

PPFL/SE/2022-2023/041

August 26, 2022

To,
BSE Limited
25th Floor, P.J Towers,
Dalal Street, Mumbai-400001

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai -400051

Scrip Code: 542907

Scrip Code: PRINCEPIPE

Dear Sir/Madam,

Sub: 1. Regulation 34 - Electronic copy of the Notice of the 35th Annual General Meeting & Annual Report for the year 2021-22.

2. Intimation of cut-off date of Wednesday, September 14, 2022, to determine the eligibility of the members to cast their vote through remote e-Voting and e-Voting during 35th Annual General Meeting and final dividend for the Fy 2021-22.

We wish to inform that the Thirty Fifth Annual General Meeting ("35th AGM") of the Members of the Company will be held on **Wednesday, September 21, 2022, at 11:30 A.M (IST)** through Video Conferencing (VC)/Other Audio-Visual Means (OAVM).



Please find enclosed electronic copy of the Notice of the 35th AGM and the Annual Report for the year 2021-22 including the Audited Financial Statements for the year ended March 31,2022 ("Annual Report"), being sent by email to those Members whose email addresses are registered with the Company/Depository Participant(s). The Notice of the 35th AGM and the Annual Report are also being uploaded on the website of the Company at <https://www.princepipes.com/general-meeting>.

The cut-off date for reckoning voting of the members and final dividend is **Wednesday, September 14, 2022**. The remote e-voting will be available from **Sunday, September 18, 2022 (at 9:00 A.M. IST)** and ends on **Tuesday, September 20, 2022 (at 5:00 P.M. IST)**. Voting at AGM is also available through e-voting.

Kindly take the same on record.

Thanking you,

Yours sincerely
For Prince Pipes and Fittings Limited

Shailesh K. Bhaskar
Company Secretary & Compliance Officer
ACS: 36475

PRINCE PIPES AND FITTINGS LIMITED

Mfg. & Exporters of UPVC, CPVC, PPR & HDPE Pipes, Fittings, Valves & Water Tanks

Corp. Off.: The Ruby, 8th Floor; 29, Senapati Bapat Marg (Tulsi Pipe Road), Dadar (W), Mumbai - 400 028; Maharashtra, India.

T: 022-6602 2222 F: 022-6602 2220 E: info@princepipes.com W: www.princepipes.com

Regd. Off.: Plot No. 1, Honda Industrial Estate, Phase II, Honda Sattari, Honda - 403 530, Goa, India.

CIN: L26932GA1987PLC006287

EBITDA **+15% YOY**

REVENUE **+28% YOY**

PAT **+12% YOY**

RENEWABLE ENERGY
USE **+51% YOY**

CARBON
FOOTPRINT **-4.8% YOY**

STP INSTALLED
CAPACITY **+136% YOY**

SUSTAINABLE GROWTH IS UNSTOPPABLE



UNSTOPPABLE

India has taken center stage. The world has its eyes on India as the new global growth platform across every industry. These are exciting times and India's vision is beyond the ordinary. At Prince Pipes, we too share the same momentum and passion to excel. And be unstoppable. With our vision set ever higher. Our hunger for growth is insatiable-as we remain resilient to headwinds, make courageous inroads, transforming every challenge into an opportunity. With an active fiscal year behind us marked with new product launches, new associations, strengthening business fundamentals, and tie-ups expanding our horizons, we are committed to leading and bringing dynamic transformations to India's infrastructure. We welcome your support and participation because, together, our will to contribute is zero defect.



JAIPUR EST. 2019



SANGAREDDY, EST. 2021



KOLHAPUR EST. 2012



CHENNAI EST. 2012



HARIDWAR EST. 2008




















DADRA EST. 2000



ATHAL EST. 1995

CONTENTS

Corporate Information _____		02
Company at a Glance _____		03
Awards _____		04
Product Launches _____		05
Global tie-ups _____		06
Corporate Philosophy _____		07
Product Portfolio _____		08
100% Commitment. Zero Defect Spirit. _____		10
Chairman's Message _____		12
Financial Highlights _____		14
Board Of Directors _____		15
Management Discussion and Analysis _____		16
Board's Report _____		34
Corporate Governance Report _____		53
Business Responsibility Report _____		80
Independent Auditors' Report with Financial Statements _____		96
Notice of 35th AGM _____		157

CORPORATE INFORMATION

Board of Directors

Mr. Jayant Chheda
Chairman and Managing Director

Mr. Parag Chheda
Joint Managing Director

Mr. Vipul Chheda
Executive Director

Mr. Rajendra Gogri
Independent Director

Mr. Dilip Deshpande
Independent Director

Mr. Ramesh Chandak
Independent Director

Mrs. Uma Mandavgane
Independent Director

Mr. Mohinder Pal Bansal
Independent Director
(Resigned w.e.f. May 19, 2022)

Vice President & Chief Financial Officer

Mr. Shyam Sharda

Company Secretary and Compliance Officer

Mr. Shailesh Bhaskar

Statutory Auditors

M/s. N.A. Shah Associates LLP,
Chartered Accountants

Internal Auditors

M/s. Mahajan & Aibara, LLP
Chartered Accountants

Secretarial Auditors

M/s. Sanjay Dholakia & Associates,
Company Secretaries

Bankers

HDFC Bank Limited
ICICI Bank Limited
IDFC First Bank Limited
Standard Chartered Bank
The Federal Bank Limited
Yes Bank Limited
DBS Bank India Limited

Registrars & Share Transfer Agents

Link Intime India Private Limited
C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West),
Mumbai 400 083, India

Registered Office

Plot No.1, Honda Industrial Estate
Phase II, Honda Sattari
Honda, Goa 403 530, India

Corporate Office

8th Floor, The Ruby,
Senapati Bapat Marg (Tulsi Pipe Road),
Dadar West, Mumbai 400 028.
Tel:022-66022222.
Website: www.princepipes.com
Email: investor@princepipes.com

Audit Committee

Mr. Ramesh Chandak
Chairman
Mrs. Uma Mandavgane
Mr. Rajendra Gogri
Mr. Parag Chheda

Nomination and Remuneration Committee

Mr. Rajendra Gogri
Chairman
Mr. Ramesh Chandak
Mrs. Uma Mandavgane
Mr. Dilip Deshpande

Corporate Social Responsibility Committee

Mr. Jayant Chheda
Chairman
Mr. Parag Chheda
Mrs. Uma Mandavgane

Stakeholders' Relationship Committee

Mrs. Uma Mandavgane
Chairman
Mr. Parag Chheda
Mr. Vipul Chheda

Risk Management Committee

Mr. Dilip Deshpande
Chairman
Mr. Ramesh Chandak
Mr. Parag Chheda
Mr. Shyam Sharda

COMPANY AT A GLANCE

Our company is one of India's largest integrated piping solutions and multi-polymer manufacturers marketing its products under two renowned brands - Prince Piping Systems and Trubore Piping Systems



Incorporated in 1987



Strong legacy of more than 3 decades



Strategically located 7 manufacturing plants



Total installed capacity - 3,05,000 MTPA



Pan India distribution - 1,500+ channel partners



8 warehouses - for efficient supply & timely service



Amongst top 5 Processors in piping industry



First mover in north India



Comprehensive product portfolio across polymers



Market Cap of Rs. 7,012 Cr (As on Mar 31st, 2022)



Largest range of SKUs - 7,200+ SKUs



Diverse end-use applications



1,665 Employees



Technical collaboration with reputed international players



HIGHLIGHTS OF 2021-22

AWARDS



A compliment to our stringent quality standards, Prince pipes is now a part of the definitive list of India's largest companies - **Fortune 500.**



Acknowledging our efforts to create the most advanced innovations in pipes and fittings, Global Real Estate Congress has declared us **'Most Preferred Building Materials Company'**.



A tribute to our partners, Prince Udaan received Best Channel Loyalty Program award at **The Customer Fest Leadership Awards 2022.**



The company's state-of-art Jaipur manufacturing facility was awarded a GOLD medal in the 8th edition of **National Awards for Manufacturing Competitiveness (NAMC) 2021.**



PRODUCT LAUNCHES



CORFIT[®]
Underground Double Wall
Corrugated Pipes



PEFitAQUA
HDPE PIPING SYSTEMS



GREENFIT[®]
PP-R SUBMERSIBLE
DELIVERY & COIL PIPES



**GREENFIT
THERMEX PLUS+**
PP-R Plumbing Systems



TIE-UPS

GLOBAL TIE-UPS

TECHNICAL COLLABORATION

**Tooling
holland**

A global leader in plastic
moulds manufacturing

NETHERLANDS

PRODUCT COLLABORATIONS

Lubrizol

World's largest manufacturers and also
the inventors of CPVC compound

USA



And our association with
Akshay Kumar continues

Now also endorsing Storefit water tanks



CORPORATE PHILOSOPHY



Vision:

To be an acknowledged leader in Indian plastic piping industry by exceeding customers expectations and maximizing bottom line for all our stake holders.

Mission:

Our mission is to bring a revolution in plastic piping industry through innovative solutions which would create a profitable growth and benefit our customers & the society at large.



Core Value System

Ethical Standards:

We conduct business in an ethical manner and act as a good corporate citizen in all areas in which the organization operates.

Respect:

We respect & appreciate all individuals and cultural identities. We embrace the differences. We ensure harmonious working environment for all our employees.

Transparency:

Transparency is the hallmark of all our business dealings. We communicate openly and sincerely. We appreciate feedback.

Commitment to Quality:

We are committed to provide the best quality products to our customers.

Ownership:

We believe in accepting responsibility and ownership while embracing common goals, teamwork and collaborative decision making



PRODUCT PORTFOLIO

PLUMBING & INDUSTRIAL SOLUTIONS



FLOWGUARD[®] PLUS
CPVC PLUMBING SYSTEMS



EASYFIT[®] UPVC
Pipes, Fittings & Valves



GREENFIT[®] PP-R
Pipes, Fittings & Valves



EASYFIT[®] iN
INDUSTRIAL PIPING SYSTEMS



EASYFIT[®] REO
Reclaim Piping Systems

CABLE DUCTING SOLUTION



CABLEFIT[™]
CABLE DUCTING PIPES

SOIL, WASTE & RAINWATER ("SWR") SOLUTIONS



RAINFIT[®] UPVC
Roofwater Systems



ULTRAFIT[®] UPVC
SWR Systems
With World Class Seals



SILENTFIT[®] UPVC
Low Noise SWR Systems

UNDERGROUND DRAINAGE SOLUTIONS



DRAINFIT™ UPVC
Underground Drainage
Piping Systems



FOAMFIT™ UPVC
Underground Drainage
Piping Systems



CORFIT™ HDPE
Underground Double Wall
Corrugated Pipes



Manhole Chamber
CORFIT™
Underground Double Wall
Corrugated Pipes

New



Made from HDPE material
CORFIT™
INSPECTION CHAMBER



Made from Polypropylene material
DRAINFIT™
INSPECTION CHAMBER

STORAGE SOLUTION



PRINCE
STOREFIT™
Paani Ka Bank

IRRIGATION SOLUTIONS



PEFitAQUA
HDPE PIPING SYSTEMS

New



AQUAFIT™ UPVC
Pressure & Non Pressure
Agri Pipes & Fittings



SAFELIT™ UPVC
Borewell Systems



GOING THE EXTRA MILE TO CREATE SMILES

SHRAM KA SAMMAN - WORLD PLUMBING DAY 2022

Since 2018, Prince has been engaging with numerous plumbers helping them upgrade their skillset through skill enhancement workshops, training them with the latest technology. This year Prince Pipes and 93.5 Red FM took the initiative to commemorate 'World Plumbing Day' through a unique radio campaign - Shram Ka Samman to honour the resilient spirit of plumbers and the value they bring to households.



SAFETY FOR ONE & ALL

Prince Pipes organized a vaccination drive in Hyderabad for all its dealers and plumbers in the city for both the first and second doses. It was our way of saying that 'We Are In It Together'.



STORFIT DISTRIBUTION - WORKING TOWARDS A BIGGER CAUSE

Water distribution & transportation is a critical issue across our country, especially in villages along LOC where the Indian Army regularly carries out relief and assistance work to benefit a large section of the population affected by terrorism. As a part of Prince's belief of creating profitable growth while bringing benefit to society, all stakeholders partnered with the Indian Army and distributed 75 units of Storefit overhead water tanks of 500 litres capacity to villages, with a hope to bring ease of living, better health and improved quality of life.



SOORYAVANSHI FILM TIE-UP WITH PRINCE

Taking Akshay Kumar as the brand ambassador for Prince was a milestone as it helped the brand break the clutter. This step generated a high recall value. We invited our dealer partners for a meet and greet session with the Sooryavanshi superstar which was cherished by all of them immensely.



**A SMALL STEP BY PRINCE PIPES,
A BIG LEAP FOR MANDVI**

Nelson Mandela once said - Education is the most powerful weapon which you can use to change the world. It was this very intent that drove us to do our bit in contributing towards a more educated and enlightened society. Prince pipes donated INR 50 lakhs to Shree Kutch Don Mumbai Mahajan School which was used for the construction of new classrooms, the latest science lab, drinking water facility, and CCTV camera installation.



CHAIRMAN'S MESSAGE

Dear Shareholders,

I write to you at a time when the worst of the pandemic seems to be behind us, even though spurts in COVID-19 cases continue emerging, which gives us reason to continue to follow hygiene protocol and practise caution.

After a 3.5% contraction in 2020, the world's real GDP rebounded at an estimated 5.6% in 2021, reaching a new high in the first quarter. The Indian economy too, overcame the pandemic's headwinds. The improved economic performance was the result of rapid vaccinations, relaxation in curbs caused by the pandemic, massive fiscal support, revival of consumer spending and improved business activity. India's GDP is estimated to have expanded 8.7% in FY 2021-22 against a contraction of 6.6% in FY 2020-21.

As we worked through FY 2021-22, Passion, Purpose and Progress – are the 3 core principles that steered our momentum and guided Prince Pipes in maintaining its firm vision on long-term value creation.

An unstoppable spirit, resilience and growth continued to underline FY2022

On an annual basis, we were able to maintain an EBITDA expansion of 15% with margins at 15.6%, driven by our cost efficiency measures, operational aggression, competent supply chain management and strong marketing thrust. The Company concentrated on building on the business fundamentals and continued to implement key strategic initiatives that were undertaken in the earlier fiscal which gave us the edge and agility to leverage the uptake in economic activity, ensure quick on-ground execution, accelerate business progress, continue innovation, and deliver growth.

I am proud to share that Prince Pipes is now a **Fortune India 500 company**, as announced in December 2021. The Fortune India 500 rankings list companies across India that have continued to report growth and expansion by revenues, despite the pandemic headwinds. On behalf of all my colleagues, I thank each you for your continued support and dedication as we strengthen our foothold as a brand amongst brands and expand market share.

Building upon strong fundamentals

Through FY 2021-22, we continued to implement our strategy of adding greater capacities, expanding our

network, premiumizing our brand, and optimising our product mix towards high value-added margin products. The Company reported consolidated revenue growth by 28% to Rs. 2,657 crores, EBITDA grew by 15% to Rs. 415 crore and EBITDA margins stood at 15.6% in FY22. Profit after tax increased by 12% to reach Rs 249 crore in FY22. The Company remains long term debt free during the year. The Company has achieved a CRISIL re-rating on long-term and short-term debt with long term debt now rated CRISIL A+/Stable (Upgraded from CRISIL A/Positive) and short term CRISIL A1+ (Upgraded from CRISIL A1). The Board of Directors also recommended a final dividend of ₹ 2 per equity share of Rs 10/- each for the year ended 31st March 2022.

Exciting prospects for pipes and fittings industry

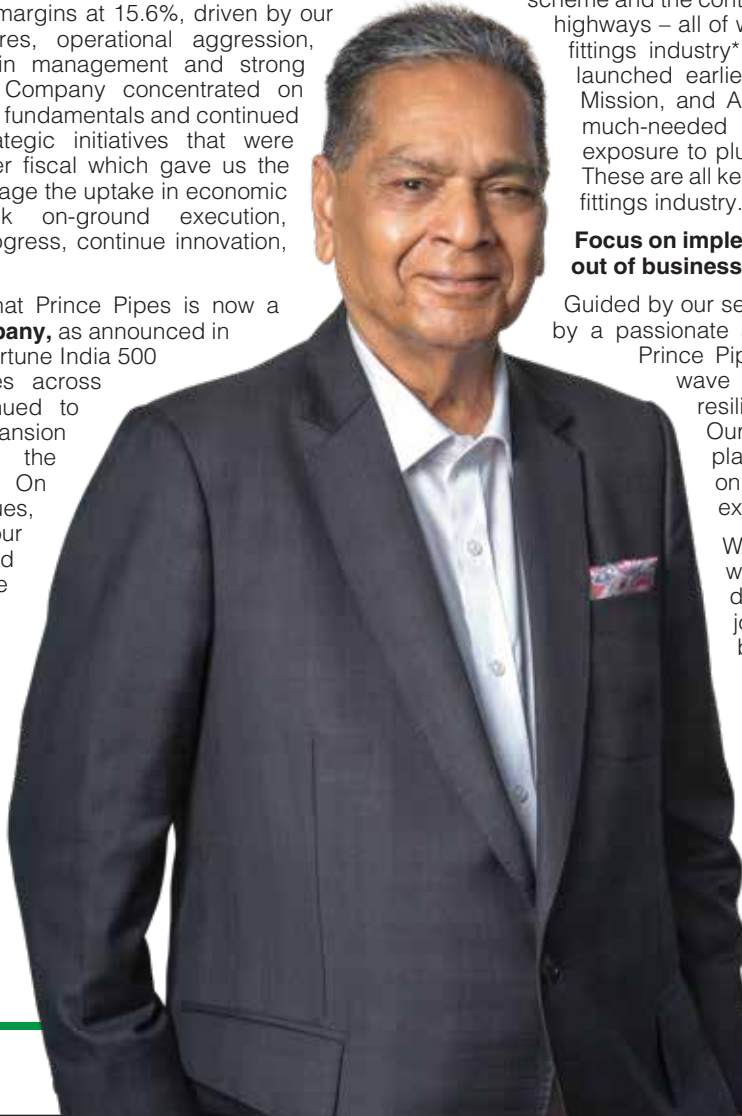
These are exciting times for the Indian economy which has already taken centre stage at the global level. Strengthening water infrastructure and transportation has emerged as one of the key missions of the Central Government. The Union Budget 2022-23 had outlined initiatives to maintain and stimulate this momentum with INR480bn being allotted for Housing projects under PM housing scheme, INR600 bn allocated to cover 38mn households for tap water as part of Har Ghar, Nal Se Jal scheme and the continuation of the expansion of national highways – all of which augurs well for the pipes and fittings industry*1. National development initiatives launched earlier like Swachh Bharat, Jal Jeevan Mission, and AMRUT will continue to provide the much-needed impetus for companies with high exposure to plumbing pipes and fittings segment. These are all key efforts that stimulate the pipes and fittings industry.

Focus on implementing growth strategy and play out of business model

Guided by our senior members of the Board and led by a passionate and energetic management team, Prince Pipes faced the third and the fourth wave of the pandemic with unity, resilience, and a judicious approach. Our 3-pronged business strategy played out well and continues to focus on organic growth, operational excellence, ESG aligned progress.

We can say with confidence that we were able to achieve our goals well, during the fiscal in review, and the journey continues, enabled by a buoyant demand scenario. However, this year was marked by headwinds in terms of input costs, which tapered our profitability. Through targeted cost measures, inventory management, and strategic sourcing, we were able to cushion the impact to the best possible extent.

Operationally, we covered significant ground. Our Jaipur



manufacturing facility has been awarded a Gold medal in the 8th edition of National Awards for Manufacturing Competitiveness (2021 organized by International Research Institute for Manufacturing, in strategic association with Money control).

Our agenda to drive value growth was successfully led by further opening of the economy, calibrated brand premiumisation, aggressive distributor network expansion, focused dealer engagement activities and portfolio expansion. We also ensured strong supply security. We expanded our portfolio which is already one of the largest in the industry, with new product launches including PE-FIT Aqua - HDPE Piping Systems that finds application in Potable Water City Pipe Network, Drip, Sprinkler and Lift Irrigation, Industrial Effluents, Infrastructure Projects, to name a few. CORFIT Manhole Chambers was launched at Plumbex India in New Delhi and finds use in Commercial & Municipal sewerage/drainage networks. Products launched earlier Storefit Water Tanks, and Prince Flowguard Plus Piping Systems have been steadily

- Revenue growth by 28% to ₹2,657 crore
- EBITDA grew by 15% to ₹415 crore
- EBITDA margins stood at 15.6%
- PAT grew by 12% to reach ₹249 crore
- Long term debt free as on March 31, 2022

gaining ground making strong in-roads into target markets.

Domain knowledge and understanding of the pipes and fittings industry have allowed us to build a strong distribution network with deep relationships which is one of our core competitive strengths. We were awarded The Customer FEST Best Channel Loyalty Program. Prince Pipes was one of the first corporates in the pipes and fittings industry to have launched a loyalty program in November 2016 for plumbers and dealers. 'Prince Udaan' was created as a digital loyalty program ahead of its time, to cover all Prince channel partners and today it has achieved 125% growth in member participation over the last 3 years.

Purpose driven growth through ESG goals:

Success must be viewed inclusive of both aspects of business progress and sustainability. Our focus on ESG has ensured sustainable value creation for all stakeholders. From procurement of raw materials, to ensuring sustainable manufacturing facilities & circular economy, we form very clear avenues where we can reduce the environmental impact, create social capital, and achieve cost efficiency. Our total carbon footprint reduced by 4.8%, renewable source of energy increased by 51% while our STP installed capacity in all plants increased from 87KLD to 205KLD to improve water recycling capacity.

Our commitment to build social capital by making impactful transformations in society, continues with full vigour and we implemented several noteworthy social impact programs. Our flagship event to commemorate World Plumbing Day in March 2022 was a great success as we hosted the Shram Ka Sammaan Campaign across Mumbai, Pune, Hyderabad, Bangalore, Jaipur, Patna and New Delhi. The Prince Plumber

Song was launched in several languages across India which gained large social media visibility. Prince felicitated plumbers for their long-standing association with the company, inspiring them about dignity of labour, and sensitising them on skill upgradation. The Company provided over 5000 loyal plumbers with accidental insurance policies - again an industry first. In another first, Prince Pipes donated STOREFIT water tanks of 500 litres capacity, to villages along L.O.C. Kashmir with the assistance of the Indian Army aimed at bringing ease of living, better health and improve the quality of life in villages along the region.

A future of opportunities

According to forecasts by a noted brokerage house the Indian pipes and fittings industry is estimated to reach Rs.550-600 billion by FY 25, growing at a CAGR of 11-12%. This speaks for the industry potential and the transformation it is set to undergo with higher growth. Facts speak about the work that yet needs to be done - 600 million Indians face high to extreme stress over water, 75% of households do not have drinking water on

- Board of the Directors (meeting on 19th May, 2022) declared final dividend of ₹2/ per share of face value of ₹10/ each for the year ended 31st March 2022

Mr. Jayant Chheda

Chairman and Managing Director

premises and other issues of access to piped water and water contamination – need to be addressed. The government has already set the ball rolling through various schemes. Several opportunities in the industrial realm are witnessing great transformation, where Prince Pipes can bring its expertise, knowhow, and wide product range.

As one of India's largest integrated piping solutions & multi polymer manufacturers Prince Pipes continues to lead through a mission-oriented approach – playing a transformative role in strengthening India's water infrastructure. This drives us towards creating innovations in plumbing, irrigation, storage, and sewerage technologies. Our mission continues to steer the Company towards organisational excellence as we work towards bringing new solutions through new products for various industry applications, build greater focus on sustainability and achieve social equity.

Conclusion and commitment

I would like to take this opportunity to thank all members of our Prince Parivar who have continued to raise the bar to bring their best and have helped us in realising our vision every day. I also express my sincere gratitude to all our investors, customers, partners, communities, and other stakeholders, who continue to repose their faith in Prince Pipes and Fittings Limited and encourage and enrich this journey.

We look forward to your continued support.

Sincerely,

Mr. Jayant S. Chheda

Chairman and Managing Director



FINANCIAL HIGHLIGHTS

(Rs in Millions, except as stated otherwise)

Particulars	FY 22	FY 21	FY 20	FY 19	FY 18	FY 17
Income from operation	26,568.32	20,715.17	16,356.57	15,718.69	13,205.45	13,300.15
Expenses	22,412.21	17,098.84	14,068.78	13,878.07	11,589.64	11,800.79
EBITDA	4,156.11	3,616.33	2,287.79	1,840.62	1,615.81	1,499.36
Other Income	54.71	175.99	69.43	71.25	60.25	24.8
Depreciation	703.07	594.17	519.78	435.72	368.93	316.69
EBIT	3,507.75	3,198.15	1,837.44	1,476.15	1,307.13	1,207.47
Finance Cost	139.04	206.67	331.7	363.04	353.94	357.54
PBT	3,368.71	2,991.48	1,505.74	1,113.11	953.19	849.93
Tax Expense	874.68	773.16	380.67	291.79	218.16	198.19
PAT	2,494.04	2,218.32	1,125.07	821.32	735.03	651.74
Equity share Capital	1,105.61	1,100.26	1,100.26	900.16	900.16	450.08
Net Worth	12,652.69	10,434.78	8,376.76	3,989.13	3,159.46	2,411.76
Total Debt	1,500.00	852.20	2,597.71	2,969.12	3,645.91	3,219.87
Current Liabilities	6,487.95	5,131.07	4,910.86	4,904.24	4,721.45	3,795.87
Net Fixed Assets	6,681.60	5,795.33	4,961.15	4,248.70	3,515.03	2,855.00
Cash and Cash Equivalent	316.12	84.42	0.57	88.9	2.31	27.18
Current Assets	12,267.16	9,624.96	8,447.44	5,339.06	5,432.45	4,641.92
Total Assets	19,390.39	15,828.55	14,102.12	10,338.71	9,720.49	7,596.20
EPS (Rs. per share)	22.62	20.16	11.77	9.12	8.17	6.9
BVPS (Rs. per share)	114.44	94.84	76.13	44.32	35.1	53.59

BOARD OF DIRECTORS



Mr. Jayant Chheda

Founder, Chairman and Managing Director (CMD)

Mr. Jayant Chheda, aged 76 years, is the Chairman and Managing Director of our Company. He has been associated with our Company since incorporation as a Director. He has an extensive industry knowledge and over four decades of experience in the plastic industry. He was awarded the 'Lifetime Achievement Award' at the Vinyl India Conference, 2014.



Mr. Parag Chheda

Joint Managing Director (JMD)

Mr. Parag Chheda, aged 51 years, is a Joint Managing Director (JMD) of our Company. He has been associated with our Company since April 27, 1996 as a Director. He holds an associate degree in business administration from Oakland Community College. He has over 25 years of experience in the piping industry. He was awarded the 'Inspiring Business Leader Award' at the Economic Times Summit, 2016 for the 'Business and Industry' sector.



Mr. Vipul Chheda

Executive Director

Mr. Vipul Chheda, aged 47 years, is an Executive Director of our Company. He has been associated with our Company since March 11, 1997 as a Director. His honed skills and dedication towards our vision have made him a vital part of our growth story. He has over 25 years of experience in the piping industry.



Mr. Rajendra Gogri

Independent Director

Mr. Rajendra Gogri aged 63 years, is an Independent Director of our Company. He was appointed to our Board on June 25, 2020. He holds a Master's degree in Chemical Engineering from Iowa University, USA, and is a rank holder from UDCT Institute, Mumbai. In addition to his technical expertise, he is adept at handling financial and commercial matters as well. Mr. Gogri has been awarded the prestigious 'Distinguished Alumnus Award' from UDCT in 1995 for excellent performance as an 'Entrepreneur in Chemical Industry'. He was recently honoured with the 'Hurun Most Respected Entrepreneur of the Year - India' award in the year 2019. In the same year, he was also presented by Indian Chemical Council with the 'Lala Shriram National Award' for the leadership in the chemical industry. He is the Chairman and Managing Director of Aarti Industries Limited.



Mr. Dilip Deshpande

Independent Director

Mr. Dilip Deshpande, aged 71 years, is an Independent Director of our Company. He was appointed to our Board on June 29, 2019. He holds a bachelor's degree in Science and technology with specialization in Petrochemicals technology and post graduate diploma in business management. He has over 45 years of experience in polymers and plastics processing industries having served C-level roles in multiple corporates, including Finolex Industries Ltd. He also provides professional coaching to executives.



Mr. Ramesh Chandak

Independent Director

Mr. Ramesh Chandak, aged 76, is an Independent Director of our Company. He has been associated with our Company since September 17, 2017 as an Independent Director. He is the CEO of RDC Business Advisory, which provides individualized leadership coaching, strategy, succession planning and management services. Prior to starting his Advisory practice, he was the MD & CEO of KEC International Limited. He has had a successful career spanning over 40 years across Engineering, infrastructure edible oils and textiles industries having global corporate experience working in India, Malaysia and USA. He currently serves on the Boards of various listed companies and not for profit organizations. He is a recipient of CA Business Leader Award in 2008 by the Institute of Chartered Accountants of India. He is a former President of Indian Electrical & Electronics Manufacturers Association (IEEMA).



Mrs. Uma Mandavgane

Independent Director

Mrs. Uma Mandavgane, aged 55 years, is an Independent Director of our Company. She has been associated with our Company since September 17, 2017 as an Independent Director. She is a Chartered Accountant and Certified Information Systems Auditor. She is a professional with experience spanning 28 years in Corporate Finance Management and Risk Advisory Consulting and had held senior position in Big 4 consulting firm. Currently Uma has an independent practice providing Business and Technology Risk in Information Systems Security domain and Data Analytics in Internal Audits. Her last professional stint was in Zee Media Corporation Ltd.



Mr. Mohinder Pal Bansal

Independent Director

Mr. Mohinder Pal Bansal, aged 65 years, is an Independent Director of our Company. He has been associated with our Company since September 17, 2017 as an Independent Director. He is a Chartered Accountant by qualification. He has more than 25 years of experience in Mergers & Acquisitions, Strategic Advising, Capital Markets, Company Portfolio Integration as well as post acquisition performance management in India, Asia and Europe - He is currently on board of several corporate bodies such as Blacksoil Capital Pvt. Ltd., Allcargo Logistics Ltd. and others.





MANAGEMENT DISCUSSION AND ANALYSIS

Global Economy

2021 had been another extraordinary year owing to the continuing and pervasive impact of COVID-19, especially with the advent of new variants that caused significant challenges. Supply side constraints continued to disrupt financial markets and businesses globally. Central banks proposed an array of measures to ensure credit was available to businesses and individuals. Large-scale vaccination drives around the world, together with policy measures, were steps in the right direction towards economic recovery. Subsequently, global economies entered 2022 on a weak note with the spread of the Omicron variant, which had much higher transmissibility, but less severity compared to the Delta variant.

According to the World Economic Outlook (WEO) update, the world economic output was reported to be 6.1% in 2021, after declining to 3.1% in 2020. However, the prospects of an expected global economic recovery seem to be more challenging since the onset of the Russia-Ukraine war which continues to have global repercussions. In April 2022, the IMF had slashed the global growth forecast to 3.6% for 2022 from its earlier forecast of 4.4%, while the growth rate for 2023 has been projected at 3.6% (as against 3.8% earlier).

Scarring effects are expected to be much larger in emerging market and developing economies than in advanced economies—reflecting limited policy support and generally slower vaccination—with output expected to remain below the pre-pandemic trend throughout the forecast horizon.

The war in Ukraine has triggered a costly humanitarian crisis that demands peaceful resolution. Economic damage from the conflict will contribute to a significant slowdown in global growth. The conflict adds to the economic strains wrought by the pandemic. Although many parts of the world appear to be moving past the acute phase of the COVID-19 crisis, deaths remain high, especially among the unvaccinated.

Inflation is expected to remain elevated for longer than in the previous forecast, driven by war-induced commodity price increases and broadening price pressures. For 2022, inflation

is projected at 5.7% in advanced economies and 8.7% in emerging market and developing economies—1.8% and 2.8% points higher than projected in January. Although a gradual resolution of supply-demand imbalances and a modest pickup in labour supply are expected in the baseline, easing price inflation eventually, uncertainty continues to persist.

Outlook

The IMF's downward revision of global growth forecasts, factor in a growth slowdown due to the possibility of an extension of sanctions to Russian energy exports along with the threat from the virus. Although output and investment in advanced economies are projected to return to pre-pandemic trends next year, they are most likely to remain low in emerging market and developing economies (EMDEs).

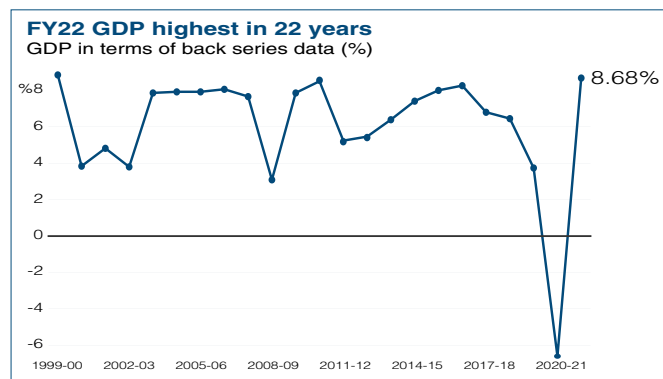
In addition to the war, frequent and severe lockdowns in China in key manufacturing hubs could lead to new bottlenecks in global supply chains. Higher commodity cost inflation and persistent price pressures could also lead to a tightening of monetary policy in many countries. In emerging markets and developing economies, the rise in food and fuel prices are critical challenges. The pandemic and war led disruption continue to deepen global supply chain challenges and inflation has become the most prominent concern globally. The higher interest rates regime points at making borrowing more expensive worldwide, straining public finances.

This underscores the importance of strengthening global cooperation to foster rapid and equitable vaccine distribution, calibrate health and economic policies, enhance debt sustainability in the poorest countries and tackle the mounting costs of climate change.

Indian Economy

Despite Covid 19 related uncertainties, economic activity rebounded sharply in the second half of the year due to successful implementation of the world's largest vaccination drive.

By the end of 2021, around 44% of India's population had been completely vaccinated. India's gross domestic product (GDP) for the FY2021-22 expanded to 8.7% which is the highest in 22 years. The improvement in the economy comes over a GDP contraction of 6.6% during 2020-21 due to the pandemic and resultant lockdown-imposed curb to arrest the spread of the deadly coronavirus.

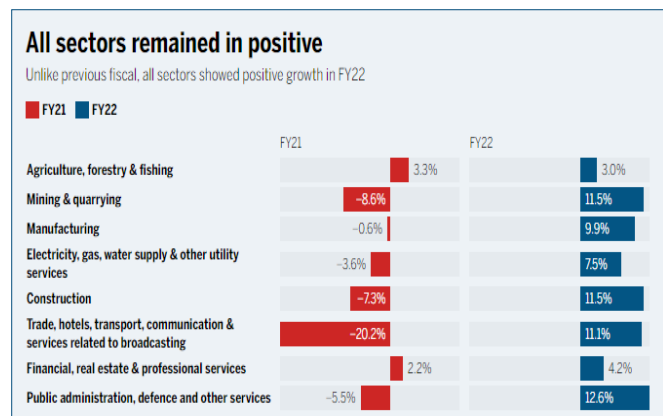


Source: CMIE

Gross Value-Added growth (GVA) during the fiscal ending March 2022 was at 8.1 % as against a contraction 4.8 % in the preceding year. As per the NSO data, per capita income during 2021-22 was Rs 1.5 lakh per annum at current prices, up from Rs 1.27 lakh in 2020-21, showing a growth of 18.3%. Gross fixed capital formation was estimated at Rs 47.84 lakh crore in 2021-22, up from Rs 41.31 lakh crore in the preceding year.

The economy's near-term prospects have been darkened by a spike in retail inflation, which hit an eight-year high of 7.8% in April 2022. The surge in energy and commodity prices following the Ukraine crisis is also exerting a drag on economic activity. In May 2022, the Reserve Bank of India (RBI) raised the benchmark repo rate by 40 basis points in an unscheduled meeting to 4.40%. In early June interest rates were further increased by 50 basis points, a second hike within five weeks.

Baring Agriculture Sector, all other sectors experienced robust economic growth in FY22



Source: MOSPI

Agriculture sector, which was the only silver lining in FY21-slowed to 3% in FY22 as against 3.3% last year-all other sectors, except financial, real estate and professional services reported strong growth. Mining and quarrying sector grew by 11.5% in FY22 as compared to a contraction of 8.6% in FY21.

Similarly, manufacturing grew at a good pace of 9.9% as against -0.6% last year. Electricity, gas, water supply and other utility services segment grew by 7.5% during 2021-22. The segment had contracted by 3.6% in the previous fiscal.

Outlook

In June 2022, The World Bank cut India's economic growth forecast for the current fiscal to 7.5% as rising inflation, supply chain disruptions and geopolitical tensions taper recovery. This is the second time that the World Bank has revised its GDP growth forecast for India in the current fiscal 2022-23 (April 2022 to March 2023). In April, it had trimmed the forecast from 8.7% to 8.0% and now it is projected at 7.5% as on 07th June, 2022. The report said that growth will also be supported by fixed investment undertaken by the private sector and by the government, which has introduced incentives and reforms to improve the business climate. A rise in prices across all items from fuel to vegetables and cooking oil pushed WPI or wholesale price-based inflation to a record high of 15.1% in April and retail inflation to a near eight-year high of 7.8%. Subsequently the RBI raised the benchmark interest rate by 90 basis points over May and June to 4.9%. The World Bank also noted that growth is expected to slow further to 7.1% in 2023-24.

In India, the focus of the Government spending has shifted toward infrastructure investment, labour regulations are being simplified, underperforming state-owned assets are being privatised, and the logistics sector is expected to be modernized and integrated.

Industry Overview

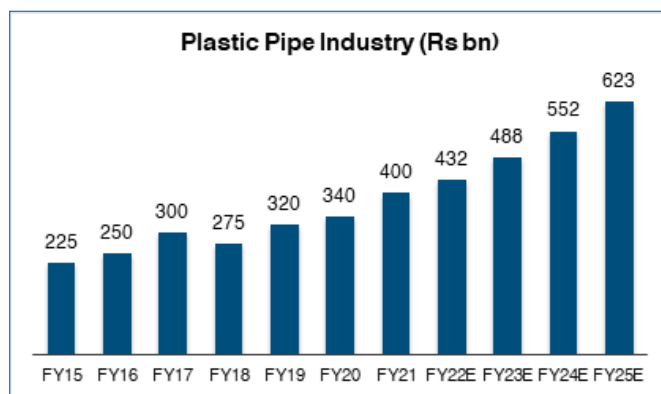
Indian Plastic Pipes and Fittings Market

Plastic pipes find application in irrigation, real estate construction for both residential, commercial and water supply and sanitation (WSS) development. In FY21, the industry size is estimated at Rs 400bn-420bn showcasing a ~10% CAGR over FY16-FY21 on account of increasing demand from irrigation and WSS sectors, and continuous replacement demand from metal pipes in residential real estate.

Pipes will continue to form an integral part of infrastructure development as they are a cost-effective way to transport water. As per multiple estimates, the industry is scheduled to grow by 11-12% CAGR over FY21-FY25E and is expected to reach Rs 550bn-600bn by FY25E led by the Government's continued focus on increasing farmer income via better irrigation facilities and infrastructure, creation and improvement of WSS infra and implementation of 'Housing For All' schemes. Secondly there is a continuous expansion of newer applications for CPVC and HDPE pipes and increasing acceptance of UPVC pipes into other applications. Recent correction across polymers prices could lead to lower industry growth in value terms, as a decrease in raw material prices would impact realisations.



Industry to grow at a 11-12% CAGR over FY21-FY25E to reach Rs 550bn - 600bn by FY25E



Source – Equirus Securities report – July 2021

Types of polymers, industry size and its applications

Plastic pipes are made using different types of polymers and have varied applications:

Types of Pipes	Industry Size - FY21, (Rs Bn)*	Applications
Unplasticized Polyvinyl Chloride (UPVC)	254	<ul style="list-style-type: none"> Irrigation Cold water plumbing Drainage
Chlorinated Polyvinyl Chloride (CPVC)	65	<ul style="list-style-type: none"> Hot and cold-water system Industrial applications
High-density Polyethylene (HDPE)	60	<ul style="list-style-type: none"> Underground drainage structured wall WSS solid wall
Polypropylene Random (PPR)	21	<ul style="list-style-type: none"> Hot and cold-water systems Industrial applications
Composite pipe	NA	<ul style="list-style-type: none"> Hot and cold-water systems Gas pipeline Industrial applications

* Source – Equirus Securities report – July 2021

UPVC pipes (64-65% of Industry Demand)

The UPVC pipe segment is expected to grow at 10-11% CAGR over FY20-24 largely led by agriculture and plumbing segments. As per industry estimates, the segment reported a market size of ~Rs 254bn in FY21. About 65% of demand for UPVC pipes comes from Irrigation and Agricultural related activities and the balance from residential/commercial plumbing. Being the most widely used plastic pipes for cold water transportation systems,

they also find extensive application in swimming pools, industrial process lines, saltwater lines and sectors like food & beverages, chemical and are appropriate for residential plumbing.

Being a cost effective and low maintenance product, with better longevity and durability than Galvanised Iron (GI) pipes, this segment has seen rapid replacement of GI pipes that has supported the demand growth of UPVC in the past decade. Unorganised industry players have an active presence in this segment with almost 50% of the industry retailing unbranded UPVC products. The UPVC segment is expected to see healthy offtake driven by the Government's several water-centric initiatives as well as focus on irrigation and agricultural infrastructure development.

CPVC pipes (15-16% of Industry Demand)

Chlorinated polyvinyl chloride (CPVC) is a thermoplastic product produced by chlorination of polyvinyl chloride (PVC) resin used for hot and cold-water lines. CPVC pipes are the first choice of material for potable water supply across the world and has been in use across the world for several years.

Since the late 2000s, CPVC found rapid growth in the Indian market. Today, nearly half the plumbing systems in India are made of CPVC and this segment has been the fastest growing in the plastic pipes industry in the last decade. In FY21, the segment saw a market size of Rs 65 bn. CPVC pipes became a preferred choice for developers once they were convinced of its advantages as better hot water sustenance due to the chlorine content, ease of installation, faster turnaround time and less wastage of material. CPVC pipes find extensive use in plumbing applications, as well as hot and cold, potable water distribution systems.

The segment although at an early adoption stage in India, has been a fast-growing division, due to benefits such as longevity, corrosion free, fire resistant, being lead-free, and the ability to withstand high temperatures. CPVC is broadly classified into two grades, namely (a) Pipe grade and (b) Fittings grade based on end use applications. Branded pipes and fittings players have historically maintained a strong foothold in this segment accounting for almost 80 % of the market, since CPVC is a specialized product with most of the raw material being imported and technology licensing required with globally renowned players.

HDPE pipes (15% of Industry Demand)

HDPE is a revolutionary thermoplastic used to overcome all shortcomings of pipes as a medium for ducting for optical fibre and other cables and the flow of fluids. It is popularly used and recommended by Consultants and Field Engineers due to its high flow efficiency, strength, longevity, low cost of operation and maintenance, and a host of other unique features. They find application in irrigation, sewerage & drainage, city gas distribution and chemical & processing industries. These pipes have been gaining prominence over traditional metal and cement pipes, due to durability, low maintenance and longevity versus metal pipes. Government schemes, such as PMKSY, are expected to lend support to the segment. This segment is expected to see 10-11% CAGR over FY20-24.

PPR pipes (4-5% of Industry demand)

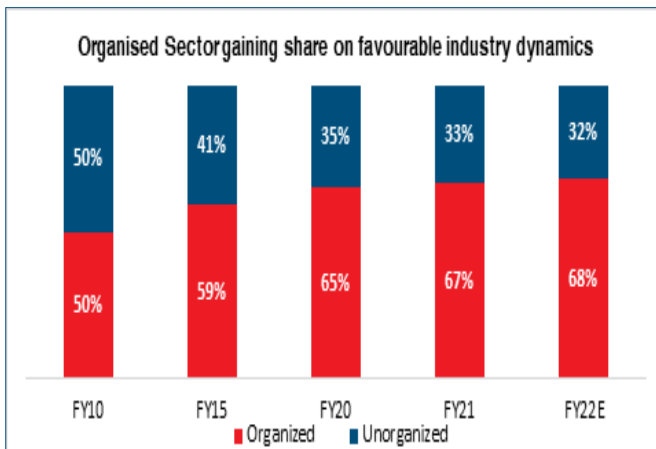
PPR pipes and plumbing solutions are considered the best carrier of potable water, due to several preferred characteristics including low thermal conductivity – which for PPR is very low, meaning temperature cannot easily be conducted from the outside environment to the liquid in the pipe, and vice versa. This factor reduces heat loss or gain during the transferring of hot or cold fluids respectively, resulting in energy efficient systems and lower insulation costs for PPR piping. Other advantages are: Long Service Life & Durability - PPR piping systems can remain functional for over 50 years, at a wide range of fluid and environmental operating temperatures; Efficient Inner Surface - the inner surface of PPR pipe is very smooth and boasts a very low friction coefficient, compared to traditional types of piping; Chemical & Mechanical Endurance: Compared to traditional plastic piping systems, PPR offers very high resistance against abrasion by hard particles. This is especially important in cases of well water or industrial applications, where the transferred liquids may contain abrasive particles.

These pipes, which are used for various industrial purposes, are relatively more expensive compared with other plastic pipes, which restricts their usage. The PPR segment is expected to grow at 6-7% CAGR over FY20-24.

CPVC will continue to remain the fastest growing segment with ~15-17% CAGR over next 3-4 years, HDPE/DWC and UPVC are expected to grow at 10-11% and 8-9% CAGR respectively

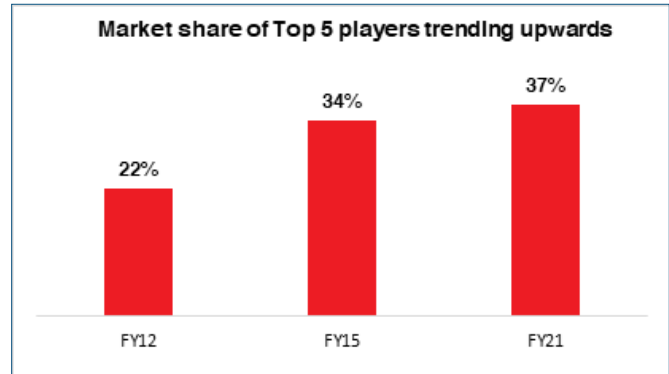
Organized players continue to derive an edge – This is led by plumber education initiatives, consumer awareness, preference for trusted brands & better quality, adherence to BIS standards and a better quality of balance sheet

Organized players gain from market consolidation



Source - Equirus Securities report – July 2021

The share of organized players in the piping industry has expanded from ~50% in FY10 to ~67% in FY21. Top-5 players have consolidated their position from 22% in FY12 to ~37% in FY21



Source - Equirus Securities report – July 2021

Over the last few years, branded pipes and fittings companies continued to gain strong industry lead and market share from unorganized manufacturers and a few larger regional organized players facing balance sheet challenges. Over the last few years, the larger pipes and fittings brands have continued to plough the industry by consistently investing in brand awareness, category education, local audience engagements especially in Tier 2 and 3 towns and cities, and targeted social media and below-the-line activities. All such efforts have contributed to greater plumber and consumer awareness, importance of quality and adherence to BIS standards in pipes, particularly for residential real estate projects. The growth of the organized segment has further been aided by greater lateral focus on value-added products and fittings and product portfolio expansion offered to channel partners. Consequently, organized players have become one-stop solution providers for plumbing applications. Among several variants of plastic pipes, demand for UPVC and CPVC have been consistently rising owing to affordability, high quality, durability, and newer applications.

With stronger focus on tax compliance due to e-invoicing/ GST regulations and stringent adherence to BIS standards, unorganized manufacturers continue to be impacted and are witnessing shrinking market share. Even in FY22, supply-side constraints and raw material cost inflation have hurt unorganized players impacting their profitability and balance sheet. Ability to build a resilient brand, focus on premiumisation, efficient influencer engagement, product innovation and efficient supply chain management will enable larger players to drive deeper roots into the industry, carve out a better leadership position and gain larger market share leaving unorganized players to grapple with operating challenges driven by volatility in imported raw material supply and stricter tax compliance.



Company Profile

Over 3 decades, the journey has evolved into a larger mission of creating innovations in plumbing, irrigation, storage, and sewerage systems to support India's growing water infrastructure and water management needs

Prince Pipes - Leading the transformation in India's water infrastructure

Prince Pipes and Fittings is one of India's largest integrated piping solutions providers based in Mumbai. Over 3 decades, we have been engaged in the manufacturing of polymer piping solutions in five types of polymers - CPVC, UPVC, HDPE, PPR and LLDP. Over time, we have emerged as one of the fastest growing companies in the Indian pipes and fittings industry. With 1500+ distributors and 7 state-of-art facilities across India, the Prince Pipes brand is the hallmark of Quality, Trust, and Innovation. Prince Pipes and Fittings Limited is a Fortune India 500 company.



Vision

To be an acknowledged leader in Indian plastic piping industry by exceeding customers expectations and maximizing bottom line for all our stake holders.



Mission

Our mission is to bring a revolution in plastic piping industry through innovative solutions which would create a profitable growth and benefit our customers & the society at large.

Core Values



Ethical Standards:

We conduct business in an ethical manner and act as a good corporate citizen in all areas in which the organization operates.



Respect:

We respect & appreciate all individuals and cultural identities. We embrace the differences. We ensure harmonious working environment for all our employees.



Transparency:

Transparency is the hallmark of all our business dealings. We communicate openly and sincerely. We appreciate feedback.



Commitment to Quality:

We are committed to providing the best quality products to our customers.



Ownership:

We believe in accepting responsibility and ownership while embracing common goals, teamwork and collaborative decision making.

We market products under the brand names of Prince Piping Systems and Trubore. We continue to develop expansive operations across agriculture, plumbing, borewell categories, and are building the widest sewage product range and underground drainage solutions. With an exhaustive product portfolio of 7,200 SKUs positions we are an end-to-end solutions provider.

Prince Pipes has an extensive pan-India distribution network of over 1,500 channel partners. With seven manufacturing units at Athal (Dadra and Nagar Haveli), Dadra (Dadra and Nagar Haveli), Haridwar (Uttarakhand), Kolhapur (Maharashtra), Chennai (Tamil Nadu), Jaipur (Rajasthan) and Sangareddy (Telangana), we are well positioned to actively address the growing potential of the Indian pipes and fittings industry.

The Company's Jaipur manufacturing facility was recently awarded GOLD medal in the 8th edition of National Awards for Manufacturing Competitiveness (NAMC) 2021, organized by International Research Institute for Manufacturing, in strategic association with Moneycontrol.

Our Journey Since IPO in Dec 2019

Progressing from strength to strength

At Prince Pipes, we are powered by our mission, aspirations, operational excellence, and commitment to bring about a marked transformation in India's water infrastructure. Since our IPO in December 2019, we have been unstoppable in our determination to advance and grow every aspect of our business. We have been able to beat the odds because we are passionate about our business and committed to create greater shareholder value. We strengthened our operations, improved our supply chain, expanded our product portfolio, forged stronger distributor & channel relationships, built our market presence, and continue to take every effort to build a world class organisation.

Throughout our journey of more than 35 years as one of India's leading polymer pipes and fitting manufacturers, we are continuing to fortify strengths, contributing to the local economy, and in turn, setting in motion a virtuous cycle. Our journey since FY2020 has been a true testament to this, with new facilities being operationalised, stronger relationships being built, and greater commitments being made. **From humble beginnings to emerging as one of India's largest integrated piping solutions & multi polymer manufacturers, our journey continues to be an exciting adventure that has today culminated into a larger mission of creating innovations in plumbing, irrigation, storage, and sewerage technologies to meet India's exponentially increasing water related challenges.**

FY 2019-2020

- **Sep 2019:** In addition to the six strategically located state-of-the-art manufacturing facilities, commenced production at a newly constructed plant at Jobner (near Jaipur), Rajasthan
- **Dec 2019:** Successful listing on the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) in the month of December 2019
- **March 2020:** Significant reduction in Debt profile post IPO. Debt to equity ratio at 0.31 as on 31st March 2020

FY 2020-2021

- **June – August 2020:** launched StoreFit Water Tanks, EASYFIT RE, CABLEFIT pipes, and GREENFIT PP-R systems designed for hot & cold-water plumbing systems in buildings & Industrial piping installations
- **August- Sept 2020:** forged key associations with global industry leaders Lubrizol - the inventors and world's largest manufacturers of CPVC compounds and Tooling Holland BV – global leaders in mould manufacturing
- **Sept 2020:** Continued to bolster presence in the Eastern India region through an asset light model by outsourcing the manufacture of high-volume low value PVC pipes – translating into efficient management of freight costs while strengthening our market share
- **Jan 2021:** Started commercial production at Sangareddy facility, ahead of scheduled launch
- **Feb 2021:** Awarded Brand of The Year – Pipes, by Reality+ INEX Awards 2021
- **March 2021:** Nihar Chheda, AVP - Strategy Prince Pipes awarded the Economic Times Polymers - Next Generation Leader for the Year
- **March 2021:** Celebrated World Plumbing Day through a unique radio campaign aimed at celebrating the resilient spirit of plumbers
- **March 2021:** Attained Long term debt free status

FY 2021-2022

- **December 2021:** Featured in the Fortune India 500 list – a coveted ranking of companies which is put together annually by Fortune India
- **January 2022:** Long term rating improved from A (Positive) to A+/ Stable with positive outlook and short-term rating improved from A1 to A1+.
- **March 2022:** Prince Pipes salutes plumbers through Shram Ka Sammaan Campaign on World Plumbing Day. In its fourth year of this campaign, every year our engagement has been growing stronger with growing membership on our Udaan loyalty platform. Plumbers have shown excellent participation in 7 cities across India for this event
- **New product launches:**
 - » **PE-FIT Aqua - HDPE Piping Systems:** offers major advantages of polyethylene material which results in much lower installation and whole life cost when compared with traditional piping materials. Finds application in: Potable Water Pipe Network in rural & urban areas, Drip, Sprinkler and Lift Irrigation, Industrial Effluents, Infrastructure Projects, Government projects, Bore Well Application for Submersible Pumps, Mining Sector for Handling Slurries.
 - » **CORFIT Manhole Chambers:** made from PE (Polyethylene) material. Finds use in Commercial & Municipal sewerage/drainage networks.



On The Path of Responsible Growth

Our strategic levers

At Prince Pipes, we have outlined 7 strategic levers that will continue to drive our growth across existing and new markets, enhance our product value chain and strengthen our leadership position:

What we intend to do

Focused & continued efforts in brand premiumization:

- Reinforcing the essence of brand Prince Pipes
- Continue to leverage depth of product portfolio with over 7,200 SKUs – one of the largest in the industry
- Capitalise on the collaborations & global partnership with Lubrizol and Tooling Holland to reinforce global quality
- Continue to invest in brand to strengthen brand connect with customers
- Expand reach through distributors and channel partners

Product portfolio extension and expansion:

- Continuing to invest in R&D for developing innovative and high-quality products
- Extending product line and portfolio development. Recently launched PE-FIT Aqua and Corfit Manhole Chambers

Proximity to customer:

- Stronger relationship with dealer network and channel partners
- Penetrate new markets and strengthening existing ones
- Explore strategic collaborations
- Build a strong influencer network

Build greater manufacturing excellence

- To scale up our distribution and penetration
- Leverage our technical collaboration with Tooling Holland BV, a global leader in the international plastic injection moulding industry based in Netherlands
- Build product competitiveness backed by global standards & quality.
- Capitalise on technology to optimise resources and increase efficiencies

Efficient financial management

- Growth oriented with focus on sustainability
- Lean balance sheet
- Cost efficient operations
- Net cash positive
- High governance and integrity

Leveraging technology

- Build IT infrastructure that aids business growth and expansion
- Initiated digitalizing of our value chain by building Sales Force Automation and Distributor Management Systems
- Improve overall product experience and customer engagement
- Manufacturing, supply chain and distribution prowess
- Enhance greater value for stakeholders

Sustainable and inclusive progress

- Invest and nurture in building future-ready & inclusive business
- Manufacture products which are smart, resourceful and pro-environment
- Extend efforts to empower social capital
- Ensure sustainable and responsible operations

Key strengths

Strong fundamentals paving the way for stronger progression

A 3-decade deep heritage and domain knowledge, one of the industry's largest product portfolios with over 7,200 SKUs serving a wide range of industry applications, robust manufacturing facilities across India, strong R&D thrust and a clear growth strategy in a high-potential industry, carves a strong investment case for Prince Pipes.

An end-to-end pipes and fittings solution provider

In line with our aim of being an end-to-end pipes and fittings solution provider, the company has been building a comprehensive product portfolio. We are in the process of developing products in consultation with various influencers in different categories and applications.

As an end-to-end piping systems solutions provider, we offer customers a seamless experience - from plumbing, storage and sewerage solutions, and installation of products, which require other related products as well as plumber assistance. Our team offers expert advice based on application & project phase / condition - across all categories of projects, experts from Prince are available with the best fit pipes and fitting solutions.

With access to our large product portfolio, projects can take advantage of greater cost & quality efficiencies and ensure that plumbing installations use the most suitable material for unique project conditions.

Rapidly growing brand presence

As one of India's largest integrated piping solutions providers, the Prince Pipes brand is the hallmark of Quality, Trust, and Innovation. As a legacy brand, the focus is now on going beyond 'differentiation' to 'premiumisation' of the Prince Pipes brand to combat competitive strategies. The approach, hence, is on creating a customer-led pull demand driven by strong appreciation of Prince brand attributes. Through well-crafted product-centric communication, grass root activations, brand engagements and associations, collaborations with target audiences at various levels, social media engagements, Prince Pipes continues to successfully implement brand premiumization which has led to improvisation in performance.

Manufacturing excellence

We take pride in our manufacturing excellence, which for us is the continuous improvement of our operations to reduce waste, increase production profitability, and gain a winning edge with quality, safety as well as innovation. Our state-of-art-manufacturing units in 7 locations across India (given below) are well placed to address the growing potential of the Indian pipes and fittings industry. We invest in best-in-class equipment to ensure efficient and safe operations.

Plant location	Installed capacity (TPA)	Production capacity (TPA)	Products	Year of establishment
Athal (UT of Dadra and Nagar Haveli)	11,110	9,444	Fittings	1995
Dadra (UT of Dadra and Nagar Haveli)	62,446	46,481	Pipes	2000
Haridwar (Uttarakhand)	89,163	69,913	Pipes and Fittings	2008
Chennai (Tamil Nadu)	56,009	41,916	Pipes	2012
Kolhapur (Maharashtra)	14,861	11,369	Pipes	2012
Jaipur (Rajasthan)	28,166	21,547	Pipes	2019
Sangareddy (Telangana)	42,532	33,619	Pipes and Fittings	2021
Total	304,287	234,289		

Diverse product portfolio

We are a multi-player polymer Company with an exhaustive product basket. Our pipes and fittings made using five types of polymers – CPVC, UPVC, HDPE, PPR and LLDPE – cater to extensive industry applications in plumbing, sewage, irrigation, industrial and underground drainage.

In line with our aim of being an end-to-end pipes and fittings solution provider, the company has been strengthening its comprehensive product portfolio. We have recently launched PE-FIT Aqua HDPE Piping Systems which results in much lower installation and whole life cost when compared with traditional piping materials; and CORFIT Manhole Chambers used in commercial & municipal sewerage/drainage networks.

Prince FlowGuard Plus is making deep in-roads as one of the safest, most reliable, and cost-effective plumbing solutions in the real estate industry. In 2020, our collaborations with Lubrizol [Headquartered in the US] - the world's largest manufacturers and inventors of CPVC compounds – has created a strong & sustainable partnership in the piping industry. Prince Flowguard Plus CPVC plumbing systems is India's first CPVC to win Ghriha Council Certification.

Robust and growing distribution network, deep & long-term relationships

The Company continues to make even deeper inroads into the urban, semi urban, Tier II, Tier III towns and strengthened its foothold in rural markets. With over 1,500 Channel Partners



and distributors spread across India, Prince Pipes benefits from the long-term, trust-based relationships with a growing dealer and channel partner network to ensure smooth and cohesive operations. In addition to our distribution network, we have 11 warehouses on lease to focus on efficient supply and timely services.

In May 2022, the Company won the FEST Best Channel Loyalty Program for its unique customer loyalty program Udaan. Prince Pipes was one of the first corporates in the pipes and fittings industry to have launched a loyalty program in November 2016 for plumbers and dealers. 'Prince Udaan' was created as a loyalty program to cover all Prince Pipes channel partners. We are leveraging our distribution strength to bolster our competitive agility to respond to market demand faster and serve India's growing needs of pipes and fittings product.

Building on strong business fundamentals

Driven by a resilient business model, the strategic measures implemented throughout the fiscal ensured that our operations were less affected by the impacts of the pandemic. Prince Pipes reported positive operational and financial performance across FY 22, undertaking several growth-oriented efforts that continue to deliver strong outcomes. Our performance and progress were driven by a strong focus and emphasis on the plumbing and SWR portfolio, aggressive efforts on brand premiumization which helped us drive value growth, and efficient cost optimization measures – factors that translated into healthy growth and margin protection.

Guided by our corporate values, a talented team and successful execution of all our key strategic efforts, we have been driving market share gains, despite pandemic headwinds.

Sustained investments in brand building

We are proud custodians of a powerful legacy in the pipes and fittings industry. Over the past few years, we have further fortified our brand positioning through sustained investments in marketing and brand promotional activities engaging key influencers of the brand at various levels. The focus has been on increasing brand awareness and customer loyalty through creative promotions and new-age marketing, using both digital and traditional channels.

Several tactical positioning-led initiatives continue to be conducted to create the desired premium position in audiences' perception led by close, on-ground activations, dealer interactions, plumber training on product portfolio education, and plumbing/installation related issues. We are also conducting extensive factory visits of plumbers, dealers and plumbing consultants giving them an opportunity to witness the product testing processes and helping them strengthen their confidence in the Prince brand. Films to showcase our wide range and applications of each product are created targeted at specific audience groups. The Company participates in high quality all-India level exhibitions that illustrates how the brand is a one stop solution from water storage to underground drainage. This approach has led to greater understanding of the uniqueness of Prince Pipes 'product bouquet', world class quality of pipes and fittings offered, superior post sales service and knowledge

depth of technicians associated – all of which are helping form category perception and better engagement with the brand.

Robust controls and processes, strict audit systems ensure financial health

The Company's Internal and statutory auditors ensure adequate internal controls are in place with the periodic stringent reviews in regular intervals. Since the pandemic hit the nation in March 2020, the Company initiated various cost control measures during the COVID period that translated into strong performance of operating margins and profitability.

Prince Pipes' overall organizational progress, and good growth momentum has been reflected in the improvement in both long and short-term ratings from CRISIL. Long term rating improved from A (Positive) to A+/ Stable with positive outlook and short-term rating improved from A1 to A1+.

The Company's prudent financial management has translated into a long-term debt free status since March 2021.

Focus on ESG for responsible growth

Over the years, the Company has been striving to build industry leadership by bringing together strengths to unlock new avenues for growth and delivering a more diversified suite of products and services to meet the water distribution needs of a growing India. We follow a triple bottom-line (3P – People, Planet and Profit) approach and judiciously manage the six sources of key capital repositories (Natural, Human, Financial, Manufactured, Intellectual and Social & Relationship) to achieve our strategic objectives.

Our drive for continuous improvement and innovation has enabled us to reduce process waste, lower energy consumption, increase productivity and release new products, thereby achieving higher customer acceptance and satisfaction. We have in place an Integrated Management System through which we constantly strive to reduce losses (internal rejection/energy losses) by providing necessary resources to achieve the targets and usage of energy and environment efficient products and equipment.

Business model

Oriented to deliver deep impact and bring transformative progress to India's water distribution and infrastructure

We operate in a competitive industry across India. To thrive in this environment, we operate an integrated business model that is focused on creating value at every point and for every stakeholder. Our business model is based on the following key pillars that enable us to leverage our strengths to always build value:

1. Growth led by end-to-end / extensive product portfolio with applications in plumbing, irrigation, storage, and sewerage segments

- » A growing product portfolio of over 7,200 SKUs, which is amongst the largest in the industry
- » Application-led innovation and new product launches

- » Rapidly growing business associates, distributors, channel partners to expand pan India network founded on long term relationships
- » Strong and expanding brand presence across India

2. Financial strength / Profitability

- » Focus on value-accretive products & sharp marketing strategies leading to value growth
- » Various efficient cost control measures during the COVID period that translated into strong performance
- » Overall organizational progress, and good growth momentum reflected in positive ratings from CRISIL
- » Robust internal controls in place with stringent reviews

3. Growing brand presence

- » Strong focus on brand visibility through holistic, integrated marketing strategy
- » Akshay Kumar as brand ambassador lends strong brand recall and carves distinct position aligned to trust and high quality
- » Aggressive integrated communications through ATL, BTL, social media campaigns, tier 3/2 cities focused events – aimed at building brand awareness and demand pull

4. Manufacturing excellence

- » 7 state-of-art manufacturing facilities across India
- » Five contract-manufacturing units are located at Hajipur (Bihar), 2 in Aurangabad (Maharashtra), Hajipur Vaishali District (Bihar) and Balasore (Orissa)
- » Jaipur manufacturing facility was recently awarded GOLD medal in the 8th edition of National Awards for Manufacturing Competitiveness (NAMC) 2021

5. Capability development

- » New products launched PE-FIT Aqua -HDPE Piping Systems and CORFIT Manhole Chambers developed drawing upon deep understanding of market needs and application areas
- » Skill up-gradation and safety trainings are imparted to all concerned employees/ workers, irrespective of their gender, or type of employment
- » Considerable thought given to ensure environment preservation and successful implementation of several novel initiatives leading to conservation of company's resources and contribution to social welfare
- » Leveraging technology judiciously aimed at creating greater value for organisation

6. Responsible value creation, building social capital

- » Ability to share, relate and collaborate with stakeholders, promoting community development and wellbeing
- » Strong engagement with several community causes to convey empathetic and trustworthy intent of the Prince Pipes brand
- » Strong ESG focus reflected across business disciplines

Key Performance - Financial Highlights

Advancing with resilience and stability

Financial Highlights (in Rs million)

	FY 22	FY21	y-o-y change (%)
Revenue	26,568.32	20,715.17	28.3%
Other income	54.71	175.99	(68.9%)
EBITDA	4,156.11	3,616.33	14.9%
Profit before tax (PBT)	3,368.71	2,991.48	12.6%
Profit after tax (PAT)	2,494.03	2,218.32	12.4%

Ratios	FY22	FY21	Change
Debtors Turnover (x)	6.94	8.12	(-14.4%)
Inventory Turnover (x)	6.28	7.24	(-13.3%)
Debt Service Coverage Ratio(x)	2.83	1.73	63.2%
Current Ratio (x)	1.89	1.88	0.8%
Debt Equity Ratio (x)	0.12	0.08	45.1%
Operating Profit Margin (%)	15.6%	17.5%	(190) Bps
Net Profit Margin (%)	9.4%	10.7%	(130) Bps
Return on Equity– RoE (%)	21.6%	23.6%	-8.3%

Balancing Risks and Opportunities

A well-established Risk Management System that tracks, targets, and mitigates existing and emerging risks

Approach to risk management

We have adopted a top-down approach for identifying and managing risks across the organisation. In the top-down approach, the principal challenges impacting the achievement of the organisational objectives have been articulated. Accordingly, the risk library comprises key strategic and business risks applicable.

Guiding principles

At Prince Pipes, risk management is guided by a set of principles that ensure that the procedure abides by the following parameters:



Shareholder value based

Risk management is focused on sustaining the creation of shareholder value and protecting the same against erosion

Business Process based

Risk management is embedded in existing business processes to facilitate management of risks across processes on an ongoing basis

Assurance in reporting

Risk management provides support in establishing correct processes to manage current risks and report the effectiveness of these processes to stakeholder groups

Regular review

All programs are reviewed on a regular basis to ensure its impact in a dynamic business environment

Types of risks	Risk description	Mitigation
Industry Risks:		
Slowdown in economic activity	Plumbing, irrigation, water transportation and sewerage applications are the key segments driving growth in the plastic pipes industry. These sectors are dependent on the level of activity in residential and non-residential construction, agriculture, and industrial spaces. A slowdown in any of these sectors is likely to impact financial performance.	Sectors like real estate, agriculture, industrial, etc. are dependent on overall economic performance, Government policies & regulations, and budget allocations. The increasing Government investment in housing and sanitation, building and construction, and irrigation and schemes such as, AMRUT, Har Ghar Nal Se Jal, Housing for All and Smart Cities are expected to provide impetus to the pipes industry. They offer great opportunities for organised players like us and allow us to maintain sustainable growth.
Raw material supply	Increase in raw material prices can affect profitability. UPVC, CPVC, HDPE and PPR resins are the key raw materials used in the production of pipes. Their prices depend on crude oil prices. Any upward movement in crude oil prices impact raw material prices of resins.	We leverage our long-standing relationships with suppliers and try to mitigate raw material price hikes. Long-term contracts with suppliers, backed by a well-defined inventory management helps us hedge any volatile price movement in commodities.
Competition	We operate in an industry that is highly competitive.	To remain relevant and ahead of our peers, we strive to strengthen the Company's competitive strengths. Map competitive landscape closely, focus on improving operational strengths & efficiencies, periodic strategic meets to stay ahead of industry. Our strategically located manufacturing facilities, wide distribution network, diverse products, and our ability to provide comprehensive plumbing, irrigation and sewerage management solutions allow us to maintain significant competitive advantage.

Operational Risks

Operational efficiency	Manufacturing operations may be impacted due to circumstances not completely within the control of the Company. Unexpected breakdown or technical issues could adversely affect the production and/or cost overruns.	Continuous monitoring, periodic review and timely maintenance of equipment and infrastructure. Adoption of technology has helped gather information related to any potential/ actual breakdown, ensuring minimal impact on the operation. Special focus to strengthen operations with sustained investments in newer technologies.
------------------------	--	--

Logistic and Supply Chain	Disruption in supply chain or distribution related logistical issues. Other related issues might include receipt of material, vendor payments issues.	Checks and processes are reviewed and recorded on regular basis to take stock of inventory, invoicing processes, stocks and dispatched goods management. The Company ensures that the receiving department is independent of the purchase and invoice processing department. Independent checks are done by bill booking department on rates, destination, tonnage claimed, and other charges levied (detention, reimbursements, etc.), if any after confirmation is received from User department.
---------------------------	---	---

Enterprise Risk Management spanning Anti-Fraud Control Framework	Risks can include counterfeit goods circulating in the markets and on-boarding of new customers / channel partners / distributors accepted without performing due diligence.	The risk relating to counterfeit goods has been assessed, and appropriate and relevant action has been planned to mitigate the risks. Processes are in place to monitor effectiveness of such actions, with corrective action undertaken where these are ineffective.
--	--	---

Financial Risks

Foreign exchange	We import some raw materials and equipment used in our manufacturing plants. Any unfavourable movements in the exchange rate would impact our performance.	We constantly evaluate exchange rate exposure arising from foreign currency transactions. We enter into a variety of derivative financial instruments such as foreign exchange forward contracts, interest rate swaps and cross-currency swaps to mitigate this risk.
------------------	--	---

Changing regulations and policies	The Indian Government has imposed an antidumping duty (ADD) on CPVC resin / compound imports from China and Korea for a period of five years (valid up to February 2025). This move is followed by provisional anti-dumping duty announced on August 26, 2019.	Earlier, CPVC resin was sourced from various geographies, including Korea, China, Japan, and Europe. Post Government regulation, the Company has stopped sourcing the same from China and Korea. Since our raw material imports are not concentrated from these geographies, we have been able to mitigate this risk to a large extent.
-----------------------------------	--	---

Credit	Majority of our sales to distributors are on an open credit basis, with standard payment period between 15-30 days. Inability to collect the receivables could adversely affect our performance.	We purchase raw materials from domestic suppliers on credit terms of less than a week and purchase imported raw materials on credit terms of 90-150 days. However, the standard payment term with distributors is generally between 15-30 days. We use working capital facilities to fund the timing difference between the payment for raw materials and the receipt of payment for manufactured products. In addition, we also use channel financing to optimise the working capital requirements and improve collections/debtor days.
--------	--	--

Regulatory Risks

Regulatory / legal	Evolving regulatory changes in tax, legal and industry scenario may impact the Company's performance	A dedicated team regularly monitors all evolving regulations and provides timely inputs to the Company for prompt and corrective action.
--------------------	--	--





Sustainability

Committed to purpose-led growth

We have deployed systems and processes that are designed to promote responsible manufacturing practices, robust resource management and compliance with applicable rules and regulations. Our systematic approach towards reducing carbon footprint and creating a positive impact on the environment includes improving energy efficiency, increasing the share of renewables in the energy mix while moderating our use of water and minimising waste generation.

Principles governing our sustainable approach for organizational progress

Sr.	Business Principle	Actions
1.	Business conducted with ethics, transparency, and accountability	<p>The Company's core management team practices ethical behavior at all levels across the Company making it an essential part of the work culture so that every employee of the Company conducts himself with professionalism, honesty, and integrity.</p> <p>The Company has in place a Human Resources Manual covering internal code of conduct and business ethics which every employee needs to abide by. We ensure that genuine concerns of misconduct/ unlawful conduct can be reported in a responsible and confidential manner through the Company's Vigil Mechanism.</p> <p>The Company ensures transparency of operations by ensuring that the statutory disclosures are governed by the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, Determination of Materiality Policy, etc. All necessary disclosures are published on regular basis and investor presentations and important updates uploaded on its website.</p>
2.	Providing goods and services that are safe and contribute to sustainability	<p>The Company endeavors to implement the principles of sustainability into the various stages of product or service lifecycle, including procurement of raw material/ service, manufacturing products or delivery of service, transportation of raw materials and finished goods, and disposal by consumers.</p> <p>The Company ensures that manufacturing processes and technologies required to produce its products are resource efficient and sustainable, even while designing the products.</p>

<p>3. Promoting the well-being of all employees</p>	<p>We believe in giving our employees ample opportunities of growth by encouraging them to suo moto take up initiatives in the interest of the Company so that they are motivated, result oriented and committed to achieve excellence in their domain.</p> <p>The Company follows a strict policy against child and involuntary labour, in any of its offices and plants. We ensure fair, timely and transparent payment of statutory wages to all its employees without discrimination.</p>
<p>4. Respecting the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized</p>	<p>The Company identifies its stakeholders, understands their concerns, and commits to engage with them. We acknowledge, assume responsibility and are transparent about the impact of our policies, decisions, products, services, and associated operations on the stakeholders.</p>
<p>5. Respecting and promote human rights</p>	<p>We recognize the Company's impact on the communities in which we operate. We believe that local issues are most appropriately addressed at the local level. We are also committed to creating economic opportunity and fostering goodwill in the communities in which we operate through locally relevant initiatives.</p> <p>Within its sphere of influence, the Company promotes awareness and realization of human rights across its value chain.</p>
<p>6. Respect, protect, and make efforts to restore the environment</p>	<p>We strive to utilize natural and manmade resources in an optimal and responsible manner and ensure the sustainability of resources by reducing, reusing, recycling and managing waste.</p> <p>We continuously seek to improve our environmental performance by adopting cleaner production methods, promoting use of energy efficient and environment friendly technologies and use of renewable energy.</p>
<p>7. Association with relevant authorities based on integrity</p>	<p>We ensure that our engagement with the relevant authorities is guided by the values of commitment, integrity, transparency, and the need to balance interest of diverse stakeholders. We engage with industry bodies and associations to influence public and regulatory policy in a responsible manner.</p> <p>The Company works with industry organization's which are engaged in policy advocacy in a responsible manner and ensure that advocacy position remains consistent with its values and philosophy.</p>
<p>8. Support inclusive growth and equitable development</p>	<p>The Company is committed to ensure protection of interest of all its stakeholders. To achieve inclusive growth and equitable development, we engage in various CSR projects.</p> <p>We also innovate and invest in products, technologies and processes that promote the well-being of society and make efforts to complement and support the development priorities at local and national levels.</p>
<p>9. Provide value to customers and consumers in a responsible manner</p>	<p>The Company discloses all information truthfully and factually as per applicable laws and educates customers through product labelling, advertisements, van activities, factory visits, trainings to dealers, and other associates.</p> <p>We have in place, an adequate consumer feedback mechanism to address consumer concerns and feedback. The Company also ensures that the customers' data collected by it does not infringe upon the right of privacy of its customers.</p>



Persistent focus on Environment, Social and Governance [ESG] goals:

- Total Carbon footprint generation reduced from 52,137 MT in FY-21 to 49,645 MT in FY-22, **i.e., reduction of 1,052 MT (4.8%)**
- Carbon footprint in kg of CO₂ per Kg of production reduced from 0.395 in FY-21 to 0.387 in FY-22, **i.e., reduction of 2.1%**
- Renewable source of energy increased from 10.71% in FY-21 to 15.96% in FY-22 **i.e., growth by 51%**
- STP installed capacity in all our plants increased from 87KLD to 205KLD to improve water recycling capacity **i.e., increased by ~136%**

Reducing our impact on the environment or focusing on clean energy and environment

From procurement of raw materials, to ensuring sustainable manufacturing facilities, until distribution, our resources are used with the aim of valuing and conserving our larger communities and the environment. Some of our key efforts have been directed as follows with positive outcomes:

Environment conservation through carbon reduction, energy consumption, water & waste management

- We have phased out lead-based chemicals and Ozone depleting substances in existing equipment
- Maintaining Environmental Aspect Impact register
- We aim to reduce carbon footprint by 5% every year
- Our Water Utilization Ratio (WUR) has reduced by 3.9% y-o-y, by improving awareness among employees to save water
- Driving the circular economy, a system in which nothing is wasted. We store products in use for as long as possible while extracting maximum value from products
 - » ~ 99% of waste generated is recycled in-house across our manufacturing units while other plastics are sold to third-party for recycling
- Have in place instruction documents for each plant setting out the procedure for processing internal rejection including grinding, segregation, reuse, and treatment of non-usable wastage. The Company also submits necessary returns on hazardous and other wastes as prescribed by the State Pollution Control Boards/ Committees for each of its plants

Empowering communities

- We prefer locally available goods and services, other considerations being comparable. Company has taken several initiatives for the development of local and small suppliers of goods and services
- We have developed packing material and hardware/spare items supplier locally, to ensure the development of surrounding communities
- We educate utility services providers including plumbers on various aspects related to solvent applications, new

techniques, soft skills, and product usage to better their service capabilities

- In May 2021, the Company airlifted oxygen concentrators from international partners to contribute to India's relief efforts in fighting the surging second wave of Covid-19
 - » The equipment was handed over to states of Bihar and Rajasthan in two phases within the month
 - » Further it also donated oxygen concentrators to Telangana Government
- We distributed STOREFIT water tanks of 500 litres capacity, to villages along L.O.C. Kashmir with the help of the Indian Army
 - » This was aimed at bringing ease of living, better health and improve the quality of life of rural India
- Conducted vaccination drives for first and second doses, at Mythri Hospital, Hyderabad, to secure health of all dealers, distributors of our company and plumbers in Hyderabad
- We distributed food grains and groceries to devotees during the Rath Yatra in Odisha
- In December 2021 we announced "The First Prince Udaan Scholarship Program In Ludhiana" - Initiative aimed at enabling potential children of plumbers to take off towards a successful future
 - » Children of plumbers in Ludhiana in standards 5 to 10, who have scored above 70% in Maths and Science will be eligible for the Scholarship. It is also extended to students who have lost a parent during COVID, to support them to ensure continuity in their education
 - » The Prince Udaan Scholarship Program in Ludhiana is an extension of our Udaan loyalty program which was one of the first loyalty programs to be introduced in the pipes and fittings industry on pan-India basis
- Organised our flagship event World Plumbing Day: In March 2022, conducted Shram Ka Sammaan Campaign commemorating all-India events across Mumbai, Pune, Hyderabad, Bangalore, Jaipur, Patna and New Delhi. The Prince Plumber Song was launched in several languages across India which gained large social media visibility.
 - » The Company felicitated plumbers for its long-standing association, inspiring them about dignity of labour, and sensitizing them on skill upgradation
 - » We provided over 5,000 loyal plumbers with accidental insurance policies, a first in the industry

People

Our strategic objectives, our mission and vision are brought to life by our employees who are members of our Prince Parivaar. It is their commitment and motivation to accomplish the overarching objectives that we have set for ourselves, that drives the organization to remain goal-oriented and progress with greater vigour, enthusiasm and passion, year after year. This is critical to create value for our clients and ensure long-term sustainability of our business.

- Regular programs conducted for enhancing the skills of its employees, improve career development - Driving specialized training programs like Six Sigma
- Foster a people-centric culture that enables outperformance. Our unwavering focus is on attracting, nurturing, and retaining talent, while promoting inclusivity, diversity, and transparency
- Respect and promote human rights of all individuals. We are committed to identify, prevent, and mitigate adverse human rights impact resulting from or caused by business activities beforehand or if they occur, through human rights due diligence and mitigation processes
- Provides a workplace environment that is safe, hygienic, humane and which upholds the dignity of the employees. It provides facilities for the well-being of its employees including those with special needs
- Complies with the statutory provisions pertaining to employees and about the health, safety and well-being of our staff
- We continue to provide several internal and external training opportunities to upskill our employees and enhance their skillsets. As on March 31, 2022, we have a team of 1,665 people, working together towards the organisation's singular vision and growth

Employee engagement and welfare activities undertaken during the year include:

Health Related initiatives:

- Loser is the winner (weight loss initiative) – Post pandemic health being the prime importance we had conducted the competition to make people health conscious also gave sessions by nutritionist
- Health talk webinars with eminent doctors
- Learning the Indian Way – YOGA + Meditation sessions for a month
- Emotional Health – Session with psychiatrist on Child Mind Psychology
- Celebrations to commemorate Republic Day, Women's Day and Indian festivals were organized to strengthen bonding and collaborative spirit amongst all staff members.
- Employees also engaged in social welfare causes and activities to contribute to overall wellbeing were organized with enthusiasm:
 - » Financial support to employees & contractors during pandemic were provided
 - » Contributed Rs.5.00 lakh in coastal beach cleaning
 - » A social media campaign is ongoing #WeAreInItTogether to build emotional connect for employees during pandemic and create awareness of all efforts being undertaken by the Company
 - » A social media campaign #WhyThisKolaveri –has been created to promote a culture of greater transparency within the organisation

Health, Wellness, and Safety



Safety and well-being of the Company's employees is paramount and non-negotiable. The Company follows industry accredited best practices on health & safety across our operations and conduct all our processes in a responsible manner to safeguard our employees.

Building a culture where employees exhibit and practice safe behavior:

- Occupational Health and Safety is centrally governed by our OHSMS certification process and is supplemented by plant Safety Committees. The Company has in its staff, specially trained safety professionals along with trained line management. Some of the initiatives taken in Health & Safety are listed below.
- Introduced new safety performance measurement metrics i.e., LTI (Lost Time Injury) and AFD (Accident Free Days) which is benchmarked against the top industries in the world. the Company has achieved the targets taken in the year 2021-22
- Behavior Based Safety (BBS) initiative is a formal community-based prevention programme aimed at fostering a zero-accident culture. Primary objective of BBS was to identify hidden habits and environmental factors that predisposed people to the cause
 - » The approach to implement BBS in the Company is focused on identification of potential hazards & mitigate it through HIRA (Hazard Identification & Risk Assessment). Individuals were able to conduct their duties in a more responsible manner through our initiative of consultation & participation of employees in safety related activities
- Following specific safety/ EHS and skill up-gradation trainings are given to the employees:
 - » Daily Toolbox Talk (TBT) on activity related topics
 - » Training in first aid through St. John Ambulance, an organization which teaches and provides first aid & emergency medical services
 - » Behavior Based Safety (BBS) training through outside expert faculties
 - » EHS awareness training for new employees



- » HIRA (Hazard Identification and Risk Assessment) training & Environmental Aspect Impact
- » Safety auditor training
- » Practical training on how to operate the fire extinguishers, Fire hydrant, etc.
- » Mock drills every quarter
- » Environment day and safety week celebration in plants to improve awareness through slogan/ essay/ drawing competition and tree plantation
- Wherever possible, employees have been assisted with finding suitable diagnostic centres and hospitals for COVID-19 related testing and treatment
 - » The Company continues to propagate messages of physical distancing, importance of masks, washing hands with soap, using hand sanitizers, etc. through multiple avenues and on multiple forums
 - » Through various employee wellness programs targeted at physical, mental and financial wellness as well as disease and ailment control, the organization has strived to ensure high morale among its workforce even through these difficult times

Innovation

Our core knowledge, experience and expertise represent our intellectual capital, which drives us to create value for our customers, understand the applications desired in the industry, and utilize the learnings to create and develop industry-first products. We proactively embrace technological developments and encourage discussions and dialogues that will spur innovation across a wide spectrum of disciplines and departments across all our operations. We motivate our talent pool to nurture and implement innovative ideas, with reward schemes which has led to operational improvements across our plants.

In line with our aim of being an end-to-end pipes and fittings solution provider, the company has been actively strengthening its comprehensive product portfolio. We have launched the following products:

PE-FIT Aqua - HDPE Piping Systems: offers major advantages of polyethylene material which results in much lower installation and whole life cost when compared with traditional piping materials. Finds application in: Potable Water Pipe Network in rural & urban areas, Drip, Sprinkler and Lift Irrigation, Industrial Effluents, Infrastructure Projects, Government Projects, Bore Well Application for Submersible Pumps, Mining Sector for Handling Slurries.

CORFIT Manhole Chambers: made from PE (Polyethylene) material. Finds use in Commercial & Municipal sewerage/ drainage networks.

Holding Patents:

Driven by intense industry expertise accumulated over 3 decades, Prince Pipes has striven to cultivate an innovative mindset to resolve various water related challenges. It is proud to

hold the following patents:

- Single Piece Nahani Trap- a single-piece UPVC injection moulded trap preventing entry of pests, small insects, foul gases into the house through water inlets
- DWC Coupler- a technology that to ensure long lasting, leak-proof pipe joints
- Injection moulded Vent cowl - preventing entry of pests and small insects

We have implemented SCADA systems & automation for compounding process and real time data monitoring systems for production process. We have adopted automation in non-core processes such as pipe lifting and product packaging to further optimise the cost. These initiatives will optimise costs and help Prince Pipes to be viewed as a progressive, and future- ready brand.

Quality Control, Assurance & Certifications

Our stringent quality parameters create a strong aspect of competitive advantage. We enjoy product and process approvals from discerning project partners in the real estate, infrastructure, and agriculture sectors, who have become a proud point of reference for Prince Pipes. As a result, we have emerged as a dependable supplier of pipes and fittings to quality-demanding customers across several industries.

Being of high quality, our products are the natural preferred choice amongst customers. In addition, we have implemented Integrated Management Systems (IMS), which comprises of Quality Management System – QMS (ISO 9001:2015), Environmental Management System - EMS (ISO 14001:2015), Occupational Health & Safety Management Systems - OHSMS (ISO 45001:2018) and Energy Management System – EnMS (ISO 50001:2018) across all our plants & corporate office except Telangana, which is planned in FY23.

A wide range of our products adhere to Bureau of Indian Standards [BIS], American Society for Testing and Materials (ASTM) and other quality standard. SILENTFIT pipes are certified by Fraunhofer IBP, Germany and Trubore brand products adhere to BIS, ASTM, Water Regulation Advisory Scheme (WRAS). The Company uses techniques such as Kaizen, Lean Six Sigma, which monitors function improvements and involves employees across the organisation, from the top management to the production lines. We implement stringent quality checks and testing systems in place through several key processes -- right from the procurement of raw materials to manufactured products and packaging for ensuring superior quality. Multiple parameters are also tracked to ensure no quality slippage - such as the mean time between complaints, customer complaint hit rate, cost of poor quality, percentage of wastage and corrective and preventive measures are undertaken to mitigate the issues and maintain the quality of products and subsequently customer delight.

With the reopening of the economy and the waning of the pandemic, the demand environment continues to be favorable for government-mandated BIS certified products in India, warding off competition from unorganised players. Prince Pipes,

being a dominant pipes and fittings player in the country, is best positioned to take advantage of the scenario.

Internal Control

The Company employees efficient systems of internal controls for business processes, operations, financial reporting, fraud control and compliance with applicable laws and regulations, among others. A well-qualified team of professionals manage core functional areas including finance, procurement, manufacturing, logistics, sales and marketing, human resources, and information technology. The Management team oversees designing, implementing, and maintaining adequate internal controls relevant to the preparation and presentation of the restated financial information. Regular internal audits and checks ensure that responsibilities are executed effectively. The Audit Committee, along with the management, actively reviews performance and statutory information with the help of internal auditors. It also reviews the adequacy and effectiveness of internal control systems and suggests improvements for strengthening them in view of changing business needs.

Cautionary Statement

Certain Statements found in the Management Discussion and Analysis may constitute "Forward Looking Statements" within the meaning of applicable securities laws and regulations. These forward looking statements involve known and unknown risks, uncertainties and other factors that are difficult to predict and which may cause our actual results, performance or achievements to be different from any future results, performance and achievements expressed or implied by these statements. In accordance with the Code of Corporate Governance approved by the Securities and Exchange Board of India, shareholders and readers are cautioned that in the case of data and information external to the Company, no representation is made on its accuracy or comprehensiveness though the same are based on sources thought to be reliable. The Company does not undertake to make any announcement in case any of these forward looking Statements become materially incorrect in future or any update made thereon.



BOARD'S REPORT

Dear Members,

Your Directors have immense pleasure in presenting the Thirty Fifth (35th) Annual Report on the business and operations of Prince Pipes and Fittings Limited ("the Company") together with the audited financial statements for the Financial Year ended March 31, 2022.

Financial Results

The key highlights of the financial results of your Company for the financial year ended March 31, 2022 and comparison with the previous financial year ended March 31, 2021 are summarised below:

(₹ In millions)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Revenue from Operations	26,568.32	20,715.17
Less: Expenses	22,412.21	17,098.84
EBITDA	4,156.11	3,616.33
Less:		
Finance Cost	139.04	206.67
Depreciation	703.07	594.17
Add:		
Other Income	54.71	175.99
Profit before Tax	3,368.71	2,991.48
Less: Tax Expenses	874.68	773.16
Profit After Tax	2,494.03	2,218.32
Add: Total Other Comprehensive Income	1.92	3.12
Total Comprehensive Income for the year	2,495.95	2,221.44

Overview of Financial Performance

- ❖ Revenue from operations at ₹ 26,568.32 million compared to ₹ 20,715.17 million in FY21, translating to a growth of 28.26%
- ❖ Sales volume at 1,39,034 MT in FY22 as compared to 1,38,289 MT in FY21, translating to a growth of 0.54 %
- ❖ EBITDA for FY22 at ₹ 4,156.11 million compared to ₹ 3,616.33 million in FY 21, growth of 14.93 %
- ❖ PAT for FY22 at ₹ 2,494.03 million compared to ₹ 2,218.32 million in FY21, growth of 12.43%

Dividend

During the year under review, your Company had declared the interim dividend for the Financial Year 2021-2022 on November 02, 2021. An interim dividend of ₹1.5/- (Rupees One and Half only) (at the rate of 15 percent) on each fully paid-up equity share of ₹10/- (Rupees Ten Only) of the Company amounting to

₹ 165.04 Million was paid out of the profits of the Company for the period ended September 30, 2021 to those members of the Company whose names appeared in the Register of Members of the Company on November 15, 2021, being the Record Date for payment of Interim Dividend.

Directors have further recommended a Final dividend of ₹ 2.0 /-(Rupees Two Only) (at the rate of 20 percent) per share for financial year 2021-2022 on its paid up equity share capital, as may prevail on the record date fixed for the purpose of dividend eligibility of the members, subject to approval of members in the ensuing Annual General Meeting of the Company.

The details with respect to unpaid/unclaimed dividend are available on the Company's website at <https://www.princepipes.com/unpaid-unclaimed-dividend>.

Pursuant to the provisions of Regulation 43A of SEBI (LODR) Regulations, 2015, the Company has formulated its Dividend Distribution Policy which is available on the website of the Company <https://www.princepipes.com/investors/corporate-governance/policies>

Reserves

Your Directors have proposed not to transfer any amount to General Reserves of the Company for the financial year 2021-22.

Material changes and Commitments affecting the Financial Position of the company

There have been no material changes and commitments affecting the financial position of the Company between the end of the financial year and date of this report. There has been no change in the nature of business or any activity of business of the Company.

Share Capital

Authorised Share Capital

As on March 31, 2022, the Authorised Share Capital of the Company was ₹1,500 million divided into 149.40 million Equity Shares of ₹ 10/- each and 0.60 million Compulsory Convertible Preference Shares ("CCPS") of ₹ 100/- each.

Allotment of Equity Shares pursuant to "Employee Stock Options -2017"

During FY 2022, 0.54 million options were granted to eligible employees of the Company in terms of Employees Stock Option Plan (Prince Pipes and Fittings Limited ESOP 2017) on November 02, 2021. These shares shall rank pari passu, in all respect with the existing equity shares of the Company. The aforesaid Options have been granted at an exercise price of ₹ 200/- per option. These shares are admitted for trading on NSE and BSE.

After allotment of aforesaid equity shares, the paid-up share capital of the Company stands increased from 110.03 million Equity Shares @ ₹ 10/- each aggregating to ₹ 1,100.26 million to 110.56 million Equity Shares of ₹ 10/- each aggregating to ₹ 1,105.61 million.

Further, during the year under review, there have been no changes in the Employees Stock Option Plan (Prince Pipes and Fittings Limited ESOP 2017) of the Company. Further, it is confirmed that the ESOP Scheme of the Company is in compliance with SEBI (Share Based Employee Benefits) Regulations, 2014. The applicable disclosures as stipulated under Regulation 14 of SEBI (Share Based Employee Benefits) Regulations, 2014 with regard to Employees Stock Option Plan of the Company are available on the website of the Company at www.princepipes.com and web link for the same is <https://www.princepipes.com/general-meeting>. A certificate from the Secretarial Auditors of the Company certifying that the Employee Stock Option Scheme of the Company is implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014 and in accordance with the resolutions passed in the General Body Meetings will be available for inspection during the AGM to any person having right to attend the meeting.

Paid Up Share Capital

As on March 31, 2022, the Paid-up Equity Share Capital of the Company was ₹110.56 million Equity Shares of ₹10/- each aggregating to ₹ 1,105.61 million.

Equity shares lying in the Suspense Account

In compliance with Para F of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company confirms that no shares of the Company are lying in the Suspense Account.

Utilization of IPO and Pre-IPO Proceeds

Your Company had appointed HDFC Bank Limited as the Monitoring agency in terms of regulation 16 of SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2009 as amended, to monitor the utilization of IPO proceeds and Company has obtained monitoring reports from the Monitoring agency from time to time and filed the same with both exchanges where equity shares of the Company are listed. The proceeds realized by the Company from the initial Public offering is utilized as per objects of the offer as disclosed in the Prospectus of the Company.

Out of the IPO proceeds of ₹ 2,500 million, your Company has utilized ₹ 2,500 million fully as per objects of the offer and there is no unutilized amount lying with the Bank. The proceeds of the issue were mainly utilized for repayment or prepayment of certain outstanding loans availed by our Company, purchase of capital goods/upgradation of equipments and General corporate purposes. There has been no deviation in the utilization of the IPO proceeds of the Company. The Monitoring Agency Reports' are available at the Company's website at <https://www.princepipes.com/investors/shareholders-corner/agency-report#other-disclosures>

Further, the details of Utilisation of Net IPO Proceeds and proceeds from Pre IPO placement for the year ended March 31, 2022 has been provided in notes to the Accounts.

Transfer Of Funds To Investor Education And Protection Fund (IEPF):

Pursuant to applicable provisions of the Companies Act, 2013 ("Act") read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), all unpaid or unclaimed dividends are required to be transferred by the Company to the Investor Education and Protection Fund ("IEPF" or "Fund") established by the Central Government, after completion of seven years from the date the dividend is transferred to unpaid/unclaimed account. Further, according to the Rules, the shares in respect of which



dividend has not been paid or claimed by the members for seven consecutive years or more shall also be transferred to the demat account created by the IEPF Authority.

During FY 2021-22, the company had not transferred any shares to Investor Education and protection Fund ("IEPF"). As on the March 31, 2022, ₹ 0.29 million is lying as the unclaimed dividend amount.

Subsidiary / Associate Companies/ Joint Venture

During the period under review, the Company does not have any Subsidiary, Joint Venture or Associate Company hence, disclosure regarding the Subsidiary, Joint venture or Associate Company in the Form AOC-1 is not applicable.

Management Discussion and Analysis

The management of your company presents the analysis of performance of the Company for the Financial Year ended March 31, 2022 and its outlook for the future prepared pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and which forms part of this Annual Report. This outlook is based on assessment of the current business environment. It may vary due to future economic and other developments.

Credit Rating

The details of credit ratings obtained from M/s. CRISIL Ratings Ltd are as under:

Total Bank Loan Facilities Rated	₹ 668 Crore (Enhanced from ₹591 Crore)
Long Term Rating	CRISIL A+/Stable (Upgraded from 'CRISIL A/Positive')
Short Term Rating	CRISIL A1+ (Upgraded from 'CRISIL A1')
₹50 Crore Commercial Paper	CRISIL A1+ (Upgraded from 'CRISIL A1')

Borrowings

The aggregate borrowings of your Company stood at ₹ 1500 million as at March 31, 2022 as compared to ₹ 852.20 million as at March 31, 2021. The company has taken borrowings amounting to ₹ 647.80 million for the period under review.

Corporate Governance

Corporate Governance Report prepared pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of this Board Report.

Compliance with Secretarial Standards

The Company has complied the applicable provisions of Secretarial Standards i.e. SS-1 and SS-2, issued by Institute of Company Secretaries of India and approved by the Central Government under Section - 118 (10) of the Act during the year under Report.

Business Responsibility Report

Business Responsibility Report prepared pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of this Board's Report.

Insurance

The company has maintained insurance policies on the production facilities, stock transit policy, property, plant and equipment, inventories, import of consignment and damage due to fire, earthquakes, floods and other natural disasters. In addition, The Company has insurance policies for employees i.e. Staff Personal Accident, Staff Group Mediciam along with Directors' and Officers' (D & O) Liability Insurance. Further, the company also has Cyber Liability Insurance & Commercial Crime Policy.

Fixed Deposits

Your company has neither accepted nor renewed any Fixed Deposits during the year under review as defined under section 73 of the Companies Act, 2013 and rules framed there under.

Particulars of Loans, Guarantees or Investment

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

Directors Responsibility Statement

The Board of Directors acknowledge the responsibility for ensuing compliances with the provisions of Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013 in the preparation of annual accounts for the year ended on March 31, 2022 and state that:

- in the preparation of the annual accounts, the applicable accounting standards had been followed and there are no material departures from the same;
- the Directors have selected such accounting policies and applied 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 March 31,

2022 and of the profit of the Company for the year ended on that date;

- c. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the Directors have prepared the annual accounts on a going concern basis;
- e. the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively;

Accounting Treatment

The Accounting Treatment is in line with the applicable Indian Accounting Standards (IND-AS) recommended by the Institute of Chartered Accountants of India (ICAI) and prescribed by the Central Government.

Corporate Social Responsibility

In accordance with the provisions of section 135 of the Companies Act, 2013 and the rules made thereunder, your Company has constituted Corporate Social Responsibility Committee of Directors. The role of the Committee is to review CSR activities of the Company periodically and recommend to the Board amount of expenditure to be spent on CSR annually. The details of the CSR Committee are given in the Corporate Governance Report.

The detailed report on CSR activities carried out by the Company during FY 2021-22 is annexed to this report as **Annexure A**.

The corporate social responsibility policy of the Company can be viewed on the Company's website at <https://www.princepipes.com/investors/corporate-governance/policies>

Nomination and Remuneration Policy

The Company has a Nomination and Remuneration Policy in place. For details on the same, please refer to the Corporate Governance Report. The Non-Executive Directors of the Company shall be entitled to receive remuneration by way of sitting fees for attending meeting of the Board and Committees thereof.

Vigil Mechanism / Whistle Blower Policy

Pursuant to Section 177(9) and (10) of The Companies Act, 2013 and Regulation 22 of the Listing Regulations, the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairman of the Audit Committee in exceptional cases. None of the personnel of the Company have been denied access to the Audit Committee. The Whistle Blower Policy is displayed on the Company's website at <https://www.princepipes.com/investors/corporate-governance/policies>

Risk Management

Pursuant to the Regulation 21 of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, Risk Management Committee of the Board of the Company was formed with effect from June 25, 2020 and reconstituted from May 19, 2022 for monitoring and reviewing of the risk management plan, identifying and assessing the nature and extent of internal and external risks that may impact the Company in achieving its strategic objectives.

The Risk Management framework defines the risk management approach across the enterprise. Your Company is faced with risks of different types, each of which need varying approaches for mitigation. Details of various risks faced by your Company are provided in the Management Discussion and Analysis.

Code of Conduct

The Company has in place, a policy on the Code of Conduct which is applicable to the Members of the Board and Senior Management Personnel of the Company.

The said Policy lays down the standard of conduct which is expected to be followed by the Directors and the Senior Management Personnel in their business dealings and in particular on matters relating to integrity in the workplace, in business practices and in dealing with the Stakeholders. It also lays down the duties of Independent Directors towards the Company. The Directors and the Senior Management Personnel of the Company are expected to abide by this Code as well as other applicable Company policies or guidelines.

The Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct applicable to them, during the year ended March 31, 2022. A Certificate duly signed by the Managing Director, on the compliance with the Code of Conduct is given in the Corporate Governance Report. The said Code



is available on the website of the company at <https://www.princepipes.com/investors/corporate-governance/policies>

Prevention of Insider Trading

The Company has adopted a Code of Conduct for Prevention of Insider Trading, in accordance with the requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

The Company Secretary is the Compliance Officer for monitoring adherence to the said Regulations. The Code is displayed on the Company's website at <https://www.princepipes.com/investors/corporate-governance/policies>

Directors and Key Managerial Personnel

The Board of your Company is duly constituted with a proper balance of Executive, Non-Executive and Independent Directors. Pursuant to Section 149 (1) and 161 of the Companies Act, 2013 read with Rule 8 (5) (iii) of the Companies (Accounts) Rules, 2014, the details relating to directors and key managerial personnel who were appointed or have resigned are reported as under:

Changes in Board Composition during FY 2021-22 and up to the date of this report is furnished below:

Resignation of Director

During the period under review, following directors have resigned:

- ❖ Mr. Rajesh Pai, (DIN: 02930658), Nominee Director, nominated by South Asia Growth Fund II Holdings LLC, South Asia EBT Trust represented by Orbis Capital Limited resigned from the board of the Company with effect from June 26, 2021 due to pre-occupancy/personal reasons.
- ❖ Mr. Satish Chavva, (DIN:03615175), Nominee Director, nominated by Oman Joint India Investment Fund resigned from the board of the Company with effect from November 23, 2021 due to pre-occupancy/personal reasons.
- ❖ Mr. Mohinder Pal Bansal, (DIN: 01626343), Independent Director resigned from the Board of the Company with effect from May 19, 2022 due to personal reasons.

The Board places on record its appreciation for the valuable guidance and assistance received from them during their tenure as directors with the Company.

Appointment/ Re- appointment of Director

- ❖ Mr. Dilip Deshpande, (DIN: 08488986), was re-appointed as an Independent Director on the board of the Company

pursuant to Section 149 of the Companies Act, 2013 for the Second term of Five (5) years w.e.f June 28, 2022 and will hold office up to June 29, 2027.

The approval of the shareholders for their appointment / re-appointment as Directors has been sought in the Notice convening the AGM of your Company.

Retire by Rotation

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Parag Chheda (DIN: 00013222), director, is liable to retire by rotation at the ensuing Annual General Meeting of the Company and being eligible has offered himself for re-appointment. Necessary resolution for his re-appointment is included in the Notice of AGM for seeking approval of Members. The Directors recommend his re-appointment for your approval. A brief resume and particulars relating to him is given separately as an annexure to the AGM Notice.

Declaration from Directors

In terms of Regulation 25(8) of the Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstances or situations, which exist or may be reasonably anticipated, that could impact their ability to discharge their duties.

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he / she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board of Directors of the Company has taken on record the declaration and confirmation submitted by the Independent Directors after undertaking due assessment of the veracity of the same.

They are not liable to retire by rotation in terms of Section 149(13) of the Act.

Further, in terms of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, all the Independent Directors of the Company are qualified to act as Independent Directors and have registered themselves in the Independent Directors' Database maintained with the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, all the Independent Directors fulfill the criteria of independence as provided under the Act, Rules made thereunder, read with the Listing Regulations and are independent of the management and possess requisite qualifications, experience, and expertise and hold highest standards of integrity

to discharge the assigned duties and responsibilities as mandated by Act and Listing Regulations diligently.

Disclosure regarding the skills/expertise/competence possessed by the Directors is given in detail in the Report on Corporate Governance forming part of this Annual Report.

None of the Directors of the Company are disqualified for being appointed as Directors as specified under Section 164 (2) of the Act read with Rule 14(1) of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

Key Managerial Personnel (KMP)

During the Financial Year 2021-22, no changes occurred in the positions of Managing Director, Chief Financial Officer and Company Secretary and Compliance Officer of the Company.

As on date of this report Mr. Jayant Chheda, Managing Director, Mr. Shyam Sharda, Chief Financial Officer and Mr. Shailesh Bhaskar, Company Secretary are KMPs of the Company in accordance with the provisions of Section 203 of the Companies Act 2013.

Disclosure related to Board and Committees

Board

The Board of Directors met Four (4) times during the financial year 2021-22. The dates on which the Board Meetings were held are as follows:

May 12, 2021; August 05, 2021; November 02 2021; and February 03, 2022.

Committee

The Company has several committees which have been established as a part of the best corporate governance practices and are in compliance with the requirements of the relevant provisions of laws and statutes applicable to the Company. In order to ensure focused attention on business and for better governance and accountability, the Board has constituted the following committees:

- a) Audit Committee
- b) Nomination and Remuneration Committee
- c) Stakeholder Relationship Committee
- d) Corporate Social Responsibility Committee
- e) IPO Committee
- g) Finance Committee

f) Risk Management Committee

The details with respect to the composition, powers, roles, terms of reference, etc. of the aforesaid committees are given in detailed in the "Corporate Governance Report" of the Company which forms part of the Annual Report.

Performance evaluation of the Board

In compliance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulation 2015, annual performance evaluation of the Board and its Directors was carried out individually. Various parameters such as the Board's functioning, composition of its Board and Committees, execution and performance of specific duties, obligations and governance were considered for evaluation. The performance evaluation of the Board as a whole was carried out by the Nomination and Remuneration Committee. The performance evaluation of each Independent Director was also carried out by the Board. The Board of Directors expressed their satisfaction with the evaluation process.

Extract of Annual Return

Pursuant to Section 92(3) read with Section 134(3) (a) of the Companies Act, 2013, the Annual Return for the year ending on March 31, 2022, is available on the Company's website at <https://www.princepipes.com/general-meeting>

Related Party Transactions

All the transactions with Related Parties are placed before the Audit Committee and also placed before the Board for approval. Prior omnibus approval of the Audit Committee and the Board is obtained for the transactions which are of a foreseen and repetitive nature. The transactions entered into pursuant to the omnibus approval so granted are audited and a statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors for their approval on a quarterly basis. All transactions entered into with related parties during the year were on arm's length basis, in the ordinary course of business and in line with the threshold of materiality defined in the Company's policy on Related Party Transactions & are in accordance with the provisions of the Companies Act, 2013, Rules issued thereunder & Regulation 23 of (SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board has formulated and adopted and revised a Related Party Transactions Policy ("RPT Policy") for the purpose of identification, monitoring and reporting of related party transactions. The Revised RPT Policy as approved by the Board is uploaded on the Company's website at <https://www.princepipes.com/investors/corporate-governance/policies>



Further since transactions with the related parties are not material in accordance with the Related Party Transactions Policy, the particulars of such transactions with the related parties are not required to be reported by the Company in Form AOC-2.

The members may refer to note to the financial statements which set out related party disclosures.

Auditors and Reports

Statutory Auditors

Pursuant to the provision of Section 139 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, M/s. N.A. Shah Associates LLP Chartered Accountants (ICAI Firm No: 116560W) was appointed as Statutory Auditors of the Company at 34th Annual General Meeting of the Company held on September 15, 2021 for a term of 5 (five) consecutive years till conclusion of 39th Annual General Meeting.

The Statutory Auditors have given a confirmation that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors.

M/s. N.A. Shah Associates LLP Chartered Accountants, have carried out the statutory audit of the Financial Statements of the Company for the Financial Year ended March 31, 2022. The Notes to Financial Statement referred in Auditors Report are self-explanatory. There are no qualifications, reservations, adverse remarks or disclaimer given by the Statutory Auditors in their report and therefore it does not call for any comments under Section 134 of The Companies Act, 2013. The Auditors Report is annexed with the financial statement forming part of this annual report.

Internal Auditors

Pursuant to the provisions of Section 138 of the Companies Act, 2013 and The Companies (Accounts) Rules, 2014, on the recommendation of the Audit Committee, M/s. Mahajan & Aibara, Chartered Accountants LLP, were re-appointed by the Board of Directors to conduct internal audit of the Company.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI Listing Regulations, M/s. Sanjay Dholakia and Associates (CP No. 1798), Practicing Company Secretaries has been re-appointed as Secretarial Auditor, to undertake Secretarial Audit of the Company for the financial year 2021-22. The report of the

Secretarial Auditor in the prescribed Form MR-3 is annexed to this report as **Annexure B**.

The Secretarial Auditors' Report for the Financial year 2021-22 issued by M/s. Sanjay Dholakia and Associates, Practicing Company Secretaries does not contain any observation or qualification requiring explanation or adverse remark.

Cost Auditors

In terms of the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, the Board of Directors, on the recommendation of the Audit Committee, has re-appointed Ketki D. Visariya, Cost Accountants as Cost Auditor of the Company, for the financial year ending 31st March 2023, on a remuneration as mentioned in the Notice convening the 35th Annual General Meeting for conducting the audit of the cost records maintained by the Company. A Certificate from Ketki D. Visariya, Cost Accountants has been received to the effect that their appointment as Cost Auditor of the Company, if made, would be in accordance with the limits specified under Section 141 of the Act and Rules framed thereunder. A resolution seeking Members' approval for remuneration payable to Cost Auditors forms part of the Notice of the 35th Annual General Meeting of the Company and same is recommended for your consideration.

Cost Audit Report for the year ended 31st March 2021 was filed with the Registrar of Companies, within the prescribed time limit and for the year ended 31st March 2022 the same shall be filed within prescribed time after completion of Cost Audit by Cost Auditors. The Company has made and maintained requisite Cost accounts and records as required to be maintained as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.

Internal Financial Controls

The company has in place Internal Financial Control system, commensurate with size & complexity of its operations to ensure proper recording of financial and operational information & compliance of various internal controls other regulatory & statutory compliances. During the year under review, no material or serious observation has been received from the Internal Auditors of the Company for inefficiency or inadequacy of such controls.

Internal Auditors' comprising of professional Chartered Accountants monitor & evaluate the efficacy of Internal Financial Control system in the company, its compliance with operating system, accounting procedures & policies at all the locations of the company. Based on their report of Internal Audit function, corrective actions in the respective area are undertaken & controls are strengthened. Significant audit observations & corrective action suggested are presented to the Audit Committee.

Details of Fraud Reported by The Auditors

During the year under review, the Statutory Auditors, Secretarial Auditors and Cost Auditors have not reported any instances of fraud committed in the Company by its officers or employees to the Audit Committee under section 143(12) and Rule 13 of the Companies (Audit and Auditors) Rules, 2014 of the Companies Act, 2013.

Conservation of Energy, Foreign Exchange Earnings and Outgo

The information pertaining to conservation of energy and foreign exchange earnings and outgo, as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is annexed to this report as **Annexure C**.

Particulars of Employees

The information required pursuant to Section 197(12) of The Companies Act, 2013 read with Rule 5(1), 5(2) and 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is annexed to this report as **Annexure D**.

Employee Relations

We firmly believe that employees are our greatest asset and the energy, enthusiasm and creativity they bring into the workplace are the key drivers of our success. Maintaining healthy employee relations is at the core of our people strategy. We continuously strive towards enhancing the employee experiences through various HR interventions leading to an engaged & motivated workforce. All our HR programmes are designed to align the employee goals with the Organisational goals & are working intensively towards making it a way of life. Keeping in spirit, we are having a structured learning & development programme in place to ensure that the employees upgrade their skills continuously & contribute in making the Organisation – a learning Organisation. Keeping in view the existing VUCA world, we need to be competitive & in order to keep ourselves aligned with the key business opportunities & the challenges thereof, we have implemented Innovative Culture across the Organisation for fostering innovation & providing ample opportunities to the employees for self - motivation & meaningful engagement

**For and on behalf of Board of Directors of
Prince Pipes and Fittings Limited**

Jayant Chheda

Chairman & Managing Director

DIN: 00013206

Place: Mumbai

Date: August 09, 2022

through Small Group activities, KAIZENS etc. & reward the same for sustaining the employee motivation.

Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules thereunder for prevention and redressal of complaints of sexual harassment at workplace. The said policy including committee composition details is available on the website of the company at <https://www.princepipes.com/investors/corporate-governance/policies>

During the period under review, the Company had not received any complaints on sexual harassment under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Significant and material orders passed by the regulators or courts

No significant material orders have been passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company and its future operations.

Acknowledgement

The Directors place on record their appreciation for the sincere and whole hearted co-operation extended by all concerned, particularly Company's Bankers, Financial Institutions, Security Trustees, Stock Exchanges, Municipal authorities, State Governments, the Central Government, Suppliers, Clientele and the employees of the Company and look forward to their continued support. The Directors regret the loss of life due to COVID-19 pandemic and are deeply grateful and have immense respect for every person who risked their life and safety to fight this pandemic. The Directors also thank the shareholders for continuing their support and confidence in the Company and its management.



Annexure 'A' to the Board's Report

ANNUAL REPORT ON CSR ACTIVITIES

(Pursuant to the Companies (Corporate Social Responsibility) Rules, 2014)

1. Brief outline on CSR Policy of the Company:

We strive to be a socially responsible Company and strongly believe in development which is beneficial for the society at large. Through the CSR program, the Company sets the goal of reaching a global balance that integrates human, environmental and community resources. By means of integrating and embedding CSR into its business operation and participating proactively in CSR initiatives, the Company intends to contribute continuously to the global sustainable development. The objective of this Policy is to set guiding principles for carrying out CSR activities by the Company and also to set up process of execution, implementation and monitoring of the CSR activities to be undertaken by the Company.

2. Composition of CSR Committee as on March 31, 2022:

Sl. No	Name of Director	Position	Designation	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
I.	Mr. Jayant Chheda	Chairman	Promoter/ Executive Chairman/ Managing Director	3	3
II.	Mr. Parag Chheda	Member	Promoter/ Joint Managing Director	3	3
III.	Mrs. Uma Mandavgane	Member	Independent / Non-Executive Director	3	3

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

The web-link is as follows: <https://www.princepipes.com/investors/corporate-governance/policies>

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report):. Not Applicable

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

Sl No.	FY	Amount available for set-off from preceding financial years	Amount required to be set off for the financial year, if any

6. Average net profit of the Company as per section 135(5): INR 1,800.45 million

- Two percent of average net profit of the Company as per section 135(5): INR 36.01 Million
- Surplus arising out of the CSR projects or programmes or activities of the previous financial years: N.A
- Amount required to be set off for the financial year, if any: NIL
- Total CSR obligation for the financial year (7a+7b-7c): INR 36.01 Million

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

Total amount spent for the FY	Amount Unspent (₹ In million)				
	Total amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
	-	-	-	-	-

b) Details of CSR amount spent against on-going projects for the financial year: N.A

SI No	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No).	Location of the Project.		Project Duration	Amount allocated for the project (In ₹)	Amount spent in the current financial Year	Amount transferred to Unspent CSR Account for the project as per Section 135(6)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration Number

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

SI No	Name of the Project	Items from the list of activities in Schedule VII to the Act	Local Area (Yes/No)	Location of the Project		Amount spent for the project (₹ in million)	Mode of Implementation- Direct (Yes/No)	Mode of implementation- through implementing agency	
				State:	District:			Name	CSR registration number
1	Promoting Healthcare	I	Yes	Bihar, Rajasthan & Telangana	Bihar, Rajasthan & Telangana	8.14	Yes	Oxygen Concentrators for Covid Relief	N.A.
2	Promoting Education	II	No	Gujarat	Mandvi, Kutch	5.0	No	Shri Kutch Don Mumbai Mahajan	CSR00005744
3	Promoting Education	II	No	Gujarat	Surendranagar	11.0	No	Shri Jagatbharti Education and Cheritable Trust	CSR00007065
4	Promoting Education	II	Yes	Maharashtra	Ahmednagar	20.0	No	Dr. Vithalrao Vikhe Patil Foundation	CSR00012677

- d) Amount spent in Administrative Overheads: NIL
e) Amount spent on Impact Assessment, if applicable: N.A
f) Total amount spent for the FY (8b+8c+8d+8e): INR 44.14 Million
g) Excess amount for set off, if any: INR 8.13 Million



Sl. NO	Particular	Amount (INR)
I.	Two percent of average net profit of the Company as per section 135(5)	36.01 million
II.	Total amount spent for the FY	44.14 million
III.	Excess amount spent for the financial year [(ii)-(i)]	8.13 million
IV.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
V.	Amount available for set off in succeeding financial years [(iii)-(iv)]	8.13 Million*

*Cumulative Amount ₹ 12.73 million

9. Details of Unspent CSR amount for the preceding three financial years:

Sl. No	Preceding FY	Amount transferred to Unspent CSR Account under section 135 (6)	Amount spent in the reporting FY	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial years
				Name of the Fund	Amount	Date of transfer	
1	2018-19	NIL	16.00 million	-	-	-	-
2	2019-20	NIL	10.00 million	-	-	-	-
3	2020-21	NIL	N.A	-	-	-	-

b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): N.A

Sl no	Project ID	Name of the Project	FY in which the project was Commenced	Project duration	Total amount allocated for the project	Amount spent on the project in the reporting FY	Cumulative amount spent at the end of reporting FY	Status of the project- Completed/ Ongoing

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details): N.A

- Date of creation or acquisition of the capital asset(s).
- Amount of CSR spent for creation or acquisition of capital asset.
- Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.
- Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

11. Specify the reason(s), if the Company has failed to spend two Percent of the average net profit as per section 135(5).

The company has just embarked on the journey of ascertained CSR programs. For this reason, during 2 preceding financial years, the Company's spend on the CSR activities has been less than the limits prescribed under Companies Act, 2013. The Company intends to spend the shortfall of the prescribed amounts on CSR projects after suitable identification of CSR Projects.

For and behalf of Board of Directors of
Prince Pipes and Fittings Limited

Sd/-

Jayant Chheda

Chairman & Managing Director

DIN: 00013206

Place: Mumbai

Date: August 09, 2022

CFO CERTIFICATE

This is to certify that the funds allocated for CSR Projects during F.Y. 2021-2022 have been utilized for the specified purpose.

**For and behalf of Board of Directors of
Prince Pipes and Fittings Limited**

Sd/-

Shyam Sharda

Chief Financial Officer (CFO)

Place: Mumbai

Date: August 09, 2022



Annexure 'B' to the Board's Report

Form No. MR-3
SECRETARIAL AUDIT REPORT

For the Financial year ended 31st March 2022
[Pursuant to section 204(1) of the Companies Act, 2013 and
rule No.9 of the Companies (Appointment and Remuneration of
Managerial Personnel) Rules, 2014]

To,
The Members,
PRINCE PIPES AND FITTINGS LIMITED
CIN L26932GA1987PLC006287
GOA

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Prince **Pipes And Fittings Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company of books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2022 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
 - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
 - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015;
 - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
 - (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable during the year under review)
 - (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; There were no proposals for delisting of its Equity shares during the year under review and
 - (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; There were no Buy Back of its Equity shares during the year under review.
 - (vi) Other laws applicable to Company
 - 1. Custom Act 1962
 - 2. Foreign Trade Policy 2015-2020
 - 3. Excise laws and Other State Vat Laws applicable
 - 4. Labour Laws and other incidental laws related to labour and employees.
 - 5. Shop and Establishment Act & Rules (State wise)
 - 6. Acts prescribed under prevention and control of pollution and environmental protection.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India;
- (ii) The Listing Regulations entered into by the Company with the BSE Limited and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), Regulations 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the

Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decisions of the Board are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this Report.

For SANJAY DHOLAKIA & ASSOCIATES

(SANJAY R DHOLAKIA)

Practicing Company secretary
Proprietor

Membership No. 2655
CP No.: 1798

Place: Mumbai
Date: 9th August, 2022

UDIN: F002655D000764339
Peer Review Certificate no. 2036/2022



Annexure A to Secretarial Audit Report

To,
The Members,
PRINCE PIPES AND FITTINGS LIMITED
CIN L26932GA1987PLC006287
GOA

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial record. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. We believe that the practices and processes we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained management representation about the compliance of laws, rules, regulations, norms and standards and happening of events.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, norms and standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For SANJAY DHOLAKIA & ASSOCIATES

(SANJAY R DHOLAKIA)
Practicing Company secretary
Proprietor

Membership No. 2655
CP No.: 1798

Place: Mumbai
Date: 9th August, 2022

UDIN: F002655D000764339
Peer Review Certificate no. 2036/2022

Annexure 'C' to the Board's Report

I. CONSERVATION OF ENERGY

A) Energy Conservation measures taken

All business units are continuously putting in their efforts to improve energy usage efficiencies and increase contributions from energy saving initiative taken by the Company in F.Y. 2021-22

Measures taken include:

- Continuously monitoring of energy parameters like load factor, maximum demand etc.
- Introducing energy efficient equipment by replacing the conventional equipment. (Energy efficient pumps, motors, vfd , servo, LED lights)
- Introduced multi cavity moulds & high output production equipment to improve energy efficiency
- KPI (Key Performance Indicators) monitoring of unit / kg every month to create awareness and to keep focus on it.
- Energy audit through independent agency (TUV Rheinland) for ISO50001:2018 (for all our plants located at Athal, Dadra, Haridwar, Chennai, Jaipur, Kolhapur & Corporate Office-Mumbai)
- Utilization of renewable energy by using
 1. third party wind energy at Chennai plant
 2. solar energy at Athal, Dadra, Haridwar, Jaipur factories, through roof top solar panels
- Repair and overhauling of electrical equipment's etc.
- Reduction in emission of greenhouse gases by improving energy efficiency at all plants.
- Use of CFC free refrigerant in all our HVAC's
- Expenditure on R & D: Not significant

B) Impact of measures taken

The measures taken have resulted in optimizing use of available resources.

Total energy consumption and energy consumption per unit of production as per specified in Schedule.

Sr. No.	Particulars	Unit	Year Ended March 31, 2022	Year Ended March 31, 2021
(A)	Power and Fuel Consumption			
1.	Electricity			
a.	Purchased			
	Total Unit	Kwh	686,55,334	612,85,618
	Total Amount	₹ in million	431.25	406.45
	Average Rate Per Kwh.	₹	6.28	6.63



Sr. No.	Particulars	Unit	Year Ended March 31, 2022	Year Ended March 31, 2021
b.	Own Generation			
	(Through Diesel)	Kwh	1,67,910	1,87,533
	Units per Ltr of diesel	Kwh	2.86	3.19
	Cost/unit	₹	32.38	21.95
2.	Furnace Oil & Diesel			
	Quantity	Ltr.	58,771	58,759
	Total Amount	₹ in million	5.44	4.12
	Average Rate Unit	₹	92.51	70.04

(B) Consumptions per unit of Production of Electricity

	Year Ended March 31, 2022		Year Ended March 31, 2021	
	Unit(Kwh)	Amount (₹ in million)	Unit(Kwh)	Amount (₹ in million)
Purchased	686,55,334	431.25	612,85,618	406.45
Own Generation	1,67,910	5.44	1,87,533	4.12
Total	688,23,244	436.68	614,73,151	410.56

a. FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information on foreign exchange earnings and outgo is as mentioned below:

Your company continuously reviews the possibility of further exports based on the international demand and price.

(₹ in million)

Sr. No	Particulars	2021-22	2020-21
1.	Foreign Exchange Earnings – Export at FOB value	77.11	29.72
2.	CIF Value of Imports	9,475.20	4,122.36
3.	Foreign Exchange Outgo	4.38	46.96

For and on behalf of Board of Directors of
Prince Pipes and Fittings Limited

Jayant Chheda
Chairman & Managing Director
DIN: 00013206

Place: Mumbai
Date: August 09, 2022

Annexure 'D' to the Board's Report

PARTICULARS OF EMPLOYEES

A. PARTICULARS UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 AND RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

(i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2021-22

Name	Designation	Ratio
Mr. Jayant Chheda	Chairman & Managing Director	67:1
Mr. Parag Chheda	Joint Managing Director	56:1
Mr. Vipul Chheda	Executive Director	51:1

#Since Independent and Non-Executive Directors received no remuneration, except sitting fees for attending Board /Committee Meetings, the required details are not applicable.

ii) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the Financial Year 2021-22:

Name	Designation	%
Mr. Jayant Chheda	Chairman & Managing Director	20%
Mr. Parag Chheda	Joint Managing Director	20%
Mr. Vipul Chheda	Executive Director	20%
Mr. Shyam Sharda	Chief Financial Officer	8.10%
Mr. Shailesh Bhaskar	Company Secretary	23.33%

#Since Independent and Non-Executive Directors received no remuneration, except sitting fees for attending Board /Committee Meetings, the required details are not applicable.

(iii) The percentage increase in the median remuneration of employees in the Financial Year: 23%

(iv) The number of permanent employees on the rolls of the Company: - 1,665

(v) Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof: ---

The median percentage increase made in the salaries of employees other than managerial personnel was 23%, while the increase in the remuneration of managerial personnel was 10.5%. The increase in the salary of employees was as per the Industry benchmarks.

(vi) Affirmation that the remuneration is as per the Remuneration Policy of the Company: Yes



B. INFORMATION AS PER RULE 5 (2) & (3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIALPERSONNEL) RULES, 2014.

- i) Employed throughout the financial year, was in receipt of remuneration for that year, in the aggregate, was not less than one crore and two lakhs rupees. –

Sr. No	Name	Designation	Remuneration received (₹ in million)	Qualification	Total No. of Experience (Years)	Date of commencement of Appointment	Date of Birth	Age	Last Employment held	% of equity shares held
1	Mr. Vininder Singh Baweja	Chief Operating Officer	15.43	B.Tech, MBA –IIT Roorke	17 Years	26-07-2019	08-12-1979	43 Years	Hindustan Unilever Ltd	NIL

- ii) None of the employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month as per clause (ii) of Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- iii) Employees mentioned above are neither relatives of any directors or managers of the Company, nor hold 2% or more of the paid-up equity share capital of the Company as per Clause (iii) of sub-rule (2) of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**For and on behalf of Board of Directors of
Prince Pipes and Fittings Limited**

Jayant Chheda
Chairman & Managing Director
DIN: 00013206

Place: Mumbai
Date: August 09, 2022

Corporate Governance Report

The report on Corporate Governance is prepared pursuant to Regulation 34(3) read with Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations"/ "Listing Regulations").

1. PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

The Company is committed and always strives to achieve optimum performance at all levels by adhering to corporate governance practices, such as:

- Fair and transparent business practices
- Effective management control by Board
- An optimum combination of promoter, executive, independent and women directors on the Board
- Accountability for performance
- Monitoring of executive performance by the Board
- Compliance of laws
- Transparent and timely disclosure of financial management information and performance

The Company believes that adherence to high standards of corporate governance is essential for sustained corporate growth.

2. BOARD OF DIRECTORS

Composition and Category of Directors:

Your Company's Board of Directors at present comprises of Seven (07) directors, of which four (4) are Independent Directors of which One (1) is a Woman Director, three (3) are Promoter & Executive Directors. The Board's composition is in compliance with the requirements of Regulation 17(1) of Listing Regulations read with Section 149 of the Act. The Managing Director, Joint Managing Director and the Whole-time Director conducts the day-to-day Management of the Company subject to the supervision and control of the Board of Directors. The Directors possess experience in diverse fields including banking, finance, governance, taxation, Mergers & Acquisitions, sales & marketing Etc. The rich and varied experience of the Board has proved to be of immense value to the company.

The Board of Directors of the Company is headed by an Executive Chairman and consists of the following directors as on March 31, 2022, as indicated below:

Name of the Director	Category
Mr. Jayant Chheda (DIN: 00013206)	Promoters and Executive Directors
Mr. Parag Chheda (DIN: 00013222)	
Mr. Vipul Chheda (DIN: 00013234)	
Mr. Ramesh Chandak (DIN: 00026581)	Non- Executive Independent Directors
Mr. Mohinder Pal Bansal (DIN: 01626343)#	
Mr. Dilip Deshpande (DIN: 08488986)	
Mrs. Uma Mandavgane (DIN: 03156224)	
Mr. Rajendra Vallabhaji Gogri (DIN: 00061003)	

Mr. Mohinder Pal Bansal (DIN: 01626343), Independent Director resigned from the board w.e.f May 19, 2022 due to personal reasons.

None of the Directors hold Directorships in more than twenty (20) Indian Companies including ten (10) Public Limited Companies. Further, none of the Directors on the Board is a member of more than ten (10) Board Committees and Chairperson of more than five (5) Board Committees across all public companies in which he/she is a Director. All the Directors have made necessary disclosures regarding Committee positions occupied by them in other companies. (Board Committees for this purpose include the Audit Committee and the Stakeholders Relationship Committee).



None of the Independent Directors of the Company serve as Independent Directors in more than seven (7) listed companies and none of the Whole time Directors of any listed Company serve as Independent Directors in more than three (3) listed companies.

Name of the Director	Date of Appointment in the current term/cessation	Listed Entity in which Board member is a director including this listed entity	No of Directorships in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	No. of Equity Shares held
Independent Directors						
Mr. Ramesh Chandak	3 years w.e.f. September 15, 2020	KEC International Limited	5	8	4	0
		Parag Milk Foods Limited				
		Ram Ratna Wires Limited				
		Summit Securities Limited				
		Prince Pipes and Fittings Limited				
Mr. Mohinder Pal Bansal#	3 years w.e.f. September 15, 2020	Allcargo Logistics limited	3	4	3	0
		Prince Pipes and Fittings Limited				
Mrs. Uma Mandavgane	3 years w.e.f. September 15, 2020	Prince Pipes and Fittings Limited	1	2	0	0
Mr. Dilip Deshpande	5 years w.e.f. June 29, 2022*	Prince Pipes and Fittings Limited	1	0	0	0
Mr. Rajendra Gogri	3 years w.e.f. June 25, 2020	Aarti Industries Limited	2	2	0	0
		Prince Pipes and Fittings Limited				
Executive Directors (Promoters)						
Mr. Jayant Chheda	3 years w.e.f. August 21, 2020	Prince Pipes and Fittings Limited	1	0	0	66,52,405
Mr. Parag Chheda	3 years w.e.f. August 21, 2020	Prince Pipes and Fittings Limited	1	2	0	2,15,83,303
Mr. Vipul Chheda	3 years w.e.f. August 21, 2020	Prince Pipes and Fittings Limited	1	1	0	2,21,48,300

Mr. Mohinder Pal Bansal (DIN: 01626343), Independent Director resigned from the board w.e.f May 19, 2022, due to personal reasons.

* The Board of Directors at its meeting held on May 19, 2022 re-appointed Mr. Dilip Deshpande as an Independent Director of the Company subject to approval of the members at the ensuing Annual General Meeting of the Company, to hold office for the second term of five (5) consecutive years commencing from June 29, 2022 to June 28, 2027.

Skills/expertise/competence of the board of directors

Name of the Director	Business development and strategy	Building Material Business	Information technology	Accounts & Finance	Corporate Governance & Ethics	Sales and Marketing
Mr. Jayant Chheda	✓	✓		✓	✓	✓
Mr. Parag Chheda	✓	✓	✓	✓	✓	✓
Mr. Vipul Chheda	✓	✓			✓	✓
Mr. Ramesh Chandak	✓		✓	✓	✓	✓
Mr. Mohinder Pal Bansal	✓	✓	✓	✓	✓	✓
Mr. Dilip Deshpande	✓	✓			✓	
Mrs. Uma Mandavgane	✓		✓	✓	✓	
Mr. Rajendra Gogri	✓		✓	✓	✓	✓

The Board comprises of qualified members who bring in the required skills, expertise and competence as mentioned below which allow them to make effective contributions to the Board and its committees. The members of the Board are committed to ensure that the Company is in compliance with the highest standards of corporate governance.

Profile of the Board of Directors

The profiles of the Directors of the Company as on March 31, 2022 are as under:

Mr. Jayant Chheda Founder, Chairman and Managing Director (CMD)

Mr. Jayant Chheda, aged 76 years, is the Chairman and Managing Director of our Company. He has been associated with our Company since incorporation as a Director. He has an extensive industry knowledge and over four decades of experience in the plastic industry. He was awarded the 'Lifetime Achievement Award' at the Vinyl India Conference, 2014.

Mr. Parag Chheda Joint Managing Director (JMD)

Mr. Parag Chheda, aged 51 years, is a Joint Managing Director (JMD) of our Company. He has been associated with our Company since April 27, 1996 as a Director. He holds an associate degree in business administration from Oakland Community College. He has over 25 years of experience in the piping industry. He was awarded the 'Inspiring Business Leader Award' at the Economic Times Summit, 2016 for the 'Business and Industry' sector.

Mr. Vipul Chheda Executive Director

Mr. Vipul Chheda, aged 47 years, is an Executive Director of our Company. He has been associated with our Company since March 11, 1997 as a Director. His honed skills and dedication towards our vision have made him a vital part of our growth story. He has over 25 years of experience in the piping industry.

Mr. Rajendra Gogri Independent Director

Mr. Rajendra Gogri aged 63 years, is an Independent Director of our Company. He was appointed to our Board on June 25, 2020. He holds a Master's degree in Chemical Engineering from Iowa University, USA, and is a rank holder from UDCT Institute, Mumbai. In addition to his technical expertise, he is adept at handling financial and commercial matters as well. Mr. Gogri has been awarded the prestigious 'Distinguished Alumnus Award' from UDCT in 1995 for excellent performance as an 'Entrepreneur in Chemical Industry'. He was recently honoured with the 'Hurun

Most Respected Entrepreneur of the Year – India' award in the year 2019. In the same year, he was also presented by Indian Chemical Council with the 'Lala Shriram National Award' for the leadership in the chemical industry. He is the Chairman and Managing Director of Aarti Industries Limited.

Mr. Dilip Deshpande Independent Director

Mr. Dilip Deshpande, aged 71 years, is an Independent Director of our Company. He was appointed to our Board on June 29, 2019. He holds a bachelor's degree in Science and technology with specialization in Petrochemicals technology and post graduate diploma in business management. He has over 45 years of experience in polymers and plastics processing industries having served C-level roles in multiple corporates, including Finolex Industries Ltd. He also provides professional coaching to executives.

Mr. Ramesh Chandak Independent Director

Mr. Ramesh Chandak, aged 76, is an Independent Director of our Company. He has been associated with our Company since September 17, 2017 as an Independent Director. He is the CEO of RDC Business Advisory, which provides individualized leadership coaching, strategy, succession planning and management services. Prior to starting his Advisory practice, he was the MD & CEO of KEC International Limited. He has had a successful career spanning over 40 years across Engineering, infrastructure edible oils and textiles industries having global corporate experience working in India, Malaysia and USA. He currently serves on the Boards of various listed companies and not for profit organizations. He is a recipient of CA Business Leader Award in 2008 by the Institute of Chartered Accountants of India. He is a former President of Indian Electrical & Electronics Manufacturers Association (IEEMA).

Mrs. Uma Mandavgane Independent Director

Mrs. Uma Mandavgane, aged 55 years, is an Independent Director of our Company. She has been associated with our Company since September 17, 2017, as an Independent Director. She is a Chartered Accountant and Certified Information Systems Auditor. She is a professional with experience spanning 28 years in Corporate Finance Management and Risk Advisory Consulting and had held senior position in Big 4 consulting firm. Currently Uma has an independent practice providing Business and Technology Risk in Information Systems Security domain and Data Analytics in Internal Audits. Her last professional stint was in Zee Media Corporation Ltd.



**Mr. Mohinder Pal Bansal
Independent Director**

Mr. Mohinder Pal Bansal, aged 65 years, is an Independent Director of our Company. He has been associated with our Company since September 17, 2017 as an Independent Director. He is a Chartered Accountant by qualification. He has more than 25 years of experience in Mergers & Acquisitions, Strategic Advising, Capital Markets, Company Portfolio Integration as well as post acquisition performance management in India, Asia and Europe. He is currently on board of several corporate bodies such as Blacksoil Capital Pvt. Ltd., Allcargo Logistics Ltd. and others.

Independent Directors:

Formal letters of appointment have been issued to the Independent Directors. The terms and conditions of their appointment are disclosed on the Company's website at <https://www.princepipes.com/investors/corporate-governance/policies>

Independent Directors are Non-Executive Directors as defined under Regulation 16(1)(b) of the SEBI Regulations read with Section 149(6) of the Companies Act, 2013. All the Independent Directors have confirmed that they met the criteria as mentioned under Regulation 16(1)(b) of the SEBI Regulations read with Section 149(6) of the Companies Act, 2013.

Further, all the Independent Directors have confirmed that they meet the criteria of independence as laid down under the Act and Listing Regulations. They have declared that they do not fall under any disqualifications specified under the Act.

The Board of Directors hereby confirm that in its opinion, the Independent Directors of the Company fulfil the conditions as specified in the SEBI Regulations and are independent of the management.

Separate Meeting of Independent Directors:

During the year under review, the independent Directors met on March 23, 2022, inter alia to discuss:

- i. Evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole.
- ii. Evaluation of the performance of the Chairperson of the Company, taking into account the views of the Executive and Non-Executive Directors.
- iii. Evaluation of the quality, quantity and timeliness of the flow of information between the Management and the Board of Directors that is necessary for the Board to effectively and reasonably perform the duties. The Meeting was attended by all the Independent Directors.

Familiarization Program:

The Familiarization Program for Independent Directors is uploaded on the website of the Company, and is accessible at <https://www.princepipes.com/investors/corporate-governance/policies>

Board meetings, Committee meetings and Procedures:

The Company complies with the requisite procedures mandated for conducting Board Meeting(s) as applicable to the Company in terms of the provisions of Secretarial Standard-1 and Companies Act, 2013.

a. Decision making process:

The Board of Directors oversees the overall functioning of the Company. The Board provides and evaluates the strategic direction of the Company, management policies and their effectiveness and ensures that the long-term interests of the stakeholders are being served. The Board has constituted several Committees such as Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Finance Committee, Risk Management Committee etc. In order to facilitate effective discussions at the virtual meetings, the agenda is bifurcated into items requiring approval and items which are to be taken note of the Board.

Further, the information as required under Schedule II Part A of the Listing Regulations 17(7) is made available to the Board. The Board also reviews, on a quarterly basis, the declaration made by the CFO and the Managing Director of the Company regarding compliance with all applicable laws. The Managing Director and CFO have certified to the Board, inter-alia, the accuracy of financial statements and adequacy of internal controls for the financial reporting, in accordance with Regulation 17(8) read with Part B of Schedule II of Listing Regulations, for the financial year ended March 31, 2022. In addition to the information required under Regulation 17(7) read with Part A of Schedule II of the Listing Regulations, which is required to be placed before the Board, the Directors are also kept informed of major events taking place with the Company and approvals obtained, whenever necessary.

The Company has not entered into any materially significant transactions, during the year under review with any of the Promoters, Directors, and Senior Management Personnel etc. other than the transactions, if any, entered into in the ordinary course of Company's business and at arm's length basis.

b. Scheduling of Board Meetings:

A minimum of four Board Meetings are held every year. Additional meetings are held to meet business exigencies or urgent matters, and where permitted, Resolutions are passed by Circulation. Dates for the Board Meetings in the ensuing year are decided well in advance. The maximum interval between any 2 (two) consecutive Board Meetings was well within the maximum allowed gap of 120 (one hundred and twenty) days. The necessary quorum was present for all the meetings.

c. Distribution of Board Agenda along with notes:

The Agenda, along with the explanatory notes, including information as specified in Part A of Schedule II to the

Listing Regulations, is circulated to the Directors in advance for facilitating meaningful and focused discussions at the meeting. Where it is not practicable to circulate any document in advance, the same is tabled before the meeting with permission of the Chairman. In special and exceptional circumstances, additional or supplementary item(s) on the Agenda are considered.

d. Recording Minutes of proceedings of meetings:

Draft minutes are prepared, circulated to all the Directors for their comments, finalized and entered in the Minutes Book by the Company Secretary and, thereafter, signed by the Chairman, in accordance with the applicable Secretarial Standard.

Board Meetings & Attendance of Directors:

The Board meets at regular intervals to discuss and decide on business policies and review the financial performance of the Company. The Board of Directors met Four (4) times during the financial year 2021-22. The necessary quorum was present for all the meetings. The dates on which the Board Meetings were held are as follows:

May 12, 2021; August 5, 2021; November 2, 2021, and February 3, 2022.

The attendance of the Directors at the Board Meetings and at the last Annual General Meeting during the Financial Year 2021-22 is given below:

Board Attendance

Name of Directors	Category of Directorship	Held during the tenure	Attended	AGM attended held on September 15, 2021
Mr. Jayant Chheda	Promoter/ Executive Chairman/Managing Director	4	4	YES
Mr. Parag Chheda	Promoter/ Joint Managing Director	4	4	YES
Mr. Vipul Chheda	Promoter/ Executive Director	4	4	YES
Mr. Ramesh Chandak	Independent / Non-Executive Director	4	4	YES
Mr. Mohinder Pal Bansal*	Independent / Non-Executive Director	4	4	YES
Mr. Dilip Deshpande	Independent / Non-Executive Director	4	4	YES
Mrs. Uma Mandavgane	Independent / Non-Executive Director	4	4	YES
Mr. Rajendra Gogri	Independent / Non-Executive Director	4	3	YES
Mr. Rajesh Pai#	Nominee/ Non-Executive Director	1	1	NA
Mr. Satish Chavva##	Nominee/ Non-Executive Director	3	3	YES

* Mr. Mohinder Pal Bansal (Din: 01626343), Independent Director resigned from the board w.e.f May 19,2022 due to personal reasons.

Mr. Rajesh Pai (DIN: 02930658), Nominee Director resigned from the board w.e.f. June 26,2021 due to personal reasons and pre-occupation in other assignments.

Mr. Satish Chavva (DIN: 03615175), Nominee Director resigned from the board w.e.f. November 23,2021 due to personal reasons and pre-occupation in other assignments.



Directors appointed/ resigned during the year ended March 31, 2022:

- ❖ Mr. Rajesh Pai, (DIN: 02930658), Nominee Director, nominated by South Asia Growth Fund II Holdings LLC, South Asia EBT Trust represented by Orbis Capital Limited resigned from the board of the Company with effect from June 26, 2021 due to personal reasons and pre-occupation in other assignments.
- ❖ Mr. Satish Chavva, (DIN:03615175), Nominee Director, nominated by Oman Joint India Investment Fund resigned from the board of the Company with effect from November 23, 2021 due to pre-occupancy/personal reasons.
- ❖ Mr. Mohinder Pal Bansal, (DIN: 01626343), Independent Director resigned from the Board of the Company with effect from May 19, 2022 due to personal reasons.

The Board places on record its appreciation for the valuable guidance and assistance received from these directors during their tenure with the Company.

Notes on directors seeking appointment/ reappointment:

The details of directors seeking appointment/ reappointment has been aptly covered in the accompanying Notice of the Annual General Meeting and the same may be treated as a disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Code of Conduct:

The Company has in place, a policy on the Code of Conduct which is applicable to the Members of the Board and Senior Management Personnel of the Company.

The said Policy lays down the standard of conduct which is expected to be followed by the Directors and the Senior Management Personnel in their business dealings and in particular on matters relating to integrity in the workplace, in business practices and in dealing with the Stakeholders. It also lays down the duties of Independent Directors towards the Company. The Directors and the Senior Management Personnel of the Company are expected to abide by this Code as well as other applicable Company policies or guidelines.

The Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct applicable to them, during the year ended March 31, 2022. A Certificate duly signed by the Managing Director, on the compliance with the Code of Conduct is annexed to this Report at **Annexure A**.

The said Policy is available on the website of the company at <https://www.princepipes.com/investors/corporate-governance/policies>

Prevention of Insider Trading:

The Company has adopted a Code of Conduct for Prevention of Insider Trading, in accordance with the requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

The Company Secretary is the Compliance Officer for monitoring adherence to the said Regulations. The Code is displayed on the Company's website at <https://www.princepipes.com/investors/corporate-governance/policies>.

Inter-se relationship amongst the Directors:

Except as stated below, none of our Directors are related to each other.

Name of the Directors	Name of the Directors	Relationship
Mr. Jayant Chheda	Mr. Parag Chheda	Son
	Mr. Vipul Chheda	Son
Mr. Parag Chheda	Mr. Jayant Chheda	Father
	Mr. Vipul Chheda	Brother
Mr. Vipul Chheda	Mr. Jayant Chheda	Father
	Mr. Parag Chheda	Brother

None of the Non-Executive Directors have relationship inter-se, with any of the Directors of the Company.

3. COMMITTEE OF THE BOARD

Audit Committee:

The Audit Committee was constituted by a resolution of the Board dated September 16, 2017, reconstituted on June 29, 2019 and on May 19, 2022 in compliance with Section 177 of the Companies Act, 2013 and SEBI Listing Regulations.

Scope and terms of reference

The role of the Audit Committee shall be as follows:

- oversee our Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- provide recommendation for appointment, remuneration and terms of appointment of auditors of our Company;
- approve payment to statutory auditors for any other services rendered by them;
- review with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

- (i) matters required to be included in the Director's Responsibility Statement to be included in the board of directors' report in terms of clause (c) of sub-Section 3 of Section 134 of the Companies Act, 2013.
 - (ii) changes, if any, in accounting policies and practices and reasons for the same;
 - (iii) major accounting entries involving estimates based on the exercise of judgment by the management of our Company;
 - (iv) significant adjustments made in the financial statements arising out of audit findings;
 - (v) compliance with listing and other legal requirements relating to financial statements;
 - (vi) disclosure of any related party transactions; and
 - (vii) modified opinion(s) in the draft audit report.
- (e) review, with the management, the quarterly and any other partial year- period financial statements before submission to the board of directors for their approval;
 - (f) review, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to our board of directors to take up steps in this matter;
 - (g) review and monitor the auditor's independence and performance, and effectiveness of audit process;
 - (h) approve or subsequently modify transactions of our Company with related parties;
 - (i) scrutinize inter-corporate loans and investments;
 - (j) provide valuation of undertakings or assets of our Company, wherever it is necessary;
 - (k) evaluate internal financial controls and risk management systems;
 - (l) review, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 - (m) review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 - (n) discuss with internal auditors of any significant findings and follow up there on;
 - (o) review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
 - (p) discuss with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 - (q) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 - (r) to review the functioning of the whistle blower mechanism;
 - (s) approve the appointment of the Chief Financial Officer of our Company (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background etc. of the candidate;
 - (t) oversee the vigil mechanism established by our Company and the chairman of audit committee shall directly hear grievances of victimisation of employees and directors, who use vigil mechanism to report genuine concerns; and
 - (u) carry out any other function as is mentioned in the terms of reference of the Audit Committee and any other terms of reference as may be decided by the board of directors of our Company or specified/provided under the Companies Act, 2013 or by the SEBI Listing Regulations or by any other regulatory authority.
- Further, the audit committee shall mandatorily review the following:**
- (a) management discussion and analysis of financial condition and results of operations;
 - (b) statement of significant related party transactions (as defined by the Audit Committee), submitted by the management of our Company;



- (c) management letters / letters of internal control weaknesses issued by the statutory auditors of our Company;
- (d) internal audit reports relating to internal control weaknesses;
- (e) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee; and
- (f) statement of deviations in terms of the SEBI Listing Regulations: (i) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s); and (ii) annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice.

As on date, the composition of the Audit Committee is as under: -

Name of the Directors	Position	Category
Mr. Ramesh Chandak	Chairman	Independent / Non-Executive Director
Mrs. Uma Mandavgane	Member	Independent / Non-Executive Director
Mr. Rajendra Gogri	Member	Independent / Non-Executive Director
Mr. Parag Chheda	Member	Promoter/ Joint Managing Director

The Composition of the Audit Committee and details of meetings attended by its members during the Financial Year 2021-22 is given below:

The Audit Committee met Four (4) times during the Financial Year 2021-22 and the gap between the two Meetings did not exceed 120 days. The necessary quorum was present for all the Meetings.

The dates on which the Audit Committee Meetings were held are as follows:

May 12, 2021; August 5, 2021; November 2, 2021 and February 3, 2022.

Audit Committee Meeting Attendance

Name of the Directors	Position	Category	Held during the tenure	Attended
Mr. Mohinder Pal Bansal*	Chairman	Independent / Non-Executive Director	4	4
Mr. Ramesh Chandak	Member	Independent / Non-Executive Director	4	4
Mrs. Uma Mandavgane	Member	Independent / Non-Executive Director	4	4
Mr. Parag Chheda	Member	Promoter/ Joint Managing Director	4	4

*Resigned w.e.f. 19th May, 2022

The Chairman of the Audit Committee was present at the Thirty Fourth Annual General Meeting to answer shareholders' queries.

There has been no instance where the Board of Directors of the Company have not accepted any recommendation of the Audit Committee.

The Statutory Auditors, Internal Auditors and Chief Financial Officer attend the meetings of the Audit Committee upon invitation.

Nomination And Remuneration Committee:

The Nomination and Remuneration Committee was constituted by a resolution of our Board dated September 16, 2017 reconstituted on June 6, 2018 and on May 19, 2022, in compliance with Section 178 of the Companies Act, 2013 and SEBI Listing Regulations.

Scope and terms of reference:

The role of the Nomination and Remuneration Committee shall be as follows:

- (i) identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the board of directors their appointment and removal and carry out evaluation of every director's performance (including that of independent directors);
- (ii) formulate the criteria for determining qualifications, positive attributes and independence of a director;
- (iii) devise a policy on diversity of the Board;
- (iv) determine whether to extend or continue the term of appointment of independent directors, on the basis of the report of performance evaluation of independent directors;
- (v) perform such functions as are required to be performed by the Compensation Committee under the SEBI ESOP Regulations including the following:
 - (a) administering the ESOP 2017;
 - (b) determining the eligibility of employees to participate under the ESOP 2017;
 - (c) granting options to eligible employees and determining the date of grant;
 - (d) determining the number of options to be granted to an employee;
 - (e) determining the exercise price of the ESOP 2017; and
 - (f) construing and interpreting the ESOP 2017 and any agreements defining the rights and obligations of our
- (vi) recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees. The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:
 - (a) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;
 - (b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - (c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of our Company and its goals.
- (vii) frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including: (a) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; and (b) the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, by the trust, our Company and its employees, as applicable.
- (viii) perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 or by the SEBI Listing Regulations or by any other applicable law or regulatory authority.

Company and eligible employees under the ESOP 2017, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the ESOP 2017.

As on date, the composition of Nomination and Remuneration Committee is as under: -

Name of the Directors	Position	Category
Mr. Rajendra Gogri	Chairman	Independent / Non-Executive Director
Mr. Ramesh Chandak	Member	Independent / Non-Executive Director
Mrs. Uma Mandavgane	Member	Independent / Non-Executive Director
Mr. Dilip Deshpande	Member	Independent / Non-Executive Director



The Composition of the Nomination and Remuneration Committee and details of meetings attended by its members during the Financial Year 2021-22 is given below:

The Nomination and Remuneration Committee met Three (3) times during the Financial Year 2021-22. The necessary quorum was present for all the Meetings. The Nomination and Remuneration Committee Meetings were held as follows:

May 12, 2021; August 5, 2021 and November 2, 2021.

Nomination and Remuneration Committee Attendance

Name of the Directors	Position	Category	Held during the tenure	Attended
Mr. Ramesh Chandak	Chairman	Independent / Non-Executive Director	3	3
Mrs. Uma Mandavgane	Member	Independent / Non-Executive Director	3	3
Mr. Mohinder Pal Bansal*	Member	Independent / Non-Executive Director	3	3

*Resigned w.e.f. 19th May,2022

Performance Evaluation:

In compliance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulation 2015, annual performance evaluation of the Board and its Directors individually was carried out. Various parameters such as the Board's functioning, composition of its Board and Committees, execution and performance of specific duties, obligations and governance were considered for evaluation. The performance evaluation of the Board as a whole was carried out by the Nomination and Remuneration Committee. The performance evaluation of each Independent Director was also carried out by the Board. The Board of Directors expressed their satisfaction with the evaluation process.

Remuneration of Executive Directors:

The details of the remuneration paid to Mr. Jayant Chheda, Chairman and Managing Director, Mr. Parag Chheda, Joint Managing Director and Mr. Vipul Chheda, Executive Director during the year under review are as follows:

(₹ In Millions)

Particulars	Names of Executive Director		
	Mr. Jayant Chheda	Mr. Parag Chheda	Mr. Vipul Chheda
Gross Salary (₹)	22.49	19.00	17.10
Commission	34.00	34.00	34.00
Incentives	-	-	-
Date of Agreement	August 31, 2020	August 31, 2020	August 31, 2020
No. of years	3	3	3
Stock Options	-	-	-

Criteria for making payments to Non-Executive Directors:

The Non-Executive Independent Directors are only paid sitting fees for their attendance at the Board Meeting and certain Committee Meetings. The Company pays sitting fees of ₹ 1,00,000/- for attending each Board Meeting, ₹ 75,000/- for attending each Audit Committee Meeting and ₹ 50,000/- for attending meetings of each Stakeholder Relationship Committee, Nomination & Remuneration Committee, Corporate Social Responsibility Committee and Risk Management Committee.

Details of Sitting Fees Paid to Independent Directors for attending Board and Committee Meetings for the Financial Year 2021-22.

Name of Independent Director	Sitting Fees (₹ in million)
Mr. Mohinder Pal Bansal	0.95
Mr. Ramesh Chandak	1.00
Mrs. Uma Mandavgane	1.00
Mr. Dilip Deshpande	0.40
Mr. Rajendra Gogri	0.30

Stakeholders' Relationship Committee:

The Stakeholders Relationship Committee was constituted by a resolution of the Board dated September 16, 2017 and reconstituted on November 28, 2019 and on May 19, 2022, in compliance with Section 178 of the Companies Act, 2013 and SEBI Listing Regulations.

Scope and terms of reference:

The role of the Stakeholders Relationship Committee shall be as follows:

- a) redressal of all security holders' and investors' grievances such as complaints related to transfer of shares, including non-receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures, non-receipt of balance sheet, non-receipt of declared

dividends, non-receipt of annual reports, etc. and assisting with quarterly reporting of such complaints;

- b) giving effect to all transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;
- c) overseeing the performance of the registrars and transfer agents of our Company and to recommend measures for overall improvement in the quality of investor services; and
- d) carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act, 2013 or SEBI Listing Regulations, or by any other regulatory authority.

As on date, the composition of Stakeholders' Relationship Committee is as under: -

Names of Director	Position	Category
Mrs. Uma Mandavgane	Chairman	Independent / Non-Executive Director
Mr. Parag Chheda	Member	Promoter/ Joint Managing Director
Mr. Vipul Chheda	Member	Promoter/ Executive Director

The Composition of the Stakeholders' Relationship Committee and details of meetings attended by its members during the financial year 2021-22 is given below:

The Stakeholders' Relationship Committee met one (1) time during the Financial Year 2021-22. The necessary quorum was present for all the Meetings. The Stakeholders' Relationship Committee Meetings were held as follows:

1) February 3, 2022

Stakeholders' Relationship Committee Meeting Attendance

Names of Director	Position	Category	No. of Meetings held during tenure	No. of Meetings attended
Mr. Ramesh Chandak	Chairman	Independent / Non-Executive Director	1	1
Mr. Vipul Chheda	Member	Promoter/ Executive Director	1	1
Mr. Parag Chheda	Member	Promoter/ Joint Managing Director	1	1



Name, Designation and address of Compliance Officer:**Shailesh K. Bhaskar****Company Secretary and Compliance Officer**Address: 8th Floor, The Ruby, 29, Senapati Bapat Marg,
Dadar - West,

Mumbai 400 028.

Phone: 022-6602 2222

Fax: 022- 6602 2220

Email: investor@princepipes.com

Particulars of investors' complaints handled by the Company and its Registrar & Share Transfer Agent during the year:

M/s. Link Intime India Private Limited, is acting as the Registrar and Share Transfer Agent of the Company to carry out the share transfer and other related work. Company Secretary of the Company is the Compliance Officer in terms of Regulation 6 of the Listing Regulations. The Share Transfer Agent has timely resolved/attended all the complaints and no complaint or grievance remained unattended/ unresolved at the end of the year. Details of the complaints received and resolved during the year ended March 31, 2022 are as under:

Particulars	No. of complaint
Received during the year	02
Resolved during the year	02
Pending as at March 31, 2022	Nil

Composition and Attendance of the members of the CSR Committee:

The Corporate Social Responsibility Committee met Three (3) time during the Financial Year 2021-22. The necessary quorum was present for all the Meetings. The Corporate Social Responsibility Committee Meetings were held as follows:

May 12, 2021, August 5, 2021 and November 02,2021

The Composition of the Corporate Social Responsibility Committee and details of meetings attended by its members during the Financial Year 2021-22 is given below:

Corporate Social Responsibility Committee Meeting Attendance

Names of Director	Position	Category	No. of Meetings held during the tenure	No. of Meetings attended
Mr. Jayant Chheda	Chairman	Promoter/ Executive Chairman/ Managing Director	3	3
Mr. Parag Chheda	Member	Promoter/ Joint Managing Director	3	3
Mrs. Uma Mandavgane	Member	Independent / Non-Executive Director	3	3

Corporate Social Responsibility (CSR) Committee:

The Corporate Social Responsibility Committee was constituted by a resolution of the Board dated September 16, 2017, in compliance with Section 178 of the Companies Act, 2013 and SEBI Listing Regulations.

Scope and terms of reference:

The role of the Corporate Social Responsibility Committee shall be as follows:

- To formulate and recommend to the board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII of the Companies Act, 2013 and make any revisions therein as and when decided by the Board;
- To recommend the amount of expenditure to be incurred on the activities referred to in (a);
- To monitor the Corporate Social Responsibility Policy of the company from time to time;
- To do such other acts, deeds and things as may be required to comply with the applicable laws; and
- To perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 or by the SEBI Listing Regulations or statutorily prescribed under any other law or by any other regulatory authority.

IPO Committee:

The IPO Committee was constituted by a resolution of the Board dated September 16, 2017 and reconstituted on June 6, 2018.

Scope and terms of reference:**The role of the IPO Committee shall be as follows:**

- (i) to decide, in consultation with the BRLMs, on the IPO size (including any reservation for employees, and/or any other reservations or firm allotments as may be permitted, green shoe option and/ or any rounding off in the event of any oversubscription), timing, pricing (price band, issue price, including to anchor investors etc.) and all other terms and conditions of the IPO, including the price, premium, discount (as permitted under Applicable Laws) and to make any amendments, modifications, variations or alterations thereto;
- (ii) to make applications to the Stock Exchanges for in- principle approval for listing of its equity shares and file such papers and documents, including a copy of the DRHP filed with Securities and Exchange Board of India, as may be required for the purpose;
- (iii) to take all actions as may be necessary or authorized, in connection with the Offer for Sale, including taking on record the approval of the Offer for Sale, extending the Bid/Offer period, revision of the Price Band, allow revision of the Offer for Sale portion in case any Selling Shareholder decides to revise it, in accordance with the Applicable Laws;
- (iv) to invite the existing shareholders of our Company to participate in the IPO to offer for sale Equity Shares held by them at the same price as in the IPO;
- (v) authorisation of any director or directors of our Company or other officer or officers of our Company, including by the grant of power of attorney, to do such acts, deeds and things as such authorised to seek, if required, the consent of the lenders to our Company and/or the lenders to the subsidiaries of our Company, industry data providers, parties with whom our Company has entered into various commercial and other agreements including without limitation customers, suppliers, strategic partners of our Company, any concerned government and regulatory authorities in India or outside India, and any other consent, approval or waiver that may be required in connection with the IPO, if any;
- (vi) to approve the list of 'group companies' of our Company, identified pursuant to the materiality policy adopted by the Board, for the purposes of disclosure in the DRHP, RHP and the Prospectus;
- (vii) to make applications to, seek clarifications and obtain approvals from, if necessary, the RBI, the SEBI or any other statutory or governmental authorities in connection with the IPO and, wherever necessary, incorporate such modifications/ amendments/ alterations/ corrections as may be required in the DRHP, the RHP and the Prospectus;
- (viii) to negotiate, finalise, settle, execute and deliver or arrange the delivery of the BRLMs' mandate or engagement letter, the offer agreement, registrar agreement, syndicate agreement, underwriting agreement, cash escrow agreement, share escrow agreement and all other documents, deeds, agreements, memorandum of understanding and other instruments whatsoever, including any amendment(s) or addenda thereto , including with respect to the payment of commissions, brokerages and fees, with the BRLMs, registrar to the IPO, legal advisors, auditors, Stock Exchanges and any other agencies/intermediaries in connection with the IPO with the power to authorise one or more officers of our Company to negotiate, execute and deliver all or any of the aforesaid documents;
- (ix) to open and operate any bank account(s) required of our Company for the purposes of the IPO and the Pre-IPO Placement, including the cash escrow account, the public issue account as may be required;
- (x) deciding the pricing and all other related matters regarding the Pre-IPO Placement, including the execution of the relevant documents with the investors in consultation with the BRLMs and in accordance with Applicable Laws;
- (xi) approving the DRHP, RHP and the Prospectus (including amending, varying or modifying the same, as may be considered desirable or expedient) and the preliminary and final international wrap for the IPO together with any addenda, corrigenda and supplement thereto as finalised in consultation with the BRLMs, in accordance with all applicable laws, rules, regulations, notifications, circulars, orders and guidelines and take all such actions as may be necessary for filing of these documents including incorporating such alterations/corrections/ modifications as may be required by and to submit undertakings/certificates or provide clarifications to SEBI or any other relevant governmental and statutory authority;
- (xii) seeking the listing of the Equity Shares on any Indian stock exchange, submitting the listing application to such stock exchange and taking all actions that may be necessary in connection with obtaining such listing;



- (xiii) to issue receipts/allotment letters/confirmation of allocation notes either in physical or electronic mode representing the underlying Equity Shares in the capital of our Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices, regulations and applicable law, including listing on one or more Stock Exchanges, with power to authorise one or more officers of our Company to sign all or any of the aforesaid documents;
- (xiv) to authorise and approve the incurring of expenditure and payment of fees, commissions, remuneration and expenses in connection with the IPO;
- (xv) to withdraw the DRHP or the RHP or to decide not to proceed with the IPO at any stage in accordance with the SEBI ICDR Regulations and applicable laws;
- (xvi) to do all such acts, deeds, matters and things and execute all such other documents, etc. as it may, in consultation with the BRLMs, deem necessary or desirable for the IPO, including without limitation, determining the anchor investor portion and allocation to Anchor Investors, finalizing the basis of allocation and allotment of Equity Shares to the successful allottees and credit of Equity Shares to the demat accounts of the successful allottees in accordance with Applicable Laws and any documents or instruments so executed and delivered or acts and things done or caused to be done by committee shall be conclusive evidence of the authority of the committee in so doing;

Composition and Attendance of the members of the IPO Committee:

During the year under review, the IPO Committee did not meet. IPO committee was dissolved w.e.f. May 19, 2022.

Finance Committee Meeting Attendance

Name of the Directors	Position	Category	Held during the tenure	Attended
Mr. Jayant Chheda	Member	Promoter/ Executive Chairman/Managing Director	5	5
Mr. Parag Chheda	Member	Promoter/ Joint Managing Director	5	5
Mr. Vipul Chheda	Member	Promoter/ Executive Director	5	5

Finance Committee

The Finance Committee was constituted by a resolution of the Board dated September 16, 2017 and reconstituted on February 11, 2020.

Scope and Terms of Reference:

- To avail new facility from any bank upto ₹ 25 crores and to renew Term Loans and/or Working Capital Facility from Banks, Financial Institutions, within the overall limits prescribed by the Shareholders of the Company from time to time.
- To renew the Bank Guarantees in favour of vendors or suppliers of the Company.
- To authorise opening and closing of bank accounts including Internet banking facility;
- To authorise additions/deletions to the signatories for operating bank accounts including Internet banking facility;
- To address and deal with such other matters as may be delegated by the Board to the Finance Committee from time to time.

Composition of the Finance Committee and the details of attendance by the Members at the meeting(s) held during the year under review are as under:

During the year under review, the Finance Committee met Five (5) times. The necessary quorum was present for all the Meetings.

The Finance Committee Meetings were held as follows:

June 16, 2021, July 09, 2021, July 16, 2021, September 15, 2021 and December 25, 2021

Risk Management Committee:

Pursuant to the Regulation 21 of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, Risk Management Committee of the Board of the Company was formed with effect from June 25, 2020 and reconstituted on May 19, 2022 for Monitoring and reviewing of the risk management plan, identifying and assessing the nature and extent of internal and external risks that may impact the Company in achieving its strategic objectives with the following members of the Board and Company:

1. Mr. Dilip Deshpande (Independent Director) - Chairperson
2. Mr. Ramesh Chandak (Independent Director) – Member
3. Mr. Parag Chheda (Executive Director) – Member
4. Mr. Shyam Sharda (VP & CFO) - Member

Brief Terms of Reference:

- 1) oversee and guide in developing a structured/defined framework for identifying and assessing and reporting of both existing and new risks associated with the Company so as to facilitate timely and effective management of risks and opportunities for achieving the Company's objectives
- 2) periodic review of Risk Management Framework ('the Framework') comprising of policies, procedures and practices of the Company and to assess the effectiveness of the same and initiate corrective actions wherever required including any change that may be required to the framework in the light of various external and internal factors (whether political, sociological or technical or other)
- 3) adopt and review periodically best business practices and policies;
- 4) review and monitor compliance with the regulatory framework and the statutory requirements;
- 5) set/define standardised approach for minimization and mitigation of identified risks review and guide the senior management from time to time in setting up a work culture which would encourage staff/ team of the Company at all levels to identify risks and opportunities and respond them effectively;
- 6) review reports on any material breaches of risk limits/ parameters and the adequacy of the proposed action;
- 7) before a decision to proceed is taken by the board, advise the board on proposed strategic transactions including acquisitions or disposals, ensuring that a due diligence appraisal of the proposition is undertaken, focusing in particular on risk aspects and implications for the risk appetite and tolerance of the Company, and taking independent external advice where appropriate and available;
- 8) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee. The Risk Management Committee will perform its functions under the overall supervision of the Board of Directors of the Company and not more than 180 days shall elapse between two consecutive meetings.

Composition and Attendance of the members of the Risk Management Committee:

The Risk Management Committee met two (2) times during the Financial Year 2021-22. The necessary quorum was present for all the Meetings. The Risk Management Committee Meetings were held as follows:

November 02, 2021 and February 03, 2022.

The Composition of the Risk Management Committee and details of meetings attended by its members during the financial year 2021-22 is given below:

Name of the Directors	Position	Category	Held during the tenure	Attended
Mr. Ramesh Chandak	Chairman	Independent / Non-Executive Director	2	2
Mr. Mohinder Pal Bansal*	Member	Independent / Non-Executive Director	2	2
Mr. Parag Chheda	Member	Promoter/ Joint Managing Director	2	2
Mr. Shyam Sharda	Member	Chief Financial Officer	2	2

*Resigned w.e.f. 19th May, 2022



4. CEO/ CFO CERTIFICATION

Mr. Jayant Chheda, Chairman and Managing Director & Mr. Shyam Sharda, Chief Financial Officer, has issued necessary certification to the Board in terms of Part B of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same was taken on record by the Board at its meeting held on May 19, 2022. A copy of this certificate is annexed to this Report at **Annexure B**.

5. GENERAL BODY MEETING:

Details of Last Three Annual General Meetings (AGM):

Particulars	FY 2018-19	FY 2019-20	FY 2020-21
Date	September 27, 2019	September 23, 2020	September 15, 2021
Time	11:00 AM	11:30 AM	11:30 AM
Venue	Plot No.1, Honda Industrial Estate, Phase II, Honda Sattari, Honda, Goa-403530.	Through Video Conferencing (VC)/ other Audio Visual means (OAVM)	Through Video Conferencing (VC)/ other Audio Visual means (OAVM)
Special Resolutions	-	1 Re-appointment of Mr. Jayant Chheda (DIN: 00013206) as a Chairman and Managing Director of the Company and approval of his remuneration. 2 Re-appointment of Mr. Parag Chheda (DIN: 00013222) as a Whole Time Director designated as a Joint Managing Director of the Company and approval of his remuneration. 3 Re-appointment of Mr. Vipul Chheda (DIN: 00013234) as a Whole time Director of the Company and approval of his remuneration. 4 Re-appointment of Mr. Ramesh Chandak (DIN: 00026581) as an Independent Director of the Company. 5 Re-appointment of Mr. Mohinder Pal Bansal (DIN:01626343) as an Independent Director of the Company. 6 Re-appointment of Mrs. Uma Mandavgane (DIN: 03156224) as an Independent Director of the Company. 7 Alteration of the Articles of Association of the Company. 8 Keeping registers, returns etc at registered office/other Place. 9 Approval to deliver document through a particular mode as may be sought by the member.	-

Extra Ordinary General Meeting:

During the year, the Company has not conducted any Extra Ordinary General Meeting.

Postal Ballot

The Company has not passed any Special Resolution through postal ballot during the Financial Year 2021-22.

6. MEANS OF COMMUNICATION

Subsequent to the listing of the Company on December 30, 2019, the Company has been undertaking dissemination of information in line with the Listing Regulations on its website at www.princepipes.com. The information is also filed by the Company on the BSE Limited and National Stock Exchange of India Ltd. The Company interacts on a regular basis with its stakeholders through results, announcements, annual report, press releases and Company's website.

Green Initiative:

The Ministry of Corporate Affairs ("MCA") had taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by the companies through electronic mode. The Act and the Listing Regulations have also allowed the Company to serve notice/documents/Annual Report to its shareholders through electronic mode.

The Company whole-heartedly appreciates this initiative taken by MCA, being an ardent supporter of pro-environment causes. Not only will such a move benefit the environment but it will also enhance shareholder experience by enabling the Company to deliver communications promptly and

securely and avoid losses/delays in postal transit. It is a step in the right direction being efficient both, economically and ergonomically.

As a part of this, the Company is sending notices/documents such as Annual Reports and notices by e-mail to the members who have registered their e-mail addresses. To support this credible move of the Government, the members who have not registered their e-mail addresses requested to do so at the earliest, in respect of Demat holding through their respective Depository Participant (DP) and in respect of physical holding through the RTA.

We wish to inform our members that in addition to receiving the documents through your registered e-mail, you can also access the same through the Company's website: <https://www.princepipes.com/general-meeting>. While every notice/document will be sent through e-mail address registered with the Company, in case you desire to receive any notice/document in physical form, please intimate the same by an e-mail to investor@princepipes.com and the same shall be sent to your address registered with the Company/DP. We solicit your patronage and support in joining hands with the Company to implement the Green Initiative.

7. GENERAL SHAREHOLDER INFORMATION:

Financial Calendar	April 01, 2021 – March 31, 2022	
Date of the Board Meeting at which the final accounts were approved	May 19, 2022	
35th Annual General Meeting	Date:	September 21, 2022
	Day:	Wednesday
	Time:	11:30 A.M
Venue/Virtual Meeting	The Company is conducting meeting through VC/OAVM pursuant to the MCA/SEBI Circular and as such there is no requirement to have a venue for the AGM. For details please refer to the Notice of this AGM.	
Date of the Book Closure	Thursday, September 15, 2022 to Wednesday, September 21, 2022	
Dividend Payment Start Date	September 27, 2022 onwards after making adjustments of TDS in the dividend of members as per income Tax Act, 1961, if final dividend is approved by the members.	
Listing on Stock Exchanges	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001 The National Stock Exchange of India Ltd. Exchange plaza, 5th floor, Bandra-Kurla Complex, Bandra (E), Mumbai 400051.	
Date of Listing	December 30, 2019	
Stock Code	BSE: 542907 NSE: PRINCEPIPE	
Corporate Identity Number (CIN)	L26932GA1987PLC006287	
ISIN	INE689W01016	



Financial Calendar	April 01, 2021 – March 31, 2022
Company's Address for correspondence	Mr. Shailesh Bhaskar Company Secretary & Compliance Officer 8th Floor, The Ruby, 29, Senapati Bapat Marg, Dadar West, Mumbai – 400 028 Tel: 022 – 6602 2222 Fax: 022 – 6602 2220 Email id: investor@princepipes.com Website: www.princepipes.com
Address of the Registrars & Share Transfer Agents of the Bank	Link Intime India Private Limited C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai – 400 083, Tel: 022 49186000 Fax: 022 49186060 Email id: rnt.helpdesk@linkintime.co.in

Financial Calendar (Tentative):

Unaudited Financial Result for the first quarter ending June 30, 2022	On or before August 14, 2022
Unaudited Financial Result for the second quarter ending September 30, 2022	On or before November 14, 2022
Unaudited Financial Result for the third quarter ending December 31, 2022	On or before February 14, 2023
Audited Financial Result for the year ending March 31, 2023	Within 60 days of the close of financial Year ending on March 31, 2023 i.e. On or before May 30, 2023

Dividend Payment:

During the year under review, your Company had declared the interim dividend for the Financial Year 2021-2022 on November 02, 2021. An interim dividend of ₹ 1.5/- (Rupees One and Half only) (at the rate of 15 percent) on each fully paid-up equity share of ₹ 10/- (Rupees Ten Only) of the Company amounting to ₹ 165.04 million was paid out of the profits of the Company for the period ended September 30, 2021 to those members of the Company whose names appeared in the Register of Members of the Company on November 15, 2021, being the Record Date for payment of Interim Dividend.

Directors have further recommended a Final dividend of ₹ 2.0 /- (Rupees Two Only) (at the rate of 20 percent) per share for financial year 2021-2022 on its paid up equity share capital, as may prevail on the record date fixed for the purpose of dividend eligibility of the members, subject to approval of members in the ensuing Annual General Meeting of the Company.

The details with respect to unpaid/unclaimed dividend are available on the Company's website at <https://www.princepipes.com/unpaid-unclaimed-dividend>

Pursuant to the provisions of Regulation 43A of SEBI (LODR) Regulations, 2015, the Company has formulated its Dividend Distribution Policy which is available on the website of the Company <https://www.princepipes.com/investors/corporate-governance/policies>.

Payment of Listing Fees:

The Company has paid the Annual Listing Fees to both the Stock Exchanges for the Financial Year 2021-2022 within the stipulated time.

Payment of Depository Fees:

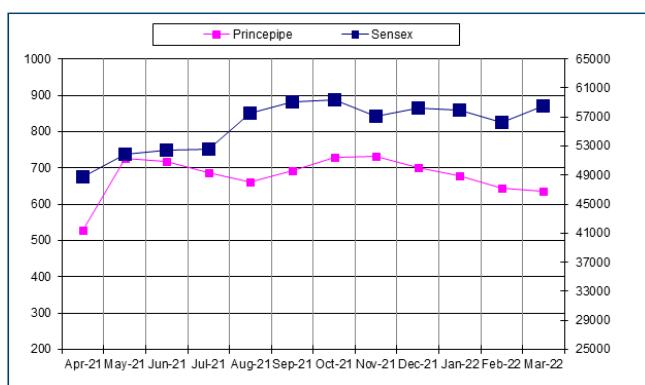
The Company has paid annual custodial fees to National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') for the Financial Year 2021-22 on the basis of the number of beneficiary accounts maintained by the respective depositories as on March 31, 2022.

Stock Market Price Data of Company's shares

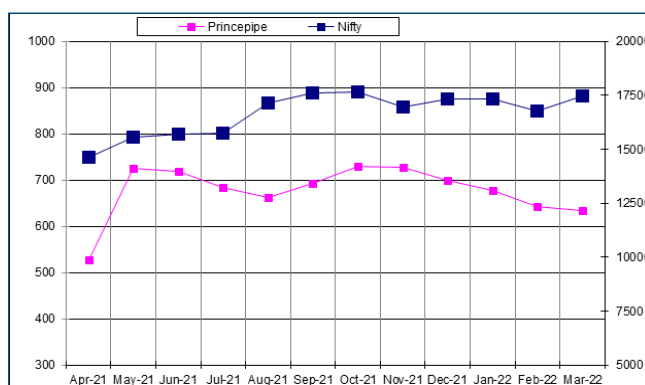
The Company's shares were listed on the exchanges w.e.f December 30, 2019. The monthly high and low price of the Company's shares traded on the BSE Limited and National Stock Exchange of India Limited during the period April 01, 2021 to March 31, 2022 are as under:

Month	BSE		NSE		
	High	Low	Month	High	Low
Apr-21	548.00	410.00	Apr-21	548.00	414.50
May-21	794.85	492.00	May-21	794.40	531.05
Jun-21	735.00	644.85	Jun-21	735.00	646.40
Jul-21	758.05	642.00	Jul-21	758.00	642.60
Aug-21	724.05	595.30	Aug-21	724.00	595.25
Sep-21	739.45	642.80	Sep-21	739.85	642.15
Oct-21	789.00	686.25	Oct-21	784.00	687.00
Nov-21	896.65	711.50	Nov-21	897.00	709.95
Dec-21	754.00	670.25	Dec-21	754.90	672.05
Jan-22	748.00	635.20	Jan-22	743.80	658.95
Feb-22	742.15	610.00	Feb-22	742.70	610.00
Mar-22	696.30	602.40	Mar-22	698.40	602.00

Performance of the Company's equity shares relative to S&P BSE SmallCap from April 2021 and up to March 31, 2022



Performance of the Company's equity shares relative to Nifty50 from April 2021 and up to March 31, 2022



Share Transfer System:

The shares of the Company are traded on the Stock Exchanges through the Depository System. 100% of the Equity Shares of the Company are in dematerialized form. All requests received by the Company/ RTA are disposed of expeditiously.



Shareholding pattern as on March 31, 2022:

Sr No	Category of shareholders	No of Shareholders	No of Shares	% of Shareholding
(A)	Shareholding of Promoter and Promoter Group	10	69588856	62.94
(B)	Public Shareholding			
[1]	Institutional Investors			
(a)	Mutual Funds / UTI	9	10828928	9.79
(b)	Alternate Investment Funds II	8	4696896	4.25
(c)	Foreign Portfolio Investor	64	4379262	3.96
(d)	Financial Institutions / Banks	0	0	0.00
(e)	Insurance Companies	0	0	0.00
(f)	Any Other (Specify)	0	0	0.00
	Sub Total (B)(1)	81	19905086	18.00
[2]	Non-Institutional Investors			0.00
(a)	Individuals	249748	18681041	16.89
(i)	Trusts	3	426	0.00
(ii)	Hindu Undivided Family	1764	374094	0.34
	NBFCs registered with RBI	1	1000	0.00
	Trust Employee	1	2	0.00
(b)	Non Resident Indians (Non Repat)	922	172326	0.16
(d)	Non Resident Indians (Repat)	2128	430620	0.39
(e)	Body Corp-Ltd Liability Partnership	26	349459	0.32
	Clearing Member	68	161418	0.15
	Bodies Corporate	385	896751	0.82
	Any Other (Specify)	0	0	0.00
	Sub Total (B)(2)	255046	21067137	19.05
	Total Public Shareholding(B)=(B)(1)+(B)(2)	255127	40972223	37.06
	Total (A)+(B)	255137	110561079	100.00

Distribution of Shareholding as on March 31, 2022:

Serial No.	SHARES RANGE			NUMBER OF SHAREHOLDERS	% OF TOTAL SHAREHOLDERS	TOTAL SHARES FOR THE RANGE	% OF ISSUED CAPITAL
1	1	to	500	257001	98.7903	9626247	8.7067
2	501	to	1000	1617	0.6216	1195132	1.0810
3	1001	to	2000	755	0.2902	1086396	0.9826
4	2001	to	3000	275	0.1057	684654	0.6193
5	3001	to	4000	112	0.0431	395885	0.3581
6	4001	to	5000	57	0.0219	263496	0.2383
7	5001	to	10000	138	0.0530	993875	0.8989
8	10001	to	*****	193	0.0742	96315394	87.1151
Total				260148	100.0000	110561079	100.0000

Lock-in of Equity Shares:

As on March 31, 2022, total 2,20,44,848 pre-issue shares, were under lock-in which is for a period of 3 Years from December 26, 2019 to December 26, 2022.

Dematerialisation of Shares and Liquidity

Trading in Company's Equity Shares is compulsorily in dematerialised mode for all investors, as prescribed by the Securities and Exchange Board of India. As on date, entire share capital of the Company are held in dematerialised mode. The shares of the Company are regularly traded at both the Stock Exchanges where they are listed, which ensures the necessary liquidity to shareholders.

As on March 31, 2022, 100% of company's shares were held in demat mode as per the statement given below.

Category	No of Shares	% of Holding
NSDL	96824159	87.58
CDSL	13736920	12.42
Total	110561079	100.00

Compliance with Secretarial Standards:

The Institute of Company Secretaries of India issued Secretarial Standards for Board and General Meetings in exercise of powers under Section 118 of the Companies Act, 2013. The Company complies with all requirements of said Secretarial Standards.

Reconciliation of Share Capital Audit:

Reconciliation of Share Capital Audit under Regulation 76 of Securities Exchange Board of India (Depositories and Participants) Regulations, 2018, were carried out by a Practicing Company Secretary for each quarter for the Financial Year 2021-22, to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and total paid-up, issued and listed capital. The Reconciliation of Share Capital Audit Reports (the Audit report) confirm that the total issued, subscribed and paid-up capital is in agreement with the total number of shares in physical form and dematerialized form held with the depositories. The said Audit Reports for quarter ended June 2021, September 2021, December 2021 and March 2022 have been filed with Stock Exchanges within the stipulated time.

Outstanding Global Depository Receipts (GDRs)/ American Depository Receipts (ADRs)/ Warrants or any convertible instruments, conversion date and likely impact on equity:

As on March 31, 2022, the Company does not have any outstanding GDRs/ADRs/warrants or any convertible instrument.

Commodity price risk or foreign exchange risk and hedging activities:

The sources of risks which the company is exposed to and their management is given under Note no. 31 titled as "Financial Risk Management Objectives (Ind AS 107)" of the Financial Results as annexed to this Annual Report. The Company seeks to minimize the effects of adverse exchange rate fluctuations on the financial positions of the Company by closely monitoring the Foreign Exchange Exposure and taking the adequate measures when needed.

Details and utilization of proceeds from public issue, rights issue, preferential issue etc:

Your Company has appointed HDFC Bank Limited as the Monitoring agency in terms of regulation 16 of SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2009 as amended, to monitor the utilization of IPO proceeds and Company has obtained monitoring reports from the Monitoring agency from time to time and filed the same with both exchanges where equity shares of the Company are listed. The proceeds realized by the Company from the initial Public offering is utilized as per objects of the offer as disclosed in the Prospectus of the Company.

Out of the IPO proceeds of ₹ 2,500 million, your Company has utilized ₹ 2,500 million fully as per objects of the offer and there is no unutilized amount as on March 31, 2022. The proceeds of the issue were mainly utilized repayment or prepayment of certain outstanding loans availed by our Company, purchase of capital goods/upgradation of equipments and General corporate purposes. There has been no deviation in the utilization of the IPO proceeds of the Company. The Monitoring Agency Reports' are available at the Company's website at <https://www.princepipes.com/investors/shareholders-corner/agency-report#other-disclosures>.

Further, the details of Utilisation of Net IPO Proceeds and proceeds from Pre IPO placement for the year ended March 31, 2022 has been provided in notes to the Accounts.



Plant Locations

Plant	Address
Athal (Dadra & Nagar Haveli)	Survey No. 132/1/1/3, Athal road, Village Athal, Naroli, Silvassa, D&H-396235
Dadra (Dadra & Nagar Haveli)	Survey No. 53,85,91,92,93 Jayant Desai Marg, Vaghdhara Road, Dadra, Silvassa- D&H-396191
Haridwar (Uttarakhand)	Mehdood, Khasra no.1548/49-4 and 5, salempur,2 Bahadrad, Haridwar Uttarakhand-249402
Kolhapur (Maharashtra)	Post-Shinoli, Gut no.96, 1-9, Dewarwadi Village, Chandgad Taluka, Kolhapur, Maharashtra- 416507
Chennai (Tamilnadu)	Azhinjivakkam Post, Via- Sholavaram, Plot no-64, Irulliputtu village, Ponneri, Chennai, Tiruvallur-Tamilnadu- 600067
Jaipur (Rajasthan)	Khasara No 102, 178/103,104,105,106, 1709/170,115/2 ETC, At Village - Asalpur, Tehsil- Sambhar Lake, Jaipur Rajasthan – 303604
Sangareddy (Telangana)	Survey No.160/01,161,161/01,161/02/2, G.P.Sadashivpet Mandal, Yenkepally Village, Sangareddy, Telangana - 502291

Credit Rating

The details of credit ratings obtained from M/s. CRISIL Ratings Ltd are as under:

Total Bank Loan Facilities Rated	₹668 Crore (Enhanced from ₹591 Crore)
Long Term Rating	CRISIL A+/Stable (Upgraded from 'CRISIL A/Positive')
Short Term Rating	CRISIL A1+ (Upgraded from 'CRISIL A1')
₹ 50 Crore Commercial Paper	CRISIL A1+ (Upgraded from 'CRISIL A1')

5. The information required under the Management Discussion and Analysis Report has been aptly covered under the Directors' Report.

6. OTHER DISCLOSURES

INVESTOR RELATIONS

Investor Relations (IR) at Prince acts as the touchpoint for the Investor Community whereby information relating to the Company is disseminated uniformly and widely. This helps the investor Community to access a seamless channel of communication of the Company's business activities, strategy and prospects and allows them to make an informed judgement about the Company. The interactions with investor community also helps the Company garner invaluable inputs and feedback which are given due consideration and factored into plans and strategies. The Company continues to interact with all types of funds and investors to ensure a diversified shareholder base in terms of geographical location, investment strategy and investment horizon. The company follows all regulatory guidelines while disseminating the information. In order to ensure accurate, transparent and timely information flow, the IR department holds the following activities:

- Provides detailed updates on the Company's performance on the stock exchanges immediately after the release of quarterly results
- Post quarterly results, an Investor Conference call is held where all members of the financial Community are invited to participate in the Q&A session with the Company's Management. The key highlights are discussed, and Investor/ analyst queries are addressed in this forum. A transcript of the same is provided on the Company's website for the benefit of those who could not attend the call.
- Meetings with investors to brief them about the Company's ongoing performance/ initiatives and respond to their queries and concerns.
- The Company's Executives participate in investor meetings including conferences organized by leading institutional brokerage houses.

All historical and latest information updates are promptly available on the 'Investor' section of the Company's website for reference. Information and presentations on investor meets / conferences is uploaded on the website and sent to Stock exchanges before undertaking such meets.

Material Transaction with Related Parties

All the transactions with Related Parties are placed before the Audit Committee and also placed before the Board for approval. Prior omnibus approval of the Audit Committee and the Board is obtained for the transactions which are of a foreseen and repetitive nature. The transactions entered into pursuant to the omnibus approval so granted are audited and a statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors for their approval on a quarterly basis. All transactions entered into with related parties during the year were on arm's length basis, in the ordinary course of business and in line with the threshold of materiality defined in the Company's policy on Related Party Transactions & are in accordance with the provisions of the Companies Act, 2013, Rules issued thereunder & Regulation 23 of (SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board has formulated and adopted and revised a Related Party Transactions Policy ("RPT Policy") for the purpose of identification, monitoring and reporting of related party transactions. The Revised RPT Policy as approved by the Board is uploaded on the Company's website at <https://www.princepipes.com/investors/corporate-governance/policies>

Further since transactions with the related parties are not material in accordance with the Related Party Transactions Policy, the particulars of such transactions with the related parties are not required to be reported by the Company in Form AOC-2.

The members may refer to note to the financial statements which set out related party disclosures.

Details of Compliance:

There have been no instances of non-compliance by the Company, imposition of penalties and strictures by the stock exchanges(s), SEBI or any statutory authority, on any matter related to the capital markets, during the last three years.

Vigil Mechanism / Whistle Blower Policy:

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 Act, and Regulation 22 of the Listing Regulations, the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization

of employees and Directors who use such mechanism and makes provision for direct access to the Chairman of the Audit Committee in exceptional cases. None of the personnel of the Company have been denied access to the Audit Committee. The Whistle Blower Policy is displayed on the Company's website at <https://www.princepipes.com/investors/corporate-governance/policies>

Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules thereunder for prevention and redressal of complaints of sexual harassment at workplace. The said policy is available on the website of the company at <https://www.princepipes.com/investors/corporate-governance/policies>

During the period under review, the Company had not received any complaints on sexual harassment under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Policy for determining 'material' subsidiaries:

The Board of Directors of the Company has adopted a policy for determination of material subsidiaries and the same is published on the website at <https://www.princepipes.com/investors/corporate-governance/policies>. During the year under review, the Company does not have any material subsidiary.

Disqualification of Directors:

M/s. Sanjay Dholakia & Associates, Company Secretaries in Practice, (PCS No. 1798) have certified that as on March 31, 2022, none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority. Certificate is annexed to this Report as *Annexure C*.

Recommendations of Committees:

All recommendations of the committees from time to time have been considered by the Board of Directors, while arriving at any decision, and there has been no instance during the year under review, where any such recommendation which is mandatory in nature has not been abided with.



Total fees for services paid to Statutory Auditor:

The total fees incurred by the Company for services rendered by Statutory Auditors are given below:

Fee paid (excluding taxes)	Amount (₹ in Million)
Audit Fees (Including Limited Reviews)	3.30
Reimbursement of Expenses	0.01
Certification	0.15
Total	3.46

Discretionary Requirements (Part E of Schedule II of Listing Regulations):**The Board:**

As on financial year ending March 31, 2022, Mr. Jayant Chheda (Managing Director) was the Chairman of the Board.

Shareholders' right:

Quarterly and half yearly financial results of the Company are furnished to the Stock Exchanges and are also published in the newspapers – Economic Times, Financial Express, Business Standard and Tarun Bharat, as the case may be and are also uploaded on website of the Company. Significant events are also posted on the Company's website under the Investors section along with uploading with the stock exchanges.

Sd/-

Jayant Chheda

Chairman & Managing Director
(DIN:00013206)

Date: August 09, 2022

Place: Mumbai

Modified opinion(s) in audit report:

During the year under review, the Company has unmodified audit opinion on the Company's financial statements. The Company continues to adopt best practices to ensure a track record of financial statements with unmodified audit opinion on financial statements.

Reporting of internal auditor:

Internal Auditors are invited to the meetings of Audit Committee to make presentation to the Committee on their observations during the course of their Internal Audit.

Details of Compliance with Mandatory Requirement:

Post listing of shares of the Company on December 30, 2019, all disclosures in compliance with the Corporate Governance requirement specified in regulation 17 to 27 and clause (b) to (i) of sub regulation (2) of Regulation 46 to the extent applicable are uploaded on Company's website at www.princepipes.com and have complied with the said regulations.

Compliance certificate from Practising Company Secretary regarding compliance of conditions of corporate governance:

A certificate from Practising Company Secretary regarding compliance of conditions of Corporate Governance is annexed to this Report as **Annexure D**.

ANNEXURE A

DECLARATION ON CODE OF CONDUCT

This is to confirm that the Company has laid down a Code of Conduct for all its Board Members and Senior Management personnel of the Company. The code of conduct has also been posted on the website of the Company i.e. <https://www.princepipes.com/investors/corporate-governance/policies>. It is further confirmed that all Directors and Senior Management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the Financial Year ended March 31, 2022, as envisaged in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Sd/-
Jayant S. Chheda
 Chairman & Managing Director
 (DIN:00013206)

Date: May 19, 2022

Place: Mumbai

ANNEXURE B

MD/CFO CERTIFICATION

To,
 The Board of Directors,
Prince Pipes and Fittings Limited

We, Jayant Shamji Chheda, Chairman and Managing Director and Shyam Sharda, Chief Financial Officer hereby certify that:

- a) We have reviewed the Financial Statements and the Cash Flow Statement for the Quarter and year ended March 31, 2022 and that to the best of our knowledge and belief:
 - 1) the statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - 2) the statements together present true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee:
 - 1) Significant changes in internal control over financial reporting during the year;
 - 2) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - 3) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Mumbai
 Date: May 19 2022

Jayant S. Chheda
 Chairman and Managing Director
 (DIN: 00013206)

Shyam Sharda
 Chief Financial Officer



CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
PRINCE PIPES AND FITTINGS LIMITED

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Prince Pipes And Fittings Limited having CIN L26932GA1987PLC006287 and having registered office at Plot No.1, Honda Industrial Estate, Phase II, Honda Sattari Honda, Goa 403530 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company for the Financial Year ending on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment in the Company
1.	Mr. Jayant Shamji Chheda (Managing Director)	00013206	13/11/1987
2.	Mr. Parag Jayant Chheda (Whole time Director)	00013222	27/04/1996
3.	Mr. Vipul Jayant Chheda (Whole time Director)	00013234	11/03/1997
4.	Mr. Ramesh Chandak (Director)	00026581	16/09/2017
5.	Mr. Rajendra Vallabhaji Gogri (Director)	00061003	25/06/2020
6.	Mr. Mohinder Pal Bansal (Director)	01626343	16/09/2017
7.	Ms. Uma Manoj Mandavgane (Director)	03156224	16/09/2017
8.	Mr. Dilip Shrikrishna Deshpande	08488986	29/06/2019

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For SANJAY DHOLAKIA & ASSOCIATES

(SANJAY DHOLAKIA)
Practicing Company secretary
Proprietor

Membership No. 2655
CP No.: 1798

Place: Mumbai
Date: 9th August, 2022

UDIN: F002655D000764295
Peer Review Certificate no. 2036/2022

ANNEXURE D

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of
PRINCE PIPES AND FITTINGS LIMITED
CIN L26932GA1987PLC006287
GOA

We have examined the compliance of conditions of Corporate Governance PRINCE PIPES AND FITTINGS LIMITED, for the year ended on 31st March 2022, as stipulated in Schedule V (E) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the said Company with Stock Exchanges.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of Corporate Governance as stipulated under the above mentioned Listing Regulations, as applicable. 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 and the representations made by the Director and Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Schedule V (E) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For SANJAY DHOLAKIA & ASSOCIATES

(SANJAY R DHOLAKIA)

Practising Company Secretary
Proprietor
Membership No. 2655 /CP No. 1798

Date: 9th August, 2022
Place: Mumbai

UDIN: F002655D000764306
Peer Review Certificate no. 2036/2022



BUSINESS RESPONSIBILITY REPORT

Introduction

Prince Pipes and Fittings Limited (“the Company” or “We”) presents its Business Responsibility Report for the financial year ended March 31, 2022 pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI notification dated November 4, 2015.

The disclosures on Business Responsibility are aligned with the nine principles of National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business, as notified by the Ministry of Corporate Affairs (‘MCA’), Government of India.

Over the years, the Company has been striving to build and maintain a strong structure by bringing together strengths to unlock new avenues for growth and delivering a more diversified suite of products and services to meet the needs of a growing India. We are committed towards constant innovations in plumbing, irrigation and sewerage technologies to meet the nation’s constantly increasing water demands. We aim to pave the way for a future that provides clean water for everyone and everywhere; from the smallest villages to the largest cities. With the use of Manufacturing process to create extremely efficient piping systems, we aim at low-cost, non-contaminated water transport in every part of the country. The Company’s underground drainage systems provide hassle-free sewerage for every situation.

Thus, the culture of and awareness regarding catering to environmental, social, health and safety needs are imbibed in the very nature of the Company’s business model. We embrace environmental and social responsibility while creating value for our stakeholders.

The Company’s philosophy on each principle is reproduced below:

Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

We believe that for a successful and sustainable business, a strong foundation of ethical corporate citizenship and establishment of good corporate culture is essential. We are committed to operate our business ethically in a manner such that all stakeholders i.e. investors, creditors, distributors, customers, employees, and even competitors, the government and the society at large, are dealt with in a fair manner. We have always believed in adhering to the best governance practices to ensure protection of interests of all stakeholders of the Company in tandem with healthy growth of the Company.

The Company strives to maintain high standards of ethics in all spheres of its business activities. The Board of Directors and

Senior Management strive and endeavor to set examples of utmost ethical behavior.

The Company’s core management team aims at inculcating ethical behavior at all levels across the Company making it an essential part of the work culture so that every employee of the Company conducts himself with professionalism, honesty and integrity, and conforms to high moral and ethical grounds.

The Company has in place a Human Resources Manual covering internal code of conduct and business ethics which every employee needs to abide by. We ensure that genuine concerns of misconduct/ unlawful conduct can be reported in a responsible and confidential manner through the Company’s Vigil Mechanism. We also encourage our business partners and third parties with whom we conduct business to abide by this policy.

Further, the Company also encourages transparency of operations by ensuring that the statutory disclosures are governed by the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, Determination of Materiality Policy, etc. The Company also regularly publishes necessary disclosures, investor presentations and important updates on its website. The Company informs all relevant stakeholders of the operating risks and strives to redress the issues raised as promptly as possible, being accountable for its actions.

The Company has zero tolerance for bribery and corruption in its business dealings and it believes in free and open competition and does not encourage any anti-competitive or unfair practice.

Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

We believe that sustainable development meets the needs of the present, without compromising the ability of future generations to meet their own needs. The Company endeavours to implement the principles of sustainability into the various stages of product or service lifecycle, including procurement of raw material/ service, manufacturing products or delivery of service, transportation of raw materials and finished goods, and disposal by consumers. We strive to ensure that the exploitation of resources, direction of investments, orientation of technological development and institutional change are in harmony and enhance both current and future potential to meet the human needs and aspirations.

The Company creates consumer awareness regarding their rights through product labelling, appropriate and helpful

marketing communication, mentioning full details of contents and composition as per the applicable laws and promotion of

safe usage and disposal of products. The Company ensures that manufacturing processes and technologies required to produce its products are resource efficient and sustainable, even while designing the products.

Principle 3: Businesses should promote the well-being of all employees

Well-being of all employees is of prime importance to the Company. Safety, health and work life balance of employees are extremely important to the Company. We believe in giving our employees ample opportunities of growth by encouraging them to suo moto take up initiatives in the interest of the Company so that they are motivated, result oriented and committed to achieve excellence in their domain. We strive to provide work environment in which all individuals are treated with mutual respect and dignity.

The Company follows a policy of not employing child labour, adolescent labour, forced labour or any form of involuntary labour, paid or unpaid in any of its offices and plants and ensures fair, timely and transparent payment of statutory wages to all its employees without discrimination. The Company has a Policy on Prevention of Sexual Harassment, which deals extensively on providing a safe working environment and protection from sexual harassment.

The Company provides a workplace environment that is safe, hygienic, humane and which upholds the dignity of the employees. It provides facilities for the well-being of its employees including those with special needs. The Company also complies with the statutory provisions pertaining to its employees and in particular about the health, safety and well-being of our employees.

We regularly conduct programs for enhancing the skills of its employees, improve their morale and for their overall career development. This is done through various sensitization programs, on-the-job training or training through various programmes - internal or external to upgrade their skills and competencies which shall include training to handle machines, raw materials and other products used during manufacturing of the products. Such trainings are imparted on a non-discriminatory basis based on the needs of the employees/ business.

Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised

We believe in the principle that the interest of all stakeholders must be protected and at the same time, the Company must be responsive towards them and their needs, especially those who are disadvantaged, vulnerable and marginalised. Stakeholder engagement leads to increased transparency, responsiveness,

compliance, organisational learning, quality management, accountability and sustainability. The Company identifies its stakeholders, understands their concerns and commits to engage with them. We acknowledge, assume responsibility and are transparent about the impact of our policies, decisions, products, services and associated operations on the stakeholders.

Principle 5: Businesses should respect and promote human rights

The Company respects and promotes human rights of all individuals. It is committed to identify, prevent, and mitigate adverse human rights impact resulting from or caused by business activities beforehand or if they occur, through human rights due diligence and mitigation processes. We recognize the Company's impact on the communities in which we operate. We believe that local issues are most appropriately addressed at the local level. We are also committed to creating economic opportunity and fostering goodwill in the communities in which we operate through locally relevant initiatives.

The Company aims at integrating respect for human rights in management systems, through assessing and managing human rights impact of operations, and ensuring all individuals impacted by the business have access to grievance mechanisms. Within its sphere of influence, the Company promotes awareness and realization of human rights across its value chain.

Principle 6: Businesses should respect, protect, and make efforts to restore the environment

The Company is committed to adopt business practices that create long term stakeholder value by implementing opportunities and managing risks arising from economic, environmental and social developments. We strive to utilize natural and manmade resources in an optimal and responsible manner and ensure the sustainability of resources by reducing, reusing, recycling and managing waste.

We ensure that benefits arising out of access and commercialization of biological and other natural resources and associated traditional knowledge are shared equitably and continuously seek to improve our environmental performance by adopting cleaner production methods, promoting use of energy efficient and environment friendly technologies and use of renewable energy.

Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner

We understand that during the course of Company's operations, consistent and transparent interactions with various regulatory authorities and social organisations are required to be undertaken.



We ensure that our engagement with the relevant authorities is guided by the values of commitment, integrity, transparency and the need to balance interest of diverse stakeholders. We engage with industry bodies and associations to influence public and regulatory policy in a responsible manner.

The Company works with industry organisations which are engaged in policy advocacy in a responsible manner and ensure that advocacy position remains consistent with its values and philosophy.

Principle 8: Businesses should support inclusive growth and equitable development

We believe that sustainable development calls for concerted efforts towards building an inclusive, sustainable and resilient future for people and planet. In order to achieve inclusive growth and equitable development, harmony of economic growth, social inclusion and environment protection is important.

The Company is committed to ensure protection of interest of all its stakeholders. In order to achieve inclusive growth and equitable development, we engage in various CSR projects in accordance with Schedule VII of the Companies Act, 2013.

We also innovate and invest in products, technologies and processes that promote the well-being of society and make efforts to complement and support the development priorities at local and national levels and ensure appropriate resettlement and rehabilitation of communities who have been displaced owing to our business operations.

Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner

The Company discloses all information truthfully and factually as per applicable laws and educates customers through product labelling, advertisements, van activities, factory visits, trainings to dealers, shop retailers, plumbers, farmers, etc. and such other means, including information regarding the risks to the individual, society and to the planet from the use of the products, so that the customers can exercise their freedom to consume in a responsible manner. We take into account the overall well-being of the customers and that of society while serving the needs of its customers.

We have in place, an adequate consumer feedback mechanism to address consumer concerns and feedback. The Company also ensures that the customers' data collected by it does not infringe upon the right of privacy of its customers.

Section A: General Information about the Company

Corporate Identity Number (CIN) of the Company	L26932GA1987PLC006287						
Name of the Company	Prince Pipes and Fittings Limited						
Registered Address	Plot No.1, Honda Industrial Estate, Phase II, Honda Sattari Honda, Goa, India 403530						
Website	www.princepipes.com						
E-mail ID	investor@princepipes.com						
Financial Year reported	April 01, 2021 – March 31, 2022						
Sector(s) that the Company is engaged in (industrial activity code-wise)	<table border="0"> <tr> <td>Industrial Group</td> <td>Description</td> </tr> <tr> <td>Group: 222</td> <td>Manufacture of plastics products</td> </tr> <tr> <td>Class: 2220</td> <td>Manufacture of plastics products</td> </tr> </table> <p><i>As per National Industrial Classification – The Ministry of Statistics and Programme Implementation.</i></p>	Industrial Group	Description	Group: 222	Manufacture of plastics products	Class: 2220	Manufacture of plastics products
Industrial Group	Description						
Group: 222	Manufacture of plastics products						
Class: 2220	Manufacture of plastics products						
Three key product/ services manufactured (as in Balance sheet)	<ol style="list-style-type: none"> 1. CPVC, UPVC, PPR, & HDPE Pipes (Chlorinated Polyvinyl Chloride, Unplasticized Polyvinyl Chloride, Poly Propylene Random (copolymer) & High Density Poly Ethylene Pipes) 2. SWR Pipes (Soil, Waste and Rain Pipes) 3. Fittings For Plumbing, Agriculture and Sewage <p>The other key products of the Company include Water Tanks, Cable Ducting, DWC Pipes.</p>						

Total number of locations where business activity is undertaken by the Company: (a) Number of International Locations (b) Number of National locations	(a) None (b) Haridwar, Athal, Dadra, Kolhapur, Chennai, Jaipur and Telangana
Markets served by the Company – Local/ State/National/ International:	All

Section B: Financial Details of the Company:

1.	Paid up capital (INR)	1,105.61 million as on March 31, 2022
2.	Total Turnover (INR)	26,568.32 million as on March 31, 2022
3.	Total profit after taxes (INR)	2,494.03 million as on March 31, 2022
4.	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	The Company's total spending on CSR activities for the financial year ended March 31, 2022 INR 44.14 million, i.e.1.77 % of Profit After Tax. You may refer to Annexure A of the Board's Report.
5.	List of activities in which the CSR expenditures have been incurred	You may refer to Annexure A of the Board's Report.

Section C: Other Details:

1.	Does the Company have any Subsidiary Company/ Companies?	No
2.	Do the Subsidiary Company/ Companies participate in the BR initiatives of the parent Company? If yes, then indicate the number of such subsidiary company (s)	Not Applicable
3.	Do any other entity/ entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/ entities? [$<30\%$, $30-60\%$, $>60\%$]	Several stakeholders engage with the Company in the course of its business such as suppliers, distributors, customers, government agencies, similar economic groups and other related entities. The Company promotes BR initiatives across its value chain. However, none of them directly participate in the BR initiatives of the Company.

Section D: BR Information

1. Details of the Director/ Directors responsible for BR

(a) Details of the Director/ Directors responsible for implementation of the BR policy/ policies:

Mr. Parag Chheda, Joint Management Director (DIN: 00013222) has been authorized by the Board of Directors as its meeting held on 31 July 2020, for overseeing implementation of the Company's Business Responsibility Policy along with the other executive and department heads of the Company.



(b) Details of the BR head

Sr. No.	Particulars	Details
1	DIN Number (if applicable)	00013206
2	Name	Mr. Jayant Chheda
3	Designation	Chairman and Managing Director
4	Telephone number	022 6602 2222
5	E-mail ID	investor@princepipes.com

2. Principle-wise (as per NVGs) BR policy/policies (Reply in Y/N):

Reference	Principle	Heading	Description
P1	Principle 1	Ethics, Transparency, Accountability	Business should conduct and govern themselves with Ethics, Transparency and Accountability
P2	Principle 2	Product Lifecycle Sustainability	Business should provide goods and services that are safe and contribute to sustainability throughout their life cycle
P3	Principle 3	Employees' Well Being	Business should promote wellbeing of all employees
P4	Principle 4	Stakeholder Engagement	Business should respect the interests of and be responsive towards all stakeholders especially the disadvantaged, vulnerable and marginalized
P5	Principle 5	Human Rights	Business should respect and promote human rights
P6	Principle 6	Protection of The Environment	Business should respect, protect, and make efforts to restore the environment
P7	Principle 7	Responsible Principle Advocacy	Businesses when engaged in influencing public and regulatory policy, should do so in a responsible manner
P8	Principle 8	Support Inclusive Growth	Businesses should support inclusive growth and equitable development
P9	Principle 9	Providing Customer Value	Business should engage with and provide value to their customers and consumers in a responsible manner

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

Sr. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	Do you have a policy/ policies for:	Y	Y	Y	Y	Y	Y	N	Y	Y
2.	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	NA	Y	Y
3.	Does the policy conform to any national/ international standards? If yes, specify? (50 words)	Y	Y	Y	Y	Y	Y	NA	Y	Y
		<i>Refer Note 1</i>								
4.	Is the policy being approved by the Board? If yes, has it been signed by MD/ owner/CEO/ appropriate Board Director?	Y	Y	Y	Y	Y	Y	NA	Y	Y
		<i>Policies have been approved by the Board or Senior Management of the Company at various dates and are reviewed annually or as and when required.</i>								

Sr. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
5.	Does the company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	NA	Y	Y
6.	Indicate the link for the policy to be viewed online?	Y	Y	Y	Y	Y	Y	NA	Y	Y
<i>Refer Note 2</i>										
7.	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	NA	Y	Y
8.	Does the Company have in-house structure to implement the policy/ policies?	Y	Y	Y	Y	Y	Y	NA	Y	Y
9.	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	Y	Y	Y	Y	Y	Y	NA	Y	Y
<i>Refer Note 3</i>										
10.	Has the Company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	Y	Y	Y	Y	Y	Y	NA	Y	Y

Note 1: The Company's Policies are in consonance with the Companies Act, 2013 (the 'Act'), applicable SEBI regulations and other regulations/ guidelines prescribed by statutory and regulatory authorities.

Note 2: The following policies are available on <https://www.princepipes.com/policies/>

- Policy for Determining Material and Price Sensitive Information by Companies
- Vigil Mechanism Policy
- Dividend Distribution Policy
- Code of Practices and Procedure for Fair Disclosure
- Archival Policy
- Code of Conduct for Directors and Senior Management
- Corporate Social Responsibility Policy
- Environmental and Social Policy
- Insider Trading Policy
- Materiality Policy
- Policy on Related Party Transactions
- Supplier Code of Conduct

In addition to the above, other internal policies of the Company such as Business Responsibility Policy, Integrated Management System Policy, Human Resources Manual covering internal code of conduct and business ethics, Prevention of Sexual Harassment Policy, Branding and Logo Manual/ Policy, etc. are available on the Company's internal portal and are shared with the relevant stakeholders as and when necessary.

Note 3: The Company has established grievance mechanisms for different stakeholders under relevant policies. In addition, grievance or feedback related to the policies can be sent to investor@princepipes.com. The Company also has a Stakeholders Relationship Committee to resolve any grievances of the stakeholders.



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

Sr. No.	Questions	Principle 7
1.	The company has not understood the Principles	-
2.	The company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles	In relation to Principle 7, the Company is a member of some trade organizations and participates in various trade seminars and exhibitions. We prefer to be a part of the broader policy development process and give our suggestions in a responsible manner. However, the Company does not feel a need of a formal policy at this stage and may consider adopting a policy for the same in future.
3.	The company does not have the financial or manpower resources available for the task	-
4.	It is planned to be done within next 6 months	-
5.	It is planned to be done within next 1 year	-
6.	Any other reason (please specify)	

3. Governance related to BR:

Section E: Principle-wise Performance

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

Mr. Parag Chheda, Joint Managing Director has been given the responsibility of implementation of the BR Policy under the guidance of Mr. Jayant Chheda, Chairman and Managing Director who has been designated as the BR Head. The Policy is appropriately communicated within the Company across all levels and is displayed on the Company's intranet.

Compliance with the BR Policy is monitored and evaluated by the BR Head and along with the core management team of the Company on a regular basis. The Company also proposes to get its BR performance assessed by the CSR Committee or the Stakeholders Relationship Committee as and when required.

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

This is the Third year when the Company would be publishing its Business Responsibility Report. The same will be published by the Company annually along with its Annual Report on the website of the Company: <https://www.princepipes.com/general-meeting>.

Principle 1 - Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

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

The Company has various documents and policies covering issues such as ethics, bribery and corruption which

include the Vigil Mechanism Policy, Human Resources Manual covering internal code of conduct and business ethics, Prevention of Sexual Harassment Policy, Code of Conduct for Directors and Senior Management, etc. The Company ensures that the essence of all these policies is also extended to the external stakeholders of the Company including vendors, contractual resources, visitors through the course of business engagement.

The core values of business of the Company such as ethical standards, respect, transparency and commitment to quality are also stated in the Company's Human Resources Manual covering internal code of conduct and business ethics.

The Company conducts all its business activities in an honest and ethical manner and takes a zero-tolerance approach to bribery and corruption in all its business dealings and relationships.

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

The Company received 2 investor complaints during the year under review. All these complaints were duly resolved. During the year under review, no complaints relating to ethics, bribery and corruption were filed against the Company. The Company had not received any whistle blower complaints or complaints on sexual harassment under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal Act, 2013, during the year.

Principle 2 - Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

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

- a. Vent Cowl PVCJalli 50mm, 63mm, 75mm & 110mm - SWR (Vent cowl integrated jalli)

This product has been developed as a plastic injection moulded vent cowl with inbuilt jalli (net). The vent cowl is used in houses and offices for ventilation purposes to allow foul gases generated in the system to escape. Vent cowls are also designed to fit the top of toilet vent pipes, to reduce pan syphoning.

This enables the effective discharge of polluted air outside the building. The inbuilt net prevents mosquitos from entering the house through wastewater line and relatedly prevents diseases like Malaria, Dengue, Chikungunya, etc. caused by Mosquito bites.

- b. Inspection Chamber 600mm product made with higher size inlet & Outlets i.e. 110mm to 1250mm.

Main Inlet/Outlets UPVC/DWC connection possibility without additional connector with 2Layer (Outer Black & Inner Blue).

Advantages are :-

- Light and durable structure.
- Ensures easy and quick installation.
- Causes no installation and shipping wastage.
- 100% sealing.
- Environment friendly.

- Compatible with different piping systems due to its flexible structure.
- Surface structure with low roughness prevents adsorption.
- Has interior surfaces that facilitate perfect flow.
- Preferred particularly for high resistance to chemicals.
- Has highly economical Quality/ Performance/ Price ratio.

- c. Manhole chamber 1000mm with multiple inlet outlet sizes & manhole riser with ladder: - Most of the sewer requirements are fulfilled through deep inspection chambers These readymade, ready to use manholes offered by Prince pipe consists of manhole base, shaft and a cone with suitable cover solution. This robust manhole designed, manufactured and stringently tested has multiple advantages. Combination of strength and elasticity this versatile product is the result of our extensive R & D. Provision of ladder is a real breakthrough in sewer technology. single piece cost effective design in 1.0 m size for invert depth upto 6.0m

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

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

Our drive for continuous improvement and innovation has enabled us to reduce process waste, lower energy consumption, increase productivity and release new products, thereby achieving higher customer acceptance and satisfaction.

The Company uses state-of-the-art technology for machines and equipment used for production which results in internal rejection percentage coming down.

The Company extensively uses automation in all its plants. Water consumption requirements at various plants have reduced significantly due to reduction of water consumed in utilities by process improvements in cooling tower operations, re-use and recycle of wastewater back into the manufacturing process.

The Company is continuously making efforts to improve Energy Management by way of monitoring energy related parameters on a regular basis. The Company is committed to transform energy



conservation into a strategic business goal fully along with the technological sustainable development of Energy Management System. It is our endeavor to reduce energy consumption in all its operations.

To achieve above objectives the following steps are taken/ being undertaken by the Company:

- Continuously monitoring the energy parameters and efficient utilization of energy tariff.
- Continuously replacing the inefficient equipment with latest energy efficient technology equipment and regular upgradation.
- Increasing awareness regarding energy saving within the organisation to avoid wastage of energy.
- Enhancing utilisation of renewable energy resources.
- Achieving power factor near to one in all plants by the effective reactive energy management.
- Reducing emission of Green House gases by improving energy efficiency at all plants.
- Conducting Audits thrice a year (twice internally and once through TUV Rheinland, an independent accreditation body)
- Utilization of solar power at majority of the plants of the Company.
- Increasing use of wind energy.

All our plants are EnMS (ISO 50001) certified through TUV Rheinland. Energy reduction is our main Key Performance Indicator ('KPI') which is monitored on a monthly basis in all our plants.

We also monitor Water Utilization Ration (WUR) in ltr/ kg as a part of monthly KPIs in all our plants.

We have in place an Integrated Management System through which we constantly strive to reduce the losses losses (internal rejection/energy losses) by providing necessary resources to achieve the targets and usage of energy/ Environment efficient products and equipment.

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

The Company makes every effort to create awareness among its consumers for efficient resource consumption.

The Company has created the below solutions for various industrial issues in the realm of environmental conservation, which ensure reduction in resource consumption and environment safety at consumption level as well:

- Chilling Plants
- Treatment Plants
- Water Supply
- Bore Well
- Rain Water Harvesting
- Sewage Management

3. Does the Company have procedures in place for sustainable sourcing (including transportation)?

If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.

Our innovation and operations group are spearheading efforts to transition to renewable raw materials, low emission direct energy and improved water consumption for our processes by selection and introduction of energy-efficient state-of-the-art machines.

Vendors are on boarded based on the following criteria:

- Technical and financial capability which defines their ability to sustain and service us during all Times
- Existing clientele from the industry and outside to ensure credibility
- Ethical business practices and socially responsible
- Product qualifying after thorough checks in the Company system to avoid problems during the production stage and quality of finished goods
- Pricing advantage

The above ensures that the Company is well serviced during all times in a sustainable manner.

More than 75% of the inputs, approximately, are sourced sustainably.

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

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

We prefer locally available goods and services, other considerations being comparable. Company has taken several initiatives for the development of local and small suppliers of goods and services.

We have developed packing material and hardware/ spare items supplier locally, so as to ensure the development of surrounding communities.

We have a great focus on having a domestic supply base for all raw materials that go into production. We take the following actions for the same:

- As a policy we try to source our products from qualified suppliers who are closest to our plant locations.
- All such products which have a potential to be substituted are identified and efforts are put in to be developed locally.

The Company also supports vendors for improving their productivity and technical capability to reduce their operational costs. Further, we procure services like security, housekeeping, gardening, and such other services from the suppliers located near the factories of the Company. Major workforce of the Company is employed from the surroundings of the manufacturing units across all locations.

The Company also deals with Micro, Small, and Medium Enterprises. We ensure right quality production at suppliers' end as well to ensure the desired quality levels of the end product, resulting into enhanced capability of supplier to produce right quality material for elevated volumes.

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

Yes, the Company has in place a mechanism to recycle products and internal rejection. Approximately 95% of the internal rejection generated is recycled in-house at all our manufacturing units.

The Company has in place instruction documents for each plant setting out the procedure for processing internal rejection including grinding, segregation, reuse and treatment of non-usable wastage. The Company also submits necessary returns on hazardous and other wastes as prescribed by the State Pollution Control Boards/ Committees for each of its plants.

Principle 3 - Businesses should promote the well-being of all employees

- Total number of employees: 1665
- Total number of employees hired on temporary/ contractual/casual basis: 1,311
- Number of permanent women employees: 32
- Number of permanent employees with disabilities: 3

5. Do you have an employee association that is recognized by management?

The Company has an agreement with a Trade Union for its plant located at Athal named "Union Territory Kamdar Sangha".

6. What percentage of your permanent employees is members of this recognized employee association?

- 198 employees out of 225 employed at the Athal plant are members of this union i.e., 88%. This forms 11.89% of the total permanent employees of the Company.

8. Please indicate the number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.

Sr. No.	Category	No. of complaints filed during the financial year	No. of complaints pending as on end of the financial year
1.	Child labour/ forced labour/ involuntary labour	0	0
2.	Sexual Harassment	0	0
3.	Discriminatory employment	0	0



- Striving to incorporate best practices on labour management as prescribed by the International Labour Organisation
- Increasing female participation in our workforce, wherever possible
- Assessing all potential health and safety risks arising from work activities and taking appropriate measures to mitigate risks to health and safety by conducting HIRA (Hazard Identification & Risk Assessment)

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

Sr. No.	Category	Skill Up-gradation and Safety Training
1.	Permanent Employees	Skill up-gradation and safety trainings are imparted to all concerned employees/ workers, irrespective of their gender, type of employment or any other factors.
2.	Permanent Women Employees	
3.	Casual/ Temporary/ Contractual Employees	
4.	Employees with Disabilities	

As per the Environmental and Social Policy of the Company, it ensures that environmental sustainability is covered as part of relevant trainings, workshops and meetings to raise commitment of our employees, suppliers, business partners and the community at large.

The Company strives to create conducive and safe workplace conditions that help all employees through our Occupational Health & Safety Management System (ISO 45001). We focus on:

- Providing safe working conditions
- Maintaining workplace conditions that protect employee health
- Training and information dissemination periodically on all relevant aspects of Environment and Safety matters to the applicable stakeholders
- Ensuring that our labour practices are in compliance with applicable laws and regulations including the compliance with Indian Factories Act, 1948 related to employee working hours and wages

Safety and well-being of the Company's employees is paramount and non-negotiable. The Company follows industry accredited best practices on health & safety across our operations, and conduct all our processes in a responsible manner to safeguard our employees. Establishing policies, plans and procedures aimed at reducing accident rates are important, but a strong safety culture emerges only when employees share the organisation's vision. At Prince Pipes, we are building a culture where employees exhibit and practice safe behavior. Occupational Health and Safety is centrally governed by our OHSMS certification process and is supplemented by plant Safety Committees. The Company has in its staff, specially trained safety professionals along with trained line management. Some of the initiatives taken in the area of Health & Safety are listed below: The Company has introduced new safety performance measurement metrics i.e. LTI (Lost Time Injury) and AFD (Accident Free Days) which is benchmarked against the top industries in the world. Company has achieved the targets taken in the year 2021-22. Safety management systems have sought to control dangerous conditions, but unsafe activities cause 90-95 percent of injuries. Behavior Based Safety (BBS) initiative is a formal community-based prevention programme aimed at fostering a zero-accident culture. Primary objective of BBS was to identify hidden habits and environmental factors that predisposed people to the cause. The approach to implement BBS in the Company is focused on identification of potential hazards & mitigate it through HIRA (Hazard Identification & Risk Assessment). Individuals were able to conduct their duties in a more responsible manner through our initiative of consultation & participation of employees in safety related activities.

Following specific safety/ EHS and skill up-gradation trainings are given to the employees:

- Daily Tool Box Talk (TBT) on activity related topics
- First Aid training through St. John Ambulance, an organization which teaches and provides first aid and emergency medical services
- Behaviour Based Safety (BBS) training through outside expert faculties
- EHS awareness training for new employees
- HIRA (Hazard Identification and Risk Assessment) training & Environmental Aspect Impact
- Safety auditor training
- Practical training on how to operate the fire extinguishers, Fire hydrant, etc.

- Quarterly mock drills
- Environment day and safety week celebration in plants to improve awareness through slogan/ essay/ drawing competition and tree plantation.

Employee Wellness:-

- In order to help and support our employees and their families through the difficult year that went by, the organization went above and beyond the call of duty through multiple measures.
- Wherever possible, employees have been assisted with finding suitable diagnostic centres and hospitals for COVID-19 related testing and treatment.
- In general, the Company has propagated the messages of physical distancing, importance of masks, washing hands with soap, using hand sanitizers, etc. through multiple avenues and on multiple forums. Through various employee wellness programs targeted at physical, mental and financial wellness as well as disease and ailment control, the organization has strived to ensure high morale among its workforce even through these difficult times.

The Company has a well-defined policy for the prevention of sexual harassment and the policy has been implemented at both central as well as unit level. It ensures prevention and deterrence towards the commissioning of acts of sexual harassment and sets out the procedures for their resolution and settlement. A Committee has been constituted in accordance with the requirements under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH) which ensures implementation and compliance with the law as well as the policy at unit level. Further, there is an internal module in place to apprise all employees on the provisions of the POSH and redressal mechanisms. Workshops, as a part of new-joiner inductions or in general, are conducted in plants and corporate to sensitize employees on the subject. Internal Committee has been constituted at all locations with an empaneled external expert.

Principle 4 - Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised

1. Has the Company mapped its internal and external stakeholders?

Yes. The Company has mapped its stakeholders and the same are classified as employees and workers, being the

internal stakeholders and external stakeholders such as customers, builders, plumbers, dealers, distributors, MEP project consultants, farmers, house owners, brand owners, investors, service providers, government/ regulators, suppliers/ business partners, insurers, equipment provider and the wider community.

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

Yes. Identification of disadvantaged, vulnerable and marginalised stakeholders is an on-going process.

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

The company undertakes various employee engagement programme for the internal stake holders as below:

1. Awarding the best performers
2. Monetary awards for any improvements done by the employee through KAIZEN/SGA
3. Celebrating birthday of the employees

The Company undertakes various community development and engagement initiatives, details of which are given at point no. 1 of Principle 8 below.

Further, the Company's CSR activities also aim at; inter alia, healthcare and upliftment of poor sections of the Society. During the year under review, the Company has contributed its CSR spend to INR 44.14 million.

Principle 5 - Businesses should respect and promote human rights

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

The Company takes care that its transactions/ processes do not violate any human rights. We ensure that the dignity and rights of the employees, consumers, vendors and all concerned stakeholders are upheld. We also believe that training our workforce on their human rights as well establishing permissible codes of conduct when dealing with our stakeholders is crucial. The Company has in place policy on Prevention of Sexual Harassment at Workplace, Business Responsibility Policy, Environmental and Social



Policy, Vigil Mechanism Policy, Integrated Management System Policy (Quality, Environment, Occupational Health and Safety and Energy), etc. based on global standards and local laws.

The Company does not employ or make use of child labour or forced labour of any kind.

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

There were no cases of human rights violation for the year financial year ended March 31, 2022 in any of the operations.

Principle 6 - Businesses should respect, protect, and make efforts to restore the environment

1. Does the policy related to Principle 6 cover only the Company or extends to the Group/ Joint Ventures/ Suppliers/ Contractors/ NGOs/ others.

We ensure that the Health and Safety standards at all our units/ workplaces are as per the legislations. Our approach is reflected in our Environmental and Social Policy which places emphasis on the Company's continuous efforts to comply with applicable legal, environmental and our internal requirements where specific environmental legislation is non-existent or insufficient. As per the Policy, the Company incessantly strives at improving the environmental performance of its activities, products and services. This Policy is available on the website of the Company. An endeavour is made to apply this Policy in all the Company's dealings with stakeholders across the value chain including suppliers, contractors, etc. in due spirit.

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

Yes. The Company adheres to applicable IFC Performance Standards, and IFC/ World Bank EHS guidelines and standards in all its ventures in addition to complying with applicable local and national regulations/ laws and with International Labour Organisation's conventions which have been notified in India. The Company also strives to apply relevant international best management practices and/ or standards, with appropriate targets and timelines for achieving Environment and Safety improvement and performance.

Our manufacturing plants have attained ISO 14001 environment management system & ISO 45001 Occupational Health & Safety management system certification.

The environmental management system certification helps us to analyze and reduce environmental impact and standardize the process of being complaint to a range of legislative requirements. The certifications have provided us a framework which enables us to review our environmental performance and identify the sites outperforming others.

Few specific initiatives taken by the Company in this direction are

- No procurement of equipment with ODS (Ozone Depleting Substances) and phase out existing equipment with ODS
- Procuring green energy wherever feasible. 16% of the total energy requirement of the Company was procured through renewable energy sources. The Company plans to increase the consumption of renewable sources of energy in the future.
- Installing solar panels in all plant roof tops
- Procuring IE3/ IE4 compliant energy efficient motors
- Carbon footprint reduced by 25% (16331MT) in comparison to FY-17
- Natural Resource: Water
- Appreciating that water is a shared resource with the community, our focus is on water management in the following areas.
- Reduce overall Water Consumption in our factories by 24% since FY-18.
- STP installed in all our plants with cumulative capacity of 205KLD to improve Recycle & Reuse domestic wastewater back within the factories.
- RWH (Rain Water Harvesting) structure installed for water replenishment and conservation inside factory premises
- Pond made in our Jaipur & Sangareddy facility to store the rain water & use afterwards in process
- Water management processes have evolved across all the factories over the years, and it has resulted

in improvements in key metrics of specific water consumption, in coordination with local water body or CGWA (Common Ground Water Authority).

3. Does the company identify and assess potential environmental risks? Y/N

Yes. The Company identifies and assesses potential environmental risks in pursuance of its Environmental and Social Policy. The Company specifically undertakes plant specific environmental aspect impact under ISO 14001 certification and takes prompt action wherever required. Checking air quality, emission levels and water quality on a regular basis also ensures that potential environmental risks are averted.

We also maintain an Environmental Aspect Impact Register in which the Company identifies and records various potential modes of failures such as oil spillage, water spillage, vehicles emitting more gas, emission of gases harmful to the ozone layer, use of lead-based chemicals, etc. These modes are then mapped against potential effects of failures, causes of such failures and control/ mitigation plans are developed accordingly.

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

The Company has not carried out any project related to Clean Development Mechanism and no environment compliance report was filed in this regard.

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

Yes. Kindly refer to responses given for question no. 2 of principle 2 and principle 6.

6. Are the emissions/ waste generated by the Company within the permissible limits given by CPCB/SPCB for the financial year being reported?

Yes. The Company strictly follows all the rules and regulations related to treatment of emissions/ waste generated by the Company and undertakes tests on a regular basis to ensure emissions are maintained within the permissible limits given by CPCB/ SPCB/ other regulatory authorities.

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

The Company has not received any show cause/ legal notice from CPCB/ SPCB during the financial year ended March 31, 2022 and no such notices are pending satisfaction as on March 31, 2022.

Principle 7 - Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner

1. Is your Company a member of any trade and chamber or association? If Yes, name only those major ones that your business deals with.

Yes. The Company is a member of the following trade organisations:

- (a) OPPI: Organisation of Plastic Processors of India
- (b) JITO: Jain International Trade Organisation

2. Have you advocated/ lobbied through above associations for the advancement or improvement of public good? Yes/ No. If yes specify the broad areas.

Yes. The Company responsibly uses the platform of various industry segment seminars and exhibitions to promote its products and solutions. We regularly participate in trade seminars and exhibitions such as JITO Trade Fair, VINYL India International PVC, Chlor Alkali Summit, KISAN Exhibition, Krishithon trade fair for farmers, Dahej Industrial Expo, Plastindia Foundation, Indian Plumbing Chapters, Ankleshwar Expo, CREDAI, Municipalika, Smart city infrastructure, Constro Exhibition, etc.

Additionally, the Company also encourages and conducts factory visits for influencers viz. the plumbers, plumbing contractors, architects, engineers, consultants, farmers etc. in order to inculcate complete knowledge on various products of the Company.

Principle 8 - Businesses should support inclusive growth and equitable development

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

Yes. The Company has during the financial year ended March 31, 2022, made generous donations for various causes as given below:



The company distributed grocery and health kits to 500 farmers at Devarwadi. Imagine if the hands that grow our food can't feed their own children. That's exactly what was happening in the village of Devarwadi near our Kolhapur plant where COVID had left around 500 families jobless, helpless & hungry. The company took the initiative to provide them daily essentials and what we got in return was joy and satisfaction. This was just another reminder that #WeAreInItTogether.

Under operation Sadbhavana of the Indian Military, the company donated 75 units of Storefit overhead water tanks at the LOC border – Dharati village. This ensured availability of water for every home and eliminate the burden that women often have face to fetch water from long distances. Subsequently, the brand has also initiated "Prince Parivartan" a certified training program imparted by in-house engineers to the local plumbers with the objective to enhance technical skills and knowledge to better serve their customers. Over 5000 plumbers are trained annually.



During the unprecedented time of the second wave of COVID19, the organization donated Oxygen concentrators in the states of Bihar, Rajasthan and Telangana. On World Plumbing Day 11th March the company and Red FM celebrated the spirit of plumbers across 7 cities in India. An initiative to commemorate the day through a unique radio campaign – Shram Ka Samman to honor the resilient spirit of plumbers and the value they bring to households.



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

We implement our programmes through our Corporate Social Responsibility team in partnership with government and civil society organizations. We also actively encourage our own employees to contribute towards these social initiatives.

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

The Company takes into consideration that the benefit is given to the intended ultimate beneficiaries of the society, while finalising any community development project. Impact assessment of such projects is done informally.

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

Company's direct contribution to community development projects for financial year 2021-22 is INR 39.80 million. For details of the projects undertaken or initiatives taken in this regard, kindly refer to question no.1 under this principle.

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

CSR activities of the Company were pursued in line with the Company's policy and framework.

Through effective stakeholder engagement, the Company ensures that its community development initiatives are sustainable in the long term. The Company closely monitors the spending of its contributions towards the intended social causes and the Company's Directors or senior officials pay regular visits at the projects sites where the Company has given contribution.

Principle 9 - Businesses should engage with and provide value to their customers and consumers in a responsible manner

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

Less than 1% of the customer complaints received during the financial year were pending as on March 31, 2022.

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

The Company displays product information as mandated by Bureau of Indian Standards and all other applicable laws and standards.

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

No cases were filed against the Company regarding unfair trade practices, irresponsible advertising and/ or anti-competitive behavior in the last five years and no such cases were pending as on the end of the financial year 2022.

On June 2, 2020, a case was filed against the Company by one of its competitors with respect to the Company's advertisement on zero defect manufacturing process claiming that the advertisement is misleading. This issue was earlier routed by the complainant through the Advertising Standards Council of India. As on date, this case is pending in the Hon'ble Bombay High Court. The Company believes

that its advertisements/ commercials are not misleading or disparaging in any manner and that the allegation is of a malicious nature and not in the right spirit of competition.

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

We conduct quarterly customer satisfaction survey online through IMON portal and take action for improvement. The survey is conducted on a rating system and covers indicators like satisfaction with product range, sales team, sales and quality.



INDEPENDENT AUDITOR'S REPORT

To the Members
Prince Pipes and Fittings Limited

Report on the Audit of Ind AS Financial Statements

Opinion

We have audited the accompanying Ind AS financial statements of **Prince Pipes and Fittings Limited** ("the Company"), which comprise the Balance Sheet as at 31st March 2022, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the Ind AS financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2022, its profit including other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Ind AS financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the Ind AS financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Description of Key Audit Matters

Key Audit Matters	How the matter was addressed in our Audit
<p>Provision for Discount & Incentives</p> <ul style="list-style-type: none">Revenue is measured net of discounts, incentives and rebates given to the customers on the Company's sales.The Company's presence across different marketing regions within the country and the competitive business environment makes the assessment of various type of discounts, incentives and rebates as complex and judgmental.Given the complexity and judgement required to assess the year end provision for discounts, incentives and rebates given to customers, this is a key audit matter.	<p>Our audit procedures included:</p> <ul style="list-style-type: none">We have assessed the Company's accounting policies relating to revenue, discounts, incentives and rebate by comparing with applicable Ind AS.We have assessed the Company's computations and internal controls for accrual of discounts incentives and rebates.On a sample basis, checked the accruals made with the approved schemes and underlying documents.We have compared the historical trend of discounts and incentives to provisions made to assess the current year accruals.

Information Other than the Ind AS financial statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Ind AS financial statements and our auditor's report thereon.

Our opinion on the accompanying Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the accompanying Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information obtained prior to the date of this report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Ind AS financial statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standard) Rules, 2015 as amended from time to time.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Ind AS financial statements

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements.

As a part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit



evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Ind AS financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other matter

The Ind AS financial statements of the Company as on 31st March 2021 were audited by another auditor whose report dated 12th

May 2021 expressed an unmodified opinion. We have relied on the said Ind AS financial statement for the purpose of confirming the opening balances of assets, equity and liabilities as on 1st April 2021 in respect of the year under audit.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure I, a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of the written representations received from the directors as on 31st March 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure "II".
 - g. With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act, in our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act; and

- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us
- i. The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements - Refer Note 4(a), 4(b) and 33(i) to the Ind AS financial statements.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. During the year, there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. The management has represented that,
- no funds have been advanced or loaned or invested by the Company to or in any other person(s) or entities, including foreign entities ("Intermediaries"), with the understanding that the intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the Company (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of ultimate beneficiaries.
 - no funds have been received by the Company from any person(s) or entities including foreign entities ("Funding Parties") with the understanding that such Company shall whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or provide guarantee, security or the like on behalf of the Ultimate beneficiaries.
- Based on the audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that causes us to believe that the above representations given by the management contain any material mis-statement. Also refer note 51 of Ind AS financial statement.
- v. As stated in note 46 of the Ind AS financial statements:
- The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act.
 - The interim dividend declared and paid by the Company during the year and until the date of this report is in compliance with Section 123 of the Act.
 - The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act.

For N. A. Shah Associates LLP

Chartered Accountants

Firm Registration Number: 116560W/W100149

Sandeep Shah

Partner

Membership No. 37381

UDIN: 22037381AJFSSS6379

Place: Mumbai

Date: 19th May 2022



Annexure I to the Independent Auditors' Report for the year ended 31st March 2022

(Referred to in 'Other legal and regulatory requirements of our report of even date')

- i) In respect of Property, Plant and Equipment, intangible assets and right of use assets:
- (a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of property, plant and equipment and relevant details of right of use assets.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The Company has a regular programme of physical verification of its Property, Plant and Equipment and right of use assets by which all Property, Plant and Equipment and right of use assets are verified in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company, except for the following:

Description of property	Gross carrying value (Amount in Rs. millions)	Held in the name of	Whether held in the name of promoter, director or their relative or employee	Period held	Reason for not being held in the name of the Company
Office premises at Ruby Tower, Dadar (West), Mumbai received in lieu of erstwhile office premises at Ruby House, 4th Floor, B Wing, Dadar (West), Mumbai	41.62	The Ruby Mills Limited and Mindset Estates Private Limited (Developer)	No	Since May 2013	There is a disagreement between the parties and the matter is pending before the Hon'ble High Court of Bombay.

- (d) During the year, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets.
- (e) No proceedings have been initiated or are pending against the Company as at 31st March 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii) In respect of Inventory:
- a) Physical verification of inventory has been conducted at reasonable intervals by the management and in our opinion, the coverage and procedure of such verification by the management is appropriate. The discrepancies noticed on verification between the physical stocks and the book records were less than 10% in aggregate for each class of inventory.
- b) The Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets; and the Company has filed quarterly returns or statements with such banks. The differences observed and the reasons thereof are as tabulated below. The Company has not taken borrowings from financial institution.

(Amount Rs. in Millions)

Quarter ended	Securities provided	Amount as per books of account as at quarter end	Amount as reported in the quarterly statement	Amount of difference	Reason for material discrepancies
30-Jun-2021	Inventory and trade receivables	6,706.92	5,993.46	713.46	Quarterly closing entries including material in transit and provisions.
30-Sep-2021		8,036.69	7,332.53	704.16	
31-Dec-2021		10,417.25	10,781.52	(364.26)	

- (iii) In our opinion and according to the information and explanations given to us, the Company has not made any investments, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties except guarantee given by the Company to banks with respect to the financing facility availed by the customers. The total sanctioned limit of guarantees given to bank for such facility is Rs. 2,200 million and guarantee outstanding as at 31st March 2022 is Rs. 594.30 millions.
- (iv) In our opinion and according to the information and explanation given to us, the Company has not granted any loans or provided any guarantees or security to the parties covered under section 185 of the Act and the Company has complied with the provisions of Section 186 of the Act, with respect to the loans given, investments made, guarantees given and security provided.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public within the meaning of the directives issued by the Reserve Bank of India, provisions of Section 73 to 76 of the Act, any other relevant provisions of the Act and the relevant rules framed thereunder. We are informed that no order relating to the Company has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.
- (vi) We have broadly reviewed the books of account and records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 as prescribed by the Central Government for the maintenance of cost records under Section 148 (1) of the Act and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have, however, not made a detailed examination of the said records with a view to determine whether they are accurate or complete.
- (vii) In respect of statutory dues:
- (a) According to the information and explanations given to us and on the basis of our examination of records of the Company, in respect of amounts deducted / accrued in the books of account, the Company has been generally regular in depositing undisputed statutory dues including goods and service tax, provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, goods and service tax, cess and any other statutory dues, as applicable to the Company, during the year with the appropriate authorities. There are no undisputed statutory dues payable in respect to above statutes, outstanding as at 31st March 2022 for a period of more than six months from the date they became payable except Telangana profession tax of employees of Rs. 0.07 million which is unpaid as on the date of this report due to pending registration.
- (b) According to information and explanations given to us and on the basis of our examination of the records of the Company, details of dues of Income-tax, Sales-tax, Service tax, Duty of Customs, Duty of Excise and Value added tax which have not been deposited as on March 31, 2022 on account of disputes are given below:

Name of statutes	Nature of dues	Amount (Rs.) in Millions	Period to which it relates	Forum where dispute is pending
The Income Tax Act, 1961	Income tax	4.44	A.Y. 2001-02	Hon'ble High Court, Bombay
		2.29	A.Y. 2004-05	
		1.80	A.Y. 2006-07	
		3.34	A.Y. 2007-08	
		3.15	A.Y. 2010-11	
		2.00	A.Y. 2005-06	ITAT (Appeals), Mumbai
		0.00*	A.Y. 2012-13	
		0.09	A.Y. 2013-14	DCIT, Mumbai
		7.76	A.Y. 2014-15	
		0.85	A.Y. 2018-19	
				1.94



Name of statutes	Nature of dues	Amount (Rs.) in Millions	Period to which it relates	Forum where dispute is pending
Sales Tax and Value Added Tax Laws	Non submission of C-Form	2.4	F.Y. 2016-17	Joint Commissioner of State Tax (Maharashtra)
		1.38	F.Y. 2016-17	Joint Commissioner of State Tax (Maharashtra)
		0.87	April 17 to June 17	Joint Commissioner of VAT, Dadra
	Unpaid Vat	1.52	F.Y. 2010-11	Gujrat Sales Tax Dept
Central Excise Act,1944	Non-Payment of Duty	0.37	A.Y. 2008-09	Assistant Commissioner of CEC

* less than Rs.0.01 million

- (viii) In our opinion and according to the information and explanations given to us by the management, there are no transactions which are not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Accordingly, no further comments are required on paragraph 3(viii) of the Order.
- (ix) Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that –
- The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
 - The Company has not been declared willful defaulter by any bank or financial institution or other lender.
 - The Company has not taken any term loan during the year and hence the provisions of clause (ix) (c) of paragraph 3 of the Order is not applicable to the Company.
 - On an overall examination of the balance sheet of the Company, funds raised on short term basis have not been used for long term purposes by the Company.
 - The Company does not have any subsidiary, associate or joint venture and hence the provisions of clause (ix) (e) and (f) of paragraph 3 of the Order are not applicable to the Company.
- (x) In our opinion and according to the information and explanations given to us by the management of the Company:
- The Company has utilized the money raised in the year 2019-2020 by way of initial public offer for the purposes for which they were raised. Also refer note 43 of Ind AS financial statement.
- (xi) In our opinion and according to the information and explanations given to us by the management of the company:
- No fraud by the Company or any material fraud on the Company has been noticed or reported during the year.
 - No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
 - No whistle-blower complaints received during the year and upto the date of this report by the Company.
- (xii) The Company is not a Nidhi Company. Therefore, the provisions of clause (xii) of paragraph 3 of the Order are not applicable to the Company.
- (xiii) According to the information and explanation given to us and based on our examination of the records, transactions with the related parties are in compliance with Section 177 and 188 of the Act where applicable and the details of such transactions have been disclosed in the Ind AS financial statements as required by the applicable accounting standards.
- The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) during the year. Therefore, reporting under clause (x)(b) of paragraph 3 of the order is not applicable to the Company.

- (xiv) In regard to internal audit:
- a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
 - b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date of this report, in determining the nature, timing and extent of our audit procedures.
- (xv) According to the information and explanation given to us and based on our examination of the records, the Company has not entered into any non-cash transactions with directors or persons connected with him. Therefore, question of our comment on compliance with provisions of Section 192 of the Act does not arise.
- (xvi) According to the information and explanation given to us and based on our examination of the records,
- a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
 - b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- (xvii) The Company has not incurred cash losses during the financial year and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Therefore, the paragraph 3(xviii) of the Order is not applicable.
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) According to the information and explanations given to us and based on our examination of the records, during the year there are no unspent amounts towards Corporate Social Responsibility (CSR). Accordingly, reporting under clause 3(xx)(a) and (b) of the Order is not applicable for the year.
- (xxi) The Company is not required to prepare consolidated Ind AS financial statement. Therefore, paragraph 3(xxi) of the Order is not applicable to the Company.

For N. A. Shah Associates LLP

Chartered Accountants

Firm's registration number: 116560W / W100149

Sandeep Shah

Partner

Membership number: 037381

UDIN: 22037381AJFSS6379

Place : Mumbai

Date : 19th May 2022



Annexure “II” to Independent Auditor’s Report for the year ended 31st March 2022

[Referred to in paragraph 2 (f) under the heading “Report on other legal and regulatory requirements” of our report of even date]

Report on the Internal Financial Controls under section 143(3)(i) of the Companies Act, 2013 (“the Act”)

Opinion

We have audited the internal financial controls over financial reporting of **Prince Pipes and Fittings Limited** (“the Company”), as of 31st March 2022, in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’).

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls over Financial Reporting

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit issued by ICAI. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we

comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of the Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company’s assets that could have a material effect on the Ind AS financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal

financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **N. A. Shah Associates LLP**

Chartered Accountants

Firm's registration number 116560W/W100149

Sandeep Shah

Partner

Membership number: 037381

UDIN: 22037381AJFSS6379

Place: Mumbai

Date: 19th May 2022



Balance Sheet

as at 31st March, 2022

₹ in million

Particulars	Note No	As at 31-03-2022	As at 31-03-2021
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	4	6,415.42	4,948.52
Capital Work in Progress	4	225.56	765.47
Right-of-Use Assets	4	14.63	30.53
Goodwill	4	2.96	2.96
Other Intangible Assets	4	23.03	47.85
Financial Assets			
Investments	5	16.87	14.64
Other Financial Assets	7	76.62	135.76
Other Non-Current Assets	8	348.14	257.86
Total Non-Current Assets		7,123.23	6,203.59
Current Assets			
Inventories	9	6,188.11	2,273.32
Financial Assets			
Investments	5	100.43	-
Trade Receivables	10	4,346.17	3,308.02
Cash and Cash Equivalents	11	316.12	84.42
Other Balances with Banks	12	270.24	2,214.81
Loans	6	5.48	1.41
Other Financial Assets	7	104.58	71.09
Other Current Assets	8	936.03	1,671.89
Total Current Assets		12,267.16	9,624.96
Total Assets		19,390.39	15,828.55
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	13	1,105.61	1,100.26
Other Equity		11,547.08	9,334.52
Total Equity		12,652.69	10,434.78
Liabilities			
Non-Current Liabilities			
Financial Liabilities			
Lease Liabilities	16	-	13.10
Provisions	17	126.95	116.51
Deferred Tax Liabilities (Net)	18	122.80	133.09
Total Non-Current Liabilities		249.75	262.70

₹ in million

Particulars	Note No	As at 31-03-2022	As at 31-03-2021
Current Liabilities			
Financial Liabilities			
Borrowings	14	1,500.00	852.20
Lease Liabilities	16	19.28	15.04
Trade Payables			
- Outstanding to Micro and Small Enterprises	19	476.03	282.99
- Other than Micro and Small Enterprises	19	3,509.72	2,860.64
Other Financial Liabilities	15	507.35	536.47
Provisions	17	22.00	17.08
Current Tax Liabilities	20	148.82	219.06
Other Liabilities	21	304.75	347.59
Total Current Liabilities		6,487.95	5,131.07
Total Liabilities		6,737.70	5,393.77
Total Equity and Liabilities		19,390.39	15,828.55
Notes to the financial statements	1 to 56		

The accompanying notes form an integral part of the financial statements.

As per our attached report on even date

For and on behalf of the Board of Directors

For N. A. Shah Associates LLP

Chartered Accountants

Firm Registration Number: 116560W/W100149

Sandeep Shah

Partner

Membership No. 37381

Place: Mumbai

Date: 19.05.2022

Jayant S. Chheda

Managing Director

(DIN No : 00013206)

Shyam K. Sharda

Chief Financial Officer

Place: Mumbai

Date: 19.05.2022

Parag J. Chheda

Director

(DIN No : 00013222)

Shailesh K. Bhaskar

Company Secretary



Statement of Profit and Loss

For The Year Ended 31st March, 2022

₹ in million

Particulars	Note No	For year ended 31-03-2022	For year ended 31-03-2021
REVENUE			
Revenue from Operations	22	26,568.32	20,715.17
Other Income	23	54.71	175.99
Total Revenue		26,623.03	20,891.16
EXPENSES			
Cost of Materials Consumed	24	19,127.98	12,992.96
Purchase of Stock-in-Trade	25	670.10	346.62
Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	26	(883.19)	448.93
Employee Benefit Expense	27	1,162.11	996.98
Finance Cost	28	139.04	206.67
Depreciation and Amortization Expenses	3	703.07	594.17
Other Expenses	29	2,335.21	2,313.35
Total Expenses		23,254.32	17,899.68
Profit before tax		3,368.71	2,991.48
Current tax		891.35	774.21
Deferred tax		(10.94)	(1.05)
(Excess) / Short Provision for tax adjustments in respect of earlier years (Net)		(5.73)	-
Total Tax Expense		874.68	773.16
Profit for the year		2,494.03	2,218.32
Other Comprehensive Income			
Items that will not be reclassified to Profit or Loss		2.56	4.17
Income tax relating to items that will not be reclassified to profit or loss		(0.64)	(1.05)
Total Other Comprehensive Income		1.92	3.12
Total Comprehensive Income for the year		2,495.95	2,221.44
Earning per equity share in ₹ (Face Value per Share Rs 10 each)	39		
Basic (in ₹)		22.62	20.16
Diluted (in ₹)		22.62	20.15
Notes to the financial statements	1 to 56		

The accompanying notes form an integral part of the financial statements.

As per our attached report on even date

For N. A. Shah Associates LLP

Chartered Accountants
Firm Registration Number: 116560W/W100149

Sandeep Shah

Partner
Membership No. 37381

Place: Mumbai
Date: 19.05.2022

For and on behalf of the Board of Directors

Jayant S. Chheda

Managing Director
(DIN No : 00013206)

Shyam K. Sharda

Chief Financial Officer

Place: Mumbai
Date: 19.05.2022

Parag J. Chheda

Director
(DIN No : 00013222)

Shailesh K. Bhaskar

Company Secretary

Cash Flow Statement

For The Year Ended 31st March, 2022

₹ in million

Particulars	Year Ended 31-03-2022	Year Ended 31-03-2021
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/ (Loss) Before Tax	3,368.71	2,991.48
Adjustments for:		
Depreciation and Amortisation Expenses	703.07	594.17
Provision for Gratuity and Leave Encashment	15.36	0.07
Interest expenses	122.81	181.14
Interest Received	(45.59)	(158.62)
Bank Commission and Charges paid	16.22	25.53
Provision for Doubtful Debts	55.13	50.42
Provision for Doubtful Advances	53.80	6.53
Employee Stock Compensation for Option granted	-	3.51
Unrealised Foreign Exchange Difference	3.29	(22.17)
Mark to Market loss/ (gain) on Derivatives	(1.08)	5.87
(Profit)/Loss on sale of Investment	(0.01)	(0.06)
(Profit)/Loss on redemption of Current Investments	(0.62)	-
Gain/Loss on fair valuation of Investments through Profit and loss	(3.29)	(7.44)
(Profit)/Loss on sale of Property, Plant and Equipment	6.82	22.74
Dividend Received	(0.09)	(0.01)
Operating Profit before Working Capital Changes	4,294.53	3,693.16
Adjustments for :		
Decrease/(Increase) in Inventories	(3,914.79)	1,171.87
Decrease/(Increase) in Trade Receivables	(1,093.30)	(1,561.36)
Decrease/(Increase) in Other financial/ Non financial Assets	758.79	(1,057.17)
Increase/(Decrease) in Trade & Other Payables	719.85	1,319.29
Cash Generated from Operations	765.08	3,565.79
Taxes paid (net)	(960.08)	(645.93)
Net Cash Flow from Operating Activities (A)	(195.00)	2,919.86
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant and Equipment including advances	(1,692.10)	(1,217.53)
Sale of Property, Plant and Equipment	5.25	7.68
Decrease/(Increase) in fixed deposits	1,944.74	354.85
Sale of Non-Current Investment	0.06	0.19
Purchase of Current Investment	(299.97)	-
Sale of Current Investment	201.17	-
Purchase of Non-Current Investment	-	(1.04)
Interest Received	45.59	158.62
Dividend Received	0.09	0.01
Net Cash Flow from Investing Activities (B)	204.83	(697.22)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds/(repayment) of Borrowings (Net)	647.80	(1,745.51)
Dividend paid	(385.09)	(165.04)
Principal payment of lease	(8.86)	(15.82)
Interest on lease payment	(12.52)	(4.54)
Issue of equity shares	5.35	-
Securities Premium on issue of shares (net of share issue expenses)	101.71	(5.75)
Bank Commission and Charges paid	(16.22)	(25.53)
Interest paid excluding lease	(110.30)	(176.60)
Net Cash Flow from Financing Activities (C)	221.87	(2,138.79)
D. Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	231.70	83.85
Cash and Cash Equivalents at the beginning of the year	84.42	0.57
Cash and Cash Equivalents at the end of the year	316.12	84.42
Net Increase/(Decrease) in Cash & Cash Equivalents	231.70	83.85

The accompanying notes form an integral part of the financial statements.



Notes :

- a. The above Cash Flow Statement has been prepared under the "Indirect Method" set out in Indian Accounting Standard (Ind-AS) - 7 on Statement of Cash Flow.
- b. Cash and Cash equivalents comprises of on hand and with Banks.

Particulars	Year Ended 31-03-2022	Year Ended 31-03-2021
Balances with Banks	315.79	84.14
Cash on Hand	0.33	0.28
Cash and Bank Balance as per Balance Sheet (Refer Note 11)	316.12	84.42

- c. Transactions not impacting cash flows in case of finance lease

Particulars	Year Ended 31-03-2022	Year Ended 31-03-2021
Depreciation on Right-of-Use-Assets	15.90	15.92
Interest expenses on lease liability	12.52	4.54
Total	28.42	20.46

- d. Changes in liabilities arising from financing activity

Particular	As at 01-04-2021	Cash flows	Non-Cash changes	As at 31-03-2022
Non-Current Borrowing (including current maturity of non-current borrowings)	-		-	-
Current Borrowings	852.20	647.80	-	1,500.00
Total	852.20	647.80	-	1,500.00

Particular	As at 01-04-2020	Cash flows	Non-Cash changes	As at 31-03-2021
Non-Current Borrowing (including current maturity of non-current borrowings)	559.60	(559.60)	-	-
Current Borrowings	2,038.11	(1,185.91)	-	852.20
Total	2,597.71	(1,745.51)	-	852.20

For N. A. Shah Associates LLP

Chartered Accountants
Firm Registration Number: 116560W/W100149

Sandeep Shah
Partner
Membership No. 37381

Place: Mumbai
Date: 19.05.2022

For and on behalf of the Board of Directors

Jayant S. Chheda
Managing Director
(DIN No : 00013206)

Shyam K. Sharda
Chief Financial Officer

Place: Mumbai
Date: 19.05.2022

Parag J. Chheda
Director
(DIN No : 00013222)

Shailesh K. Bhaskar
Company Secretary

Statement of Changes in Equity

For The Year Ended 31st March, 2021

Equity Share Capital

₹ in million

	As at 31-03-2022	As at 31-03-2021
Balance at the beginning of the year	1,100.26	1,100.26
Changes during the year (Refer note 13)	5.35	-
Balance at the end of the year	1,105.61	1,100.26

Other Equity

For the year ended 31st March, 2022

₹ in million

Particulars	Reserves and Surplus					Effective Portion of Cash Flow Hedging	FVOCI- Equity Instruments	Total
	Capital Reserve	Capital re- demption Reserve	Securities Premium Account	Stock Option Outstanding	Retained Earnings			
Balance as at 1st April, 2021	48.37	30.00	3,188.06	26.11	6,042.28	-	(0.30)	9,334.52
Profit for the Year (1)	-	-	-	-	2,494.03	-	-	2,494.03
Premium on issue of shares (2) (Refer Note 36)	-	-	101.71	-	-	-	-	101.71
Remeasurement of the net defined benefit liability/asset, net of tax effect (3)	-	-	-	-	1.92	-	-	1.92
Transfer from Other Reserves (4)	-	-	-	(26.11)	26.11	-	-	-
Total Comprehensive Income (1 + 2 + 3 + 4)	-	-	101.71	(26.11)	2,522.06	-	-	2,597.66
Dividends paid	-	-	-	-	(385.09)	-	-	(385.09)
Balance at 31st March, 2022	48.37	30.00	3,289.77	0.00	8,179.25	-	(0.30)	11,547.08

For the year ended 31st March, 2021

₹ in million

Particulars	Reserves and Surplus					Effective Portion of Cash Flow Hedging	FVOCI- Equity Instruments	Total
	Capital Reserve	Capital re- demption Reserve	Securities Premium Account	Stock Option Outstanding	Retained Earnings			
Balance as at 1st April, 2020	48.37	30.00	3,193.81	22.59	3,985.87	(3.46)	(0.69)	7,276.50
Profit for the Year (1)	-	-	-	-	2,218.32	-	-	2,218.32
Share issue expenses (2)	-	-	(5.75)	-	-	-	-	(5.75)
Remeasurement of the net defined benefit liability/asset, net of tax effect (3)	-	-	-	-	3.12	-	0.39	3.51
Marked to Market of effective portion of cash flow hedging instruments (4)	-	-	-	-	-	3.46	-	3.46
Total Comprehensive Income (1 + 2 + 3 + 4)	-	-	(5.75)	-	2,221.44	3.46	0.39	2,219.54
Dividends paid	-	-	-	-	(165.04)	-	-	(165.04)
Net Employee Stock Compensation for Option granted	-	-	-	5.42	-	-	-	5.42
Less : Options forfeited during the year	-	-	-	(1.90)	-	-	-	(1.90)
Balance at 31st March, 2021	48.37	30.00	3,188.06	26.11	6,042.28	-	(0.30)	9,334.52



Statement of Changes in Equity

For The Year Ended 31st March, 2022

Notes: Nature and Purpose of Reserves

- a) Capital Reserve : The company has created capital reserves out of merger approval of Kenson Manufacture Pvt Ltd. Capital Reserves are created during business combination on account of merger of Kenson Manufacture Private Limited in the year ended March 31, 2013.
- b) Capital Redemption Reserve : These reserves are created by way of buyback of shares by the Company in the year ended March 31, 2017. This reserve will be utilised in accordance with Section 69 of The Companies Act, 2013.
- c) Stock outstanding account: The Company has share option scheme under which option to subscribe for the Company's share have been granted to certain employees. These reserves are used to recognise the value of such equity settled share based payments.
- d) Effective portion of cash flow hedges: The Company has designated cross currency swap as cash flow hedge and any effective portion of cash flow hedge is maintained in the said reserve. In case hedging becomes ineffective the amount is recognised in statement of Profit and Loss.
- e) Securities Premium : These reserves represent premium on issue of shares and can be utilised in accordance with Section 52 of The Companies Act, 2013.
- f) Retained Earnings: These reserves are created by the company for net profits earned after reducing all appropriations and transfers.

The accompanying notes form an integral part of the financial statements.

As per our attached report on even date

For N. A. Shah Associates LLP

Chartered Accountants
Firm Registration Number: 116560W/W100149

Sandeep Shah

Partner
Membership No. 37381

Place: Mumbai
Date: 19.05.2022

For and on behalf of the Board of Directors

Jayant S. Chheda
Managing Director
(DIN No : 00013206)

Shyam K. Sharda
Chief Financial Officer

Place: Mumbai
Date: 19.05.2022

Parag J. Chheda
Director
(DIN No : 00013222)

Shailesh K. Bhaskar
Company Secretary

Company Overview and Significant Accounting Policies

1. Company Overview:

Prince Pipes and Fittings Limited ("the Company") is a limited company domiciled in India and incorporated under the provision of the Companies Act, 1956. The Company was converted into public company with effect from 11 August 2017 and consequently the name of the Company has changed from Prince Pipes and Fittings Private Limited to Prince Pipes and Fittings Limited. The Company's operation comprises manufacturing and selling of plastic pipes and fittings. Pursuant to the Initial Public Offer, the equity shares of the Company have got listed on BSE limited and NSE limited on December 30, 2019.

2. Significant Accounting Policies:

(a) Statement of Compliance:

The financial statements of the Company are prepared in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016, the relevant provisions of the Companies Act, 2013 ("the Act").

The financial statements are authorized for issue by the Board of Directors of the Company at their meeting held on May 19, 2022

(b) Basis of Preparation and Presentation:

Basis of Preparation:

The financial statements have been prepared on the historical cost basis except for following assets and liabilities:

- (i) Derivative Financial Instruments measured at fair value.
- (ii) Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments).
- (iii) Employee's Defined Benefit Plan as per actuarial valuation.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or liability, the Company takes into

account the characteristics of the asset or liability if market participants would take those characteristic into account when pricing the asset or liability at the measurement date.

Functional and Presentation Currency:

The financial statements are presented in Indian Rupees, which is the functional currency of the Company and currency of primary economic environment in which company operates. All amounts disclosed in financial statements which also include the accompanying notes have been rounded off to nearest million as per the requirement of Schedule III to the Companies Act 2013, unless otherwise stated.

Operating Cycle :

The Company has ascertained its operating cycle as twelve months for the purpose of Current / Non-Current classification of its Assets and Liabilities.

An asset is treated as current when it is:

- (i) Expected to be realized or intended to be sold or consumed in normal operating cycle;
- (ii) Held primarily for the purpose of trading, or
- (iii) Expected to be realized within twelve months after the reporting period, or
- (iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- (i) It is expected to be settled in normal operating cycle;
- (ii) It is held primarily for the purpose of trading.
- (iii) It is due to be settled within twelve months after the reporting period, or
- (iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. Terms of liability that could result in its settlement by the issue of equity instruments at the option of the counterparty does not affect this classification.

All other liabilities are classified as non-current.



(c) **Property, plant and equipment (PPE) :**

The initial cost of PPE comprises its purchase price, including import duties and non-refundable purchase taxes, and any directly attributable costs of bringing an asset to working condition and location for its intended use, including relevant borrowing costs and any expected costs of decommissioning. Subsequent expenditures related to an item of Property, plant and equipment are added to its book value only if they meet the definition of PPE as specified in Ind AS 16 – Property, Plant and Equipment.

Expenditure/ Income during construction period (including financing cost related to borrowed funds for construction or acquisition of qualifying PPE) is included under Capital Work-in-Progress, and the same is allocated to the respective PPE on the completion of their construction. Advances given towards acquisition or construction of PPE outstanding at each reporting date are disclosed as Capital Advances under “Other non-current Assets”.

Material items such as spare parts, stand-by equipment and service equipment are classified as PPE when they meet the definition of PPE as specified in Ind AS 16 – Property, Plant and Equipment.

If significant part of an item of PPE have different useful life, then they are accounted for as separate items of PPE.

(d) **Depreciation:**

Depreciable amount for PPE is the cost of an PPE less its estimated residual value. Depreciation on PPE are charged based on straight line method on an estimated useful life as prescribed in Schedule II to the Companies Act, 2013 or as per technical assessment.

I **Assets where useful life is same as Schedule II :-**

Assets	Useful Life as Prescribed by Schedule II to the Companies Act, 2013
Factory Building including Compounding Wall	30 years
Other Building	60 years
RCC Roads	10 years
Office Equipment	5 years
Vehicles - Two Wheeler	10 years
Vehicles - Four Wheeler	8 years
Furniture & Fixtures	10 years
Computer Hardware (Servers)	6 years
Computer Hardware (Others)	3 years

II **Assets where useful life differ from Schedule II :-**

Assets	Estimated Useful Life
Buildings (Temporary structures)	5 years
Plant & Machinery (including Double and Triple Shift)	7.5 years - 10 years
Plant & Machinery (Screw & Barrel)	3 years
Moulds & Dies	7.5 years
Electrical Installation	15 years
Stores & Spares in the nature of PPE	10 years

Residual value of Plant and Machinery is considered as 5% of the cost

(e) **Intangible assets :**

Intangible assets acquired separately

Intangible assets that are acquired separately with finite useful lives are carried at cost less accumulated amortisation and accumulated impairment, if any. The Company determines the amortisation period as the period over which the future economic benefits will flow to the Company after taking into account all relevant facts and circumstances. The estimated useful life and amortisation method are reviewed periodically, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives are not amortized, but are tested for impairment annually, either individually or at the cash-generating unit level

Derecognition of intangible assets

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset are recognized in the statement of profit and loss when the asset is derecognized.

Internally generated Intangible assets (Research and Development expenditure)

Expenditure pertaining to research is expensed as incurred. Expenditure incurred on development is capitalised if such expenditure leads to creation of an asset, otherwise such expenditure is charged to the Statement of Profit and Loss.

Useful lives of intangible assets are as under:

Assets	Estimated Useful Life
Computer Software	3 - 6 years
Brands/Trademarks	10 years

(f) Impairment of Non-Financial Assets :

At the end of each reporting period, the Company reviews the carrying amounts of non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in Statement of Profit and Loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the Statement of Profit and Loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

(g) Non-current assets (or disposal groups) classified as held for disposal :

Non-current assets are classified as held for disposal if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. Such assets are measured at lower of their carrying amount and fair value less costs to sell

To classify any asset as "Asset held for disposal" the asset must be available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such assets and its sale is highly probable. Also, Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within a year from the date of classification. Once classified as held for disposal, intangible assets and PPE are no longer amortised or depreciated.

(h) Inventories :

Raw materials, stores & spare parts and packing materials:

Valued at lower of cost and net realisable value (NRV). However, these items are considered to be realisable at cost, if the finished products, in which they will be used, are expected to be sold at or above cost. Cost is determined on first-in-first-out (FIFO) basis. The cost of inventory comprises its purchase price, including non-refundable purchase taxes, and any directly attributable costs related to the inventories.

Work-in- progress (WIP), finished goods, stock-in-trade :

Valued at lower of cost and NRV. Cost of Finished goods and WIP includes cost of raw materials, direct labour, other direct costs and related production overheads upto the relevant stage of completion.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

(i) Employee Benefits :

Employee benefits include Gratuity, Provident Fund, Employee Family Pension, Employee State Insurance Scheme, Compensated Absences and share based payments.

Defined benefit plans:

For defined benefit plans, the cost of providing benefits is determined using the projected unit credit method, with



actuarial valuations being carried out at the end of each annual reporting period. Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the Balance Sheet with a charge or credit recognised in Other Comprehensive Income (OCI) in the period in which they occur. Re-measurement recognised in OCI is reflected immediately in retained earnings and will not be reclassified to Statement of Profit and Loss. Past service cost is recognised in the Statement of Profit and Loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

- (i) service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- (ii) net interest expense or income; and
- (iii) re-measurement

The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds.

The defined benefit obligation recognised in the Balance Sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

Defined Contribution Plan:

The Company's contribution to Provident Fund and Pension Fund is considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees. Company has no further obligation beyond its contributions

Short-term employee benefits:

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognized during the year when the employees render the service. These benefits include compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

Long-term employee benefits:

Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year are treated as other long-term employee benefits. The company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/gains are recognised in the Statement of Profit and Loss in the year in which they arise.

Employee Share based payment:

Equity settled share based payments to employees are measured at the fair value of the equity instruments at the grant date.

The fair value determined at the grant date of the equity settled share based payments is amortised on a straight line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity.

At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in the Statement of Profit and Loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

(j) Borrowing costs :

Borrowing cost (General and Specific) includes interest (calculated as per effective interest method), amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily takes a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are recognized in the statement of profit and loss in the period in which they are incurred.

(k) Foreign Currencies :

In preparing the financial statements of the Company, transactions in currencies other than the Company's functional currency (i.e. foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate as at the date of initial transactions.

Exchange differences on monetary items are recognised in the Statement of Profit and Loss in the period in which they arise except for, exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings.

(l) Revenue Recognition :**a Revenue from operations**

Revenue is recognized on the basis of approved contracts regarding the transfer of goods or services to a customer for an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Revenue is measured at the fair value of consideration received or receivable taking into account the amount of discounts, rebates, outgoing taxes on sales of goods or services.

Revenue from contract with customer are recognised when goods are dispatched and the control over the goods sold are transferred to customers.

Revenue from turnkey contracts having performance obligation to be fulfilled over the time are recognised measuring the progress towards complete satisfaction of that performance obligation. The Company measures the progress using the Output method.

Costs to fulfill a contract which is directly related to a contract or to an anticipated contract, generates or enhance resources of the Company that will be used in satisfying performance obligations in the future and expected to be recovered are recognised as an Asset

Variable consideration includes discounts and incentives provided to the customers. It is estimated at contract inception considering the terms of contract with customers and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. It is reassessed at end of each reporting period.

Generally, the Company receives short-term advances from its customers. The Company does not expect to have any contracts where the period between the transfer of goods and payment by customer exceeds one year. Hence, the Company does not adjust revenue for the time value of money.

Other Income

- (i) Dividend Income is accounted for when the right to receive the income is established.
- (ii) Interest income is recognized on time proportion basis taking into account the amount outstanding on effective interest rate.
- (iii) Difference between the sale price and carrying value of investment is recognised as profit or loss on sale / redemption on investment on trade date of transaction.

(m) Government Grants

Government Grants, related to assets, are recognised in the Statement of Profit and Loss on a systematic basis over the periods in which the Company recognises the related costs for which the grants are intended to compensate.

Government grants related to income are recognised in the Statement of Profit and Loss in the period in which they become receivable.

Government grants are not recognised until there is reasonable assurance that the Company will comply with the conditions attached to them and that the grants will be received.

(n) Lease:**n.1 The Company as a Lessee:**

The Company, at the inception of a contract, assesses whether the contract is a lease or not lease. A contract



is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a time in exchange for a consideration.

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term. The right-of-use asset is periodically reviewed for impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the the Company's incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the company is reasonably certain to exercise,

lease payments in an optional renewal period if the company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the company is reasonably certain not to terminate early

It is remeasured when there is a change in future lease payments arising from a change in an index or rate,

if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

n.2 Short-term leases and leases of low-value assets

The Company has chosen not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense over the lease term.

(o) Income Taxes:

Tax expense represents the sum of the current tax and deferred tax.

Current Tax

The tax currently payable is based on taxable profit for the year. Current tax is measured at the amount expected to be paid to the tax authorities, based on estimated tax liability computed after taking credit for allowances and exemption in accordance with the local tax laws. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax

Deferred tax is provided, on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax assets and liabilities are measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted at the reporting date. Tax relating to items recognised directly in equity or OCI is recognised in equity or OCI and not in the Statement Profit and Loss.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable.

(p) Earnings per share :

A basic earnings per share is computed by dividing the profit/(loss) after tax for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit/(loss) after tax for the year attributable to equity shareholders by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented.

(q) Provisions, Contingent Liabilities and Contingent Assets and Commitments :

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligations. When a provision is measured using the cash flow estimated to settle the present obligation, its carrying amount is the present obligations of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Contingent liabilities and Contingent assets are not recognized in the financial statements.

Contingent assets are not recognised in financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised. A contingent asset is disclosed, in financial statements, where an inflow of economic benefits is probable.

(r) Financial Instruments:

Financial assets and financial liabilities are recognized when a Company becomes a party to the contractual provisions of the instruments.

Initial Recognition

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in Statement of Profit and Loss.

Classification and Subsequent Measurement: Financial Assets

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL") on the basis of following:

- (i) the entity's business model for managing the financial assets and
- (ii) the contractual cash flow characteristics of the financial asset.

Amortised Cost

A financial asset shall be classified and measured at amortised cost if both of the following conditions are met:

- (i) the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and



- (ii) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

In case of financial asset classified and measured at amortised cost, any interest income, foreign exchange gains/ losses and impairment are recognised in the Statement of Profit and Loss.

Fair Value through OCI

A financial asset shall be classified and measured at fair value through OCI if both of the following conditions are met:

- (i) the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and
- (ii) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Where the Company has elected to present the fair value gain on equity instruments in other comprehensive income, there is no subsequent classification of fair value gain or losses to profit and loss account. Dividend from such instruments is recognized in profit and loss account as other income where right to receive is established.

Fair Value through Profit or Loss

A financial asset shall be classified and measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through OCI. All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets. For financial assets at fair value through profit or loss, net gain or losses, including any interest or dividend income are recognised in the Statement of Profit and Loss.

Classification and Subsequent Measurement: Financial liabilities

Financial liabilities are classified as either financial liabilities at FVTPL or 'other financial liabilities'.

Financial Liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL. Gains or Losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

Other Financial Liabilities

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method. Interest expense (based on effective interest method), foreign exchange gains and losses and any gain or loss on derecognition is recognised in the Statement of Profit and Loss.

Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. The Company recognises a loss allowance for expected credit losses on financial asset. In case of trade receivables, the Company follows the simplified approach permitted by Ind AS 109 – Financial Instruments for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk. The Company calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of the asset or if, the Company has neither transferred nor retained substantially all risk and reward of the asset, but has transferred control of the asset to another party.

On derecognition of a financial asset, other than investments classified as FVOCI, in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

On derecognition of equity investments classified as FVOCI, accumulated gains or loss recognised in OCI is transferred to retained earnings.

Financial liabilities and equity instruments:

(i) Classification as debt or equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

(ii) Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Company are recognised at the proceeds received.

(s) Cash and cash equivalents :

Cash and cash equivalents in the Balance Sheet comprise cash at bank, Cash in hand and short-term deposits with banks that are readily convertible into cash which are subject to insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments.

(t) Derivative financial instruments :

The Company enters into derivative financial instruments viz. foreign exchange forward contracts and cross currency swaps to manage its exposure to interest rate, foreign exchange rate risks and commodity prices. The Company does not hold derivative financial instruments for speculative purposes.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in profit or loss immediately excluding derivatives designated as cash flow hedge.

(u) Hedge accounting:

The Company designates certain hedging instruments in respect of foreign currency risk and interest rate risk price risk as cash flow hedges. At the inception of the hedge relationship, the entity documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking

various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Company documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk.

The effective portion of changes in the fair value of the designated portion of derivatives that qualify as cash flow hedges is recognised in other comprehensive income and accumulated under equity. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss.

Amounts previously recognised in other comprehensive income and accumulated in equity relating to effective portion as described above are reclassified to profit or loss in the periods when the hedged item affects profit or loss, in the same line as the recognised hedged item. However, when the hedged forecast transaction results in the recognition of a non-financial asset or a non-financial liability, such gains and losses are transferred from equity and included in the initial measurement of the cost of the non-financial asset or non-financial liability.

Hedge accounting is discontinued prospectively when the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting. Any gain or loss recognised in other comprehensive income and accumulated in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in profit or loss. When a forecast transaction is no longer expected to occur, the gain or loss accumulated in equity is recognised immediately in profit or loss.

(v) Cash Flow Statement:

Cash flows are reported using the indirect method, whereby the net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

(w) Segment Reporting:

Operating segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by the chief operating decision maker, in deciding how to allocate resources and assessing performance. The Companies chief operating decision maker is the Managing Director.



3. Critical accounting judgements and key sources of estimation uncertainty

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

(i) Useful lives of property, plant and equipment :

The Company uses its technical expertise along with historical and industry trends for determining the economic life of an asset/component of an asset. The useful lives are reviewed by management periodically and revised, if appropriate. In case of a revision, the unamortised depreciable amount is charged over the remaining useful life of the assets.

(ii) Defined benefit obligation :

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

(iii) Fair value measurement of Financial Instruments :

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.

(iv) Income taxes :

Significant judgements are involved in estimating budgeted profits for the purpose of paying advance tax, determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

(v) Revenue from turnkey project :

The Company has recognised revenue and cost from this project. Due to the nature of the project, recognition of revenue and cost involves usage of percentage of completion method which is determined based on the progress towards complete satisfaction of that performance obligation, which involves significant judgments, identification of contractual obligations and the Company's rights to receive payments for performance completed till date.

(vi) Leases :

The Company considers all the extension-options under the commercial contract for determining the lease-term which forms the basis for the measurement of right-of-use asset and the corresponding lease-liability.

(vii) Share-based payments :

The Company measures the cost of equity-settled transactions with employees using Black-Scholes model to determine the fair value of the liability incurred on the grant date. Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and

making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 36.

(viii) Discount, Incentives & Rebates :

Revenue is measured net of discounts, incentives, rebates etc. given to the customers on the Company's sales. The Company's presence across different marketing regions within the country and the competitive business environment makes the assessment of various type of discounts, incentives and rebates as complex and judgmental.

4. New Ind AS and amendments to existing Ind AS issued but not effective as at 31st March 2022

Ministry of Corporate Affairs has notified new standards or amendments to the existing standards which would be effective from 1st April, 2022.

a. Ind AS 16 - Proceeds before intended use

The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022. The Company has evaluated the amendment and there is no impact on its financial statements.

b. Ind AS 37 - Onerous Contracts - Costs of Fulfilling a Contract

The amendments specify that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the Company does not expect the amendment to have any significant impact in its financial statements.

c. Ind AS 103 - Reference to Conceptual Framework

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Company does not expect the amendment to have any significant impact in its financial statements.

d. Ind AS 109 - Annual Improvement to Ind AS (2021)

The amendment clarifies which fees an entity includes when it applies the '10%' test of Ind AS 109 in assessing whether to derecognise a financial liability. The Company does not expect the amendment to have any significant impact in its financial statements.



Notes to the Financial Statements

For The Year Ended 31st March, 2022

4. Property, Plant and Equipment

₹ in million

Sr. No.	Particulars	Gross Block				Depreciation/Amortisation				Net Block
		Opening Balance as on 01-04-2021	Additions	Deletion/Adjustment	Closing Balance as on 31-03-2022	Opening Balance as on 01-04-2021	Depreciation/Amortisation on Deletion/Adjustment	Depreciation and Amortisation for the Year	Closing Balance as on 31-03-2022	As on 31-03-2022
A	Tangible Assets									
1	Freehold Land	760.77	-	-	760.77	-	-	-	-	760.77
2	Building	1,357.05	951.94	0.59	2,308.40	194.38	0.12	72.59	266.85	2,041.55
3	Plant & Machinery	3,175.27	656.72	48.69	3,783.30	1,169.88	35.63	369.53	1,503.78	2,279.52
4	Electrical Installation	268.16	47.63	0.34	315.45	44.81	0.15	21.70	66.36	249.09
5	Computer	37.65	13.86	0.40	51.11	22.67	0.33	7.61	29.95	21.16
6	Moulds & Dies	1,117.73	390.36		1,508.25	457.38	(0.08)	159.72	617.18	891.07
7	Office Equipments	41.65	18.82	-	60.47	21.39	-	8.12	29.51	30.96
8	Furniture & Fixtures	155.84	57.81		219.66	72.93	(1.28)	19.59	93.80	125.86
9	Vehicles	31.52	1.12	0.91	31.73	13.68	0.91	3.52	16.29	15.44
	Total	6,945.64	2,141.34	47.84	9,039.14	1,997.12	35.78	662.38	2,623.72	6,415.42
B	Capital Work in Progress (mainly Plant & Machinery & Moulds and Dies)									225.56
	Total Tangible Assets									6,640.98
C	Right-of-Use Assets (Rented premises) (Refer Note 40)	62.37	-	-	62.37	31.84	-	15.90	47.74	14.63
	Total	62.37	-	-	62.37	31.84	-	15.90	47.74	14.63
D	Goodwill	2.96	-	-	2.96	-	-	-	-	2.96
	Total	2.96	-	-	2.96	-	-	-	-	2.96
E	Other Intangible Assets									
1	Computer Software	38.26	-	0.03	38.23	26.64	-	8.27	34.91	3.32
2	Brands/Trademark	26.52	-	-	26.52	20.21	-	4.04	24.25	2.27
3	License/Brand	37.42	-	-	37.42	7.50	-	12.48	19.98	17.44
	Total	102.20	(0.03)	-	102.17	54.35	-	24.79	79.14	23.03
	Total Assets (A+B+C+D+E)	7,113.17	2,141.31	47.84	9,206.64	2,083.31	35.78	703.07	2,750.60	6,681.60

Notes :

- a The Company is owning Office Premises at ""RUBY HOUSE"", 4th Floor, 'B' Wing, Dadar (West), Mumbai having gross block of Rs 41.62 million (Previous year Rs 41.62 million) and net block of Rs 36.55 million (Previous year Rs 37.39 million). In lieu of this, the Developer has offered alternate premises at 8th Floor, 'THE RUBY', Dadar (West), Mumbai. Though the Company has shifted its Office in new premises in May 2013, the agreement for the same with the Developer is pending for registration. Also refer note b below:

Notes to the Financial Statements

For The Year Ended 31st March, 2022

- b All property, plant and equipment are held in the name of the Company except as mentioned below with respect to current and previous financial year:

₹ in million

Relevant line item in the Balance sheet	Description of item of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative# of promoter*/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the company**
Office premises (appearing under Building)	Building	41.62	The Ruby Mills Ltd and Mindset Estates Private Limited	No	29-05-13	There is a disagreement between the parties and the matter is pending before the Hon'ble High Court of Bombay

- c There is no Property, Plant & Equipment given as security for Term Loan as at year end .
- d Depreciation for the year includes impairment in value of an asset aggregating to Rs. 8.44 million (Previous year Rs 18.75 million).
- e The amount of expenditures recognised in the carrying amount of an item of property, plant and equipment in the course of its construction:-

₹ in million

Particulars	As on March 31, 2022	As on March 31, 2021
Finance cost	-	0.61
Legal & Professional charges	-	24.01
Salary and wages	-	8.64
Miscellaneous Expenses	-	8.75
Total	-	42.01
Less: Capitalised during the year	-	-
Balance disclosed in Capital Work in Progress	-	42.01

- f CWIP ageing schedule as at 31 March 2022

₹ in million

Particulars	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Projects in progress	222.06	2.10	-	1.40	225.56
Total	222.06	2.10	-	1.40	225.56

- g CWIP ageing schedule as at 31 March 2021

₹ in million

Particulars	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Projects in progress	754.28	8.80	1.00	1.40	765.48
Total	754.28	8.80	1.00	1.40	765.48

- h CWIP completion schedule has been extended due to COVID pandemic and subsequent lockdown.



Notes to the Financial Statements

For The Year Ended 31st March, 2022

4. Property, Plant and Equipment

₹ in million

Sr. No.	Particulars	Gross Block				Depreciation/Amortisation				Net Block
		Opening Balance as on 01-04-2020	Additions	Deletion/ Adjustment	Closing Balance as on 31-03-2021	Opening Balance as on 01-04-2020	Depreciation/ Amortisation on Deletion/ Adjustment	Depreciation and Amortisation for the Year	Closing Balance as on 31-03-2021	As on 31-03-2021
A	Tangible Assets									
1	Freehold Land	758.67	2.10	-	760.77	-	-	-	-	760.77
2	Building	1,325.95	82.49	51.39	1,357.05	144.00	2.23	52.61	194.38	1,162.67
3	Plant & Machinery	2,881.20	342.53	48.46	3,175.27	906.79	73.46	336.55	1,169.88	2,005.39
4	Electrical Installation	195.10	78.38	5.32	268.16	32.41	2.02	14.42	44.81	223.35
5	Computer	33.57	4.26	0.18	37.65	17.37	0.17	5.47	22.67	14.98
6	Moulds & Dies	915.66	207.68	5.61	1,117.73	336.06	3.03	124.35	457.38	660.35
7	Office Equipments	42.07	1.36	1.78	41.65	15.96	1.72	7.15	21.39	20.26
8	Furniture & Fixtures	150.28	6.48	0.92	155.84	56.59	0.60	16.94	72.93	82.91
9	Vehicles	26.46	5.28	0.22	31.52	10.53	0.22	3.37	13.68	17.84
	Total	6,328.96	730.56	113.88	6,945.64	1,519.71	83.45	560.86	1,997.12	4,948.52
B	Capital Work in Progress (mainly Building, Plant & Machinery & Moulds and Dies)									765.48
	Total Tangible Assets									5,714.00
C	Right-of-Use Assets (Rented premises) (Refer Note 40)	62.37	-	-	62.37	15.92	-	15.92	31.84	30.53
	Total	62.37	-	-	62.37	15.92	-	15.92	31.84	30.53
D	Goodwill	2.96	-	-	2.96	-	-	-	-	2.96
	Total	2.96	-	-	2.96	-	-	-	-	2.96
E	Other Intangible Assets									
1	Computer Software	37.60	0.66	-	38.26	20.79	-	5.85	26.64	11.62
2	Brands/Trademark	26.52	-	-	26.52	16.17	-	4.04	20.21	6.31
3	License/Brand	-	37.42	-	37.42	-	-	7.50	7.50	29.92
	Total	64.12	38.08	-	102.20	36.96	-	17.39	54.35	47.85
	Total Assets (A+B+C+D+E)	6,458.41	768.64	113.88	7,113.17	1,572.59	83.45	594.17	2,083.31	5,795.34

5. Investments

₹ in million

Particulars	As at 31-03-2022	As at 31-03-2021
Non-Current Investments		
Investment in Equity Instruments - Others		
Quoted Investments Fair Value through profit or loss		
7,500 Equity shares of Rs 2 each fully paid-up in Adani Ports & Special Economic Zone Ltd (As at 31.03.21 - 7,500 shares)	5.81	5.27
2,700 Equity shares of Rs 2 each fully paid-up in Navneet Education Ltd (As at 31.03.21 - 3,200 shares)	0.24	0.26
777 Equity shares of Rs 2 each fully paid-up in Supreme Industries Ltd (As at 31.03.21 - 777 shares)	1.59	1.58

Notes to the Financial Statements

For The Year Ended 31st March, 2022

₹ in million

Particulars	As at 31-03-2022	As at 31-03-2021
1,666 Equity shares of Rs 1 each fully paid-up in Astral Ltd (As at 31.03.21 - 1,666 shares)	3.37	2.69
1,400 Equity shares of Rs 10 each fully paid-up in Reliance Industries Ltd (As at 31.03.21 - 1,400 shares)	3.69	2.80
5,000 Equity shares of Rs 2 each fully paid-up in Finolex Industries Ltd ** (As at 31.03.21 - 1,000 shares)	0.77	0.64
Unquoted Investments Fair Value through OCI		
41,500 Equity shares of Ramkrishna FinCap Ltd* (As at 31.03.21 - 41,500 shares)	-	-
1,85,000 Equity shares of Sibar Media & Entertainment Ltd* (As at 31.03.21 - 1,85,000 shares)	-	-
1,69,000 Equity shares of WATSUN Infrabuild Pvt Ltd (As at 31.03.21 - 1,69,000 shares)	1.40	1.40
Total	16.87	14.64
Current Investments		
Investment in Mutual Funds		
Quoted Investments Fair Value through profit or loss		
18,28,267 units of Kotak Equity Arbitrage Fund - Growth (As at 31.03.21 - NIL)	55.23	-
7,79,412 units of Invesco India Arbitrage Fund - Growth (As at 31.03.21 - NIL)	20.01	-
9,04,752 units of ICICI Prudential Equity Arbitrage Fund - Growth (As at 31.03.21 - NIL)	25.18	-
Total	100.43	-
Aggregate Market Value of Quoted investments	115.89	13.24
Aggregate Book Value of Quoted investments	115.89	13.24
Aggregate Book Value of Unquoted investments	1.40	1.40

* Fully impaired

** on account of share split No of shares increased from 1,000 to 5,000 shares



Notes to the Financial Statements

For The Year Ended 31st March, 2022

6. Loans

₹ in million

Particulars	As at 31-03-2022	As at 31-03-2021
Current (Unsecured, considered good)		
Loans to Employees	5.48	1.41
Total	5.48	1.41

7. Other Financial Assets

₹ in million

Particulars	As at 31-03-2022	As at 31-03-2021
Non - Current Financial Assets		
Subsidy receivable (Refer note 7.1)	-	52.54
Security Deposits	76.62	83.22
Total	76.62	135.76
Current Financial Assets		
Interest Accrued on Deposits	0.12	31.45
Subsidy receivable (Refer note 7.1)	52.54	-
Security Deposits	50.42	39.64
Export Incentive Receivable	0.42	-
Derivative Assets (Forward contract)	1.08	-
Total	104.58	71.09

7.1: Closing balance as on 31st March, 2022 has been grouped under current financial assets.

8. Other Assets

₹ in million

Particulars	As at 31-03-2022	As at 31-03-2021
Other Non-Current Assets (Unsecured, considered good)		
<u>Capital Advances</u>		
Considered good	344.97	254.26
Considered doubtful	36.40	-
Less : Provision for doubtful advances	(36.40)	-
	344.97	254.26
Prepaid Expenses	2.94	3.38
Balance with government and other authorities	0.23	0.22
Total	348.14	257.86

₹ in million

Particulars	As at 31-03-2022	As at 31-03-2021
Other Current Assets (Unsecured, considered good)		
<u>Advances to Suppliers</u>		
Considered good	207.19	1,247.07
Considered doubtful	23.93	6.53
Less : Provision for doubtful advances	(23.93)	(6.53)
	207.19	1,247.07
Prepaid Expenses	22.85	24.41
Balances with Government Authorities	690.64	386.21
Contract Asset (Refer note 44b)	15.07	8.41
Advance for expenses	0.28	5.79
Total	936.03	1,671.89

9. Inventories

₹ in million

Particulars	As at 31-03-2022	As at 31-03-2021
(Valued at lower of cost or NRV unless otherwise stated)		
Raw Materials (includes in transit ₹ 677.04 million as on Mar 31, 2022, ₹ 137.20 million as on March 31, 2021)	3,914.09	882.85
Work in Progress	60.01	22.04
Finished Goods	1,955.86	1,258.76
Trading Goods (include in transit ₹ 9.91 million as on March 31, 2022)	235.16	87.04
Stores & Spares	22.99	22.63
Total	6,188.11	2,273.32

10. Trade Receivables

₹ in million

Particulars	As at 31-03-2022	As at 31-03-2021
Unsecured, considered good	4,346.17	3,308.02
Unsecured, considered doubtful	136.79	81.66
Less : Allowances for credit losses	(136.79)	(81.66)
Total	4,346.17	3,308.02

Notes to the Financial Statements

For The Year Ended 31st March, 2022

Ageing Schedule as at March 31,2022

₹ in million

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	1,871.72	2,226.70	84.21	99.44	124.23	9.56	4,415.86
(ii) Undisputed Trade receivables - considered doubtful	-	-	-	-	-	-	-
(iii) Disputed Trade receivables - considered good	-	-	-	2.97	5.49	58.64	67.11
(iv) Disputed Trade receivables - considered doubtful	-	-	-	-	-	-	-
Total	1,871.72	2,226.70	84.21	102.41	129.72	68.20	4,482.96
Less : Impairment allowance for trade receivables							136.79
Total							4,346.17

Ageing Schedule as at March 31,2021

₹ in million

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	1,069.71	2,012.68	87.84	149.86	10.69	9.37	3,340.15
(ii) Undisputed Trade receivables - considered doubtful	-	-	-	-	-	-	-
(iii) Disputed Trade receivables - considered good	-	-	-	0.01	10.84	38.68	49.53
(iv) Disputed Trade receivables - considered doubtful	-	-	-	-	-	-	-
Total	1,069.71	2,012.68	87.84	149.87	21.54	48.05	3,389.68
Less : Impairment allowance for trade receivables							81.66
Total							3,308.02

11. Cash and Cash Equivalents

₹ in million

Particulars	As at 31-03-2022	As at 31-03-2021
Balances with Banks	315.79	84.14
Cash on Hand	0.33	0.28
Total	316.12	84.42

12. Bank Balances other than Cash and Cash Equivalents

₹ in million

Particulars	As at 31-03-2022	As at 31-03-2021
Balances with Banks in deposit accounts*	269.95	2,214.69
Earmarked balances with bank for unpaid dividend	0.29	0.12
Total	270.24	2,214.81

*These deposits are lodged in favour of various Government authorities/banks/other parties Rs. 19.08 million (Rs. 40.90 million as on March 31, 2021). Further, deposits earmarked for specific purpose Rs. NIL (Rs. 1,273.80 million as on March 31, 2021).



Notes to the Financial Statements

For The Year Ended 31st March, 2022

13. Equity Share Capital

₹ in million

Particulars	As at 31-03-2022	As at 31-03-2021
Authorised		
14,94,03,500 Equity Shares of ₹ 10 each	1,494.03	1,494.03
(As at 31.03.2021 - 14,94,03,500 shares)		
5,96,500 Compulsorily Convertible Preference Shares of ₹ 10 each	5.97	5.97
(As at 31.03.2021 - 5,96,500 shares)		
Total	1,500.00	1,500.00
Issued, Subscribed and Paid up		
11,05,61,079 Equity Shares of ₹ 10 each, fully paid up	1,105.61	1,100.26
(As at 31.03.2021 - 11,00,25,759 shares)		
Total	1,105.61	1,100.26
a. Reconciliation of the number of Equity shares		
Balance at the beginning of the year	110,025,759	110,025,759
Add : Shares issued on exercise of Employee Stock Option	535,320	-
Balance as at the end of the year	110,561,079	110,025,759
b. Reconciliation of the amount of share capital outstanding		
Balance at the beginning of the year	1,100.26	1,100.26
Add : Shares issued on exercise of Employee Stock Option	5.35	-
Balance as at the end of the year	1,105.61	1,100.26

c. Aggregate number of bonus shares, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date

Equity Shares	Number of shares (₹ in million)	Number of shares (₹ in million)
Allotted as fully paid up bonus (During FY 2017-18)	45.01	45.01
Bought back by the company (During FY 2016-17)	3.00	3.00

d. Details of Equity Shareholders holding more than 5% shares in the company

Equity Shares	Number of shares (₹ in million)	Number of shares (₹ in million)
Mr. Jayant Shamji Chheda		
No of shares	6,652,405	6,556,405
% of shares held	6.02	5.96
Mrs. Tarla Jayant Chheda		
No of shares	17,385,832	17,385,832
% of shares held	15.73	15.80

Notes to the Financial Statements

For The Year Ended 31st March, 2022

Equity Shares	Number of shares (₹ in million)	Number of shares (₹ in million)
Mr. Parag Jayant Chheda		
No of shares	21,583,303	21,583,303
% of shares held	19.52	19.62
Mr. Vipul Jayant Chheda		
No of shares	22,148,300	22,148,300
% of shares held	20.03	20.13
Mirae Asset Emerging Bluechip Fund		
No of shares	7,588,951	-
% of shares held	6.86	-
South Asia Growth Fund li Holdings, Llc		
No of shares	-	5,926,820
% of shares held	-	5.39

e. The details of Shareholding of Promoters are as under as at 31st March, 2022 and 31st March, 2021 are as under

Promoter Name	31st March, 2022		31st March, 2021		% Change during the year
	Number of shares	Total share %	Number of shares	Total share %	
Mr. Vipul Jayant Chheda	22,148,300	20.03	22,148,300	20.13	-
Mr. Parag Jayant Chheda	21,583,303	19.52	21,583,303	19.62	-
Mrs. Tarla Jayant Chheda	17,385,832	15.73	17,385,832	15.8	-
Mr. Jayant Shamji Chheda	6,652,405	6.02	6,556,405	5.96	0.06
Mr. Jayant Shamji Chheda (as a Karta of VS Family Trust)	1,200,000	1.09	1,200,000	1.09	-
Jayant Shamji Chheda (HUF)	-	-	96,000	0.09	(0.09)
Mrs. Vaishali Hitesh Shah	500,000	0.45	500,000	0.45	-
Mr. Jayantilal Kalyanji Gada	60,000	0.05	60,000	0.05	-
Mrs. Gunvanti Jayantilal Gada	40,000	0.04	40,000	0.04	-
Mrs. Heena Parag Chheda	12,616	0.01	12,616	0.01	-
Mrs. Ashwini Vipul Chheda	6,400	0.01	6,400	0.01	-

f. Terms and rights attached to equity shares

The company has only one class of equity shares having a face value of Rs 10/- per share. Each shareholder is eligible for one vote per share held. In case of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

g. Equity shares reserved for issue under ESOP - Refer Note 36



Notes to the Financial Statements

For The Year Ended 31st March, 2022

14. Borrowings - Current

₹ in million

Particulars	As at 31-03-2022	As at 31-03-2021
Secured		
Working Capital Demand Loans From Banks	1,500.00	552.08
Unsecured		
Bank Overdraft	-	300.13
Total	1,500.00	852.20

Note:

Security Terms

- For the year ended 31.03.2022, Secured by first pari passu Charge on present & future Current Assets of the company.
- For the year ended 31.03.2021, Secured by first pari passu Charge on present & future Current Assets of the company and Second Pari passu Charge on company's present & future Fixed Assets(Movable and Immovable) situated at our Plants at Athal, Dadra, Haridwar, Chennai, Kolhapur and Jaipur.

- The Company has borrowings from banks against security of current assets (Inventory and Trade receivables). The figures as per books and as per the quarterly statements submitted to banks and reasons for material differences are as mentioned below:

Year Ending 31st March, 2022

₹ in million

Name of bank	Quarter end	Particulars of Securities Provided	Amount as per books of account as at quarter end	Amount as reported in the quarterly return/ statement	Amount of difference	Reason for material discrepancies
Standard Chartered Bank, Federal Bank Limited, IDFC First Bank Limited, DBS Bank Limited, HDFC Bank Limited, ICICI Bank Limited, Axis Bank Limited and Yes Bank Limited	Q1 FY21-22	Inventory and Trade receivables	6,706.92	5,993.46	713.46	Quarterly closing entries including material in transit and provisions
	Q2 FY21-22		8,036.69	7,332.53	704.16	
	Q3 FY21-22		10,417.25	10,781.52	-364.26	

Year Ending 31st March, 2021

₹ in million

Name of bank	Quarter end	Particulars of Securities Provided	Amount as per books of account as at quarter end	Amount as reported in the quarterly return/ statement	Amount of difference	Reason for material discrepancies
Standard Chartered Bank, Federal Bank Limited, Bank of India Limited, IDFC First Bank Limited, DBS Bank Limited, HDFC Bank Limited, ICICI Bank Limited, Axis Bank Limited and Yes Bank Limited	Q1 FY20-21	Inventory and Trade receivables	4,340.26	4,618.16	-277.90	Quarterly closing entries including material in transit and provisions
	Q2 FY20-21		4,240.55	4,475.54	-234.98	
	Q3 FY20-21		4,051.11	4,210.25	-159.14	
	Q4 FY20-21		5,807.02	5,959.97	-152.95	

- All charges are registered with ROC within statutory period by the company except procedural delay in one case during the year.

4) Details of Secured Borrowings

₹ in million

Particulars	As at 31-03-2022	As at 31-03-2021
1. HDFC Bank	1,000.00	-
2. ICICI Bank	500.00	153.92
3. DBS Bank	-	75.00
4. Federal Bank	-	192.00
5. Yes Bank	-	30.00
6. IDFC First Bank	-	101.16
Total	1,500.00	552.08

Notes to the Financial Statements

For The Year Ended 31st March, 2022

15. Other Financial Liabilities

₹ in million

Particulars	As at 31-03-2022	As at 31-03-2021
Current Financial Liabilities		
Interest Accrued but not due on Borrowings	2.21	1.97
Interest payable to MSMED	1.70	0.17
Security Deposits (Refer note 15.1)	145.07	145.75
Creditors for Capital Goods		
-Outstanding to Micro and Small Enterprises	29.23	20.68
-Other than Micro and Small Enterprises	56.96	109.45
Employee Related Liabilities	220.78	196.30
Derivative Liability	-	5.87
Unpaid Dividend	0.29	0.12
Other Liabilities (expenses payable etc.)	51.11	56.16
Total	507.35	536.47

15.1 : Security deposits : Previous years figures has been regrouped from non current liabilities to current liabilities

16. Leases

₹ in million

Particulars	As at 31-03-2022	As at 31-03-2021
Non-Current		
Lease Liabilities	-	13.10
Total	-	13.10
Current		
Lease Liabilities	19.28	15.04
Total	19.28	15.04

17. Provisions

₹ in million

Particulars	As at 31-03-2022	As at 31-03-2021
Non-Current		
Provision for Employee Benefits	126.95	116.51
Total	126.95	116.51
Current		
Provision for Employee Benefits	22.00	17.08
Total	22.00	17.08

18. Deferred Tax Liabilities (Net)

₹ in million

Particulars	As at 31-03-2022	As at 31-03-2021
Deferred Tax Liabilities / (assets) attributed to:		
Property, Plant and Equipments and fair value gain on investments	208.73	186.59
Others (Employee benefit and expense disallowances under Income tax Act etc)	(85.93)	(53.50)
Total	122.80	133.09



Notes to the Financial Statements

For The Year Ended 31st March, 2022

Movement in deferred tax liabilities/assets balances - FY 2021-22

₹ in million

Particulars	Opening Balance	Recognised in Profit or Loss	Recognised in OCI	Closing Balance
Deferred Tax Liabilities				
Property, Plant and Equipments and fair value gain on investments	186.59	22.14	-	208.73
Deferred Tax Assets				
Others (Employee benefit and expense disallowances under Income tax Act etc)	53.50	33.07	(0.64)	85.93

Movement in deferred tax liabilities/assets balances - FY 2020-21

₹ in million

Particulars	Opening Balance	Recognised in Profit or Loss	Recognised in OCI	Closing Balance
Deferred Tax Liabilities				
Property, Plant and Equipments and fair value gain on investments	181.17	5.42	-	186.59
Deferred Tax Assets				
Others (Employee benefit and expense disallowances under Income tax Act etc)	48.08	6.47	(1.05)	53.50

19. Trade Payables

Particulars	As at 31-03-2022	As at 31-03-2021
Outstanding to Micro and Small Enterprises	476.03	282.99
Trade Payables - Other than Micro and Small Enterprises	3,509.72	2,860.64
Total	3,985.75	3,143.63

Note: Information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company and relied upon by auditors.

Ageing Schedule as at March 31,2022

₹ in million

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) MSME	413.10	62.73	0.13	-	0.07	476.03
(ii) Others	2,832.76	652.87	16.94	3.81	3.34	3,509.72
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	3,245.86	715.60	17.07	3.81	3.41	3,985.75

Notes to the Financial Statements

For The Year Ended 31st March, 2022

Ageing Schedule as at March 31,2021

₹ in million

Particulars	Outstanding for following periods from due date of payment					
	Not due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) MSME	265.53	24.68	0.00	0.07	-	290.29
(ii) Others	1,999.43	843.79	5.62	2.03	2.49	2,853.34
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	2,264.96	868.47	5.62	2.10	2.49	3,143.63

20. Current Tax Liabilities

₹ in million

Particulars	As at 31-03-2022	As at 31-03-2021
Provision for Income Tax	148.82	219.06
Total	148.82	219.06

21. Other Current Liabilities

₹ in million

Particulars	As at 31-03-2022	As at 31-03-2021
Statutory Dues	274.63	324.01
Advances received from Customers	30.12	23.58
Total	304.75	347.59

22. Revenue from Operations

₹ in million

Particulars	For the year ended 31-03-2022	For the year ended 31-03-2021
Revenue from Contract with Customers		
Sale of Products & Services		
Finished Goods	25,459.04	19,858.76
Traded Goods	1,038.67	807.24
Contract Revenue (Refer Note 44b)	-	17.33
A	26,497.71	20,683.33
Other Operating Revenue		
Scrap Sales	48.02	30.12
Profit on Import Licenses	21.53	1.41
Export Incentive	1.06	0.31
B	70.61	31.84
Total (A+B)	26,568.32	20,715.17

23. Other Income

₹ in million

Particulars	For the year ended 31-03-2022	For the year ended 31-03-2021
Interest - carried at amortised cost	45.59	158.62
Dividend Income on Investments measured at Fair Value through Profit and Loss	0.09	0.01
Gain on fair valuation of Investments through Profit and loss	3.29	7.44
Profit on redemption of Current Investments measured at Fair Value through Profit and Loss	0.62	-
Profit on sale of Shares (Net) measured at Fair Value through Profit and Loss	0.01	0.06
Mark to Market gain on Derivatives	1.08	-
Balances written back	3.28	9.86
Miscellaneous Income	0.75	-
Total	54.71	175.99

24. Cost of Materials Consumed

₹ in million

Particulars	For the year ended 31-03-2022	For the year ended 31-03-2021
Inventory at the beginning of the year	882.85	1,604.25
Add : Purchases	22,159.22	12,256.12
Less : Inventory at the end of the year	(3,914.09)	(882.85)
	19,127.98	12,977.52
Contract Cost (Refer Note 44b)	-	15.44
Total	19,127.98	12,992.96



Notes to the Financial Statements

For The Year Ended 31st March, 2022

25. Purchase of Stock in Trade

₹ in million

Particulars	For the year ended 31-03-2022	For the year ended 31-03-2021
Trading Purchases	670.10	346.62
Total	670.10	346.62

26. Changes in inventories of finished goods, work in progress and stock in trade

₹ in million

Particulars	For the year ended 31-03-2022	For the year ended 31-03-2021
Stock at the end of the year		
Traded goods	235.16	87.04
Work in Progress	60.01	22.04
Finished Goods	1,955.86	1,258.76
A	2,251.03	1,367.84
Stock at the beginning of the year		
Traded goods	87.04	199.40
Work in Progress	22.04	48.16
Finished Goods	1,258.76	1,569.21
B	1,367.84	1,816.77
(Increase)/Decrease in Stocks (B-A)	(883.19)	448.93

27. Employee Benefit Expenses

₹ in million

Particulars	For the year ended 31-03-2022	For the year ended 31-03-2021
Salary, Wages and Bonus	852.60	752.20
Remuneration to Directors	155.46	134.65
Contribution to Provident Fund and other Fund (including gratuity and compensated absences)	53.77	36.34
Other employee related benefit expenses	67.59	49.54
Staff Welfare	32.69	20.74
Employee Compensation Expenses	-	3.51
Total	1,162.11	996.98

28. Finance Cost

₹ in million

Particulars	For the year ended 31-03-2022	For the year ended 31-03-2021
Interest		
On Working Capital from Banks	87.20	118.42
On Term Loans	-	34.01
On Lease Liability	12.52	4.54
Others	23.10	24.17
Bank Commission and Charges	16.22	25.53
Total	139.04	206.67

29. Other Expenses

₹ in million

Particulars	For the year ended 31-03-2022	For the year ended 31-03-2021
Consumption of Stores and Spares	117.45	100.50
Power and Fuel Expenses	451.26	419.78
Labour Charges	357.63	271.09
Repairs Expenses		
Repairs to Machinery	14.56	16.79
Repairs to Others	9.23	12.48
Factory Maintenance Expenses	48.20	41.41
Computer Expenses	33.90	36.06
Brokerage and Commission	2.31	49.46
Printing and Stationery	4.49	2.22
Telephone and Internet Charges	5.50	6.08
Rates and Taxes	18.97	22.02
Insurance Premium	27.71	24.39
Foreign Currency Exchange Difference (Net)	25.56	33.24
MTM Losses on Derivatives	-	5.87
Legal and Professional Fees	73.27	36.63
Director's Sitting Fees	3.65	3.30
Transport, Freight and Octroi Charges	337.96	258.85
Advertisement and Sales Promotion Expenses	415.21	657.17
Rent and Maintenance Expenses	85.62	104.89

(Con't)

Notes to the Financial Statements

For The Year Ended 31st March, 2022

₹ in million

Particulars	For the year ended 31-03-2022	For the year ended 31-03-2021
Travelling and Conveyance Expenses	68.82	41.25
Provision for Doubtful Advances	53.80	6.53
Provision for Doubtful Debts (net of utilised)	55.13	50.42
Loss on sale of Property, Plant and Equipment (Net)	6.82	22.74
Donation	15.00	14.00
CSR Activities	44.14	25.80
Electricity Expenses	1.72	1.65
Miscellaneous Expenses	53.84	44.57
Payment to Auditors		
Audit Fees (including limited reviews)	3.30	4.00
Reimbursement of expenses	0.01	0.03
Certification	0.15	0.13
Total	2,335.21	2,313.35

30 Capital Management (Ind AS 1):

The Company's objectives when managing capital are to:

- maximise shareholder value and provide benefits to other stakeholders and,
- maintain an optimal capital structure to reduce the cost of capital.

The capital structure of the Company consists of issued capital, share premium and all other equity reserves attributable to the equity holders. The company's risk management committee reviews the capital structure of the company. The Company monitors capital using debt-equity ratio, which is debt divided by equity.

₹ in million

Particulars	As at 31-03-2022	As at 31-03-2021
Debt	1,500.00	852.20
Equity	12,652.69	10,434.78
Debt to Equity	0.12	0.08

In addition the Company has financial covenants relating to the borrowing facilities that it has taken from the lenders like interest coverage service ratio, Debt to Equity Ratio, etc. which is maintained by the Company.

31 Financial Risk Management Objectives (Ind AS 107)

The Company's principal financial liabilities, other than derivatives, comprises of borrowings, trade and other payables. These are primarily represents liabilities from operations and financial liabilities to finance the company's operations. The company's principal financial assets, other than derivatives include trade and other receivables, investments and cash and cash equivalents that derive directly from its operations.

The Company's activities expose it to market risk, liquidity risk and credit risk. The Company's overall risk management focuses on the unpredictability of financial markets and seek to minimise potential adverse effects on the financial performance of the Company. The company uses derivative financial instruments, such as foreign exchange forward contracts, cross currency swaps that are entered to hedge foreign currency risk exposure and hedge interest rate exposure. Derivatives are used exclusively for hedging purposes and not as trading or speculative instruments.



Notes to the Financial Statements

For The Year Ended 31st March, 2022

Risk	Exposure Arising From	Measurement	Management
A. Market Risk			
1) Foreign Exchange Risk	Committed commercial transaction	Cash Flow Forecasting	Forward foreign exchange contracts. We follow the policy to maintain a minimum hedge ratio of 40% of the Total Payables subject to condition that no payable should be hedged where date of payment is not known. Total Payables are defined as the Import orders against which either L/C is Opened or applied for or the Documents have been received
	Financial Instruments not denominated in INR	Sensitivity Analysis	
2) Interest Rate	Borrowings at variable rates	Sensitivity Analysis, Interest rate movements	Monitoring of limits of fund based and non fund based facilities, diversification of borrowing portfolio
3) Commodity Price Risk	Movement in prices of commodities	Sensitivity Analysis, Commodity price tracking	Active inventory management, Sales Price linked to purchase price
B. Credit Risk	Trade receivables, Investments, Derivative financial instruments, loans	Ageing analysis, Credit Rating	Credit limit and credit worthiness monitoring, Criteria based approval process
C. Liquidity Risk	Borrowings and Other Liabilities and Liquid investments	Rolling cash flow forecasts	Monitoring of credit lines and borrowing limits, channel finance arrangement

The Company has policies, procedures and authorisation matrix for utilisation of funds, which ensures deployment of fund in prudent manner and the availability of funding through an adequate amount of credit facilities to meet obligation when due. The Company on periodical basis reviews implementation and execution of above policies.

A. Market Risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and borrowings.

1) Foreign Currency risk

Foreign currency risk is the risk of impact related to fair value or future cash flows of an exposure in foreign currency, which fluctuate due to changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to import of raw materials, capital expenditure and exports. When a derivative is entered for the purpose of being a hedge, the Company negotiates the terms of those derivatives to match the terms of the hedged exposure.

The Company evaluates exchange rate exposure arising from foreign currency transactions. The Company follows established risk management policies and procedures. It uses derivative instruments like foreign currency forwards and cross currency swaps to hedge exposure to foreign currency risk.

Notes to the Financial Statements

For The Year Ended 31st March, 2022

₹ in million

Particular	As at 31-03-2022	As at 31-03-2021
Outstanding foreign currency exposure (not hedged by forward contracts)		
Financial Liabilities		
Trade Payables including Creditors for Capital Goods		
In USD	9.48	2.52
In equivalent INR	718.26	184.55
In Euro	0.07	-
In equivalent INR	5.98	-
Financial Assets		
Receivable	-	-

Foreign Currency sensitivity on unhedged exposure

Gain / (Loss) in rupees due to increase in foreign exchange rates by 100 bps

₹ in million

Particular	As at 31-03-2022	As at 31-03-2021
USD	(7.18)	(1.85)
EURO	(0.06)	-

Note: If the rate is increased by 100 bps profit will decrease by an equal amount.

2) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The company's exposure to the risk of changes in market interest rates relates primarily to the company's term loans and short term borrowing with floating interest rate. For foreign currency loan with floating rate, the risk of variation in interest rate is mitigated through cross currency swap. The company constantly monitors the credit markets and rebalances its financing strategies to achieve an optimal maturity profile and financing cost.

Interest Rate exposure

₹ in million

Particular	Total Borrowing	Floating Rate Borrowing
INR	1,500.00	1,500.00
USD	-	-
Total as at March 31, 2022	1,500.00	1,500.00

Particular	Total Borrowing	Floating Rate Borrowing
INR	751.05	751.05
USD	101.16	101.16
Total as at March 31, 2021	852.20	852.20

Interest rate sensitivities for unhedged exposure

Gain / (Loss) due to increase in interest rates by 100 bps

₹ in million

Particular	As at 31-03-2022	As at 31-03-2021
INR	(15.00)	(8.52)

Note: If the rate is decreased by 100 bps profit will increase by an equal amount.

Interest rate sensitivity has been calculated assuming the borrowings are outstanding at the reporting date have been outstanding for the entire reporting period.

Forward exchange Contracts:

(a) Forward contracts outstanding are as under:

Particular	Purpose	Currency	As at 31-03-2022	As at 31-03-2021
Forward Contracts	Imports	USD (in million)	16.94	13.02

(b) Cash Flow Hedges

In the earlier years, the Company had raised foreign currency external commercial borrowings and to mitigate the risk of foreign currency and floating interest rates the Company had taken Cross Currency Swaps. There is no outstanding foreign external commercial borrowings as at 31st March, 2022 and 31st March, 2021. The Company had followed hedge accounting for the foreign currency borrowings raised based on qualitative approach.

The Company had assessed the hedge effectiveness based on following criteria:

- an economic relationship between the hedged item and the hedging instrument;
- the effect of credit risk; and



Notes to the Financial Statements

For The Year Ended 31st March, 2022

(iii) assessment of the hedge ratio

The Company had designated the Cross currency swaps to hedge its currency risk and interest rate risk and applied a hedge ratio 1:1.

Recognition of gains/(losses) under cross currency swaps contracts designated under cash flow hedges:

Particular	For the year ended 31-03-2022		For the year ended 31-03-2021	
	₹ in million	₹ in million	₹ in million	₹ in million
	Effective hedge (OCI)	Ineffective Hedge (Profit and Loss)	Effective hedge (OCI)	Ineffective Hedge (Profit and Loss)
Gain/ (Loss)	-	-	3.46	-

3) Commodity Price Risk

Commodity price risk for the Company is mainly related to fluctuations in raw material prices linked to various external factors, which can affect the production cost of the Company. To manage this risk, the Company monitors factors affecting prices, identifies new sources of supply of raw material, monitors inventory level, etc.

B. Credit Risk Management

Credit risk arises when a customer or counterparty does not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing / investing activities, including deposits with banks, foreign exchange transactions and financial guarantees. The Company has no significant concentration of credit risk with any counterparty.

Trade Receivable

Trade receivables are consisting of a large number of customers / distributors. The Company has credit evaluation policy for each customer / distributor and based on the evaluation credit limit of each customer / distributor is defined.

Total trade receivable as on March 31, 2022 Rs. 4,346.17 million (March 31, 2021 is Rs. 3,308.02 million). There are no customers which account for more than 10% of the company's total revenue from operations for the year ended 31st March, 2022 and 31st March, 2021.

As per simplified approach, the Company makes provision of expected credit losses on trade receivables using a provision matrix to mitigate the risk of default payments and makes appropriate provision at each reporting date wherever outstanding is for longer period and involves higher risk. The policy for creating provision for credit losses on trade receivables is as per following provision matrix:-

Particular	Loss Allowance Provision
0 to year	Nil
Above one year and less than two year	20%
Above two year and less than three year	40%
Above three year and less than four year	80%
More than four year	100%

Movement of provision for doubtful debts: ₹ in million

Particular	As at 31-03-2022	As at 31-03-2021
Opening Provision	81.66	53.82
Add: Provision during the year	55.13	50.42
Less: Utilised during the year	-	22.58
Closing Provision	136.79	81.66

Investments, Derivative Instruments, Cash and Cash Equivalent and Bank Deposit:

Credit Risk on cash and cash equivalent, deposits with the banks / financial institutions is generally low as the said deposits have been made with the banks / financial institutions who have been assigned high credit rating by international and domestic rating agencies.

Credit Risk on Derivative Instruments are generally low as Company enters into the Derivative Contracts with the reputed Banks and Financial Institutions.

C. Liquidity Risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at reasonable price. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's liquidity position through rolling forecasts on the basis of expected cash flows.

Notes to the Financial Statements

For The Year Ended 31st March, 2022

The table below provides details regarding the remaining contractual maturities of financial liabilities and investments held for managing the risk at the reporting date based on contractual undiscounted payments.

₹ in million

As at 31-03-2022	Less than 1 year	1 to 5 years	More than 5 years	Total
Short term borrowings	1,500.00	-	-	1,500.00
Trade Payable	3,985.75	-	-	3,985.75
Other financial liabilities	507.35	-	-	507.35
Lease Liabilities	19.28	-	-	19.28

₹ in million

As at 31-03-2021	Less than 1 year	1 to 5 years	More than 5 years	Total
Short term borrowings	852.20	-	-	852.20
Trade Payable	3,143.63	-	-	3,143.63
Other financial liabilities	530.60	-	-	530.60
Lease Liabilities	15.04	13.10	-	28.14
Derivative Liability	5.87	-	-	5.87

31 A. Classification of Financial Assets and Liabilities (Ind AS 107)

₹ in million

Particular	As at 31-03-2022	As at 31-03-2021
Financial Assets at amortised cost*		
Trade receivable	4,346.17	3,308.02
Loans	5.48	1.41
Cash and cash equivalents	316.12	84.42
Other Balances with Banks	270.24	2,214.81
Other Financial Assets	180.11	206.84
Fair Value through Profit or Loss		
Investment	115.89	13.24
Derivative Asset	1.08	-
Fair Value through Other Comprehensive Income		
Investments	1.40	1.40
Total	5,236.50	5,830.15

₹ in million

Particular	As at 31-03-2022	As at 31-03-2021
Financial Liabilities at amortised cost*		
Lease Liabilities	19.28	28.14
Short Term Borrowings	1,500.00	852.20
Trade Payable	3,985.75	3,143.63
Other Financial Liabilities	507.35	530.60
Fair Value through Profit or Loss		
Derivative Liability	-	5.87
Total	6,012.39	4,560.44

* Considering the nature of financial assets and financial liabilities fair value is same as amortised cost.

Fair Value measurements (Ind AS 113)

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in an orderly transaction in the principal (or most advantageous) market at measurement date under the current market condition regardless of whether that price is directly observable or estimated using other valuation techniques. The Company has established the following fair value hierarchy that categorises the values into 3 levels. The inputs to valuation techniques used to measure fair value of financial instruments are:

Level 1: This hierarchy uses quoted (unadjusted) prices in active markets for identical assets or liabilities. The fair value of all quoted investments which are traded in the stock exchanges is valued using the closing price or dealer quotations as at the reporting date.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on company specific estimates. Unquoted investments are valued using the closing Net Asset Value. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3.



Notes to the Financial Statements

For The Year Ended 31st March, 2022

₹ in million

Particular	Fair Value	
	As at 31-03-2022	As at 31-03-2021
Financial Assets at fair value through profit or loss		
Investments-Level 1	115.89	13.24
Fair Value hedging instruments		
Derivative Assets- level 2	1.08	-
Financial Assets at fair value through other comprehensive income		
Investment- Level 3	1.40	1.40
Total	118.37	14.64
Fair Value hedging instruments		
Derivative liability- level 2	-	5.87
Total	-	5.87

The management assessed that cash and bank balances, trade receivables, trade payables, cash credits and other financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The following methods and assumptions were used to estimate the fair values:

- The fair values of the quoted investments are based on market price/net asset value at the reporting date.
- The fair value of unquoted investments is based on closing Net Assets Value.
- The fair value of forward foreign exchange contracts is calculated as the present value determined using forward exchange rates and interest rate curve of the respective currencies.
- The fair value of currency swap is calculated as the present value determined using forward exchange rates, currency basis spreads between the respective currencies, interest rate curves and an appropriate discount factor.
- The fair value of the remaining financial instruments is determined using discounted cash flow analysis. The discount rates used is based on management estimates.

33 Contingent Liability and Commitments not provided for in respect of:

The Company's pending litigations comprise of claims by or against the Company primarily by the workers/employees/customers/suppliers etc., and proceedings pending with tax and other government authorities. The Company has reviewed its pending litigations and proceedings and has adequately provided for where Provisions are required and disclosed the contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial results. In respect of litigations, where the management assessment of a financial outflow is probable, the Company has made adequate provision in the financial statements and appropriate disclosure for contingent liabilities is given below :

i) Claims against the company not acknowledged as debt

₹ in million

Particular	As at 31-03-2022	As at 31-03-2021
Income Tax	27.67	27.67
Excise Duty	0.38	0.38
Sales Tax	6.18	17.20
Other Cases	11.00	11.00

Cash outflows for the above are determinable only on receipt of judgments pending at various forums / authorities.

ii) Guarantees

Guarantees given by Banks on behalf of the Company upto Rs. 56.92 million (March 31, 2021 Rs.107.55 million).

iii) Commitments

Estimated amount of Contracts remaining to be executed on Capital account and not provided for are Rs. 332.62 million (March 31, 2021 Rs. 685.60 million) and Other Commitments Rs. 594.30 million (March 31, 2021 Rs. 726.03 million)

- The Hon'ble Supreme Court of India ("SC") by their order dated February 28, 2019, in the case of Surya Roshani Limited & others v/s EPFO, set out the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution. Pending directions or clarification from the EPFO, the quantification of impact, if any, is not ascertainable and consequently no effect has been given in the accounts.

Notes to the Financial Statements

For The Year Ended 31st March, 2022

34 Employee Benefits

The disclosures required under IND AS 19 "Employee Benefits" are given below :

A Defined Contribution Plans:

Amount recognized as an expense and included in Note 27 under the head "Contribution to Provident and other Funds" of Statement of Profit and Loss Rs. 35.85 million (March 31, 2021 Rs. 31.81 million).

B Defined Benefit Plans:

Gratuity:

The Company operates a defined benefit plan covering eligible employees, which provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employees salary and the tenure of employment. The Gratuity scheme of the company is funded for certain employees and non funded for the remaining employees.

Compensated Absences :

The Company allows privilege leave and sick leave to its employees. Privilege leave and sick leave are accumulated and can be availed during the period of employment or encashed at the time of resignation, retirement or termination of employment.

i) Reconciliation of opening and closing balances of the present value of the Defined Benefit Obligation:

₹ in million

Particulars	For the year ended 31-03-2022			For the year ended 31-03-2021		
	Gratuity		Compensated Absences	Gratuity		Compensated Absences
	Funded	Non Funded		Funded	Non Funded	
Present Value of obligations at the beginning of the year	2.76	70.94	62.66	2.76	68.32	65.20
Interest Cost	0.19	4.90	4.33	0.19	4.72	4.50
Current Service Cost	0.26	8.31	19.77	0.33	8.49	16.60
Benefits paid	(1.05)	(11.46)	(6.95)	(0.05)	(6.43)	(4.06)
Actuarial (gain)/ loss on obligation	0.31	(2.56)	(2.98)	(0.45)	(4.17)	(19.59)
Present Value of obligations at the end of the year	2.47	70.13	76.83	2.77	70.93	62.66

ii) Statement showing changes in the fair value of plan assets

₹ in million

Particulars	For the year ended 31-03-2022			For the year ended 31-03-2021		
	Gratuity		Compensated Absences	Gratuity		Compensated Absences
	Funded	Non Funded		Funded	Non Funded	
Fair Value of plan assets at the beginning of the year	3.15	-	-	3.44	-	-
Adjustment due to opening balance	0.40	-	-	(0.23)	-	-
Actual Return on Plan Assets	0.22	-	-	-	-	-
Benefits paid	(1.05)	-	-	(0.05)	-	-
Fair Value of Plan Assets at the end of the year	2.72	-	-	3.16	-	-



Notes to the Financial Statements

For The Year Ended 31st March, 2022

iii) Amount to be recognised in the Balance Sheet

₹ in million

Particulars	For the year ended 31-03-2022			For the year ended 31-03-2021		
	Gratuity		Compensated Absences	Gratuity		Compensated Absences
	Funded	Non Funded		Funded	Non Funded	
Present Value of obligation	(2.47)	(70.13)	(76.83)	(2.77)	(70.93)	(62.66)
Fair Value of Plan Assets	2.72	-	-	3.16	-	-
Funded Status	0.25	(70.13)	(76.83)	0.39	(70.93)	(62.66)
Excess Fund with LIC	0.25	-	-	-	-	-
Net Asset/(Liability) recognised in the Balance Sheet	-	(70.13)	(76.83)	0.39	(70.93)	(62.66)

iv) Expenses recognised in the Profit and Loss Statement

₹ in million

Particulars	For the year ended 31-03-2022			For the year ended 31-03-2021		
	Gratuity		Compensated Absences	Gratuity		Compensated Absences
	Funded	Non Funded		Funded	Non Funded	
Current Service Cost	0.26	8.31	19.77	0.33	8.49	16.60
Interest Cost	(0.05)	4.90	4.33	(0.03)	4.72	4.50
Net Actuarial (gain)/ loss recognised in the year	-	-	(2.98)	-	-	(19.59)
Expenses recognised in the Profit and Loss Statement	0.21	13.21	21.12	0.30	13.21	1.51

v) Re-Measurement recognised in OCI

₹ in million

Particulars	For the year ended 31-03-2022			For the year ended 31-03-2021		
	Gratuity		Compensated Absences	Gratuity		Compensated Absences
	Funded	Non Funded		Funded	Non Funded	
Changes in Financial Assumptions	(0.07)	(1.90)	-	0.01	-	-
Changes in Demographic Assumptions	-	-	-	-	-	-
Experience Adjustment	0.38	(0.66)	-	(0.47)	(4.17)	-
Actual return on Plan Assets less interest on plan assets	-	-	-	-	-	-
Expenses recognised in OCI [Loss /(Gain)]	0.31	(2.56)	-	(0.45)	(4.17)	-

vi) Maturity Profile of Defined Benefit Obligation

₹ in million

Particulars	For the year ended 31-03-2022			For the year ended 31-03-2021		
	Gratuity		Compensated Absences	Gratuity		Compensated Absences
	Funded	Non Funded		Funded	Non Funded	
Within next 12 month	0.38	11.90	12.20	0.36	10.98	8.24
Between 1 and 5 year	1.24	42.19	29.01	2.29	59.22	38.58
Between 5 and 10 year	0.85	16.04	35.61	-	-	-

Notes to the Financial Statements

For The Year Ended 31st March, 2022

vii) Sensitivity Analysis for significant assumption

in million

Particulars	For the year ended 31-03-2022			For the year ended 31-03-2021		
	Gratuity		Compensated Absences	Gratuity		Compensated Absences
	Funded	Non Funded		Funded	Non Funded	
0.5% Increase in discount rate	(0.08)	(2.22)	(2.34)	(0.10)	(2.32)	(2.07)
0.5% decrease in discount rate	0.09	2.33	2.48	0.11	2.48	2.20
0.5% Increase in salary escalation clause	0.09	2.37	2.53	0.01	2.52	2.24
0.5% Decrease in salary escalation clause	(0.09)	(2.28)	(2.41)	(0.10)	(2.37)	(2.20)

* These Sensitivities have been calculated to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the accounting date. There have been no changes from the previous periods in the methods and assumptions used in preparing the sensitivity analyses.

viii) Major Categories of Plan Assets as Percentage of Total Plan

Particulars	For the year ended 31-03-2022			For the year ended 31-03-2021		
	Gratuity		Compensated Absences	Gratuity		Compensated Absences
	Funded	Non Funded		Funded	Non Funded	
Funds managed by insurer (LIC)	100%	-	-	100%	-	-

ix) Principal actuarial assumptions at the Balance Sheet date

Particulars	For the year ended 31-03-2022			For the year ended 31-03-2021		
	Gratuity		Compensated Absences	Gratuity		Compensated Absences
	Funded	Non Funded		Funded	Non Funded	
Discounted Rate	7.32%	7.32%	7.32%	6.91%	6.91%	6.91%
Mortality	Indian Assured Lives Mortality (2012-14) Ultimate	Indian Assured Lives Mortality (2012-14) Ultimate	Indian Assured Lives Mortality (2012-14) Ultimate	Indian Assured Lives Mortality (2012-14) Ultimate	Indian Assured Lives Mortality (2012-14) Ultimate	Indian Assured Lives Mortality (2012-14) Ultimate
Rate of increase in compensation	5.00%	5.00%	8.00%	5.00%	5.00%	8.00%
Withdrawal Rates	10.00%	10.00%	10.00%	10.00%	10.00%	10.00%
Retirement Age	60 yrs.	60 yrs.	60 yrs.	60 yrs.	60 yrs.	60 yrs.

Particulars	For the year ended 31-03-2022			For the year ended 31-03-2021		
	Gratuity		Compensated Absences	Gratuity		Compensated Absences
	Funded	Non Funded		Funded	Non Funded	
Weighted average duration of defined benefit obligation	9.44	13.53	NA	8.44	12.98	NA

xi) Expected rate of return on Plan Assets is based on expectation of the average long term rate of return expected on investments of the fund during the estimated term of the obligations.



Notes to the Financial Statements

For The Year Ended 31st March, 2022

xii) The estimates of future salary increases are considered taking into account inflation, seniority, promotion and other relevant factors.

xiii) **Asset Liability matching strategy:**

The money contributed by the Company to the Gratuity fund to finance the liabilities of the plan has to be invested for funded gratuity plan. The Company has outsourced the investment management of the fund to an Insurance Company. The Insurance Company in turn manages these funds as per the permissible limits prescribed in the insurance regulation. Due to the restriction in the type of investment that can be held by the fund, it is not possible to explicitly follow an asset liability matching strategy. There is no compulsion on the part of the Company to fully prefund the liability of the Plan.

xiv) The Company's expected contribution during next year is Rs. NIL (March 31, 2021 of Rs. NIL).

35 Related Party Disclosures (only where there are transactions)

a)	Name of Related Party	For the year ended 31-03-2022	For the year ended 31-03-2021
	M/S Prince Marketing	SI *	SI *
	Prince Foundation	SI *	SI *
	Amardeep Udyog (Firm)	SI *	SI *
	Albright Aluminium Industries (Firm)	SI *	SI *
	Mrs. Tarla J. Chheda (Wife of Director)	Relatives ***	Relatives ***
	Mrs. Ashwini V. Chheda (Wife of Director)	Relatives ***	Relatives ***
	Mrs. Vaishali H. Shah (Relative)	Relatives ***	Relatives ***
	Mrs. Heena P. Chheda (Relative)	Relatives ***	Relatives ***
	Mr. Jayant S. Chheda (Managing Director)	KMP **	KMP **
	Mr. Parag J. Chheda (Director)	KMP **	KMP **
	Mr. Vipul J. Chheda (Director)	KMP **	KMP **
	Mr. Nihar P. Chheda (Associate Vice President)	Relatives ***	Relatives ***
	Mr. Jayantilal K. Gada	Relatives ***	Relatives ***
	Mr. Gunvanti J. Gada	Relatives ***	Relatives ***
	Mr. Jayant S. Chheda (Trustee of V.S. Family Trust)	Relatives ***	Relatives ***
	Mr. Ramesh Chandak (Independent Director)	KMP **	KMP **
	Mr. Mohinder Pal Bansal (Independent Director)	KMP **	KMP **
	Mr. Dilip Deshpande (Independent Director)	KMP **	KMP **
	Mrs. Uma Mandavgane (Independent Director)	KMP **	KMP **
	Mr. Rajendra Gogri (Independent Director)	KMP **	KMP **
	Mr. Shyam Sharda (Chief Financial Officer)^	KMP **	KMP **
	Mr. Shailesh Bhaskar (Company Secretary)##^	KMP **	KMP **
	Mr. Pravin Jogani (Company Secretary) #^	KMP **	KMP **

* SI represents Enterprises over which Key Managerial Personnel have significant influence as defined in Ind AS 24

^Key Management Personnel as per the Companies Act 2013

*** Relatives represents Relatives of Key Managerial Personnel as defined in Ind AS 24

#^ Resigned with effect from May 30, 2020.

##^ Appointed with effect from July 1, 2020.

Notes to the Financial Statements

For The Year Ended 31st March, 2022

b) Transactions carried out with related parties referred above, in the ordinary course of business:

in million

Name of the transacting related party	Nature of Transactions	For the year ended 31-03-2022	For the year ended 31-03-2021
M/s Prince Marketing	Advance against Property	-	(400.00)
Jayant S. Chheda	Rent expense	2.67	2.55
Parag J. Chheda	Rent expense	5.34	5.09
Vipul J. Chheda	Rent expense	5.34	5.09
Tarla J. Chheda	Rent expense	2.67	2.55
Ashwini V. Chheda	Rent expense	5.34	5.09
Amardeep Udyog (Firm)	Purchase of Goods	0.93	3.55
Jayant S. Chheda	Remuneration and Commission	56.26	50.84
Parag J. Chheda	Remuneration and Commission	52.95	47.76
Vipul J. Chheda	Remuneration and Commission	51.29	46.22
Jayant S. Chheda	Dividend paid	23.28	9.98
Parag J. Chheda	Dividend paid	75.54	32.37
Vipul J. Chheda	Dividend paid	77.52	33.22
Tarla J. Chheda	Dividend paid	60.85	26.08
Jayant S. Chheda (Trustee of V.S. Family Trust)	Dividend paid	4.20	1.80
Vaishali H. Shah	Dividend paid	1.75	0.75
Jayantilal K. Gada	Dividend paid	0.21	0.09
Gunvanti J. Gada	Dividend paid	0.14	0.06
Heena P. Chheda	Dividend paid	0.04	0.02
Ashwini V. Chheda	Dividend paid	0.02	0.01
Jayant S. Chheda	Share issue expenses recovered	-	0.47
Tarla J. Chheda	Share issue expenses recovered	-	3.28
Parag J. Chheda	Share issue expenses recovered	-	1.76
Vipul J. Chheda	Share issue expenses recovered	-	1.52
Ashwini V. Chheda	Salary	1.09	1.06
Heena P. Chheda	Salary	7.50	6.62
Nihar P. Chheda	Salary	5.67	4.83
Vaishali H. Shah	Salary	0.66	0.54
Shyam K. Sharda	Salary	9.96	9.21



Notes to the Financial Statements

For The Year Ended 31st March, 2022

Name of the transacting related party	Nature of Transactions	For the year ended 31-03-2022	For the year ended 31-03-2021
Shailesh K. Bhaskar	Salary	2.05	1.27
Shailesh K. Bhaskar	Loan given	0.70	0.04
Pravin Jogani	Salary	-	0.36
Prince Foundation	Donation	15.00	4.00
Albright Aluminium Industries	Rent expense	0.07	0.05
Mr. Ramesh Chandak (Independent Director)	Sitting fees	1.00	0.90
Mr. Mohinder Pal Bansal (Independent Director)	Sitting fees	0.95	0.85
Mr. Rajendra Vallabhji Gogri (Independent Director)	Sitting fees	0.30	0.20
Mr. Dilip Deshpande (Independent Director)	Sitting fees	0.40	0.40
Mrs. Uma Mandavgane (Independent Director)	Sitting fees	1.00	0.95

c) Outstanding balances:

in million

Name of the transacting related party	Nature of Transactions	For the year ended 31-03-2022	For the year ended 31-03-2021
Amardeep Udyog (Firm)	Trade Payables	0.70	0.00
Jayant S. Chheda	Remuneration and Commission Payable	38.15	33.95
Parag J. Chheda	Remuneration and Commission Payable	37.86	33.67
Vipul J. Chheda	Remuneration and Commission Payable	37.72	33.53
Jayant S. Chheda	Deposit given	1.35	1.35
Parag J. Chheda	Deposit given	2.70	2.70
Vipul J. Chheda	Deposit given	2.70	2.70
Tarla J. Chheda	Deposit given	1.35	1.35
Ashwini V. Chheda	Deposit given	2.70	2.70
Albright Aluminium Industries	Rent payable	0.04	0.01
Shyam K. Sharda	Salary Payable	0.77	0.71
Shailesh K. Bhaskar	Salary Payable	0.18	0.14
Shailesh K. Bhaskar	Loan given	0.70	-
Heena P. Chheda	Salary Payable	0.69	0.55
Nihar P Chheda	Salary Payable	0.53	0.39
Vaishali H. Shah	Salary Payable	0.06	0.05
Ashwini V. Chheda	Salary Payable	0.09	0.09

Key Managerial Personnel and their Relatives who are under the employment of the Company are entitled to post employment benefits as per Ind AS 19 - 'Employee Benefits' in the financial statements. As these employee benefits are lump sum amounts provided on the basis of actuarial valuation, the same is not included above.

List of Related Parties and transactions have been identified by the management and relied upon by the Auditors.

Notes to the Financial Statements

For The Year Ended 31st March, 2022

36 Share Based Payments (Ind AS 102)

The Company has granted 900,158 options to its eligible employees in various ESOP Schemes, details are as under:

- i) No of Option granted will be 900,158
- ii) Exercise price of options will be Rs.200/- per share
- iii) Date of grant 16th September 2017
- iv) Period within which options will vest unto the participant:

End of 1 year from the date of grant of options:	10%
End of 2 year from the date of grant of options:	20%
End of 3 year from the date of grant of options:	30%
End of 4 year from the date of grant of options:	40%
- v) Maximum term of options granted is 4 years
- vi) Method of settlement is equity settled

Employee stock option activity under Scheme 2017 is as follows:

Particulars	For the year ended 31-03-2022		For the year ended 31-03-2021	
	No of shares	WAEP	No of shares	WAEP
Outstanding at beginning of the year	625,870	-	660,724	-
Granted during the year	-	-	-	-
Forfeited during the year	90,550	-	34,854	-
Cancelled during the year	-	-	-	-
Exercised during the year	535,320	-	-	-
Outstanding at the end of the year	-	-	625,870	-
Options Unvested at the end of the year	-	-	250,348	-
Exercisable at the end of the year	-	-	375,522	-

Fair Valuation:

The fair value of option have been done by an independent firm on the date of grant using the Black-Scholes Model in the previous year.

The Key assumptions in the Black-Scholes Model for calculating fair value as on the date of grant:

Variables	Grant Date: September 16, 2017			
	Vest 1	Vest 2	Vest 3	Vest 4
Fair Market Value	200	200	200	200
Volatility	0.00%	0.00%	0.00%	0.00%
Risk free Rate	6.20%	6.34%	6.48%	6.60%
Exercise Price	200	200	200	200
Expected Life	2	3	4	5
Dividend yield	0	0	0	0
Option Fair Value	22.66	33.67	44.42	54.73
Vesting schedule	0.1	0.2	0.3	0.4
Weighted average fair value	44.22			



Notes to the Financial Statements

For The Year Ended 31st March, 2022

Details of Liabilities arising from the share based payment were as follows:

Variables	For the year ended 31-03-2022	For the year ended 31-03-2021
Total Carrying Amount (in million)	-	26.11

37 Income Taxes (Ind AS 12)

Reconciliation of Effective Tax Rate

Particular	For the year ended 31-03-2022	For the year ended 31-03-2021
Profit before Tax (in million)	3,368.71	2,991.48
Tax Expense (in million)	874.68	773.16
Effective Tax Rate (in %)	25.96%	25.85%
Effect of Non-Deductible / Deductible expenses (in %)	-0.80%	-0.67%
Applicable Tax Rate (in %)	25.17%	25.17%

- 38 The Company is solely engaged in manufacturing and selling of PVC, CPVC, PPR and HDPE Pipes and Fittings in India. As per Ind AS 108 "Operating Segments", specified under Section 133 of the Companies Act, 2013, there are no reportable operating or geographical segments applicable to the Company. Further, during the year as well as the previous year, Revenue from sale of products outside India is insignificant and hence, separate disclosure is not given.

39 Disclosure pertaining to Ind AS-33 Earnings Per Share

Earnings per share (EPS) is calculated as under :

₹ in million except per share data

Sr No	Particular	For the year ended 31-03-2022	For the year ended 31-03-2021
1	Profit for the year attributable to owners of the company (A)	2,494.03	2,218.32
2	Weighted average number of equity shares for Basic EPS (B)	110,244,287	110,025,759
3	Basic EPS (A/B)	22.62	20.16
4	Potential Equity Shares on exercise of options ©	-	59,451
5	Weighted average number of equity shares for Diluted EPS (B+C) (D)	110,244,287	110,085,210
6	Diluted EPS (A/D)	22.62	20.15
7	Nominal Value of Share	10.00	10.00

40 Disclosure pertaining to Ind AS 116 is as under

The Company has applied a single discount rate to a portfolio of leases with reasonably similar characteristics. The Company has treated the leases with remaining lease term of less than 12 months as if they were "short term leases". The Company has not applied the requirements of Ind AS 116 for leases of low value assets.

Notes to the Financial Statements

For The Year Ended 31st March, 2022

Interest expenses on Lease Liabilities

₹ in million

Particular	For the year ended 31-03-2022	For the year ended 31-03-2021
Interest expenses on Lease Liabilities	12.52	4.54

Lease Expenses recognized in Profit and Loss statement not included in the measurement of lease liabilities::

₹ in million

Particular	For the year ended 31-03-2022	For the year ended 31-03-2021
Expenses relating to short-term leases	43.74	52.44
Expenses relating to leases of low-value assets	-	-

Maturity analysis of lease liabilities– contractual undiscounted cash flows:

₹ in million

Particular	31-03-2022	31-03-2021
Less than one year	20.49	21.37
One to five years	-	20.49
More than five years	-	-
Total undiscounted lease liabilities as at year end	20.49	41.86

41 Information as per the requirement of Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

₹ in million

Sr No	Particulars	31-03-2022	31-03-2021
a	(i) The principal amount remaining unpaid to any supplier at the end of accounting year	505.26	303.66
	(ii) Interest due on above and unpaid interest	1.70	0.17
	Total (i+ii)	506.96	303.83
b	The amount of interest paid by the buyer in terms of section 16 of the Act	-	-
c	The amount of the payment made to the supplier beyond the appointed day during the accounting year	-	-
d	The amounts of interest accrued and remaining unpaid at the end of financial year	1.70	0.17
e	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the due date during the year) but without adding the interest specified under this Act	-	-
f	the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

The identification of suppliers as micro, small and medium enterprise defined under "The Micro, Small and Medium Enterprises Development Act, 2006" was done on the basis of information to the extent provided by the suppliers of the Company and has been relied upon by the auditors.



Notes to the Financial Statements

For The Year Ended 31st March, 2022

42 During the year ended 31.03.2022, the Company has commissioned a new manufacturing plant at Sangareddy, Telangana. The installed capacity of the manufacturing plant at Telangana as on 31.03.2022 is 42,532 MT.

43 Utilisation of Net IPO Proceeds and proceeds from Pre IPO placement

Utilisation of Net IPO Proceeds and proceeds from Pre IPO placement for the year ended:

₹ in million

Particulars	For year ended 31-03-2022		For year ended 31-03-2021	
	Pre IPO Placement	IPO	Pre IPO Placement	IPO
Opening Balance	59.06	1,214.74	351.77	2,081.00
Less: Amount paid/invested				
Purchase of capital goods / Upgradation of Equipments	59.06	1,214.74	292.71	866.26
Balance amount deposited in Bank	-	-	59.06	1,214.74

44 Revenue (IND AS 115)

a. Revenue from manufacturing and trading activities

The Company is primarily in the Business of manufacture and sale of plastic pipes and fittings. All sales are made at a point in time and revenue from contract with customer are recognised when goods are dispatched and the control over the goods sold are transferred to customers. The Company does not expect to have any contracts where the period between the transfer of goods and payment by customer exceeds one year. Hence, the Company does not adjust revenue for the time value of money.

In compliance with Ind AS 115, discounts and incentives provided to customers are now treated as variable components of consideration and have been recognised as revenue deductions instead of other expenses. Such discount were recognized as deduction from revenue in previous period also.

Reconciliation of revenue as per contract price and as recognised in statement of profit and loss:

₹ in million

Particular	For the year ended 31-03-2022	For the year ended 31-03-2021
Revenue as per Contract price	27,478.35	21,760.81
Less: Discounts and incentives	980.64	1,094.80
Revenue as per statement of profit and loss	26,497.71	20,666.01

Contract liability (Advances from Customers):

₹ in million

Particular	For the year ended 31-03-2022	For the year ended 31-03-2021
Closing Contract Liability	30.12	23.58

The Contract liability outstanding at the beginning of the year has been recognised as revenue during the year ended March 31, 2022.

Notes to the Financial Statements

For The Year Ended 31st March, 2022

b. Revenue from Turn-key Contract

The state of Andhra Pradesh has assigned three Villages (Kandulavaripalle, Venkata Chalam & Aman Charla) to the Company for under-ground Drainage system. The Company recognises revenue to the extent of transaction price allocated to the performance obligation satisfied. The Company measures the progress using the Output method and the satisfaction of performance obligation is measured based on the achievement of milestone as per the terms of contract. Pending acknowledgement from the state of Andhra Pradesh, revenue to the extent of Rs 41.04 million (Previous Year Rs NIL) is not recognised and corresponding cost incurred is carried forward under contract assets.

Reconciliation of revenue as per contract price and as recognised in statement of profit and loss:

₹ in million

Particular	For the year ended 31-03-2022	For the year ended 31-03-2021
Revenue as per Contract price	-	17.33
Less: Discounts and incentives	-	-
Revenue as per statement of profit and loss	-	17.33

Contract Assets & liability :

₹ in million

Particular	For the year ended 31-03-2022	For the year ended 31-03-2021
Closing Contract Asset	15.07	8.41
Closing Contract Liability	-	-

- 45 The Company has a process whereby periodically all long-term contracts are assessed for material foreseeable losses. At the year end, the Company has reviewed and ensured that adequate provision as required under any law/accounting standards or material foreseeable losses on such long-term contracts has been made in the books of accounts.
- 46 The Board of Directors of the Company at its meeting held on 19.05.2022 have recommended a final dividend of Rs 2/- per share of face value of Rs 10/- each for the year ended 31.03.2022 which is subject to shareholders approval in ensuing annual general meeting. The Board of Directors of the Company at its meeting held on 02.11.2021 had declared and paid an interim dividend of Rs 1.5/- per share of face value of Rs 10/- each.
- 47 In view of the unprecedented COVID 19 pandemic, the management has made an assessment of its position as at the Balance Sheet date. In assessing, the company has taken into consideration external and internal information upto the date of approval of these IND AS financial statements. The Company has assessed its liquidity, assets, capital & financial resources, profitability, internal financial reporting and has concluded that there has been no material impact to its operations or its financial position.

48 Corporate Social Responsibility:

in million

Sr No	Particular	For the year ended 31-03-2022	For the year ended 31-03-2021
1	Gross amount to be spent by the company*	36.01	21.20
2	Amount spent during the year	44.14	25.80
3	Excess amount spent for the financial year [(2)-(1)]	8.13	4.60
4	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-	-



Notes to the Financial Statements

For The Year Ended 31st March, 2022

Sr No	Particular	For the year ended 31-03-2022	For the year ended 31-03-2021
5	Amount available for set off in succeeding financial years [(3)-(4)]	12.73	4.60
6	Previous Years Cumulative Shortfall & Reason for Shortfall (net of excess amount spent in 5 above)	-	14.06
	Reason : The company had just embarked on the journey of ascertained CSR programs. For this reason, during the previous years, the Company's spend on the CSR activities has been less than the limits prescribed under Companies Act, 2013.		
	Details of related party transactions in relation to CSR Expenditure as per IND AS 24 - Related party disclosures	-	-

Nature of CSR Activities - Education Aid, teacher's skill development, digital education facility development, Disaster Management (COVID relief) and others

49 Details of Crypto currency or Virtual currency

The Company is not engaged in the business of trading or investing in crypto currency or virtual currency and hence no disclosure is required.

50 Compliance with number of layers of companies

The Company does not have any subsidiary company accordingly compliance with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 does not arise.

51 Utilisation of borrowed funds

The Company has not advanced any funds or loaned or invested by the Company to or in any other person(s) or entities, including foreign entities ("Intermediaries"), with the understanding that the intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the Company (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of ultimate beneficiaries.

The Company has not received any funds from any person(s) or entities including foreign entities ("Funding Parties") with the understanding that such Company shall whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or provide guarantee, security or the like on behalf of the Ultimate beneficiaries."

52 Relationship with struck off companies

The Company does not have any transaction with companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956 and hence no disclosure is required.

53 Compliance with approved Scheme(s) of Arrangements

The Company has not entered into any scheme of arrangements in terms of sections 230 to 237 of the Companies Act, 2013.

54 Wilful defaulter

As on March 31, 2022 the Company has not been declared wilful defaulter by any bank/financial institution or other lender.

Notes to the Financial Statements

For The Year Ended 31st March, 2022

55 Ratios

The following are analytical ratios for the year ended March 31, 2022 and March 31, 2021

Ratio	Numerator	Denominator	Current Period	Previous Period	% Variance	Reason for variance
Current Ratio	Current Assets	Current Liabilities	1.89	1.88	0.80%	
Debt Equity Ratio	Total Debt	Shareholders Equity	0.12	0.08	45.16%	Increase in short term borrowings by Rs 647.80 million
Debt Service Coverage Ratio	Earnings available for Debt Service = Net Profit after taxes + depreciation and other amortizations + Interest + Loss on sale of Property, Plant & Equipment	Debt Service = Average Total Debt	2.83	1.73	63.23%	The company has no long term debt as on the balance sheet date leading to improvement and overall improvement in earnings
Return on Equity Ratio	Net Profits after taxes	Average Shareholders Equity	0.22	0.24	-8.39%	
Inventory/Stock turnover ratio	Revenue from Operations	Average Inventory	6.28	7.24	-13.32%	
Trade Receivables turnover ratio	Revenue from Operations	Average Trade Receivables	6.94	8.12	-14.46%	
Trade payables turnover ratio	Cost of Materials Consumed + Purchase of Stock-in-Trade + Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	Average Trade Payables	5.31	4.89	8.42%	
Net capital turnover ratio	Revenue from Operations	Working Capital	4.60	4.61	-0.27%	
Net profit ratio	Net Profits after taxes	Revenue from Operations	9.39%	10.71%	-12.34%	
Return on Capital employed	Earning before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	24.62%	28.13%	-12.49%	
Return on Investment (other than interest on fixed deposit)	Income generated from invested funds	Average Investment	6.07%	11.52%	-47.28%	Investment in arbitrage funds and market sentiment



Notes to the Financial Statements

For The Year Ended 31st March, 2022

56 Figures of previous years have been regrouped and re-arranged wherever necessary to align with amendments to Schedule III of The Companies Act, 2013.

**As per our attached report on even date
For N. A. Shah Associates LLP**

Chartered Accountants
Firm Registration Number: 116560W/W100149

Sandeep Shah
Partner
Membership No. 37381

Place: Mumbai
Date: 19.05.2022

For and on behalf of the Board of Directors

Jayant S. Chheda
Managing Director
(DIN No : 00013206)

Shyam K. Sharda
Chief Financial Officer

Place: Mumbai
Date: 19.05.2022

Parag J. Chheda
Director
(DIN No : 00013222)

Shailesh K. Bhaskar
Company Secretary



PRINC PIPES AND FITTINGS LIMITED
CIN NO: L26932GA1987PLC006287

Registered Office: Plot No. 1, Honda Industrial Estate, Phase II, Honda Sattari Honda, Goa – 403 530

Corporate Office: 8th Floor, The Ruby, Senapati Bapat Marg, Dadar West, Mumbai – 400 28

Website: www.princepipes.com; **E-mail Id:** investor@princepipes.com

Tel: 022 – 6602 2222 6666; **Fax:** 022- 6602 2220

Notice of the 35th Annual General Meeting

NOTICE is hereby given that the Thirty Fifth (35th) Annual General Meeting ("AGM") of the members of Prince Pipes and Fittings Limited will be held on Wednesday, September 21, 2022, at 11.30 a.m. IST. through Video Conferencing/ Other Audio-Visual Means ("VC/OAVM") Facility to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare final dividend on Equity Shares for the Financial Year ended March 31, 2022, and to confirm payment of Interim dividend on Equity Shares declared by the Board of Directors of the Company.
3. To appoint a Director in place of Mr. Parag Chheda (DIN: 00013222) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To ratify the remuneration payable to Cost Auditors and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactments thereof for the time being in force), Ketki D. Visariya, Cost Accountant (Fellow Membership No. (16028), appointed as Cost Auditor by the Board of Directors of the Company to conduct the Audit of the Cost records of the Company for the financial year ending on March 31, 2023, be paid a remuneration of ₹ 3,63,000/- (Rupees Three Lakhs Sixty- Three Thousand Only) per annum plus reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. To Re-appoint Mr. Dilip Deshpande (DIN: 08488986) as an Independent Director of the Company and in this regard to consider and if thought fit, to pass the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Dilip Deshpande (DIN: 08488986), who holds office of Independent Director up to June 28, 2022 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Mr. Dilip Deshpande's candidature for the office of Director, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years commencing from June 29, 2022 up to June 28, 2027.

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

6. Increase in the remuneration payable to Mrs. Heena Chheda being related party, holding office or place of profit in the Company and in this regard to pass the following resolution as an **Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Section 188(1) (f) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) or re-enactment thereof), consent of the Members of the Company be and is hereby accorded to Mrs.



Heena Chheda, Related party, to hold an office or place of profit in the Company and increase in her remuneration by 25% p.a. over and above last salary drawn in the Company (presently last salary drawn is ₹ 6,87,500 Per Month) for a period of two years effective from October 01, 2022, to September 30, 2024, in accordance with the provisions of the Act as may be agreed to between the Board of Directors and Mrs. Heena Chheda.

RESOLVED FURTHER THAT the Board of Directors and / or any Committee thereof be and is hereby authorised to settle any question, difficulty or doubts that may arise and to do all such acts, deeds and things as may be necessary, usual, proper or expedient in this regard."

7. Increase in the remuneration payable to Mr. Nihar Chheda being related party, holding office or place of profit in the Company and in this regard to pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Section 188(1) (f) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) or re-enactment thereof), consent of the Members of the Company be and is hereby accorded to Mr. Nihar Chheda, Related party, to hold an office or place of profit in the Company and increase in his remuneration by 50% p.a. over and above last salary drawn in the Company (presently last salary drawn is ₹ 5,28,804 Per Month) for a period of two years effective from October 01, 2022, to September 30, 2024, in accordance with the provisions of the Act as may be agreed to between the Board of Directors and Mr. Nihar Chheda.

RESOLVED FURTHER THAT the Board of Directors and / or any Committee thereof be and is hereby authorised to settle any question, difficulty or doubts that may arise and to do all such acts, deeds and things as may be necessary, usual, proper or expedient in this regard."

8. Alteration of the Memorandum of Association of the Company and in this regard to consider and if thought fit, to pass the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions of the Companies Act, 2013 ('the Act') and Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment

thereof for the time being in force), subject to all necessary approvals, consents, permissions and/ or sanctions as may be necessary and subject to such amendments, modifications, terms and conditions as may be suggested or required by such appropriate authority(ies), which the Board of Directors is authorised to accept, as it may deem fit, the approval of the members of the Company be and is hereby accorded for alteration/ modification, substitution, addition and deletion in the of the Memorandum of Association of the Company as follows:

- A. Following additional sub clause 2 be inserted in clause III(A) of Memorandum of Association after existing 1 and all the clauses of the Memorandum of Association be renumbered accordingly:

To produce, manufacture, refine, prepare, process, purchase, sell, supply, import, export or generally deal in all kinds of sanitarywares, sanitary materials, faucets, vitreous sanitarywares of all kinds, bathroom accessories of all kinds, crockery, refractories, fire bricks, ceramics, plaster of paris, pottery, insulators, tiles, glass, hollow-ware, optical, glass, glass wool, laboratory ware and other miscellaneous glass ware, linoleum, sheets, roofings, glass furniture, fittings, floor polish, door closures, concrete mixtures, elevators, building and other decorative materials.

- B. The title of the existing Clause III(B) to be modified as under:

MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:

The liability of member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

- C. All references of the Companies Act 1956 mentioned in the entire Memorandum of Association be changed with the corresponding references under the Companies Act 2013."

"RESOLVED FURTHER THAT for the purpose of giving effect to these resolutions, and to settle any queries, difficulties or doubt that may arise in this regard, the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things and to execute and file all such applications, forms, affidavits,

undertakings, documents, deeds and writings as they may in their absolute discretion deem fit, necessary, desirable or expedient, including but not limited to accept any modification or alteration suggested by the competent authorities.”

“RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorised to delegate all or any of the powers conferred on it by or under these resolutions to any Committee of Directors or to the Managing Director or any other Officer(s) of the Company as it may consider appropriate in order to give effect to these resolutions.”

By Order of the Board of Directors
For Prince Pipes and Fittings Limited

Sd/-
Jayant Chheda
Chairman and Managing Director
(DIN: 00013206)

Place: Mumbai

Date: August 09, 2022

Registered Office: Plot No. 1, Honda Industrial Estate,
Phase II, Honda Sattari Honda, Goa – 403 530

Corporate Office: 8th Floor, The Ruby, Senapati Bapat Marg (Tulsi Pipe Road),
Dadar West, Mumbai 400 028

Email: investor@princepipes.com

Website: www.princepipes.com



IMPORTANT NOTES:

1. In view of the continuing Covid-19 pandemic and social distancing norm, the Ministry of Corporate Affairs ("MCA") has vide it's circular dated April 8, 2020 and April 13, 2020, May 5, 2020 and January 13, 2021 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India vide its CircularNo. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11, Dated January 15, 2021 (referred to as "SEBI Circular") permitted the holding of the "AGM" through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC / OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only.
2. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Ordinary Business and Special Business at Item No. 4,5, 6,7 and 8 of the above Notice is annexed hereto.
4. The Company has engaged the services of National Securities Depository Limited (NSDL), to provide video conferencing facility and e-voting facility for the AGM.
5. Members may join the 35th AGM through VC/OAVM facility by following the procedure as mentioned below which shall be kept open for the Members from 11:00 a.m. IST i.e. 30 minutes before the time scheduled to start the 35th AGM and the Company may close the window for joining the VC/OAVM Facility 30 minutes after the scheduled time to start the 35th AGM.
6. Register of Members and the Share transfer books of the Company will remain closed from Thursday, September 15, 2022 to Wednesday 21, 2022(both days inclusive) for the purpose of Annual General Meeting and Dividend.
7. The Dividend, if declared, will be payable to those Equity Shareholders whose names stand on the Register of

Members as at the close of business on Wednesday, September 14, 2022, and in respect of shares held in the electronic form, the dividend will be payable to the beneficial owners as at the close of business on Wednesday, September 14, 2022, as per details furnished by the Depositories for this purpose.

Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of shareholders with effect from 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with Link in time India Private Limited, Registrar & Share Transfer Agents (in case of shares held in physical mode) and DPs (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to investor@princepipes.com latest by Thursday, September 08, 2022. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents, i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an e-mail to investor@princepipes.com latest by Wednesday, September 14, 2022.

8. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be printed on their dividend warrants/Demand Drafts as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such members for deletion of/change in such bank details. Members may, therefore, give instructions regarding bank accounts in which they wish to receive dividend, directly to their Depository Participants.
9. SEBI Regulations has mandated Companies to credit the dividends electronically to the Members' bank account. Members who hold shares in dematerialized form should inform their Depository Participant's (DP) as well as to the Company and such Members holding shares in physical form should inform the Company, their Bank details viz.

Bank Account Number, Name of the Bank and Branch details and MICR Code. Those Members who have earlier provided the above information should update the details if required.

10. Members are requested to notify change in address, if any, immediately to Link In time India Private Limited, Registrar & Share Transfer Agents, quoting their folio numbers.
11. In terms of circulars issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. Deletion of name, Transmission of shares and Transposition of shares. Shareholders are requested to furnish copy of PAN card for all the above-mentioned transactions.
12. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address as soon as possible. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Shareholders / Depositories for depositing of dividends.
13. Attendance of the Members participating in the 35th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
14. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 35th AGM and facility for those Members participating in the 35th AGM to cast vote through e-Voting system during the 35th AGM.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

15. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned below for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the "EVEN" of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same

by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

16. For convenience of the Members and proper conduct of AGM, Members can login and join at least 30 (thirty) minutes before the time scheduled for the AGM by following the procedure mentioned in the Notice and shall be kept open throughout the proceedings of AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
17. Members who need assistance before or during the AGM with use of technology, can send a request at evoting@nsdl.co.in or use Toll free no.: 1800 1020 990 /1800 224 430.
18. Members are encouraged to join the Meeting through Laptops for better experience. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
19. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

HELPDESK FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE FOR ANY TECHNICAL ISSUES REALTING TO LOGIN THROUGH DEPOSITORIES i.e., NSDL AND CDSL

20. Contact Details

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



VOTING THROUGH ELECTRONIC MEANS

21. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), read with MCA Circulars and SEBI Circular, Company is providing facility of remote e-voting to its Members to cast their vote electronically, through the E-voting services provided by NSDL on all the resolutions set forth in this Notice. The facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the AGM will be provided by NSDL.
22. The Company has appointed Mr. Sanjay Dholakia, Practising Company Secretary (CP No. 1798), Proprietor of M/s. Sanjay Dholakia & Associates as the Scrutinizer to scrutinize the e-voting process and casting vote through the e-voting system during the meeting in a fair and transparent manner.
23. The Members who have cast their vote by remote E-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through NSDL e-voting system at <https://www.evoting.nsdl.com/>.

Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

24. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e., Wednesday, September 14, 2022.
25. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Wednesday, September 14, 2022 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or

"Physical User Reset Password" option available on <https://www.evoting.nsdl.com/> or call on toll free no. 1800 1020 990 and 1800 22 44 30 In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Wednesday, September 14, 2022 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

26. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the E-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on <https://www.evoting.nsdl.com> to reset the password.
27. In case of any queries relating to E-voting you may refer to the FAQs for Shareholders and E-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on toll free no.: 1800 1020 990 /1800 224 430 or send a request at evoting@nsdl.co.in

In case of any grievances connected with facility for E-voting, please contact Ms. Pallavi Mhatre, Senior Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013. Email:evoting@nsdl.co.in, Tel: 1800 1020 990 /1800 224 430.

Instructions for members for remote e voting are as under: -

28. The remote e-voting period will commence on Sunday, September 18, 2022, at 09:00A.M. IST and ends on Tuesday, September 20, 2022, at 05:00P.M. IST. During this period, Members of the Company, holding shares as on the cut-off date of September 14, 2022, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
29. The details of the process and manner for remote E-voting using NSDL e-Voting system are explained herein below:

Step 1: Access to NSDL e-Voting system.

- a) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https:// eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digits demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/ Easiest, option to register is available at https://web.cdslindia.com/myeasi/ Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



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

- b) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSD	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
- b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button
9. After you click on the "Login" button, Home page of e-Voting will open.

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

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
 3. Now you are ready for e-Voting as the Voting page opens.
 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 5. Upon confirmation, the message "Vote cast successfully" will be displayed.
 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
30. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:
- 1) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor@princepipes.com.
 - 2) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor@princepipes.com.
31. Instructions for Members for e-voting during the 35th AGM are as under:
- a) Members may follow the procedure for e-Voting during the 35th AGM as mentioned above for remote e-voting.
 - b) Only those Members who will be present in the 35th AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
 - c) Members who have voted through Remote e-Voting will be eligible to attend the 35th AGM. However, they will not be eligible to vote at the AGM.
 - d) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the 35th AGM shall be the same person mentioned for Remote e-voting.
32. Instruction for Members for Participating in the 35th AGM through VC/OAVM are as under:
- a) Member will be provided with a facility to attend the 35th AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at [https:// www.evoting.nsdl.com](https://www.evoting.nsdl.com) under shareholders/ members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/ members login where the EVEN "120972" of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
 - b) Members are encouraged to join the Meeting through Laptops for better experience.



- c) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - d) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - e) Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the 35th AGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email address at investor@princepipes.com at least 7 days before AGM. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.
 - f) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investor@princepipes.com from Thursday, September 15, 2022 (9:00 A.M. IST) to Saturday, September 17, 2022 (5:00 P.M. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
33. Other Guidelines for shareholders
- a) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolutions of Power of Attorney / Authority Letter etc. by clicking on "**upload Board Resolutions / Authority Letter**" displayed under "**e-Voting**" tab in their login.
 - b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
 - c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 / 1800 224 430 or send a request at evoting@nsdl.co.in. or contact Mr. Amit Vishal, AVP or Ms Pallavi Mhatre Senior Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email IDs: evoting@nsdl.co.in who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at the Company's email address investor@princepipes.com.
 - d) The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 15, 2022 to Wednesday, September 21, 2022 (both days inclusive).
 - e) Mr. Sanjay Dholakia , Practicing Company Secretary (CPNo. 1798), Proprietor of M/s. Sanjay Dholakia & Associates has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner.
 - f) During the 35th AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 35th AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 35th AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 35th AGM.
 - g) The Scrutinizer shall after the conclusion of e-Voting at the 35th AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the 35th AGM, who shall then countersign and declare the result of the voting forthwith.

- h) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.princepipes.com and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.
- i) Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 35th AGM and the Annual Report for the year 2021 -22 including therein the Audited Financial Statements for year 2021-22, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 35th AGM and the Annual Report for the year 2021-22 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-
- j) For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address investor@princepipes.com
- k) For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
- l) The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection. In electronic mode.
- m) The Notice of the 35th AGM and the Annual Report for the year 2021-22 including therein the Audited Financial Statements for the year 2021-22, will be available on the website of the Company at www.princepipes.com and the website of BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. The Notice of 35th AGM will also be available on the website of NSDL at www.evoting.nsdl.com.
- n) Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
- o) Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in dematerialized form should inform their Depository Participant their PAN details along with proof thereof.
- p) In case of joint holders attending the Annual General Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.



EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

Item no.4

The Board on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors with an increase by 10% over existing remuneration to conduct the audit of the cost records of the Company across various segments, for the financial year ending March 31, 2023, as per the following details:

Sr. No.	Name of the Auditor	Industry	Fees
1	Ketki D. Visariya	Plastic Products	₹3,63,000/- excluding travelling and other out of pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, ratification by the members is sought to the remuneration payable to the Cost Auditors for the financial year ending March 31, 2023, by passing an Ordinary Resolution as set out at Item No. 04 of the Notice.

The Board of Directors recommends the resolution set out in Item No. 04 to be passed as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives may be deemed to be concerned or interested in the said resolution in any manner.

Item no.5

Mr. Dilip Deshpande was appointed as an Independent Director of the company pursuant to Section 149 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the Shareholders at the Annual General Meeting held on September 27, 2019, to hold office up to June 28, 2022 ("first term" as per the explanation to Section 149(10) and 149(11) of the Act.) The Nomination & Remuneration Committee at its Meeting held on May 19, 2022 after taking into account the performance evaluation of Mr. Dilip Deshpande during his first term of three years and considering the knowledge, acumen, expertise and experience in his respective field and the substantial contribution made by him during his tenure as an Independent Director since his appointment, has recommended to the Board that continued association of Mr. Dilip Deshpande as

an Independent Director would be in the interest of the Company. Based on the above, the Nomination & Remuneration Committee and the Board has recommended the re-appointment of Mr. Dilip Deshpande as Independent Director on the Board of the Company, to hold office for the second term of five (5) consecutive years commencing from June 29, 2022, up to June 28, 2027, and not liable to retire by rotation. The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Mr. Dilip Deshpande for his appointment to the office of Independent Director.

Brief profile of the above Independent Director is as under:

Mr. Dilip Deshpande, aged 71 years, is an Independent Director of our Company. He was appointed to our Board on June 29, 2019. He holds a bachelor's degree in Science and technology with specialization in Petrochemicals technology and post graduate diploma in business management. He has over 45 years of experience in polymers and plastics processing industries.

Except Mr. Dilip Deshpande and his relatives, none of the other Director(s) and Key Managerial Personnel of the Company or their respective relatives, are concerned or interested in the proposed resolution.

The Board recommends the Special Resolution set out in Item no. 05 to be passed as a Special Resolution.

Item no.6

Mrs. Heena Chheda, aged 51 years, is Vice President- Finance of the Company and has been associated with the Company since 2009.

Mrs. Heena Chhedais a related party within the definition of Section 2(76) of the Companies Act 2013 ("Act"), as she is relative of Director(s) of the Company. Pursuant to the provisions of Section 188 of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended), appointment of any related party to any office or place of profit in the Company, its Subsidiary Company or Associate Company at a monthly remuneration exceeding ₹ 250,000/- requires prior approval by way of ordinary resolution of the Company. In view of the aforementioned provisions of the Act and rules made thereunder and that monthly remuneration of Mrs. Heena Chheda would be in excess of ₹ 2,50,000/- per month, approval of Members is sought for her appointment in and payment of remuneration to her by the Company as proposed in the resolution under this item of business.

Pursuant to recommendation of the Nomination and Remuneration Committee, Audit committee, provisions of Section 188 (1) (f) and other applicable provisions, if any, of the Companies Act, 2013 read

with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 ("Act") (including any statutory modification(s) or re-enactments thereof for the time being in force) and in order to adequately compensate the Mrs. Heena Chheda and taking into account the size and operations of the business of the Company, the board of directors of the company at its Meeting held on May 19, 2022, has approved for increase in remuneration payable to Mrs. Heena Chheda upto 25% p.a. over and above last salary drawn of (presently last salary drawn is ₹ 6,87,500 Per Month) for a period of two years effective from October 01, 2022, to September 30, 2024, plus Other Perquisites including company's contribution to provident fund, bonus and leave travel concession in accordance with the rules of the Company. (This is being partial modification w.r.t. duration of earlier appointment period and amount of remuneration payable). The Details of salary and other terms and conditions of salary payable from the Company are given below:

The requisite disclosures required under the applicable provisions of the Companies Act, 2013 are as follows:

Name of the Related Party: Mrs. Heena Chheda

Name of Directors or Key Managerial Personnel who is related: Mr. Jayant Chheda, Managing Director and Mr. Parag Chheda, Joint Managing Director (Whole-Time Director).

Nature of Relationship: Mrs. Heena Chheda is Son's wife of Mr. Jayant Chheda, Managing Director. Mrs. Heena Chheda is wife of Mr. Parag Chheda, Joint Managing Director (Whole-Time Director) of the Company. In addition, Mr. Vipul Chheda Whole-Time Director is related to Mr. Jayant Chheda and Mr. Parag Chheda

Material terms of the contract / arrangement / transactions: As mentioned in Explanatory Statement No. 6

Monetary value and period of approval: As mentioned in Explanatory Statement No. 6

Profile of Mrs. Heena Parag Chheda-Vice President – Finance and Accounts

She has been employed with our Company since 2009. She was on the Board of the Company from October 01, 2016, till November 28, 2019. She holds a bachelor's degree in commerce from the University of Bombay. She has more than 15 years of experience in the piping industry.

The Board recommends the resolution set out at Item No. 6 to be passed as an Ordinary Resolution.

None of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the resolution, except as mentioned above

Item no.7

Mr. Nihar Chheda, aged 25 years, is Vice President Strategy of the Company and has been associated with the Company since 2019.

Mr. Nihar Chheda is a related party within the definition of Section 2(76) of the Companies Act 2013 ("Act"), as he is relative of Director(s) of the Company. Pursuant to the provisions of Section 188 of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended), appointment of any related party to any office or place of profit in the Company, its Subsidiary Company or Associate Company at a monthly remuneration exceeding ₹ 250,000/- requires prior approval by way of ordinary resolution of the Company. In view of the aforementioned provisions of the Act and rules made thereunder and that monthly remuneration of Mr. Nihar Chheda would be in excess of ₹ 2,50,000/- per month, approval of Members is sought for his appointment in and payment of remuneration to him by the Company as proposed in the resolution under this item of business.

Pursuant to recommendation of the Nomination and Remuneration Committee, Audit committee, provisions of Section 188 (1) (f) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 ("Act") (including any statutory modification(s) or re-enactments thereof for the time being in force) and in order to adequately compensate the Mr. Nihar Chheda and taking into account the size and operations of the business of the Company, the board of directors of the company at its Meeting held on May 19, 2022, has approved for increase in remuneration payable to Mr. Nihar Chheda upto 50% p.a. over and above last salary drawn of (presently last salary drawn is ₹ 5,28,804 Per Month) for a period of two years effective from October 01, 2022, to September 30, 2024, plus Other Perquisites including company's contribution to provident fund, bonus and leave travel concession in accordance with the rules of the Company. (This is being partial modification w.r.t. duration of earlier appointment period and amount of remuneration payable). The Details of salary and other terms and conditions of salary payable from the Company are given below:

The requisite disclosures required under the applicable provisions of the Companies Act, 2013 are as follows:



Name of the Related Party: Mr. Nihar Chheda

Name of Directors or Key Managerial Personnel who is related: Mr. Jayant Chheda, Managing Director and Mr. Parag Chheda, Joint Managing Director (Whole-Time Director).

Nature of Relationship: Mr. Nihar Chheda is grandson of Mr. Jayant Chheda, Managing Director, Son of Mr. Parag Chheda, (Joint Managing Director) Whole-Time Director of the Company. In addition, Mr. Vipul Chheda is related to Mr. Jayant Chheda and Mr Vipul Chheda Whole-Time Director.

Material terms of the contract / arrangement / transactions: As mentioned in Explanatory Statement No. 7

Monetary value and period of approval: As mentioned in Explanatory Statement No. 7

Profile of Mr. Nihar Chheda-VP Corporate Strategy:

Mr. Nihar Chheda is the Vice President, Corporate Strategy at Prince Pipes and Fittings Limited. Nihar has been actively involved in growing the business since the IPO, engaging with key stake holders. He works closely with the team focusing on expanding the pan India distribution network to build a base of quality distributors with strong relationships with the company. As a third-generation entrepreneur, he brings new energy and equal passion towards business growth, aligned to the company's long-term vision to bring deep and significant transformation to India's water transportation challenges. He is also responsible in anchoring the company's raw materials and technology procurement strategy led by collaborations with global players, that continues to deliver encouraging results by driving cost efficiencies. . Nihar is a graduate in Industrial Engineering from Purdue University USA.

The Board recommends the resolution set out at Item No. 7 to be passed as an Ordinary Resolution.

None of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the resolution, except as mentioned above.

Item no.8

The Company commenced its business as manufacture and supply of plastic pipes and fittings in the year 1987. Since then, the Company has added various products in its portfolio either independently or through external acquisitions from time to time. The new products include water tanks etc. Further, the Board of

Directors in their meeting held on 09th August 2022 decided to enter into the business of sanitary ware and faucets. In line with the Company's vision to continuously expand its business as a building material company, the Board of Directors in their meeting held on 09th August 2022 approved the additional object clause to be included in the Memorandum of Association of the Company to cover manufacturing and supply of other building material products as provided in the proposed resolution. Accordingly, approval of the members is sought to amend the Objects Clause of the Company. The Board is of the view that the new object as proposed will be conveniently and effectively carried out with the existing main object of the Company.

Other than above, the changes are proposed to align the Memorandum of Association with the provisions of the Companies Act 2013.

The revised set of draft Memorandum of Association after the proposed alterations/amendment/modifications/ substitution as approved by the Board of Directors of the Company is available for inspection at the Registered Office of the Company on all working days between 10.00 a.m. and 5.00 p.m. For the convenience of Shareholders, the Company has also posted in the investor relations section on the Company's website www.princepipes.com.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, are concerned or interested in the proposed resolution.

The Board recommends the Special Resolution set out in item No. 8 to be passed as a Special Resolution.

By Order of the Board of Directors
For Prince Pipes and Fittings Limited

Sd/-
Jayant Chheda
Chairman and Managing Director

Place: Mumbai
Date: August 09, 2022

Registered Office: Plot No. 1, Honda Industrial Estate, Phase II, Honda Sattari Honda, Goa – 403 530
Corporate Office: 8th Floor, The Ruby, Senapati Bapat Marg (Tulsi Pipe Road), Dadar West, Mumbai 400 028
Email: investor@princepipes.com
Website: www.princepipes.com

Annexure 'A'

ANNEXURE TO ITEM NO 03 & 05 OF THE AGM NOTICE

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015

Details of Executive and Non-Executive Directors seeking re-appointment:

Name of Director	Mr. Parag Chheda (Joint Managing Director)	Mr. Dilip Deshpande (Independent Director)
DIN	00013222	08488986
Date of Birth	07-05-1971	12-12-1951
Age	51 years	71 years
Nationality	Indian	Indian
Date of First Appointment as Director on the Board	27/04/1996	29/06/2019
Qualifications	Associate degree in business administration	Bachelor's degree in Science and technology with specialization in Petrochemicals technology and post graduate diploma in business management.
Expertise in specific functional area	Over 25 years of experience in the Piping Industry plus expertise in Marketing/ Advertising, HR, IT	Projects, Business Development Strategy, Building material business and Technical Services.
Detailed Profile of Director	Please refer to the brief profile of Directors in the Corporate Governance section of Annual Report	Please refer to the brief profile of Directors in the Corporate Governance section of Annual Report
Number of shares held in the Company	2,15,83,303	Nil
Remuneration last drawn (including sitting fees, if any)	As approved by the members in the 33rd AGM held on September 23, 2020. Detailed remuneration mentioned in Annual Report 2021-22.	₹ 4,00,000/- (Sitting Fees)
Terms and Conditions of Appointment/ Re-appointment	As approved by the members in the 33rd AGM held on September 23, 2020.	As detailed in the respective resolution and explanatory statement.
List of the directorships held in other companies*	-	-
Chairman/Member in the Committees of the Boards of companies in which he is Director*	Prince Pipes and Fittings Limited: Audit Committee-Member Stakeholder Relationship Committee-Member Chairman:Nil	Nil
Numbers of Board Meeting attended during the year	4 out of 4	4 out of 4
Relationship with other Directors/Key Managerial Personnel/Managers	Relative- Son of Mr. Jayant Chheda (CMD) and Brother of Mr. Vipul Chheda (WTD)	-

Directorship includes Directorship of Listed Companies & Committee membership includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (whether Listed or not).





PRINCE PIPES AND FITTINGS LIMITED

Registered Office

Plot No.1, Honda Industrial Estate, Phase II, Honda Sattari
Honda, Goa-403 530, India

Corporate Office

The Ruby, 8th Floor, 29, Senapati Bapat Marg (Tulsi Pipe Road), Dadar West,
Mumbai-400 028, Maharashtra, India

CIN: L26932GA1987PLC006287

Website: www.princepipes.com

Follow Us:

