

Dated: 31<sup>st</sup> October 2018

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

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

NSE Scrip Code- SKIPPER/ BSE Scrip Code- 538562

**Sub: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements),  
Regulations, 2015 ("SEBI Listing Regulations")**

**Re: De-Merger**

The Board of Directors of the Company at its meeting held today, has considered and approved the Scheme of Arrangement between Skipper Limited ("Skipper" or "Demerged Company") and Skipper Pipes Limited ("SPL" or "Resulting Company") and their respective shareholders and creditors under section 230 to 232 and other applicable provision of the Companies Act, 2013 for Demerger of the "Polymer Products Division except Palashbari unit at Assam" ("Demerged Undertaking") of Skipper into SPL which includes issuance of equity shares by SPL to the equity shareholders of Skipper and for matters consequential, supplemental, and/or otherwise integrally connected therewith.

The scheme of demerger is subject to the requisite statutory and regulatory approvals and sanctions by the respective shareholders and creditors of each of the Companies involved in the scheme.

The draft scheme shall be submitted to the stock exchanges as per the provisions of the Regulation 37 of the SEBI Listing Regulations.

The information in terms of the Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 09<sup>th</sup> September, 2015 is annexed herewith.

Kindly take the above information on record.

Thanking you,

Yours faithfully,  
For Skipper Limited

*Manish Agarwal*

Manish Agarwal  
Company Secretary & Compliance Officer



## **SKIPPER LIMITED**

*Regd. Office : 3A, Loudon Street, 1st Floor, Kolkata - 700 017*  
*CIN : L40104WB1981 PLC033408 Phone : 033 2289 2327 / 5731 / 5732, Fax : 033 2289 5733*  
*Email : mail@skipperlimited.com, Website : www.skipperlimited.com*

**Annexure - A**

**Disclosure in terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular no. CIR/CFD/CMD/4/2015 dated September 9, 2015.**

**a) Brief details of the division (s) to be demerged;**

Demerged Undertaking means and includes all the business, undertakings, properties, investments and liabilities of whatsoever nature and kind and where so ever situated of the Demerged Company in relation to and pertaining to the Polymer Products Division (except Palashbari unit at Assam) of the Company on a going concern basis.

**b) Turnover of the demerged division and as percentage to the total turnover of the listed entity in the immediately preceding financial year / based on financials of the last financial year;**

SI No.	Particulars	Turnover of the Demerged Undertaking as on 31 <sup>st</sup> March, 2018 (in crores)	Percentage to the total turnover of the listed entity as on 31 <sup>st</sup> March, 2018
1	Demerged Undertaking	208.96	10.19%

**c) Rationale for demerger;**

- i) The Demerged Undertaking carried on by Skipper has significant potential for growth. The nature of risk, competition, challenges, opportunities and business methods for the Demerged Undertaking is separate and distinct from the other businesses of the Company. The Demerged Undertaking would become capable of attracting different set of investors, strategic partners, lenders and other stakeholders.
- ii) Skipper and SPL would have its own management teams, separate Directors, who can chart out their own independent strategies to maximize value creation for their respective stakeholders. The Demerger shall also enable enhanced focus on the operations of the Demerged Undertaking by SPL and the remaining business by Skipper.
- iii) The demerger will permit increased focus by the respective companies on their respective businesses in order to better meet their respective customers' needs and priorities, develop their own network of alliances and talent models that are critical to success.
- iv) Thus, separation of the Demerged Undertaking by way of this Scheme would lead to significant benefits for both the businesses including:
  - a. Enabling a dedicated management to focus and accelerate growth of the core business unlocking significant value for shareholders;
  - b. Access to varied sources of funds for the rapid growth of both the businesses;
  - c. Greater visibility in the performance of the individual businesses;



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- d. High degree of independence as well as accountability with autonomy for each of the business segment;
- e. Ensure long term profitability and independent and optimum growth and development of the said businesses and undertakings on the basis of their own strengths and prospects and will facilitate realization of their potential to a fuller extent;
- f. Pursuant to the issue and allotment of shares by the resulting Company in terms of this scheme, the shareholders of Skipper shall also hold shares in SPL. It gives the shareholders the ability to continue to remain invested in both or either of the two companies giving them greater flexibility in managing and/or dealing with their investments.
- g. This scheme is in interest of the shareholders, creditors and all other stakeholders of Skipper Limited and shall not in any manner be prejudicial to the interests of shareholders and creditors or general public at large. The restructuring under this scheme would enable focused business approach for the maximization of benefits to all stakeholders and capitalize on the opportunity of growth.

**d) Brief details of change in shareholding pattern (if any) of all entities;**

There will be no change in the shareholding of Skipper.

Pursuant to the scheme of demerger of the Demerged Undertaking of Skipper into SPL; SPL will issue and allot equity shares to the shareholders of Skipper in the ratio of 1:1 and all the pre scheme equity shares issued by the Resulting Company to its existing shareholders shall stand cancelled, extinguished and annulled on and from the Effective Date.

**e) In case of cash consideration – amount or otherwise share exchange ratio;**

1 (one) equity share of Re. 1/- (Rupee One Only) each of SPL credited as fully paid up for every 1 (one) equity share held by the shareholders of Skipper as on the record date to be decided by Skipper.

No cash consideration to be paid by SPL to shareholders of Skipper.

**f) Whether listing would be sought for the resulting entity;**

Yes, the equity share of the Skipper Pipes Limited will be listed on BSE Limited and National Stock Exchange of India Limited subject to necessary approvals.

Yours faithfully,  
For Skipper Limited

*Manish Agarwal*

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Company Secretary & Compliance Officer



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