

2012-2013

Achieving Market Leadership

Skipper Limited, established in 1981, is the flagship company of SK Bansal Group. Having successfully optimized its integrated value chain the company consistently creates a spectrum of quality managed products through an expanding and modernized production infrastructure.

Led by a passionate team, the company is focused on its customers in domestic and overseas markets. Committed to embracing social and environmental responsibilities Skipper Limited has achieved market leadership in several industries.



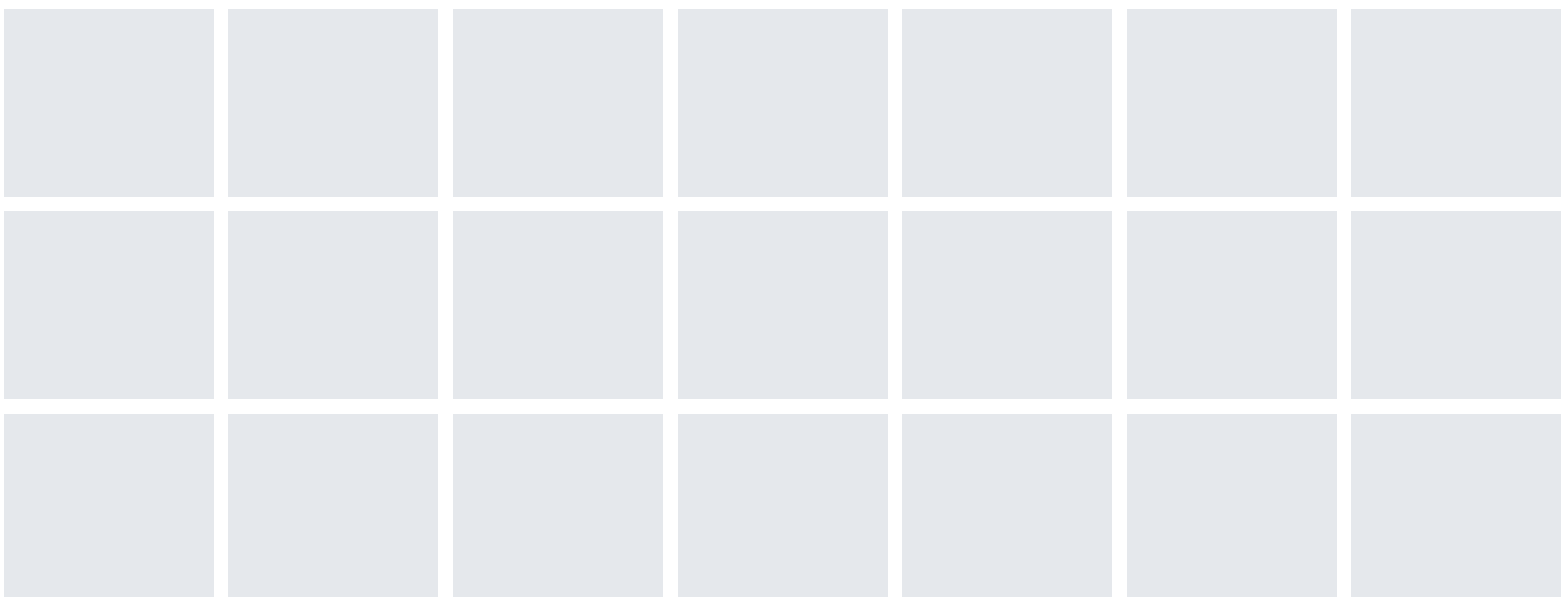
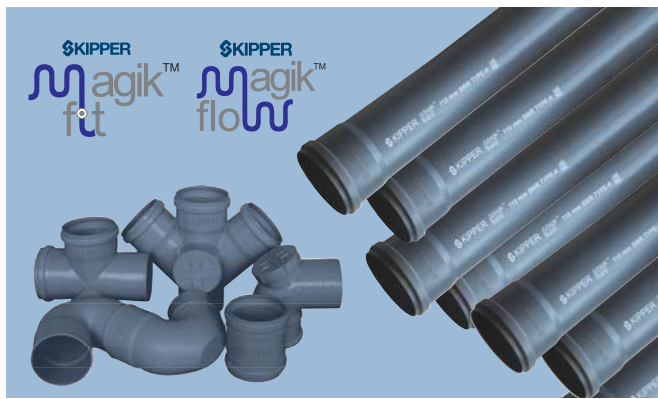
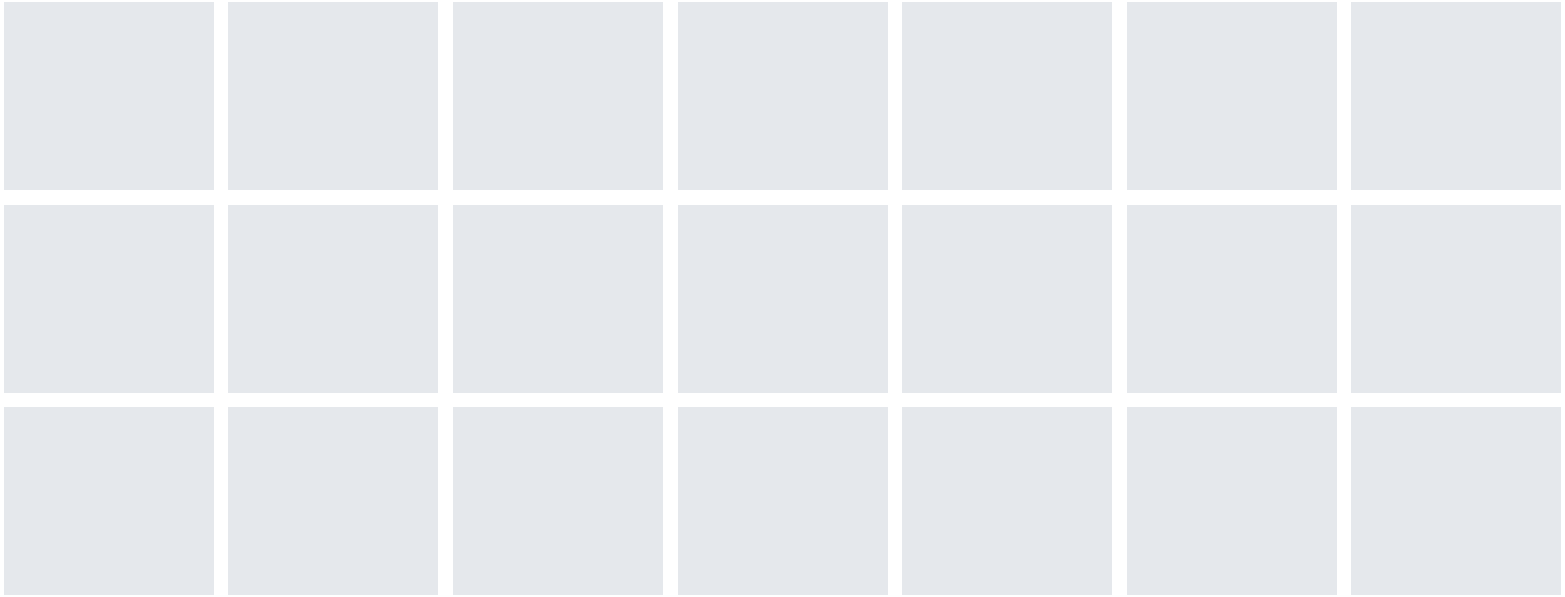
2012-2013

Surpassing Sales Targets

Skipper Limited continues to blaze a trail of phenomenal growth across several industries clocking a record turnover of Rs 1015 crore or 175 million US dollars. Skipper has scaled all internally-set targets in terms of sales, profits, volumes and the company's presence in domestic and international markets continues to grow rapidly.

Having expanded its production capacities, the company has vertically integrated its manufacturing processes, added products in existing ranges and introduced new product ranges across several categories.

**SKIPPER**
— Limited —



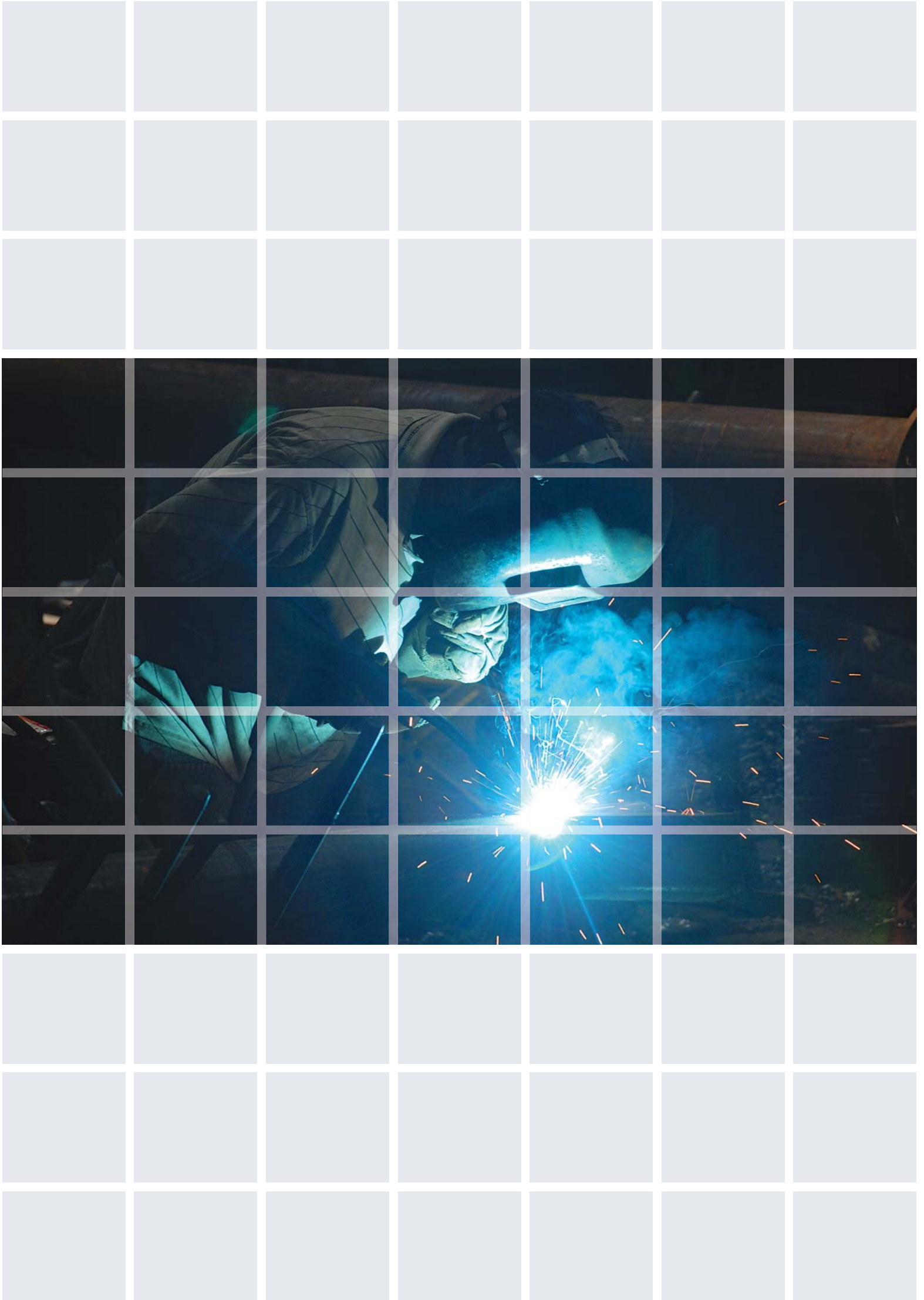
		2012-2013				

Products and Services

Skipper Limited produces a wide range of finely crafted quality-managed products and turnkey specialty services that meet industry standards. With a robust quality assurance plan in place and with processes that use cutting edge technology, the products and services conform to domestic and international industry standards.

Quality being a part of the company's work culture, Skipper continually raises the bar of quality consciousness through management mechanisms built into the company's processes. Skipper Limited is an ISO 9001:2000 certified company.



2012-2013

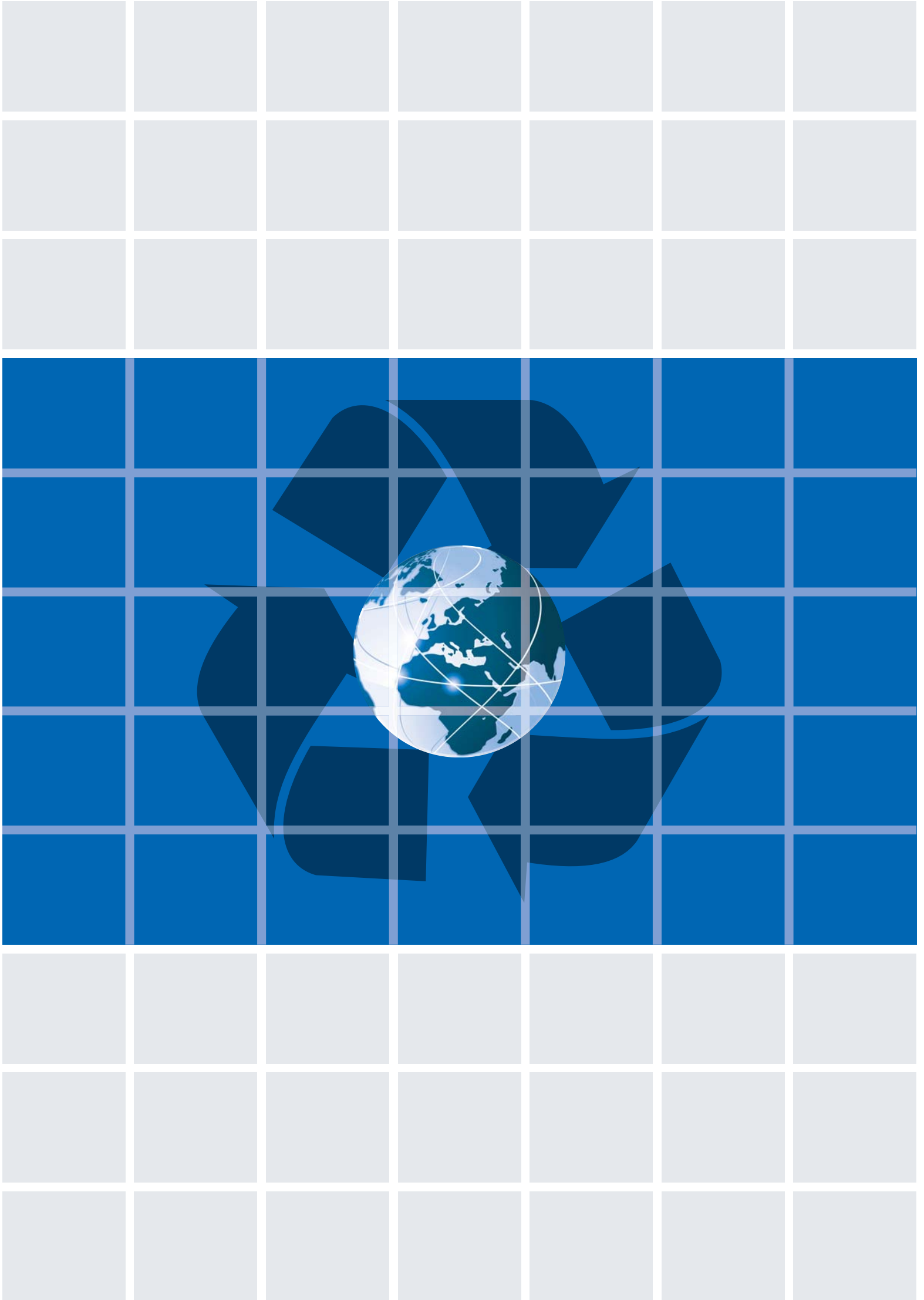
Production Capacity

Skipper's manufacturing facilities are located in West Bengal at Jangalpur (40,000 sq m) and Uluberia (150,000 sq m).

Over the years the company has consistently expanded its production capacity and is producing over 550 000 tpa today.

- Hot Rolled Products 215 000 tpa
- MS & GI Pipes 140 000 tpa
- PVC Pipes & Fittings 10 000 tpa
- Scaffoldings 6 000 tpa
- Poles 30 000 tpa
- Towers 150 000 tpa

**SKIPPER**
— Limited —



2012-2013

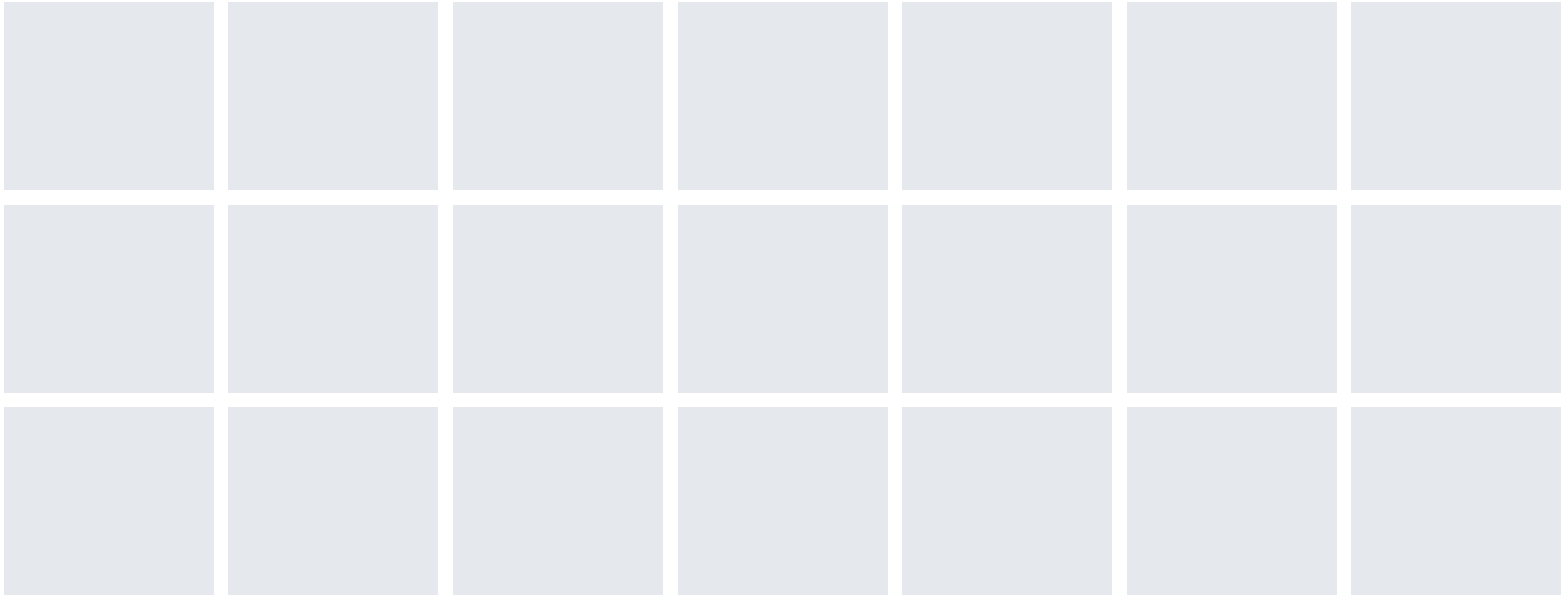
Social Responsibility

Environment and health issues are priority areas at Skipper Limited. We are an ISO 14001:2000 & OHSAS 18001:2007 certified company.

In keeping with pollution control and carbon emission standards, the company has taken up appropriate initiatives and is pursuing alternatives to implement a green policy.

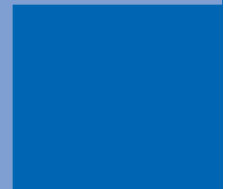
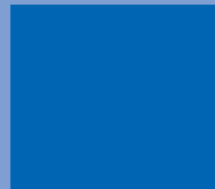
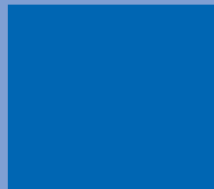
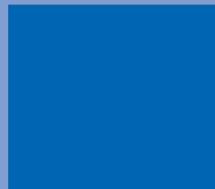
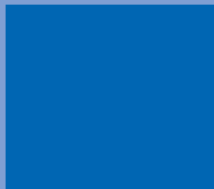
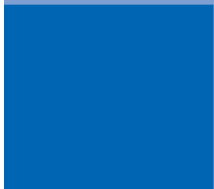
Skipper implements safety standards at workplaces and takes significant initiatives on health care, education and cultural events for promoting harmony among communities.

**SKIPPER**
— Limited —



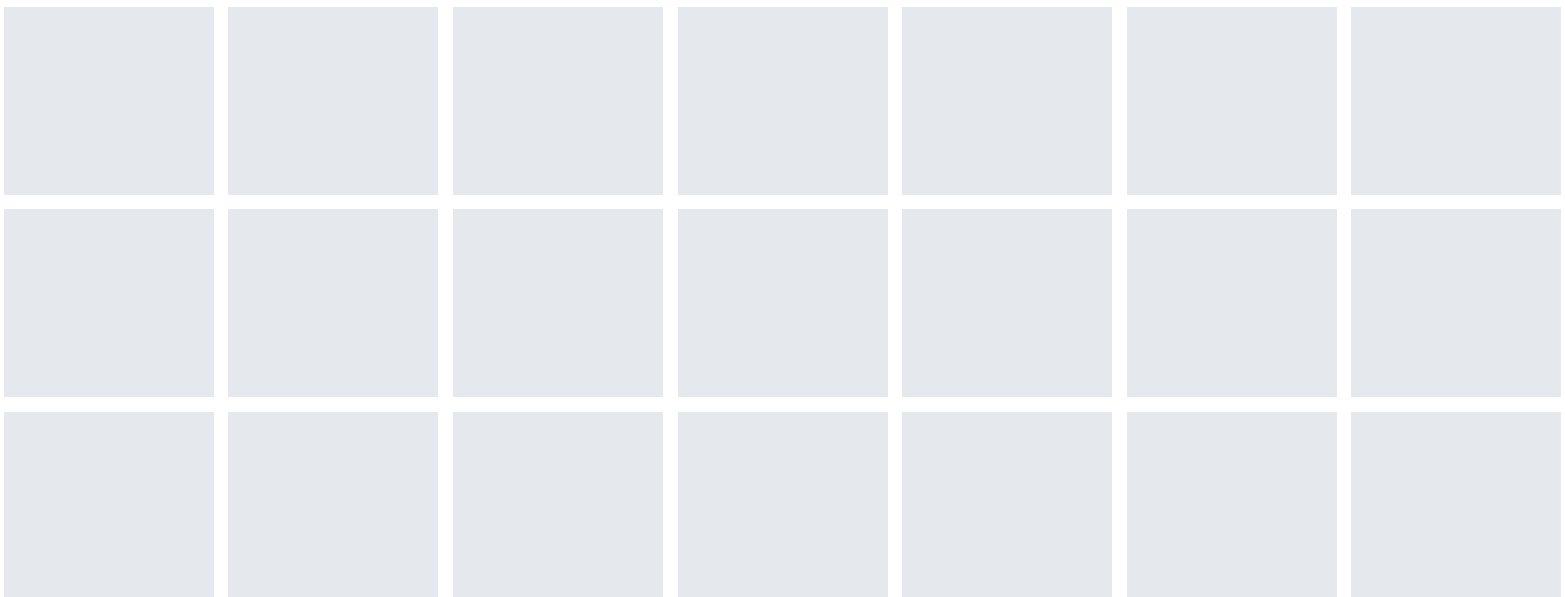
The
Heritage
School

Tribal-belt
School



Eye
Check-up
Camp

Sri Sri
Academy



2012-2013

Skipper Foundation

Skipper Foundation was established to plan and execute various health care and social welfare services carried out by the company.

The company has organized a number of free health check-up camps which have benefitted hundreds of patients. The foundation also conducts Physical Training Camps at Shrikrishnapur Chittaranjan High School.

In an effort to promote education, Skipper Foundation has provided text books and furniture to Mahishrekha Junior High School and financial aid to The Friends of Tribals Society to impart free education to around 3000 tribal students. The company also played a key role in the rehabilitation of flood stricken people near its factory at Uluberia, West Bengal.

**SKIPPER**
— Limited —

The image shows the cover of an annual report. It features a grid of squares. The top and bottom sections consist of light gray squares. A central section is composed of dark blue squares, with the text 'ANNUAL REPORT 2012-2013' centered in white. The text is arranged in three lines: 'ANNUAL' on the first line, 'REPORT' on the second line, and '2012-2013' on the third line. The grid is 7 columns wide and 13 rows high. The central text is contained within a 3x3 grid of dark blue squares.

ANNUAL

REPORT

2012-2013

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CORPORATE INFORMATION

Board of Directors

1. Mr. Sadhu Ram Bansal	Emeritus Chairman
2. Mr. Amit Kiran Deb	Chairman
3. Mr. Sajan Kumar Bansal	Managing Director
4. Mr. Sharan Bansal	Wholetime Director
5. Mr. Devesh Bansal	Wholetime Director
6. Mr. Siddharth Bansal	Wholetime Director
7. Mr. Manindra Nath Banerjee	Director
8. Mr. Shyam Bahadur Singh	Director

Auditors

Patanjali & Co., Chartered Accountants
161/1 Mahatma Gandhi Road, Kolkata 700007

Bankers

State Bank of India
Allahabad Bank
Bank of Baroda
Punjab National Bank
Oriental Bank of Commerce
Corporation Bank

Company Secretary

Mr Arbind Kumar Jain

Registered office

3A Loudon Street, Kolkata 700017, India
P 033 2289 5731 / 32 / 33, F 033 2289 5733
E mail@skipperlimited.com, W skipperlimited.com

Works

Jangalpur (Unit 1 & Unit BCTL)
Jalan Complex, NH6 (Bombay Road), Village: Jangalpur
Post: Andul Mouri, Howrah 711302, India

Uluberia Unit
NH6, Madhabpur, Post: Uluberia, Howrah 711304, India

Registrar & Share Transfer Agent

ABS Consultants (P) Ltd
Stephen House, Room No. 99, 6th Floor
4 BBD Bag (East), Kolkata 700 001
Phone: 033 2220 1043
Fax: 033 2243 0153
Email: absconsultant@vsnl.net

NOTICE OF ANNUAL GENERAL MEETING

Skipper Limited

NOTICE is hereby given that the Thirty Second Annual General Meeting of the members of SKIPPER LIMITED will be held on, Saturday, the 21st September, 2013 at 11.00 A.M. at the Registered Office of the Company at 3A, Loudon Street, Kolkata - 700 017 to transact the following business:

Ordinary Business

1. To receive, consider, approve and adopt the Audited Balance Sheet as at 31st March, 2013, Profit and Loss Account for the year ended on that date and Reports of the Directors and Auditors thereon.
2. Declaration of Dividend for the year ended 31st March, 2013
3. To appoint a Director in place of Sri Sharan Bansal and Sri Manindra Nath Banerjee who retire by rotation and being eligible, offers themselves for reappointment.
4. To appoint auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as ordinary resolution.:

"RESOLVED THAT M/s. Patanjali & Co., Chartered Accountants be and are hereby appointed as auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and that the Board of Directors of the Company be and are hereby authorized to fix their remuneration."

Special Business

5. Reappointment of Sri Devesh Bansal, the Whole-time director of the Company

To consider, and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT in terms of Article 125 of the Articles of Association of the Company and pursuant to the provisions of Sections 198, 269, 309, 311, 314, Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (the said Act) and all guidelines for managerial remuneration issued by the Central Government from time to time

consent of the Company be and is hereby granted for the reappointment of Sri Devesh Bansal as the Whole time Director of the Company for a period of 3 years with effect from 1st April, 2013 to 31st March, 2016 with liberty to either party to terminate the appointment on three months notice in writing to the other and on the terms as to remuneration and perquisites as mentioned below.

Category A

- A. Remuneration
Basic Salary- ₹ 4,40,000 (Rupees Four Lacs Forty Thousand only) per month with 10% increase every year

Category B

- A. Provident Fund
Contribution to Provident Fund to the extent not taxable under the Income Tax Act, 1961.
- B. Gratuity
Payable at a rate not exceeding half a month's salary for each completed year of service
- C. Leave Pay
Encashment of earned leave as per Company rules.

Category C

- A. Car
Free use of Company's car with driver for use on Company's business. Use of car for private purpose, if any, shall be billed by the Company to him.
- B. Telephone
Free telephone facility at residence. Personal long distance calls, if any, shall be billed by the Company to him
- C. Reimbursement of expenses
Reimbursement of entertainment, travelling and all other expenses, actually and properly incurred for the purpose of the Company.

The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limits prescribed from time to time under sections 198, 309, 310 and all other applicable provisions of the Companies Act, 1956, read with Schedule XIII to the said Act, or any statutory modifications or re-enactment thereof for the time being in force, or otherwise as may be permissible at law.

Sri Devesh Bansal will not be entitled to sitting fees for attending the meetings of the Board of Directors of the Company so long as he functions as Whole time Director.

6. Reappointment of Sri Siddharth Bansal, the Whole-time director of the Company

To consider, and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT in terms of Article 125 of the Articles of Association of the Company and pursuant to the provisions of Sections 198, 269, 309, 311, 314, Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (the said Act) and all guidelines for managerial remuneration issued by the Central Government from time to time consent of the Company be and is hereby granted for the reappointment of Sri Siddharth Bansal as the Whole time Director of the Company for a period with effect from 10th March, 2013 to 31st March, 2016 with liberty to either party to terminate the appointment on three months notice in writing to the other and on the terms as to remuneration and perquisites as mentioned below.

Category A

B. Remuneration

Basic Salary- ₹ 2,75,000 (Rupees Two Lacs Seventy Five Thousand only) per month with 10% increase every year

Category B

D. Provident Fund

Contribution to Provident Fund to the extent not taxable under the Income Tax Act, 1961.

E. Gratuity

Payable at a rate not exceeding half a month's salary for each completed year of service

F. Leave Pay

Encashment of earned leave as per Company rules.

Category C

D. Car

Free use of Company's car with driver for use on Company's business. Use of car for private purpose, if any, shall be billed by the Company to him.

E. Telephone

Free telephone facility at residence. Personal long distance calls, if any, shall be billed by the Company to him

F. Reimbursement of expenses

Reimbursement of entertainment, travelling and all other expenses, actually and properly incurred for the purpose of the Company.

The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limits prescribed from time to time under sections 198, 309, 310 and all other applicable provisions of the Companies Act, 1956, read with Schedule XIII to the said Act, or any statutory modifications or re-enactment thereof for the time being in force, or otherwise as may be permissible at law.

Sri Siddharth Bansal will not be entitled to sitting fees for attending the meetings of the Board of Directors of the Company so long as he functions as Whole time Director.

7. To consider and, if thought fit, to pass with, or without modifications, the following resolution as a Special Resolution:

"RESOLVED THAT the company hereby grants its approval and consent under section 314 of the Companies Act, 1956, to the increase in Salary of Smt. Shruti Bansal, a relative of Sri Sadharam Bansal, Sri. Sajan Kumar Bansal, Sri Sharan Bansal, Sri Devesh Bansal and Sri Siddharth Bansal, who are the directors of the Company, from ₹ 20000/- per month to ₹ 50000/- per month with effect from 1st October, 2013"

By Order of the Board
For SKIPPER LIMITED

Place: Kolkata
Date: 10th June, 2013

(Arbind Kumar Jain)
Company Secretary

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

Notes

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE PROXY FORM SHOULD BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE, NOT LATER THAN FORTY EIGHT HOURS BEFORE THE TIME OF COMMENCEMENT OF THE MEETING.
2. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 relating to Special Business is annexed. All documents referred to in the above notice and explanatory statement are open for inspection at the Registered Office of the Company between 2.00 PM and 4.00 PM on all working days from Monday to Friday.
3. The Register of Members and Share Transfer Books will remain closed from 18th September, 2013 to 21st September, 2013 (both days inclusive).
4. The dividend as recommended by the Board, if declared, will be paid on or after 21st September, 2013 to those members or their mandates:
 - a) whose names appear as beneficial owners as at the end of the business hours on 18th September, 2013 in the list of beneficial owners to be furnished by National Securities Depository Ltd. and Central Depository Services (India) Limited in respect of Shares held in electronic form and
 - b) whose names appear as Members in the register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company/Registrar and Share Transfer Agents before 18th September, 2013
5. The Company has listed its shares at The Calcutta Stock Exchange Ltd. and U.P. Stock Exchange Ltd. and the Listing Fees for both the Stock Exchanges have been paid.
6. Members desiring any information on the accounts are requested to write to the Company at least ten days in advance, so as to enable the Management to keep the information ready at the meeting.
7. Members are requested to bring the admission slips along with their copies of the Report and Accounts to the meeting.
8. In case of transfer of shares held in physical form

the applicant transferee are requested to provide copy of PAN Card along with application for transfer as per SEBI circular No. MRD/DoP/ Cir-05/2009 dated May 20, 2009

9. Any change of address of the members may please be notified to the Registrar and Share Transfer Agents of the Company quoting their registered folio.

The Explanatory Statement relating to the special business mentioned in the Notice as required by Section 173(2) of the Companies Act 1956

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 for item No. 5:

Sri. Devesh Bansal has been the director of the Company since last 11 years and giving his valuable contribution in the growth of the Company. He made immense contribution towards the growth of the company. The company's turnover and profit has been increasing due to his valuable contribution. He was reappointed to hold office from 1st April 2010 to 31st March, 2013. The Board of Directors has decided to reappoint him for a further period from 1st April, 2013 to 31st March, 2016 subject to the approval of the Shareholders.. The terms of remuneration are considered fair, just and reasonable and commended for your acceptance.

This may be treated as an abstract required under section 302 of the Companies Act, 1956.

Sri. Devesh Bansal in his own capacity and Sri. Sadhuram Bansal, Sri Sajan Kumar Bansal, Sri Sharan Bansal and Sri Siddharth Bansal are interested as relatives.

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 for item No. 6

Sri. Siddharth Bansal has been the director of the Company since last 3 years and giving his valuable contribution in the growth of the Company. The company's turnover and profit has been increasing due to his valuable contribution. He was appointed to hold office from 10th March, 2010 to 9th March, 2013. The Board of Directors has decided to reappoint him for a further period from 10th March, 2013 to 31st March, 2016 subject to the approval of the Shareholders.. The terms of remuneration are considered fair, just and reasonable and commended for your acceptance.

This may be treated as an abstract required under section 302 of the Companies Act, 1956.

Sri. Siddharth Bansal in his own capacity and Sri. Sadhuram

Bansal, Sri Sajan Kumar Bansal, Sri Sharan Bansal and Sri Devesh Bansal are interested as relatives.

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 for item No. 7

Smt. Shruti Bansal was appointed as finance executive with effect from 1st April, 2013 at a remuneration of ₹ 20000/- per month. Her performance has been assessed as very contributory and accordingly the Board is of the

opinion of increasing her remuneration to ₹ 50000/- per month. As per the provisions of Section 314 of the Companies Act, 1956, prior approval of shareholders is required for payment of above remuneration. Hence the Board recommends the resolution as special resolution for approval of the shareholders.

Sri Sadhuram Bansal, Sri Sajan Kumar Bansal, Sri Sharan Bansal, Sri Devesh Bansal and Sri Siddharth Bansal are interested as relatives.

Details of directors retiring by rotation and seeking re-appointment

Name	Sri Manindra Nath Banerjee
Date of Birth	12th January, 1937
Date of Appointment	28th September, 2007
Experience	He is a retired IAS officer having more than 54 years of experience. He has held various position in the Government departments and is contributing to the growth of the Company by his invaluable advice.
Directorship in other companies	Century Ply boards (India) Limited
Shareholding in the Company	Nil

Details of directors retiring by rotation and seeking re-appointment

Name	Sri Sharan Bansal
Date of Birth	6th November, 1979
Date of Appointment	2nd April, 2002
Experience	He has M S Engineering qualification and is having more than 11 years of Experience in the industry and the Company.
Directorship in other companies	1.Bansal TMT Steels Limited2. Skipper Telelink Limited3.Rama Consultancy Company (1993) Limited4. Suviksit Investments Limited
Shareholding in the Company	39,97,100

DIRECTORS' REPORT

To

The Members of Skipper Limited

Your Directors have pleasure in presenting the 32nd Annual Report of your Company together with the Audited Statement of Accounts for the year ended 31st March, 2013.

FINANCIAL RESULTS

Particulars	Financial Year Rupees in Crores	
	2012-13 ₹	2011-12 ₹
Gross Income	1015.15	824.29
Net Income	901.76	742.02
Profit before Finance Cost, Depreciation, and Taxation	86.69	63.07
Less: Finance Cost	46.36	36.75
Profit Before Depreciation and Taxation	40.33	26.32
Less: Depreciation (net of transfer from Revaluation Reserve)	12.57	11.71
Profit Before Taxation	27.76	14.61
Less: Provision for Current Tax/Tax for earlier years/Deferred Tax/Wealth Tax	9.05	4.72
Profit After Taxation	18.71	9.89
Add: Balance brought forward from previous year	54.06	48.18
Profit available for appropriation	72.77	58.07
Appropriation:		
Transfer to General Reserve	1.50	0.50
Dividend	0.97	3.02
Corporate Tax on Dividend	0.16	0.49
Balance Carried Forward	70.14	54.06

FINANCIAL PERFORMANCE REVIEW

A. SALES ACHIEVEMENTS

The total gross income of your Company increased to ₹ 1015.15 Crores from ₹ 824.29 Crores in the previous year achieving a growth of over 23% on year to year basis.

B. PROFITABILITY

The Company has registered operational growth as evidenced by the fact that it has achieved EBIDTA of ₹ 86.69 Crore this year which is 37.45% higher than the EBIDTA of the previous year. At the same time Profit before taxation has also increased to ₹ 27.76 Crores from ₹ 14.61 Crores in the previous year showing a jubilant increase of 90%. Similarly, the Profit after taxation has

also increased to ₹ 18.71 Crores from ₹ 9.89 Crores in the previous year at the same rate of growth.

DIVIDEND

Your directors recommend for consideration of the shareholders at the Annual General Meeting, payment of dividend for the financial year ended 31st March, 2013 of Re 0.10 per equity share of Re.1 each. Further due to redemption of Non Cumulative Redeemable Preference shares during the year, no dividend has been recommended on those shares.

Your directors have made this recommendation after careful consideration of your Company's performance and its reserves and an assessment of fund requirement of the Company.

Business Operations

Your Company has performed very well during the year under review. All the divisions of the Company have contributed to boost the performance level. Your company continued to improve its capacity and efficiency. We have set up Tower manufacturing facilities at our Uluberia Unit during the year under review and the production in this division has also commenced during the year. The PVC division of the Company has shown an excellent performance establishing a move towards dominating the market. During the year products of the company have been exported to various countries including Nepal, Nigeria and Australia etc.

CURRENT YEAR'S OUTLOOK

Your company expects to increase the quantum of contribution to the infrastructure sector. As all the products and services of the Company are used for infrastructure development, your directors are willing to contribute more and more to the infrastructure development not only within the limits of country but across the world as a whole. With the government's continuous effort of having a sound infrastructure, the demand for company's products is increasing day by day and your company is ready to avail the opportunities that are likely to come. The Company' export volume is gradually increasing and every effort will be made to grab the opportunities in the global market.

FUTURE PLANS OF EXPANSION

Your company is looking at every possibility of improving the quality of the products and at the same time reducing the cost of products. In course of its efforts the Company has planned for further backward integration by setting up the manufacturing facilities for Nuts and Bolts at its Uluberia Unit.

DIRECTORS

Mr. Sharan Bansal and Manindra Nath Banerjee retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for reappointment. The Board recommended their reappointment.

During the year Mr Malay Sengupta has resigned from the directorship of the Company. The Board appreciates his contribution to the growth of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements under section 217 (2AA) of the Companies Act, 1956, and based on the

representations received from the operating Management, The Board of Directors of the Company hereby state and confirm that :

- i. in the preparation of the Annual Accounts for the year ended 31st March, 2013, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii. the directors have selected such accounting policies as mentioned in note 1 to the Accounts and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2013 and of the profit or loss of the Company for the year ended on that day;
- iii. the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. The annual accounts for the year ended 31st March, 2013 have been prepared on a "going concern" basis.

PARTICULARS OF EMPLOYEES AND OTHER STATUTORY INFORMATION

The information on particulars of employees under section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 (as amended) for the financial year ended 31st March, 2013 are given below :-

Name of Employee & (Age)	: Sajan Kumar Bansal (55 Years)
Designation/ Nature of duties	: Managing Director
Gross Remuneration (₹)	: 7,50,000/-
Qualification	: B. Com
Experience in years	: 29 years
Date of Commencement of Employment	: 26.10.1984
Particulars of Last Employment	: First Employment

Note: The employment is contractual for a period of three years

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

Disclosure of particulars with respect to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo as required under Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 and forming part of the Directors' Report for the Financial Year Ended 31st March, 2013:-

CONSERVATION OF ENERGY

- (1) The technical department of the Company monitors the energy consumption and it is meant to ensure the optimum utilization of energy.
- (2) The regular maintenance of Plant & Machinery reduces the energy consumption level .

Total energy consumption and energy consumption per unit of production:

[A]

POWER AND FUEL CONSUMPTION

Sl.No.	Particulars	2012-13
1	a) Electricity	
	Unit	15164410
	Total Amount (in ₹)	123,353,454
	Rate / Unit (₹)	8.13
b) Own generation	(i) Through Diesel generator	
	Unit	111908
	Total Amount (in ₹)	1737836
	Rate / Unit (₹)	15.53
2	Coal	
	Quantity (KG)	8006919
	Total Amount	77713875
3	Furnace Oil	
	Quantity (liter)	3575963
	Total Amount	177288790
4	Others	
	Quantity	N.A.
	Total Amount	N.A.
	Rate / Unit (₹)	N.A.

[B] Consumption of Electricity per unit of production

Particulars	No. of Units 2012-13
MS Pipe / Pole (Per M.T.)	92
Structural Fabrication (Per M.T.)	50
PVC Pipes (Per M.T.)	440
Hot Rolled Products (Per M.T.)	93

TECHNOLOGY ABSORPTION

A) Research & Development (R&D)

1. Specific areas in which R & D carried out by the Company:
 - (i) Increasing Capacity Utilisation
 - (ii) Improvement in product quality and performance.
 - (iii) Market for Export
 - (iv) Cost Control
 - (v) Reduction of Energy Consumption
2. Benefits derived as a result of the above R&D
 - (i) Improvement in customer Satisfaction
 - (ii) Cost Benefits
 - (iii) Improvement in product quality, productivity and performance.
3. Future Plan of action - continued efforts in areas of Cost reduction, Capacity Building improvement of productivity, quality and performance.
4. Expenditure on R & D - No major Expenses has been incurred on R & D

B) Technology Absorption, Adaptation and innovation:

Information regarding technology imported during last five years:

Sl. No.	Particulars	Absorption year	Status of implementation
1	CNC MACHINE	2013	Commissioned
2	PLASMA MACHINE	2012	Commissioned
3	CNC MACHINES	2012	Commissioned
4	PULLER & TENSION ER	2012	Commissioned
5	DRILLING MACHINE	2011	Commissioned
6	CNC MACHINES	2011	Commissioned
7	HYDRAULIC SWING BEAM SHEAR MODEL & MOTORIZED FLAT TRUCK	2011	Commissioned
9	GODDENG MAKE DRILLING MACHINE	2011	Commissioned
10	CNC ANGLE LINE MACHINE	2011	Commissioned
11	CNC MACHINE, CNC HYDRAULIC PUNCHING & MARKING MACHINE CNC STEEL PLATE PUNCHING, CNC ANGLE STEEL PLATING	2010	Commissioned
12	HYDRAULIC SWING BEAM SHEARING MACH	2010	Commissioned
13	PRESS BRAKE UP & BOTTOM TOOL	2010	Commissioned
14	HIGHMAST POLE MACHINE PRESS BRAKE & SUT WELDING MACHINE	2009	Commissioned
15	CNC ANGLE & PLATE MACHINE & DRILLING STATION	2008	Commissioned

C) Foreign Exchange earning / outgo Foreign Exchange Earned:

	2012-2013 ₹
Foreign Exchange earned	316,620,642
Foreign Exchange Outgo	18,196,992
C.I.F. Value of Imports	725,114,184

DISCLOSURE OF NAMES OF PERSONS CONSTITUTING GROUP FOR INTER SE TRANSFER PURSUANT TO REGULATION 3(1) (e) (i) OF THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES & TAKEOVERS) REGULATIONS, 1997

Pursuant to intimation from promoters the names of promoters and Companies Comprising the "Group" as defined in the Monopolies and Restrictive Trade Practices Act, 1969 are disclosed herein below for the purpose of Regulation 3(1)(e) of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations 1997:

Mr. Sadharam Bansal, Mr. Sajan Kumar Bansal, Mr. Sharan Bansal, Mr. Devesh Bansal, Mr. Siddharth Bansal, Mrs. Ram Murti Bansal, Mrs. Meera Bansal, Mrs. Sumedha Bansal, Mrs. Rashmi Bansal, Bansal TMT Steels Limited, Sadharam Jhajarwala (HUF), Sajan Kumar Bansal & Sons (HUF), Skipper Telelink Limited, Rama Consultancy Company (1993) Limited and Ventex Trade Private Limited.

PUBLIC DEPOSITS

Your Company has not accepted any deposits from public under section 58A of the Companies Act, 1956 during the financial year under report.

AUDITORS

M/s. Patanjali & Co., Chartered Accountants, Kolkata, the Statutory Auditors of the Company hold office until the conclusion of the ensuing Annual General Meeting. They have informed the Company that, if appointed their appointment will be within the limits prescribed under section 224(1B) of the Companies Act, 1956. Accordingly, the members' approval is being sought to their reappointment as the Auditors of the Company at the ensuing Annual General Meeting.

The Auditors' Report is self-explanatory and does not require any further clarifications.

COST AUDITORS

The Company has appointed M/s AB & Company, Cost Accountants, as the Cost Auditors of the Company for conducting cost audit for the financial year 2012-13.

LISTING INFORMATION

The Equity Shares of the Company are in dematerialized form and are listed at the Calcutta Stock Exchange Ltd. and the U P Stock Exchange Ltd. The new ISIN No. of the company is INE439E01022.

CORPORATE GOVERNANCE

Your directors affirm their commitment to Corporate Governance Code prescribed by the Securities Exchange Board of India (SEBI). This Annual Report contains a detailed Corporate Governance Report as per requirement of Clause 49 of the Listing Agreement with the Stock Exchanges.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Management Discussion and Analysis Report as required by Clause 49 of the Listing Agreement with the Stock Exchanges for the year under review is given as a separate statement.

CEO/CFO CERTIFICATION

As required by Clause 49 of the Listing Agreement, the CEO/CFO certification has been submitted to the Board.

COMPLIANCE CERTIFICATE FOR CORPORATE GOVERNANCE

A certificate from the auditors of the Company confirming compliance of conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is contained elsewhere in the Annual Report.

CORPORATE SOCIAL RESPONSIBILITY

The company is holding ISO 18001 and ISO 14001 Certification for Health and Safety Standards and Environment Management Standards. The Company has taken sufficient measures to ensure safety of the personnel, equipments and the environment. Proper working environment is provided to the work force. Adequate measures have been taken for removal of Wastes. To ensure safety and health of the work force the company has maintained medical facilities at the Units and also provided safety cloths, Helmets and Hand Gloves to the employees. The company keeps a close watch on the safety and security of the workforce as well as environmental issues. The Company has issued necessary guidelines to the work force in order to educate them to ensure their safety.

Your company is committed to the welfare of Society. During the year under review the Company provided medicines to the Charitable Dispensary on regular basis, organized eye check up camp for the poor people residing in villages. The Company arranged for renovation of schools, contributed for Gramin Mela organized by villagers and contributed to other charitable organizations and for other social cause..

HUMAN RESOURCES AND INDUSTRIAL RELATIONS

The Company appreciates the contribution of the employees to its growth. The Company has never faced any labour problem since its inception. This is all possible due to harmonious relation maintained by the Company with its workforce. They are motivated by giving rewards to the talented employees paving the way for others to follow. The company has a team of experienced and competitive professionals.

ACKNOWLEDGEMENT

Your directors appreciate the assistance and support received from the Banks, Government Authorities, Customers, suppliers, business associates, shareholders and Central and State Government and the society as a whole. Your directors also wish to place on record their appreciation for devotions and committed services by the executives, staff and workers of the Company.

For and on behalf of the Board of Directors

Sajan Kumar Bansal
Managing Director

Sharan Bansal
Director

Place: Kolkata

Date: 29th day of May, 2013

REPORT ON CORPORATE GOVERNANCE

(Pursuant to Clause 49 of the Listing Agreement with the Stock Exchange)

1. Company's philosophy on Code of Governance

Corporate Governance is a set of systems and practices which ensures that the affairs of the Company are being managed in a way which ensures integrity, fairness, equity, transparency, accountability and commitment to values. However, the Company's focus has always been on adopting the good governance practices. The Corporate Governance demands an improved level of competency among the executives to meet the expectations in managing the enterprises and its resources effectively in an ethical and transparent manner. The company promotes the values in its relationships with employees, shareholders, creditors, consumers and other stakeholders. Corporate Governance is a journey for constantly improving sustainable value creation and its upward moving target. The Company believes that good corporate governance is pre-requisite for achieving the highest standards of ethics in the overall interest of all the stakeholders.

2. Board Composition and Particulars of Directors

a) Board Composition

The Board comprises of eight Directors of which three are independent directors. The composition of the Board is in conformity with the provisions of the Corporate Governance Code of the Listing Agreement. The composition of the Board and category of Directors are as follows:

Sl	Name	Designation	Whether promoter	Whether Executive	Whether Independent
1.	Mr. Sadhu Ram Bansal	Emeritus Chairman	Yes	No	No
2.	Mr. Amit Kiran Deb	Chairman	No	No	Yes
3.	Mr. Sajan Kumar Bansal	Managing Director	Yes	Yes	No
4.	Mr. Sharan Bansal	Wholetime Director	Yes	Yes	No
5.	Mr. Devesh Bansal	Wholetime Director	Yes	Yes	No
6.	Mr. Siddharth Bansal	Wholetime Director	Yes	Yes	No
7.	Mr. Manindra Nath Banerjee	Director	No	No	Yes
8..	Mr. Shyam Bahadur Singh	Director	No	No	Yes

All the Independent Directors of the Company furnish a declaration at the time of their appointment as also annually that they qualify the conditions of their being independent as laid down under Clause 49. All such declarations are placed before the Board.

Mr. Sadhu Ram Bansal is the father of Mr. Sajan Kumar Bansal and Mr. Sajan Kumar Bansal is the father of Mr. Sharan Bansal, Mr. Devesh Bansal and Mr. Siddharth Bansal. Apart from this, no Director is related to any other Director on the Board in terms of the definition of 'relative' given under the Companies Act, 1956.

b) Details of positions held by the Directors as directors of other Public Limited companies, Committee Membership and Committee Chairmanship is as under:

SI No	Name of the Director	No. of other directorships and other committee memberships/chairmanships held		
		Directorships*	Committee Memberships**	Committee Chairmanships
1.	Mr. Sadhu Ram Bansal	2	Nil	Nil
2.	Mr. Amit Kiran Deb	2	Nil	Nil
3..	Mr. Sajan Kumar Bansal	5	Nil	Nil
4.	Mr. Sharan Bansal	4	Nil	Nil
5.	Mr. Devesh Bansal	5	Nil	Nil
6.	Mr. Siddharth Bansal	1	Nil	Nil
7.	Mr. Manindra Nath Banerjee	1	2	1
8.	Mr. Shyam Bahadur Singh	1	Nil	Nil

Notes:

- *includes private companies which are subsidiaries of public companies, but excludes private, foreign, unlimited liability companies and companies registered under Section 25 of the Companies Act, 1956.
- ** indicates membership/chairmanship of Audit Committee and Shareholders'/Investors' Grievance Committee.

c) Number and dates of Board Meeting held during the year

During the year Ten Board Meetings were held. The dates on which the meetings were held are: 15th May, 2012, 30th May, 2012, 13th August, 2012, 8th October, 2012, 9th November, 2012, 28th December, 2012, 4th January, 2013, 2nd February, 2013, 8th February, 2013 and 31st March, 2013

Attendance at the above Board Meetings and at the last Annual General Meeting (AGM) is as under:

SI No.	Name of the Director	Number of Board Meetings held	Attendance Particulars	
			Board Meetings	AGM
1.	Mr. Sadhu Ram Bansal	10	5	Yes
2.	Mr. Amit Kiran Deb	10	10	Yes
3.	Mr. Sajan Kumar Bansal	10	10	Yes
4.	Mr. Sharan Bansal	10	6	Yes
5.	Mr. Devesh Bansal	10	6	Yes
6.	Mr. Siddharth Bansal	10	5	Yes
7.	Mr. Manindra Nath Banerjee	10	4	Yes
8.	Mr. Malay Sengupta*	2	0	Yes
9.	Mr. Shyam Bahadur Singh	10	3	Yes

*Resigned from Directorship

d) Brief details of Directors seeking appointment/re-appointment

The brief details of directors retiring by rotation and seeking re-appointment are appended to the Notice convening the ensuing Annual General Meeting.

e) Changes in the composition

There has been no change in the Board of Directors since the last annual general meeting.

3. Audit Committee

The constitution of the Audit Committee and attendance of each member of the Committee is given below:

Sl No	Name of the director	Designation	Committee Meetings held	Committee Meetings Attended
1.	Mr. Manindra Nath Banerjee	Chairman	Four	Four
2.	Mr. Malay Sengupta*	Member	One	Nil
3.	Mr. Shyam Bahadur Singh	Member	Four	Three
4.	Mr. Sharan Bansal	Member	Four	Two

* Resigned from membership of Audit Committee

All the members of the committee are financially literate and the composition of the Audit Committee meets the requirement of Section 292A of the Companies Act, 1956 read with Clause 49 of the Listing Agreement.

The Company Secretary acts as secretary to the committee

4. Remuneration Committee

a) Remuneration Policy

Remuneration Committee is a non-mandatory requirement and has not been formed. The Board of Directors fixed the remuneration of the Executive Directors which is approved by the shareholders.

b) Details of remuneration paid to Directors

The details of remuneration paid to executive directors for the year is as under:

Sl No.	Name of the Director	Designation	Remuneration ₹
1.	Mr. Sajan Kumar Bansal	Managing Director	7,50,000
2.	Mr. Sharan Bansal	Wholetime Director	4,00,000
3.	Mr. Devesh Bansal	Wholetime Director	4,00,000
4.	Mr. Siddharth Bansal	Wholetime Director	2,50,000

The appointment of the executive directors is governed by the Articles of Association of the Company and the resolutions passed by the Board of Directors and the members of the Company.

The salient features of terms of appointment are:

Particulars	Name of the Director	Terms
Period of appointment	Mr. Sajan Kumar Bansal	Upto 30 September, 2013
	Mr. Sharan Bansal	Upto 30 June, 2014
	Mr. Devesh Bansal	Upto 31 March, 2016
	Mr. Siddharth Bansal	Upto 31st March, 2016
Salary Scale	Mr. Sajan Kumar Bansal	₹ 7.50 lacs per month subject to 10% increase in every year
	Mr. Sharan Bansal	₹ 4.00 lacs per month subject to 10% increase in every year
	Mr. Devesh Bansal	₹ 4.00 lacs per month subject to 10% increase in every year
	Mr. Siddharth Bansal	₹ 2.50 Lacs per month subject to 10% increase in every year
Minimum remuneration in case of inadequacy of profit in any financial year	The remuneration shall not exceed the limits prescribed from time to time under sections 198, 309, 310 and other applicable provisions of the Companies Act, 1956, read with Schedule XIII of the said Act.	
Notice period on either side	Three months' prior notice in writing to the other	
Severance fees for termination of employment	Nil	
Stock Options	Nil	

Non Executive Director

The Company has paid remuneration amounting to ₹ 6,00,000 to Mr. Amit Kiran Deb non-executive independent Chairman for which necessary approvals have been obtained from the Ministry of Corporate Affairs in terms of Section 309(4) of the Companies Act, 1956. The details of sitting fees paid to non executive directors and their shareholding as per details given below:

Name of Director	Amount of Sitting Fees ₹	No. of Shares held
Mr. Manindra Nath Banerjee	40,000	Nil
Mr. Malay Sengupta	Nil	Nil
Mr. Shyam Bahadur Singh	30,000	Nil
Mr. Amit Kiran Deb	Nil	Nil

5. Shareholders/Investors Grievance Committee

The Board has constituted Shareholders/Investors Grievance Committee under the Chairmanship of a non-executive director to specifically look into the redressal of shareholders complaints like transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends etc. The Board has delegated the process of share transfers to Mr. Arbind Kumar Jain. During the year Mr. Jain attended the share transfer formalities on a fortnightly basis and same was ratified at the immediately succeeding meeting of the Committee.

The constitution of the Committee and attendance of each member of the Committee is given below:

Name of the director	Designation	Committee Meetings held	Committee Meetings Attended
Mr. Manindra Nath Banerjee	Chairman	One	One
Mr. Sharan Bansal	Member	One	One

Mr. Arbind Kumar Jain, Company Secretary is Compliance Officer of the Company for this committee.

During the year under review, no complaints were received from the shareholders. The complaints pending at the beginning and at the closing of the year were nil.

6. Management Discussion and Analysis

The information is given in a separate section and is included in the Annual Report.

7. General Body Meetings

Particulars of last three Annual General Meetings along with number of special resolutions passed are as under:

Year Ended	Location	Date	Time	No. of special resolutions passed
31.03.2010	3A. Loudon Street, Kolkata-700017	22.07.2010	11.00 AM	2
31.03.2011	3A. Loudon Street, Kolkata-700017	28.06.2011	11.00 AM	2
31.03.2012	3A. Loudon Street, Kolkata-700017	25.09.2012	11.00 AM	Nil

During the year under review, no resolution was passed through ballot paper exercise.

8. Disclosure on materially significant related party transaction

The Company does not have any related party transaction, which may have potential conflict with the interest of the Company. Other related party transactions have been reported in Notes on Accounts in the financial statements for the year. The Register of Contracts containing transactions, in which the Directors are interested, is placed before the Board regularly.

9. Code of conduct

The Code of Business Conduct and Ethics for Directors and management personnel ('the Code'), as adopted by the Board, is a comprehensive Code applicable to all Directors and management personnel. The copy of the Code has been put on the Company's website www.skipperlimited.com The Code has been circulated to all the members of the Board and management personnel and the compliance of the same is affirmed by them annually. A declaration to this effect signed by the CEO of the company is given hereunder:

I hereby confirm that:

The Company has obtained from all the members of the Board and Senior Management, affirmation that they have complied with the Code of Conduct for Directors and Senior Management Executives in respect of financial year 2012-13.

Sajan Kumar Bansal
Managing Director and CEO

10. Disclosure of Accounting Treatment

The Company has followed the prescribed Accounting Standards in preparation of financial statements. The accounting treatment has been disclosed in the Notes to accounts to these financial statements.

11. Risk Management

The Company has laid down procedures to inform the Board members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management control risks through means of properly defined framework.

12. Proceeds from public issues, right issues, preferential issues etc.

The Company has issued 2,70,00,000 shares during the year on preferential basis and the proceeds have been utilized for the purpose the issue was made.

13. CEO/CFO certification

CEO/CFO certificate is separately enclosed to the Report

14. Details of non-compliances

There has been no instance of non-compliance by the Company on any matter relating to capital market.

15. Means of communication

Quarterly results of the Company are communicated to the Stock Exchanges immediately after having been considered by the Board. The results for the year under review were published in English in the 'Business Standard' and in Bengali in 'Dainik Lipi/Arthik Lipi'.

16. General Shareholder Information

Annual General Meeting

Date	21st September, 2013
Time	11.00 AM
Venue	3A, Loudon Street, Kolkata-700 017
Financial year	01 April, 2012 to 31 March, 2013
Book closure date	18th September 2013 to 21st September, 2013
Dividend payment date	Your directors have recommended payment of dividend at the rate of Re.0.10 per Equity Share for the financial year 2012-2013. Such dividend, if declared, at the ensuing Annual General Meeting will be paid within thirty days from the date of declaration.

Listing on stock exchanges

Name of stock exchange	Address	Stock code
The Calcutta Stock Exchange Limited	7, Lyons Range Kolkata-700 001	1029348
U P Stock Exchange Limited	Padam Towers, 14/113, Civil Lines, Kanpur-208 001	S00010

The Company has paid listing fees to the respective stock exchanges up to financial year 2013-2014

The International Security Identification Number (ISIN) of the Company is INE439E01022.

Market Price Data

The shares have not been traded at the Stock Exchange during the year 2012-13, hence, the monthly high/low market price of the shares are not available. The last traded price of the shares is ₹ 20/-

Registrar and Share Transfer Agents

ABS Consultants Private Limited are acting as the Registrars of the Company for both physical and dematerialized form of shares. Their address is given as under:

ABS Consultants Private Limited
 Stephen House, Room No. 99, 6th floor,
 4, B B D Bag (East), Kolkata-700 001
 Telephone No.: +91 33 2220 1043
 Fax No. +91 33 2243 0153
 Email: absconsultant@vsnl.net

Share Transfer System

The Shareholders/Investors Grievance Committee approves transfer of shares in physical mode. The Company's Registrar transfers the shares within 15 days of receipt of request. Dematerialization is done within 15 days of receipt of request along with the shares through the Depository Participant of the shareholder.

Distribution of shareholding as at 31st March, 2013

Category	No. of shareholders		No. of shares	
	Total	%	Total	%
1-500	Nil	Nil	Nil	Nil
501-1000	Nil	Nil	Nil	Nil
1001-2000	Nil	Nil	Nil	Nil
2001-3000	Nil	Nil	Nil	Nil
3001-4000	Nil	Nil	Nil	Nil
4001-5000	Nil	Nil	Nil	Nil
5001-10000	Nil	Nil	Nil	Nil
10001 and above	70	100.00	97,444,250	100.00
Total		100.00	97,444,250	100.00

Shareholding pattern

Category	As at 31st March, 2013	
	No. of shares	% of share capital
Promoters	71,560,250	73.44
Private Corporate Bodies	19,978,000	20.50
Indian Public	5,906,000	6.06
Total	97,444,250	100.00

Shareholdings of directors as at 31st March, 2013

Name of director	No. of shares held	% of share capital
Mr. Sadhu Ram Bansal	3,486,180	3.58
Mr. Amit Kiran Deb	Nil	Nil
Mr. Sajan Kumar Bansal	7,887,520	8.09
Mr. Sharan Bansal	3,997,100	4.10
Mr. Devesh Bansal	2,973,500	3.05
Mr. Siddharth Bansal	7,684,500	7.89
Mr. Manindra Nath Banerjee	Nil	Nil
Mr. Shyam Bahadur Singh	Nil	Nil

Dematerialization of shares and liquidity

As at 31st March, 2013, the number of company shares held in dematerialized form were 704,44,250 and the number of shares in the process of dematerialization are 270,00,000.

Plant Locations

a) SL Unit 1

Jalan Industrial Complex
N H- VI, Village: Jangalpur, Post: Andul Mouri
Howrah-711 302 (West Bengal)

b) BCTL Unit

Jalan Industrial Complex
N H- VI, Village: Jangalpur, Post: Andul Mouri
Howrah-711 302 (West Bengal)

c) Uluberia Unit

N H- VI, Village: Madhabpur, Post: Mahishrekha
Howrah-711 303 (West Bengal)

Address for correspondence

The Company Secretary
Skipper Limited
3A, Loudon Street, Kolkata- 700 017
Telephone: +91 33 2289 2327/5731
Fax: +91 33 2289 5733
Email: arbind.jain@skipperlimited.com
Website: www.skipperlimited.com

For and on behalf of the Board of Directors

Sajan Kumar Bansal
Managing Director

Sharan Bansal
Director

Place: Kolkata
Date: 29th day of May, 2013

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

(forming part of the Report of the Directors for the year ended 31st March, 2013)

INDUSTRY STRUCTURE AND DEVELOPMENTS

Global economy having slowed down from 3.9% in 2011 to 3.2% in 2012, Indian economy has also registered a downfall in GDP having growth of 5.5% in GDP during the financial year 2012-13 as compared to 6.5% in the previous year. In spite of these adverse circumstances the demand for transmission tower is rapidly increasing. Other products of the Company viz M S Pipes, Poles Scaffoldings PVC Pipes, SWR Pipes also pertain to infrastructure sector and the growth in all of these products is expected in future.

OPPORTUNITIES AND THREATS

The government has given a boost to infrastructure sector by allowing financial institutions to raise money through bonds for investments in infrastructure. and this will create better prospects for the Companies contributing to the infrastructure sector.

During the year 2012-13 Indian rupee has further lost its value resulting in forex losses to most of the companies having global transactions. Indian economy continued to be under global pressure which has the impact on working of the domestic industries as well. The Company is adopting suitable measures to face the threats posed by the diminution in value of rupee.

SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

Iron and Steel Segment

The segment consists of:

1. Black pipes and GI pipes
2. Tubular poles & Scaffoldings
3. Transmission Towers
4. Hot rolled Product

The performance of this segment has improved as is evidenced from the improvement in the turnover of this segment which increased from ₹ 670.77 Crores in 2011-2012 to ₹ 837.26 crores in 2012-2013 showing a growth of around 25%. The profit of this segment has increased from ₹ 53.22 Crores in 2011-12 to ₹ 60.57 Crores showing a remarkable growth of more than 13%.

Infrastructure Projects Segment

This segment consists of Tower erection services and trenchless drilling services. The turnover of the segment is 15.02 Crores as compared to ₹ 40.65 Crores in 2011-12. Profit from this segment also decreased from ₹ 12.06 Crore in 2011-12 to ₹ 4.95 Crores in 2012-13.

PVC Products

The revenue from this segment has increased from ₹ 30.44 Crores in 2011-12 to ₹ 48.07 Crores in 2012-13. At the same time profit has also increased from ₹ 6.58 Crores in 2011-12 to ₹ 18.69 Crores in 2012-13.

OUTLOOK

The company had set up a Producer Gas Plant for supporting the Rolling Mills in order to achieve cost reduction in consumption of fuel and energy. In an attempt to reduce cost further the company has set up Nut & Bolts manufacturing facilities at its Uluberia unit. the effect of this backward integration will be seen in the current year. The Hot rolled products of the Company are being used in house for producing the ultimate products as well these are sold in the market. The Company has made expansion of PVC division also. The Company is planning to make further expansion in the existing line of business.

RISK AND CONCERNS

Your Company is having a comprehensive risk management policy which comprises the identification of risk, nature of risk internal or external, assessment of risk and ways to mitigate the risk. Although internal risks are always controllable but external risk are not within the control of the company. The Company makes an analysis of all kinds of risks and puts stress on external risks in particular.

Business Risk

The Company is facing competition from other players in the market. To enhance the level of domination over the market every effort is made to provide the quality products at right prices. This way the company is prepared to face the competition and also to combat business risk to the company posed by the competition. The Company is in advantageous position again due to its being a multi product Company and at the same time in house use of its own products for producing the ultimate products. Thus the Company is deriving the benefit of backward integration due to which company is in better position to face the competition.

Perception Risk

The Company is producing both Iron & Steel and PVC products and providing the services in the area of HDD & EPC which are mainly used for infrastructure development. However due to its initial involvement in Iron & Steel items, the company is at times perceived as Iron & Steel Company whereas considering the total activities of the Company, one can be aware that the Company mainly contributes to the infrastructure sector for which there are better prospects.

Financial Risk

Increase in Cost of raw materials and other allied costs including forex losses the financial risk is always there with the Company. However, right action at the right time helps in controlling the cost factor and the financial risk. Suitable measures have been taken to mitigate the forex losses.

Interest rate risk

The Company has taken finance from the Banks and others for its various projects and is paying interest thereon. The changes in rate of interest may at times adversely affect the Company if changes are in upward direction. The Management always tries to get the finance at the cheaper rate by negotiating.

Liquidity risk

The Bankers of the Company are very co-operative and better relation with them is to a great extent reducing the implication of liquidity risks. This is only the management perception and things may go otherwise too for which the Management is very much concerned.

Market risk

The Company is supplier in both domestic and international market. Although there is market risk due to cut throat competition in the market. However better quality at competitive price mitigates the market risk to a great extent.

Exchange Fluctuation risk

Exchange fluctuation is another area of risk which the Company is facing. The diminution in value of rupee in global scenario is a great concern for the Company. Since the Company is doing international transactions like imports of Raw Materials & Machineries, the exchange fluctuation risk may affect the Company adversely.

Event Risk

The Government has taken initiative to improve the infrastructure as such the adverse effect of this risk is far away in the present times. However diversion from the above move by the Government may be a risk for the Company.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has three manufacturing units producing various kinds of products like M S Pipes, GI Pipe, Poles, Scaffoldings, Angle, Channel, H R Strips, High mast Poles, Towers etc. requiring a high level of internal control which in the opinion of the Management is commensurate with the size and nature of the business of the Company. Suitable systems have been formulated to safeguard the fixed assets of the Company. Proper authorization matrix is there to formulate, execute and implement the various plans and policies. In addition the Management always makes a review at regular intervals and initiates discussion with the executives, internal auditors, Statutory Auditors. Thus effective internal control exists in the Company.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATION PERFORMANCE

During the financial year, the Net turnover of the Company increased from ₹ 741.23 Crores in 2011-12 to ₹ 900.35 Crores in 2012-13 showing an increase of more than 21 percent. The profit before tax has increased substantially from ₹ 14.61 Crores in 2011-12 to ₹ 27.76 Crores in 2012-13

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/ INDUSTRIAL RELATIONS FRONT INCLUDING NUMBER OF PEOPLE EMPLOYED

Presently the Company has approximately strength of 1100 employees Which comprises high quality professionals from finance, engineering, technical, marketing and legal fields. Management always maintains a harmonial relations with all the employees along with motivating them to give more and more output through various motivational schemes of incentives, rewards and prizes..

FORWARD LOOKING STATEMENTS

Certain statements in this report concerning our future growth prospects are forward looking statements, which involve a number of risks and uncertainties that would cause actual results to differ materially from those in such forward looking statements. The All statements that address expectations or projections about the future, including but not limited to statements about the Company's strategy for growth, product development, market position, expenditures and financial results, are forward looking statements. The company does not undertake to update any forward looking statements that

may be made from time to time by or on behalf of the company

For and on behalf of Board of Directors

Sajan Kumar Bansal
Managing Director

Sharan Bansal
Director

Place: Kolkata
Date: 29th day of May, 2013

CERTIFICATE BY CHIEF EXECUTIVE OFFICER AND IN CHARGE OF FINANCE

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

1. We hereby certify that for the financial year ended 31st March, 2013 on the basis of the review of the financial statements and the Cash flow statement and to the best of our knowledge and belief that:-
 - a) These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading.
 - b) 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 2012-13, which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls. We have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors those deficiencies, of which we are aware, in the design and operation of the internal control systems and that we have taken the required steps to rectify those deficiencies.

We have indicated, wherever applicable, to the Auditors and the Audit Committee:

- a) Significant changes in internal control over financial reporting during the year.
- b) Significant changes in accounting policies during the year and that the same has been disclosed in the notes to the financial statements and
- c) Instances of significant fraud of which we have become aware and the involvement therein, of management or an employee having a significant role in the Company's internal control system.

Kolkata
Date: 29th May, 2013

Sajan Kumar Bansal
Managing Director

Sanjay Kumar Agrawal
Vice President (Finance)

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

The Members of Skipper Limited

We have examined the compliance of the conditions of Corporate Governance by Skipper Limited for the year 31st March, 2013 as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges in India.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

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

Kolkata
Date: 29th day of May, 2013

For Patanjali & Co.
Chartered Accountants
Regn No. 308163E

Patanjali Sharma
Partner
Membership no.14993

INDEPENDENT AUDITORS' REPORT

The Members of SKIPPER LIMITED

Report on Financial Statements

1. We have audited the accompanying financial statements of SKIPPER LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2013, the Statement of Profit and Loss and Cash Flow Statement for the year ended 31st March, 2013 and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India including Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control 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.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedure selected depend on the auditors judgement, including the assessment of the risk of material mis-statement of the financial statements, whether due to fraud or error . In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that

are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the management as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the 'State of Affairs' of the Company as at 31st March 2013;
- (b) in the case of the Statement of Profit and Loss, of the 'Profit' for the year ended on that date; and
- (c) in the case of Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

4. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
5. As required by Section 227(3) of the Act, we report that:
 - (i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (ii) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;

- (iii) The Balance Sheet and the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account submitted to us;
- (iv) In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Act;
- (v) On the basis of written representations received from the directors, as on 31st March 2013 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March 2013 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act;

Kolkata

Dated: the 29th day of May, 2013

For Patanjali & Co.
Chartered Accountants
Firm Regn. No. 308163E

Patanjali Sharma
Partner
Membership No. 14993

SKIPPER LIMITED

Annexure to Independent Auditors' Report

Referred to in paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date

- (i) (a) According to information and explanations given to us, the Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) As informed to us, all the fixed assets were physically verified during the year by the management in accordance with a programme of verification, which in our opinion provides for physical verification of all the fixed assets at reasonable intervals. As explained to us, no material discrepancies were noticed on such verification.
- (c) According to information and explanation given to us, the Company has not disposed off a substantial part of its fixed assets and the going concern status of the Company is not affected.
- (ii) (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory. According to information and explanation given to us, no discrepancies were noticed on verification between the physical inventories and the book records.
- (iii) (a) The Company has not granted any loan, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Therefore, the provisions of clause 4(iii)(a) to 4(iii)(d) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- (b) The Company had taken loan, unsecured, from Company covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was ₹ 173,033,305 and the year-end balance of loans taken from Company was ₹ 27,161,305. The Company had taken loan from directors. The maximum amount involved during the year was ₹ 360,569,693 and the year-end balance of loans taken from directors was ₹ 325,597,382. The Company had not taken any loan from any other party covered in the register maintained under section 301 of the Companies Act, 1956.
- (c) In our opinion, the rate of interest and other terms and conditions on which loans have been taken from companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956 are not, prima facie, prejudicial to the interest of the Company.
- (d) The Company is regular in repaying the principal amounts as stipulated and has been regular in the payment of interest.
- (iv) In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- (v) (a) According to the information and explanations given to us, we are of the opinion that particulars of contracts or arrangements referred to in section 301 of the Companies Act, 1956 have been entered into the register maintained under that section.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements and exceeding the value of rupees five lakhs in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- (vi) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit from the public. Therefore the provisions of Clause (vi) of paragraph 4 of the Order are not applicable to the Company.

- (vii) The Company has an internal audit system, which in our opinion is commensurate with the size and nature of its business.
- (viii) We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under section 209(1) (d) of the Companies Act, 1956 and are of the opinion that prima facie, the prescribed cost records have been made and maintained.
- (ix) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education

protection fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess and other material statutory dues applicable to it. There is no arrears of outstanding statutory dues as at the last day of the financial year for a period of more than six months from the date they became payable.

- (b) According to the information and explanation given to us, there are no dues of income tax, sales tax, customs duty, wealth tax, service tax, excise duty and cess which have not been deposited on account of any dispute except for the following :

Name of the statute	Nature of dues	Amount in ₹	Year	Forum where dispute is pending
West Bengal Sales Tax Act, 1994	West Bengal Sales Tax	13,723,982	2005-06	West Bengal Com. Taxes Appellate & Revisional Board
Central Sales Tax Act, 1956	Central Sales Tax	12,166,947	2005-06	West Bengal Com. Taxes Appellate & Revisional Board
West Bengal Sales Tax Act, 1994	West Bengal Sales Tax	10,641,206	2006-07	West Bengal Com. Taxes Appellate & Revisional Board
Central Sales Tax Act, 1956	Central Sales Tax	2,335,020	2006-07	West Bengal Com. Taxes Appellate & Revisional Board
Central Sales Tax Act, 1956	Central Sales Tax	977,761	2006-07	Joint Commissioner of Commercial Taxes
Central Sales Tax Act, 1956	Central Sales Tax	4,299,281	2009-10	Joint Commissioner of Commercial Taxes
Income Tax Act, 1961	Income Tax	1,222,718	2005-06	Commissioner of Income Tax (Appeals)
The Central Excise Act, 1944	Central Excise	188,936	2005-06	Commissioner Appeals (Central Excise), Kolkata
The Central Excise Act, 1944	Central Excise	743,086	2007-08	Commissioner Appeals (Central Excise), Kolkata
The Central Excise Act, 1944	Central Excise	301,231	2010-11	Commissioner Appeals (Central Excise), Kolkata
Service Tax under Finance Act, 1994	Service Tax	367,200	2005-06	Customs, Excise & Service Tax Appellate Tribunal, Kolkata
Service Tax under Finance Act, 1994	Service Tax	50,852	2007-08	Commissioner (Appeals), Service Tax

- (x) The Company has no accumulated losses. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
- (xii) According to information and explanation given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Therefore, the provisions of clause 4(xii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- (xiii) In our opinion, the Company is not a chit fund or a nidhi /mutual benefit fund/society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- (xiv) In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- (xv) According to information and explanations given to us, the Company has not given guarantees for loans taken by others from banks or financial institutions. Therefore, the provisions of clause 4(xv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- (xvi) In our opinion, the term loans have been applied for the purpose for which they were raised.
- (xvii) According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we report that the no funds raised on short-term basis have been used for long-term investment.
- (xviii) According to the information and explanations given to us, the Company has made preferential allotment of shares to a Company covered in the register maintained under section 301 of the Act and complied with the statutory regulations.
- (xix) According to the information and explanations given to us, the Company has not issued any debentures.
- (xx) According to the information and explanations given to us, the Company has not raised any money by public issues.
- (xxi) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

Kolkata
Dated: the 29th day of May, 2013

For PATANJALI & CO.
Chartered Accountants
Firm Regn. No. 308163E

PATANJALI SHARMA
Partner
Membership No. 14993

BALANCE SHEET AS AT 31ST MARCH, 2013

	Note No	As at 31-03-2013 ₹		As at 31-03-2012 ₹	
EQUITY AND LIABILITIES					
SHAREHOLDERS' FUNDS					
Share Capital	2	97,444,250		360,444,250	
Reserves & Surplus	3	<u>1,963,482,184</u>	<u>2,060,926,434</u>	<u>1,274,918,702</u>	<u>1,635,362,952</u>
NON-CURRENT LIABILITIES					
Long Term Borrowings	4	1,985,999,118		1,772,201,407	
Deferred Tax Liabilities		181,248,026		110,692,086	
Other Long Term Liabilities	5	<u>15,739,649</u>	<u>2,182,986,793</u>	<u>7,396,626</u>	<u>1,890,290,119</u>
CURRENT LIABILITIES					
Short Term Borrowings	6	1,990,356,741		1,221,938,251	
Trade Payables	7	1,161,602,893		1,119,754,208	
Other Current Liabilities	8	461,288,542		791,319,335	
Short Term Provisions	9	<u>11,485,214</u>	<u>3,624,733,390</u>	<u>35,292,327</u>	<u>3,168,304,121</u>
TOTAL:			<u>7,868,646,617</u>		<u>6,693,957,192</u>
ASSETS					
NON-CURRENT ASSETS					
Fixed Assets					
Tangible Assets					
		3,250,027,608		2,814,565,523	
		12,042,828		13,135,810	
		<u>35,899,555</u>		<u>20,483,312</u>	
		<u>3,297,969,991</u>		<u>2,848,184,645</u>	
Non Current Investment	11	-		7,000	
Other Non Current Assets	12	<u>8,692,922</u>	<u>3,306,662,913</u>	<u>6,994,031</u>	<u>2,855,185,676</u>
CURRENT ASSETS					
Inventories	13	2,377,857,864		1,689,277,689	
Trade Receivables	14	1,548,708,868		1,449,440,684	
Cash and Cash Equivalents	15	128,199,550		85,702,979	
Short Term Loans and Advances	16	<u>507,217,422</u>	<u>4,561,983,704</u>	<u>614,350,164</u>	<u>3,838,771,516</u>
TOTAL:			<u>7,868,646,617</u>		<u>6,693,957,192</u>

Significant Accounting Policies 1
Notes on Financial Statement 2 to 42

In terms of our report of even date

For PATANJALI & CO.
Chartered Accountants
Firm Regn No.-308163E

PATANJALI SHARMA
Partner
Membership No. 14993

Kolkata
Dated: the 29th day of May, 2013

For and on behalf of the Board

SAJAN KUMAR BANSAL
Managing Director

SHARAN BANSAL
Director

ARBIND KUMAR JAIN
Company Secretary

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2013

	Notes	Year ended 31-03-2013 ₹	Year ended 31-03-2012 ₹
A. INCOME			
Revenue from Operations	17		
Gross Sales		10,137,348,727	8,235,111,808
Less: Excise Duty		855,636,095	606,339,050
Sales Tax/Value Added Tax		278,248,740	216,432,782
Net Sales		9,003,463,892	7,412,339,976
Other Income	18	14,172,704	7,805,694
		<u>9,017,636,596</u>	<u>7,420,145,670</u>
B. EXPENDITURE			
Cost of Materials Consumed	19	7,193,856,730	5,361,184,207
Change in Inventories of Finished Goods & Work in Progress	20	(365,253,044)	221,003,686
Employee Benefit Expense	21	194,629,658	169,885,399
Manufacturing, Administrative, Selling & Other Expenses	22	1,127,543,177	1,037,406,731
Finance Costs	23	463,585,213	367,486,562
Depreciation & Amortisation Expenses	24	125,665,131	117,108,155
		<u>8,740,026,865</u>	<u>7,274,074,740</u>
C. PROFIT			
PROFIT BEFORE TAX		277,609,731	146,070,930
Tax Expenses			
Income Tax-current year		55,500,000	28,500,000
Less : MAT Credit entitlement		36,366,969	-
Income Tax-earlier years		633,455	1,889,643
Wealth Tax-current year		160,000	141,500
Wealth Tax-earlier year		(2,626)	(562)
Deferred Tax		70,555,940	16,597,604
PROFIT AFTER TAX		<u>187,129,931</u>	<u>98,942,745</u>
Weighted Average number of Equity Shares		74,290,825	70,444,250
Basic and Diluted Earning Per Share of ₹ 1 each		2.52	1.40

Significant Accounting Policies 1
Notes on Financial Statement 2 to 42

In terms of our report of even date

For PATANJALI & CO.

Chartered Accountants
Firm Regn No.-308163E

PATANJALI SHARMA

Partner
Membership No. 14993

Kolkata

Dated: the 29th day of May, 2013

For and on behalf of the Board

SAJAN KUMAR BANSAL
Managing Director

SHARAN BANSAL
Director

ARBIND KUMAR JAIN
Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013

	31.03.2013 ₹	31.03.2012 ₹
A CASH FLOW FROM OPERATION ACTIVITIES		
Net Profit before Tax and Extraordinary Items	277,609,731	146,070,930
Adjustment for:		
Depreciation	125,665,131	117,108,155
(Profit)/loss on Sale of Fixed Assets	177,613	(1,081,135)
Interest Expenses	463,585,212	367,486,562
Interest Received	(12,496,897)	(6,518,620)
Operating profit before Working Capital Changes	854,540,789	623,065,892
Adjustment for:		
Trade and other receivables	35,915,493	(445,164,018)
Inventories	(688,580,175)	71,181,986
Trade and other payables	(302,838,902)	949,150,443
Cash Generated from Operations	(100,962,795)	1,198,234,303
Adjustment for:		
Interest paid	(470,940,865)	(367,486,562)
Direct taxes paid	(46,958,360)	(43,465,374)
NET CASH FROM/(USED IN) OPERATING ACTIVITIES	A (618,862,020)	787,282,367
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(591,105,816)	(564,192,914)
Sale of Fixed Assets	15,236,502	15,644,239
Loan given	-	(102,500,000)
Loan given refunded	5,500,000	94,500,000
Interest Received	11,662,714	6,518,620
NET CASH FROM/(USED IN) INVESTING ACTIVITIES	B (558,706,600)	(550,030,055)
C CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of capital	540,000,000	-
Redemption of Preference Shares	(290,000,000)	-
Dividend paid including dividend distribution tax	(35,150,827)	12,354,685
Changes in Bank Borrowings (net)	818,655,183	(443,456,672)
Proceeds from Borrowings	817,475,354	729,076,433
Repayment of Borrowings	(630,914,519)	(518,172,420)
NET CASH FROM/(USED IN) FINANCING ACTIVITIES	C 1,220,065,191	(220,197,974)
NET INCREASE/(DECREASE) IN CASH	A+B+C 42,496,571	17,054,339
OPENING CASH & CASH EQUIVALENTS*	85,702,979	68,648,640
CLOSING CASH & CASH EQUIVALENTS*	128,199,550	85,702,979

*1. Cash and Cash Equivalents represent cash and bank balances as indicated in Note 15 to the Annual Accounts and include fixed deposit pledged as margin money.

2. The above Cash Flow Statement has been prepared under the Indirect method as set out in Accounting Standard-3 on Cash Flow Statement issued by the Institute of Chartered Accountants of India.

In terms of our report of even date

PATANJALI & CO.
Chartered Accountants
Firm Regn No.-308163E

PATANJALI SHARMA
Partner
Membership No. 14993

Kolkata
Dated, the 29th day of May, 2013

For and on behalf of the Board

SAJAN KUMAR BANSAL
Managing Director

SHARAN BANSAL
Director

ARBIND KUMAR JAIN
Company Secretary

NOTES TO ACCOUNTS

1. Significant Accounting Policies:

A) ACCOUNTING POLICIES

The accounts are prepared in accordance with accounting principles generally accepted in India and as per provisions of the Companies Act, 1956.

B) REVENUE RECOGNITION

- (i) All expenses and income to the extent considered payable and receivable respectively unless specifically stated to be otherwise are accounted for on mercantile basis.
- (ii) Revenue from project-related activity is recognised as follows:
 - (a) Cost-plus contracts: Contract revenue is determined by adding the aggregate cost plus proportionate margin as agreed with the customer;
 - (b) Fixed price contracts: Contract revenue is recognised by adding the aggregate cost and proportionate margin using the percentage completion method. Percentage of completion is determined as a proportion of cost-incurred-to-date to the total estimated contract cost.
 - (c) Cost and earnings in excess of billings are classified as unbilled revenue while billing in excess of cost and earnings is classified as unearned revenue.
 - (d) Full provision is made for any loss in the year in which it is foreseen.
- (iii) Revenue in respect of claims of insurance is recognized only when it is reasonably ascertained that the ultimate collection will be made.

C) USE OF ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles require management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent liabilities at the date of financial statements and the result of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

D) FIXED ASSETS

Fixed assets are stated at original cost or revalued amount, as the case may be, less accumulated depreciation, accumulated amortization and cumulative impairment, if any.

Cost comprises of cost of acquisition or construction inclusive of duties (net of tax/cenvat/duties credits availed), incidental expenses and erection / commissioning expenses incurred up to the date asset is put to use. Administrative and other general overhead expenses that are specifically attributable to construction or acquisition of fixed assets or bringing the fixed assets to working condition are allocated and capitalized as a part of cost of fixed assets.

Own manufactured assets are capitalized at cost including an appropriate share of overheads.

E) DEPRECIATION/AMORTIZATION

- (i) Depreciation on Fixed Assets is provided for on straight line method in the manner and at the rates specified in schedule XIV of the Companies Act, 1956.
- (ii) Intangible assets, comprising of computer software, are amortized over a period of five years.

F) IMPAIRMENT OF ASSETS

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The impairment loss recognized in the prior accounting periods is reversed if there has been change in the estimate of recoverable amount. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

G) INVESTMENTS

Investments are stated at cost. A provision for diminution in the value of Long Term Investments is made only if such decline is other than temporary in the opinion of the management.

H) INVENTORIES

- (i) Raw Material, store and spare parts are valued at lower of cost or net realizable value; cost is

ascertained as per Moving Average method and includes incidental expenses. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they are consumed are expected to be sold at above cost.

- (ii) Work in process is valued at lower of cost or net realizable value.
- (iii) Finished goods are valued at lower of cost or net realizable value.
- (iv) Scrap and wastage valued at net realizable value.

I) BORROWING COSTS

Borrowing costs incurred in relation to the acquisition of assets are capitalised as part of the cost of such assets up to the date of such assets are ready for intended use. Other borrowing costs are charged as an expense in the year in which such are incurred.

J) GOVERNMENT GRANTS

- (i) Grants are accounted for where it is reasonably certain that the ultimate collection will be made.
- (ii) Grants directly related to fixed assets are shown as deduction from the gross value of the fixed assets and those of capital nature are credited to Capital Reserve.
- (iii) Other Government grants are credited to the Statement of Profit and Loss or deducted from the related expenses.

K) TAXATION

Current tax is determined on the basis of the amount of income tax payable under the Income Tax Act, 1961. Deferred tax is recognized on timing differences being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax asset is recognized and carried forward only to the extent that there is a reasonable certainty that the assets will be realized in future.

L) FOREIGN CURRENCIES

Foreign currency transactions are recorded on initial recognition in Indian Rupees, using the exchange

rate at the date of transaction. At each Balance Sheet date, foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried at historical cost denominated in foreign currency are reported using the exchange rate at the date of the transaction. Exchange differences that arise on settlement of monetary items or on reporting at each Balance Sheet date of the Company's monetary items at the closing rate are:

- (i) adjusted in the cost of fixed assets specifically financed by the borrowings to which the exchange differences relate.
- (ii) recognized as income or expense in the period in which they arise in other cases.

M) FIXED ASSETS ACQUIRED UNDER LEASE

(i) Finance Lease

Assets acquired under lease agreements which effectively transfer to the Company substantially all the risk and benefits incidental to ownership of leased items, are capitalized at the lower of fair value and present value of minimum lease payment at the inception of lease term and disclosed as leased assets. Lease payments are apportioned between the finance charges and the reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of their liability. Finance charges are charged directly to the expenses account.

(ii) Operating Lease

Leases where the lessor effectively retains substantially all the risks and benefits of the ownership of the lease assets are classified as operating leases. Operating lease payments are recognized as an expense in the profit and loss account.

N) RETIREMENT AND OTHER EMPLOYMENT BENEFITS

- (i) Short term employee benefits which are wholly due within 12 months of rendering the service are recognized in the period in which the employee rendered the related services.
- (ii) The Company has defined contribution plans for employees comprising of Government administered Employees State Insurance and

Pension Plans. The contributions are charged to the Statement of Profit and Loss as they fall due.

- (iii) Gratuity liability is a defined benefit obligation. The Company makes contribution to the Employee's Group Gratuity-cum-Life Assurance Scheme of the Life Insurance Corporation of India. The net present value of the obligation for gratuity benefits as determined on actuarial valuation conducted annually using the projected unit credit method, as adjusted for unrecognized past service cost, if any, and as reduced by the fair value of plan assets, is recognized in the accounts. Actuarial gains or losses are recognized in full in the Statement of Profit and Loss for the period in which they occur.

- (iv) Short term compensated advances are provided for on estimates. The Company has no scheme for long term compensated advances.

O) PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and there will be outflow of resources. Contingent Liabilities are not provided for in accounts and amounts of material nature are disclosed by way of notes. Contingent assets are neither recognised nor disclosed in the financial statements.

	As at 31-03-2013 ₹	As at 31-03-2012 ₹
2 SHARE CAPITAL		
(a) Authorized		
100,000,000 Equity Shares of ₹ 1 each	100,000,000	100,000,000
3,000,000 Redeemable Non-cumulative Preference Shares of ₹ 100 each	300,000,000	300,000,000
	<u>400,000,000</u>	<u>400,000,000</u>
(b) Issued, Subscribed and Paid Up		
97,444,250 (Previous Year 70,444,250) Equity Shares of ₹ 1 each fully paid up. Out of above, 33,442,500 (Previous year 33,442,500) Equity Shares were allotted in last five years pursuant to various scheme of amalgamations without payment being received in cash	97,444,250	70,444,250
Nil (Previous year 2,900,000) Redeemable Non-Cumulative Preference Shares of ₹ 100 each fully paid up	-	290,000,000
	<u>97,444,250</u>	<u>360,444,250</u>
(c) Details of shareholders holding more than 5% shares:		

Name of Shareholders	As at 31-03-2013		As at 31-03-2012	
	No of Shares	%	No of Shares	%
Mr. Sajan Kumar Bansal	7,887,520	8.09	7,887,520	11.20
Mr. Sharan Bansal*	3,997,100	4.10	3,997,100	5.67
Mr. Siddharth Bansal	7,684,500	7.89	7,684,500	10.91
Mrs. Rashmi Bansal	6,537,520	6.71	6,537,520	9.28
Mrs. Sumedha Bansal	5,492,030	5.64	5,492,030	7.80
M/s. Rama Consultancy Company (1993) Limited	21,000,000	21.55	-	-
M/s. Ventex Trade Private Limited	5,750,000	5.90	5,750,000	8.16

* The shareholder is not holding more than 5% Equity Shares in the Company.

(d) The Reconciliation of the number of shares outstanding is set out below

Particulars	As at 31-03-2013	As at 31-03-2012
Equity Shares at the beginning of the year	70,444,250	70,444,250
Add: Equity Shares issued during the year	27,000,000	-
Equity Shares At the end of the year	97,444,250	70,444,250

	As at 31-03-2013		As at 31-03-2012	
	₹		₹	
3 RESERVES AND SURPLUS				
Revaluation Reserve				
As per Last Account	39,080,681		39,321,918	
Less: Depreciation on Revaluation of Fixed Assets (Refer Note No. 27)	<u>241,237</u>	<u>38,839,444</u>	<u>241,237</u>	<u>39,080,681</u>
Securities Premium Account				
As per Last Account	602,302,612		602,302,612	
Addition during the year	<u>513,000,000</u>	<u>1,115,302,612</u>	<u>-</u>	<u>602,302,612</u>
Capital Reserve				
As per Last Account		7,910,000		7,910,000
General Reserve				
As per Last Account	85,000,000		80,000,000	
Add. Transfer from Profit & Loss Account	<u>15,000,000</u>	<u>100,000,000</u>	<u>5,000,000</u>	<u>85,000,000</u>
Profit & Loss Account				
As per Last Account	540,625,411		481,833,491	
Add Profit for the year	<u>187,129,931</u>		<u>98,942,745</u>	
Amount Available for Appropriation	<u>727,755,342</u>		<u>580,776,236</u>	
Less: Appropriations				
Transfer to General Reserve	15,000,000		5,000,000	
Proposed Dividend on Preference Shares	-		23,200,000	
Proposed Dividend on Equity Shares	<u>9,744,425</u>		<u>7,044,425</u>	
Corporate Tax on Dividend	<u>1,580,789</u>	<u>701,430,128</u>	<u>4,906,402</u>	<u>540,625,409</u>
		<u>1,963,482,184</u>		<u>1,274,918,702</u>

	As at 31-03-2013		As at 31-03-2012	
	₹		₹	
4 Long Term Borrowings				
SECURED LOANS				
(a) Term Loan from Banks				
Rupee Term Loans	738,600,449		620,013,584	
FCNRB Term Loans	<u>311,663,427</u>	<u>1,050,263,876</u>	<u>418,707,384</u>	<u>1,038,720,968</u>
(b) Buyers Credit from Banks				
For Capital Expenditure		25,129,922		10,269,407
(c) Long Term Maturities of finance Lease obligation				
Hire purchase loans from banks		12,561,332		11,727,879
UNSECURED LOANS				
(d) Loans and Advances from Related Parties		352,758,687		470,605,592
(e) Other Loans & Advances				
From Bodies Corporate		<u>545,285,301</u>		<u>240,877,561</u>
		<u>1,985,999,118</u>		<u>1,772,201,407</u>

Secured Loans are covered as follows:

1. Term Loans /FCNRB Term Loans of ₹ 120,121,931 (Previous Year ₹ 162,440,986) including current maturities and Buyers Credit of ₹ 25,129,923 (Previous year ₹ 10,269,407) are secured by first charge on fixed assets of Jangalpur, Howrah Unit of the company.
2. Term Loans/FCNRB Term Loans of ₹ 1,173,393,296 (Previous Year ₹ 1,099,753,128) including current maturities are secured by first charge on fixed assets of Uluberia, Howrah Unit of the Company.
3. Term Loans are also secured by personal guarantees of some of the executive directors of the Company.
4. Repayment Terms of Outstanding borrowings as on 31st March, 2013

Particulars Rupee Term Loans from Banks	Amount Outstanding ₹	Terms of Repayment	Month in which last instalment is due
1	177,106,628	Quarterly	September, 2016
2	100,833,333	Quarterly	September, 2018
3	12,178,585	Quarterly	June, 2014
4	7,399,143	Quarterly	September, 2013
5	32,404,071	Quarterly	September, 2016
6	164,873,738	Quarterly	September, 2016
7	95,192,529	Quarterly	September, 2016
8	75,132,565	Quarterly	September, 2018
9	242,412,306	Quarterly*	March, 2020
FCNRB Term Loan from banks			
1	34,092,789	Quarterly	September, 2016
2	47,198,636	Quarterly	September, 2016
3	315,098,249	Quarterly	September, 2018
Total	1,303,922,572		
Less : Current Maturities of Long Term Debt	253,658,696		
Total	1,050,263,876		

* The repayment will start from June 2014

- 5 Hire Purchase Loans including current maturities are secured against hypothecation of respective fixed assets financed and are payable in equal monthly instalments over the term of the respective loan. The present outstanding loan is repayable by February 2018.

	As at 31-03-2013 ₹	As at 31-03-2012 ₹
5 Other Long Term Liabilities		
Creditors for Capital Expenditure	15,739,649	7,396,626
	<u>15,739,649</u>	<u>7,396,626</u>

	As at 31-03-2013 ₹	As at 31-03-2012 ₹
6 Short Term Borrowings		
SECURED LOANS		
Buyers Credit from Banks		
For operational use	294,478,106	71,293,285
Working Capital Facilities from Banks		
Cash Credit	1,695,878,635	1,003,947,124
Packing Credit	- 1,695,878,635	146,697,842
	<u>1,990,356,741</u>	<u>1,221,938,251</u>

1 Working Capital Facilities and Buyers Credit of ₹ 294,478,106 (Previous year ₹ 71,293,285) are secured by first charge on current assets and second charge on fixed assets of Jangalpur and Uluberia Units of the Company.

2 Working Capital Facilities are also secured by personal guarantees of some of the executive directors of the Company.

7 Trade Payables				
Bills Payable		708,410,473		596,955,573
For goods	249,646,645*		289,336,824*	
For expenses	191,909,516		226,065,185	
For others	11,636,259	453,192,420	7,396,626	522,798,635
		<u>1,161,602,893</u>		<u>1,119,754,208</u>

* includes ₹ 341,977 (Previous year ₹ 348,514) due to Micro, Small & Medium Enterprises

8 Other Current Liabilities				
Current maturities of long term debt		253,658,696		231,219,248
Current maturities of finance lease obligation				
Hire purchase loans from banks		13,228,361		12,667,992
Forward contracts (net)		5,320,305		4,548,682
Advance from customers		189,072,907		456,191,973
Other payables		8,273		86,691,440
		<u>461,288,542</u>		<u>791,319,335</u>
9 Short Term Provisions				
Provision for Wealth Tax		160,000		141,500
Proposed Dividend		9,744,425		30,244,425
Corporate Tax on Dividend		1,580,789		4,906,402
		<u>11,485,214</u>		<u>35,292,327</u>

Note-10
FIXED ASSETS

Description	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01-04-2012	Additions	Deductions	As at 31-03-2013	As at 01-04-2012	For the year	Deductions	As at 31-03-2013	As at 31-03-2013	As at 31-03-2012
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
Land and Land Development	311,823,458	4,015,135	-	315,838,593	-	-	-	-	315,838,593	311,823,458
Buildings	971,087,971	176,798,799	-	1,147,886,770	56,171,107	30,908,098	-	87,079,205	1,060,807,565	914,916,864
Plant and Machinery	1,763,517,014	376,217,085	14,334,029	2,125,400,070	216,591,791	87,029,730	342,380	303,279,141	1,822,120,929	1,546,925,223
Furniture and Fixtures	17,329,682	5,130,311	-	22,459,993	4,816,811	1,008,864	-	5,825,675	16,634,318	12,512,871
Vehicles	38,686,767	11,648,820	2,991,320	47,344,267	10,299,660	3,987,258	1,568,854	12,718,064	34,626,203	28,387,107
Intangibles being computer software	14,049,229	1,879,423	-	15,928,652	913,419	2,972,405	-	3,885,824	12,042,828	13,135,810
Total	3,116,494,120	575,689,573	17,325,349	3,674,858,345	288,792,788	125,906,355	1,911,234	412,787,909	3,262,070,436	2,827,701,333
Previous year	2,254,459,301	878,571,728	16,536,907	3,116,494,120	173,464,369	117,349,392	2,020,973	288,792,788	2,827,701,333	-
Capital Work in Progress									35,899,555	20,483,312

Notes:

- 1) Land and Building were revalued in 1996-1997 on the basis of valuation report by approved valuers on the basis of replacement value and the resultant surplus thereon amounting to ₹ 43,520,129 was transferred to revaluation reserve. [Refer Note No. 27]
- 2) Land includes certain properties in respect of which conveyance deeds are pending execution.
- 3) Fixed assets include assets taken on finance lease amounting to ₹ 51,355,731 (Previous year ₹ 45,144,308), written down value ₹ 45,765,722 (Previous Year ₹ 40,218,989) [Refer Note No. 38]
- 4) The expenditure incurred during the construction period debited to Capital Work in Progress and apportioned to the fixed assets on the completion of the project amounts to ₹ 66,535,499 (Previous year ₹ 80,136,446)

	As at 31-03-2013			As at 31-03-2012		
	Face Value ₹	Numbers	Amount ₹	Face Value ₹	Numbers	Amount ₹
11 INVESTMENTS`						
LONG TERM TRADE INVESTMENTS QUOTED SHARES (FULLY PAID UP)						
Unimetals Alloy Limited			-	10	500	5,000
Total			<u>-</u>			<u>5,000</u>
LONG TERM TRADE UNQUOTED INVESTMENTS (FULLY PAID UP)						
Investment in Government Securities National Savings Certificate			-			2,000
			<u>-</u>			<u>2,000</u>
Aggregate of Book Value						
Quoted Investments						
Unquoted Investments						
Total			<u>-</u>			<u>7,000</u>
Aggregate Market Value of Quoted Investments			<u>-</u>			<u>5,000</u>
12 Other Non Current Assets (Unsecured, Considered Good)						
Advances for Capital Goods			<u>8,692,923</u>			<u>6,994,031</u>
			<u>8,692,923</u>			<u>6,994,031</u>
13 INVENTORIES (As taken, valued and certified by the management)						
Raw Materials			1,086,232,841			751,814,240
Stores and Spare Parts			83,982,473			101,280,004
Work In Process			698,261,540			404,219,150
Finished Goods			479,553,757			423,136,844
Scrap and Waste			29,827,253			8,827,451
			<u>2,377,857,864</u>			<u>1,689,277,689</u>
14 TRADE RECEIVABLES (Unsecured, Considered good)						
Debts outstanding for a period exceeding six months			75,963,778			83,097,366
Other Debts			1,472,745,089			1,366,343,318
			<u>1,548,708,867</u>			<u>1,449,440,684</u>
15 CASH AND CASH EQUIVALENTS						
Cash on hand (as certified)			2,465,517			1,796,211
Balances with Scheduled Banks						
In Current Accounts		1,105,505			1,605,180	
In Fixed Deposit Accounts		<u>124,628,528</u>	<u>125,734,033</u>		<u>82,301,588</u>	<u>83,906,768</u>
(Pledged against guarantees and letters of credit issued by banks)			<u>128,199,550</u>			<u>85,702,979</u>
16 SHORT TERM LOANS, ADVANCES AND DEPOSITS (Unsecured, Considered Good)						
Balances with Central Excise Department			204,546,562			97,981,082
Advance Income Tax and TDS including MAT						
Entitlement (net of provision)			50,215,200			14,965,374
Security & Other Deposits			27,922,100			13,988,064
Other Advances			<u>224,533,560</u>			<u>487,415,644</u>
			<u>507,217,422</u>			<u>614,350,164</u>

	Year ended 31-03-2013		Year ended 31-03-2012	
	₹		₹	
17 Revenue from Operations				
Sale of Goods	9,929,815,444		7,814,967,938	
Income From Job Work	42,323,250		4,712,190	
Income from Infrastructure Projects	150,162,537		406,470,676	
Other Operational Income	15,047,496		8,961,004	
	<u>10,137,348,727</u>		<u>8,235,111,808</u>	
Particulars of Sale				
Iron & Steel Products	9,374,138,537		7,473,254,248	
PVC Products	555,676,907		341,713,690	
	<u>9,929,815,444</u>		<u>7,814,967,938</u>	
18 OTHER INCOME				
Interest	12,496,897		6,518,620	
Miscellaneous Income	1,675,807		1,287,074	
	<u>14,172,704</u>		<u>7,805,694</u>	
19 COST OF MATERIALS CONSUMED				
Cost of Materials (including conversion charges and procurement expenses)				
Opening Stock	751,814,240		696,108,798	
Add : Purchases	7,528,275,331		5,416,889,649	
	<u>8,280,089,571</u>		<u>6,112,998,447</u>	
Less : Closing Stock	1,086,232,841		751,814,240	
Consumption of Materials	<u>7,193,856,730</u>		<u>5,361,184,207</u>	
Consumption of Imported & Indigenous Raw Materials:				
Raw Materials	Amount (₹)	%	Amount (₹)	%
Indigenous	6,522,032,196	90.66	5,215,063,894	97.27
Imported	671,824,534	9.34	146,120,313	2.73
Total	<u>7,193,856,730</u>	<u>100.00</u>	<u>5,361,184,207</u>	<u>100.00</u>
PARTICULARS OF MATERIALS CONSUMED				
Particulars				
Iron & Steel Products	6,366,980,692		4,845,718,065	
Zinc	459,190,464		303,616,179	
PVC Resin	330,960,676		190,690,826	
Others	36,724,897		21,159,138	
	<u>7,193,856,730</u>		<u>5,361,184,207</u>	

Note: shortage/excess (if any) on physical verification have been adjusted in the consumption shown above.

20 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS				
Opening Stock				
Work In Process	404,219,150		735,917,049	
Finished Goods	423,136,844		287,707,742	
Scrap and Waste	8,827,451	836,183,445	4,716,088	1,028,340,879
Less: Closing Stock				
Work In Process	698,261,540		404,219,150	
Finished Goods	479,553,757		423,136,844	
Scrap & Waste	29,827,253	1,207,642,550	8,827,451	836,183,445
Increase/(Decrease) in Stock		371,459,105		(192,157,434)
(Increase)/Decrease in Excise Duty on Finished Goods		(6,206,061)		(28,846,252)
		<u>365,253,044</u>		<u>(221,003,686)</u>

	Year ended 31-03-2013		Year ended 31-03-2012	
	₹		₹	
21 EMPLOYEE BENEFIT EXPENSES				
Salaries, Wages, Bonus and Allowances		159,189,417		141,446,518
Directors' Remuneration		21,600,000		16,023,226
Contribution to Provident and Other Funds		5,919,184		4,288,143
Workmen and Staff Welfare Expenses		7,921,057		8,127,512
		<u>194,629,658</u>		<u>169,885,399</u>
22 OTHER EXPENSES				
MANUFACTURING AND PROJECT EXPENSES				
Consumption of Stores and Spare Parts (Indigenous)	147,056,173		63,445,919	
Power and Fuels	346,444,171		296,463,216	
Labour Charges & Project Expenses	242,024,205		388,301,901	
Repairs to Machinery	3,478,235		5,396,419	
Repairs to Building	2,988,205		1,121,086	
Miscellaneous Expenses	1,208,545	743,199,534	896,494	755,625,034
ADMINISTRATIVE, SELLING AND OTHER EXPENSES				
Rent	6,052,022		6,647,889	
Rates and Taxes	2,406,943		3,024,283	
Insurance	6,526,360		7,466,080	
Electricity Charges	1,388,787		894,346	
Travelling and Conveyance Expenses	17,318,427		20,954,277	
Communication Expenses	4,290,193		4,132,712	
Bank Charges and Commission	50,751,910		39,067,100	
Freight, Packing and Handling Expenses (net)	88,934,425		11,211,459	
Legal and Professional Expenses	18,197,595		28,536,935	
Other Maintenance Expenses	20,336,493		11,375,669	
Security Service Expenses	10,679,402		8,990,254	
Premium on Foreign Exchange Contracts	16,134,387		6,012,338	
Advertisement and Sales Promotion Expenses	27,224,993		25,233,178	
Commission	10,649,302		6,661,058	
Discount	22,463,943		11,214,647	
Applicable loss on foreign currency transactions and translation	17,183,168		66,846,996	
Loss on sale of Fixed Assets	177,613		(1,081,135)	
Loss on Hedging Transactions	1,912,712		(778,499)	
Irrecoverable Debts/Advances Written Off (net)	16,173,796		-	
Charity and Donations	3,100,000		2,424,100	
Corporate Social Responsibility	209,638		789,363	
Miscellaneous Expenses	41,895,033		21,895,147	
Auditors' Remuneration				
As Audit Fees	150,000		130,000	
As Tax Audit Fees	25,000		20,000	
In other capacity, in respect of Company Law Matters	2,500		5,500	
Other Matters	159,000	336,500	108,000	263,500
		<u>384,343,642</u>		<u>281,781,697</u>
		<u>1,127,543,176</u>		<u>1,037,406,731</u>
23 FINANCE COSTS				
Interest Expense				
On fixed Loans	136,235,975		161,849,273	
Others	325,010,101	461,246,076	203,279,322	365,128,595
Other borrowing costs		2,339,136		2,357,967
		<u>463,585,212</u>		<u>367,486,562</u>
24 DEPRECIATION				
Depreciation and Amortization Expense		125,906,368		117,349,392
Less : Transferred from Revaluation Reserve (Refer Note No. 27)		241,237		241,237
		<u>125,665,131</u>		<u>117,108,155</u>

25. Contingent liabilities not provided in respect of:

Particulars	Amount in ₹	
	31.03.2013	31.03.2012
a) Claims against the Company not acknowledged as debt Disputed tax/duties	49,918,200	48,114,117
b) Bank Guarantee issued by Banks (net of margin money)	1,207,543,322	1,215,255,508

Notes:

- (i) The Company does not expect any reimbursements in respect of the above contingent liabilities.
 - (ii) It is not practicable to estimate the timing of cash outflows, if any, in respect of matters at (a) pending resolution of the appellate proceedings.
 - (iii) In respect of matters at (b) the cash outflows, if any, could generally occur at any time during the subsistence of the liability to which the guarantees relate.
26. Estimated amount of contracts pending execution on capital account (net of advances) and not provided for is ₹ 7,539,699 (Previous year ₹ 23,317,766).
 27. The Gross Block of Fixed Assets includes ₹ 43,520,129 (Previous year ₹ 43,520,129) on account of revaluation of Fixed Assets carried out in the past. Consequent to the said revaluation there is an additional charge of depreciation of ₹ 241,237 (Previous Year ₹ 241,237) and an equivalent amount, has been withdrawn from Revaluation Reserve and credited to the Profit and Loss Account.
 28. Expenditure on account of premium on forward exchange contracts to be recognized in the profit and loss account of subsequent accounting period aggregates to ₹ 2,857,807 (Previous year ₹ 6,396,114).
 29. The Company is accounting for transactions in foreign currency as per Accounting Standard-11- Effects of changes in foreign exchange rates and shall not exercise the option of deferment of exchange fluctuation on long term liabilities granted by Companies (Accounting Standard) Amendment Rules, 2009 issued by the Ministry of Corporate Affairs on 31st March, 2009.
 30. In the opinion of the management, no impairment loss is required to be charged to Statement of Profit and Loss at the end of the financial year.
 31. 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.
 32. The Company had issued 2,900,000 (Twenty Nine Lacs), 8% Redeemable Non Cumulative Preference shares of ₹ 100 each on 31st March, 2011, out of which 2,500,000 shares were redeemable after twelve years from the date of allotment and balance 400,000 shares were redeemable after thirteen years from the date of allotment. During the year the Company has redeemed all these shares before the due date of redemption.
 33. 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:

Amount in ₹

Particulars	2012-2013	2011-2012
Principal amount remaining unpaid as at 31st March	341,977	348,514
Interest amount remaining unpaid as at 31st March	Nil	Nil
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
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
Interest accrued and remaining unpaid as at 31st March	Nil	Nil
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

34. Disclosures pursuant to Accounting Standard-7 "Construction Contracts" notified in the Companies (Accounting Standards) Rules 2006, are given below:

Amount in ₹

Particulars	31.03.2013	31.03.2012
a) Contract revenue recognized for the year	150,162,537	406,470,976
b) Aggregate amount of contract costs incurred and recognized profits (less recognized losses)	134,585,154	365,823,609
c) Amount of customer advances outstanding for contracts in progress as at March 31	Nil	Nil
d) Retention amounts due from customers for contracts in progress as at March 31	Nil	Nil
e) Unbilled revenues included under Sundry Debtors	61,532,685	278,500,486
f) Unearned revenue included under sundry creditors	Nil	86,691,440

35. The disclosures required under Accounting Standard 15 "Employees Benefits" notified in the Companies (Accounting Standards) Rules 2006, are given below:

Defined Contribution Plan

Contribution to Defined Contribution Plan, recognised are charged off for the year are as under:

	Amount in ₹	
Contribution to Provident and other funds	2012-2013	2011-2012
Employer's Contribution to Provident Fund	836,391	509,366
Employer's Contribution to Pension Scheme	1,857,781	1,154,743
Employees Deposit Linked Insurance	112,872	69,376
Workmen and Staff Welfare Fund		
Employees State Insurance Corporation	1,752,023	897,384
Labour Welfare Fund	16,635	3,345
Total	<u>4,575,702</u>	<u>2,634,214</u>

Defined Benefit Plan

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.

Particulars	Gratuity (Funded)	
	2012-2013	2011-2012
a. Reconciliation of opening and closing balances of Defined Benefit obligation		
Defined benefit obligation at beginning of the year	4,649,618	3,031,716
Current service cost	316,876	371,167
Interest cost	193,506	242,537
Actuarial (gain)/loss	93,591	1,004,198
Benefits paid	Nil	Nil
Defined benefit obligation at year end	5,253,591	4,649,618
b. Reconciliation of opening and closing balances of fair value of plan assets		
Fair value of plan assets at beginning of the year	5,529,025	3,653,336
Expected return on plan assets	264,512	328,800
Actuarial gain/(loss)	Nil	Nil
Employer contribution	1,124,305	1,546,889
Benefits paid	Nil	Nil
Fair value of plan assets at year end	6,917,842	5,529,025
Actual return on plan assets	264,512	328,800

c. Reconciliation of fair value of assets and obligations		
Fair value of plan assets as at 31st March	6,987,142	5,529,025
Present value of obligation as at 31st March	5,253,591	4,649,618
Net asset/(liability) recognized in balance sheet	1,664,251	879,407
d. Expenses recognized during the year		
Current service cost	316,876	371,167
Interest cost	193,506	242,537
Expected return on plan assets	(264,512)	(328,800)
Actuarial (gain) / loss	93,591	10,04,198
Net cost	3,39,461	12,89,102

Investment details

L.I.C. Group Gratuity (Cash Accumulation Policy)-% of invested funds	100	100
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Actuarial assumptions

Mortality table (L.I.C.)	1994-96 (ultimate)	1994-96 (ultimate)
Discount rate (per annum)	8.00%	8.00%
Expected rate of return on plan assets (per annum)	8.00%	9.00%
Rate of escalation in salary (per annum)	3.00%	3.00%

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is as given by the Life Insurance Corporation of India (LIC) and as per certain estimates made by the management, which had been accepted by the auditor.

36. The Company has recognized Deferred Tax Liability as per Accounting Standard-22 regarding 'Accounting for Taxes on Income'. The movement of major components of deferred tax provision/adjustment is:

Amount in ₹

Particulars	Balance as at 01.04.2012	Charge during the year	Balance as at 31.03.2013
Deferred tax liability Difference between book and tax depreciation	110,692,086	70,555,940	181,248,026

37. Leases

(a) Operating Lease

The Company has taken various residential/commercial premises under cancelable operating leases. There is no escalation clause in the lease agreement. There are no restrictions imposed by lease agreements. These lease agreements are normally renewed on expiry.

Amount in ₹

Particulars	2012-2013	2011-2012
Lease payments for the year	6,052,022	6,647,879
Contingent rent recognized in Profit and Loss Account	Nil	Nil

(b) Finance Leases:

- (i) Assets acquired on finance lease mainly comprise vehicles. The leases have a primary period, which is fixed and non-cancelable. There are no exceptional/restrictive covenants in the lease agreement:
- (ii) The minimum lease rentals as at 31st March, 2013 of minimum lease payments in respect of assets acquired under finance lease are as follows:

Amount in ₹

Particulars	Minimum Lease Payments	Present Value of minimum lease payments
Payable not later than 1 year	15,297,796	13,228,361
Payable later than 1 year and not later than 5 years	13,967,747	12,561,332
Payable later than 5 years	Nil	Nil
Total	29,265,543	<u>25,789,693</u>
Less: Future Finance Charges	3,475,850	
Present Value of minimum lease payments	<u>25,789,693</u>	

38. Earnings Per Share

Amount in ₹

Particulars	2012-2013	2011-2012
Profit After Taxation as per Statement of Profit & Loss	187,129,931	98,942,745
Weighted Average Number of Equity Shares	74,290,825	70,444,250
Face Value	1.00	1.00
Basic and Diluted Earnings Per Share	2.52	1.40

39 List of related parties with whom the Company has entered into transactions during the year in the ordinary course of business

A Relationship

1) Key Managerial Personnel

Mr. Sajan Kumar Bansal
Mr. Sharan Bansal
Mr. Devesh Bansal
Mr. Siddharth Bansal

2) Parties where key managerial personnel along with their relatives have significant influence

Bansal TMT Steels Limited
Skipper Telelink Limited
Ventex Trade Private Limited
Rama Consultancy Company (1993) Limited
Skipper Foundation
Sadhuram Bansal Foundation
Sheo Bai Bansal Charitable Trust

3) Relatives of key managerial personnel

Mr.Sadhu Ram Bansal (father of Mr. Sajan Kumar Bansal)
Mrs.Sumedha Bansal (wife of Mr. Sharan Bansal)
Mrs.Rashmi Bansal (wife of Mr. Devesh Bansal)

B The following transactions were carried out with the related parties in the ordinary course of business

Particulars	2012-2013 In relation to item			2011-2012 In relation to item		
	A (1)	A (2)	A (3)	A (1)	A (2)	A (3)
(a) Rendering or receiving of service	21,600,000	-	1,200,000	16,023,226	-	1,200,000
(b) Donation given	-	2,900,000	-	-	700,000	-
(c) Loan taken	166,768,593	24,850,000	6,600,000	460,120,000	189,326,740	6,100,000
(d) Loan taken refunded	169,540,904	132,684,594	10,800,000	334,600,307	53,972,420	9,700,000
(e) Rent given	60,000	720,000	120,000	60,000	720,000	120,000
(f) Payable	325,547,382	27,161,305	50,000	328,579,693	138,035,899	4,250,000

40 Segment Information for the year ended 31st March, 2013

Primary segments (business segment)

Reportable Segments	31.03.2012				31.03.2011			
	Iron and Steel Products	Infrastructure Projects	PVC Products	Total	Iron and Steel Products	Infrastructure Projects	PVC Products	Total
	₹	₹	₹	₹	₹	₹	₹	₹
Revenue								
External Sales/receipts	9,431,509,283	150,162,537	555,676,907	10,137,348,727	7,486,927,442	406,470,676	341,713,690	8,235,111,808
Less: Excise Duty/Sales Tax	1,058,954,908	-	74,929,927	1,133,884,835	779,151,765	-	43,620,067	822,771,832
Net Turnover	8,372,554,375	150,162,537	480,746,980	9,003,463,892	6,707,775,677	406,470,676	298,093,623	7,412,339,976
Total				10,137,348,727				8,235,111,808
Segment Results	605,685,696	49,518,692	186,890,826	842,095,214	532,166,887	120,601,821	65,817,951	718,586,659
Unallocated Corporate income/ (expenses) (net of expense/income)				(113,397,168)				(211,547,787)
Operating Profit				728,698,046				507,038,872
Interest Expenses				463,585,213				367,486,562
Interest Income				12,496,897				6,518,620
Profit Before Tax				277,609,731				146,070,930
Less: Taxes				90,479,800				47,128,185
Profit After Tax				187,129,931				98,942,745
Segment Assets	6,775,844,692	235,371,068	574,331,744	7,585,547,504	5,678,410,574	286,571,929	376,251,253	6,341,233,756
Unallocated Assets				367,099,114				352,723,437
Total Assets				7,952,646,618				6,693,957,193
Segment Liabilities	1,242,180,167	87,717,581	137,331,493	1,467,229,241	1,460,093,795	202,580,315	58,740,809	1,721,414,919
Unallocated Liabilities				4,243,242,916				3,226,487,235
Total Liabilities				5,710,472,157				4,947,902,154
Capital Expenditure	502,516,126	315,500	43,174,448	546,006,074	699,923,320	23,501,462	77,009,844	800,434,626
Unallocated Capital Expenditure				29,683,499				78,137,103
Total Capital Expenditure				575,689,573				878,571,729
Depreciation	102,769,879	2,552,762	7,194,429	112,517,070	99,387,568	2,043,913	7,716,505	109,147,986
Unallocated Depreciation				13,148,061				7,960,169
Total Depreciation				125,665,131				117,108,155

The business segment has been considered as primary segment.

The Company has identified the following business segments taking into account products or group of related products that is subject to risks and returns that are different from those of other business segments, the organisation structure and the financial reporting system

Iron & Steel Products

Infrastructure Projects

PVC Products

There are no items to be reported under geographical segments, considered as secondary segment, as overseas customers do not constitute a Reportable Segment as per Accounting Standard (AS) 17 "Segment Reporting".

There are no inter-segment revenues.

41. Disclosure in respect of Foreign Currency Transactions:

	Year Ended 31.03.2013	Year Ended 31.03.2012
Expenditure in Foreign Currency		
Brokerage & Commission	3,033,274	387,440
Interest on ECB Loan	12,654,908	9,240,849
Miscellaneous Expenses	-	1,169,401
Sales Promotion	1,764,632	849,388
Stipend	-	53,534
Subscription	73,089	120,271
Tender Fees	204,001	27,822
Travelling Expenses	467,088	3,769,477
CIF Value of Imports (on payment basis)		
Raw Materials	671,824,534	146,120,314
Capital Goods	53,289,650	30,400,029
Earnings in Foreign Currency		
FOB Value of Exports	316,620,642	86,744,845

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

In terms of our report of even date

For and on behalf of the Board

For PATANJALI & CO.
Chartered Accountants
Firm Regn. No. -308163E

PATANJALI SHARMA
Partner
Membership No. 14993

Kolkata
Dated: the 29th day of May, 2013

SAJAN KUMAR BANSAL
Managing Director

SHARAN BANSAL
Director

ARBIND KUMAR JAIN
Company Secretary

2012-2013



SKIPPER
— Limited —

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— Limited —



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