whole Time Director of the Company for the period from 1st April, 2019 to 5th September, 2020;
- ii. To re-appoint Sri Yash Pall Jain (DIN: 00016663) as Whole Time Director of the Company for the period of 1 year from 6th September, 2020;
- iii. To re-appoint Sri Joginder Pal Dua (DIN: 02374358) as an Independent Director of the Company for another term of five consecutive years from 1st February, 2021.

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
Firm Reg No: P2010WB042700

Raj Kumar Banthia
Partner
Membership no. 17190
COP no. 18428

Date: 04.05.2021
Place: Kolkata
UDIN: A017190C000238334



Annexure to Directors' Report

Annexure – E

ANNEXURE- I

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.

Note: Due to continuing COVID-19 pandemic, for carrying on and completion of the Audit, documents /details have been provided by the Company through electronic mode and the same have been verified by us.

For **MKB & Associates**
Company Secretaries
Firm Reg No: P2010WB042700

Date: 04.05.2021
Place: Kolkata
UDIN: A017190C000238334

Raj Kumar Banthia
Partner
Membership no. 17190
COP no. 18428

Annexure to Directors' Report

Annexure – F

BUSINESS RESPONSIBILITY REPORT

The Company's Business Responsibility Report for the Financial Year 2020-21 is based on the National Voluntary Guidelines on Social, Environmental & Economic Responsibilities of Business (NVGs) released by Ministry of Corporate Affairs, Government of India.

Our Business Responsibility Report includes our responses to questions on our practices and performance on key principles defined by Regulation 34(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, covering topics across environment, governance, and social dimensions.

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1. **Corporate Identity Number (CIN) of the Company:** L40104WB1981PLC033408
2. **Name of the Company:** SKIPPER LIMITED
3. **Registered address:** 3A Loudon Street, Kolkata-700 017, West Bengal, India
4. **Website:** www.skipperlimited.com
5. **E-mail id:** investor.relations@skipperlimited.com
6. **Financial Year reported:** 1 April 2020 to 31 March 2021
7. **Sector(s) that the Company is engaged in (industrial activity code-wise):**

Particulars	National Industrial Code
Manufacturing of Engineering products	2511
Manufacturing of Polymer products	2220
Infrastructure projects	4220

8. **List three key products/services that the Company manufactures/provides (as in balance sheet)**

- i. Engineering products
- ii. Polymer products
- iii. Infrastructure projects

9. **Total number of locations where business activity is undertaken by the Company**

- i. **Number of International Locations:** The Company has agents and representatives in various countries, however there are no permanent establishments outside India.
- ii. **Number of National Locations:** The Company carries out its operation through its registered/corporate office situated in Kolkata and several marketing/site offices across India. The Company has three manufacturing units and one Transmission Line Testing Station at Howrah, West Bengal and two units at Guwahati (Assam).

Details of the above plant locations of the Company are provided in the Corporate Governance Report forming part of this Annual Report.

10. **Markets served by the Company – Local/State/National/International**

The Company has Pan India market presence and also exports its product to several international geographies which includes Africa, Australia, Middle East, South & South East Asia, America and Europe.

SECTION B: FINANCIAL DETAILS OF THE COMPANY

1. **Paid up Capital (INR):** ₹ 102.67 million
2. **Total Turnover (INR):** ₹ 15711.47 million (Net)
3. **Total profit after taxes (INR):** ₹ 210.83 million
4. **Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%):**

The Company has spent ₹ 19.30 million on CSR activities during the financial year 2020-21 which amounts to more than 2% of the average net profits of the three immediately preceding years.



Annexure to Directors' Report

Annexure – F

5. List of activities in which expenditure in 4 above has been incurred:

Sl. No.	Category	₹ in million
1.	Promoting health care including preventing health care.	2.13
2.	Promoting education including special education, Promoting employment enhancement vocational skills and livelihood enhancement projects	5.46
3.	Environmental Sustainability	3.29
4.	Rural Development	6.56
5.	Animal Welfare	1.86

For more details please refer **Annexure B to Board's Report**.

SECTION C: OTHER DETAILS

1. Does the Company have any Subsidiary Company/ Companies?

No, as on 31 March 2021 the Company does not have any Subsidiary Company. However, the Company holds 50% partnership interest in "Skipper-Metzer India LLP" a Limited Liability Partnership and the same has been classified as Joint Venture under Indian Accounting Standards (Ind AS).

2. Do the Subsidiary Company/Companies participate in the Business Responsibility (BR) Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s).

Not Applicable.

3. Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with; participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]

The BR Policy of the Company is applicable to the management and all employees of the Company. It has not mandated any supplier, distributor etc. to participate in the BR initiatives of the Company. However, the Company encourages and expects its business partners to adopt the BR practices.

No formal study has been undertaken as of date to ascertain the percentage of such entities who participates in BR activities.

SECTION D: BUSINESS RESPONSIBILITY INFORMATION

1. Details of Director/Directors responsible for BR.

(a) Details of the Director responsible for implementation of the BR Policy

- DIN Number** : 00016663
- Name** : Sri Yash Pall Jain
- Designation** : Whole Time Director

(b) Details of the BR head

No.	Particulars	Details
1	DIN Number	00016663
2	Name	Sri Yash Pall Jain*
3	Designation	Whole Time Director
4	Telephone number	033 2289 2327
5	Email id	investor.relations@skipperlimited.com

* Appointed as BR head during the year.

2. Principle-wise BR Policy as per National Voluntary Guidelines:

The National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVGs) released by the Ministry of Corporate Affairs has adopted nine areas of Business Responsibility. These are as follows:

P1	Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.
P2	Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.
P3	Businesses should promote the well-being of all employees.

Annexure to Directors' Report

Annexure – F

P4	Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.
P5	Businesses should respect and promote human rights.
P6	Businesses should respect, protect and make efforts to restore the environment.
P7	Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.
P8	Businesses should support inclusive growth and equitable development.
P9	Businesses should engage with and provide value to their customers and consumers in a responsible manner.

(a) Details of compliance (Reply in Y/N)

[illegible]



Annexure to Directors' Report

Annexure – F

- (b) If answer to the question at serial number 1 against any principle, is 'NO', please explain why: (Tick up to 2 options):

No.	Questions	P	P	P	P	P	P	P	P	P
		1	2	3	4	5	6	7	8	9
1	The company has not understood the Principles.									
2	The company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles.									
3	The company does not have financial or manpower resources available for the task.									
4	It is planned to be done within next 6 months.									
5	It is planned to be done within the next 1 year.									
6	Any other reason (please specify).									

Not applicable

3. Governance related to BR

- (a) Indicate the frequency with which the Board of Directors, Committee of the board or CEO to assess the BR performance of the company. Within 3 months, 3-6 months, annually, more than 1 year?

The BR Head oversees the implementation of and monitors the BR performance of the Company periodically and the Board reviews the same annually.

- (b) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

Yes, the Company has been publishing its Business Responsibility Report annually as a part of annual report and the same is available on the website of the Company at <https://www.skipperlimited.com/Media/Business-Responsibility-Report.pdf>.

SECTION E: PRINCIPLE-WISE PERFORMANCE

PRINCIPLE 1: BUSINESSES SHOULD CONDUCT AND GOVERN THEMSELVES WITH ETHICS, TRANSPARENCY AND ACCOUNTABILITY.

1. Does the policy relating to ethics, bribery and corruption cover only the Company? Yes/No. Does it extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?

The Company is committed in conducting its business by adopting highest standard of professional integrity and ethical behavior. The Company has adopted the Code of Conduct which extends to the Board members and employees that cover issues related to ethics, workplace responsibilities, compliance with laws and regulations and conflict of interest. It also covers dealings with suppliers, customers and other business associates. The Company has also put in place a Whistle Blower Policy which provides a platform to these stakeholders for reporting suspected unethical behavior, malpractices, wrongful conduct, fraud, violation of company's policy without fear of reprisal and is helpful in eliminating any kind of wrongful conduct in the system.

The suppliers/contractors/business associates dealing with the Company are also encouraged to maintain ethical standards in all their practices.

2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.

The Company has in place different mechanisms for receiving and dealing with complaints from different stakeholders viz. shareholders, customers, employees, vendors, etc. The Company responds to the complaints within a time bound manner. During the financial year 2020-21, the Company has not received any complaints in relation to ethics, bribery and corruption.

PRINCIPLE 2: BUSINESSES SHOULD PROVIDE GOODS AND SERVICES THAT ARE SAFE AND CONTRIBUTE TO SUSTAINABILITY THROUGHOUT THEIR LIFE CYCLE.

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.

The Company is engaged in manufacturing/service of the following:

Engineering Products - Transmission Towers/High Mast Poles/Telecom Towers etc.

Polymer Products - PVC/ UPVC/ CPVC Pipes & Fittings, Cistens, Bath Fittings, CP Fittings etc.

Annexure to Directors' Report

Annexure – F

Infrastructure Projects - Providing turnkey solutions in the areas of Transmission & Distribution, Railways, etc.

The plants of the Company are ISO 9001:2005 certified. The Company endeavors to provide products and services, which are sustainable throughout their life cycle and tries to ensure that no damage is caused to the environment.

The Company uses designed technologies to optimize the weight and size of transmission towers manufactured. The design and project planning team tries to ensure that no adverse impact is caused to the environment and that designs are optimized to cause minimum deforestation and reduce impact on standing crops. The Company also proactively promotes usage of Monopoles which require less installation space.

While transportation of our Polymer products, we maximize the technique of telescopic loading, thereby ensuring higher loading of trucks which in return leads to reduction in usage of trucks.

2. For each such product, provide the following details in respect of resource use (energy, water, raw, material etc.) per unit of product (optional):

(a) Reduction during sourcing/production/distribution achieved since the previous year throughout the value chain?

There has been overall improvement in yield (steel & zinc), scrap reduction, reduction in energy (power & fuel), water, consumables, packaging material, and so on across all its manufacturing units.

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.

(b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?

There are no specific standards to ascertain the same.

3. Does the company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.

Yes, the Company focuses on sustainable procurement practices. The Company considers aspects of safety and environment in addition to commercial considerations while selecting its suppliers. Preference is given to local suppliers to reduce transportation costs and bring sustainable sourcing.

No formal study has been undertaken to ascertain the percentage of inputs sourced sustainably.

4. Has the company taken any steps to procure goods and services from local and small producers, including communities surrounding their place of work?

(a) If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

The major raw materials used by the Company in its manufacturing process are of such nature, which are generally not produced by small producers. However, for all other products the Company tries to procure from local partners which are generally MSME's. Various support services at plants are availed through local vendors/ contractors. Most of the contract labourers are sourced from the communities surrounding the plants. Continuous orders, timely payments/ advances, trainings are provided to such vendors to improve their capacity and capabilities.

5. Does the company have a mechanism to recycle products and waste? If yes, what is the percentage of recycling of products and waste (separately as <5%, 5-10 %, > 10%). Also, provide details thereof, in about 50 words or so.

The Company is committed to increasing waste efficiency through ISO 14001 certification for all plants. Waste is segregated into hazardous and non-hazardous waste and managed through a robust waste management system.

- Hazardous waste is sent to registered recyclers or to CPCB/WBPCB Authorized TSDF (Transportation, Storage and Disposal Facilities) for disposal. E-waste is sent to government approved registered recyclers.
- Non-hazardous waste such as paper is reused as packaging material.
- Industrial effluents are treated in the Effluent treatment plant and sewage is treated in the sewage treatment plant. The treated water is used for maintaining green belt, dust suppression & reused in process.

Steps are also taken to recycle waste internally. For example, rejected PVC pipes are grinded in the grinder machine and mixed with fresh resin for using as raw material and the recovery percentage varies between 5-10%.



Annexure to Directors' Report

Annexure – F

PRINCIPLE 3: BUSINESSES SHOULD PROMOTE THE WELL-BEING OF ALL EMPLOYEES

Employees are the key asset to the Company's growth and the success of the Company is to a large extent attributable to them. The strategy for recruitment, development and retention of employees are well in place & monitored. The Company is committed to provide a safe and healthy work environment to all the employees and through a high degree of engagement and empowerment, the Company enables them to realize their full potential.

- i. Please indicate the total number of employees- 2207
- ii. Please indicate the total number of employees hired on temporary/ contractual/ casual basis- 3890
- iii. Please indicate the number of permanent women employees- 11
- iv. Please indicate the number of permanent employees with disabilities- Nil
- v. Do you have an employee association that is recognized by management- No
- vi. What percentage of permanent employees is members of this recognized employee association? N.A.
- vii. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the financial year and pending, as on the end of the financial year-

The Company's Policy prohibits engaging of any child labour or involuntary labour. Thus, there are no complaints relating to the same.

The Company has adopted a Policy on prevention, prohibition and redressal of sexual harassment at the workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year no complaints relating to sexual harassment were reported.

No.	Category	No of complaints filed during the financial year	No of complaints pending as on end of the financial year
a	Child labour, forced labour, involuntary labour	NIL	NIL
b	Sexual harassment	NIL	NIL
c	Discriminatory employment	NIL	NIL

- viii. What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?

No.	Category	Safety	Skill
a	Permanent Employees	90%	60%
b	Permanent Women Employees	100%	90%
c	Casual /temporary/ contractual Employees	N.A.	N.A.
d	Employees with Disabilities	N.A.	N.A.

PRINCIPLE 4: BUSINESSES SHOULD RESPECT THE INTERESTS OF, AND BE RESPONSIVE TOWARDS ALL STAKEHOLDERS, ESPECIALLY THOSE WHO ARE DISADVANTAGED, VULNERABLE AND MARGINALIZED.

1. Has the company mapped its internal and external stakeholders? Yes/no

The Company is responsive towards all stakeholders and has mapped its internal and external stakeholders in a way which is mutually beneficial. Maintaining relationship with stakeholders is a business imperative for the Company.

2. Out of the above, has the Company identified the disadvantaged, vulnerable & marginalized stakeholders?

Yes, the Company identifies disadvantaged, vulnerable and marginalised stakeholders viz, communities around our business locations and tries to serve their needs through various CSR programs.

The details of initiatives taken by the Company in this regard are provided in the Corporate Social Responsibility section of the Annual report.

3. Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable & marginalized stakeholders. If so, provide the details thereof, in about 50 words or so.

Yes. Skipper continuously undertakes initiatives to serve the interest of its disadvantaged, vulnerable and marginalized stakeholders. The Company has undertaken several programs for the development of under privileged communities through its CSR arm. For the benefit of contract labourers, suitable control mechanisms are in place at each plant location for verification of statutory obligations undertaken by the contractors engaging them. Training and safety programmes are also organized for such contract workforce.

Annexure to Directors' Report

Annexure – F

PRINCIPLE 5: BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS.

- 1. Does the policy of the Company on human rights cover only the Company or extend to the Group/ Joint Ventures/ Suppliers/ Contractors/ NGOs/ Others?**

The Company complies with applicable laws and regulations governing occupational health and safety and holds OHSAS 45001:2018 certification for Occupational Health and Safety Standards. The Company applies principles of equal opportunity, fair treatment and zero tolerance for any form of unlawful discrimination or harassment of employees including sexual harassment. The Company promotes awareness of the importance of respecting human rights within its value chain and discourages instances of abuse. The Company prohibits the use of forced or compulsory labour at all our units and discourage the same with our business associates. The suppliers, contractors etc. dealing with the Company is always encouraged to maintain ethical standards in all their practices.

- 2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management?**

No complaints were received pertaining to human rights violation during the reporting period.

PRINCIPLE 6: BUSINESSES SHOULD RESPECT, PROTECT AND MAKE EFFORTS TO RESTORE THE ENVIRONMENT.

- 1. Does the policy related to Principle 6 cover only the Company or extend to the Group/ Joint Ventures/ Suppliers/ Contractors/ NGOs/ Others?**

The Company is holding ISO14001:2015 certification for Environment Management Standards with a view towards sustainable development. The Company has taken many environmental friendly initiatives and has also carried out process modification to protect environment.

The EHS Policy specifies that the requirements are to be extended to the suppliers and contractors and the Company expects them to act in accordance with the applicable statutory and international standards regarding environmental protection in order to minimize adverse environmental impacts.

- 2. Does the company have strategies/ initiatives to address the global environmental issues such as climate change, global warming, etc? Y/N. if yes, please give hyperlink for webpage etc.**

Yes, Skipper has environmental initiatives in the areas of reduction in greenhouse gases and energy efficiency programmes. The initiatives are implemented along our entire value chain – in the supply chain, in our own operations, and through the goods and services we provide to our customers. Herewith we mainly contribute to "Responsible Consumption and Production".

Skipper believes it is their responsibility to address global long-term challenges and ensures that the business runs in a socially, ecologically and economically responsible manner. The Company works to develop new products and services which address global environmental issues like climate change.

- 3. Does the Company identify and assess potential environmental risks? Y/N.**

Environmental risks are integrated in the Company's Enterprise Risk Management processes and the detailed process is covered in EHS manuals that are based on ISO 14001 standard. All our manufacturing units are certified as per ISO 14001 standard.

- 4. Does the Company have any project related to Clean Development Mechanism? If so, provide the details thereof, in about 50 words or so. Also if yes, whether any environmental compliance report is filed?**

No, the Company currently does not have any project related to Clean Development Mechanism.

- 5. Has the Company undertaken any initiatives on- clean technology, energy efficiency, renewable energy, etc. Y/N. If yes please give hyperlink for webpage etc.**

The Company has taken certain initiatives towards conservation of energy and energy efficiency at its various plants. Details of all such activities can be found in **Annexure-D** to the Director's report.

- 6. Are the Emission/Waste generated by the Company within the permissible limits given by CPCB/SPCB for the financial year being reported?**

The Company follows the applicable environmental laws and regulations. The Company's emissions, effluents and waste are within Central and State Pollution Control Boards permissible limits.

- 7. Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.**



Annexure to Directors' Report

Annexure – F

There were no show cause/ legal notices received from the pollution control authorities which are pending at the end of the financial year.

PRINCIPLE 7: BUSINESSES, WHEN ENGAGED IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A RESPONSIBLE MANNER.

1. Is your company a member of any trade and chamber or association? If yes, Name only those major ones that your business deals with:

- (a) Bharat Chamber of Commerce
- (b) Indian Chamber of Commerce
- (c) Confederation of Indian Industry
- (d) Indo American Chamber of Commerce
- (e) Engineering Export Promotion Council of India
- (f) Project Exports Promotion Council
- (g) Federation of Indian Export Organizations
- (h) Federation of Industry and Commerce
- (i) Indian Electrical and Electronics Manufacturers Association
- (j) Steel Re-Rolling Mills Association of India

2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/no; if yes specify the broad areas (drop box: governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, others)

The Company believes in promoting public policies and regulatory framework that serve the common good of the society. The Company from time to time takes up issues through these associations on matters of public/ industry interest.

PRINCIPLE 8: BUSINESSES SHOULD SUPPORT INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

1. Does the Company have specified programs/initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.

Our corporate social responsibility initiatives support inclusive growth of the marginalized communities and encompass the overall development of societies and human capabilities. We strive to provide for equality by empowering people through capability-building and skill development. The Company extends its social responsibility through various trusts and agencies and has spent INR 19.30 million towards CSR activities in FY 2020-21.

The initiatives are mainly centered towards promoting healthcare, promoting education, animal welfare, rural development and environment sustainability.

The details of specific CSR projects are given in **Annexure-B** to the Director's Report.

2. Are the programs/projects undertaken through in-house team/own foundation/external NGO/government structures/ any other organization?

The aforesaid CSR programs and projects are undertaken by the Company either directly or in collaboration with various implementing agencies.

3. Have you done any impact assessment of your initiative?

The Managing Director of the Company is personally involved in monitoring all the CSR activities of the Company on a regular basis. The CSR Committee internally performs an impact assessment of its initiatives at the end of each year to understand the efficacy of the programs and to gain insight for improving the design and delivery of future initiatives. However, no structural impact assessment is put in place at present.

4. What is your Company's direct contribution to community development projects- Amount in INR and the details of the project undertaken?

During the year, the Company has spent INR 19.30 million towards various CSR initiatives and projects. The details of the same are given in **Annexure-B** to the Director's Report.

Annexure to Directors' Report

Annexure – F

5. **Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.**

All CSR projects and initiatives are driven by the needs of the community with the objective of sustainable community development. The Company works directly and through implementing agencies to ensure proper and meaningful adoption of these initiatives among the target community.

PRINCIPLE 9: BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CUSTOMERS AND CONSUMERS IN A RESPONSIBLE MANNER.

1. **What percentages of customer complaints/ consumer cases are pending as on the end of financial year?**

No complaints are pending as at the end of Financial Year 2020-21.

2. **Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/no/N.A./Remarks(additional information)**

Yes, the Company adheres to all legal statutes with respect to product labeling and display of product information. The Company also displays all the requisite information and safety guidance which are specific to its product.

3. **Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behavior during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.**

In last five years, no such cases were filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behavior.

4. **Did your Company carry out any consumer survey/consumer satisfaction trends?**

Skipper is committed in building trust through responsible practices and transparent communication. Time to time meeting(s) with customers are organized to understand their expectation and essentially to gauge our competitiveness in the business. The Company is consistently in touch with the customers through its business units and mitigates their issues promptly. Feedbacks received from customers are implemented to further enhance quality of service. Performance certificates are received from various customers at the end of the projects which is a testimony towards the customer satisfaction.

For and on behalf of the Board of Directors

Place: Kolkata
Date: 4 May 2021

Sajan Kumar Bansal
Managing Director
(DIN: 00063555)

Devesh Bansal
Director
(DIN: 00162513)



Report on Corporate Governance

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate Governance is the process of creation of long term value for various stakeholders through ethical and transparent business practices. It can be defined as a systematic framework comprising of a set standard of procedures and practices to be implemented for governing the Company in the best interest of all the stakeholders. It refers to a methodological application of techniques aimed at attaining greatest level of integrity, fairness, equity, transparency, accountability and commitment.

Your Company continues to place strong emphasis on Corporate Governance and believes in adopting and adhering to the best practices and is committed to do things in the right way. Responsible corporate conduct is integral to the way we do our business and our actions are governed by our values and principles, which are reinforced at all levels within the Company. We believe in maintaining highest standard of corporate behavior 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 OF THE BOARD

The Board plays a crucial role in overseeing how the management serves the short and long-term interests of the stakeholders. Accordingly to oversee the same, competent, experienced and eminent personalities from diverse spheres, possessing varied skills, qualifications, expertise and experience have been selected as members of the Board.

Your Company firmly believes that a diversified and cohesive Board with strong Independent representation is necessary to ensure the highest level of corporate governance. 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 Independent Directors are more than 75 years of age. The profile of the Directors can be accessed on the Company's website at <https://skipperlimited.com/about-us/senior-management.aspx>

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').

DIRECTORSHIP(S), COMMITTEE MEMBERSHIP(S)/CHAIRMANSHIP(S) AND SHAREHOLDING

Every Director on the Board notifies the Company on an annual basis about the Board and the Committee positions which he/she occupies in other Companies and constantly updates any changes therein. The number of Directorship(s), Committee Membership(s)/Chairmanship(s) of all the Directors is within respective limits prescribed under the Act and the Listing Regulations.

Report on Corporate Governance (Contd.)

The details of each member of the Board as on 31st March, 2021 are given below:

Sl. No.	Name & Designation/ Category	DIN	Initial Date of Joining the Board	Running Term of Independent Director	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 (including chairmanship)	
1.	Sri Amit Kiran Deb (Non-Executive Independent Chairman)	02107792	28.01.2010	2 nd Term	-	-	4	5	2	6	India Power Corporation Limited (Non-Executive Independent Director) Emami Limited (Non-Executive Independent Director) Century Plyboards (India) Limited (Non-Executive Independent Director) Star Cement Limited (Non-Executive Independent Director) B & A Limited (Non-Executive Independent Director)
2.	Sri Joginder Pal Dua ^c (Non-Executive Independent Director)	02374358	01.02.2016	2 nd Term	-	-	3	1	1	3	Century Plyboards (India) Limited (Non-Executive Independent Director)
3.	Sri Ashok Bhandari (Non-Executive Independent Director)	00012210	06.09.2017	1 st Term	-	3	3	6	-	8	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) N.B.I. Industrial Finance Company Limited (Non-Executive Independent Director)
4.	Sri Pramod Kumar Shah (Non-Executive Independent Director)	00343256	30.09.2018	1 st Term	-	-	6	3	5	10	Emami Frank Ross Limited (Non-Executive Independent Director) Star Cement Limited (Non-Executive Independent Director) Shyam Century Ferrous Limited (Non-Executive Independent Director)
5.	Smt. Mamta Binani (Non-Executive Independent Woman Director)	00462925	12.02.2015	2 nd Term	-	-	3	6	2	4	Kkalpana Industries (India) Limited (Non-Executive Independent Director) Century Plyboards (India) Limited (Non-Executive Independent Director) GPT Infraprojects Limited (Non-Executive Independent Director) La Opala R G Limited (Non-Executive Independent Director) Emami Paper Mills Limited (Non-Executive Independent Director) Balrampur Chini Mills Limited (Non-Executive Independent Director)
6.	Sri Sajjan Kumar Bansal (Managing Director- Promoter)	00063555	26.10.1984	NA	21,855,339 (21.29%)	5	4	-	1	1	None
7.	Sri Sharan Bansal (Executive Director- Promoter)	00063481	02.04.2002	NA	10,000 (0.01%)	3	6	-	-	-	None
8.	Sri Devesh Bansal (Executive Director- Promoter)	00162513	05.04.2002	NA	10,000 (0.01%)	4	6	-	-	-	None
9.	Sri Siddharth Bansal (Executive Director- Promoter)	02947929	10.03.2010	NA	10,000 (0.01%)	1	2	-	-	-	None
10.	Sri Yash Pall Jain ^d (Executive Director- Non Promoter)	00016663	06.09.2017	NA	-	-	-	-	-	-	None

a. Excludes foreign companies, guarantee companies and companies registered under Section 8 of the Act.

b. Represents only membership/chairmanship of Audit Committee & Stakeholders Relationship Committee of Public Companies whether listed or not.

c. Re-appointed as Independent Director for a second term of five years w.e.f 1 February 2021.

d. Re-appointed as Executive Director of the Company w.e.f 6 September 2020.



Report on Corporate Governance (Contd.)

- e. Apart from as stated above the directors do not hold any other shares/convertible instruments.
f. Number of Directorship, Committee Membership(s)/ Chairmanship(s) of all the Directors as on 31st March, 2021 is within the prescribed limits.

CORE SKILLS, EXPERTISE, COMPETENCIES AND ATTRIBUTES OF THE DIRECTORS

We believe that it is the collective effectiveness of the Board that impacts Company's performance and therefore members of the Board should have a balance of skills, experience and diversity of perspectives appropriate to the Company. The identification of the core skills of individual Directors not only assist in ascertaining the specialisation of each Director but also helps in identifying the gaps in core skill required for effective functioning of the Company. The specific areas of focus or expertise of individual Board members have been highlighted in the table below:

Key Attributes/ Areas of Expertise	Sri Sajan Kumar Bansal	Sri Sharan Bansal	Sri Devesh Bansal	Sri Siddharth Bansal	Sri Yash Pall Jain	Sri Amit Kiran Deb	Sri Joginder Pal Dua	Smt. Mamta Binani	Sri Ashok Bhandari	Sri Pramod Kumar Shah
Industry Expertise	✓	✓	✓	✓	✓	-	-	-	-	-
Financial, Taxation & Accounting	✓	✓	✓	✓	-	✓	✓	✓	✓	✓
Legal, Compliance, Governance & Risk Management	✓	-	✓	-	✓	-	✓	✓	✓	✓
Sales & Marketing	✓	✓	✓	✓	-	-	-	-	-	-
Leadership, Management & Corporate Strategy	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Administration & Human Resource	✓	✓	✓	-	✓	✓	✓	✓	✓	-

INTER-SE RELATIONSHIP BETWEEN DIRECTORS

Sri Sharan Bansal, Sri Devesh Bansal, Sri Siddharth Bansal, Executive Directors of the Company are brothers amongst themselves and are sons of Sri Sajan Kumar Bansal who is the Managing Director of the Company. None of the other Directors of the Company are related to each other in accordance with Section 2(77) of the Act, including the rules made thereunder.

BOARD PROCEDURES AND FLOW OF INFORMATION

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 actions and reviews all the relevant information which is 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. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions by circulation, as permitted by law, which are noted and confirmed in the subsequent Board Meeting.

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. The agenda for the Board and Committee meetings include detailed notes on the items to be discussed at the meeting. At Board/Committee meetings, departmental heads and representatives who can provide additional insights are invited, if required. 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.

Report on Corporate Governance (Contd.)

MEETING OF THE BOARD OF DIRECTORS

Five Board Meetings were held during the FY 2020-21 in compliance with the various provisions of the Act/ Listing Regulations and in accordance with the relaxations provided by MCA/SEBI with regard to the outbreak of Covid 19 pandemic.

Attendance of Directors at the Board Meetings and at the 39th Annual General Meeting held on 28th September 2020:

Sl. No.	Name of the Directors	Attendance at Board Meetings held during the year						Attendance at last AGM held on 28 September 2020
		22 June 2020	14 September 2020	19 October 2020	31 October 2020	19 January 2021	Number of meetings held	Number of meetings attended
1	Sri Amit Kiran Deb	✓	✓	✓	✓	✓	5	5
2	Sri Sajan Kumar Bansal	✓	✓	✓	✓	LOA	5	4
3	Sri Sharan Bansal	✓	✓	✓	✓	✓	5	5
4	Sri Devesh Bansal	✓	✓	✓	✓	LOA	5	4
5	Sri Siddharth Bansal	✓	✓	LOA	✓	✓	5	4
6	Sri Yash Pall Jain	✓	✓	✓	✓	LOA	5	4
7	Sri Joginder Pal Dua	LOA	✓	✓	✓	✓	5	4
8	Sri Ashok Bhandari	✓	✓	✓	✓	✓	5	5
9	Sri Pamod Kumar Shah	✓	✓	✓	✓	✓	5	5
10	Smt. Mamta Binani	✓	✓	✓	✓	✓	5	5

* LOA stands for Leave of Absence

* Due to outbreak of Covid 19 pandemic, the 39th Annual General Meeting of the Company was held through Video Conferencing/Other Audio Visual Means (OAVM) mode in compliance with the circulars issued by MCA/SEBI in this regard.

INDEPENDENT DIRECTORS

In the opinion of the Board, all the Independent Directors of the Company meet the criteria of independence as laid down under Section 149(6) of the Act and the Listing Regulations and are independent of the management. The number of Directorship of all the Independent Directors is within the respective limits prescribed under the Companies Act, 2013 and Listing Regulations. None of the independent directors are aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge duties with an objective independent judgment and without any external influence. The board of directors have taken on record the declaration and confirmation submitted by the Independent Directors after undertaking due assessment of the veracity of the same.

All the Independent Directors of the Company have duly registered their names in the databank of Independent Directors as being maintained by the Indian Institute of Corporate Affairs (IICA) in terms of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Directors who were required, have duly qualified the online proficiency self-assessment test in terms of Rule 6(4) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

MEETING OF THE INDEPENDENT DIRECTORS

Independent Directors of the Company met separately on 22 June 2020 without the presence of Non-Independent Directors and members of management. Sri Amit Kiran Deb designated as the lead independent director, chaired the Independent Director's meeting. Sri Joginder Pal Dua could not make it convenient to attend the meeting. In accordance with the Listing Regulations, following matters were, inter alia, reviewed and discussed in the meeting:

- Performance of Non-Independent Directors and the Board of Directors as a whole.
- Performance of the Chairman of the Company after taking into account the views of Executive Directors.
- Assessment of the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

RE-APPOINTMENT AND RESIGNATION OF INDEPENDENT DIRECTORS

Sri Joginder Pal Dua, Independent Director of the Company was re-appointed for a second term of five consecutive years w.e.f 1 February 2021 at the Annual General Meeting of the Company held on 28 September 2020. The terms and conditions of the appointment of Independent Directors are available on Company's website at <https://www.skipperlimited.com/Media/AppointmentletterofID-21apr21.pdf>. None of the Independent Directors have tendered their resignation during the financial year 2020-21.



Report on Corporate Governance (Contd.)

FAMILIARIZATION PROGRAMMES FOR INDEPENDENT DIRECTORS

All the new Directors inducted on the Board are provided a formal orientation programme to acquaint them with the Company's background history, milestones, nature of industry, product offerings, businesses, policies of the Company, structure of the board and committees. The Managing Director of the Company also has a one to one discussion with the newly appointed Director to familiarize him with the Company's culture.

Further, at regular intervals familiarization programs are arranged wherein Independent Directors are informed about business strategy, business operations, market share, financial parameters, regulatory and business scenario of the industry, changes in business model 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. Such programmes provide an opportunity to the Directors to understand the business and strategy of the Company in detail. Significant statutory updates are circulated on a regular basis through which all the Directors are made well versed with all the significant regulatory developments and amendments in the corporate sector.

During the year two familiarization programmes were conducted on 22 June 2020 and 19 January 2021 at Kolkata.

The details of familiarization program imparted to the Independent Directors are available on the website of the Company at <https://www.skipperlimited.com/Media/FAMILIARIZATION-PROGRAM-FOR-INDEPENDENT-DIRECTORS-21apr21.pdf>

REMUNERATION OF DIRECTORS

The Company has adopted a Nomination & Remuneration Policy to determine the compensation structure of the Executive/Non-Executive Directors. The Policy is intended to set out specific criteria to pay equitable remuneration to the Directors, Key Managerial Personnel's (KMP), Senior Management Personnel's (SMP) and other employees of the Company in consonance with the existing industry practice and aims at attracting and retaining high calibre talent. Remuneration of Executive and Non-executive Directors is determined by the Board, on the recommendation of the Nomination and Remuneration Committee, subject to the approval of the shareholders, where ever required. All remuneration, in whatever form, payable to Senior Management are also recommended by this Committee.

The salient features of the Nomination & Remuneration Policy are provided in the Board's Report and the detailed policy is available on the Company's website at https://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 2020-21 are given below:

Name	Designation	Remuneration (₹ in millions)	Bonus/ Commission/ Pension etc. (₹ in millions)	Period of appointment/ Service Contract	Notice Period	Severance Fee	Stock Option
Sri Sajan Kumar Bansal	Managing Director	14.40	Nil	Appointed for a period of 5 years upto 30 June 2024	Three months prior notice in writing	NIL	NIL
Sri Sharan Bansal	Executive Director	12.00	Nil	Appointed for a period of 3 years upto 30 June 2022			
Sri Devesh Bansal	Executive Director	12.00	Nil	Appointed for a period of 3 years upto 31 March 2022			
Sri Siddharth Bansal	Executive Director	12.00	Nil	Appointed for a period of 3 years upto 31 March 2022			
Sri Yash Pall Jain	Executive Director	3.82	Nil	Appointed for a period of 1 year upto 5 September 2021			

Report on Corporate Governance (Contd.)

(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 Non-Executive Directors are not entitled to any stock options.

The Company has no pecuniary relationship or transactions with its Non-Executive Directors other than payment of sitting fee and out-of pocket expenses, if any, to them for attending the Board and Committee meetings.

Details of remuneration paid to Non-Executive Directors during the year 2020-21 are given below:

(₹ in millions)

Name	Sitting Fee
Sri Amit Kiran Deb	0.275
Sri Joginder Pal Dua	0.160
Sri Ashok Bhandari	0.245
Sri Pramod Kumar Shah	0.140
Smt. Mamta Binani	0.170

1 Includes sitting fees paid for the Board and Committee Meetings.

2 No commission was paid during the year.

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 those aspects of business that require special attention. Each Committee is guided by its terms of reference, which defines the composition, scope and powers of the Committee. The Committees administered by their respective Chairman meet at regular intervals. Further, the minutes of all the Committee meetings are placed before the Board for review.

The Board has constituted the following committees.

A. AUDIT COMMITTEE

The Audit 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 out of which three are Independent Directors. The Chairman of the Committee is an Independent director. All the members of the Committee are financially literate and experienced and bring in the specialized knowledge and proficiency in the fields of accounting, audit, finance, taxation, banking, compliance, strategy and management.

The Audit Committee acts as a link between the management, the Statutory, Internal Auditors and the Board and plays a pivotal role in reviewing the Company's financial information, audit and accounting matters, internal control measures, related party transactions, functioning of whistle blower mechanism, evaluation of internal financial controls and risk management systems and policies.

Audit Committee meetings are held at the end of each quarter and additional meetings are held as and when necessary. The representative of the Statutory Auditors, Internal Auditors and the Chief Financial Officer of the Company are permanent invitees to the Audit Committee meetings and the Company Secretary acts as Secretary to the Committee.

During the financial year 2020-21, the Audit Committee met five times and the gap between two Committee meetings held on 13 February 2020 and 22 June 2020 exceeded 120 (one hundred and twenty) days in accordance with the relaxation provided by MCA/SEBI in terms of the outbreak of COVID-19 pandemic. All the recommendations made by the Audit Committee during the year under review were duly accepted by the Board.



Report on Corporate Governance (Contd.)

The composition of Audit Committee and the details of meetings attended by the members are given below:

Name	Category	Position	Attendance at Committee Meetings held during the year					Number of meetings held	Number of meetings attended
			22 June 2020	14 September 2020	19 October 2020	31 October 2020	19 January 2021		
Sri Amit Kiran Deb	Non-Executive Independent Director	Chairman	✓	✓	✓	✓	✓	5	5
Sri Joginder Pal Dua	Non-Executive Independent Director	Member	LOA	✓	✓	✓	✓	5	4
Sri Ashok Bhandari	Non-Executive Independent Director	Member	✓	✓	✓	✓	✓	5	5
Sri Sharan Bansal	Executive Director	Member	✓	✓	✓	✓	✓	5	5

*Necessary quorum was present in all the meetings.

Terms of Reference

The Committee is governed by the terms of reference which are in line with the regulatory requirements mandated by the Act and Listing Regulations. The terms of reference of Audit Committee, as approved by the Board, include the following:

- ✓ to oversee the financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- ✓ to recommend for appointment, remuneration and terms of appointment of auditors;
- ✓ to approve payment to statutory auditors for any other services rendered by the statutory auditors;
- ✓ 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:
 - 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;
 - changes, if any, in accounting policies and practices and reasons for the same;
 - major accounting entries involving estimates based on the exercise of judgment by management;
 - significant adjustments made in the financial statements arising out of audit findings;
 - compliance with listing and other legal requirements relating to financial statements;
 - disclosure of any related party transactions;
 - modified opinion(s) in the draft audit report;
- ✓ to review with the management, the quarterly financial statements before submission to the board for approval;
- ✓ 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;
- ✓ to review and monitor the auditor's independence and performance, and effectiveness of audit process;
- ✓ to approve or subsequently modify the transactions with related parties including omnibus approvals;

Report on Corporate Governance (Contd.)

- ✓ 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;
- ✓ to scrutinize inter-corporate loans and investments;
- ✓ to undertake valuation of undertakings or assets of the Company, wherever it is necessary;
- ✓ to evaluate internal financial controls and risk management systems;
- ✓ to review with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- ✓ 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;
- ✓ to discuss with internal auditors any significant findings and follow up there on;
- ✓ 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;
- ✓ 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;
- ✓ 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;
- ✓ to review the functioning of the whistle blower mechanism;
- ✓ to approve appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- ✓ 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";
- ✓ 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;
- ✓ to review compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 at least once in a financial year and verify that the systems for internal control are adequate and are operating effectively;
- ✓ 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 reviews the following:

- Management Discussion and Analysis of financial conditions and results of operations;
- Statement of significant Related Party Transactions (as defined by the Audit Committee), submitted by Management;
- Management letters/letters of internal control weaknesses issued by the Statutory Auditors;
- Internal audit reports relating to internal control weaknesses;
- Appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the audit committee;
- Statement of deviations;
- a. Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchanges(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(7) of Listing Regulations.



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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 Independent directors and the Company Secretary acts as Secretary to the Committee.

The Nomination and Remuneration Committee inter alia oversee's the Company's nomination process including succession planning for the senior management and the Board and recommend a policy for their remuneration.

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, two Nomination and Remuneration Committee meetings were held on 22 June 2020 and 31 October 2020.

The composition of Nomination and Remuneration Committee and the details of meetings attended by the members are given below:

Name	Category	Position	Attendance at the Committee meeting held during the year			
			22 June 2020	31 October 2020	Number of meetings held	Number of meetings attended
Smt. Mamta Binani	Non-Executive Independent Director	Chairperson	✓	✓	2	2
Sri Amit Kiran Deb	Non-Executive Independent Director	Member	✓	✓	2	2
Sri Ashok Bhandari	Non-Executive Independent Director	Member	✓	✓	2	2

**Necessary quorum was present in both the meetings.*

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 inter-alia includes the following:

- ✓ 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.
- ✓ to formulate criteria for evaluation of performance of independent directors and the board of directors;
- ✓ to specify the manner for effective evaluation of performance of Board, its committees and individual directors;
- ✓ to review the implementation and compliance of evaluation of performance of Board, its committees and individual directors;
- ✓ to devise a policy on diversity of board of directors;
- ✓ 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';
- ✓ 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;
- ✓ to recommend to the Board, all remuneration in whatever form, payable to senior management;
- ✓ to administer the Company's stock option scheme & executive incentive plans;
- ✓ 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.

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Performance Evaluation

The Nomination and Remuneration Committee has laid down the process, format, attributes and criteria for performance evaluation of the Board of the Company, its Committees and the individual Board Members including Independent Director and the Chairman of the Company. Accordingly, evaluation was carried out during the financial year 2020-21.

An indicative list of factors on which evaluation 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.

Sri Manish Agarwal, Company Secretary is acting as the Compliance Officer of the Company in terms of Regulation 6 of the Listing Regulations. M/s. Maheshwari Datamatics Private Limited acts as the Registrar and Share Transfer Agent of the Company.

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 2020-21. However, one complaint was received from NSE on behalf of a shareholder which was duly resolved. There were no pending complaints at the beginning and at the end of financial year 2020-21.

During the year, one Stakeholders Relationship Committee meeting was held on 19 January 2021.

Sri Amit Kiran Deb, Chairman of the Company and also Chairman of the Stakeholders Relationship Committee attended the last Annual General Meeting of the Company held on 28 September 2020.

The composition of Stakeholders Relationship Committee and the details of meetings attended by the members are given below:

Name	Category	Position	Attendance at the Committee meeting held during the year		
			19 January 2021	Number of meetings held	Number of meetings attended
Sri Amit Kiran Deb	Non-Executive Independent Director	Chairman	✓	1	1
Sri Sharan Bansal	Executive Director	Member	✓	1	1
Sri Devesh Bansal	Executive Director	Member	LOA	1	0

**Necessary quorum was present in the meeting.*



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Terms of Reference

The terms of reference of the Stakeholders Relationship Committee are in line with the guidelines set out in the Act and Listing Regulations and inter-alia includes the following:

- ✓ to monitor and redress the grievance of all shareholders relating to transfer of shares, non-receipt of balance sheet/annual report, non-receipt of declared dividend, issue of new/ duplicate certificates, general meetings, interest, notices etc., and review of the mechanism adopted for redressal of investors complaints and the status of investors' complaints;
- ✓ to oversee and review all matters connected with allotment, transfer and transmission of all classes of securities of the Company, including issue and allotment of rights shares/bonus shares/shares against employee stock options scheme of the Company;
- ✓ to issue share certificates upon transfer/transmission/ remat/ duplicate/ sub division/split of shares;
- ✓ to review the performance of the Registrar and Transfer Agent of the Company and recommend measures for overall improvement in the quality of services to the shareholders of the Company;
- ✓ to monitor and ensure the timely updation of the Company's website in respect of information and details that are made available to the stakeholders of the Company;
- ✓ to review the measures taken for effective exercise of voting rights by shareholders;
- ✓ to review the adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
- ✓ to review the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- ✓ 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;

D. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility Committee has been constituted in accordance with the provisions of Section 135 of the Act. The Committee comprises of three directors, two being executive and one independent. The Company Secretary acts as Secretary to the Committee.

The Corporate Social Responsibility Committee assists the Board in effectively discharging the Company's corporate social responsibilities. The Committee formulates & monitors the CSR Policy and recommends the annual CSR plan to the Board. The details of the CSR initiatives and amount spent by the Company are provided in the **Annexure- B** to the Directors' Report.

During the year, one Corporate Social Responsibility Committee meeting was held on 22 June 2020.

The composition of Corporate Social Responsibility Committee and the details of meetings attended by the members are given below:

Name	Category	Position	Attendance at the Committee meeting held during the year		
			22 June 2020	Number of meetings held	Number of meetings attended
Sri Amit Kiran Deb	Non-Executive Independent Director	Chairman	✓	1	1
Sri Sajan Kumar Bansal	Managing Director	Member	✓	1	1
Sri Devesh Bansal	Executive Director	Member	✓	1	1

**Necessary quorum was present in the meeting.*

Report on Corporate Governance (Contd.)

Terms of Reference

During the year, the terms of reference of the Corporate Social Responsibility Committee was updated in line with the amendments to the Act and CSR Rules and inter-alia includes the followings:

- ✓ formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013, as amended from time to time.
- ✓ Recommend the amount of expenditure to be incurred on CSR activities in accordance with the provisions of the Act.
- ✓ monitor the Corporate Social Responsibility Policy of the Company from time to time.
- ✓ formulate and recommend to the Board the Annual Action Plan in pursuance of the CSR policy which shall include:
 - a. the list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act.
 - b. the manner of execution of such projects or programmes.
 - c. the modalities of utilization of funds and implementation schedules for the projects or programmes.
 - d. monitoring and reporting mechanism for the projects or programmes
 - e. details of need and impact assessment, if any, for the projects undertaken by the Company.
- ✓ monitor implementation of the Annual CSR Plan against pre-determined targets.
- ✓ re-evaluate social responsibility objectives, from time to time, in light of changes in the Company's objectives, industry best practices and evolving priorities and needs of the local communities in locations where the Company operates and recommend to the Board modifications to the Annual Plan and the CSR Policy.
- ✓ identify and record reasons for failure to spend the amount budgeted in the Annual Plan and any change in the projects and activities to be undertaken during the course of the current financial year.
- ✓ 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.

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 and comprises of four Executive Directors. 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. The summary of the minutes of these meetings are placed before the Board for information.

During the year under review, thirteen Finance Committee meetings were held on 20 May 2020, 15 June 2020, 17 July 2020, 14 September 2020, 16 October 2020, 20 November 2020, 8 December 2020, 24 December 2020, 5 January 2021, 4 February 2021, 17 March 2021, 25 March 2021 and 30 March 2021.

The composition of Finance Committee and the details of meetings attended by the members are given below:

Name	Category	Position	Number of meetings held	Number of meetings attended
Sri Sajan Kumar Bansal	Managing Director	Chairman	13	13
Sri Sharan Bansal	Executive Director	Member	13	13
Sri Devesh Bansal	Executive Director	Member	13	13
Sri Siddharth Bansal	Executive Director	Member	13	13



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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 comprises of three Executive Directors. 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. The summary of the minutes of these meetings are placed before the Board for information.

During the year under review, eight Business Coordination Committee meetings were held on 17 June 2020, 13 July 2020, 17 August 2020, 15 September 2020, 20 November 2020, 8 December 2020, 16 January 2021 and 15 March 2021.

The composition of Business Coordination Committee and the details of meetings attended by the members are given below:

Name	Category	Position	Number of meetings held	Number of meetings attended
Sri Sajan Kumar Bansal	Managing Director	Chairman	8	8
Sri Sharan Bansal	Executive Director	Member	8	8
Sri Yash Pall Jain	Executive Director	Member	8	8

4. CODE OF CONDUCT

Commitment to ethical professional conduct is a must for every employee including board members and senior management personnel of the Company. The Company has accordingly adopted a Code of Conduct for Directors and Senior Management Personnel ("the Code"). The Code is intended to serve as a basis for ethical decision-making in conduct of professional work. The Code requires Directors and Employees to act honestly, fairly, ethically, with integrity and conduct themselves in professional, courteous and respectful manner. The duties of Directors including duties as an Independent Director as laid down in the Companies Act, 2013 also forms part of the Code of Conduct. The copy of the Code has been displayed on the Company's website at <https://repository.skipperlimited.com/investor-relations/pdf/CodeofConductforDirectors&SMP-25.05.21.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 duly signed by the Managing Director is reproduced at the end of this report and marked as **Annexure I**.

5. CODE FOR PREVENTION OF INSIDER TRADING

In accordance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors of the Company has adopted a '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 Company Secretary of the Company has been appointed as the Compliance Officer for the purposes of the Code.

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. A copy of the aforesaid codes is accessible on the Company's website at <https://www.skipperlimited.com/Media/InsiderTradingCode-19.01.2021final.pdf>

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 set forth a framework and policy for fair disclosure of events and occurrences that could resolutely impact price of the Company's securities. The Company endeavors to preserve the confidentiality of unpublished price sensitive information and to prevent misuse of such information.

A copy of the aforesaid code is accessible on the Company's website at https://repository.skipperlimited.com/investor-relations/pdf/Code_of_Practices_and_Procedures_for_Fair_Disclosure_of_Unpublished_PriceSensitiveInformation-Version-1.1-7jul20.pdf

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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/Mode	Special Resolution(s) passed
2019-2020 39 th AGM)	28.09.2020	2:30 PM	Held through Video Conferencing/Other Audio Visual Means (VC/OAVM) Deemed Venue: Skipper Limited, 3A Loudon Street, Kolkata 700017	1. Approval of the remuneration paid/payable to Sri Yash Pall Jain, Whole-Time Director of the Company for the period from 1 April 2019 to 5 September 2020 as minimum remuneration. 2. Approval for re-appointment of Sri Yash Pall Jain as the Whole-Time Director of the Company for a further period of 1 year with effect from 6 September 2020 to 5 September 2021. 3. Approval for re-appointment of Sri Joginder Pal Dua as the Independent Director of the Company for a further period of 5 years with effect from 1 February 2021 to 31 January 2026.
2018-2019 38 th AGM)	12.08.2019	3:30 PM	Shripati Singhanian Hall, Rotary Sadan, 94/2 Jawaharlal Nehru Road, Kolkata- 700 020, West Bengal	1. Approval for re-appointment of Sri Amit Kiran Deb as Independent Director of the Company for a second term of five years upto 22 nd September 2024. 2. Approval for re-appointment of Smt. Mamta Binani as Independent Director of the Company for a second term of five years upto 31 st March 2025. 3. Approval for re-appointment of Sri Sajan Kumar Bansal as Managing Director of the Company for five years upto 30 th June 2024. 4. Approval for re-appointment of Sri Sharan Bansal as Executive Director of the Company for three years upto 30 th June 2022. 5. Approval for re-appointment of Sri Devesh Bansal as Executive Director of the Company for three years upto 31 st March 2022. 6. Approval for re-appointment of Sri Siddharth Bansal as Executive Director of the Company for three years upto 31 st March 2022. 7. Approval to keep the Company's registers required to be maintained under Section 88 of the Companies Act, 2013, at the office of Company's Registrar and Share Transfer Agent, M/s. Maheshwari Datamatics Private Limited at 23 R. N. Mukherjee Road, 5 th Floor, Kolkata – 700001.
2017-2018 37 th AGM)	09.08.2018	3.30 PM		1. Authorization to the Board of Directors of the Company under Section 180(1)(c) of Act to borrow funds 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

During the year, no Extra Ordinary General Meeting was convened nor was any approval of the shareholders 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 Company recognizes communication as a key element of the overall Corporate Governance framework, and therefore emphasizes on prompt, continuous, efficient and relevant communication to all stakeholders.



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Financial Results: 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 'Financial Express' (all India editions) in English and 'Ekdin' in Bengali. These results are also made available on the website of the Company at <https://skipperlimited.com/investor-relations/financial-results.aspx>.

News Releases/Presentations: Detailed presentations are made to institutional investors and financial analysts on the Company's quarterly 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 <https://skipperlimited.com/Media/SkipperLimitedQ4FY'21ResultsFinal6may21.pdf>

Annual Report: The Annual Report, inter alia containing, Audited Financial Statements, Directors' Report (including Management Discussion & Analysis Report, Corporate Governance Report, Business Responsibility Report), Auditors' Report and other important information are circulated to the members and forwarded to the stock exchanges and is also made available on the Company's website at <https://skipperlimited.com/investor-relations/annual-reports.aspx>.

Website: In compliance with Regulation 46 of the Listing Regulations, a separate dedicated section under 'Investor Relations' on the Company's website gives comprehensive information about the Company, its business and operations, CSR initiatives, information on various announcements made by the Company, status of unclaimed dividend, annual report, annual report of joint venture, financial results, policies of the company, shareholding pattern, corporate governance report, etc. The Company's official news releases and presentations made to the institutional investors and analysts and other corporate communications made to the stock exchanges are also available on the website of the Company at www.skipperlimited.com.

Reminder to Shareholders: Reminders are sent to shareholders for registering their email ids, unclaimed dividend etc. as and when required.

9. GENERAL SHAREHOLDER INFORMATION

(i) Details of Annual General Meeting:

Tuesday, 28th September, 2021, 2.30 p.m (IST) through Video Conferencing/ Other Audio Visual Means (VC/OAVM)

(ii) Financial year:

The financial year of the Company is from 1st April to 31st March.

(iii) Dividend:

Dividend of 10% i.e 0.10 paise per equity share of face value of Re.1 each for the financial year 2020-21 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.

The details of the dividend declared and paid by the Company for the last seven years are as follows:

Year	Percentage (%)	Dividend in ₹ per share
2013-14	15	0.15
2014-15	130	1.30
2015-16	140	1.40
2016-17	155	1.55
2017-18	165	1.65
2018-19	25	0.25
2019-20	10	0.10

Details of unpaid or unclaimed dividend for the above mentioned years are available at <https://www.skipperlimited.com/investor-relations/unpaid-unclaimed-dividend.aspx>.

In terms of Section 125 of the Act, read with rules made thereunder, the Company is required to transfer the unpaid dividend amounts which remained unclaimed for 7 years from the date of transfer of such amounts to the Investor Education and Protection Fund (IEPF). Further, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company in the name of IEPF.

The unpaid dividend/ shares for the FY 2013-14 will be due for transfer to the IEPF on 28 October 2021.

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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 2021-22 to the respective stock exchanges within the prescribed time limit.

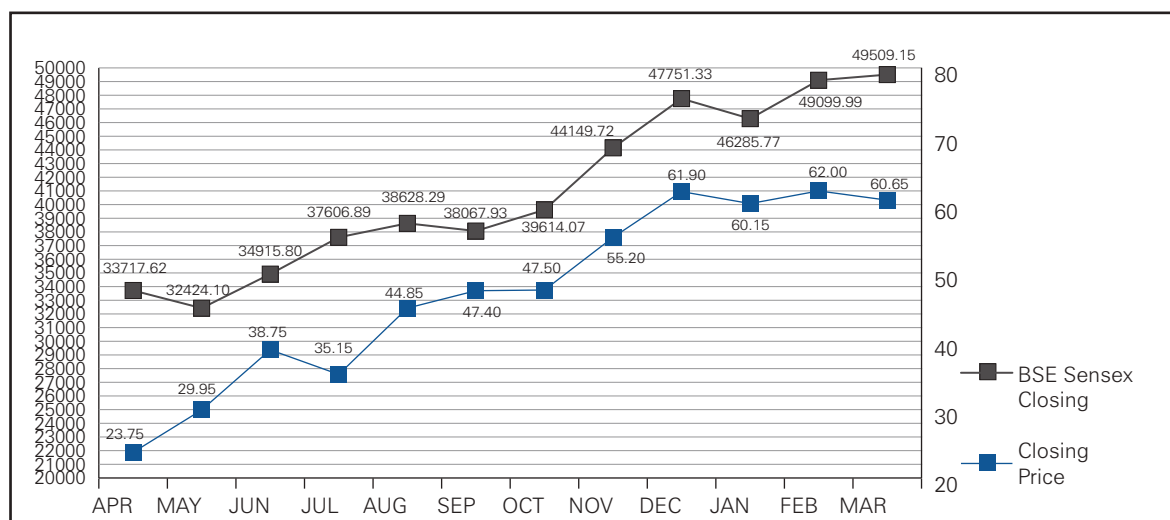
v) Market Price Data and Performance of Company's Share Prices:

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 2020-21 are given below:

Month (2020-21)	BSE					NSE				
	High Price (₹)	Low Price (₹)	Closing Price (₹)	Volume (No. of shares)	BSE Sensex Closing	High Price (₹)	Low Price (₹)	Closing Price (₹)	Volume (No. of shares)	NSE Nifty Closing
April, 2020	31.70	17.90	23.75	184123	33717.62	31.00	17.10	23.90	1420058	9859.90
May, 2020	32.40	20.15	29.95	361728	32424.10	32.15	20.05	29.90	3608212	9580.30
June, 2020	51.85	28.95	38.75	974541	34915.80	51.80	28.85	38.70	6153080	10302.10
July, 2020	45.40	33.75	35.15	839363	37606.89	43.80	33.60	35.25	3024749	11073.45
August, 2020	50.40	35.30	44.85	977670	38628.29	50.25	35.25	44.45	4501917	11387.50
September, 2020	56.95	40.25	47.40	538719	38067.93	56.95	40.00	47.35	2561977	11247.55
October, 2020	57.15	47.05	47.50	253213	39614.07	56.80	46.85	47.75	2465668	11642.40
November, 2020	58.70	45.75	55.20	235191	44149.72	58.90	45.60	55.35	2821599	12968.95
December, 2020	65.00	54.35	61.90	284037	47751.33	65.70	52.65	61.95	2586026	13981.75
January, 2021	74.90	59.20	60.15	468753	46285.77	73.95	58.70	60.05	3438616	13634.60
February, 2021	67.40	58.35	62.00	140255	49099.99	67.20	58.50	62.20	854098	14529.15
March, 2021	71.60	57.50	60.65	335488	49509.15	72.10	58.00	61.05	2641475	14690.70

[Source: This information is compiled from the data available from the website of BSE & NSE]

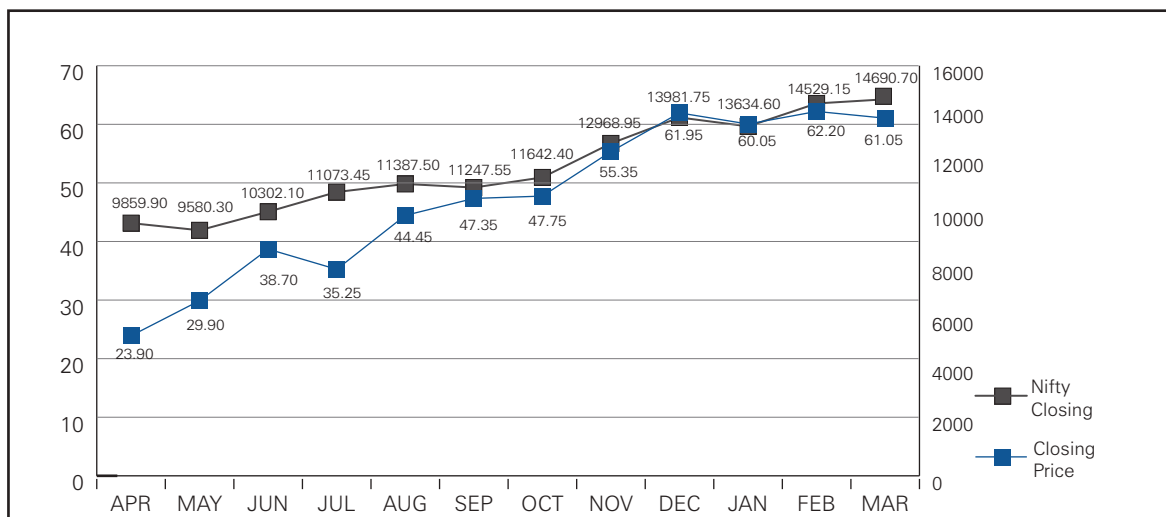
Share Price on BSE vis-a-vis BSE Sensex





Report on Corporate Governance (Contd.)

Share Price on NSE vis-a-vis NSE Nifty



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:**

Effective April 1, 2019, SEBI has amended Regulation 40 of the Listing Regulations, which deals with transfer or transmission or transposition of securities. According to this amendment, the requests for effecting the transfer of listed securities shall not be processed unless the securities are held in dematerialized form with a Depository. The Company has stopped accepting any transfer requests for securities held in physical form with effect from the said date.

Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company. In view of the aforesaid amendment and in order to eliminate the risks associated with physical holding of shares, members who are holding shares in physical form are hereby requested to dematerialize their holdings. A guidance note on procedure of dematerialization of shares of the Company is 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>.

A summary of 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.

Report on Corporate Governance (Contd.)

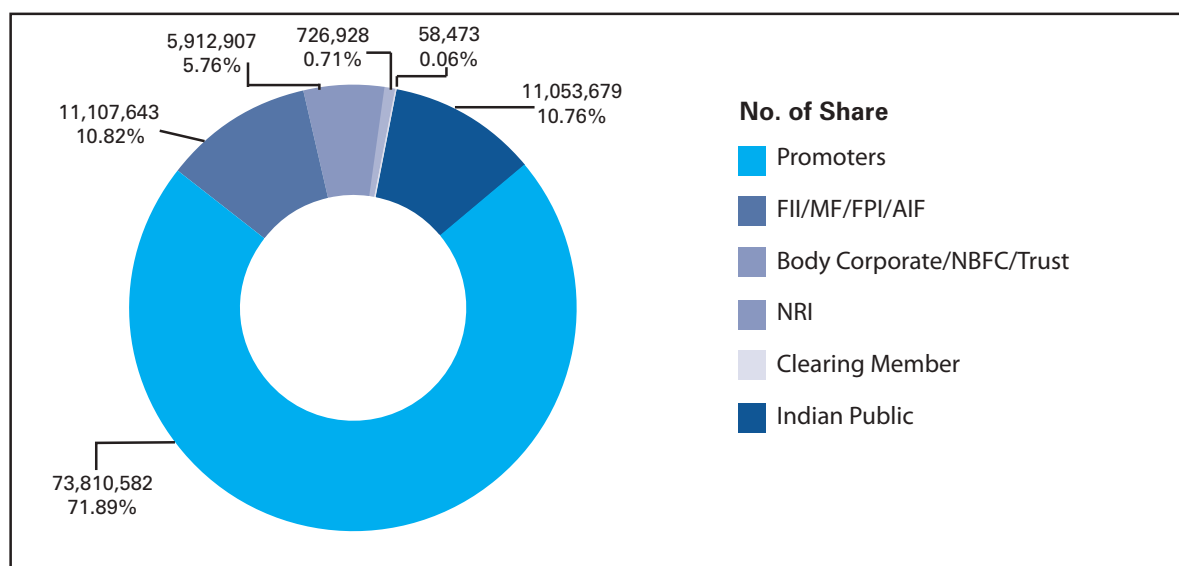
ix) Distribution of shareholding on the basis of shareholders class as on 31 March 2021:

Category	No. of shareholders		No. of shares	
	Total	%	Total	%
1-500	15626	84.46	1893542	1.84
501-1000	1347	7.28	1097912	1.07
1001-2000	754	4.08	1156782	1.13
2001-3000	223	1.21	576839	0.56
3001-4000	147	0.79	528408	0.51
4001-5000	95	0.51	448681	0.44
5001-10000	155	0.84	1170414	1.14
10001-50000	103	0.56	2090507	2.04
50001-100000	14	0.08	1027355	1.00
100001 & above	36	0.19	9267972	90.27
Total	18500	100.00	102670212	100.00

x) Distribution of Shareholding on the basis of ownership as on 31 March 2021:

Category	No. of shares	% of share capital
Promoters	73,810,582	71.89
FII/MF/FPI/AIF	11,107,643	10.82
Body Corporate/NBFC/Trust	5,912,907	5.76
NRI	726,928	0.71
Clearing Member	58,473	0.06
Indian Public	11,053,679	10.76
Total	102,670,212	100.00

Graphical representation of shareholding pattern on the basis of ownership:



xi) Dematerialization of shares and liquidity as on 31 March 2021:

99.99% of the Company's equity shares are held in dematerialized form as on 31 March 2021 details of which is given below:

Nature of holding	No. of Shares	Percentage (%) of share capital
Demat	102,661,411	99.99
NSDL	94,143,556	91.70
CDSL	8,517,855	8.29
Physical	8,801	0.01
Total	102,670,212	100.00



Report on Corporate Governance (Contd.)

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 /Foreign Exchange Risk and hedging activities:**

The Company is exposed to foreign exchange risks on export of goods and imports of raw materials/ capital item. During the year the Company has managed foreign exchange risk and hedged foreign exchange to the extent considered necessary. In case of imports and foreign currency loan the Company does hedging on selective basis. Most export orders are duly hedged by way of forward cover through the banks. Since the volume of export is much more, thereby the balance imports are getting hedged by way of natural hedging.

Disclosure in terms of SEBI circular No. SEBI/HO/CFD/CMD1/CIR/P/2018/0000000141 dated 15 November 2018 is mentioned below:

a. The Risk Management Policy of the Company with respect to commodities including through hedging:

The material exposure of the Company in commodities 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: 7092.12 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	7092.12 million	1,71,179 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 which is linked with the commodity prices and for non-price variation contracts the fluctuations are factored in pricing 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 & 2

Village- Parley, Mouza- Chayani
Revenue Circle- Palashbari
District- Kamrup Rural, Assam

Transmission Line Testing Station

Village & P.O- Barunda. P.S- Bagnan
District- Howrah, West Bengal

Note: During the year, the operations of Rani plant near Guwahati was shifted adjacent to the existing plant of the Company situated at Palashbari near Guwahati.

Report on Corporate Governance (Contd.)

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	Withdrawn	CARE BBB+; Stable (Triple B Plus; Outlook: Stable)
		Long/Short-term Bank Facilities		CARE BBB+; Stable/CARE A2(Triple B Plus; Outlook: Stable/A Two)
2.	Acuité Ratings & Research Limited (Acuité)	Long Term Instruments/Bank Facilities	ACUITE A-/ Stable (re-affirmed)	ACUITE A-/ Stable
		Short Term Instruments/ Bank Facilities	ACUITE A2+ (re-affirmed)	ACUITE A2+

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 have been made at arm's length basis. The Company has formulated a Policy on materiality of Related Party Transactions and on dealing with Related Party Transactions, in accordance with relevant provisions of Companies Act, 2013 and Listing Regulations. The policy can be accessed 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. The Policy can be accessed at <https://www.skipperlimited.com/Media/Whistle-Blower-Policy.pdf>
The Audit Committee periodically reviews the existence and functioning of the mechanism. It reviews the status of complaints received under this Policy on a quarterly basis. During the year, there was no reporting under the Vigil Mechanism/Whistle Blower Policy of the Company and no personnel were denied access to the Audit Committee.
- (iv) The Company has complied with all applicable mandatory requirements of the Listing Regulations during the financial year 2020-21. Quarterly compliance report on Corporate Governance, in the prescribed format, duly signed by the compliance officer is submitted regularly with the Stock Exchanges where the shares of the Company are listed.
- (v) The Company does not have any subsidiary and hence it has not formulated any Policy for determining 'material' subsidiaries.



Report on Corporate Governance (Contd.)

- (vi) The Company has not raised any funds through preferential allotment or qualified institutions placement during the financial year 2020-21 as specified in Regulation 32 (7A) of the Listing Regulations.
- (vii) 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**.
- (viii) During the financial year 2020-21, 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.
- (ix) During the financial year 2020-21, the following payments were made to M/s Singhi & Co. Statutory Auditors of the Company.

(₹ in Millions)

Particulars of payment	Skipper Limited	Skipper- Metzner India LLP	Total
Statutory Audit Fee	1.400	0.250	1.650
Others	1.105	0.335	1.440
Total	2.505	0.585	3.090

- (x) 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.

- (xi) 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.
- (xii) 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 'Investor Relations' 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.
- (xiii) 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

Place: Kolkata
Date: 4 May 2021

Sajan Kumar Bansal
Managing Director
(DIN: 00063555)

Devesh Bansal
Director
(DIN: 00162513)

Report on Corporate Governance (Contd.)

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 Personnel, as applicable to them, for the year ended 31 March 2021.

Place: Kolkata
Date: 4 May 2021

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 31 March 2021 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 2020-21 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: 4 May 2021

Sajan Kumar Bansal
Managing Director

Arvind Joshi
Chief Financial Officer



Report on Corporate Governance (Contd.)

ANNEXURE III

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To The Members,
Skipper Limited
3A, Loudon Street, 1st Floor
Kolkata - 700 017
West Bengal

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Skipper Limited (CIN: L40104WB1981PLC033408) having its Registered office at 3A, Loudon Street, 1st Floor, Kolkata - 700 017, West Bengal (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications [including Directors Identification Number (DIN) status at the portal www.mca.gov.in] as considered necessary and explanations furnished to us by the Company and its officers, we certify that following are the Directors on the Board of the Company as on 31 March 2021:

Sl. No.	DIN	Name	Designation	Date of appointment
1	02107792	Amit Kiran Deb	Independent Director	28.01.2010
2	00063555	Sajan Kumar Bansal	Managing Director	26.10.1984
3	00063481	Sharan Bansal	Executive Director	02.04.2002
4	00162513	Devesh Bansal	Executive Director	05.04.2002
5	02947929	Siddharth Bansal	Executive Director	10.03.2010
6	00016663	Yash Pall Jain	Executive Director	06.09.2017
7	00012210	Ashok Bhandari	Independent Director	06.09.2017
8	00343256	Pramod Kumar Shah	Independent Director	30.09.2018
9	02374358	Joginder Pal Dua	Independent Director	01.02.2016
10	00462925	Mamta Binani	Independent Director	12.02.2015

We further certify that none of the aforesaid Directors on the Board of the Company for the financial year ending on 31 March 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **MKB & Associates**
Company Secretaries
Firm Reg No: P2010WB042700

Raj Kumar Banthia
Partner
Membership no. 17190
COP no. 18428

Date: 4 May 2021
Place: Kolkata
UDIN: A017190C000238378

Report on Corporate Governance (Contd.)

INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE TO THE MEMBERS OF SKIPPER LIMITED

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, 2021 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 (the Listing Regulations) as amended.

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, 2021.
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 Registration No.- 302049E

(Rahul Bothra)
Partner
Membership No. 067330
UDIN:21067330AAAAAS9394

Place: Kolkata
Date: May 4, 2021



Independent Auditor's Report

TO THE MEMBERS OF SKIPPER LIMITED

INDEPENDENT AUDITOR'S 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 March 31 2021, 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 standalone financial statements, including a summary of 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 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, 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 auditor's 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 there under, 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 March 31, 2021. 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.

Descriptions of Key Audit Matter	How we addressed the matter in our audit
1. Accuracy and completeness of revenue recognized. The Company reported revenue of ₹15,815 million from sale of tower, pole, polymers product and EPC contract and related activities. The application of revenue recognition accounting standards is complex and involves a number of key judgments and estimates. In EPC contract, revenue is accounted for under the percentage completion method which also requires significant judgments and estimates in particular with respect to estimation of the cost to complete.	We addressed the Key Audit Matter as follows: - - As part of our audit, we understood the Company's policies and processes, control mechanisms and methods in relation to the revenue recognition and evaluated the design and operating effectiveness of the financial controls from the above through our test of control procedures. - Review the company's judgment in determining whether the performance obligation is satisfied at a point in time or over a period of time. - Tested a sample of sales transactions for compliance with the Company's accounting principles to assess the completeness and accuracy of revenue recorded. - 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.

Independent Auditor's Report (Contd.)

Descriptions of Key Audit Matter	How we addressed the matter in our audit
Due to the estimates, 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.	5. Evaluated management assessment of the impact on revenue recognition and consequential impact on the expected credit loss allowance and other areas of judgement, including for possible effects, if any from the COVID-19 pandemic. 6. We examined contracts with exceptions including contracts with low or negative margins, loss making contracts, etc. to determine the level of provisioning. 7. 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. 8. Performed analytical procedures over revenue and receivables. 9. 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 7 to the standalone financial statements. The Company is having the Inventory of Rs.6,014.91 million as on 31st March 2021. 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 have obtained assurance over the appropriateness of the management's assumptions applied in calculating the value of the inventories and related provisions and management assertion regarding existence and ownership by: - 1. Completed a walkthrough of the inventory valuation process and assessed the design and implementation of the key controls addressing the risk. 2. Verifying the effectiveness of key inventory controls operating over inventories; 3. Reviewing the physical verification documents related to inventories conducted during the year. 4. Verifying for a sample of individual products that costs have been correctly recorded. 5. Comparing the net realisable value to the cost price of inventories to check for completeness of the associated provision. 6. Reviewing the historical accuracy of inventory provisioning and the level of inventory write-offs during the year. 7. Recomputing provisions recorded to verify that they are in line with the Company policy. Our Observation: Based on the audit procedures performed we did not identify any material exceptions in the Inventory valuation and existence.



Independent Auditor's Report (Contd.)

INFORMATION OTHER THAN THE STANDALONE FINANCIAL STATEMENTS AND AUDITOR'S 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 report, but does not include the standalone financial statements and our auditor's 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 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 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 standalone 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.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE 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 auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

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

- Identify and assess the risks of material misstatement of the standalone 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

Independent Auditor's Report (Contd.)

uncertainty exists, we are required to draw attention in our auditor's 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 auditor's 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 auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
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 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 March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 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 standalone financial statement 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 March 31, 2021 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
 - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of



Independent Auditor's Report (Contd.)

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 on its financial position in its Standalone financial statements– Refer Note 39 to the standalone 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 were no amount which were required to be transferred to the Investor Education and Protection Fund by the Company.

Place: Kolkata
Dated: May 4, 2021

For Singhi & Co.
Chartered Accountants
Firm Registration No.302049E
(Rahul Bothra)
Partner
Membership No. 067330
UDIN: 21067330AAAAAP7965

ANNEXURE 'A'

TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Skipper Limited of even date)

- i. In respect of the Company's fixed assets:
 - a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b. The physical verification of fixed assets have been carried out during the year 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 physical verification of inventory excluding inventories in transit has been conducted by the Management during the year at reasonable intervals. The discrepancies noted on physical verification of inventory as compared to book records were not material.
- iii. The Company has not granted any loan to parties covered in the register maintained under section 189 of the Companies Act, 2013. Thus, paragraph 3(iii) of the Order is not applicable.
- iv. According to the the information and explanation given to us, the Company has not granted any loans or provided any security during the year that would attract provisions of Section 185 and 186 of the Act. The provisions of section 185 and 186 of the Act in respect of guarantee made have been complied with by the company.
- v. The Company has not accepted 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 the 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. According to the information and explanations given to us and on the basis of our examination of the books of account:
 - a. 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 March 31, 2021 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, Value added tax, income tax and duty of excise, custom duty and service taxes which have not been deposited on account of any dispute and the forum where the dispute is pending as on March 31, 2021 are as under:

Name of the statute	Nature of dues	Amount Rs. in million	Year	Forum where dispute is pending
Gujrat Value Added Tax	VAT	0.10	2017-18	Deputy State Tax Commissioner, Appeal-1, Ahmedabad
West Bengal Value Added Tax Act, 2003	West Bengal Value Added Tax	50.18	2009-10	Additional Commissioner of Commercial Taxes, Kolkata
The Central Sales Tax Act, 1956	Central Sales Tax	9.71	2016-17 & 2017-18	Deputy State Tax Commissioner, Appeal-1, Ahmedabad
		0.98	2006-07 & 2017-18	Joint Commissioner of Commercial Taxes, Kolkata



ANNEXURE 'A'

TO THE INDEPENDENT AUDITOR'S REPORT (CONTD.)

Name of the statute	Nature of dues	Amount Rs. in million	Year	Forum where dispute is pending
The Central Excise Act, 1944	Duty of Excise	1.11	2005-06, 2007-08, 2017-18	Commissioner (Appeals) – Central Excise Kolkata
		48.97	2009-10, 2010-11, 2011-12 & 2012-13	Customs, Excise & Service Tax Appellate Tribunal, Kolkata
		0.85	2017-18	Commissioner (Appeal II) – CGST & CX.
Service Tax under Finance Act, 1994	Service Tax	33.16	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, the Company has not defaulted in repayment of loans or borrowings to any financial institution and bank. The Company did not have any borrowing from Government and dues to debenture holders as at balance sheet date.
- ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Further the company has taken fresh term loan during the year from banks and financial institution and the same has been utilised for the purpose for which it was obtained.
- x. Based upon the audit procedure performed for the purpose of reporting the true and fair view of the standalone financial statements and 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 year.
- xi. The Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the standalone financial statements as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified under Section 133 of the Act.
- xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.
- xv. The Company has not entered into any non cash transactions with its directors or persons connected with them to which Section 192 of the Act applies. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the company.

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

(Rahul Bothra)
Partner

Place: Kolkata
Dated: May 4, 2021

Membership No. 067330
UDIN: 21067330AAAAAP7965

ANNEXURE 'B'

TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Skipper Limited of even date)

Report on the Internal Financial Controls with reference to standalone financial statement 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 statement of **Skipper Limited** ("the Company") as of March 31, 2021 in conjunction with our audit of the Standalone financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Board of Directors of the company is responsible for establishing and maintaining internal financial controls based on the internal control with reference to standalone financial statement 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. 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 respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the internal financial controls with reference to 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") issued by the Institute of Chartered Accountants of India and the Standards on Auditing (SAs) prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 system 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 controls 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 auditor's judgement, including the assessment of the risks of material misstatement of the standalone 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 WITH REFERENCE TO STANDALONE FINANCIAL STATEMENTS

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 Standalone 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 Standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.



ANNEXURE 'B'

TO THE INDEPENDENT AUDITOR'S REPORT (CONTD.)

LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO STANDALONE FINANCIAL STATEMENTS

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 with reference to standalone financial statements 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, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2021, based on the internal control with reference to standalone financial statements 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.

Place: Kolkata
Dated: May 4, 2021

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

(Rahul Bothra)
Partner
Membership No. 067330
UDIN: 21067330AAAAAP7965

Standalone Balance Sheet

as at 31st March 2021

(₹ in million)

Particulars	Note no.	As at 31-Mar-21		As at 31-Mar-20	
ASSETS					
NON-CURRENT ASSETS					
Property, Plant and Equipment (Including Right of Use Assets)	2	6,559.05		5,779.56	
Capital Work-In-Progress		116.37		106.97	
Other Intangible Assets	2	10.02		8.74	
Financial Assets					
Investments	3	96.40		95.20	
Loans	4	148.19		617.45	
Other Financial Assets	5	50.05		-	
Other Non Current Assets	6	50.87	7,030.95	15.59	6,623.51
CURRENT ASSETS					
Inventories	7	6,014.91		4,923.34	
Financial Assets					
Trade Receivables	8	4,718.43		4,381.16	
Cash and Cash Equivalents	9	9.52		9.06	
Bank Balances other than cash & cash equivalent	10	253.38		119.36	
Loans	11	29.35		38.49	
Other Financial Assets	12	7.83		0.71	
Contract Assets	13	286.29		271.10	
Other Current Assets	14	841.49	12,161.20	764.39	10,507.61
TOTAL:			19,192.15		17,131.12
EQUITY AND LIABILITIES					
EQUITY					
Equity Share capital	15	102.67		102.67	
Other Equity	16	6,975.17	7,077.84	6,773.12	6,875.79
LIABILITIES					
NON-CURRENT LIABILITIES					
Financial Liabilities					
Borrowings	17	2,563.34		1,568.89	
Lease Liabilities	18	83.64		58.16	
Provisions	19	58.77		57.58	
Deferred Tax Liabilities (Net)	20	322.93		288.63	
Other Non-Current Liabilities	21	56.43	3,085.11	13.20	1,986.46
CURRENT LIABILITIES					
Financial Liabilities					
Borrowings	22	1,235.85		2,624.18	
Lease Liabilities	23	12.37		12.74	
Trade Payables	24				
Total Outstanding Dues of Micro Enterprises and Small Enterprises		31.10		31.68	
Total Outstanding Dues of Creditor other than Micro Enterprises and Small Enterprises		6,542.15		3,712.21	
Other Financial Liabilities	25	685.88		961.67	
Contract Liabilities	26	246.02		720.80	
Other Current Liabilities	27	146.94		177.37	
Provisions	28	2.71		1.45	
Current Tax Liabilities (Net)	29	126.18	9,029.20	26.77	8,268.87
TOTAL:			19,192.15		17,131.12

Significant Accounting Policies, Judgements and 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

RAHUL BOTHRA

Partner
Membership No. 067330

Place: Kolkata
Dated: May 04, 2021

For and on behalf of the Board

SAJAN KUMAR BANSAL

Managing Director
DIN - 00063555

ARVIND JOSHI
Chief Financial Officer

DEVESH BANSAL

Director
DIN - 00162513

MANISH AGARWAL
Company Secretary



Standalone Statement of Profit & Loss

for the year ended 31st March 2021

		(₹ in million)	
Particulars	Note no.	Year ended 31-Mar-21	Year ended 31-Mar-20
A. INCOME			
Revenue From Operations	30	15,815.07	13,905.07
Other Income	31	40.24	19.65
Total Income		15,855.31	13,924.72
B. EXPENDITURE			
Cost of Materials Consumed	32	10,777.41	8,451.26
Change in Stock of Finished Goods & Work-In-Progress	33	(487.35)	435.88
Employee Benefit Expense	34	758.86	747.20
Finance Costs	35	723.56	847.59
Depreciation & Amortisation Expenses	2	452.60	381.00
Other Expenses	36	3,329.04	2,879.47
Total Expenditure		15,554.12	13,742.40
C. Profit/ (Loss) Before Exceptional Items And Tax	A-B	301.19	182.32
D. Exceptional Items		-	-
E. Profit/ (Loss) Before Tax	C-D	301.19	182.32
F. Tax Expense	37		
Current Tax		63.09	41.89
MAT Credit entitlement for current year		(63.09)	(41.89)
Tax adjustments for earlier years		(6.23)	-
Deferred Tax	20	96.59	(232.58)
Total Tax Expense		90.36	(232.58)
G. Profit/ (Loss) After Tax	E-F	210.83	414.90
H. Other Comprehensive Income	38		
Items that will not be reclassified to profit or loss		2.29	(0.23)
Income tax relating to items that will not be reclassified to profit or loss	20	(0.80)	0.08
Total Other Comprehensive Income		1.49	(0.15)
I. Total Comprehensive Income	G+H	212.32	414.75
J. Earning Per Share	46		
Basic Earning Per Share of ₹ 1 each		2.05	4.04
Diluted Earning Per Share of ₹ 1 each		2.05	4.04

Significant Accounting Policies, Judgements and Key Estimates

1

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

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

For and on behalf of the Board

RAHUL BOTHRA
Partner
Membership No. 067330

SAJAN KUMAR BANSAL
Managing Director
DIN - 00063555

DEVESH BANSAL
Director
DIN - 00162513

Place: Kolkata
Dated: May 04, 2021

ARVIND JOSHI
Chief Financial Officer

MANISH AGARWAL
Company Secretary

Standalone Statement of Changes In Equity

for the year ended 31st March 2021

A. EQUITY SHARE CAPITAL

Particulars	(₹ in million)	
	Year ended 31-Mar-21	Year ended 31-Mar-20
Opening	102.67	102.67
Changes in Equity Share Capital during the year	-	-
Closing	102.67	102.67

B. OTHER EQUITY

Particulars	Year ended 31-Mar-21				
	Securities Premium Reserve	General Reserve	Retained Earnings	Items of Other Comprehensive Income Re-Measurement of defined benefit plans	Total
Balance at beginning of the year (a)	1,174.74	439.76	5,158.62	-	6,773.12
Profit for the year (b)	-	-	210.83	-	210.83
Re-Measurement income/(loss) on defined benefit plans, net of tax (c)	-	-	-	1.49	1.49
Total Comprehensive Income/(Loss) for the year (d) = (b+c)	-	-	210.83	1.49	212.32
Dividends (e)	-	-	(10.27)	-	(10.27)
Transfer of OCI-Re-measurement to Retained earning (f)	-	-	1.49	(1.49)	-
Total Changes (g) = (d+e+f)	-	-	202.05	-	202.05
Balance at end of the year (h) = (a+g)	1,174.74	439.76	5,360.67	-	6,975.17

Particulars	Year ended 31-Mar-20				
	Securities Premium Reserve	General Reserve	Retained Earnings	Items of Other Comprehensive Income Re-Measurement of defined benefit plans	Total
Balance at beginning of the year (a)	1,174.74	439.76	4,769.07	-	6,383.57
Profit for the year (b)	-	-	414.90	-	414.90
Re-Measurement income/(loss) on defined benefit plans, net of tax (c)	-	-	-	(0.15)	(0.15)
Total Comprehensive Income/(Loss) for the year (d) = (b+c)	-	-	414.90	(0.15)	414.75
Adjustment on account of Transition to Ind AS 116 as on 01-04-2019	-	-	5.74	-	5.74
Dividends (includes dividend Distribution Tax) (f)	-	-	(30.94)	-	(30.94)
Transfer of OCI-Re-measurement to Retained earning (g)	-	-	(0.15)	0.15	-
Total Changes (h) = (d+e+f+g)	-	-	389.55	-	389.55
Balance at end of the year (i) = (a+h)	1,174.74	439.76	5,158.62	-	6,773.12

Significant Accounting Policies, Judgements and 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

RAHUL BOTHRA
Partner
Membership No. 067330

Place: Kolkata
Dated: May 04, 2021

For and on behalf of the Board

SAJAN KUMAR BANSAL
Managing Director
DIN - 00063555

ARVIND JOSHI
Chief Financial Officer

DEVESH BANSAL
Director
DIN - 00162513

MANISH AGARWAL
Company Secretary



Standalone Cash Flow Statement

for the year ended 31st March 2021

		(₹ in million)	
Particulars		Year ended 31-Mar-21	Year ended 31-Mar-20
A CASH FLOW FROM OPERATING ACTIVITIES			
Profit/ (Loss) before Tax		301.19	182.32
Adjustments for:			
Depreciation		452.60	381.00
(Profit)/Loss on Sale of Fixed Assets		(12.24)	(9.95)
Unrealised Foreign Exchange Fluctuations		(124.32)	61.06
Fair Value movement (Gain)/Loss in Derivative Instruments		(140.65)	110.72
Provision for allowances under expected credit loss		1.77	8.40
Irrecoverable Debts/Advances Written Off (net)		2.33	1.95
Lease Liability written back		(4.48)	-
Finance Costs		723.56	847.59
Corporate Guarantee Commission		(1.20)	(0.60)
Deferred Revenue Income		(2.24)	(1.98)
Interest Income		(20.08)	(7.55)
Operating profit before Working Capital Changes		1,176.24	1,572.96
Changes in Working Capital:			
(Increase)/decrease in Trade Receivables		(342.45)	576.94
(Increase)/decrease in Inventories		(1,091.57)	424.16
(Increase)/decrease in Other Financial Assets & Other Assets		(67.93)	(692.69)
(Increase)/decrease in Contract Assets		(15.19)	(223.15)
Increase/(decrease) in Trade Payables		2,837.84	219.32
Increase/(decrease) in Other Financial Liabilities & Other Liabilities		20.39	(65.33)
Increase/(decrease) in Contract Liabilities		(474.78)	334.35
Cash Generated from Operations		2,042.55	2,146.56
Direct taxes (paid)/ refunded		42.55	(1.55)
NET CASH GENERATED /(USED IN) OPERATING ACTIVITIES	A	2,085.10	2,145.01
B CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Property, Plant and Equipment and other Intangible Assets		(859.80)	(543.51)
Sales Proceeds of Property, Plant and Equipment and other Intangible Assets		38.42	50.87
Net Cash Flow from Other Financial Assets		(281.60)	-
Investment in Joint Venture		-	(5.77)
(Increase)/ decrease in Fixed Deposits		(184.07)	(16.89)
Interest income on Fixed Deposits		9.24	7.11
NET CASH GENERATED /(USED IN) INVESTING ACTIVITIES	B	(1,277.81)	(508.19)
C CASH FLOW FROM FINANCING ACTIVITIES			
Interest Paid		(779.54)	(824.44)
Dividend paid including dividend distribution tax		(10.27)	(30.93)
Proceeds from Long-Term Borrowings		2,000.90	530.74
Repayment of Long-Term Borrowings		(638.00)	(740.10)
Principal Payment of Lease Liabilities		(7.61)	(9.84)
Increase/(decrease) in Short-Term Borrowings		(1,372.31)	(559.49)
NET CASH GENERATED /(USED IN) FINANCING ACTIVITIES	C	(806.83)	(1,634.06)
NET INCREASE/(DECREASE) IN CASH & CASH EQUIVALENTS	A + B + C	0.46	2.76
ADD: OPENING CASH & CASH EQUIVALENTS		9.06	6.30
CLOSING CASH & CASH EQUIVALENTS		9.52	9.06

Standalone Cash Flow Statement for the year ended 31st March 2021 (Contd.)

- 1 Closing Cash and Cash Equivalents represent balances of cash and cash equivalents as indicated in Note 9 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-Mar-21			
	Long-Term Borrowings	Short-Term Borrowings	Lease Liabilities	Interest Accrued but Not due
Opening Balance	1,913.35	2,624.18	70.90	23.94
Cash Flow Changes (Net)	1,362.90	(1,372.31)	(7.61)	-
Non-Cash Flow Changes				
Fair Value Changes	(25.74)	-	80.75	34.83
Forex movement	(100.90)	(16.02)	-	-
Others	-	-	(48.03)	-
Interest Expense	-	-	-	723.56
Interest Paid	-	-	-	(779.54)
Closing Balance	3,149.61	1,235.85	96.01	2.79

(₹ in million)

Particulars	Year ended 31-Mar-20			
	Long-Term Borrowings	Short-Term Borrowings	Lease Liabilities	Interest Accrued but Not due
Opening Balance	2,097.18	3,133.36	-	0.68
Cash Flow Changes (Net)	(209.36)	(559.49)	(9.84)	-
Non-Cash Flow Changes				
Fair Value Changes	(15.92)	-	80.74	0.11
Forex movement	41.45	50.31	-	-
Others	-	-	-	-
Interest Expense	-	-	-	847.59
Interest Paid	-	-	-	(824.44)
Closing Balance	1,913.35	2,624.18	70.90	23.94

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

RAHUL BOTHRA
Partner
Membership No. 067330

Place: Kolkata
Dated: May 04, 2021

For and on behalf of the Board

SAJAN KUMAR BANSAL
Managing Director
DIN - 00063555

ARVIND JOSHI
Chief Financial Officer

DEVESH BANSAL
Director
DIN - 00162513

MANISH AGARWAL
Company Secretary



Notes to Standalone Financial Statements

for the year ended 31st March 2021

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 have been approved by the Board of Directors in their meeting held on May 4, 2021.

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 (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.

Ministry of Corporate Affairs on July 24, 2020 notified the Companies (Indian Accounting Standards) Amendment Rules, 2020, thereby amending the Rules of 2015. The Company has applied the following amendment for the first time for annual reporting period commencing 1st April, 2020:

The amendment introduces following changes to the Rules:

IND AS 103 - Business Combination: Have defined "business" in more detail, an optional test to identify concentration of fair value, element of Businesses and Assessing whether an acquired process is substantive.

IND AS 107 - Disclosures to be made in respect of financial instruments: Introducing a provision specifying the disclosures to be made where there is uncertainty due to Interest Rate Benchmark Reform

IND AS 109 - Financial reporting of financial assets and financial liabilities: Providing detailed provisions for temporary exceptions from applying specific hedge accounting requirements and transition for hedge accounting

IND AS 116 - Accounting for Leases: Related Rent concession- a clarification has been provided on accounting of Rent concessions, whether to treat as a lease modifications or not.

IND AS 1 & IND AS 8 - Presentation of Financial Statements and Accounting Policies, Changes in Accounting Estimates and Errors: Changes have been made to the definition of 'material' in relation to material information

IND AS 10 - Events after the Reporting Period: Apart from disclosure of non-adjusting event, the disclosure of an estimate of its financial effect should be made, or a statement that such an estimate cannot be made.

IND AS 37 - Provisions, Contingent Liabilities and Contingent Assets: Clarification on accounting for restructuring plans.

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

Notes to Standalone Financial Statements for the year ended 31st March 2021 (Contd.)

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.

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.



Notes to Standalone Financial Statements for the year ended 31st March 2021 (Contd.)

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.

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.

xi) **Estimation uncertainty relating to the global health pandemic on COVID-19**

The Company has considered internal and external information up to the date of approval of financial statements in assessing the recoverability of property plant and equipment, receivables,

Notes to Standalone Financial Statements for the year ended 31st March 2021 (Contd.)

intangible assets, cash and cash equivalent and investments. The Company has performed sensitivity analysis on the assumptions used and based on current indicators of future economic conditions; the Company expects to recover the carrying amount of these assets. The Company has concluded that the impact of COVID – 19 is not material based on these estimates. The impact of the global health pandemic may be different from that estimated as at the date of approval of these financial statements and the Company will continue to closely monitor any material changes to future economic conditions.

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.

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.



Notes to Standalone Financial Statements for the year ended 31st March 2021 (Contd.)

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

Notes to Standalone Financial Statements for the year ended 31st March 2021 (Contd.)

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

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.



Notes to Standalone Financial Statements for the year ended 31st March 2021 (Contd.)

9) LEASES

a) The Company as lessor

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

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

b) The Company as lessee

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

c) Lease Liability

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

Lease payments included in the measurement of the lease liability comprise:

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

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

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

The Company re-measures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- The lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the lease liability is re-measured by discounting the revised lease payments using a revised discount rate.
- A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is re-measured by discounting the revised lease payments using a revised discount rate.

d) Right of Use (ROU) Assets

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

Notes to Standalone Financial Statements for the year ended 31st March 2021 (Contd.)

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

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

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

The Company applies Ind AS 36- Impairment of Assets to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as per its accounting policy on 'property, plant and equipment'.

As a practical expedient, Ind AS 116 permits a lessee not to separate non-lease components when bifurcation of the payments is not available between the two components, and instead account for any lease and associated non-lease components as a single arrangement. The Company has used this practical expedient.

Extension and termination options are included in many of the leases. In determining the lease term the management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option.

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.

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



Notes to Standalone Financial Statements for the year ended 31st March 2021 (Contd.)

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.

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.

Notes to Standalone Financial Statements for the year ended 31st March 2021 (Contd.)

b) Other Long Term Employee Benefits

The liabilities for earned leaves that are not expected to be settled wholly within twelve months are measured as the present value (determined by actuarial valuation using the projected unit credit method) of the expected future payments to be made in respect of services provided by employees up to the end of the reporting period and recognised in books of accounts. The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. Re-measurements as the result of experience adjustment and changes in actuarial assumptions are recognized in 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 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.



Notes to Standalone Financial Statements for the year ended 31st March 2021 (Contd.)

- 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.

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

Notes to Standalone Financial Statements for the year ended 31st March 2021 (Contd.)

- 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 re-measurement recognized in other comprehensive income, except for impairment gains or losses and foreign exchange gains or losses. Interest calculated using the effective interest method is recognized in the 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 re-measurement 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.

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).



Notes to Standalone Financial Statements for the year ended 31st March 2021 (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 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.

Notes to Standalone Financial Statements for the year ended 31st March 2021 (Contd.)

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 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.



Notes to Standalone Financial Statements for the year ended 31st March 2021 (Contd.)

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.

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:

Notes to Standalone Financial Statements for the year ended 31st March 2021 (Contd.)

- 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) RECENT PRONOUNCEMENTS—

On March 24, 2021, the Ministry of Corporate Affairs ("MCA") through notification amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from April 1, 2021. Key amendments relating to Division II which relate to companies whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015 are:-

Balance Sheet:

- Lease liabilities should be separately disclosed under the head 'financial liabilities', duly distinguished as current or non-current.
- Certain additional disclosures in the statement of changes in equity such as changes in equity share capital due to prior period errors and restated balances at the beginning of the current reporting period.
- Specified format for disclosure of shareholding of promoters.
- Specified format for ageing schedule of trade receivables, trade payables, capital work-in-progress and intangible asset under development.
- If a company has not used funds for the specific purpose for which it was borrowed from banks and financial institutions, then disclosure of details of where it has been used.
- Current maturities of Long-term borrowings shall be disclosed separately under the heading Short Term Borrowing.
- Security Deposits to be shown under the head of Other Non Current Assets instead of Long term Loan & Advances.
- Specific disclosure under 'additional regulatory requirement' such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in name of company, loans and advances to promoters, directors, key managerial personnel (KMP) and related parties, details of benami property held etc.
- Ratios-Following Ratios to be disclosed: -
 - (a) Current Ratio, (b) Debt-Equity Ratio, (c) Debt Service Coverage Ratio, (d) Return on Equity Ratio, (e) Inventory turnover ratio, (f) Trade Receivables turnover ratio, (g) Trade payables turnover ratio, (h) Net capital turnover ratio, (i) Net profit ratio, (j) Return on Capital employed, (k) Return on investment.

Statement of profit and loss:

- Additional disclosures relating to Corporate Social Responsibility (CSR), undisclosed income and crypto or virtual currency specified under the head 'additional information' in the notes forming part of the standalone financial statements.

The amendments are extensive and the Company will evaluate the same to give effect to them as required by law.



Notes to Standalone Financial Statements for the year ended 31st March 2021 (Contd.)

2 PROPERTY, PLANT & EQUIPMENT AND INTANGIBLE ASSETS

Description	GROSS BLOCK			DEPRECIATION & AMORTISATION			NET BLOCK	
	As at 31-Mar-20	Adjustment to Opening Balance	Additions	Deductions/ Adjustments	As at 31-Mar-21	For the Year	As at 31-Mar-21	As at 31-Mar-20
(₹ in million)								
(A) Tangible Assets								
Land	681.98	-	4.23	(19.97)	666.24	-	666.24	681.98
Buildings	2,226.44	-	44.90	(1.19)	2,270.15	79.22	1,749.63	1,784.52
Plant and Machinery	5,003.22	-	332.21	(13.46)	5,321.97	316.26	3,159.75	3,149.47
Furniture and Fixtures	73.91	-	62.44	-	136.35	6.42	94.87	38.85
Vehicles	88.35	-	1.53	(1.28)	88.60	8.12	52.33	42.93
Office Equipment	49.00	-	4.82	-	53.82	4.91	16.32	16.41
Right of Use								
(a) Land	72.16	-	768.44	(53.40)	787.20	30.90	34.80	58.60
(b) Building	8.58	-	80.75	-	89.33	3.98	5.76	6.80
Total Tangible Assets	8,203.64	-	1,299.32	(89.30)	9,413.66	449.81	6,559.05	5,779.56
(B) Intangible Assets								
Computer Software	38.31	-	4.07	-	42.38	2.79	32.36	8.74
Total Intangible Assets	38.31	-	4.07	-	42.38	2.79	32.36	8.74
Total (A + B)	8,241.95	-	1,303.39	(89.30)	9,456.04	452.60	6,569.07	5,788.30
Capital Work in Progress							116.37	106.97

Notes to Standalone Financial Statements for the year ended 31st March 2021 (Contd.)

Description	GROSS BLOCK			DEPRECIATION & AMORTISATION			NET BLOCK	
	As at 01-04-2019	Adjustment to Opening Balance	Additions Deductions/ Adjustments	As at 01-04-2019	For the year	Deductions/ Adjustments	As at 31-03-2020	As at 31-03-2019
(A) Tangible Assets								
Land	699.82	-	-	17.84	-	-	681.98	699.82
Buildings	1,930.50	-	295.94	-	69.61	-	1,784.52	1,558.19
Plant and Machinery	4,372.52	-	670.17	39.47	273.68	19.56	3,149.47	2,772.89
Furniture and Fixtures	70.29	-	3.75	0.13	5.95	0.05	38.85	41.13
Vehicles	82.97	-	11.50	6.12	8.22	3.09	42.93	42.68
Office Equipment	47.20	-	2.02	0.22	4.90	0.16	16.41	19.35
Right of Use								
(a) Land	-	71.40	0.76	-	13.56	-	58.60	-
(b) Building	-	8.58	-	-	1.78	-	6.80	-
Total Tangible Assets	7,203.30	79.98	984.14	63.78	377.70	22.86	5,779.56	5,134.06
(B) Intangible Assets								
Computer Software	37.01	-	1.30	-	3.30	-	8.74	10.74
Total Intangible Assets	37.01	-	1.30	-	3.30	-	8.74	10.74
Total (A + B)	7,240.31	79.98	985.44	63.78	381.00	22.86	5,788.30	5,144.80

2.01 Property, plant & equipment include assets acquired on finance :

	As at 31-03-2021		As at 31-03-2020	
	Gross Block	Net Block	Gross Block	Net Block
-From Banks	23.27	16.30	14.90	9.96
-From Others	12.84	9.36	12.84	10.89

2.02 Refer Note 17.01 for security created on Land, Building and Property, Plant & Equipment.



Notes to Standalone Financial Statements for the year ended 31st March 2021 (Contd.)

3 NON-CURRENT FINANCIAL ASSETS - INVESTMENTS

Particulars	(₹ in million)	
	As at 31-Mar-21	As at 31-Mar-20
Investment (measured at cost)		
Investment in Joint Venture		
Unquoted (Fully paid up)		
Investment in partnership Firm in the nature of Joint Venture		
In Skipper Metzger LLP	96.40	95.20
Total	96.40	95.20

- 3.01 The Company had executed a Limited Liability Partnership Agreement with Metzgerplas Cooperative Agricultural Organization Ltd (an agriculture cooperative incorporated in Israel) dated 14th February 2018, to jointly carry out business activities in the field of micro-irrigation within the framework of joint-venture. Pursuant to this, an LLP was incorporated on 9th March, 2018, wherein the Company holds 50% partnership Interest.

4 NON-CURRENT FINANCIAL ASSETS - LOANS

Particulars	(₹ in million)	
	As at 31-Mar-21	As at 31-Mar-20
Security Deposits		
Unsecured, Considered Good	148.19	617.45
Total	148.19	617.45

5 NON-CURRENT FINANCIAL ASSETS - OTHERS

Particulars	(₹ in million)	
	As at 31-Mar-21	As at 31-Mar-20
Other Balances		
Balances with banks		
Deposits (Refer note 10.01)	50.05	-
Total	50.05	-

6 OTHER NON CURRENT ASSETS

Particulars	(₹ in million)	
	As at 31-Mar-21	As at 31-Mar-20
Capital Advance		
Unsecured, Considered Good	50.78	15.47
Other		
Unsecured, Considered Good		
Prepaid expenses	0.09	0.12
Total	50.87	15.59

Notes to Standalone Financial Statements for the year ended 31st March 2021 (Contd.)

7 INVENTORIES

	(₹ in million)	
Particulars	As at 31-Mar-21	As at 31-Mar-20
(As taken, valued and certified by the management)		
Raw Materials	2,088.97	1,573.31
Stores and Spare Parts	470.95	382.39
Work-In-Process	638.58	652.64
Finished Goods	2,741.22	2,253.27
Scrap and Waste	75.19	61.73
Total	6,014.91	4,923.34

8 CURRENT FINANCIAL ASSETS - TRADE RECEIVABLES

	(₹ in million)	
Particulars	As at 31-Mar-21	As at 31-Mar-20
Unsecured, Considered Good	4,742.24	4,403.20
Less: Allowances [^]	23.81	22.04
Total	4,718.43	4,381.16

[^] Represents provision on account of Expected Credit Loss [Refer note no. 52(C)]

9 CURRENT FINANCIAL ASSETS - CASH AND CASH EQUIVALENTS

	(₹ in million)	
Particulars	As at 31-Mar-21	As at 31-Mar-20
Cash on hand (as certified by the Management)	5.05	4.72
Balances with Scheduled Banks		
In Current Accounts	4.47	4.34
Total	9.52	9.06

10 CURRENT FINANCIAL ASSETS - BANK BALANCES OTHER THAN CASH & CASH EQUIVALENT

	(₹ in million)	
Particulars	As at 31-Mar-21	As at 31-Mar-20
Other Balances		
Balances with banks		
Deposits with more than 3 months initial maturity (Refer note 10.01)	253.15	119.13
In Unpaid Dividend Account	0.23	0.23
Total	253.38	119.36

10.01 Pledged against guarantees and letters of credit issued by banks.

11 CURRENT FINANCIAL ASSETS - LOANS

	(₹ in million)	
Particulars	As at 31-Mar-21	As at 31-Mar-20
Security Deposits		
Unsecured, Considered Good	29.35	38.49
Total	29.35	38.49



Notes to Standalone Financial Statements for the year ended 31st March 2021 (Contd.)

12 CURRENT FINANCIAL ASSETS - OTHERS

		(₹ in million)
Particulars	As at 31-Mar-21	As at 31-Mar-20
Accrued Interest on Fixed Deposit with Bank	2.76	0.71
Others		
Unsecured, Considered Good		
Gain on MTM of Forward Contract	5.07	-
Total	7.83	0.71

13 CONTRACT ASSETS

Particulars	As at 31-Mar-21	(₹ in million) As at 31-Mar-20
Contract Assets (refer note 13.01)	286.29	271.10
Total	286.29	271.10

13.01 Contract assets represent excess of revenue earned over billings on contracts.

14 OTHER CURRENT ASSETS

Particulars	(₹ in million)	
	As at 31-Mar-21	As at 31-Mar-20
Advances other than Capital Advances		
Unsecured, Considered Good		
Suppliers of Goods & Services	131.47	376.23
Other Advances		
Unsecured, Considered Good		
Balance with Government Authorities	519.72	264.44
Others	190.30	123.72
Total	841.49	764.39

15 EQUITY SHARE CAPITAL

Particulars	As at 31-Mar-21	(₹ in million) As at 31-Mar-20
Authorized		
410000000 (Previous Years: 410000000) Equity Shares of ₹ 1 each	410.00	410.00
	410.00	410.00
Issued, Subscribed and Paid Up		
102670212 (Previous Year: 102670212) Equity Shares of ₹ 1 each fully paid up.	102.67	102.67
Total	102.67	102.67

Notes to Standalone Financial Statements for the year ended 31st March 2021 (Contd.)

15.01 The Reconciliation of the number of shares outstanding is set out below:

Particulars	(₹ in million)	
	As at 31-Mar-21	As at 31-Mar-20
Equity Shares at the beginning of the year	102670212	102670212
Add: Equity Shares issued during the year	-	-
Equity Shares At the end of the year	102670212	102670212

15.02 Rights, Preferences and Restrictions attached to Equity Shares:

The Company has one class of equity shares having a par value of ₹ 1 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, 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.

15.03 Details of shareholders holding more than 5% shares :

Name of Shareholders	As at 31-Mar-21		As at 31-Mar-20	
	No of Shares	%	No of Shares	%
Mr. Sajan Kumar Bansal	21855339	21.29	21855339	21.29
Mrs. Meera Bansal	21769198	21.20	21769198	21.20
Skipper Plastics Limited	20050000	19.53	20050000	19.53

15.04 The Company does not have any Holding Company.

15.05 The Shareholders of the Company approved the Employee Stock Options Plan 2015 ("ESOP 2015") for issue of Option not exceeding 2000000 (Two million) options to its permanent employees (including a Director, whether whole time or not but excluding independent directors) of the Company, working in India. There were NIL outstanding options at the beginning and at the end of the year and no options were granted, cancelled/forfeited, exercised or expired during the year.

15.06 None of the securities are convertible into shares at the end of the reporting period.

15.07 The Company during the preceding 5 years –

- (a) Has not allotted shares pursuant to contracts without payment received in cash.
- (b) Has not issued shares by way of bonus shares.
- (c) Has not bought back any shares.

15.08 There are no calls unpaid by Directors / Officers.

15.09 The Company has not forfeited any shares

16 OTHER EQUITY

Particulars	(₹ in million)	
	As at 31-Mar-21	As at 31-Mar-20
Securities Premium Account	1,174.74	1,174.74
General Reserve	439.76	439.76
Surplus in the Statement of Profit and Loss	5,360.67	5,158.62
Other Comprehensive Income	-	-
Total	6,975.17	6,773.12



Notes to Standalone Financial Statements for the year ended 31st March 2021 (Contd.)

		(₹ in million)
Particulars	As at 31-Mar-21	As at 31-Mar-20
16.01 Securities Premium Account		
Balance at the beginning of the year	1,174.74	1,174.74
Balance at the end of the year	1,174.74	1,174.74
16.02 General Reserve		
Balance at the beginning of the year	439.76	439.76
Balance at the end of the year	439.76	439.76
16.03 Surplus in the Statement of Profit and Loss		
Balance at the beginning of the year	5,158.62	4,769.07
Adjustment on account of Transition to Ind AS 116 as on 01-04-2019	-	5.74
Add: Profit for the year	210.83	414.90
	-	
Less: Appropriations		
Proposed Dividend on Equity Shares	10.27	25.67
Corporate Tax on Dividend	-	5.27
Add: Transfer from OCI-Re-measurement	1.49	(0.15)
Balance at the end of the year	5,360.67	5,158.62
16.04 Other Comprehensive Income		
Items that will not be reclassified to profit or loss (Net of Income Tax Effect)		
Re-measurement of Defined Benefit Plans		
Balance at the beginning of the year	-	-
Add: Other Comprehensive Income for the year	1.49	(0.15)
	1.49	(0.15)
Less: Transfer to retained earning	(1.49)	0.15
Balance at the end of the year	-	-
Total	6,975.17	6,773.12

16.05 The description of the nature and purpose of each reserve within equity is as follows:

- 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.
- 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.

Notes to Standalone Financial Statements for the year ended 31st March 2021 (Contd.)

- (c) **Retained Earnings** : This reserve represents the cumulative profits of the Company and effects of re-measurement of defined benefit obligations. This reserve can be utilised in accordance with the provisions of the Companies Act 2013.
- (d) **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.

17 NON-CURRENT FINANCIAL LIABILITIES - BORROWINGS

(₹ in million)				
Particulars	As at 31-Mar-21		As at 31-Mar-20	
SECURED LOANS				
From Banks				
Rupee Term Loans	2,432.01		951.85	
Foreign Currency Term Loans From Banks	216.80		316.25	
	2,648.81		1,268.10	
Less: Current maturities of term loan	581.51	2,067.30	292.72	975.38
From Bodies Corporate				
Rupee Term Loan	374.84		460.01	
Less: Current maturities of loans	-	374.84	47.67	412.34
Hire purchase loans				
From Banks	11.41		6.73	
Less: Current maturities of loans	3.29	8.12	2.74	3.99
From Others	7.93		9.26	
Less: Current maturities of loans	1.47	6.46	1.33	7.93
UNSECURED LOANS				
Loans from Related Parties		106.62		169.25
Total		2,563.34		1,568.89



Notes to Standalone Financial Statements for the year ended 31st March 2021 (Contd.)

17.01 Secured Loans are covered as follows :

(₹ in million)

Particulars	Loan Amount		Security
	As at 31-Mar-21	As at 31-Mar-20	
Rupee term loan from banks	319.64	406.25	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.
Rupee term loan from banks	444.64	218.16	Secured by way of first pari-passu charge over all fixed assets, both present and future, of company's Uluberia unit, excluding specifically financed assets. These loans are further secured by second pari-passu charge on the current assets of the Company.
Foreign currency term loans from banks	193.40	259.06	These loans are also secured by personal guarantees of some of the directors of the Company.
Foreign currency term loans from banks	23.40	57.19	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. These are 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.
Rupee Term Loan from bodies corporate	-	87.57	Secured by way of first charge on movable fixed assets of company's Polymer units situated at Uluberia & Guwahati (Unit 1).
Rupee term loan from banks	293.66	327.44	Secured by way of first charge over all fixed assets, both present and future, of Guwahati (Unit 2). These are further secured by second pari-passu charge on the current assets of Guwahati (Unit 2).
Rupee Term Loan from bodies corporate	374.84	372.44	Secured by Bank Guarantees.
Rupee term loan from banks	693.01	NIL	Secured by way of first charge over all fixed assets of Test Station located at Bagnan, including land taken on lease from related parties. These are further secured by subservient charge on the current assets of the Company. These loans are also secured by personal guarantees of some of the directors of the Company and corporate guarantee from the Lessors of land.
Rupee term loan from banks	536.02	NIL	Secured by way of second charge on current assets of the company on pari-passu first basis with consortium members. These loans are also secured by second charge on fixed assets located at Jangalpur, Uluberia & Guwahati (Unit 1 & 2) Units.
Rupee term loan from banks	88.50	NIL	Secured by way of first charge over properties owned by related parties, personal guarantees of some of the directors of the Company and corporate guarantee from the related parties.
Rupee term loan from banks	56.54	NIL	Secured by way of first charge over properties owned by related parties.
Hire purchase loans from banks	11.41	6.73	Secured against hypothecation of respective fixed assets financed by banks.
Hire purchase loans from others	7.93	9.26	Secured against hypothecation of respective fixed assets financed by lenders.

Notes to Standalone Financial Statements for the year ended 31st March 2021 (Contd.)

17.02 Repayment schedule as on 31st March 2021 is as follows:

Year of Repayment	Rupee Loan from banks	Rupee Loan from bodies corporate	Foreign Currency Loan	Hire purchase loans from banks	(₹ in million)
					Hire purchase loans from others
2021-22	486.13	-	95.38	3.29	1.47
2022-23	542.69	374.84	75.00	2.96	3.64
2023-24	465.46	-	46.42	2.75	2.82
2024-25	309.23	-	-	1.83	-
2025-26	281.56	-	-	0.58	-
2026-27 and beyond	346.94	-	-	-	-
Total	2,432.01	374.84	216.80	11.41	7.93

17.03 Loans from related parties of ₹ 106.62 million (Previous Year: ₹ 169.25 million), being long term in nature, have not been considered in the above repayment schedule.

17.04 Interest Rates:

Particulars	As at 31-Mar-21		As at 31-Mar-20	
	Loan Amount (₹ in million)	Rate of Interest (%)	Loan Amount (₹ in million)	Rate of Interest (%)
Secured				
Rupee term loan from banks	2432.01	7.00 to 10.00	951.85	8.50 to 10.60
Foreign currency term loans from banks	216.80	3.50	316.25	4.43 to 4.50
Rupee term loan from bodies corporate	374.84	10.50	460.01	10.25 to 10.50
Hire purchase loans from Bank	11.41	8.10 to 9.35	6.73	8.90 to 10.24
Hire purchase loans from others	7.93	9.75 to 10.89	9.26	9.75 to 11.30
Unsecured				
Loans from Related Parties	106.62	9.00	169.25	9.00

18 NON-CURRENT FINANCIAL LIABILITIES - LEASE LIABILITIES

Particulars	(₹ in million)	
	As at 31-Mar-21	As at 31-Mar-20
Lease Liabilities	83.64	58.16
Total	83.64	58.16

19 NON-CURRENT PROVISIONS

Particulars	(₹ in million)	
	As at 31-Mar-21	As at 31-Mar-20
Provision for employee benefits		
Gratuity	52.58	50.82
Leave encashment	6.19	6.46
Others	-	-
Decommissioning Liability	-	0.30
Total	58.77	57.58



Notes to Standalone Financial Statements for the year ended 31st March 2021 (Contd.)

20 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 :

Particulars	(₹ in million)	
	As at 31-Mar-21	As at 31-Mar-20
Deferred tax liability :		
Property Plant Equipment (Refer Note 48)	654.02	623.71
Unamortised Processing Fees On Loan	11.53	2.53
Right of Use Assets	292.12	22.85
Security Deposit-Prepaid Rent	0.04	0.05
Forward Mark to Market	1.79	-
Total Deferred Tax Liability (A)	959.50	649.14
Less:		
Deferred Tax Assets :		
Employee's Separation and Retirement Expenses	21.49	20.52
Long Term Capital Loss Carried Forward	0.99	0.83
Deferred Revenue	21.99	5.30
Provision for allowances on account of Expected Credit Loss	8.32	7.70
Decommissioning Liability	-	0.10
Forward Mark to Market	-	47.38
Security Deposit - Fair Value	265.51	0.06
Lease Liability	33.55	24.78
Carry Forward of Deductions	179.74	211.95
MAT Credit Entitlement	104.98	41.89
Total Deferred Tax Assets (B)	636.57	360.51
Deferred Tax Liabilities (Net) (A-B)	322.93	288.63

The movement of major components of deferred tax provision/adjustment during the year ended 31st March 2021 is given below:

Particulars	(₹ in million)			
	As at 31-Mar-21	Recognised in Profit/ loss	Recognised in OCI	As at 31-Mar-20
Deferred tax liability :				
Property Plant Equipment (Refer Note 48)	654.02	30.31	-	623.71
Unamortised Processing Fees On Loan	11.53	9.00	-	2.53
Right of Use Assets	292.12	269.27	-	22.85
Security Deposit-Prepaid Rent	0.04	(0.01)	-	0.05
Forward Mark to Market	1.79	1.79	-	-
Total Deferred Tax Liability (A)	959.50	310.36	-	649.14
Deferred Tax Assets :				
Employee's Separation and Retirement Expenses	21.49	1.77	(0.80)	20.52
Long Term Capital Loss Carried Forward	0.99	0.16	-	0.83
Deferred Revenue	21.99	16.69	-	5.30
Provision for allowances on account of Expected Credit Loss	8.32	0.62	-	7.70
Decommissioning Liability	-	(0.10)	-	0.10
Forward Mark to Market	-	(47.38)	-	47.38
Security Deposit - Fair Value	265.51	265.45	-	0.06
Lease Liability	33.55	8.77	-	24.78
Carry Forward of Deductions/ losses	179.74	(32.21)	-	211.95
MAT Credit Entitlement	104.98	63.09	-	41.89
Total Deferred Tax Assets (B)	636.57	276.86	(0.80)	360.51
Deferred Tax Liabilities (Net) (A-B)	322.93	33.50	0.80	288.63

Notes to Standalone Financial Statements for the year ended 31st March 2021 (Contd.)

The movement of major components of deferred tax provision/adjustment during the year ended 31st March, 2020 is given below:

(₹ in million)				
Particulars	As at 31-Mar-20	Recognised in Profit/ loss	Recognised in OCI	As at 31-Mar-19
Deferred tax liability :				
Property Plant Equipment	623.71	18.70	-	605.01
Unamortised Processing Fees On Loan	2.53	2.53	-	-
Right of Use Assets	22.85	22.85	-	-
Security Deposit-Prepaid Rent	0.05	(0.33)	-	0.38
Total Deferred Tax Liability (A)	649.14	43.75	-	605.39
Deferred Tax Assets :				
Employee's Separation and Retirement Expenses	20.52	3.24	0.08	17.20
Long Term Capital Loss Carried Forward	0.83	0.83	-	-
Deferred Revenue	5.30	(0.69)	-	5.99
Provision for allowances on account of Expected Credit Loss	7.70	2.93	-	4.77
Unamortised Processing Fees On Loan	-	(3.02)	-	3.02
Decommissioning Liability	0.10	0.01	-	0.09
Rent Payable-Rent Straight lining	-	(2.01)	-	2.01
Forward Mark to Market	47.38	38.69	-	8.69
Security Deposit - Fair Value	0.06	(0.38)	-	0.44
Lease Liability	24.78	24.78	-	-
Carry Forward of Deductions	211.95	211.95	-	-
	41.89	41.89	-	-
Total Deferred Tax Assets (B)	360.51	318.22	0.08	42.21
Deferred Tax Liabilities (Net) (A-B)	288.63	(274.47)	(0.08)	563.18

21 OTHER NON-CURRENT LIABILITIES

(₹ in million)		
Particulars	As at 31-Mar-21	As at 31-Mar-20
Deferred Revenue (Refer note 27.01)	56.43	13.20
Total	56.43	13.20

22 CURRENT FINANCIAL LIABILITIES- BORROWINGS

(₹ in million)		
Particulars	As at 31-Mar-21	As at 31-Mar-20
SECURED LOANS		
Working Capital Facilities from Banks		
Cash Credit facilities including Packing Credit and Demand Loans*	936.36	2,388.32
Buyer's Credit from Banks		
For Operational Use	299.49	155.86
UNSECURED LOANS		
Intercompany Loans	-	80.00
Total	1,235.85	2,624.18

* Includes positive balance of ₹ 200.44 million (Previous Year: ₹ 309.15 million) in Cash Credit Account

22.01 Working Capital are secured by first charge on current assets and second charge on fixed assets of Jangalpur, Uluberia & Guwahati (Unit 1 & 2) and also by personal guarantees of some of the directors of the Company.



Notes to Standalone Financial Statements for the year ended 31st March 2021 (Contd.)

22.02 Interest on working Capital Facilities from banks carries interest ranging from 7.70% to 11.55% per annum; Packing Credit from Banks bears interest 1.20% per annum; Buyer's Credit from Banks bears interest between 0.47% to 2.91% per annum.

23 CURRENT FINANCIAL LIABILITIES- LEASE LIABILITIES

Particulars	(₹ in million)	
	As at 31-Mar-21	As at 31-Mar-20
Lease Liabilities	12.37	12.74
Total	12.37	12.74

24 CURRENT FINANCIAL LIABILITIES- TRADE PAYABLES

Particulars	(₹ in million)	
	As at 31-Mar-21	As at 31-Mar-20
Total Outstanding Dues of Micro Enterprises and Small Enterprises (Refer note 43)	31.10	31.68
Total Outstanding Dues of Creditor other than Micro enterprises and Small enterprises	6,542.15	3,712.21
Total	6,573.25	3,743.89

25 CURRENT FINANCIAL LIABILITIES - OTHERS

Particulars	(₹ in million)	
	As at 31-Mar-21	As at 31-Mar-20
Current maturities of Long-Term Debt including unsecured Loans	581.51	340.39
Current maturities of Hire Purchase Loans	4.76	4.07
Interest accrued but not due	2.79	23.94
Unpaid dividends	0.23	0.23
Liability for Capital Expenditure	96.59	457.46
MTM Loss on Forward Contract	-	135.58
Total	685.88	961.67

26 CONTRACT LIABILITIES

Particulars	(₹ in million)	
	As at 31-Mar-21	As at 31-Mar-20
Contract Liabilities (refer note 26.01)	246.02	720.80
Total	246.02	720.80

26.01 Contract liabilities represent consideration received from customers for whom there is pending obligation to transfer goods or services.

Notes to Standalone Financial Statements for the year ended 31st March 2021 (Contd.)

27 OTHER CURRENT LIABILITIES

	(₹ in million)	
Particulars	As at 31-Mar-21	As at 31-Mar-20
Deferred Revenue (Refer note 27.01)	6.49	1.97
Payable to Employees	114.04	90.53
Statutory dues	25.96	78.42
Other Payables	0.45	6.45
Total	146.94	177.37

27.01 Movement of Deferred Revenue (Current and Non-current)

	(₹ in million)	
Particulars	Year ended 31-Mar-21	Year ended 31-Mar-20
Opening Balance	15.17	17.15
Add: Received during the year	49.99	-
Less: Released to Statement of Profit & Loss	2.24	1.98
Closing Balance	62.92	15.17

28 CURRENT PROVISIONS

	(₹ in million)	
Particulars	As at 31-Mar-21	As at 31-Mar-20
Provision for employee benefits		
Gratuity	1.65	-
Leave encashment	1.06	1.45
Total	2.71	1.45

29 CURRENT TAX LIABILITIES (NET)

	(₹ in million)	
Particulars	As at 31-Mar-21	As at 31-Mar-20
Provision for Income Tax (Net of Advance Tax)	126.18	26.77
Total	126.18	26.77

30 REVENUE FROM OPERATIONS

	(₹ in million)	
Particulars	Year ended 31-Mar-21	Year ended 31-Mar-20
Sale of Goods	14,047.95	12,728.48
Income from Infrastructure Projects	1,663.52	1,116.41
	15,711.47	13,844.89
Other Operational Revenues		
Export Benefits	95.68	60.18
Government Grants	7.92	-
Total	15,815.07	13,905.07

30.01 Refer note 49 for disaggregated revenue informations.



Notes to Standalone Financial Statements for the year ended 31st March 2021 (Contd.)

30.02 Reconciliation of revenue from sale of products with the contracted price is given below

Particulars	Year ended 31-Mar-21	(₹ in million) Year ended 31-Mar-20
Contracted Price	15,834.71	13,978.47
Less: Trade discounts, volume rebates, etc.	123.24	133.58
Sale of Goods	15,711.47	13,844.89

31 OTHER INCOME

		(₹ in million)
Particulars	Year ended 31-Mar-21	Year ended 31-Mar-20
Interest Income		
On Bank Deposits	11.29	7.55
Others	8.79	-
Other non-operating income		
Profit on sale of Fixed Assets	12.24	9.95
Profit on termination of Lease	4.48	-
Miscellaneous Income	3.44	2.15
Total	40.24	19.65

32 COST OF MATERIALS CONSUMED

		(₹ in million)
Particulars	Year ended 31-Mar-21	Year ended 31-Mar-20
Cost of Materials (including conversion charges and procurement expenses)	10,777.41	8,451.26

32.01 Shortage/excess (if any) on physical verification have been adjusted in the consumption shown above.

33 CHANGES IN INVENTORIES OF FINISHED GOODS & WORK IN PROGRESS

Particulars	Year ended 31-Mar-21	(₹ in million) Year ended 31-Mar-20	
Opening Stock :			
Work-In-Process	652.64	913.41	
Finished Goods	2,253.27	2,391.61	
Scrap and Waste	61.73	2,967.64	3,403.52
Less:			
Closing Stock :			
Work-In-Process	638.58	652.64	
Finished Goods	2,741.22	2,253.27	
Scrap & Waste	75.19	3,454.99	2,967.64
(Increase)/Decrease in Stock	(487.35)		435.88

Notes to Standalone Financial Statements for the year ended 31st March 2021 (Contd.)

34 EMPLOYEE BENEFIT EXPENSES

Particulars	(₹ in million)	
	Year ended 31-Mar-21	Year ended 31-Mar-20
Salaries, Wages, Bonus and Allowances	686.80	686.21
		-
Contribution to Provident and Other Funds	55.49	49.74
Workmen and Staff Welfare Expenses	16.57	11.25
Total	758.86	747.20

35 FINANCE COSTS

Particulars	(₹ in million)	
	Year ended 31-Mar-21	Year ended 31-Mar-20
Interest	594.84	743.12
Lease Interest	4.08	7.58
Exchange differences regarded as an adjustment to borrowing costs	25.34	38.14
Other Borrowing Costs	99.30	58.75
Total	723.56	847.59

36 OTHER EXPENSES

Particulars	(₹ in million)	
	Year ended 31-Mar-21	Year ended 31-Mar-20
Consumption of Stores and Spare Parts	701.03	687.61
Power and Fuels	409.77	453.14
Labour Charges & Project Expenses	1,266.94	810.23
Repairs & Maintenance		
-Plant & Machinery	93.67	63.70
-Building	28.49	16.75
-Others	63.54	43.12
Rent and Hire Charges	56.40	33.33
Rates and Taxes	58.12	20.80
Insurance	26.41	23.83
Electricity Charges	3.66	4.33
Travelling and Conveyance Expenses	77.47	105.91
Communication Expenses	5.38	6.32
Bank Charges	15.22	6.08
Freight, Packing and Handling Expenses (net)	185.90	120.60
Legal and Professional Expenses	91.24	28.23
Security Service Expenses	41.81	34.87
Advertisement and Sales Promotion Expenses	140.29	61.92
Commission	50.39	13.53
Derivative Instruments (Gain)/Loss	(190.62)	129.34
(Gain)/loss on exchange fluctuation	(88.45)	25.79
Loss on sale of Fixed Assets	-	-
Irrecoverable Debts/Advances Written Off (net)	2.33	1.95
Provision for allowances under expected credit loss [Refer note 52(C)]	1.77	8.40
Charity and Donations	0.15	0.27
Corporate Social Responsibility	19.30	27.51
Auditors' Remuneration (Refer note 36.01)	2.61	2.45
Miscellaneous Expenses (Refer note 36.02)	266.22	149.46
Total	3,329.04	2,879.47



Notes to Standalone Financial Statements for the year ended 31st March 2021 (Contd.)

36.01 Auditors' Remuneration includes:

		(₹ in million)
Particulars	Year ended 31-Mar-21	Year ended 31-Mar-20
(a) Statutory Auditors		
Audit Fees	1.40	1.40
Reimbursement of out-of-pocket expenses	-	-
Certification & Other Services (incl. Limited Review Fees)	1.11	0.98
Total (a)	2.51	2.38
(b) Cost Auditors		
Audit Fees	0.07	0.07
Reimbursement of out-of-pocket expenses	-	-
Certification	0.03	-
Total (b)	0.10	0.07
Total (a+b)	2.61	2.45

36.02 Miscellaneous expenses includes:

		(₹ in million)
Particulars	Year ended 31-Mar-21	Year ended 31-Mar-20
Sitting Fee to Directors	0.99	0.85
Total	0.99	0.85

37 TAX EXPENSES

		(₹ in million)
Particulars	Year ended 31-Mar-21	Year ended 31-Mar-20
Current Tax	63.09	41.89
MAT Credit entitlement for current year	(63.09)	(41.89)
Tax adjustments for earlier years	(6.23)	-
Deferred Tax	96.59	(232.58)
Total	90.36	(232.58)

37.01 Reconciliation of estimated income tax expenses at Indian statutory income tax rates to income tax expenses reported in statement of profit and loss:

		(₹ in million)
Particulars	Year ended 31-Mar-21	Year ended 31-Mar-20
Income before taxes	301.19	182.32
Applicable Tax Rate	34.94%	34.94%
Estimated Income Tax Expense	105.25	63.71
Tax Effect of adjustments to reconcile expected income tax expense to reported income tax expense:		
Effect of non deductible expenses	6.77	9.71
Effect of allowances for tax purpose	-	(103.49)
Effect of tax rate change considered	(20.21)	(203.08)
Others	4.78	0.57
Tax Expense in Statement of Profit and Loss (Refer note 37.02)	96.59	(232.58)
Effective Tax Rate	32.07%	-

37.02 Tax Expense in Statement of Profit and Loss is excluding Tax adjustment and MAT Credit for earlier years.

Notes to Standalone Financial Statements for the year ended 31st March 2021 (Contd.)

38 OTHER COMPREHENSIVE INCOME

Particulars	(₹ in million)	
	Year ended 31-Mar-21	Year ended 31-Mar-20
Items that will not be reclassified to profit or loss :		
Re-measurement of defined benefit plans	2.29	(0.23)
	2.29	(0.23)
Income tax relating to items that will not be reclassified to profit or loss :		
Re-measurement of defined benefit plans	(0.80)	0.08
	(0.80)	0.08
Total	1.49	(0.15)

39 CONTINGENT LIABILITIES NOT PROVIDED IN RESPECT OF

39.01 Claims against the Company not acknowledged as debt, disputed taxes/ duties are as follows:- (₹ in million)

Nature of Contingent Liability	Authorities before which matter is pending and year of dispute	As at 31-Mar-21	As at 31-Mar-20
Demand notices issued by Central Excise Department	The matter is pending with Commissioner(A) / CESTAT. (Related to year: 2005-06, 2007-08, 2009-10 to 2012-13 & 2017-18) [Paid ₹ 10.39 million (Previous Year: ₹ 10.39 million)]	61.32	60.47
Demand notices issued by Service Tax Department	The matter is pending with Commissioner(A) / CESTAT (Related to year: 2007-08, 2009-10 to 2012-13) [Paid ₹ 0.73 million (Previous Year: ₹ 0.73 million)]	33.89	33.89
Demand notices issued by Directorate of Revenue Intelligence	The matter is pending with DRI (Related year: 2015-16) [Paid ₹ 0.95 million (Previous Year: ₹ 0.95)]	25.58	25.58
CST Demand issued by Assessing Authority	The matter is pending with Joint Commissioner- Commercial Taxes /Senior Joint Commissioner/ WB Commercial Taxes Appellate & Revisional Board (Related to year: 2006-07, 2016-17 & 2017-18) [Paid ₹ 1.15 million (Previous Year: ₹ 1.95 million)]	11.84	36.17
GST Demand issued by Assessing Authority	The matter is pending with Commissioner SGST & CX (Related to year: 2018-19) [Paid ₹ 0.30 million (Previous Year: ₹ 0.30 million)]	0.30	0.30



Notes to Standalone Financial Statements for the year ended 31st March 2021 (Contd.)

Nature of Contingent Liability	Authorities before which matter is pending and year of dispute	As at 31-Mar-21	As at 31-Mar-20
Sales Tax/VAT demands issued by Assessing Authority	The matter is pending with Senior Joint Commissioner/ Additional Commissioner-Commercial Taxes/ WB Commercial Taxes Appellate & Revisional Board (Related to year: 2009-10, 2017-18) [Paid ₹ 0.01 million (Previous Year: ₹ 0.46 million)]	50.30	79.52
Income Tax demands issued by Assessing Authority	The matter is pending with CIT (Appeals) (Related to assessment year: 2018-19) [Paid ₹ 9.67 million (Previous Year: ₹ NIL)]	9.67	9.67

39.02 The Company does not expect any reimbursements in respect of the above contingent liability.

39.03 It is not practicable to estimate the timing of cash outflows, if any, in respect of matters at pending resolution of the appellate proceedings.

39.04 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 amounting to ₹ 139.36 million (Previous year: ₹ 139.36 million).

40 Estimated amount of contracts pending execution on capital account net of advances of ₹ 50.78 million (Previous Years: ₹ 15.47 million) and not provided for is ₹ 56.33 million (Previous Years: ₹ 112.66 million).

41 The Company has given Corporate Guarantee of ₹ 480.00 million (Previous Years: ₹ 480.00 million) to a Bank for arranging credit facility for its Joint Venture and has received a Bank Guarantee from its Joint Venture Partner for ₹ 150.00 million (Previous Years: NIL) as collateral. Borrowings outstanding in the books of account of the Joint Venture from this credit facility is ₹ 296.96 million (Previous Years: ₹ 177.82 million).

Notes to Standalone Financial Statements for the year ended 31st March 2021 (Contd.)

- 42** 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-Mar-21	Year ended 31-Mar-20
(a) Gross amount required to be spent by the Company during the year		19.27	27.41
(b) Related Party Transaction as per Ind AS 24 in relation to CSR activities (Refer note 50)		16.54	24.30

	Amount Paid	Amount yet to be paid	Amount Paid	Amount yet to be paid
(i) Construction/ acquisition of any asset	-	-	-	-
(ii) Purposes other than (i) above	19.30	-	27.51	-
Total	19.30	-	27.51	-

- 43** The information regarding amounts due to creditors registered under the Micro, Small and Medium Enterprises Development Act, 2006, has been given to the extent available with the Company. The required disclosures of outstanding dues of micro, small & medium enterprises are as under:

		(₹ in million)	
Particulars		As at 31-Mar-21	As at 31-Mar-20
(a) Principal amount remaining unpaid as at 31st March		31.10	31.68
(b) Interest amount remaining unpaid as at 31st March		0.04	0.15
(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

44 EMPLOYEE BENEFITS

Disclosure pursuant to Indian Accounting Standard (Ind AS) 19 - Employee Benefits are as under :

(A) Defined Contribution Plan :

The amount recognised as an expenses for the Defined Contribution Plans are as under :

		(₹ in million)	
Particulars		Year ended 31-Mar-21	Year ended 31-Mar-20
Contribution to Provident and other funds:			
Employer's Contribution to Provident Fund		11.89	9.71
Employer's Contribution to Pension Scheme		21.39	18.03
Employees Deposit Linked Insurance		1.31	1.14
Workmen and Staff Welfare Fund:			
Employees State Insurance Corporation		7.01	7.86
Labour Welfare Fund		0.14	0.13
Total		41.74	36.87



Notes to Standalone Financial Statements for the year ended 31st March 2021 (Contd.)

(B) Defined Benefit Plan :

Post employment and other long term employee benefits in the form of gratuity and leave encashment are considered as defined benefit obligation. The employees' gratuity fund scheme managed by Life Insurance Corporation of India is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. Under the PUC method a "projected accrued benefit" is calculated at the beginning of the year and again at the end of the year for each benefit that will accrue for all active members of the Plan. The "projected accrued benefit" is based on the Plan's accrual formula and upon service as of the beginning or end of the year, but using a member's final compensation, projected to the age at which the employee is assumed to leave active service. The Plan liability is the actuarial present value of the "projected accrued benefits" as of the beginning of the year for active members.

Liability for leave payable at the time of retirement has been recognized on actuarial basis.

The defined benefit obligation calculated as on 31st March, 2021 is based on the existing salary definition (Basic + DA) and the impact of the new definition of Wages under the proposed Code on Wages, 2019 issued by the Government of India has not been considered since the applicable date for Code of Wages has not yet been notified by the Government.

Risk Exposure:

Defined Benefit Plans expose the Company to actuarial risks such as: Interest Rate Risk, Salary Risk, Demographic Risk and Regulatory risk.

- 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.
- Salary risk** : Higher than expected increases in salary will increase the defined benefit obligation.
- 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.
- 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 summarises the components of net benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the Post-retirement benefit plans.

		(₹ in million)	
Particulars		2020-2021	2019-2020
(i)	Reconciliation of opening and closing balances of Defined Benefit obligation		
	Defined benefit obligation at beginning of the year	59.72	54.25
	Current service cost	8.94	8.64
	Interest cost	3.82	3.85
	Actuarial (gain)/loss - experience	(3.86)	(4.19)
	Actuarial (gain)/loss - financial assumptions	(0.55)	4.36
	Benefits paid directly by the Company	(2.39)	(0.18)
	Benefits paid from plan assets	(3.15)	(7.01)
	Defined benefit obligation at year end	62.53	59.72

Notes to Standalone Financial Statements for the year ended 31st March 2021 (Contd.)

		(₹ in million)
Particulars	2020-2021	2019-2020
(ii) Reconciliation of opening and closing balances of fair value of plan assets		
Fair value of plan assets at beginning of the year	8.89	13.15
Interest Income on plan assets	0.56	0.81
Employer's Contribution	2.00	2.00
Return on plan assets greater/ (Less) than discount rate	-	(0.06)
Benefits paid	(3.15)	(7.01)
Fair value of plan assets at year end	8.30	8.89
(iii) Reconciliation of fair value of assets and obligations		
Fair value of plan assets as at 31st March	8.30	8.89
Present value of obligation as at 31st March	62.53	59.72
Net asset/(liability) recognized in Balance Sheet	(54.23)	(50.83)
(iv) Expenses recognized during the year		
Current service cost	8.94	8.64
Interest cost	3.26	3.04
Actuarial (gain)/loss - experience	(3.86)	(4.19)
Actuarial (gain)/loss - financial assumptions	(0.55)	4.36
Return on plan assets greater/ (Less) than discount rate	-	0.06
Amount charged to statement of Profit & Loss	7.79	11.91
(v) Re-measurements recognised in Other Comprehensive Income (OCI)		
Actuarial (gain)/loss - experience	(3.86)	(4.19)
Actuarial (gain)/loss - financial assumptions	(0.55)	4.36
Return on plan assets greater/ (Less) than discount rate	-	0.06
Amount recognised in Other Comprehensive Income (OCI)	(4.41)	0.23
(vi) Maturity Profile of Defined Benefit obligation for the year ending:		
31st March, 2021	-	9.94
31st March, 2022	10.29	4.48
31st March, 2023	6.03	6.53
31st March, 2024	5.02	5.36
31st March, 2025	7.28	8.24
31st March, 2026	7.16	-
31st March, 2026 to 31st March, 2030	-	41.23
31st March, 2027 to 31st March, 2031	44.81	-
(vii) Sensitivity analysis for significant assumptions : #		
Increase/ (Decrease) on present value of defined benefits obligation at the end of the year		
1% increase in discount rate	(5.02)	(4.81)
1% decrease in discount rate	5.93	5.69
1% increase in salary escalation rate	5.98	5.63
1% decrease in salary escalation rate	(5.14)	(4.83)
1% increase in withdrawal rate	1.34	1.70
1% decrease in withdrawal rate	(1.55)	(2.36)



Notes to Standalone Financial Statements for the year ended 31st March 2021 (Contd.)

		(₹ in million)	
Particulars	2020-2021	2019-2020	
(viii) Major Categories of Plan Assets			
L.I.C. Group Gratuity (Cash Accumulation Policy)-% of invested funds	100	100	
(ix) Actuarial assumptions:			
Mortality table (L.I.C.)	Indian Assured Lives Mortality (2006 - 08) Ult	Indian Assured Lives Mortality (2006 - 08) (modified) Ult	
Discount rate (per annum)	6.80%	6.70%	
Expected rate of return on plan assets (per annum)	6.80%	6.70%	
Turnover rate	1% to 8%	1% to 8%	
Rate of escalation in salary (per annum)	4.00%	4.00%	
Retirement Age	60 years	60 years	
(x) Weighted Average Duration of Defined Benefit Obligation	10 Yrs.	10 Yrs.	
(xi) Expected Contribution during next year	9.66	8.95	

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.

45 OPERATING LEASE

45.01 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. 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-Mar-21	Year ended 31-Mar-20	
Minimum lease payments recognised in the statement of profit and loss during the year included under the head "Rent and Hire Charges"	22.89	23.28	
On cancellable leases	22.89	23.28	

45.02 **Future Minimum Lease Payments**

As at 31st March, there are no non-cancellable operating leases. Hence future minimum lease payments are NIL (previous year NIL).

45.03 The operating cash flow for the year ended March 31, 2021 has increased by ₹ 11.70 million (Previous Year: ₹ 17.42 million) and the financing cash flow has decreased by ₹ 11.70 million (Previous Year: ₹ 17.42 million) as repayment of lease liabilities and related interest has been classified as cash flow from financing activities.

Notes to Standalone Financial Statements for the year ended 31st March 2021 (Contd.)

46 EARNINGS PER SHARE (EPS)

The following reflects the profit and share data used in the basic and diluted EPS computation

Particulars		Year ended 31-Mar-21	Year ended 31-Mar-20
Profit After Taxation as per Statement of Profit & Loss (a)		210.83	414.90
-[In ₹ million]			
Weighted-average Number of Equity Shares for computing basic EPS (b)		102,670,212	102,670,212
Add: Dilutive Impact of Employee Stock Options Plan-[In ₹ million] (c)		-	-
Weighted-average Number of Equity Shares for computing diluted EPS (d=b+c)		102,670,212	102,670,212
Basic EPS -[In ₹] (a/b)		2.05	4.04
Diluted EPS -[In ₹] (a/d)		2.05	4.04

47 EVENT OCCURRING AFTER BALANCE SHEET

For the year ended 31st March, 2021, the Board of Directors of the Company has recommended dividend of ₹ 0.10 per equity share (Previous Year: ₹ 0.10 per equity share) subject to approval of shareholders in the ensuing AGM.

48 INCOME TAX

The Taxation Laws (Amendment) Act 2019 ('the Act'), was passed whereby existing domestic companies were given the option to compute income-tax at a lower rate of 22% (plus applicable surcharge and cess) under section 115BAA of the Income Tax Act, 1961 instead of the existing rate of 30% (plus applicable surcharge and cess). However, a domestic company can avail such lower tax rate only if it forgoes various deductions, exemptions or incentives specified in this behalf in the Act. The aforementioned option can be availed at the option of the domestic company for any previous year relevant to the assessment year beginning on or after the 1st day of April, 2020. There is no time limit to choose the option of lower tax rate under section 115BBA, however, once chosen it is irreversible.

The Company has made an assessment of the impact of The Taxation Laws (Amendment) Act 2019 ('the Act') and decided to continue with the existing tax structure until the utilisation of MAT credit entitlement, tax incentives and deductions available to the Company. In compliance with the accounting standards, the Company is calculating the deferred tax liabilities at existing tax rate of 30% on liabilities and assets which are expected to cease by the date of transition and at lower tax rate u/s 115BAA of Income Tax Act on liabilities and assets which are expected to remain post-transition date. The tax expense reported in the financial statement includes the said effect.



49 SEGMENT REPORTING

Reportable Segments		Year ended 31-Mar-21			Year ended 31-Mar-20				
		Engineering Products	Polymer Products	Infrastructure Projects	Total	Engineering Products	Polymer Products	Infrastructure Projects	Total
(a)	Segment Revenue -Gross								
	Revenue From Operation (Gross)	11,986.19	2,165.36	1,663.52	15,815.07	11,425.49	1,363.17	1,116.41	13,905.07
(b)	Segment Results								
	Unallocated Corporate income / (expenses) (net of expense / income)	1,103.66	34.32	34.69	1,172.67 (168.00)	1,174.99	(2.67)	38.14	1,210.46 (188.10)
	Operating Profit								
	Interest Expenses				1,004.67				1,022.36
	Interest Income				723.56				847.59
	Profit Before Tax				20.08				7.55
	Less: Taxes				301.19				182.32
Profit After Tax				90.36				(232.58)	
				210.83				414.90	

Reportable Segments	As at 31-Mar-21		As at 31-Mar-20		Year ended 31-Mar-21		Year ended 31-Mar-20	
	Segment Assets	Segment Liabilities	Segment Assets	Segment Liabilities	Capital Expenditure	Depreciation & Amortisation	Capital Expenditure	Depreciation & Amortisation
Engineering Products	14,776.18	5,845.41	13,265.68	4,023.71	1022.16	345.78	937.73	275.10
Polymer Products	2,308.68	561.18	2,297.75	552.84	103.12	78.89	51.93	81.51
Infrastructure Projects	1,404.36	704.07	1,136.61	745.89	41.33	14.39	6.67	12.66
Unallocated	702.93	615.40	431.08	382.64	146.18	13.54	11.59	11.73
Total	19,192.15	7,726.06	17,131.12	5,705.08	1,312.79	452.60	1,007.92	381.00

Geographical Segment
The Company operates in Geographical Segment as given below:

Reportable Segments	Revenue from Operations			Non-Current Assets @	
	Year ended		As at		As at
	31-Mar-21	31-Mar-20	31-Mar-21	31-Mar-20	
Within India	12,308.93	12,416.96	7,030.95		6,623.51
Outside India	3,506.14	1,488.11	-		-
Total	15,815.07	13,905.07	7,030.95		6,623.51
Non-current assets exclude financial instruments, deferred tax assets and employee benefit assets.					

Non-current assets exclude financial instruments, deferred tax assets and employee benefit assets.

Notes to Standalone Financial Statements for the year ended 31st March 2021 (Contd.)

(C) Information about major customers

Total amount of revenues from customers (each exceeding 10% of total revenues of the Company) is ₹ 4,232.01 million (Previous Year: ₹ 1,823.64 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.

		(₹ in million)
(E) Based on Timing of Revenue	Year ended 31-Mar-21	Year ended 31-Mar-20
	At a Point in Time	14,151.55
	Over Time	1,663.52
	Total	15,815.07

- (F) Performance obligation at a point in time: Upon delivery/shipment as per the terms of contract.
- (G) The contracts do not have any financing component.



Notes to Standalone Financial Statements for the year ended 31st March 2021 (Contd.)

50 RELATED PARTY DISCLOSURES

A. List of the related parties and relatives with whom transactions have taken place.

(1) Key Management Personnels.

(a) Mr. Sajan Kumar Bansal	-Managing Director
(b) Mr. Sharan Bansal	-Whole Time Director
(c) Mr. Devesh Bansal	-Whole Time Director
(d) Mr. Siddharth Bansal	-Whole Time Director
(e) Mr. Amit Kiran Deb	-Independent Director
(f) Mr. Joginder Pal Dua	-Independent Director
(g) Mrs. Mamta Binani	-Independent Director
(h) Mr. Ashok Bhandari	-Independent Director
(i) Mr. Yash Pall Jain	-Whole Time Director
(j) Mr. Pramod Kumar Shah	-Independent Director

(2) Parties where key managerial personnel along with their relatives have significant influence.

(a) Skipper Realities 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
(n) S. K Bansal Family Trust
(o) S. K Bansal Unity Trust
(p) S. K Bansal Heritage Trust
(q) S. K Bansal Legacy Trust

(3) Relatives of key managerial personnel

(a) Mrs. Meera Bansal	-Wife of Mr. Sajan Kumar Bansal
(b) Mrs. Sumedha Bansal	-Wife of Mr. Sharan Bansal
(c) Mrs. Reshu Bansal	-Wife of Mr. Devesh Bansal
(d) Mrs. Shruti M Bansal	-Wife of Mr. Siddharth Bansal

(4) Other related parties (Joint Ventures)

(a) Skipper-Metzer India LLP

Notes to Standalone Financial Statements for the year ended 31st March 2021 (Contd.)

B. The following transactions were carried out with the related parties in the ordinary course of business :

(₹ in million)								
Particulars	2020-21 In relation to item				2019-20 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. Sajjan Kumar Bansal	14.40	-	-	-	14.40	-	-	-
Mr. Sharan Bansal	12.00	-	-	-	12.00	-	-	-
Mr. Devesh Bansal	12.00	-	-	-	12.00	-	-	-
Mr. Siddharth Bansal	12.00	-	-	-	12.00	-	-	-
Mr. Yash Pall Jain	4.50	-	-	-	4.50	-	-	-
(b) Rent Paid/Provided								
Mr. Sajjan Kumar Bansal	0.36	-	-	-	0.36	-	-	-
Skipper Realities Limited	-	3.47	-	-	-	4.05	-	-
Suviksit Investments Limited	-	0.90	-	-	-	0.90	-	-
Skipper Polypipes Private Limited	-	0.01	-	-	-	2.08	-	-
Skipper Telelink Limited	-	0.04	-	-	-	3.24	-	-
Skipper Plastics Limited	-	1.50	-	-	-	-	-	-
Mrs. Sumedha Bansal	-	-	0.31	-	-	-	0.31	-
(c) Interest Paid/Provided								
Mr. Sajjan Kumar Bansal	9.14	-	-	-	10.90	-	-	-
Mr. Sharan Bansal	1.43	-	-	-	1.23	-	-	-
Mr. Devesh Bansal	0.89	-	-	-	1.12	-	-	-
Mr. Siddharth Bansal	1.40	-	-	-	1.38	-	-	-
Skipper Plastics Limited	-	0.52	-	-	-	6.52	-	-
Ventex Trade Private Limited	-	0.06	-	-	-	1.23	-	-
(d) Sitting Fees paid/provided								
Mr. Amit Kiran Deb	0.28	-	-	-	0.21	-	-	-
Mr. Joginder Pal Dua	0.16	-	-	-	0.22	-	-	-
Mrs. Mamta Binani	0.17	-	-	-	0.13	-	-	-
Mr. Ashok Bhandari	0.25	-	-	-	0.16	-	-	-
Mr. Pramod Kumar Shah	0.14	-	-	-	0.14	-	-	-
(e) Donation given for CSR Purpose								
Sheo Bai Bansal Charitable Trust	-	3.80	-	-	-	1.70	-	-
Skipper Foundation	-	12.74	-	-	-	22.60	-	-
(f) Loan taken								
Mr. Sajjan Kumar Bansal	38.85	-	-	-	226.43	-	-	-
Mr. Sharan Bansal	4.20	-	-	-	19.60	-	-	-
Mr. Devesh Bansal	4.58	-	-	-	19.00	-	-	-
Mr. Siddharth Bansal	1.55	-	-	-	20.50	-	-	-
Skipper Plastics Limited	-	42.40	-	-	-	49.90	-	-
Ventex Trade Private Limited	-	-	-	-	-	81.60	-	-
(g) Loan Refunded								
Mr. Sajjan Kumar Bansal	100.10	-	-	-	119.15	-	-	-
Mr. Sharan Bansal	6.80	-	-	-	5.10	-	-	-
Mr. Devesh Bansal	9.50	-	-	-	5.80	-	-	-
Mr. Siddharth Bansal	4.70	-	-	-	4.80	-	-	-
Skipper Plastics Limited	-	32.90	-	-	-	326.40	-	-
Ventex Trade Private Limited	-	0.20	-	-	-	100.90	-	-



Notes to Standalone Financial Statements for the year ended 31st March 2021 (Contd.)

(₹ in million)

Particulars	2020-21 In relation to item				2019-20 In relation to item			
	A(1)	A(2)	A(3)	A(4)	A(1)	A(2)	A(3)	A(4)
(h) Investments made								
Skipper-Metzer India LLP	-	-	-	-	-	-	-	5.17
(i) Sales of Goods								
Skipper-Metzer India LLP	-	-	-	-	-	-	-	1.46
Skipper Realities Limited	-	-	-	-	-	27.77	-	-
(j) Payment received against sale of goods								
Skipper-Metzer India LLP	-	-	-	-	-	-	-	5.40
Skipper Realities Limited	-	-	-	-	-	27.77	-	-
(k) Sale of Assets								
S. K Bansal Family Trust	-	-	-	-	-	14.39	-	-
S. K Bansal Unity Trust	-	-	-	-	-	14.39	-	-
S. K Bansal Heritage Trust	-	15.89	-	-	-	-	-	-
S. K Bansal Legacy Trust	-	15.89	-	-	-	-	-	-
(l) Payment received against sale of Assets								
Skipper-Metzer India LLP	-	-	-	-	-	-	-	12.65
S. K Bansal Family Trust	-	-	-	-	-	14.39	-	-
S. K Bansal Unity Trust	-	-	-	-	-	14.39	-	-
S. K Bansal Heritage Trust	-	15.89	-	-	-	-	-	-
S. K Bansal Legacy Trust	-	15.89	-	-	-	-	-	-
(m) Amount paid on behalf of related party and Reimbursement received								
Skipper-Metzer India LLP	-	-	-	-	-	-	-	0.67
(n) Security Deposit Paid								
Skipper Polypipes Pvt Ltd	-	1.80	-	-	-	155.00	-	-
Skipper Realities Ltd.	-	287.00	-	-	-	-	-	-
Skipper Telelink Limited	-	1.50	-	-	-	462.10	-	-
(o) Amount received against assignment of Trade Receivable (Net of Charges)								
Skipper Plastics Limited	-	188.65	-	-	-	257.50	-	-
Ventex Trade Private Limited	-	96.70	-	-	-	349.60	-	-
(p) Assignment Charges Paid (Gross)								
Skipper Plastics Limited	-	14.20	-	-	-	19.38	-	-
Ventex Trade Private Limited	-	7.28	-	-	-	26.31	-	-
(q) Purchase of Assets								
Skipper Realities Limited	-	1.20	-	-	-	147.83	-	-
Skipper Plastics Limited	-	15.20	-	-	-	-	-	-
(r) Paid against Purchase of Assets								
Skipper Realities Limited	-	114.97	-	-	-	34.06	-	-
Skipper Plastics Limited	-	15.20	-	-	-	-	-	-

Notes to Standalone Financial Statements for the year ended 31st March 2021 (Contd.)

(₹ in million)

Particulars	2020-21 In relation to item				2019-20 In relation to item			
	A(1)	A(2)	A(3)	A(4)	A(1)	A(2)	A(3)	A(4)
(s) Assignment of Trade Receivable								
Ventex Trade Private Limited	-	216.45	-	-	-	-	-	-
(t) Amount received against assignment of Trade Receivable								
Ventex Trade Private Limited	-	109.69	-	-	-	-	-	-
(u) Interest Received (Net of TDS) against Trade Receivable								
Ventex Trade Private Limited	-	3.01	-	-	-	-	-	-
(v) Expenses Paid								
Ventex Trade Private Limited	-	0.27	-	-	-	-	-	-
(w) Purchase of Goods								
Skipper-Metzer India LLP	-	-	-	1.08	-	-	-	-
(x) Advance given to supplier								
Skipper-Metzer India LLP	-	-	-	10.00	-	-	-	37.33
(y) Amount Refunded back by Supplier								
Skipper-Metzer India LLP	-	-	-	31.83	-	-	-	15.50
(z) Corporate Guarantee given								
Skipper-Metzer India LLP	-	-	-	-	-	-	-	480.00
(aa) Commission on Corporate Guarantee given (Net)								
Skipper-Metzer India LLP	-	-	-	1.20	-	-	-	0.60

C. Balance Outstanding as at the balance sheet date

(₹ in million)

Particulars	2020-21 In relation to item				2019-20 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. Sajjan Kumar Bansal	62.17	-	-	-	123.42	-	-	-
Mr. Sharan Bansal	11.90	-	-	-	14.50	-	-	-
Mr. Devesh Bansal	8.28	-	-	-	13.20	-	-	-
Mr. Siddharth Bansal	12.55	-	-	-	15.70	-	-	-
Skipper Plastics Limited	-	11.25	-	-	-	1.75	-	-
Ventex Trade Private Limited	-	0.48	-	-	-	0.68	-	-
(b) Remuneration (Net of TDS)-"Other Current Liabilities"								
Mr. Sajjan Kumar Bansal	0.65	-	-	-	0.80	-	-	-
Mr. Sharan Bansal	0.60	-	-	-	0.67	-	-	-
Mr. Devesh Bansal	0.55	-	-	-	0.67	-	-	-
Mr. Siddharth Bansal	0.35	-	-	-	0.67	-	-	-
Mr. Yash Pall Jain	0.24	-	-	-	0.24	-	-	-



Notes to Standalone Financial Statements for the year ended 31st March 2021 (Contd.)

		(₹ in million)							
Particulars	2020-21 In relation to item				2019-20 In relation to item				
	A(1)	A(2)	A(3)	A(4)	A(1)	A(2)	A(3)	A(4)	
(c) Sale of Goods-"Trade Receivables"									
Skipper-Metzer India LLP	-	-	-	0.38	-	-	-	1.46	
(d) Purchase of Assets "Liability for Capital Expenditure"									
Skipper Realities Limited	-	-	-	-	-	113.77	-	-	
(e) Advance paid for purchase of goods "Suppliers of Goods & Services"									
Skipper-Metzer India LLP	-	-	-	-	-	-	-	21.83	
(f) Corporate Guarantee Outstanding									
Skipper-Metzer India LLP	-	-	-	480.00	-	-	-	480.00	
(g) Investment									
Skipper-Metzer India LLP	-	-	-	94.60	-	-	-	94.60	
(h) Commission on Corporate Guarantee given (Net)									
Skipper-Metzer India LLP	-	-	-	1.80	-	-	-	0.60	
(i) Receivable against Assignment of Trade Receivable									
Ventex Trade Private Limited	-	109.77	-	-	-	-	-	-	
(j) Security Deposit Paid									
Skipper Polypipes Pvt Ltd	-	156.80	-	-	-	155.00	-	-	
Skipper Realities Ltd.	-	287.00	-	-	-	-	-	-	
Skipper Telelink Limited	-	463.60	-	-	-	462.10	-	-	

50.01 Remuneration paid to directors represents short-term employee benefits and does not includes any long-term employee benefits post retirement.

Notes to Standalone Financial Statements for the year ended 31st March 2021 (Contd.)

51 FAIR VALUATION OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES (NON-CURRENT AND CURRENT)

(A) Classification of Financial Assets and Financial Liabilities

PARTICULARS	As at 31-Mar-21			As at 31-Mar-20		
	FVTPL	FVOCI	Amortized Cost	FVTPL	FVOCI	Amortized Cost
Financial Assets						
Trade Receivables	-	-	4,718.43	-	-	4,381.16
Cash and Cash Equivalents	-	-	9.52	-	-	9.06
Other Bank balances	-	-	253.38	-	-	119.36
Loans	-	-	177.54	-	-	655.94
Other Financial Assets	-	-	52.81	-	-	0.71
MTM Gain on Forward Contract	5.07	-	-	-	-	-
Total	5.07	-	5,211.68	-	-	5,166.23
Financial Liabilities						
Borrowings	-	-	4,385.46	-	-	4,537.53
Lease Liabilities	-	-	96.01	-	-	70.90
Trade Payables	-	-	6,573.25	-	-	3,743.89
Others Financial Liabilities	-	-	99.61	-	-	481.63
MTM Loss on Forward Contract (Derivative Liability)	-	-	-	135.58	-	-
Total	-	-	11,154.33	135.58	-	8,833.95

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.



Notes to Standalone Financial Statements for the year ended 31st March 2021 (Contd.)

Financial Assets and Financial Liabilities measured at Fair Value Through Statement of Profit & Loss

(₹ in million)

Particulars	As at 31st March, 2021				As at 31st March, 2020			
	Carrying Amount	Level 1	Level 2	Level 3	Carrying Amount	Level 1	Level 2	Level 3
Financial Assets								
MTM Gain on Forward Contract (Derivative Assets)	5.07	-	5.07	-				
Financial Liabilities								
MTM Loss on Forward Contract (Derivative Liability)	-	-	-	-	135.58	-	135.58	-

Note:

- Current financial assets and liabilities are stated as amortised cost which is approximately equal to their fair value.
- Non-current financial assets and liabilities measured at amortised cost have same fair value as at 31st March, 2021 and 31st March, 2020.

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.

52 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's principal financial liabilities other than derivatives comprise long-term and short-term borrowings, capital creditors and trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets other than derivatives include trade and other receivables, cash and cash equivalents and deposits that derive directly from its operation.

The Company is exposed to market, credit, liquidity and regulatory risks. The Company's senior management oversees the management of these risks. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below :

(A) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: commodity risk, interest rate risk and foreign currency risk.

(a) Commodity Price Risk

Company is affected by the price volatility of certain commodities, primarily, Steel, Zinc and PVC Resin. Its operating activities require the on-going purchase of these materials. The company has arrangement to pass-through the increase/decrease in steel and Zinc price through price variance clause in majority of the contract. PVC resin being not a material item, hence price sensitivity is not disclosed.

(b) Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rate relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency). Further, the Company has foreign currency risk on import of input materials, capital commitment and also borrow funds in foreign currency for its business. The Company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks. Certain transactions of the Company act as a natural hedge as a portion of both assets and liabilities are denominated in similar foreign currencies, for the remaining exposures 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.

Notes to Standalone Financial Statements for the year ended 31st March 2021 (Contd.)

(i) Unhedged Foreign Currency Exposure

The Company's exposure to foreign currency risk at the end of the reporting period are as given below.

Particulars	As at 31-Mar-21		As at 31-Mar-20	
	Foreign Currency	INR Value	Foreign Currency	INR Value
	(in million)	(in million)	(in million)	(in million)
Financial Assets				
Trade Receivables				
EUR	-	-	0.00	0.18
Financial Liabilities				
Trade Payables/ Bills Payable				
USD	3.06	224.58	3.03	228.19
Foreign Currency Term Loans/ Demand Loans				
USD	6.24	458.93	14.68	1,106.39
Buyers Credit Loan				
USD	4.07	299.49	2.07	155.86
Packing Credit Loan				
USD	1.93	141.50	3.00	226.16
Net Exposure in foreign currency Receivables / (Payable)				
EUR	-	-	0.00	0.18
USD	(15.30)	(1,124.50)	(22.78)	(1,716.60)

(ii) Impact of increase/ decrease in the exchange rates on the Company's equity and statement of profit and loss for the year is given below:

		(₹ in million)			
Particulars	Changes in exchange rate	Year ended 31-Mar-21		Year ended 31-Mar-20	
		Increase /(decrease) in		Increase /(decrease) in	
		Profit Before Tax	Other Equity	Profit Before Tax	Other Equity
USD	+5%	(56.23)	(36.58)	(85.83)	(55.84)
	-5%	56.23	36.58	85.83	55.84
EUR	+5%	-	-	0.01	0.01
	-5%	-	-	(0.01)	(0.01)



Notes to Standalone Financial Statements for the year ended 31st March 2021 (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-Mar-21		As at 31-Mar-20	
	Foreign Currency	INR Value	Foreign Currency	INR Value
Forward Contract to Sell:				
USD	42.15	3,199.89	41.58	3,242.83
Mark to Market Gain/(Loss) on Forward Contract to Sell				
USD		29.29		(139.68)
Forward Contract to Buy:				
USD	8.25	607.48	1.00	76.44
Mark to Market Gain/(Loss) on Forward Contract to Buy				
USD		(24.22)		4.10

(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 17.04 and 22.02 of this Ind AS financial statements.

Impact of increase/decrease in benchmark interest rates on the Company's equity and statement of Profit and Loss for the year are as given below:

Particulars	Changes in interest rate	Year ended 31-Mar-21		Year ended 31-Mar-20	
		Increase /(decrease) in		Increase /(decrease) in	
		Profit Before Tax	Other Equity	Profit Before Tax	Other Equity
Interest rate	+ 50 bps	(22.88)	(14.89)	(29.26)	(19.04)
	-50 bps	22.88	14.89	29.26	19.04

(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:

Particulars	As at 31-Mar-21	As at 31-Mar-20
Cash & Cash Equivalent	9.52	9.06
Availability under Committed credit facility	3,313.64	1,861.68

Undrawn limit has been calculated based on eligible drawing power at each reporting date less actual utilisation.

Notes to Standalone Financial Statements for the year ended 31st March 2021 (Contd.)

(b) Maturity Analysis

- (i) The following are the remaining contractual maturities of financial liabilities as at 31st March 2021
(₹ 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	1,822.12	999.13	1,217.27	346.94	4,385.46
Lease Liabilities	12.37	19.76	16.64	47.24	96.01
Trade Payables	6,573.25	-	-	-	6,573.25
Others Financial Liabilities	99.61	-	-	-	99.61
	8,507.35	1,018.89	1,233.91	394.18	11,154.33
Derivative					
MTM Loss on Forward Contract	-	-	-	-	-
	-	-	-	-	-
Total	8,507.35	1,018.89	1,233.91	394.18	11,154.34

The following are the remaining contractual maturities of financial liabilities as at 31st March 2020
(₹ in million)

Particulars	Less than 1 year	1 to 2 years	2 to 5 years	More than 5 years	Total
Non-Derivative					
Financial Liabilities					
Borrowings	2,968.64	417.72	981.92	169.25	4,537.53
Lease Liabilities	12.74	25.72	15.59	16.85	70.90
Trade Payables	3,743.89	-	-	-	3,743.89
Others Financial Liabilities	481.63	-	-	-	481.63
	7,206.90	443.44	997.51	186.10	8,833.95
Derivative					
MTM Loss on Forward Contract	135.58	-	-	-	135.58
	135.58	-	-	-	135.58
Total	7,342.48	443.44	997.51	186.10	8,969.53

(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:



Notes to Standalone Financial Statements for the year ended 31st March 2021 (Contd.)

(a) Summary of trade receivables and provision with ageing as at 31st March, 2021

(₹ 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	2,793.23	1,083.27	113.27	87.37	665.10	4,742.24
Expected loss rate	0%	0.25%	0.75%	2.25%	2.75%	
Expected credit loss provision	-	2.70	0.85	1.97	18.29	23.81
Carrying Amount of Trade Receivables (Net of impairment)	2,793.23	1,080.57	112.42	85.40	646.81	4,718.43

Summary of trade receivables and provision with ageing as on 31st March, 2020

(₹ 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	1,950.96	1,016.58	944.40	218.76	272.49	4,403.20
Expected loss rate	0%	0.25%	0.75%	2.25%	2.75%	
Expected credit loss provision	-	2.54	7.08	4.92	7.49	22.04
Carrying Amount of Trade Receivables (Net of impairment)	1,950.96	1,014.04	937.32	213.84	264.99	4,381.16

(b) Reconciliation of Provision for Loss Allowance

(₹ in million)

Particulars	Year ended 31-Mar-21	Year ended 31-Mar-20
Opening Balance	22.04	13.64
Add: Changes in Loss Allowance (Net)	1.77	8.40
Closing Balance	23.81	22.04

(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.

53 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 + Interest Accrued - Cash and Cash equivalent - Other Bank balances (excluding Unpaid Dividend Balance)

Equity = Equity Share capital + Other Equity

Notes to Standalone Financial Statements for the year ended 31st March 2021 (Contd.)

Particulars	(₹ in million)	
	As at 31-Mar-21	As at 31-Mar-20
Debt	4,125.58	4,433.28
Equity	7,077.84	6,875.79
Debt Equity ratio	0.58	0.64

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.

- 54** The Company has a dedicated R&D Centre located at Vill. & Post Barunda, P.S. Bagnan, Dist. Howrah and recognised by Department of Scientific and Industrial Research (DSIR), Government of India. In addition to giving the company new opportunities to enhance the R&D efforts, activities & new technologies, this entitles the Company to benefits u/s 35 (2AB) of the Income Tax Act, 1961.

Expenditure incurred in the R&D Centre is:

Particulars	(₹ in million)	
	Year ended 31-Mar-21	Year ended 31-Mar-20
Capital Expenditure	128.55	584.00
Revenue Expenditure	90.40	12.07
Total	218.95	596.07

The sales income of Rs NIL has been included in sales revenue and expenses are debited to respective head of accounts - Employee Benefit Expenses - ₹ 21.60 million (previous year ₹ 9.23 million), Depreciation & Amortisation Expenses - ₹ 42.53 million (previous year ₹ 1.48 million) excluding on Right of Use Assets, Cost of Materials Consumed - ₹ 2.34 million (previous year ₹ 0.08 million), Other Expenses - ₹ 23.93 million (previous year ₹ 1.28 million).

- 55** 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.
- 56** In the beginning of the financial year, the Government had imposed nation-wide lockdown/ restrictions due to the Covid-19 pandemic which had impacted the Company's production, sales and other operations and which have gradually come back to the pre-Covid-19 level by the year-end. In view of recent surge in Covid-19 cases, subsequent to the year-end, few states reintroduced some restrictions and the Company continues to be vigilant and cautious, though which currently is not expected to have any significant impact on the Company's operations/ results. Considering the current internal and external factors, the Company has made detailed assessment of its liquidity positions/ cash flows for the next one year and carrying amounts/ values of property, plant and equipment, intangible assets, right of use of assets, trade receivables, inventories, investments and other assets as at 31-Mar-2021, and have concluded that there are no material adjustments required in financial statement.

- 57** The previous period figures have been regrouped/rearranged wherever necessary, to confirm to the current period figures.

Significant Accounting Policies, Judgements and 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

RAHUL BOTHRA
Partner
Membership No. 067330

SAJAN KUMAR BANSAL
Managing Director
DIN - 00063555

DEVESH BANSAL
Director
DIN - 00162513

Place: Kolkata
Dated: May 04, 2021

ARVIND JOSHI
Chief Financial Officer

MANISH AGARWAL
Company Secretary



Independent Auditor's Report

TO THE MEMBERS OF SKIPPER LIMITED

REPORT ON THE AUDIT OF CONSOLIDATED FINANCIAL STATEMENTS.

OPINION

1. We have audited the accompanying consolidated financial statements of **Skipper Limited** (hereinafter referred to as the "company") and its joint venture, comprising the consolidated balance sheet as at March 31, 2021, the consolidated statement of profit and loss (including other comprehensive Income), the consolidated cash flow statement and the consolidated statement of changes in equity for the year then ended, and a summary of significant accounting policies and other explanatory information prepared based on the relevant records (hereinafter referred to as "the consolidated financial statements").
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the consolidated state of affairs of the company and its joint venture as at March 31, 2021, their consolidated total comprehensive income (comprising consolidated profit and consolidated other comprehensive loss), their consolidated cash flows and consolidated changes in equity for the year ended on that date.

BASIS FOR OPINION

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

KEY AUDIT MATTERS

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

Descriptions of Key Audit Matter	How we addressed the matter in our audit
1. Accuracy and completeness of revenue recognized. The Company reported revenue of Rs.15,815 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.

Independent Auditor's Report (Contd.)

Descriptions of Key Audit Matter	How we addressed the matter 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.	5. We examined contracts with exceptions including contracts with low or negative margins, loss making contracts, etc to determine the level of provisioning. 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 7 to the consolidated financial statements. The Company is having the Inventories of Rs.6,015 million as on 31st March 2021. As described in the accounting policies in note 1.2 to the consolidated financial statements, inventories are carried at the lower of cost and net realisable value. As a result, the management applies judgment in determining the appropriate provisions for obsolete stock based upon a detailed analysis of old inventory, net realisable value below cost based upon future plans for sale of inventory.	We addressed the Key Audit Matter as follows: - We obtained assurance over the appropriateness of the management's assumptions applied in calculating the value of the inventories and related provisions and management assertion regarding existence and ownership. by: - 1. Completed a walkthrough of the inventory valuation process and assessed the design and implementation of the key controls addressing the risk. 2. Verifying the effectiveness of key inventory controls operating over inventories; 3. Reviewing the physical verification documents related to inventories conducted during the year. 4. Verifying for a sample of individual products that costs have been correctly recorded. 5. Comparing the net realisable value to the cost price of inventories to check for completeness of the associated provision. 6. Reviewing the historical accuracy of inventory provisioning and the level of inventory write-offs during the year. 7. Recomputing provisions recorded to verify that they are in line with the Company policy. Our Observation: Based on the audit procedures performed we did not identify any material exceptions in the Inventory valuation and existence.



Independent Auditor's Report (Contd.)

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S 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 consolidated financial statements and our auditor's report thereon.

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

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

MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

5. The company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated cash flows and consolidated changes in equity of the company and its joint venture with accounting principles generally accepted in India including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act. The Board of Directors of the company and management of joint venture are responsible for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and its joint venture and for preventing and detecting fraud and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which has been used for the purpose of preparation of the consolidated financial statements by the Directors of the Company, as aforesaid.
6. In preparing the consolidated financial statements, the Board of Directors of the company and management of its joint venture are responsible for assessing the ability of the company and its joint venture to continue as a going concern, disclosing, as applicable, matter related to going concern and using the going concern basis of accounting unless management either intends to liquidate the company and its joint venture or to cease operations, or has no realistic alternative but to do so.
7. The Board of Directors of the company and the management of its joint venture, are responsible for overseeing the financial reporting process of the company and its joint venture.

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 auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.
9. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - a) Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place

Independent Auditor's Report (Contd.)

and the operating effectiveness of such controls.

- c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - d) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the company and its joint venture to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company and its joint venture to cease to continue as a going concern.
 - e) Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
 - f) Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities of the company and its joint venture to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the consolidated financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. We remain solely responsible for our audit opinion.
10. Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Consolidated Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.
11. 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.
12. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended March 31, 2021 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

13. 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 report of the other auditor.
 - (c) The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), consolidated cash flow statement and the consolidated statement of changes in equity dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors of the company as on March 31,



Independent Auditor's Report (Contd.)

2021 taken on record by the Board of Directors of the company none of the directors of the company is disqualified as on March 31, 2021 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 its joint venture 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 March 31, 2021 on the consolidated financial position of the company and its joint venture– Refer Note 39 to the consolidated financial statements.
 - ii. The company and its joint venture did not have any long-term contracts including derivative contracts as at March 31, 2021 for which there were material foreseeable losses.
 - iii. There were no amount which were required to be transferred to the Investor Education and Protection Fund by the company.

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

(Rahul Bothra)
Partner
Membership No. 067330
UDIN: 21067330AAAAAQ3980

Place: Kolkata
Date: May 4, 2021

ANNEXURE - A

TO THE INDEPENDENT AUDITOR'S REPORT

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

In conjunction with our audit of the consolidated financial statements of the company, as of and for the year ended March 31, 2021, we have audited the internal financial controls with reference to financial statements of SKIPPER LIMITED (the company") and its joint venture as of that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

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

AUDITOR'S RESPONSIBILITY

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

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

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

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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



Annexure 'A' (Contd.)

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

OPINION

In our opinion, the company and its joint venture has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31st March 2021, 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

(Rahul Bothra)

Partner

Membership No.067330

UDIN: 21067330AAAAAQ3980

Place: Kolkata

Date: May 4, 2021

Consolidated Balance Sheet

as at 31st March 2021

		(₹ in million)			
Particulars	Note no.	As at 31-Mar-21		As at 31-Mar-20	
ASSETS					
NON-CURRENT ASSETS					
Property, Plant and Equipment (Including Right of Use Assets)	2	6,559.05		5,779.56	
Capital Work-In-Progress		116.37		106.97	
Other Intangible Assets	2	10.02		8.74	
Financial Assets					
Investments accounted for using the equity method	3	96.95		92.24	
Loans	4	148.19		617.45	
Other Financial Assets	5	50.05		-	
Other Non Current Assets	6	50.87	7,031.50	15.59	6,620.55
CURRENT ASSETS					
Inventories	7	6,014.91		4,923.34	
Financial Assets					
Trade Receivables	8	4,718.43		4,381.16	
Cash and Cash Equivalents	9	9.52		9.06	
Bank Balances other than cash & cash equivalent	10	253.38		119.36	
Loans	11	29.35		38.49	
Other Financial Assets	12	7.83		0.71	
Contract Assets	13	286.29		271.10	
Other Current Assets	14	841.49	12,161.20	764.39	10,507.61
TOTAL:			19,192.70		17,128.16
EQUITY AND LIABILITIES					
EQUITY					
Equity Share capital	15	102.67		102.67	
Other Equity	16	6,975.72	7,078.39	6,770.16	6,872.83
LIABILITIES					
NON-CURRENT LIABILITIES					
Financial Liabilities					
Borrowings	17	2,563.34		1,568.89	
Lease Liabilities	18	83.64		58.16	
Provisions	19	58.77		57.58	
Deferred Tax Liabilities (Net)	20	322.93		288.63	
Other Non-Current Liabilities	21	56.43	3,085.11	13.20	1,986.46
CURRENT LIABILITIES					
Financial Liabilities					
Borrowings	22	1,235.85		2,624.18	
Lease Liabilities	23	12.37		12.74	
Trade Payables	24				
Total Outstanding Dues of Micro Enterprises and Small Enterprises		31.10		31.68	
Total Outstanding Dues of Creditor other than Micro Enterprises and Small Enterprises		6,542.15		3,712.21	
Other Financial Liabilities	25	685.88		961.67	
Contract Liabilities	26	246.02		720.80	
Other Current Liabilities	27	146.94		177.37	
Provisions	28	2.71		1.45	
Current Tax Liabilities (Net)	29	126.18	9,029.20	26.77	8,268.87
TOTAL:			19,192.70		17,128.16

Significant Accounting Policies, Judgements and Key Estimates

1

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

As per our report annexed
For Singhi & Co.

Chartered Accountants
Firm's Regn No.-302049E

For and on behalf of the Board

RAHUL BOTHRA
Partner
Membership No. 067330

SAJAN KUMAR BANSAL
Managing Director
DIN - 00063555

DEVESH BANSAL
Director
DIN - 00162513

Place: Kolkata
Dated: May 04, 2021

ARVIND JOSHI
Chief Financial Officer

MANISH AGARWAL
Company Secretary



Consolidated Statement of Profit & Loss

for the year ended 31st March 2021

		(₹ in million)	
Particulars	Note no.	Year ended 31-Mar-21	Year ended 31-Mar-20
A. INCOME			
Revenue From Operations	30	15,815.07	13,905.07
Other Income	31	40.24	19.65
Total Income		15,855.31	13,924.72
B. EXPENDITURE			
Cost of Materials Consumed	32	10,777.41	8,451.26
Change in Stock of Finished Goods & Work-In-Progress	33	(487.35)	435.88
Employee Benefit Expense	34	758.86	747.20
Finance Costs	35	723.56	847.59
Depreciation & Amortisation Expenses	2	452.60	381.00
Other Expenses	36	3,329.04	2,879.47
Total Expenditure		15,554.12	13,742.40
C. Profit/ (Loss) before share of profit of joint venture	A-B	301.19	182.32
D. Share of Profit/ (Loss) of Joint Venture	57	3.51	(2.35)
E. Profit/ (Loss) before exceptional items	C+D	304.70	179.97
F. Exceptional Items		-	-
G. Profit/ (Loss) Before Tax	E-F	304.70	179.97
H. Tax Expense	37		
Current Tax		63.09	41.89
MAT Credit entitlement for current year		(63.09)	(41.89)
Tax adjustments for earlier years		(6.23)	-
Deferred Tax	20	96.59	(232.58)
Total Tax Expense		90.36	(232.58)
I. Profit/ (Loss) After Tax	G-H	214.34	412.55
J. Other Comprehensive Income	38		
Items that will not be reclassified to profit or loss		2.29	(0.23)
Income tax relating to items that will not be reclassified to profit or loss	20	(0.80)	0.08
Share of Other Comprehensive Income of Joint Venture	57	0.01	(0.45)
Total Other Comprehensive Income		1.50	(0.60)
K. Total Comprehensive Income	I+J	215.84	411.95
L. Earning Per Share	46		
Basic Earning Per Share of ₹ 1 each		2.09	4.02
Diluted Earning Per Share of ₹ 1 each		2.09	4.02

Significant Accounting Policies, Judgements and Key Estimates 1

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

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

RAHUL BOTHRA
Partner
Membership No. 067330

Place: Kolkata
Dated: May 04, 2021

For and on behalf of the Board

SAJAN KUMAR BANSAL
Managing Director
DIN - 00063555

ARVIND JOSHI
Chief Financial Officer

DEVESH BANSAL
Director
DIN - 00162513

MANISH AGARWAL
Company Secretary

Consolidated Statement of Changes In Equity

for the year ended 31st March 2021

A. EQUITY SHARE CAPITAL

Particulars	(₹ in million)	
	Year ended 31-Mar-21	Year ended 31-Mar-20
Opening	102.67	102.67
Changes in Equity Share Capital during the year	-	-
Closing	102.67	102.67

B. OTHER EQUITY

Particulars	Year ended 31-Mar-21				
	Securities Premium Reserve	General Reserve	Retained Earnings	Items of Other Comprehensive Income Re-Measurement of defined benefit plans	Total
Balance at beginning of the year (a)	1,174.74	439.76	5,155.65	-	6,770.15
Profit for the year (b)	-	-	214.34	-	214.34
Re-Measurement income/(loss) on defined benefit plans, net of tax (c)	-	-	-	1.50	1.50
Total Comprehensive Income/(Loss) for the year (d) = (b+c)	-	-	214.34	1.50	215.84
Dividends (e)	-	-	(10.27)	-	(10.27)
Transfer of OCI-Re-measurement to Retained earning (f)	-	-	1.50	(1.50)	-
Total Changes (g) = (d+e+f)	-	-	205.57	-	205.57
Balance at end of the year (h) = (a+g)	1,174.74	439.76	5,361.22	-	6,975.72

Particulars	Year ended 31-Mar-20				
	Securities Premium Reserve	General Reserve	Retained Earnings	Items of Other Comprehensive Income Re-Measurement of defined benefit plans	Total
Balance at beginning of the year (a)	1,174.74	439.76	4,768.91	-	6,383.41
Profit for the year (b)	-	-	412.55	-	412.55
Re-Measurement income/(loss) on defined benefit plans, net of tax (c)	-	-	-	(0.60)	(0.60)
Total Comprehensive Income/(Loss) for the year (d) = (b+c)	-	-	412.55	(0.60)	411.95
Adjustment on account of Transition to Ind AS 116 as on 01-04-2019	-	-	5.74	-	5.74
Dividends (includes Dividend Distribution Tax) (f)	-	-	(30.94)	-	(30.94)
Transfer of OCI-Re-measurement to Retained earning (g)	-	-	(0.60)	0.60	-
Total Changes (h) = (d+e+f+g)	-	-	386.75	-	386.75
Balance at end of the year (i) = (a+h)	1,174.74	439.76	5,155.65	-	6,770.16

Significant Accounting Policies, Judgements and Key Estimates 1

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

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

For and on behalf of the Board

RAHUL BOTHRA
Partner
Membership No. 067330

SAJAN KUMAR BANSAL
Managing Director
DIN - 00063555

DEVESH BANSAL
Director
DIN - 00162513

Place: Kolkata
Dated: May 04, 2021

ARVIND JOSHI
Chief Financial Officer

MANISH AGARWAL
Company Secretary



Consolidated Cash Flow Statement

for the year ended 31st March 2021

		(₹ in million)	
Particulars		Year ended 31-Mar-21	Year ended 31-Mar-20
A CASH FLOW FROM OPERATING ACTIVITIES			
Profit/ (Loss) before Tax		304.70	179.97
Adjustments for:			
Depreciation		452.60	381.00
(Profit)/Loss on Sale of Fixed Assets		(12.24)	(9.95)
Unrealised Foreign Exchange Fluctuations		(124.32)	61.06
Fair Value movement (Gain)/Loss in Derivative Instruments		(140.65)	110.72
Share of (profit)/ loss of joint venture		(3.51)	2.35
Provision for allowances under expected credit loss		1.77	8.40
Irrecoverable Debts/Advances Written Off (net)		2.33	1.95
Lease Liability written back		(4.48)	-
Finance Costs		723.56	847.59
Corporate Guarantee Commission		(1.20)	(0.60)
Deferred Revenue Income		(2.24)	(1.98)
Interest Income		(20.08)	(7.55)
Operating profit before Working Capital Changes		1,176.24	1,572.96
Changes in Working Capital:			
(Increase)/decrease in Trade Receivables		(342.45)	576.94
(Increase)/decrease in Inventories		(1,091.57)	424.16
(Increase)/decrease in Other Financial Assets & Other Assets		(67.93)	(692.69)
(Increase)/decrease in Contract Assets		(15.19)	(223.15)
Increase/(decrease) in Trade Payables		2,837.84	219.32
Increase/(decrease) in Other Financial Liabilities & Other Liabilities		20.39	(65.33)
Increase/(decrease) in Contract Liabilities		(474.78)	334.35
Cash Generated from Operations		2,042.55	2,146.56
Direct taxes (paid)/ refunded		42.55	(1.55)
NET CASH GENERATED /(USED IN) OPERATING ACTIVITIES	A	2,085.10	2,145.01
B CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Property, Plant and Equipment and other Intangible Assets		(859.80)	(543.51)
Sales Proceeds of Property, Plant and Equipment and other Intangible Assets		38.42	50.87
Net Cash Flow from Other Financial Assets		(281.60)	-
Investment in Joint Venture		-	(5.77)
(Increase)/ decrease in Fixed Deposits		(184.07)	(16.89)
Interest income on Fixed Deposits		9.24	7.11
NET CASH GENERATED /(USED IN) INVESTING ACTIVITIES	B	(1,277.81)	(508.19)
C CASH FLOW FROM FINANCING ACTIVITIES			
Interest Paid		(779.54)	(824.44)
Dividend paid including dividend distribution tax		(10.27)	(30.93)
Proceeds from Long-Term Borrowings		2,000.90	530.74
Repayment of Long-Term Borrowings		(638.00)	(740.10)
Principal Payment of Lease Liabilities		(7.61)	(9.84)
Increase/(decrease) in Short-Term Borrowings		(1,372.31)	(559.49)
NET CASH GENERATED /(USED IN) FINANCING ACTIVITIES	C	(806.83)	(1,634.06)
NET INCREASE/(DECREASE) IN CASH & CASH EQUIVALENTS	A+B+C	0.46	2.76
ADD: OPENING CASH & CASH EQUIVALENTS		9.06	6.30
CLOSING CASH & CASH EQUIVALENTS		9.52	9.06

Consolidated Cash Flow Statement for the year ended 31st March 2021 (Contd.)

- 1 Closing Cash and Cash Equivalents represent balances of cash and cash equivalents as indicated in Note 9 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.

Particulars	(₹ in million)			
	Long-Term Borrowings	Short-Term Borrowings	Lease Liabilities	Interest Accrued but Not due
Opening Balance	1,913.35	2,624.18	70.90	23.94
Cash Flow Changes (Net)	1,362.90	(1,372.31)	(7.61)	-
Non-Cash Flow Changes				
Fair Value Changes	(25.74)	-	80.75	34.83
Forex movement	(100.90)	(16.02)	-	-
Others	-	-	(48.03)	-
Interest Expense	-	-	-	723.56
Interest Paid	-	-	-	(779.54)
Closing Balance	3,149.61	1,235.85	96.01	2.79

Particulars	(₹ in million)			
	Long-Term Borrowings	Short-Term Borrowings	Lease Liabilities	Interest Accrued but Not due
Opening Balance	2,097.18	3,133.36	-	0.68
Cash Flow Changes (Net)	(209.36)	(559.49)	(9.84)	-
Non-Cash Flow Changes				
Fair Value Changes	(15.92)	-	80.74	0.11
Forex movement	41.45	50.31	-	-
Others	-	-	-	-
Interest Expense	-	-	-	847.59
Interest Paid	-	-	-	(824.44)
Closing Balance	1,913.35	2,624.18	70.90	23.94

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

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

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

RAHUL BOTHRA
Partner
Membership No. 067330

Place: Kolkata
Dated: May 04, 2021

For and on behalf of the Board

SAJAN KUMAR BANSAL
Managing Director
DIN - 00063555

ARVIND JOSHI
Chief Financial Officer

DEVESH BANSAL
Director
DIN - 00162513

MANISH AGARWAL
Company Secretary



Notes to Consolidated Financial Statements

for the year ended 31st March 2021

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

CORPORATE OVERVIEW:

Skipper Limited ("the Company") is a public limited company incorporated in India having its registered office at 3A Loudon Street, Kolkata 700017, West Bengal, India. The company has its primary listings on the BSE Limited and NSE Limited. The company is engaged in the manufacturing and selling of Transmission & Distribution Structures (Towers & Poles) being its Engineering Products segment and CPVC, UPVC, PVC, SWR Pipes & Fittings, 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 Holding company and its Joint Venture".

The consolidated financial statements of The Holding Company and its Joint Venture have been approved by the Board of Directors in their meeting held on May 4, 2021.

SIGNIFICANT ACCOUNTING POLICIES:

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

1) BASIS OF PREPARATION:

a) Statement of Compliance

These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards ("Ind AS") as prescribed by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ("the Act"), read with the Companies (Indian Accounting Standards) Rules, 2015 (amended), guidelines issued by the Securities and Exchange Board of India (SEBI), 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.

Ministry of Corporate Affairs on July 24, 2020 notified the Companies (Indian Accounting Standards) Amendment Rules, 2020, thereby amending the Rules of 2015. The Company has applied the following amendment for the first time for annual reporting period commencing 1st April, 2020:

The amendment introduces following changes to the Rules:

IND AS 103- Business Combination: Have defined "business" in more detail, an optional test to identify concentration of fair value, element of Businesses and Assessing whether an acquired process is substantive.

IND AS 107-Disclosures to be made in respect of financial instruments: Introducing a provision specifying the disclosures to be made where there is uncertainty due to Interest Rate Benchmark Reform

IND AS 109-Financial reporting of financial assets and financial liabilities: Providing detailed provisions for temporary exceptions from applying specific hedge accounting requirements and transition for hedge accounting.

IND AS 116 -Accounting for Leases: Related Rent concession- a clarification has been provided on accounting of Rent concessions, whether to treat as a lease modifications or not.

IND AS 1 & IND AS 8 - Presentation of Financial Statements and Accounting Policies, Changes in Accounting Estimates and Errors: Changes have been made to the definition of 'material' in relation to material information.

IND AS 10 -Events after the Reporting Period: Apart from disclosure of non-adjusting event, the disclosure of an estimate of its financial effect should be made, or a statement that such an estimate cannot be made.

IND AS 37 - Provisions, Contingent Liabilities and Contingent Assets: Clarification on accounting for restructuring plans.

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

Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

b) Basis of Measurement

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

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

c) Functional and Presentation Currency

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

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.

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 Holding company and its Joint Venture rights to the net assets of the arrangement (i.e. the arrangement is a joint venture). The activities of the joint venture are primarily aimed to provide the third parties with an output and the parties to the joint venture will not have rights to substantially all the economic benefits of the assets of the arrangement. The Holding company and its Joint Venture's interests in joint ventures are accounted for using the equity method, after initially being recognised at cost in the consolidated balance sheet. Details of the joint venture are set out in note 58.

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

Changes in ownership interests

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

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.



Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

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 Holding company and its Joint Venture's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

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 Holding company and its Joint Venture based its assumption, judgment and estimation on parameters available on the consolidated financial statements were prepared. Existing circumstances and assumption about future development, however, may change due to market changes or circumstances arising that are beyond the control of The Holding company and its Joint Venture. Such changes are reflected in the assumption when they occur.

i) Revenue

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

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

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

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

ii) Impairment of non-financial assets

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

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

iii) Defined benefit plans

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the

Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

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

vii) Recognition of Deferred Tax Assets

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

viii) Classification of Leases

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

ix) Restoration , rehabilitation and decommissioning

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

x) Provisions and Contingencies

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

xi) Allowances for Doubtful Debts

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



Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

xii) Estimation uncertainty relating to the global health pandemic on COVID-19-

The Holding company and its Joint Venture has considered internal and external information up to the date of approval of financial statements in assessing the recoverability of property plant and equipment, receivables, intangible assets, cash and cash equivalent and investments. The Company has performed sensitivity analysis on the assumptions used and based on current indicators of future economic conditions; the Company expects to recover the carrying amount of these assets. The Company has concluded that the impact of COVID – 19 is not material based on these estimates. The impact of the global health pandemic may be different from that estimated as at the date of approval of these financial statements and the Company will continue to closely monitor any material changes to future economic conditions.

f) Classification of Assets and Liabilities into Current/Non-Current

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

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

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

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

All the other assets are classified as non-current.

Similarly, a liability is current if:

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

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

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

2) INVENTORIES

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

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

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

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

c) Waste / Scrap

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

Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

3) CASH AND CASH EQUIVALENTS

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

4) INCOME TAX

Income Tax comprises current and deferred tax.

a) Current Tax

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

b) Deferred Tax

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

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

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

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

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

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



Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

- 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 Holding company and its Joint Venture has revalued land at fair value as deemed cost and considered other assets at Ind AS Cost.
- v) The Holding company and its Joint Venture 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 Holding company and its Joint Venture and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. Major Inspection/ Repairs/ Overhauling expenses are recognized in the carrying amount of the item of property, plant and equipment as a replacement if the recognition criteria are satisfied. Any Unamortized part of the previously recognized expenses of similar nature is derecognized.
- 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 Holding company and its Joint Venture identifies and determines cost of asset significant to the total cost of the asset having useful life that is materially different from that of the remaining life.
- x) Research and development costs that are in nature of tangible/ intangible assets and are expected to generate probable future economic benefits are capitalised and classified under tangible/intangible assets and depreciated on the same basis as other fixed assets. Revenue expenditure on research and development is charged to the statement of profit and loss in the year in which it is incurred.

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.

Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

7) CAPITAL WORK IN PROGRESS

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

8) LEASES

a) The Holding company and its Joint Venture as lessor

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

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

b) The Holding company and its Joint Venture as lessee

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

c) Lease Liability

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

Lease payments included in the measurement of the lease liability comprise:

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

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

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

The Holding company and its Joint Venture re-measures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- The lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the lease liability is re-measured by discounting the revised lease payments using a revised discount rate.



Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

- A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is re-measured by discounting the revised lease payments using a revised discount rate.

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

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

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

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

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

The Holding company and its Joint Venture applies Ind AS 36- Impairment of Assets to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as per its accounting policy on 'property, plant and equipment'.

As a practical expedient, Ind AS 116 permits a lessee not to separate non-lease components when bifurcation of the payments is not available between the two components, and instead account for any lease and associated non-lease components as a single arrangement. The Holding company and its Joint Venture has used this practical expedient.

Extension and termination options are included in many of the leases. In determining the lease term the management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option.

9) **REVENUE RECOGNITION**

The Holding company and its Joint Venture earns revenue primarily from sale of engineering & polymer products. It also earns revenue from its Infrastructure Projects segment which includes Horizontal Direct Drilling services and Engineering, Procurement & Construction services.

Ind AS 115 "Revenue from Contracts with Customers", that replaces Ind AS 18 "Revenue" and Ind AS 11 "Construction Contracts" and related interpretations, introduce one single new model for recognition of revenue which includes a 5-step approach and detailed guidelines. Among other, such guidelines are on allocation of revenue to performance obligations within multi-element arrangements, measurement and recognition of variable consideration and the timing of revenue recognition.

The Holding company and its Joint Venture considers the terms of the contract in determining the transaction price. The transaction price is based upon the amount the entity expects to be entitled to in exchange for transferring of promised goods and services to the customer after deducting incentive programs, included but not limited to discounts, volume rebates etc.

a) **Revenue from sale of goods**

Revenue from the sale engineering and polymer segments is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. 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)

Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

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.

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 Holding company and its Joint Venture does not have unconditional right to receive cash as per contractual terms. Revenue recognition for fixed price development contracts is based on percentage of completion method. Invoicing to the clients is based on milestones as defined in the contract. This would result in the timing of revenue recognition being different from the timing of billing the customers. Unbilled revenue for fixed price development contracts is classified as non-financial asset as the contractual right to consideration is dependent on completion of contractual milestones.

Impairment of Contract asset

The Holding company and its Joint Venture assesses a contract asset for impairment in accordance with Ind AS 109. An impairment of a contract asset is measured, presented and disclosed on the same basis as a financial asset that is within the scope of Ind AS 109.

Contract Liability

Contract Liability is recognised when there are billings in excess of revenues and it also includes consideration received from customers for whom The Holding company and its Joint Venture has pending obligation to transfer goods or services.

The billing schedules agreed with customers include periodic performance based payments and / or milestone based progress payments. Invoices are payable within contractually agreed credit period.

Modification in contract

Contracts are subject to modification to account for changes in contract specification and requirements. The Holding company and its Joint Venture reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation, a cumulative adjustment is accounted for.

The Holding company and its Joint Venture 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.



Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

d) Other Operating Revenue

Export incentive and subsidies are recognized when there is reasonable assurance that The Holding company and its Joint Venture will comply with the conditions and the incentive will be received.

10) RETIREMENT AND OTHER EMPLOYEE BENEFITS

a) Short Term Employee Benefits

Short term employee benefit obligations are measured on an undiscounted basis and are expensed as the related services are provided. Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period.

b) Other Long Term Employee Benefits

The liabilities for earned leaves that are not expected to be settled wholly within twelve months are measured as the present value (determined by actuarial valuation using the projected unit credit method) of the expected future payments to be made in respect of services provided by employees up to the end of the reporting period and recognised in books of accounts. The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. Re-measurements as the result of experience adjustment and changes in actuarial assumptions are recognized in consolidated statement of profit and loss.

c) Post-Employment Benefits

The Holding company and its Joint Venture operates the following post-employment schemes:

i) Defined Benefit Plan

The liability or asset recognized in the Balance Sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The Holding company and its Joint Venture's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods.

The defined benefit obligation is calculated annually by Actuaries using the projected unit credit method. The liability recognized for defined benefit plans is the present value of the defined benefit obligation at the reporting date less the fair value of plan assets, together with adjustments for unrecognized actuarial gains or losses and past service costs. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Past service cost is recognised in the consolidated statement of profit and loss in the period of a plan amendment. The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds.

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 Holding company and its Joint Venture contributes to fund maintained with Life Insurance Corporation of India.

ii) Defined Contribution Plan

Retirement benefit in the form of provident fund is a defined contribution scheme. The Holding company and its Joint Venture has no obligation other than the contribution payable to the Provident fund. Contribution payable under the provident fund is recognised as expenditure in the consolidated statement of profit and loss and/or carried to Construction work-in-progress when an employee renders the related service.

Notes to Consolidated Financial Statements for the year ended 31st March 2021 (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 Holding company and its Joint Venture will comply with all the attached conditions.

- a) Government grants are recognised in the statement of profit or loss on a systematic basis over the periods in which The Holding company and its Joint Venture recognises the related costs for which the grants are intended to compensate.
- b) Grants related to acquisition/ construction of property, plant and equipment are recognised as deferred revenue in the Balance Sheet and transferred to the statement of profit or loss on a systematic and rational basis over the useful lives of the related asset.

12) FOREIGN CURRENCY TRANSACTIONS

- a) The functional currency and presentation currency of The Holding company and its Joint Venture is Indian Rupee (INR).
- b) Transactions in currencies other than The Holding company and its Joint Venture's functional currency are recorded on initial recognition using the exchange rate at the transaction date. At each balance sheet date, foreign currency monetary items are reported using the closing rate.
- c) Non- monetary items that are measured in terms of historical cost in foreign currency are not retranslated. Exchange difference that arise on settlement of monetary items or on reporting of monetary items at each Balance sheet date at the closing spot rate are recognised in profit or loss in the period in which they arise except for:
 - i) exchange difference on foreign currency borrowings related to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest cost on those foreign currency borrowings; and
 - ii) exchange differences on transactions entered into in order to hedge certain foreign currency risks.
- d) The Holding company and its Joint Venture 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 Holding company and its Joint Venture considers a period of twelve months or more as a substantial period of time.

Transaction costs in respect of long term borrowing are amortized over the tenure of respective loans using Effective Interest Rate (EIR) method. All other borrowing costs are recognized in the consolidated statement of profit and loss in the period in which they are incurred.

14) EARNINGS PER SHARE

Earnings per share is calculated by dividing the net profit or loss before OCI for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss before OCI for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.



Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

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.

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 Holding company and its Joint Venture 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 re-measurement recognized in other comprehensive income, except for impairment gains or losses and foreign exchange gains or losses. Interest calculated using the effective interest method is recognized in the consolidated statement of profit and loss in investment income.

➤ Measured at Fair Value Through Profit or Loss (FVTPL) 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 re-measurement are recognised in the consolidated statement of profit and loss. The net gains or loss recognised in consolidated statement of profit and loss incorporates any dividend or interest earned on the financial assets and is included in the "Other income" line item.

Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

➤ **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 Holding company and its Joint Venture may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Holding company and its Joint Venture makes such election on an instrument-by instrument basis. The classification is made on initial recognition and is irrevocable. In case The Holding company and its Joint Venture decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment.

ii) **Derecognition**

The Holding company and its Joint Venture derecognizes a financial asset on trade date only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

iii) **Impairment of Financial Assets**

In accordance with Ind AS 109, The Holding company and its Joint Venture 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 Group applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Holding company and its Joint Venture uses historical default rate to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, The Holding company and its Joint Venture uses 12 month ELC to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ELC is used.

iv) **Foreign exchange gains and losses**

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. For foreign currency denominated financial assets measured at amortised cost, the exchange differences are recognised in the consolidated statement of profit and loss.

b) **Financial Liabilities and equity instruments**

Debts and equity instruments issued by 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 Holding company and its Joint Venture are recognised at the proceeds received, net of direct issue costs.



Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

Financial Liabilities

i) Recognition and Initial Measurement

Financial liabilities are classified, at initial recognition, as at fair value through profit or loss, loans and borrowings, payables or as derivatives, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

ii) Subsequent Measurement

Financial liabilities are measured subsequently at amortized cost or FVTPL. A financial liability is classified as FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest rate method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on de-recognition is also recognized in profit or loss.

iii) Financial Guarantee Contracts

Financial guarantee contracts issued by The Holding company and its Joint Venture are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument.

Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirement of Ind AS 109 and the amount recognized less cumulative amortization.

iv) De-recognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

v) Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments and are included in consolidated statement of profit and loss. The fair value of the financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period.

vi) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the counterparty.

c) Derivative financial instruments

The Holding company and its Joint Venture uses derivative financial instruments such as forward, swap, options etc. to hedge against interest rate and foreign exchange rate risks, including foreign exchange fluctuation related to highly probable forecast sale. The realized gain / loss in respect of hedged foreign exchange contracts which has expired / unwinded during the year are recognized in the consolidated statement of profit and loss and included in other operating revenue / other expense as the case may be. However, in respect of foreign exchange forward contracts period of which extends beyond the balance sheet date, the fair value of outstanding derivative contracts is marked to market and resultant net loss/gain is accounted in the consolidated statement of profit and loss. Group does not hold derivative financial instruments for speculative purposes.

Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

16) PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

a) Provisions

- i) Provisions are recognised when the Holding company and its Joint Venture has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Provisions is measured using the cash flows estimated to settle the present obligation and when the effect of time value of money is material, Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-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 Holding company and its Joint Venture or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Holding company and its Joint Venture does not recognize a contingent liability but discloses its existence in the consolidated financial statements.

c) Contingent Assets

Contingent assets usually arise from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefits. Contingent Assets are not recognized though are disclosed, where an inflow of economic benefits is probable.

17) OPERATING SEGMENT

The identification of operating segment is consistent with performance assessment and resource allocation by the chief operating decision maker. An operating segment is a component of The Holding company and its Joint Venture that engages in business activities from which it may earn revenues and incur expenses including revenues and expenses that relate to transactions with any of the other components of The Holding company and its Joint Venture and for which discrete financial information is available. Operating segments of The Holding company and its Joint Venture comprises three segments Engineering, Polymer products and Infrastructure segment. All operating segment's operating results are reviewed regularly by the chief operating decision maker to make decisions about resources to be allocated to the segments and assess their performance.

18) EMPLOYEE SHARE BASED PAYMENT

Equity-settled share-based payments to employees are measured at the fair value of the employee stock options at the grant date. The fair value of option at the grant date is expensed over the vesting period with a 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



Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

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 Holding company and its Joint Venture issues new equity shares of The Holding company and its Joint Venture of ₹1/- each fully paid-up. The proceeds received and the related balance standing to credit of the Employee Stock Options Account, are credited to share capital (nominal value) and Securities Premium Account.

19) MEASUREMENT OF FAIR VALUES

A number of The Holding company and its Joint Venture’s accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- a) In the principal market for the asset or liability, or
- b) In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by The Holding company and its Joint Venture. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant’s ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Holding company and its Joint Venture uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the input that is significant to the fair value measurement as a whole:

- a) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- b) Level 2 — Inputs other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- c) Level 3 — Inputs which are unobservable inputs for the asset or liability.

External valuers are involved for valuation of significant assets & liabilities. Involvement of external valuers is decided by the management of The Holding company and its Joint Venture considering the requirements of Ind AS and selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

20) RECENT PRONOUNCEMENTS

On March 24, 2021, the Ministry of Corporate Affairs (“MCA”) through notification amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from April 1, 2021. Key amendments relating to Division II which relate to companies whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015 are:-

Balance Sheet:

- Lease liabilities should be separately disclosed under the head ‘financial liabilities’, duly distinguished as current or non-current.
- Certain additional disclosures in the statement of changes in equity such as changes in equity share capital due to prior period errors and restated balances at the beginning of the current reporting period.
- Specified format for disclosure of shareholding of promoters.
- Specified format for ageing schedule of trade receivables, trade payables, capital work-in-progress and intangible asset under development.
- If a company has not used funds for the specific purpose for which it was borrowed from banks and financial institutions, then disclosure of details of where it has been used.

Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

- Current maturities of Long-term borrowings shall be disclosed separately under the heading Short Term Borrowing.
- Security Deposits to be shown under the head of Other Non Current Assets instead of Long term Loan & Advances.
- Specific disclosure under 'additional regulatory requirement' such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in name of company, loans and advances to promoters, directors, key managerial personnel (KMP) and related parties, details of benami property held etc.
- Ratios-Following Ratios to be disclosed: -
 - (a) Current Ratio, (b) Debt-Equity Ratio, (c) Debt Service Coverage Ratio, (d) Return on Equity Ratio, (e) Inventory turnover ratio, (f) Trade Receivables turnover ratio, (g) Trade payables turnover ratio, (h) Net capital turnover ratio, (i) Net profit ratio, (j) Return on Capital employed, (k) Return on investment.

Statement of profit and loss:

- Additional disclosures relating to Corporate Social Responsibility (CSR), undisclosed income and crypto or virtual currency specified under the head 'additional information' in the notes forming part of the consolidated financial statements.

The amendments are extensive and the Company will evaluate the same to give effect to them as required by law.



Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

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[illegible]

Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

Description	GROSS BLOCK			DEPRECIATION & AMORTISATION			NET BLOCK	
	As at 01-04-2019	Adjustment to Opening Balance	Additions	Deductions/ Adjustments	As at 31-03-2020	For the year	As at 31-03-2020	As at 31-03-2019
(₹ in million)								
(A) Tangible Assets								
Land	699.82	-	-	17.84	681.98	-	681.98	699.82
Buildings	1,930.50	-	295.94	-	2,226.44	69.61	1,784.52	1,558.19
Plant and Machinery	4,372.52	-	670.17	39.47	5,003.22	273.68	3,149.47	2,772.89
Furniture and Fixtures	70.29	-	3.75	0.13	73.91	5.95	35.06	41.13
Vehicles	82.97	-	11.50	6.12	88.35	8.22	45.42	42.68
Office Equipment	47.20	-	2.02	0.22	49.00	4.90	32.59	19.35
Right of Use								
(a) Land	-	71.40	0.76	-	72.16	13.56	58.60	-
(b) Building	-	8.58	-	-	8.58	1.78	6.80	-
Total Tangible Assets	7,203.30	79.98	984.14	63.78	8,203.64	377.70	2,424.08	5,779.56
(B) Intangible Assets								
Computer Software	37.01	-	1.30	-	38.31	3.30	8.74	10.74
Total Intangible Assets	37.01	-	1.30	-	38.31	3.30	8.74	10.74
Total (A + B)	7,240.31	79.98	985.44	63.78	8,241.95	381.00	2,453.65	5,788.30
Property, plant & equipment include assets acquired on finance :								
(₹ in million)								
	As at 31-03-2021			As at 31-03-2020				
	Gross Block			Gross Block		Net Block		
-From Banks	23.27			16.30		14.90		
-From Others	12.84			9.36		12.84		

2.01 Property, plant & equipment include assets acquired on finance :

2.02 Refer Note 17.01 for security created on Land, Building and Property, Plant & Equipment.



Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

3 NON-CURRENT FINANCIAL ASSETS - INVESTMENTS

Particulars	(₹ in million)	
	As at 31-Mar-21	As at 31-Mar-20
Investment (measured at cost)		
Investment in Joint Venture		
Unquoted (Fully paid up)		
Investment in partnership Firm in the nature of Joint Venture		
In Skipper Metzger LLP	96.40	95.20
Add: Share in Profit of Joint Venture	0.55	(2.96)
Total	96.95	92.24

- 3.01 The Company had executed a Limited Liability Partnership Agreement with Metzgerplas Cooperative Agricultural Organization Ltd (an agriculture cooperative incorporated in Israel) dated 14th February 2018, to jointly carry out business activities in the field of micro-irrigation within the framework of joint-venture. Pursuant to this, an LLP was incorporated on 9th March, 2018, wherein the Company holds 50% partnership Interest.

4 NON-CURRENT FINANCIAL ASSETS - LOANS

Particulars	(₹ in million)	
	As at 31-Mar-21	As at 31-Mar-20
Security Deposits		
Unsecured, Considered Good	148.19	617.45
Total	148.19	617.45

5 NON-CURRENT FINANCIAL ASSETS - OTHERS

Particulars	(₹ in million)	
	As at 31-Mar-21	As at 31-Mar-20
Other Balances		
Balances with banks		
Deposits (Refer note 10.01)	50.05	-
Total	50.05	-

6 OTHER NON CURRENT ASSETS

Particulars	(₹ in million)	
	As at 31-Mar-21	As at 31-Mar-20
Capital Advance		
Unsecured, Considered Good	50.78	15.47
Other		
Unsecured, Considered Good		
Prepaid expenses	0.09	0.12
Total	50.87	15.59

Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

7 INVENTORIES

(₹ in million)		
Particulars	As at 31-Mar-21	As at 31-Mar-20
(As taken, valued and certified by the management)		
Raw Materials	2,088.97	1,573.31
Stores and Spare Parts	470.95	382.39
Work-In-Process	638.58	652.64
Finished Goods	2,741.22	2,253.27
Scrap and Waste	75.19	61.73
Total	6,014.91	4,923.34

8 CURRENT FINANCIAL ASSETS - TRADE RECEIVABLES

(₹ in million)		
Particulars	As at 31-Mar-21	As at 31-Mar-20
Unsecured, Considered Good	4,742.24	4,403.20
Less: Allowances ^	23.81	22.04
Total	4,718.43	4,381.16

^ Represents provision on account of Expected Credit Loss [Refer note no. 52(C)]

9 CURRENT FINANCIAL ASSETS - CASH AND CASH EQUIVALENTS

(₹ in million)		
Particulars	As at 31-Mar-21	As at 31-Mar-20
Cash on hand (as certified by the Management)	5.05	4.72
Balances with Scheduled Banks		
In Current Accounts	4.47	4.34
Total	9.52	9.06

10 CURRENT FINANCIAL ASSETS - BANK BALANCES OTHER THAN CASH & CASH EQUIVALENT

(₹ in million)		
Particulars	As at 31-Mar-21	As at 31-Mar-20
Other Balances		
Balances with banks		
Deposits with more than 3 months initial maturity (Refer note 10.01)	253.15	119.13
In Unpaid Dividend Account	0.23	0.23
Total	253.38	119.36

10.01 Pledged against guarantees and letters of credit issued by banks.

11 CURRENT FINANCIAL ASSETS - LOANS

(₹ in million)		
Particulars	As at 31-Mar-21	As at 31-Mar-20
Security Deposits		
Unsecured, Considered Good	29.35	38.49
Total	29.35	38.49



Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

12 CURRENT FINANCIAL ASSETS - OTHERS

(₹ in million)		
Particulars	As at 31-Mar-21	As at 31-Mar-20
Accrued Interest on Fixed Deposit with Bank	2.76	0.71
Others		
Unsecured, Considered Good		
Gain on MTM of Forward Contract	5.07	-
Total	7.83	0.71

13 CONTRACT ASSETS

(₹ in million)		
Particulars	As at 31-Mar-21	As at 31-Mar-20
Contract Assets (refer note 13.01)	286.29	271.10
Total	286.29	271.10

13.01 Contract assets represent excess of revenue earned over billings on contracts.

14 OTHER CURRENT ASSETS

(₹ in million)		
Particulars	As at 31-Mar-21	As at 31-Mar-20
Advances other than Capital Advances		
Unsecured, Considered Good		
Suppliers of Goods & Services	131.47	376.23
Other Advances		
Unsecured, Considered Good		
Balance with Government Authorities	519.72	264.44
Others	190.30	123.72
Total	841.49	764.39

15 EQUITY SHARE CAPITAL

(₹ in million)		
Particulars	As at 31-Mar-21	As at 31-Mar-20
Authorized		
410000000 (Previous Years: 410000000) Equity Shares of ₹ 1 each	410.00	410.00
	410.00	410.00
Issued, Subscribed and Paid Up		
102670212 (Previous Year: 102670212) Equity Shares of ₹ 1 each fully paid up.	102.67	102.67
Total	102.67	102.67

15.01 The Reconciliation of the number of shares outstanding is set out below:

(₹ in million)		
Particulars	As at 31-Mar-21	As at 31-Mar-20
Equity Shares at the beginning of the year	102670212	102670212
Add: Equity Shares issued during the year	-	
Equity Shares At the end of the year	102670212	102670212

Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

15.02 Rights, Preferences and Restrictions attached to Equity Shares:

The Company has one class of equity shares having a par value of ₹ 1 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, 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.

15.03 Details of shareholders holding more than 5% shares :

Name of Shareholders	As at 31-Mar-21		As at 31-Mar-20	
	No of Shares	%	No of Shares	%
Mr. Sajan Kumar Bansal	21855339	21.29	21855339	21.29
Mrs. Meera Bansal	21769198	21.20	21769198	21.20
Skipper Plastics Limited	20050000	19.53	20050000	19.53

15.04 The Company does not have any Holding Company.

15.05 The Shareholders of the Company approved the Employee Stock Options Plan 2015 ("ESOP 2015") for issue of Option not exceeding 2000000 (Two million) options to its permanent employees (including a Director, whether whole time or not but excluding independent directors) of the Company, working in India. There were NIL outstanding options at the beginning and at the end of the year and no options were granted, cancelled/forfeited, exercised or expired during the year.

15.06 None of the securities are convertible into shares at the end of the reporting period.

15.07 The Company during the preceding 5 years –

- (a) Has not allotted shares pursuant to contracts without payment received in cash.
- (b) Has not issued shares by way of bonus shares.
- (c) Has not bought back any shares.

15.08 There are no calls unpaid by Directors / Officers.

15.09 The Company has not forfeited any shares.

16 OTHER EQUITY

Particulars	(₹ in million)	
	As at 31-Mar-21	As at 31-Mar-20
Securities Premium Account	1,174.74	1,174.74
General Reserve	439.76	439.76
Surplus in the Statement of Profit and Loss	5,361.22	5,155.65
Other Comprehensive Income	-	-
Total	6,975.72	6,770.16

Particulars	(₹ in million)	
	As at 31-Mar-21	As at 31-Mar-20
16.01 Securities Premium Account		
Balance at the beginning of the year	1,174.74	1,174.74
Balance at the end of the year	1,174.74	1,174.74



Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

		(₹ in million)	
Particulars	As at 31-Mar-21	As at 31-Mar-20	
16.02 General Reserve			
Balance at the beginning of the year	439.76	439.76	
Balance at the end of the year	439.76	439.76	
16.03 Surplus in the Statement of Profit and Loss			
Balance at the beginning of the year	5,155.65	4,768.91	
Adjustment on account of Transition to Ind AS 116 as on 01-04-2019	-	5.74	
Add: Profit for the year	214.34	412.55	
Less: Appropriations			
Proposed Dividend on Equity Shares	10.27	25.67	
Corporate Tax on Dividend	-	5.27	
Add: Transfer from OCI-Re-measurement	1.50	(0.60)	
Balance at the end of the year	5,361.22	5,155.65	
16.04 Other Comprehensive Income			
Items that will not be reclassified to profit or loss (Net of Income Tax Effect)			
Re-measurement of Defined Benefit Plans			
Balance at the beginning of the year	-	-	
Add: Other Comprehensive Income for the year	1.50	(0.60)	
	1.50	(0.60)	
Less: Transfer to retained earning	(1.50)	0.60	
Balance at the end of the year	-	-	
Total	6,975.72	6,770.16	

16.05 The description of the nature and purpose of each reserve within equity is as follows:

- (a) **Securities Premium Reserve** : The Reserve represents the premium on issue of shares and can be utilized in accordance with the provisions of the Companies Act, 2013.
- (a) **General Reserve** : The Reserve is created by an appropriation from one component of equity (generally retained earnings) to another, not being an item of Other Comprehensive Income. The same can be utilised by the company in accordance with the provisions of the Companies Act, 2013.
- (c) **Retained Earnings** : This reserve represents the cumulative profits of the Company and effects of re-measurement of defined benefit obligations. This reserve can be utilised in accordance with the provisions of the Companies Act 2013.
- (d) **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.

Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

17 NON-CURRENT FINANCIAL LIABILITIES - BORROWINGS

(₹ in million)				
Particulars	As at 31-Mar-21		As at 31-Mar-20	
SECURED LOANS				
From Banks				
Rupee Term Loans	2,432.01		951.85	
Foreign Currency Term Loans	216.80		316.25	
From Banks	2,648.81		1,268.10	
Less: Current maturities of term loan	581.51	2,067.30	292.72	975.38
From Bodies Corporate				
Rupee Term Loan	374.84		460.01	
Less: Current maturities of loans	-	374.84	47.67	412.34
Hire purchase loans				
From Banks	11.41		6.73	
Less: Current maturities of loans	3.29	8.12	2.74	3.99
From Others	7.93		9.26	
Less: Current maturities of loans	1.47	6.46	1.33	7.93
UNSECURED LOANS				
Loans from Related Parties		106.62		169.25
Total		2,563.34		1,568.89

17.01 Secured Loans are covered as follows :

(₹ in million)				
Particulars	Loan Amount		Security	
	As at 31-Mar-21	As at 31-Mar-20		
Rupee term loan from banks	319.64	406.25	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.	
Rupee term loan from banks	444.64	218.16	Secured by way of first pari-passu charge over all fixed assets, both present and future, of company's Uluberia unit, excluding specifically financed assets. These loans are further secured by second pari-passu charge on the current assets of the Company. These loans are also secured by personal guarantees of some of the directors of the Company.	
Foreign currency term loans from banks	193.40	259.06		
Foreign currency term loans from banks	23.40	57.19	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. These are 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.	



Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

Particulars	(₹ in million)		Security
	Loan Amount		
	As at 31-Mar-21	As at 31-Mar-20	
Rupee Term Loan from bodies corporate	-	87.57	Secured by way of first charge on movable fixed assets of company's Polymer units situated at Uluberia & Guwahati (Unit 1).
Rupee term loan from banks	293.66	327.44	Secured by way of first charge over all fixed assets, both present and future, of Guwahati (Unit 2). These are further secured by second pari-passu charge on the current assets of Guwahati (Unit 2).
Rupee Term Loan from bodies corporate	374.84	372.44	Secured by Bank Guarantees.
Rupee term loan from banks	693.01	NIL	Secured by way of first charge over all fixed assets of Test Station located at Bagnan, including land taken on lease from related parties. These are further secured by subservient charge on the current assets of the Company. These loans are also secured by personal guarantees of some of the directors of the Company and corporate guarantee from the Lessors of land.
Rupee term loan from banks	536.02	NIL	Secured by way of second charge on current assets of the company on pari-passu first basis with consortium members. These loans are also secured by second charge on fixed assets located at Jangalpur, Uluberia & Guwahati (Unit 1 & 2) Units.
Rupee term loan from banks	88.50	NIL	Secured by way of first charge over properties owned by related parties, personal guarantees of some of the directors of the Company and corporate guarantee from the related parties.
Rupee term loan from banks	56.54	NIL	Secured by way of first charge over properties owned by related parties.
Hire purchase loans from banks	11.41	6.73	Secured against hypothecation of respective fixed assets financed by banks.
Hire purchase loans from others	7.93	9.26	Secured against hypothecation of respective fixed assets financed by lenders.

Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

17.02 Repayment schedule as on 31st March 2021 is as follows:

Year of Repayment	Rupee Loan from banks	Rupee Loan from bodies corporate	Foreign Currency Loan	Hire purchase loans from banks	(₹ in million)
					Hire purchase loans from others
2021-22	486.13	-	95.38	3.29	1.47
2022-23	542.69	374.84	75.00	2.96	3.64
2023-24	465.46	-	46.42	2.75	2.82
2024-25	309.23	-	-	1.83	-
2025-26	281.56	-	-	0.58	-
2026-27 and beyond	346.94	-	-	-	-
Total	2,432.01	374.84	216.80	11.41	7.93

17.03 Loans from related parties of ₹ 106.62 million (Previous Year: ₹ 169.25 million), being long term in nature, have not been considered in the above repayment schedule.

17.04 Interest Rates:

Particulars	As at 31-Mar-21		As at 31-Mar-20	
	Loan Amount (₹ in million)	Rate of Interest (%)	Loan Amount (₹ in million)	Rate of Interest (%)
Secured				
Rupee term loan from banks	2432.01	7.00 to 10.00	951.85	8.50 to 10.60
Foreign currency term loans from banks	216.80	3.50	316.25	4.43 to 4.50
Rupee term loan from bodies corporate	374.84	10.50	460.01	10.25 to 10.50
Hire purchase loans from Bank	11.41	8.10 to 9.35	6.73	8.90 to 10.24
Hire purchase loans from others	7.93	9.75 to 10.89	9.26	9.75 to 11.30
Unsecured				
Loans from Related Parties	106.62	9.00	169.25	9.00

18 NON-CURRENT FINANCIAL LIABILITIES - LEASE LIABILITIES

Particulars	(₹ in million)	
	As at 31-Mar-21	As at 31-Mar-20
Lease Liabilities	83.64	58.16
Total	83.64	58.16

19 NON-CURRENT PROVISIONS

Particulars	(₹ in million)	
	As at 31-Mar-21	As at 31-Mar-20
Provision for employee benefits		
Gratuity	52.58	50.82
Leave encashment	6.19	6.46
Others		
Decommissioning Liability	-	0.30
Total	58.77	57.58



Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

20 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 :

Particulars	(₹ in million)	
	As at 31-Mar-21	As at 31-Mar-20
Deferred tax liability :		
Property Plant Equipment (Refer Note 48)	654.02	623.71
Unamortised Processing Fees On Loan	11.53	2.53
Right of Use Assets	292.12	22.85
Security Deposit-Prepaid Rent	0.04	0.05
Forward Mark to Market	1.79	-
Total Deferred Tax Liability (A)	959.50	649.14
Less:		
Deferred Tax Assets :		
Employee's Separation and Retirement Expenses	21.49	20.52
Long Term Capital Loss Carried Forward	0.99	0.83
Deferred Revenue	21.99	5.30
Provision for allowances on account of Expected Credit Loss	8.32	7.70
Decommissioning Liability	-	0.10
Forward Mark to Market	-	47.38
Security Deposit - Fair Value	265.51	0.06
Lease Liability	33.55	24.78
Carry Forward of Deductions	179.74	211.95
MAT Credit Entitlement	104.98	41.89
Total Deferred Tax Assets (B)	636.57	360.51
Deferred Tax Liabilities (Net) (A-B)	322.93	288.63

The movement of major components of deferred tax provision/adjustment during the year ended 31st March 2021 is given below:

Particulars	(₹ in million)			
	As at 31-Mar-21	Recognised in Profit/ loss	Recognised in OCI	As at 31-Mar-20
Deferred tax liability :				
Property Plant Equipment (Refer Note 48)	654.02	30.31	-	623.71
Unamortised Processing Fees On Loan	11.53	9.00	-	2.53
Right of Use Assets	292.12	269.27	-	22.85
Security Deposit-Prepaid Rent	0.04	(0.01)	-	0.05
Forward Mark to Market	1.79	1.79	-	-
Total Deferred Tax Liability (A)	959.50	310.36	-	649.14
Deferred Tax Assets :				
Employee's Separation and Retirement Expenses	21.49	1.77	(0.80)	20.52
Long Term Capital Loss Carried Forward	0.99	0.16	-	0.83
Deferred Revenue	21.99	16.69	-	5.30
Provision for allowances on account of Expected Credit Loss	8.32	0.62	-	7.70
Decommissioning Liability	-	(0.10)	-	0.10
Forward Mark to Market	-	(47.38)	-	47.38
Security Deposit - Fair Value	265.51	265.45	-	0.06
Lease Liability	33.55	8.77	-	24.78
Carry Forward of Deductions/ losses	179.74	(32.21)	-	211.95
MAT Credit Entitlement	104.98	63.09	-	41.89
Total Deferred Tax Assets (B)	636.57	276.86	(0.80)	360.51
Deferred Tax Liabilities (Net) (A-B)	322.93	33.50	0.80	288.63

Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

The movement of major components of deferred tax provision/adjustment during the year ended 31st March 2020 is given below:

Particulars	(₹ in million)			
	As at 31-Mar-20	Recognised in Profit/ loss	Recognised in OCI	As at 31-Mar-19
Deferred tax liability :				
Property Plant Equipment	623.71	18.70	-	605.01
Unamortised Processing Fees On Loan	2.53	2.53	-	-
Forward Mark to Market	22.85	22.85	-	-
Security Deposit-Prepaid Rent	0.05	(0.33)	-	0.38
Total Deferred Tax Liability (A)	649.14	43.75	-	605.39
Deferred Tax Assets :				
Employee's Separation and Retirement Expenses	20.52	3.24	0.08	17.20
Long Term Capital Loss Carried Forward	0.83	0.83	-	-
Deferred Revenue	5.30	(0.69)	-	5.99
Provision for allowances on account of Expected Credit Loss	7.70	2.93	-	4.77
Unamortised Processing Fees On Loan	-	(3.02)	-	3.02
Decommissioning Liability	0.10	0.01	-	0.09
Rent Payable-Rent Straight lining	-	(2.01)	-	2.01
Forward Mark to Market	47.38	38.69	-	8.69
Security Deposit - Fair Value	0.06	(0.38)	-	0.44
Lease Liability	24.78	24.78	-	-
Carry Forward of Deductions	211.95	211.95	-	-
MAT Credit Entitlement	41.89	41.89	-	-
Total Deferred Tax Assets (B)	360.51	318.22	0.08	42.21
Deferred Tax Liabilities (Net) (A-B)	288.63	(274.47)	(0.08)	563.18

21 OTHER NON-CURRENT LIABILITIES

Particulars	(₹ in million)	
	As at 31-Mar-21	As at 31-Mar-20
Deferred Revenue (Refer note 27.01)	56.43	13.20
Total	56.43	13.20

22 CURRENT FINANCIAL LIABILITIES- BORROWINGS

Particulars	(₹ in million)	
	As at 31-Mar-21	As at 31-Mar-20
SECURED LOANS		
Working Capital Facilities from Banks		
Cash Credit facilities including Packing Credit and Demand Loans*	936.36	2,388.32
Buyer's Credit from Banks		
For Operational Use	299.49	155.86
UNSECURED LOANS		
Intercompany Loans	-	80.00
Total	1,235.85	2,624.18

* Includes positive balance of ₹ 200.44 million (Previous Year: ₹ 309.15 million) in Cash Credit Account

22.01 Working Capital are secured by first charge on current assets and second charge on fixed assets of Jangalpur, Uluberia & Guwahati (Unit 1 & 2) and also by personal guarantees of some of the directors of the Company.



Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

22.02 Interest on working Capital Facilities from banks carries interest ranging from 7.70% to 11.55% per annum; Packing Credit from Banks bears interest 1.20% per annum; Buyer's Credit from Banks bears interest between 0.47% to 2.91% per annum.

23 CURRENT FINANCIAL LIABILITIES- LEASE LIABILITIES

Particulars	(₹ in million)	
	As at 31-Mar-21	As at 31-Mar-20
Lease Liabilities	12.37	12.74
Total	12.37	12.74

24 CURRENT FINANCIAL LIABILITIES- TRADE PAYABLES

Particulars	(₹ in million)	
	As at 31-Mar-21	As at 31-Mar-20
Total Outstanding Dues of Micro Enterprises and Small Enterprises (Refer note 43)	31.10	31.68
Total Outstanding Dues of Creditor other than Micro enterprises and Small enterprises	6,542.15	3,712.21
Total	6,573.25	3,743.89

25 CURRENT FINANCIAL LIABILITIES - OTHERS

Particulars	(₹ in million)	
	As at 31-Mar-21	As at 31-Mar-20
Current maturities of Long-Term Debt including unsecured Loans	581.51	340.39
Current maturities of Hire Purchase Loans	4.76	4.07
Interest accrued but not due	2.79	23.94
Unpaid dividends	0.23	0.23
Liability for Capital Expenditure	96.59	457.46
MTM Loss on Forward Contract	-	135.58
Total	685.88	961.67

26 CONTRACT LIABILITIES

Particulars	(₹ in million)	
	As at 31-Mar-21	As at 31-Mar-20
Contract Liabilities (refer note 26.01)	246.02	720.80
Total	246.02	720.80

26.01 Contract liabilities represent consideration received from customers for whom there is pending obligation to transfer goods or services.

27 OTHER CURRENT LIABILITIES

Particulars	(₹ in million)	
	As at 31-Mar-21	As at 31-Mar-20
Deferred Revenue (Refer note 27.01)	6.49	1.97
Payable to Employees	114.04	90.53
Statutory dues	25.96	78.42
Other Payables	0.45	6.45
Total	146.94	177.37

Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

27.01 Movement of Deferred Revenue (Current and Non-current)

(₹ in million)		
Particulars	Year ended 31-Mar-21	Year ended 31-Mar-20
Opening Balance	15.17	17.15
Add: Received during the year	49.99	-
Less: Released to Statement of Profit & Loss	2.24	1.98
Closing Balance	62.92	15.17

28 CURRENT PROVISIONS

(₹ in million)		
Particulars	As at 31-Mar-21	As at 31-Mar-20
Provision for employee benefits		
Gratuity	1.65	-
Leave encashment	1.06	1.45
Total	2.71	1.45

29 CURRENT TAX LIABILITIES (NET)

(₹ in million)		
Particulars	As at 31-Mar-21	As at 31-Mar-20
Provision for Income Tax (Net of Advance Tax)	126.18	26.77
Total	126.18	26.77

30 REVENUE FROM OPERATIONS

(₹ in million)			
Particulars	Year ended 31-Mar-21		Year ended 31-Mar-20
Sale of Goods	14,047.95		12,728.48
Income from Infrastructure Projects	1,663.52		1,116.41
	15,711.47		13,844.89
Other Operational Revenues			
Export Benefits	95.68		60.18
Government Grants	7.92	103.60	-
Total		15,815.07	13,905.07

30.01 Refer note 49 for disaggregated revenue informations.

30.02 Reconciliation of revenue from sale of products with the contracted price is given below

(₹ in million)		
Particulars	Year ended 31-Mar-21	Year ended 31-Mar-20
Contracted Price	15,834.71	13,978.47
Less: Trade discounts, volume rebates, etc.	123.24	133.58
Sale of Goods	15,711.47	13,844.89



Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

31 OTHER INCOME

Particulars	(₹ in million)	
	Year ended 31-Mar-21	Year ended 31-Mar-20
Interest Income		
On Bank Deposits	11.29	7.55
Others	8.79	-
Other non-operating income		
Profit on sale of Fixed Assets	12.24	9.95
Profit on termination of Lease	4.48	-
Miscellaneous Income	3.44	2.15
Total	40.24	19.65

32 COST OF MATERIALS CONSUMED

Particulars	(₹ in million)	
	Year ended 31-Mar-21	Year ended 31-Mar-20
Cost of Materials (including conversion charges and procurement expenses)	10,777.41	8,451.26

32.01 Shortage/excess (if any) on physical verification have been adjusted in the consumption shown above.

33 CHANGES IN INVENTORIES OF FINISHED GOODS & WORK IN PROGRESS

Particulars	(₹ in million)			
	Year ended 31-Mar-21		Year ended 31-Mar-20	
Opening Stock :				
Work-In-Process	652.64		913.41	
Finished Goods	2,253.27		2,391.61	
Scrap and Waste	61.73	2,967.64	98.50	3,403.52
Less:				
Closing Stock :				
Work-In-Process	638.58		652.64	
Finished Goods	2,741.22		2,253.27	
Scrap & Waste	75.19	3,454.99	61.73	2,967.64
(Increase)/Decrease in Stock		(487.35)		435.88

34 EMPLOYEE BENEFIT EXPENSES

Particulars	(₹ in million)	
	Year ended 31-Mar-21	Year ended 31-Mar-20
Salaries, Wages, Bonus and Allowances	686.80	686.21
Contribution to Provident and Other Funds	55.49	49.74
Workmen and Staff Welfare Expenses	16.57	11.25
Total	758.86	747.20

Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

35 FINANCE COSTS

Particulars	(₹ in million)	
	Year ended 31-Mar-21	Year ended 31-Mar-20
Interest	594.84	743.12
Lease Interest	4.08	7.58
Exchange differences regarded as an adjustment to borrowing costs	25.34	38.14
Other Borrowing Costs	99.30	58.75
Total	723.56	847.59

36 OTHER EXPENSES

Particulars	(₹ in million)	
	Year ended 31-Mar-21	Year ended 31-Mar-20
Consumption of Stores and Spare Parts	701.03	687.61
Power and Fuels	409.77	453.14
Labour Charges & Project Expenses	1,266.94	810.23
Repairs & Maintenance		
-Plant & Machinery	93.67	63.70
-Building	28.49	16.75
-Others	63.54	43.12
Rent and Hire Charges	56.40	33.33
Rates and Taxes	58.12	20.80
Insurance	26.41	23.83
Electricity Charges	3.66	4.33
Travelling and Conveyance Expenses	77.47	105.91
Communication Expenses	5.38	6.32
Bank Charges	15.22	6.08
Freight, Packing and Handling Expenses (net)	185.90	120.60
Legal and Professional Expenses	91.24	28.23
Security Service Expenses	41.81	34.87
Advertisement and Sales Promotion Expenses	140.29	61.92
Commission	50.39	13.53
Derivative Instruments (Gain)/Loss	(190.62)	129.34
(Gain)/loss on exchange fluctuation	(88.45)	25.79
Loss on sale of Fixed Assets	-	-
Irrecoverable Debts/Advances Written Off (net)	2.33	1.95
Provision for allowances under expected credit loss [Refer note 52(C)]	1.77	8.40
Charity and Donations	0.15	0.27
Corporate Social Responsibility	19.30	27.51
Auditors' Remuneration (Refer note 36.01)	2.61	2.45
Miscellaneous Expenses (Refer note 36.02)	266.22	149.46
Total	3,329.04	2,879.47



Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

36.01 Auditors' Remuneration includes:

(₹ in million)		
Particulars	Year ended 31-Mar-21	Year ended 31-Mar-20
(a) Statutory Auditors		
Audit Fees	1.40	1.40
Reimbursement of out-of-pocket expenses	-	-
Certification & Other Services (including Limited Review Fees)	1.11	0.98
Total (a)	2.51	2.38
(b) Cost Auditors		
Audit Fees	0.07	0.07
Reimbursement of out-of-pocket expenses	-	-
Certification	0.03	-
Total (b)	0.10	0.07
Total (a+b)	2.61	2.45

36.02 Miscellaneous expenses includes:

(₹ in million)		
Particulars	Year ended 31-Mar-21	Year ended 31-Mar-20
Sitting Fee to Directors	0.99	0.85
Total	0.99	0.85

37 TAX EXPENSES

(₹ in million)		
Particulars	Year ended 31-Mar-21	Year ended 31-Mar-20
Current Tax	63.09	41.89
MAT Credit entitlement for current year	(63.09)	(41.89)
Tax adjustments for earlier years	(6.23)	-
Deferred Tax	96.59	(232.58)
Total	90.36	(232.58)

37.01 Reconciliation of estimated income tax expenses at Indian statutory income tax rates to income tax expenses reported in statement of profit and loss:

(₹ in million)		
Particulars	Year ended 31-Mar-21	Year ended 31-Mar-20
Income before taxes	304.70	179.97
Applicable Tax Rate	34.94%	34.94%
Estimated Income Tax Expense	106.47	62.89
Tax Effect of adjustments to reconcile expected income tax expense to reported income tax expense:		
Effect of non deductible expenses	6.77	9.71
Effect of allowances for tax purpose	-	(103.49)
Effect of tax rate change considered	(20.21)	(203.08)
Others	3.56	1.39
Tax Expense in Statement of Profit and Loss (Refer note 37.02)	96.59	(232.58)
Effective Tax Rate	31.70%	-

37.02 Tax Expense in Statement of Profit and Loss is excluding Tax adjustment and MAT Credit for earlier years.

Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

38 OTHER COMPREHENSIVE INCOME

(₹ in million)		
Particulars	Year ended 31-Mar-21	Year ended 31-Mar-20
Items that will not be reclassified to profit or loss :		
Re-measurement of defined benefit plans	2.29	(0.23)
	2.29	(0.23)
Income tax relating to items that will not be reclassified to profit or loss:		
Re-measurement of defined benefit plans	(0.80)	0.08
	(0.80)	0.08
Total	1.49	(0.15)

39 CONTINGENT LIABILITIES NOT PROVIDED IN RESPECT OF

39.01 Claims against the Company not acknowledged as debt, disputed taxes/ duties are as follows:- (₹ in million)

Nature of Contingent Liability	Authorities before which matter is pending and year of dispute	As at 31-Mar-21	As at 31-Mar-20
Demand notices issued by Central Excise Department	The matter is pending with Commissioner(A) / CESTAT. (Related to year: 2005-06, 2007-08, 2009-10 to 2012-13 & 2017-18) [Paid ₹ 10.39 million (Previous Year: ₹ 10.39 million)]	61.32	60.47
Demand notices issued by Service Tax Department	The matter is pending with Commissioner(A) / CESTAT (Related to year: 2007-08, 2009-10 to 2012-13) [Paid ₹ 0.73 million (Previous Year: ₹ 0.73 million)]	33.89	33.89
Demand notices issued by Directorate of Revenue Intelligence	The matter is pending with DRI (Related year: 2015-16) [Paid ₹ 0.95 million (Previous Year: ₹ 0.95)]	25.58	25.58
CST Demand issued by Assessing Authority	The matter is pending with Joint Commissioner-Commercial Taxes/Senior Joint Commissioner/ WB Commercial Taxes Appellate & Revisional Board (Related to year: 2006-07, 2016-17 & 2017-18) [Paid ₹ 1.15 million (Previous Year: ₹ 1.95 million)]	11.84	36.17
GST Demand issued by Assessing Authority	The matter is pending with Commissioner SGST & CX (Related to year: 2018-19) [Paid ₹ 0.30 million (Previous Year: ₹ 0.30 million)]	0.30	0.30
Sales Tax/VAT demands issued by Assessing Authority	The matter is pending with Senior Joint Commissioner/ Additional Commissioner-Commercial Taxes/ WB Commercial Taxes Appellate & Revisional Board (Related to year: 2009-10, 2017-18) [Paid ₹ 0.01 million (Previous Year: ₹ 0.46 million)]	50.30	79.52
Income Tax demands issued by Assessing Authority	The matter is pending with CIT (Appeals) (Related to assessment year: 2018-19) [Paid ₹ 9.67 million (Previous Year: ₹ NIL)]	9.67	9.67



Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

- 39.02 The Company does not expect any reimbursements in respect of the above contingent liability.
- 39.03 It is not practicable to estimate the timing of cash outflows, if any, in respect of matters at pending resolution of the appellate proceedings.
- 39.04 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 amounting to ₹ 139.36 million (Previous year: ₹ 139.36 million).
- 40 Estimated amount of contracts pending execution on capital account net of advances of ₹ 50.78 million (Previous Years: ₹ 15.47 million) and not provided for is ₹ 56.33 million (Previous Years: ₹ 112.66 million).
- 41 The Company has given Corporate Guarantee of ₹ 480.00 million (Previous Years: ₹ 480.00 million) to a Bank for arranging credit facility for its Joint Venture and has received a Bank Guarantee from its Joint Venture Partner for ₹ 150.00 million (Previous Years: NIL) as collateral. Borrowings outstanding in the books of account of the Joint Venture from this credit facility is ₹ 296.96 million (Previous Years: ₹ 177.82 million).
- 42 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:

Particulars		(₹ in million)			
		Year ended 31-Mar-21	Year ended 31-Mar-20		
(a)	Gross amount required to be spent by the Company during the year	19.27	27.41		
(b)	Related Party Transaction as per Ind AS 24 in relation to CSR activities (Refer note 50)	16.54	24.30		
		Amount Paid	Amount yet to be paid	Amount Paid	Amount yet to be paid
(i)	Construction/ acquisition of any asset	-	-	-	-
(ii)	Purposes other than (i) above	19.30	-	27.51	-
Total		19.30	-	27.51	

Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

- 43** The information regarding amounts due to creditors registered under the Micro, Small and Medium Enterprises Development Act, 2006, has been given to the extent available with the Company. The required disclosures of outstanding dues of micro, small & medium enterprises are as under:

(₹ in million)		
Particulars	As at 31-Mar-21	As at 31-Mar-20
(a) Principal amount remaining unpaid as at 31st March	31.10	31.68
(b) Interest amount remaining unpaid as at 31st March	0.04	0.15
(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

44 EMPLOYEE BENEFITS

Disclosure pursuant to Indian Accounting Standard (Ind AS) 19 - Employee Benefits are as under :

(A) Defined Contribution Plan :

The amount recognised as an expenses for the Defined Contribution Plans are as under :

(₹ in million)		
Particulars	Year ended 31-Mar-21	Year ended 31-Mar-20
Contribution to Provident and other funds:		
Employer's Contribution to Provident Fund	11.89	9.71
Employer's Contribution to Pension Scheme	21.39	18.03
Employees Deposit Linked Insurance	1.31	1.14
Workmen and Staff Welfare Fund:		
Employees State Insurance Corporation	7.01	7.86
Labour Welfare Fund	0.14	0.13
Total	41.74	36.87

(B) Defined Benefit Plan :

Post employment and other long term employee benefits in the form of gratuity and leave encashment are considered as defined benefit obligation. The employees' gratuity fund scheme managed by Life Insurance Corporation of India is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. Under the PUC method a "projected accrued benefit" is calculated at the beginning of the year and again at the end of the year for each benefit that will accrue for all active members of the Plan. The "projected accrued benefit" is based on the Plan's accrual formula and upon service as of the beginning or end of the year, but using a member's final compensation, projected to the age at which the employee is assumed to leave active service. The Plan liability is the actuarial present value of the "projected accrued benefits" as of the beginning of the year for active members.

Liability for leave payable at the time of retirement has been recognized on actuarial basis.

The defined benefit obligation calculated as on 31st March, 2021 is based on the existing salary definition (Basic + DA) and the impact of the new definition of Wages under the proposed Code on Wages, 2019 issued by the Government of India has not been considered since the applicable date for Code of Wages has not yet been notified by the Government.



Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

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 summarises the components of net benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the Post-retirement benefit plans.

		(₹ in million)	
Particulars		2020-2021	2019-2020
(i)	Reconciliation of opening and closing balances of Defined Benefit obligation		
	Defined benefit obligation at beginning of the year	59.72	54.25
	Current service cost	8.94	8.64
	Interest cost	3.82	3.85
	Actuarial (gain)/loss - experience	(3.86)	(4.19)
	Actuarial (gain)/loss - financial assumptions	(0.55)	4.36
	Benefits paid directly by the Company	(2.39)	(0.18)
	Benefits paid from plan assets	(3.15)	(7.01)
	Defined benefit obligation at year end	62.53	59.72
(ii)	Reconciliation of opening and closing balances of fair value of plan assets		
	Fair value of plan assets at beginning of the year	8.89	13.15
	Interest Income on plan assets	0.56	0.81
	Employer's Contribution	2.00	2.00
	Return on plan assets greater/ (Less) than discount rate	-	(0.06)
	Benefits paid	(3.15)	(7.01)
	Fair value of plan assets at year end	8.30	8.89
(iii)	Reconciliation of fair value of assets and obligations		
	Fair value of plan assets as at 31st March	8.30	8.89
	Present value of obligation as at 31st March	62.53	59.72
	Net asset/(liability) recognized in Balance Sheet	(54.23)	(50.83)
(iv)	Expenses recognized during the year		
	Current service cost	8.94	8.64
	Interest cost	3.26	3.04
	Actuarial (gain)/loss - experience	(3.86)	(4.19)
	Actuarial (gain)/loss - financial assumptions	(0.55)	4.36
	Return on plan assets greater/ (Less) than discount rate	-	0.06
	Amount charged to statement of Profit & Loss	7.79	11.91

Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

		(₹ in million)	
	Particulars	2020-2021	2019-2020
(v)	Re-measurements recognised in Other Comprehensive Income (OCI)		
	Actuarial (gain)/loss - experience	(3.86)	(4.19)
	Actuarial (gain)/loss - financial assumptions	(0.55)	4.36
	Return on plan assets greater/ (Less) than discount rate	-	0.06
	Amount recognised in Other Comprehensive Income (OCI)	(4.41)	0.23
(vi)	Maturity Profile of Defined Benefit obligation for the year ending:		
	31st March, 2021	-	9.94
	31st March, 2022	10.29	4.48
	31st March, 2023	6.03	6.53
	31st March, 2024	5.02	5.36
	31st March, 2025	7.28	8.24
	31st March, 2026	7.16	-
	31st March, 2026 to 31st March, 2030	-	41.23
	31st March, 2027 to 31st March, 2031	44.81	-
(vii)	Sensitivity analysis for significant assumptions : #		
	Increase/ (Decrease) on present value of defined benefits obligation at the end of the year		
	1% increase in discount rate	(5.02)	(4.81)
	1% decrease in discount rate	5.93	5.69
	1% increase in salary escalation rate	5.98	5.63
	1% decrease in salary escalation rate	(5.14)	(4.83)
	1% increase in withdrawal rate	1.34	1.70
	1% decrease in withdrawal rate	(1.55)	(2.36)
(viii)	Major Categories of Plan Assets		
	L.I.C. Group Gratuity (Cash Accumulation Policy)-% of invested funds	100	100
(ix)	Actuarial assumptions:		
	Mortality table (L.I.C.)	Indian Assured Lives Mortality (2006 - 08) Ult	Indian Assured Lives Mortality (2006 - 08) (modified) Ult
	Discount rate (per annum)	6.80%	6.70%
	Expected rate of return on plan assets (per annum)	6.80%	6.70%
	Turnover rate	1% to 8%	1% to 8%
	Rate of escalation in salary (per annum)	4.00%	4.00%
	Retirement Age	60 years	60 years
(x)	Weighted Average Duration of Defined Benefit Obligation	10 Yrs.	10 Yrs.
(xi)	Expected Contribution during next year	9.66	8.95

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.



Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

45 OPERATING LEASE

- 45.01 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 and testing 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.

Particulars	(₹ in million)	
	Year ended 31-Mar-21	Year ended 31-Mar-20
Minimum lease payments recognised in the statement of profit and loss during the year included under the head "Rent and Hire Charges"	22.89	23.28
On cancellable leases	22.89	23.28

45.02 Future Minimum Lease Payments

As at 31st March, there are no non-cancellable operating leases. Hence future minimum lease payments are NIL (previous year NIL).

- 45.03 The operating cash flow for the year ended March 31, 2021 has increased by ₹ 11.70 million (Previous Year: ₹ 17.42 million) and the financing cash flow has decreased by ₹ 11.70 million (Previous Year: ₹ 17.42 million) as repayment of lease liabilities and related interest has been classified as cash flow from financing activities.

46 EARNINGS PER SHARE (EPS)

The following reflects the profit and share data used in the basic and diluted EPS computation

Particulars		Year ended 31-Mar-21	Year ended 31-Mar-20
Profit After Taxation as per Statement of Profit & Loss -[In ₹ million]	(a)	214.34	412.55
Weighted-average Number of Equity Shares for computing basic EPS	(b)	102,670,212	102,670,212
Add: Dilutive Impact of Employee Stock Options Plan-[In ₹ million]	(c)	-	-
Weighted-average Number of Equity Shares for computing diluted EPS	(d=b+c)	102,670,212	102,670,212
Basic EPS -[In ₹]	(a/b)	2.09	4.02
Diluted EPS -[In ₹]	(a/d)	2.09	4.02

47 EVENT OCCURRING AFTER BALANCE SHEET

For the year ended 31st March, 2021, the Board of Directors of the Company has recommended dividend of ₹ 0.10 per equity share (Previous Year: ₹ 0.10 per equity share) subject to approval of shareholders in the ensuing AGM.

48 INCOME TAX

The Taxation Laws (Amendment) Act 2019 ('the Act'), was passed whereby existing domestic companies were given the option to compute income-tax at a lower rate of 22% (plus applicable surcharge and cess) under section 115BAA of the Income Tax Act, 1961 instead of the existing rate of 30% (plus applicable surcharge and cess). However, a domestic company can avail such lower tax rate only if it forgoes various deductions, exemptions or incentives specified in this behalf in the Act. The aforementioned option can be availed at the option of the domestic company for any previous year relevant to the assessment year beginning on or after the 1st day of April, 2020. There is no time limit to choose the option of lower tax rate under section 115BBA, however, once chosen it is irreversible.

The Company has made an assessment of the impact of The Taxation Laws (Amendment) Act 2019 ('the Act') and decided to continue with the existing tax structure until the utilisation of MAT credit entitlement, tax incentives and deductions available to the Company. In compliance with the accounting standards, the Company is calculating the deferred tax liabilities at existing tax rate of 30% on liabilities and assets which are expected to cease by the date of transition and at lower tax rate u/s 115BAA of Income Tax Act on liabilities and assets which are expected to remain post-transition date. The tax expense reported in the financial statement includes the said effect.

Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

49 SEGMENT REPORTING

(A) Business segment

Reportable Segments	Year ended 31-Mar-21				Year ended 31-Mar-20				Total
	Engineering Products	Polymer Products	Infrastructure Projects		Engineering Products	Polymer Products	Infrastructure Projects		Total
(a) Segment Revenue -Gross									
Revenue From Operation (Gross)	11,986.19	2,165.36	1,663.52		11,425.49	1,363.17	1,116.41		13,905.07
(b) Segment Results	1,103.66	34.32	34.69		1,174.99	(2.67)	38.14		1,210.46
Unallocated Corporate income / (expenses) (net of expense / income)				(168.00)					(188.10)
Operating Profit				1,004.67					1,022.36
Interest Expenses				723.56					847.59
Interest Income				20.08					7.55
Share of profit/ (Loss) of Joint Ventures				3.51					(2.35)
Profit Before Tax				304.70					179.97
Less: Taxes				90.36					(232.58)
Profit After Tax				214.34					412.55

(c) Other Information

Reportable Segments	As at 31-Mar-21		As at 31-Mar-20		Year ended 31-Mar-21		Year ended 31-Mar-20	
	Segment Assets	Segment Liabilities	Segment Assets	Segment Liabilities	Capital Expenditure	Depreciation & Amortisation	Capital Expenditure	Depreciation & Amortisation
Engineering	14,776.18	5,845.41	13,265.68	4,023.71	1022.16	345.78	937.73	275.10
Polymer	2,308.68	561.18	2,297.75	552.84	103.12	78.89	51.93	81.51
Infrastructure	1,404.36	704.07	1,136.61	745.89	41.33	14.39	6.67	12.66
Unallocated	703.48	615.40	428.12	382.64	146.18	13.54	11.59	11.73
Total	19,192.70	7,726.06	17,128.16	5,705.08	1,312.79	452.60	1,007.92	381.00

(B) Geographical Segment

The Company operates in Geographical Segment as given below:

Reportable Segments	Revenue from Operations		Non-Current Assets @	
	Year ended 31-Mar-21	Year ended 31-Mar-20	As at 31-Mar-21	As at 31-Mar-20
Within India	12,308.93	12,416.96	7,031.50	6,620.55
Outside India	3,506.14	1,488.11	-	-
Total	15,815.07	13,905.07	7,031.50	6,620.55

@ Non-current assets exclude financial instruments, deferred tax assets and employee benefit assets.



Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

(C) Information about major customers

Total amount of revenues from customers (each exceeding 10% of total revenues of the Company) is ₹ 4,232.01 million (Previous Year: ₹ 1,823.64 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.

(₹ in million)		
(E) Based on Timing of Revenue	Year ended 31-Mar-21	Year ended 31-Mar-20
	At a Point in Time	Over Time
	14,151.55	12,788.66
	1,663.52	1,116.41
Total	15,815.07	13,905.07

- (F) Performance obligation at a point in time: Upon delivery/shipment as per the terms of contract.
- (G) The contracts do not have any financing component.

Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

50 RELATED PARTY DISCLOSURES

A. List of the related parties and relatives with whom transactions have taken place.

(1) Key Management Personnels.

(a)	Mr. Sajan Kumar Bansal	-Managing Director
(b)	Mr. Sharan Bansal	-Whole Time Director
(c)	Mr. Devesh Bansal	-Whole Time Director
(d)	Mr. Siddharth Bansal	-Whole Time Director
(e)	Mr. Amit Kiran Deb	-Independent Director
(f)	Mr. Joginder Pal Dua	-Independent Director
(g)	Mrs. Mamta Binani	-Independent Director
(h)	Mr. Ashok Bhandari	-Independent Director
(i)	Mr. Yash Pall Jain	-Whole Time Director
(j)	Mr. Pramod Kumar Shah	-Independent Director

(2) Parties where key managerial personnel along with their relatives have significant influence.

(a)	Skipper Realities 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
(n)	S. K Bansal Family Trust
(o)	S. K Bansal Unity Trust
(p)	S. K Bansal Heritage Trust
(q)	S. K Bansal Legacy Trust

(3) Relatives of key managerial personnel

(a)	Mrs. Meera Bansal	-Wife of Mr. Sajan Kumar Bansal
(b)	Mrs. Sumedha Bansal	-Wife of Mr. Sharan Bansal
(c)	Mrs. Reshu Bansal	-Wife of Mr. Devesh Bansal
(d)	Mrs. Shruti M Bansal	-Wife of Mr. Siddharth Bansal

(4) Other related parties (Joint Ventures)

(a)	Skipper-Metzer India LLP
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Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

B. The following transactions were carried out with the related parties in the ordinary course of business :

Particulars	2020-21				2019-20			
	In relation to item				In relation to item			
	A(1)	A(2)	A(3)	A(4)	A(1)	A(2)	A(3)	A(4)
(a) Remuneration Paid/Provided								
Mr. Sajan Kumar Bansal	14.40	-	-	-	14.40	-	-	-
Mr. Sharan Bansal	12.00	-	-	-	12.00	-	-	-
Mr. Devesh Bansal	12.00	-	-	-	12.00	-	-	-
Mr. Siddharth Bansal	12.00	-	-	-	12.00	-	-	-
Mr. Yash Pall Jain	4.50	-	-	-	4.50	-	-	-
(b) Rent Paid/Provided								
Mr. Sajan Kumar Bansal	0.36	-	-	-	0.36	-	-	-
Skipper Realities Limited	-	3.47	-	-	-	4.05	-	-
Suviksit Investments Limited	-	0.90	-	-	-	0.90	-	-
Skipper Polypipes Private Limited	-	0.01	-	-	-	2.08	-	-
Skipper Telelink Limited	-	0.04	-	-	-	3.24	-	-
Skipper Plastics Limited	-	1.50	-	-	-	-	-	-
Mrs. Sumedha Bansal	-	-	0.31	-	-	-	0.31	-
(c) Interest Paid/Provided								
Mr. Sajan Kumar Bansal	9.14	-	-	-	10.90	-	-	-
Mr. Sharan Bansal	1.43	-	-	-	1.23	-	-	-
Mr. Devesh Bansal	0.89	-	-	-	1.12	-	-	-
Mr. Siddharth Bansal	1.40	-	-	-	1.38	-	-	-
Skipper Plastics Limited	-	0.52	-	-	-	6.52	-	-
Ventex Trade Private Limited	-	0.06	-	-	-	1.23	-	-
(d) Sitting Fees paid/provided								
Mr. Amit Kiran Deb	0.28	-	-	-	0.21	-	-	-
Mr. Joginder Pal Dua	0.16	-	-	-	0.22	-	-	-
Mrs. Mamta Binani	0.17	-	-	-	0.13	-	-	-
Mr. Ashok Bhandari	0.25	-	-	-	0.16	-	-	-
Mr. Pramod Kumar Shah	0.14	-	-	-	0.14	-	-	-
(e) Donation given for CSR Purpose								
Sheo Bai Bansal Charitable Trust	-	3.80	-	-	-	1.70	-	-
Skipper Foundation	-	12.74	-	-	-	22.60	-	-
(f) Loan taken								
Mr. Sajan Kumar Bansal	38.85	-	-	-	226.43	-	-	-
Mr. Sharan Bansal	4.20	-	-	-	19.60	-	-	-
Mr. Devesh Bansal	4.58	-	-	-	19.00	-	-	-
Mr. Siddharth Bansal	1.55	-	-	-	20.50	-	-	-
Skipper Plastics Limited	-	42.40	-	-	-	49.90	-	-
Ventex Trade Private Limited	-	-	-	-	-	81.60	-	-

Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

(₹ in million)

Particulars	2020-21 In relation to item				2019-20 In relation to item			
	A(1)	A(2)	A(3)	A(4)	A(1)	A(2)	A(3)	A(4)
(g) Loan Refunded								
Mr. Sajan Kumar Bansal	100.10	-	-	-	119.15	-	-	-
Mr. Sharan Bansal	6.80	-	-	-	5.10	-	-	-
Mr. Devesh Bansal	9.50	-	-	-	5.80	-	-	-
Mr. Siddharth Bansal	4.70	-	-	-	4.80	-	-	-
Skipper Plastics Limited	-	32.90	-	-	-	326.40	-	-
Ventex Trade Private Limited	-	0.20	-	-	-	100.90	-	-
(h) Investments made								
Skipper-Metzer India LLP	-	-	-	-	-	-	-	5.17
(i) Sales of Goods								
Skipper-Metzer India LLP	-	-	-	-	-	-	-	1.46
Skipper Realities Limited	-	-	-	-	-	27.77	-	-
(j) Payment received against sale of goods								
Skipper-Metzer India LLP	-	-	-	-	-	-	-	5.40
Skipper Realities Limited	-	-	-	-	-	27.77	-	-
(k) Sale of Assets								
S. K Bansal Family Trust	-	-	-	-	-	14.39	-	-
S. K Bansal Unity Trust	-	-	-	-	-	14.39	-	-
S. K Bansal Heritage Trust	-	15.89	-	-	-	-	-	-
S. K Bansal Legacy Trust	-	15.89	-	-	-	-	-	-
(l) Payment received against sale of Assets								
Skipper-Metzer India LLP	-	-	-	-	-	-	-	12.65
S. K Bansal Family Trust	-	-	-	-	-	14.39	-	-
S. K Bansal Unity Trust	-	-	-	-	-	14.39	-	-
S. K Bansal Heritage Trust	-	15.89	-	-	-	-	-	-
S. K Bansal Legacy Trust	-	15.89	-	-	-	-	-	-
(m) Amount paid on behalf of related party and Reimbursement received								
Skipper-Metzer India LLP	-	-	-	-	-	-	-	0.67
(n) Security Deposit Paid								
Skipper Polypipes Pvt Ltd	-	1.80	-	-	-	155.00	-	-
Skipper Realities Ltd.	-	287.00	-	-	-	-	-	-
Skipper Telelink Limited	-	1.50	-	-	-	462.10	-	-
(o) Amount received against assignment of Trade Receivable (Net of Charges)								
Skipper Plastics Limited	-	188.65	-	-	-	257.50	-	-
Ventex Trade Private Limited	-	96.70	-	-	-	349.60	-	-



Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

(₹ in million)

Particulars	2020-21 In relation to item				2019-20 In relation to item			
	A(1)	A(2)	A(3)	A(4)	A(1)	A(2)	A(3)	A(4)
(p) Assignment Charges Paid (Gross)								
Skipper Plastics Limited	-	14.20	-	-	-	19.38	-	-
Ventex Trade Private Limited	-	7.28	-	-	-	26.31	-	-
(q) Purchase of Assets								
Skipper Realities Limited	-	1.20	-	-	-	147.83	-	-
Skipper Plastics Limited	-	15.20	-	-	-	-	-	-
(r) Paid against Purchase of Assets								
Skipper Realities Limited	-	114.97	-	-	-	34.06	-	-
Skipper Plastics Limited	-	15.20	-	-	-	-	-	-
(s) Assignment of Trade Receivable								
Ventex Trade Private Limited	-	216.45	-	-	-	-	-	-
(t) Amount received against assignment of Trade Receivable								
Ventex Trade Private Limited	-	109.69	-	-	-	-	-	-
(u) Interest Received (Net of TDS) against Trade Receivable								
Ventex Trade Private Limited	-	3.01	-	-	-	-	-	-
(v) Expenses Paid								
Ventex Trade Private Limited	-	0.27	-	-	-	-	-	-
(w) Purchase of Goods								
Skipper-Metzer India LLP	-	-	-	1.08	-	-	-	-
(x) Advance given to supplier								
Skipper-Metzer India LLP	-	-	-	10.00	-	-	-	37.33
(y) Amount Refunded back by Supplier								
Skipper-Metzer India LLP	-	-	-	31.83	-	-	-	15.50
(z) Corporate Guarantee given								
Skipper-Metzer India LLP	-	-	-	-	-	-	-	480.00
(aa) Commission on Corporate Guarantee given (Net)								
Skipper-Metzer India LLP	-	-	-	1.20	-	-	-	0.60

Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

C. Balance Outstanding as at the balance sheet date

(₹ in million)

Particulars	2020-21 In relation to item				2019-20 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. Sajjan Kumar Bansal	62.17	-	-	-	123.42	-	-	-
Mr. Sharan Bansal	11.90	-	-	-	14.50	-	-	-
Mr. Devesh Bansal	8.28	-	-	-	13.20	-	-	-
Mr. Siddharth Bansal	12.55	-	-	-	15.70	-	-	-
Skipper Plastics Limited	-	11.25	-	-	-	1.75	-	-
Ventex Trade Private Limited	-	0.48	-	-	-	0.68	-	-
(b) Remuneration (Net of TDS)-"Other Current Liabilities"								
Mr. Sajjan Kumar Bansal	0.65	-	-	-	0.80	-	-	-
Mr. Sharan Bansal	0.60	-	-	-	0.67	-	-	-
Mr. Devesh Bansal	0.55	-	-	-	0.67	-	-	-
Mr. Siddharth Bansal	0.35	-	-	-	0.67	-	-	-
Mr. Yash Pall Jain	0.24	-	-	-	0.24	-	-	-
(c) Sale of Goods-"Trade Receivables"								
Skipper-Metzer India LLP	-	-	-	0.38	-	-	-	1.46
(d) Purchase of Assets "Liability for Capital Expenditure"								
Skipper Realities Limited	-	-	-	-	-	113.77	-	-
(e) Advance paid for purchase of goods "Suppliers of Goods & Services"								
Skipper-Metzer India LLP	-	-	-	-	-	-	-	21.83
(f) Corporate Guarantee Outstanding								
Skipper-Metzer India LLP	-	-	-	480.00	-	-	-	480.00
(g) Investment								
Skipper-Metzer India LLP	-	-	-	94.60	-	-	-	94.60
(h) Commission on Corporate Guarantee given (Net)								
Skipper-Metzer India LLP	-	-	-	1.80	-	-	-	0.60
(i) Receivable against Assignment of Trade Receivable								
Ventex Trade Private Limited	-	109.77	-	-	-	-	-	-
(j) Security Deposit Paid								
Skipper Polypipes Pvt Ltd	-	156.80	-	-	-	155.00	-	-
Skipper Realities Ltd.	-	287.00	-	-	-	-	-	-
Skipper Telelink Limited	-	463.60	-	-	-	462.10	-	-

50.01 Remuneration paid to directors represents short-term employee benefits and does not includes any long-term employee benefits post retirement.



Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

51 FAIR VALUATION OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES (NON-CURRENT AND CURRENT)

(A) Classification of Financial Assets and Financial Liabilities

Particulars	As at 31-Mar-21			As at 31-Mar-20		
	FVTPL	FVOCI	Amortized Cost	FVTPL	FVOCI	Amortized Cost
Financial Assets						
Trade Receivables	-	-	4,718.43	-	-	4,381.16
Cash and Cash Equivalents	-	-	9.52	-	-	9.06
Other Bank balances	-	-	253.38	-	-	119.36
Loans	-	-	177.54	-	-	655.94
Other Financial Assets	-	-	52.81	-	-	0.71
MTM Gain on Forward Contract	5.07	-	-	-	-	-
Total	5.07	-	5,211.68	-	-	5,166.23
Financial Liabilities						
Borrowings	-	-	4,385.46	-	-	4,537.53
Lease Liabilities	-	-	96.01	-	-	70.90
Trade Payables	-	-	6,573.25	-	-	3,743.89
Others Financial Liabilities	-	-	99.61	-	-	481.63
MTM Loss on Forward Contract (Derivative Liability)	-	-	-	135.58	-	-
Total	-	-	11,154.33	135.58	-	8,833.95

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.

Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

Financial Assets and Financial Liabilities measured at Fair Value Through Statement of Profit & Loss

(₹ in million)

Particulars	As at 31st March, 2021				As at 31st March, 2020			
	Carrying Amount	Level 1	Level 2	Level 3	Carrying Amount	Level 1	Level 2	Level 3
Financial Assets								
MTM Gain on Forward Contract (Derivative Assets)	5.07	-	5.07	-				
Financial Liabilities								
MTM Loss on Forward Contract (Derivative Liability)	-	-	-	-	135.58	-	135.58	-

Note:

- Current financial assets and liabilities are stated as amortised cost which is approximately equal to their fair value
- Non-current financial assets and liabilities measured at amortised cost have same fair value as at 31st March, 2021 and 31st March, 2020.

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.

52 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's principal financial liabilities other than derivatives comprise long-term and short-term borrowings, capital creditors and trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets other than derivatives include trade and other receivables, cash and cash equivalents and deposits that derive directly from its operation.

The Company is exposed to market, credit, liquidity and regulatory risks. The Company's senior management oversees the management of these risks. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below :

(A) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: commodity risk, interest rate risk and foreign currency risk.

(a) Commodity Price Risk

Company is affected by the price volatility of certain commodities, primarily, Steel, Zinc and PVC Resin. Its operating activities require the on-going purchase of these materials. The company has arrangement to pass-through the increase/decrease in steel and Zinc price through price variance clause in majority of the contract. PVC resin being not a material item, hence price sensitivity is not disclosed.

(b) Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rate relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency). Further, the Company has foreign currency risk on import of input materials, capital commitment and also borrow funds in foreign currency for its business. The Company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks. Certain transactions of the Company act as a natural hedge as a portion of both assets and liabilities are denominated in similar foreign currencies, for the remaining exposures 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.



Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

(i) **Unhedged Foreign Currency Exposure**

The Company's exposure to foreign currency risk at the end of the reporting period are as given below.

Particulars	As at 31-Mar-21		As at 31-Mar-20	
	Foreign Currency	INR Value	Foreign Currency	INR Value
	(in million)	(in million)	(in million)	(in million)
Financial Assets				
Trade Receivables				
EUR	-	-	0.00	0.18
Financial Liabilities				
Trade Payables/ Bills Payable				
USD	3.06	224.58	3.03	228.19
Foreign Currency Term Loans/ Demand Loans				
USD	6.24	458.93	14.68	1,106.39
Buyers Credit Loan				
USD	4.07	299.49	2.07	155.86
Packing Credit Loan				
USD	1.93	141.50	3.00	226.16
Net Exposure in foreign currency Receivables / (Payable)				
EUR	-	-	0.00	0.18
USD	(15.30)	(1,124.50)	(22.78)	(1,716.60)

(ii) **Impact of increase/ decrease in the exchange rates on the Company's equity and statement of profit and loss for the year is given below:**

		(₹ in million)			
Particulars	Changes in exchange rate	Year ended 31-Mar-21		Year ended 31-Mar-20	
		Increase /(decrease) in		Increase /(decrease) in	
		Profit Before Tax	Other Equity	Profit Before Tax	Other Equity
USD	+5%	(56.23)	(36.58)	(85.83)	(55.84)
	-5%	56.23	36.58	85.83	55.84
EUR	+5%	-	-	0.01	0.01
	-5%	-	-	(0.01)	(0.01)

Notes to Consolidated Financial Statements for the year ended 31st March 2021 (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-Mar-21		As at 31-Mar-20	
	Foreign Currency	INR Value	Foreign Currency	INR Value
Forward Contract to Sell:				
USD	42.15	3,199.89	41.58	3,242.83
Mark to Market Gain/(Loss) on Forward Contract to Sell				
USD	-	29.29		(139.68)
Forward Contract to Buy:				
USD	8.25	607.48	1.00	76.44
Mark to Market Gain/(Loss) on Forward Contract to Buy				
USD	-	(24.22)		4.10

(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 17.04 and 22.02 of this Ind AS financial statements.

Impact of increase/decrease in benchmark interest rates on the Company's equity and statement of Profit and Loss for the year are as given below:

Particulars	Changes in interest rate	Year ended 31-Mar-21		Year ended 31-Mar-20	
		Increase /(decrease) in		Increase /(decrease) in	
		Profit Before Tax	Other Equity	Profit Before Tax	Other Equity
Interest rate	+50 bps	(22.88)	(14.89)	(29.26)	(19.04)
	-50 bps	22.88	14.89	29.26	19.04

(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:

Particulars	As at 31-Mar-21		As at 31-Mar-20	
	Foreign Currency	INR Value	Foreign Currency	INR Value
Cash & Cash Equivalent		9.52		9.06
Availability under Committed credit facility		3,313.64		1,861.68

Undrawn limit has been calculated based on eligible drawing power at each reporting date less actual utilisation.



Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

(b) Maturity Analysis

(i) The following are the remaining contractual maturities of financial liabilities as at 31st March, 2021

(₹ 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	1,822.12	999.13	1,217.27	346.94	4,385.46
Lease Liabilities	12.37	19.76	16.64	47.24	96.01
Trade Payables	6,573.25	-	-	-	6,573.25
Others Financial Liabilities	99.61	-	-	-	99.61
	8,507.35	1,018.89	1,233.91	394.18	11,154.33
Derivative					
MTM Loss on Forward Contract	-	-	-	-	-
	-	-	-	-	-
Total	8,507.35	1,018.89	1,233.91	394.18	11,154.34

The following are the remaining contractual maturities of financial liabilities as at 31st March, 2020

(₹ In million)

Particulars	Less than 1 year	1 to 2 years	2 to 5 years	More than 5 years	Total
Non-Derivative					
Financial Liabilities					
Borrowings	2,968.64	417.72	981.92	169.25	4,537.53
Lease Liabilities	12.74	25.72	15.59	16.85	70.90
Trade Payables	3,743.89	-	-	-	3,743.89
Others Financial Liabilities	481.63	-	-	-	481.63
	7,206.90	443.44	997.51	186.10	8,833.95
Derivative					
MTM Loss on Forward Contract	135.58	-	-	-	135.58
	135.58	-	-	-	135.58
Total	7,342.48	443.44	997.51	186.10	8,969.53

(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:

Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

(a) **Summary of trade receivables and provision with ageing as at 31st March, 2021**

(₹ 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	2,793.23	1,083.27	113.27	87.37	665.10	4,742.24
Expected loss rate	0%	0.25%	0.75%	2.25%	2.75%	
Expected credit loss provision	-	2.70	0.85	1.97	18.29	23.81
Carrying Amount of Trade Receivables (Net of impairment)	2,793.23	1,080.57	112.42	85.40	646.81	4,718.43

Summary of trade receivables and provision with ageing as on 31st March, 2020

(₹ 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	1,950.96	1,016.58	944.40	218.76	272.49	4,403.20
Expected loss rate	0%	0.25%	0.75%	2.25%	2.75%	
Expected credit loss provision	-	2.54	7.08	4.92	7.49	22.04
Carrying Amount of Trade Receivables (Net of impairment)	1,950.96	1,014.04	937.32	213.84	264.99	4,381.16

(b) **Reconciliation of Provision for Loss Allowance**

(₹ in million)

Particulars	Year ended 31-Mar-21	Year ended 31-Mar-20
Opening Balance	22.04	13.64
Add: Changes in Loss Allowance (Net)	1.77	8.40
Closing Balance	23.81	22.04

(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.

53 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 + Interest Accrued - Cash and Cash equivalent - Other Bank balances (excluding Unpaid Dividend Balance)

Equity = Equity Share capital + Other Equity

(₹ in million)

Particulars	As at 31-Mar-21	As at 31-Mar-20
Debt	4,125.58	4,433.28
Equity	7,078.39	6,872.83
Debt Equity ratio	0.58	0.65



Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

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.

- 54 The Company has a dedicated R&D Centre located at Vill. & Post Barunda, P.S. Bagnan, Dist. Howrah and recognised by Department of Scientific and Industrial Research (DSIR), Government of India. In addition to giving the company new opportunities to enhance the R&D efforts, activities & new technologies, this entitles the Company to benefits u/s 35 (2AB) of the Income Tax Act, 1961.

Expenditure incurred in the R&D Centre is:

Particulars	(₹ in million)	
	Year ended 31-Mar-21	Year ended 31-Mar-20
Capital Expenditure	128.55	584.00
Revenue Expenditure	90.40	12.07
Total	218.95	596.07

The sales income of Rs NIL has been included in sales revenue and expenses are debited to respective head of accounts - Employee Benefit Expenses - ₹ 21.60 million (previous year ₹ 9.23 million), Depreciation & Amortisation Expenses - ₹ 42.53 million (previous year ₹ 1.48 million) excluding on Right of Use Assets, Cost of Materials Consumed - ₹ 2.34 million (previous year ₹ 0.08 million), Other Expenses - ₹ 23.93 million (previous year ₹ 1.28 million).

- 55 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.

- 56 In the beginning of the financial year, the Government had imposed nation-wide lockdown/ restrictions due to the Covid-19 pandemic which had impacted the Company's production, sales and other operations and which have gradually come back to the pre-Covid-19 level by the year-end. In view of recent surge in Covid-19 cases, subsequent to the year-end, few states reintroduced some restrictions and the Company continues to be vigilant and cautious, though which currently is not expected to have any significant impact on the Company's operations/ results. Considering the current internal and external factors, the Company has made detailed assessment of its liquidity positions/ cash flows for the next one year and carrying amounts/ values of property, plant and equipment, intangible assets, right of use of assets, trade receivables, inventories, investments and other assets as at 31-Mar-2021, and have concluded that there are no material adjustments required in financial statement.

57 INTEREST IN JOINT VENTURE

- 57.01 Below is the Joint venture, which has been considered for consolidation. The entity given below is a Limited Liability Partnership (LLP).

Particulars	As at 31-Mar-21	As at 31-Mar-20
Name of the entity	Skipper-Metzer India LLP	Skipper-Metzer India LLP
Place of business	Hyderabad, India	Hyderabad, India
% of ownership interest	50%	50%
Relationship	Joint Venture	Joint Venture
Accounting method	Equity Method	Equity Method
Carrying Amount (₹ in million)	96.95	92.24

Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

57.02 Summarised financial information for joint venture

The tables below provide summarised financial information for joint venture. The information disclosed reflects the amounts presented in the financial statements of the relevant joint venture and not Skipper's share of those amounts. They have been amended to reflect adjustments made by the entity when using the equity method, including fair value adjustments made at the time of acquisition and modifications for differences in accounting policies, if any.

57.02A Summarised Balance Sheet

Particulars	(₹ in million)	
	As at 31-Mar-21	As at 31-Mar-20
ASSETS		
NON-CURRENT ASSETS		
Property, Plant and Equipment	312.95	278.70
Financial Assets		
Loans	8.13	7.28
Other Non-Current Assets	0.02	0.19
Total Non-Current Assets	321.10	286.17
CURRENT ASSETS		
Inventories	56.40	94.31
Financial Assets		
Trade Receivables	247.03	136.34
Cash & Cash Equivalents	22.39	13.11
Loans	-	2.42
Contract Assets	-	60.07
Other Current Assets	34.01	44.79
Total Current Assets	359.83	351.04
TOTAL ASSETS (A)	680.93	637.21
LIABILITIES		
NON-CURRENT LIABILITIES		
Financial Liabilities		
Borrowings	116.92	54.34
Lease Liabilities	62.20	67.19
Other Financial Liabilities	4.25	2.68
Provisions	1.42	1.57
Total Non-current Liabilities	184.79	125.78
CURRENT LIABILITIES		
Financial Liabilities		
Borrowings	169.66	112.61
Lease Liabilities	4.72	4.56
Trade & Other Payables	76.59	95.03
Others	29.99	3.26
Contract Liabilities	16.94	12.77
Other Current Liabilities	6.12	99.88
Provisions	1.79	0.04
Total Current Liabilities	305.81	328.15
TOTAL LIABILITIES (B)	490.60	453.93
NET ASSETS (A-B)	190.33	183.28



Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

57.02B Summarised Statement of Profit and Loss

Particulars	(₹ in million)	
	Year ended 31-Mar-21	Year ended 31-Mar-20
INCOME		
Revenue from Operations	543.44	324.28
Other Income	3.53	0.62
Total Income	546.97	324.90
EXPENDITURE		
Cost of Materials Consumed	255.41	233.33
Change in Stock of Finished Goods & Work-In-Progress	31.97	-75.66
Employee Benefit Expense	86.41	59.74
Finance Costs	27.56	14.81
Depreciation & Amortisation Expenses	26.12	22.17
Other Expenses	112.47	75.21
Total Expenditure	539.94	329.60
Profit/(Loss) Before Exceptional Items and Tax	7.03	(4.70)
Exceptional Items	-	-
Profit/(Loss) Before Tax	7.03	(4.70)
Tax Expense		
Current Tax	-	-
Deferred Tax	-	-
Total Tax Expense	-	-
Profit/(Loss) After Tax	7.03	(4.70)
Other Comprehensive Income (Net of Taxes)	0.02	(0.90)
Total Profit/(Loss) for the year	7.05	(5.60)
Share of loss from joint venture		
-Profit/(Loss) After Tax	3.51	(2.35)
-Other Comprehensive Income (Net of Taxes)	0.01	(0.45)

57.02C Reconciliation to carrying amounts

Particulars	(₹ in million)	
	As at 31-Mar-21	As at 31-Mar-20
Opening Net Assets	183.28	178.54
Add: Capital Contribution	-	10.34
Profit / (Loss) for the year including Other Comprehensive Income (Net of Taxes)	7.05	(5.60)
Closing Net Assets	190.33	183.28
Group's share in %	50%	50%
Group's share	95.15	91.64
Add: Guarantee Commission receivable by Holding Company	1.80	0.60
Carrying Amount	96.95	92.24

Notes to Consolidated Financial Statements for the year ended 31st March 2021 (Contd.)

57.02D Additional information as required under Schedule III to the Companies Act, 2013 of entities consolidated as Joint Venture

Particulars	As at 31-Mar-21			As at 31-Mar-20		
	Parent	Indian Joint ventures (investment as per equity method)	Total	Parent	Indian Joint ventures (investment as per equity method)	Total
	Skipper-Metzer India LLP			Skipper-Metzer India LLP		
Net assets (total assets minus total liabilities)						
Amount (₹ in million)	7077.84	0.55	7078.39	6875.79	-2.96	6872.83
As % of consolidated net assets	99.99%	0.01%	100.00%	100.04%	-0.04%	100.00%
Share in profit or (loss)						
Amount (₹ in million)	210.83	3.51	214.34	414.90	-2.35	412.55
As % of consolidated profit and loss	98.36%	1.64%	100.00%	100.57%	-0.57%	100.00%
Share in Other comprehensive income						
Amount (₹ in million)	1.49	0.01	1.50	-0.15	-0.45	-0.60
As % of consolidated other comprehensive income	99.33%	0.67%	100.00%	24.80%	75.20%	100.00%
Share in total comprehensive income						
Amount (₹ in million)	212.32	3.52	215.84	414.75	-2.80	411.95
As % of consolidated total comprehensive income	98.37%	1.63%	100.00%	100.68%	-0.68%	100.00%

58 The previous period figures have been regrouped/rearranged wherever necessary, to confirm to the current period figures.

Significant Accounting Policies, Judgements and Key Estimates

1

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

**As per our report annexed
For Singhi & Co.**

Chartered Accountants
Firm's Regn No.-302049E

RAHUL BOTHRA

Partner
Membership No. 067330

Place: Kolkata
Dated: May 04, 2021

For and on behalf of the Board

SAJAN KUMAR BANSAL

Managing Director
DIN - 00063555

ARVIND JOSHI

Chief Financial Officer

DEVESH BANSAL

Director
DIN - 00162513

MANISH AGARWAL

Company Secretary



SKIPPER LIMITED

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