



TRANSFORMING THOUGHTS
INTO **UNSTOPPABLE** GROWTH

ANNUAL REPORT - 2023

Unstoppable

India is commanding the world's attention, and why not? From economy to academics to cultural influence, today India is a dynamic force propelling global growth. And mirroring this pursuit of progress and excellence is India's very own Prince Pipes. At Prince Pipes, we pride ourselves on our ability to address the needs of changing times. Our sense of purpose is stronger than ever as we surge towards our mission of strengthening India's water infrastructure. Having been included in Business Today's 500 Most Valuable Companies rankings earlier this year, our journey reflects our unstoppable spirit and commitment towards innovation and expansion as we boldly advance to fortify our industry presence, advancing into new realms of Modern Plumbing and Bathware. And today, the moment has arrived to transform our thoughts and ideas into unstoppable growth as we optimise capital productivity, enhance efficiencies even further, and persevere like never before.



Sangareddy, est. 2021



Jaipur est. 2019



Kolhapur est. 2012



Chennai est. 2012



Haridwar est. 2008



Dadra est. 2000



Athal est. 1995

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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)

Mrs. Amisha Vora
Independent (Additional)
Director (Appointed w.e.f.
August 10, 2023)

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

ICICI Bank Limited
Standard Chartered Bank
DBS Bank India Limited
The Federal Bank Limited
Axis Bank Limited
IDFC First Bank Limited
HDFC Bank 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.
W: www.princepipes.com
E: investor@princepipes.com

Audit Committee

Mrs. Amisha Vora
Chairman
Mr. Rajendra Gogri
Mr. Dilip Deshpande
Mr. Parag Chheda

Nomination and Remuneration Committee

Mr. Rajendra Gogri
Chairman
Mr. Dilip Deshpande
Mrs. Amisha Vora

Corporate Social Responsibility Committee

Mr. Jayant Chheda
Chairman
Mr. Parag Chheda
Mr. Dilip Deshpande
Mrs. Amisha Vora

Stakeholders' Relationship Committee

Mr. Dilip Deshpande
Chairman
Mr. Parag Chheda
Mr. Vipul Chheda

Risk Management Committee

Mr. Dilip Deshpande
Chairman
Mrs. Amisha Vora
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 and Trubore.



Total installed capacity-
Approx 3,15,000 MTPA



9 warehouses -
for efficient supply &
timely service



Pan India
distribution
1,500+ channel
partners



Strategically
located
7 manufacturing
plants



First mover in
north India



Market Cap of
₹5,998 Cr
(As on Mar
31st, 2023)



Largest range
of SKUs -
7,200+ SKUs



Amongst top 5
Processors in
piping
industry



Incorporated
in 1987



Comprehensive
product portfolio
across polymers



Strong legacy
of more than
3 decades



1,752
Employees



Technical
collaboration
with reputed
international
players



Diverse
end-use
applications

Company

HIGHLIGHTS OF 2022-23



Won the Best Channel Loyalty Program award for the second consecutive year at The Annual Customer Fest Show 2023 organised by KamiKaze B2B Media



Prince Pipes was awarded the Lenovo IT4SMB Award as Runner-up in the Mid-size Category.



Chennai plant achieved IGBC Gold Rated Green Factory Building certification by the Indian Green Building Council (IGBC)



Prince Pipes won the Sustainability 4.0 Awards by Frost & Sullivan

Product

LAUNCHES



Skolan
safe



HT
safe



hauraton



WiREFIT™
Conduit Pipes For Electrical Wires & Cables



PEFitAQUA
HDPE PIPING SYSTEMS



CORFIT®
Underground Double Wall
Corrugated Pipes

PRINCE BATHWARE

FAUCET COLLECTIONS



AURUM



TITANIO



PLATINA



TIARA



MARQUISE



META



ARGENTO



KRISTAL



PALLADIUM

Category

LAUNCH

SANITARYWARE



SHOWERS



WASH BASINS



Global

TIE-UPS

TECHNICAL COLLABORATION



PRODUCT COLLABORATION



And our association with Akshay Kumar continues



Vision-Mission

CORPORATE PHILOSOPHY



Vision:

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



Mission:

Our mission is to bring a revolution in plastic piping industry through innovative solutions that will create 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 good corporate citizens in all areas in which the organization operates.

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.

Respect:

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

Care:

At PPFL, employees are referred to as "Prince Parivaar"; as we believe our employees are family. 'Care' defines our philosophy towards employees.

Ownership:

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

Chairman's

MESSAGE



MESSAGE FROM THE CHAIRMAN & MANAGING DIRECTOR

Dear Shareholders,

It gives me great pleasure to write to you after another year of purpose-led growth. We continued to progress through a year that witnessed inflationary trends, supply chain constraints, and sustained pressure on PVC prices.

In this operating environment, our focus remained on meeting the evolving demand of our consumers, ensuring uninterrupted supply of our products, safeguarding the environment, and undertaking strategic initiatives that will give greater play to our business model.

I am happy to share that we have been persistent and successful in transforming our intent and ideas into unstoppable growth. Our robust results for the financial year 2022-23 demonstrate our team's leadership, strength of our brands, our execution prowess, and our agility.

Resilient development and focus on execution were symbolic of FY2023

The year saw an unprecedented volatility in input costs in PVC prices, which led to significant inventory losses adversely affecting our profitability. Since April 2022, PVC prices have been corrected by a record of Rs. 66 per kg and bottomed out at - Rs. 76 per kg by end of November. We were able to partly mitigate the situation by cost and inventory optimisation initiatives. This trend moderately stabilised until March 2023 and, we displayed a resilient volume and margin performance in the second half of the fiscal.

On an annual basis, we were able to maintain a volume expansion of 13.4% with EBITDA margins rebounding to 19.4% in Q4, led by our operational aggression, efficient supply chain management, cost efficiency measures, and marketing thrust. We ensured a resilient mindset to capture growth, strengthen business fundamentals, and implement key strategic initiatives through the launch of new products and segments - all of which were aimed at giving greater thrust to our business model. We simultaneously widened our distribution network and enhanced brand visibility.

The company reported consolidated revenue growth of 2% to Rs.2,711 crores, EBITDA stood at Rs.250 crore and EBITDA margins stood at 9.2% in FY23. Profit after tax was at Rs.121 crores in FY23. The company remains long-term debt free during the year. The company continues to maintain CRISIL 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).

I am proud to share that Prince Pipes was ranked in Business Today in 500 Most Valuable Companies list. On behalf of all my colleagues, I thank each one of you for your continued support and dedication as we take definite strides towards our vision of transforming our country's water infrastructure.

Vibrant and active environment for growth

The Indian economy continues to gain global attention as one of the world's leading growth engines. The Union Budget 2023-24 has effectively captured this potential and outlined initiatives to stimulate India's growth momentum. The Budget finely pushed up the capex spending without compromising on fiscal discipline. It continues to maintain a thrust on the real estate, infrastructure, agriculture, social infrastructure sectors and key themes of inclusive development, green growth, sanitation, health, drinking water connections - which are

measures to ensure comprehensive economic growth. PM Jal Jeevan Mission - budgeted allocation of Rs.700bn and PM Awas Yojana allocation of Rs.790bn are initiatives that augur well for the building materials industry.

Resolutely navigating Industry headwinds

The first half of the fiscal factored the impact of an unprecedented inventory loss led by a steep fall in raw material prices, impacting margins. Further sustained destocking amongst our channel partners, adversely impacted volumes in the second quarter. This was an unprecedented, one-off development since our three-decade presence, that our team navigated with all resilience reporting better volume performance and improved market share. The second half of the fiscal year saw a gradual upward trend of PVC prices with pressures abating, which enhanced our volume performance led by improvement in sentiment and re-stocking in the distribution channel. This stability supported by underlining demand momentum from real estate, agriculture, and infrastructure sectors, also provided strong growth impetus.

On course and well placed to serve customers of the future

At Prince, we pride ourselves on understanding and serving industry needs. Hence, our focus continues to be on innovation and market expansion as we launched two key products with superior German technology in Modern Plumbing division which marks the start of the next chapter of our growth. We launched Prince Skolan Safe, a Premium Polypropylene (PP) Silent Drainage System, Prince HT Safe - low noise PP Drainage System and Prince Hauraton - a modern range of Surface Drainage solutions. This initiative is aligned with company's growth strategy to bring innovative products to the Indian markets, significantly expand our capabilities and give new depth to our portfolio. Prince Pipes now brings a world-class range of technology-oriented drainage and plumbing solutions, to builders, homeowners, and consultants across the nation, under the modern plumbing vertical. We are leveraging the Prince Pipes brand and our pan-India network of dealers and channel partners as we roll out the product across India.

Some of our other new product launches during the fiscal year include WireFit, range of electrical conduit pipes and fittings and Prince OneFit with Corzan CPVC technology with super resistant to corrosion for high industrial application.

Another significant milestone is our expansion into the Bathware segment with the launch of a premium line of faucets and sanitaryware. This development is a natural extension of our business. Making a presence in the 'front-of-the-wall' category will enable us to organically expand the product portfolio, leverage the equity of a leading brand and serve the real estate market, where we already have a robust presence. The products will be initially introduced in a phased manner across India. As per market estimates the overall market size of the Bathware segment is expected to reach approximately Rs.15,000 crores with the organized market at -65% and unorganized market at -35%. In the Bathware segment, faucets are estimated to be in the range of Rs.9,000 - 10,000 crores and Sanitary in the range of Rs.6,000 - 7,000 crores.

One of our core competitive strengths is our strong distribution network and deep relationships with our business associates, customers and other influencers. We've been able to build strong customer loyalty due to the value-creating experiences and a positive emotional relationship with the Prince brand. For the second time, Prince won The Customer FEST Best Channel Loyalty Program. Prince Pipes was one of the first corporations in

the pipes and fittings industry to have launched a loyalty program in November 2016 for plumbers and dealers.

Leading Social and Environmental change

At Prince Pipes, we follow a multistakeholder model of sustainable growth. We believe that to generate superior long-term value, we must care for all our stakeholders - our consumers, customers, employees, shareholders, and above all, the planet and society. This fiscal year too, we made commendable progress as we made strong environmental impact, created social capital, and achieved cost efficiency.

We are cognizant of the way Prince Pipes creates social capital in the way people interact and collaborate with each other to create greater value. Our flagship event to commemorate World Plumbing Day in March 2023 was a great success as we hosted Season 2 of Shram Ka Sammaan Campaign across Mumbai, Pune, Ahmedabad, Jaipur, Delhi, Patna, Lucknow, Chennai, Kolkata, and Hyderabad. The event felicitated plumbers for their long-standing association with the company, as Prince provided over 5,000 loyal plumbers with accidental insurance policies - again an industry first.

Committed to strengthening India's water Infrastructure

With prospects in the areas of potable water supply, wastewater supply, electrical and telecommunication cable protection, agriculture, chemicals, and oil and gas, the future of the Indian plastic pipe market is bright. The Indian plastic pipe market is expected to grow at a CAGR of 10.3% from 2022 to 2027, reaching an estimated \$10.9 billion. The expansion of government infrastructure investment, rising home and business building, industrial production, the irrigation sector, and the replacement of deteriorating pipes are the main growth drivers for this market. The government has already set the ball rolling through various schemes. Several opportunities in the industrial realm are witnessing transformation, where Prince Pipes can bring its expertise, know-how, and wide product range.

With the growing industry potential, strategically, our entry into Bathware and faucets gives us the opportunity to harness synergies with our robust pan-India sales and distribution network and equity of the Prince brand which has the potential to create great value for our stakeholders. We will continue to evaluate our portfolio with future trends and opportunities to build a wide product canvas that addresses several industry drifts and needs, as we work towards strengthening India's water infrastructure.

Conclusion and commitment

As passionate entrepreneurs, we remain hungry for progress, to create lasting change, accelerate results, and be the best at transforming progressive ideas into unstoppable growth. Walking the path of this mission becomes much more enjoyable with the support of like-minded comrades, partners, and teammates. I take this opportunity to thank all the members of our Prince Parivar who continue to bring sincerity, enthusiasm, passion, and integrity to work every day. I also express my sincere gratitude to all our investors, customers, partners, Bankers, and other stakeholders, for your overwhelming trust, support, and confidence in Prince Pipes and Fittings Limited.

We look forward to your continued encouragement.

Sincerely,

Mr. Jayant S. Chheda
Chairman and Managing Director

Financial HIGHLIGHTS

(Rs in Millions, except as stated otherwise)

Particulars	FY 23	FY 22	FY 21	FY 20	FY 19	FY 18	FY 17
Income from operation	27,108.71	26,568.32	20,715.17	16,356.57	15,718.69	13,205.45	13,300.15
Expenses	24,605.56	22,412.21	17,098.84	14,068.78	13,878.07	11,589.64	11,800.79
EBITDA	2,503.15	4,156.11	3,616.33	2,287.79	1,840.62	1,615.81	1,499.36
Other Income	85.50	54.71	175.99	69.43	71.25	60.25	24.8
Depreciation	830.11	703.07	594.17	519.78	435.72	368.93	316.69
EBIT	1,758.54	3,507.76	3,198.15	1,837.44	1,476.15	1,307.13	1,207.47
Finance Cost	110.13	139.04	206.67	331.7	363.04	353.94	357.54
PBT	1,648.41	3,368.71	2,991.48	1,505.74	1,113.11	953.19	849.93
Tax Expense	434.20	874.68	773.16	380.67	291.79	218.16	198.19
PAT	1,214.21	2,494.03	2,218.32	1,125.07	821.32	735.03	651.74
Equity share Capital	1,105.61	1,105.61	1,100.26	1,100.26	900.16	900.16	450.08
Net Worth	13,639.64	12,652.69	10,434.78	8,376.76	3,989.13	3,159.46	2,411.76
Total Debt	581.34	1,500.00	852.20	2,597.71	2,969.12	3,645.91	3,219.87
Current Liabilities	4,597.26	6,487.95	5,217.53	4,910.86	4,904.24	4,721.45	3,795.87
Net Fixed Assets	7,041.30	6,681.60	5,795.31	4,961.15	4,248.70	3,515.03	2,855.00
Cash & Cash Equivalent	1,214.65	316.12	84.42	0.57	88.9	2.31	27.18
Current Assets	11,251.77	12,267.16	9,857.19	8,447.44	5,339.06	5,432.45	4,641.92
Total Assets	18,541.90	19,390.39	16,060.76	14,102.12	10,338.71	9,720.49	7,596.20
EPS (Rs. per share)	10.98	22.62	20.16	11.77	9.12	8.17	6.9
BVPS (Rs. per share)	123.4	114.44	94.84	76.13	44.32	35.1	53.59

Directors

BOARD OF DIRECTORS

Mr. Jayant Chheda

Founder, Chairman and Managing Director (CMD)



Mr. Jayant Chheda, aged 77 years, is the Chairman and Managing Director of our company. He has been associated with our company since incorporation as a Director. He has 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 52 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 48 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 24 years of experience in the piping industry.

Mr. Dilip Deshpande

Independent Director



Mr. Dilip Deshpande, aged 72 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 Petrochemical technology and a 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 corporations, including Finolex Industries Ltd. He also provides professional coaching to executives.

Mrs. Amisha Vora

Chairman and Managing Director Prabhudas Lilladher (PL) Group



Mrs. Amisha Vora is Chairman and Managing Director, Prabhudas Lilladher (PL) Group. A Chartered Accountant by education and equity expert by profession, she is a highly acknowledged equity market veteran, with 35+ years of experience. With her passion for work, attention to detail, and astute understanding of the business, Amisha has transformed PL from a stock broking firm to a full-stack, value-added, integrated financial services organisation.

Mr. Ramesh Chandak

Independent Director



Mr. Ramesh Chandak, aged 77, 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 with global corporate experience working in India, Malaysia, and USA. He currently serves on the Boards of various listed companies and non-profit organizations. He is a recipient of CA Business Leader Award in 2008 by the Institute of Chartered Accountants of India. He is the former President of Indian Electrical & Electronics Manufacturers Association (IEEMA).

Mr. Rajendra Gogri

Independent Director



Mr. Rajendra Gogri aged 64 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 'Huron 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 leadership in the chemical industry. He is the Chairman and Managing Director of Aarti Industries Limited.

Mrs. Uma Mandavgane

Independent Director



Mrs. Uma Mandavgane, aged 56 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 has held a 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 with Zee Media Corporation Ltd.

Management discussion and analysis



Global Economy

The global economy witnessed very inconsistent trends through 2022. Soon after the initial COVID-19 wave, economic activity rebounded strongly in 2022, buoyed by pent-up demand and an agile, responsive policy support. However, as 2023 set in, global economies have been responding without much cheer. War and international tensions continue to shape global economic developments, and ongoing trends reflect that patterns of economic activity will continue to shift around the world in line with new geopolitical fissures and fault lines. According to the World Bank's latest Global Economic Prospects report, global growth has slowed sharply and the risk of financial stress in emerging market and developing economies (EMDEs) is intensifying amid elevated global interest rates. The outlook for the global economy is in fact gloomy, according to the results of the latest survey of chief economists conducted by the World Bank.

The World Bank's latest projections indicate that the world economy will remain frail—and at risk of a deeper downturn—this year and in 2024. The projections also outline global growth to slow from 3.1% in 2022 to 2.1% in 2023, before inching up to 2.8% in 2024. Even this tepid growth assumes that stress in the banking sector of advanced economies does not spill over to EMDEs.

This difficult context highlights a multitude of policy challenges. Recent bank failures call for a renewed focus on global financial regulatory reform. Global cooperation is also necessary to accelerate the clean energy transition, mitigate climate change, and provide debt relief for the rising number of countries experiencing debt distress. At the national level, it is imperative to

implement credible policies to contain inflation and ensure macroeconomic and financial stability, as well as undertake reforms to set the foundations for a robust, sustainable, and inclusive development path.

Outlook

The global economy is expected to grow 2.8% in 2023, influenced by the ongoing Russia-Ukraine conflict. Concurrently, global inflation is projected to fall marginally to 7%. Despite these challenges, there are positive elements within the global economic landscape.

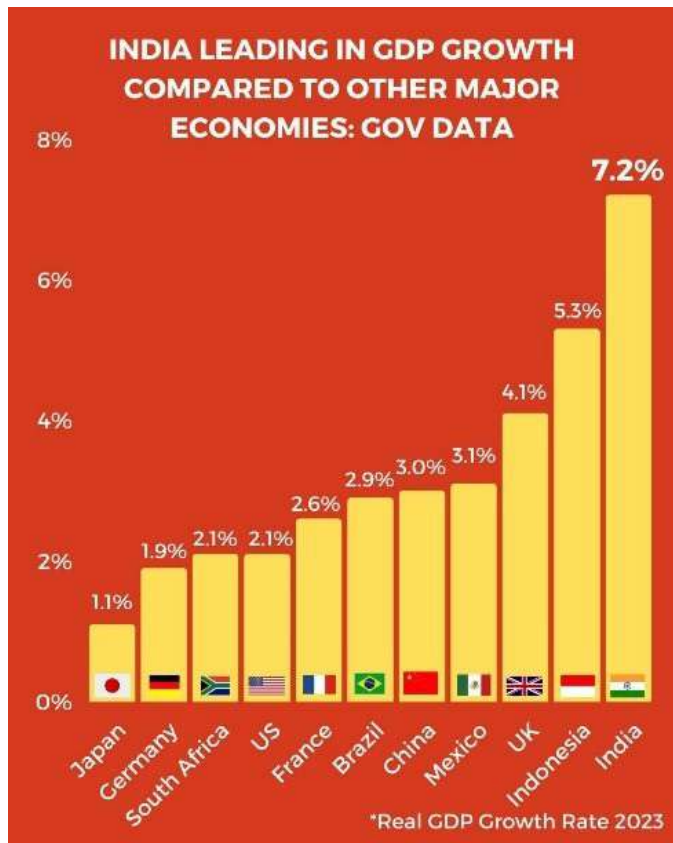
Some large economies like China, US, India, Japan, are not in a recession. Approximately 70% of the global economy demonstrates resilience, with no major financial distress observed in large emerging economies. The energy shock in Europe did not result in a recession, and significant developments, including China's progressive departure from its strict zero-Covid policy and the resolution of the European energy crisis, fostered optimism for an improved global trade performance. Despite high inflation, the US economy demonstrated robust consumer demand in 2022. Driven by these positive factors, global inflation is likely to be still relatively high at 4.9% in 2024. Interestingly, even as the global economy is projected to grow less than 3% for the next five years, India and China are projected to account for half the global growth.

(Source: IMF)

Indian Economy

India has witnessed a 7.2% growth in Gross Domestic Product (GDP), which is higher compared to other major economies such as the US, China, Indonesia, and the UK, among others, as per data released by the

Government. India's GDP in current price terms ranks above the UK, France, Canada, Russia, and Australia, but below the USA, China, and Germany.



The World Bank India's biannual flagship publication, has outlined that India's growth continues to be resilient despite some signs of moderation in growth. The Update notes that although significant challenges remain in the global environment, India was one of the fastest growing economies in the world. The overall growth remains robust and is estimated to be 6.9% for the full year with real GDP growing 7.7% year-on-year during the first three quarters of fiscal year 2022/23. There were some signs of moderation in the second half of FY 22/23. Growth was underpinned by strong investment activity bolstered by the government's capex push and buoyant private consumption, particularly among higher income earners. Inflation remained high, averaging around 6.7% in FY22/23 but the current-account deficit narrowed in Q3 on the back of strong growth in service exports and

easing global commodity prices.

Although headline inflation is elevated, it is projected to decline to an average of 5.2% in FY23/24, amid easing global commodity prices and some moderation in domestic demand. The Reserve Bank of India's has withdrawn accommodative measures to rein in inflation by hiking the policy interest rate. India's financial sector also remains strong, buoyed by improvements in asset quality and robust private-sector credit growth.

The central government is likely to meet its fiscal deficit target of 5.9% of GDP in FY23/24 and combined with consolidation in state government deficits, the general government deficit is also projected to decline. As a result, the debt-to-GDP ratio is projected to stabilize. On the external front, the current account deficit is projected to narrow to 2.1% of GDP from an estimated 3% in FY22/23 on the back of robust service exports and a narrowing merchandise trade deficit.

India's industrial output, as measured by the index of industrial production (IIP), grew in April 2023 by 4.2% over last year, as per data released by the Ministry of Statistics and Programme Implementation (MoSPI).

As per data in CMIE's CapEx database, project completions stood at Rs.6.9 trillion as of June 11, 2023 compared to Rs.1.2 trillion in the corresponding quarter last year. This possibly implies that the output of infrastructure goods will continue to be high in May as well, especially with the railway freight of cement already recording a 6.8% higher volume compared to last year.

Output of consumer durables contracted by 3.5% in April. Evidently, discretionary spending remains restrained. Despite a fall in consumer durables output, total consumer products output recorded a 5% growth as the non-durables anchored the segment with a 10.7% increase in their output.

Capital goods output helped move the IIP along with a 6% growth in their output in April over last year. While this is a healthy increase, it is lesser than the 9.2% average year-on-year growth the segment has seen every month in the last 11 year. Primary goods and intermediate goods saw their output expand with a small 1.9% and a measly 0.8% in April compared to last year.

Outlook

The overall outlook for the Indian economy remains positive. Investments are expected to see a turnaround and thrust the economy into sustainable growth. As per India's Economic Outlook by a leading consulting firm, India will likely grow at a moderate pace of 6.0%–6.5% in FY 2023–24, as the global economy continues to struggle. Growth in the next fiscal will likely pick up as investments kickstart the virtuous circle of job creation, income, productivity, demand, and exports supported by favourable demographics in the medium term.

It looks like the world has come out of the shadow of the pandemic. However, geopolitical crises, supply chain reorientations, global inflation, and tight monetary policy conditions will continue to cast an overhead shadow.

Industry Overview

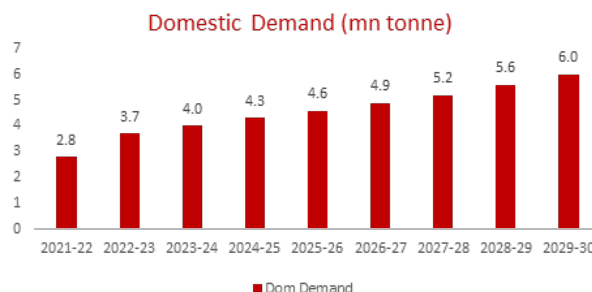
Indian Plastic Pipes and Fittings Market

The Indian PVC pipe market is currently in a strong growth stage. Despite the pandemic, the polymer pipes sector has been performing well in the new normal India. The demand for metal to polymer pipes has significantly changed in a number of industries, including plumbing and piping applications in the construction industry. The use of CPVC pipes in the hot- and cold-water plumbing industry has increased significantly during the past several years.

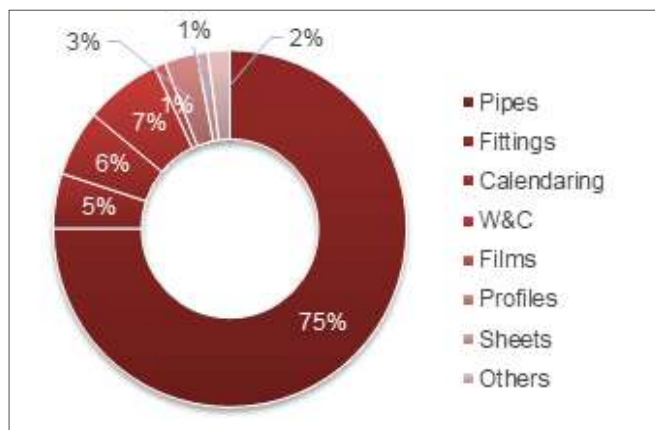
Based on a report by CRISIL, polyvinyl chloride (pvc) pipes and fittings manufacturers are set to sustain their momentum with a 13-15% on-year volume growth next fiscal, driven by higher budgetary allocation for government schemes in water supply, irrigation, housing, and infrastructure.

For industry players, more than 70% of the demand comes from agriculture, water supply, irrigation, and sewerage, and depends, directly or indirectly, on government funding. The remaining demand is from residential plumbing and industrial applications.

India PVC demand - In FY 2023, the industry has surpassed 3.7 MMT



Source: RIL



Source: RIL

End segment landscape in India - About 80% of the demand is from pipes and fittings

The market for plastic pipes has organised players accounting for approximately 65%.

- 35-40% of the industry's demand is accounted by plumbing pipes with 10-15% for SWR, both used in residential and commercial real estate.
- 45-50% accounted by agriculture.
- 5-10% by infrastructure and industrial projects.

Global PVC scenario – PVC will be an integral part of India’s growth story.

Significant headroom to align with global trends and per capita consumption.

- **Global Polyvinyl Chloride capacity is poised to see considerable growth over the next five years, potentially increasing from 59.97 MTPA in 2022 to 71.79 MTPA in 2027, registering total growth of 20%.**
- **Asia Pacific remains the largest producing region with more than a half of global total, followed by North America and Europe.**
- **More than 65% of global PVC demand comes from Asia Pacific and the region will keep this position as well as the highest growth rates; China and India will be responsible for most of the growth**
- **Among countries, India is expected to lead Polyvinyl Chloride capacity additions by 2027,** followed by China and US.
- Construction industry will continue to be the driving force for world PVC market.

Types of polymers, and its applications

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

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

Key Drivers of the PVC pipes industry:

Government’s focus on infrastructural development:

- Significant increase in allocations for capex spending by 33% to Rs.10 lakh crore conveys Government’s intent on ensuring that infrastructure acts as a force multiplier.
- PM Awas Yojana allocated over Rs.79,000 crore, 65% higher as compared to 2022 boosting ‘Housing for All’ mission.
- Jal Jeevan Mission budgeted allocation increased by 27% to Rs. 69,684 crores.

Low piped water penetration in India:

- 75% of households do not have drinking water on the premises.
- 85% of households do not have access to piped water.
- 600 million Indians face high to extreme stress over water 6%.

Rapid growth of housing sector:

- Indian residential real estate market is witnessing a surge in new launches as the appetite for homeownership remains strong.
- Key cities contributing to new launches in Q1 2023 included MMR (Mumbai Metropolitan Region), Hyderabad, Pune, National Capital Region and Bengaluru, together accounting for 89% supply addition.
- Mid-segment homes continue to dominate new supply with 36% share, followed by the premium and affordable segments with 24% and 18% share, respectively.

Agriculture industry’s growing potential:

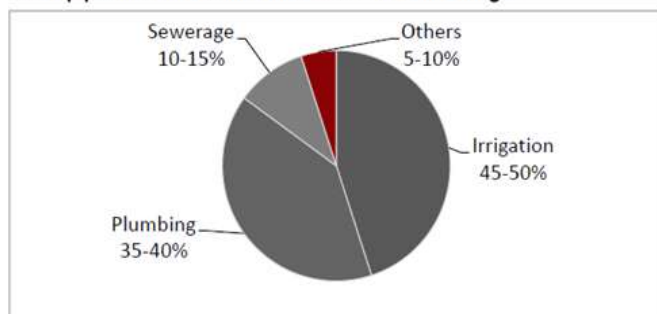
- In the sector of agriculture, PVC pipes play a vital role in transportation, storage of water, irrigation, and hydroponic systems. In agriculture pipes and fittings can be used both for potable as well as non-potable uses.

Discovery of new applications for PVC and CPVC pipes

- India is the fastest growing consumer of PVC and there remains large scope for sustained growth. Pipes and fittings form 73% of the end consumer market for PVC in India. In addition to the above, the demand for replacement of metal pipes in the residential real estate market; potential of upgradation of GI pipes to PP and CPVC in the industrial segment are avenues that offer new application areas.

Non-real estate linkages ensure long-term sector growth.

50%+ pipes demand comes from non-real estate usage



Source: DAM Capital

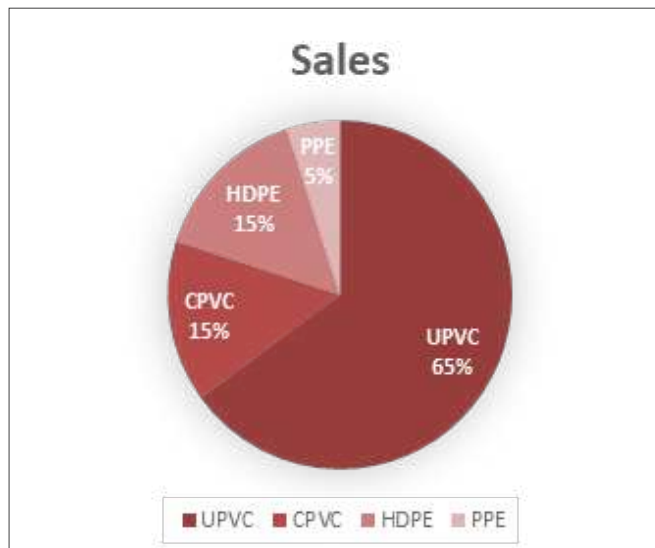
Housing sector – A key growth river for PVC pipes and fittings

The top 7 cities of India saw robust housing sales activity.

City	Q1-23	Q4-22	Q1-22	Q-o-Q	Y-o-Y
NCR	17,100	14,600	18,800	17%	-9%
MMR	34,700	28,400	29,100	22%	19%
Bengaluru	15,700	11,800	13,450	33%	17%
Pune	19,900	16,500	14,000	21%	42%
Hyderabad	14,300	11,500	13,100	24%	9%
Chennai	5,900	3,800	5,000	55%	18%
Kolkata	6,200	5,500	6,000	13%	3%

Source: Anarock - HOUSING SECTOR - NEW PEAK

Industry Break-Up In Terms Of Polymer Types



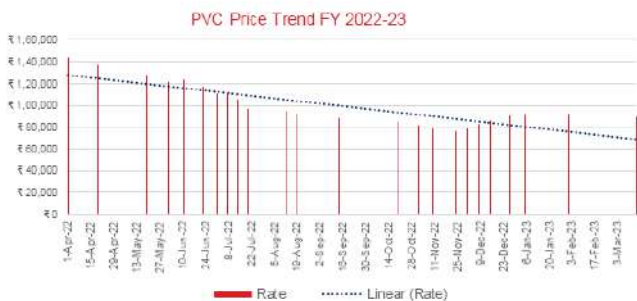
Over the last few years, branded pipes and fittings companies continued to gain strong industry lead and market share from unorganized manufacturers and a few larger regional organized players facing balance sheet challenges. Over the last few years, the larger pipes and fittings brands have continued 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 FY21, 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.

PVC price impact

International geopolitics & conflicts along with supply issues have impacted PVC prices which have now corrected and most likely bottomed out.



Prices in PMT ₹

Indian Bath & Sanitaryware Market

India is world's 2nd largest sanitaryware manufacturer after China. The Indian sanitaryware industry size is estimated to be around Rs 55bn, of which 75% is estimated to be the organised market. The industry is highly consolidated with the top 4 players commanding 60-70% share in total market. Morbi and Thangadh (in the state of Gujarat) combined manufactures around 75% of India's total production. Easy availability of raw material and skilled labour are the key reasons. Sanitaryware is highly penetrated in India, but the industry offers strong growth over the long-term as replacement demand accounts for only 15-20% of the domestic sanitaryware market (vs 80% in developed countries).

The faucet market in India is worth over Rs 100bn, of which 60% is estimated to be the organized market. The industry is highly fragmented. New real estate construction activity and premiumization are the key demand drivers for faucets.

Per industry experts, the Indian bath and sanitaryware market is estimated to grow at 8% CAGR over 2021-2027 driven by increased national drinking water outlay, hygiene & sanitation programmes (Swachh Bharat Abhiyaan), government's Housing for All, Smart Cities, social media influence, consumer preference and

better living standards. Organised players will continue to gain market share, in our view, owing to company's aggression towards capacity addition, brand building and channel expansion.

Indian sanitaryware industry structure

Total market size (Rs bn)	55.0
Organised market share	75%
Organised market (Rs bn)	41.3

Indian faucet industry

Total market size (Rs bn)	100.0
Organised market share	60%
Organised market (Rs bn)	60.0

'Source: Systematix Report

Company Overview

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. In January 2023 the company was included in the Business Today's 500 Most Valuable Companies List.

Company Profile

Over the last Three decades, Prince Pipes has emerged as one of the leaders in the Indian pipes and fittings industry, creating innovations in plumbing, irrigation, storage, and sewerage systems. Now the journey has taken a much larger scale.

We are taking bold strides to strengthen our market and industry presence diversifying into newer verticals of Modern Plumbing and Bathware. The time has come to create new beginnings. Push our limits further, strengthen efficiencies and optimize capital productivity - all directed at creating higher stakeholder value.

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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 and 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 and 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.

Prince Pipes is one of India's largest integrated pipings solutions providers. We market products under the brand names of Prince 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 a deep product portfolio of over 7,200 SKUs positions we are an end-to-end solutions.

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. To bolster its presence in East India, the Company plans to add - 35,000 MT Pipes greenfield capacity in Bihar.

In November 2022 and January 2023, Prince Pipes launched Three new, world class plumbing and drainage solutions with the introduction of Skolan Safe a Premium Polypropylene (PP) Silent Drainage System, HT Safe PP Low Noise Drainage System and Prince Hauraton - a modern range of Surface Drainage solutions.

This initiative was a part of the Company's growth strategy to bring innovative products to the Indian markets. Now, Prince Pipes offers a world class range of technology-oriented drainage and plumbing solutions, segmented under the Modern Plumbing vertical.

In 2023, the Company also diversified into the Bathware segment with the launch of Prince Bathware - a new, unique collection of faucets, showers, sanitaryware and accessories.

In March 2023, the Company's Chennai plant achieved IGBC Gold rated Green Factory Building certification by the Indian Green Building Council (IGBC). Earlier our Jaipur manufacturing facility has achieved Platinum rated Green Building certification by IGBC. And Jaipur also 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.

Creating a future-fit business

- Building presence across the product chain to strengthen India's water infrastructure.

- Enhancing efficiencies to build a more agile and resilient enterprise.

At Prince Pipes, we pride ourselves on our deep heritage in the industry giving us a strong knowledge edge and ability to serve evolving the needs of our customers. We have been sharpening our competitive edges and efficiencies to stay above the curve in an increasingly competitive business environment. Our passion for excellence and strategic initiatives for enterprise growth has set us on course towards transforming into an even more agile and resilient organisation.

- In line with our aim of being an end-to-end pipes and fittings solution provider, the Company has been transforming in a way that allows it to build a clear presence across the product chain to strengthen India's water infrastructure.
- We are building a deep and comprehensive product portfolio serving a gamut of diverse applications. We are today one of the largest manufacturers and integrated piping solutions providers.
- At Prince Pipes, we identified India's PVC and piping opportunity very early on and have been leading a technology-led and sustainability-based agenda. This agenda is about leveraging India's national priorities that include India's focus on being energy efficient, strengthening water infrastructure, increase agricultural output, health and well-being of people and reduce the use of natural resources while building sustainability.
- As an end-to-end piping systems solutions provider, we have been offering customers a seamless experience - from plumbing, storage and sewerage solutions, and installation of products, which require other related products as well as plumber assistance.

With two more critical product and segment verticals of Modern Plumbing and Prince Bathware as part of our service capabilities, we truly evolved to better consolidate our industry presence. With access to our large product portfolio, projects can take advantage of a wider range of globally preferred piping & drainage solutions, industrial heavy duty piping capabilities, greater cost & quality efficiencies as well as proactive customer service.

Presence across water infrastructure - Adding depth to product portfolio

We are at an exciting stage of growth as we build great depth to our portfolio aligned to the Company's vision and goal focused on transforming India's water infrastructure. We are a multi-player

polymer Company dealing with polymers - CPVC, UPVC, HDPE, PPR and LLDPE - that cater to extensive industry applications in plumbing, sewage, irrigation, industrial and underground drainage.

We continued to launch state-of-art products in the piping division as part of the Company's growth strategy to bring innovative and global products to the domestic market.

- This fiscal the Company introduced Prince OneFit with Corzan CPVC technology - Second product in collaboration with Lubrizol, global leaders in CPVC and WireFit range of electrical conduit pipes and fittings.
- Another thrilling milestone was the launch of the new vertical - Modern Plumbing. As part of this we launched three new, world class plumbing and drainage solutions with the introduction of Skolan Safe a Premium Polypropylene (PP) Silent Drainage System, HT Safe PP Low Noise Drainage System and Prince Hauraton - a modern range of Surface Drainage solutions. This initiative was a part of the Company's growth strategy to bring innovative, global drainage products to the Indian real estate and industrial projects to align with world-class norms and standards.
- Prince FlowGuard Plus - continues to percolate into India's homes and constructions 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.

The Key to Brand Growth... Premiumization

- As one of India's largest integrated piping solutions providers, the Prince Pipes brand has been the hallmark of Quality, Trust, and Innovation. We adopted a different product branding strategy much early, as we realized that to our customers, mere difference is no longer enough.
- We transformed our marketing strategy to become centric about stretching category norms and creating strong demand for customers to accept and

appreciate the value additions of Prince products.

- Through aggressive campaigns on fake and duplicity, road shows across India targeted at specific customer segments based on industry and needs, plumber educations and awareness campaigns, active channel partner engagements - high decibel BTL branding and targeted digital marketing campaigns are being successfully implemented towards Premiumization.

Building future capacities & manufacturing excellence

As we work towards being future-fit, we believe that building our manufacturing strength across the seven state-of-art plants, go beyond production capabilities and capacities. Another green field plant will be set up in the state of Bihar to strengthen presence in East India. It is the continuous improvement of our operations to reduce waste, increase production profitability, and gain a winning edge with quality and safety innovation. Our focus is not merely to maximize production throughput, but total build multiple pillars of the business centering on:

Safety - meant for both people/employees and product safety that can have major impacts on our company's wellbeing. Our effective safety system ensures that employees handle products properly in a safe environment.

Quality innovation - meeting customer expectations and producing consistent quality products to generate consistent sales, and meeting consumer compliance demands. We encourage employees to accepting responsibility for product quality which allows for innovation and an effective quality system.

Maximising yield - A multitude of steps are taken to eliminating or reducing waste and minimizing product wastage. We have built effective yield systems that are continuously innovating processes, tracking yield measurements closely, and establishing strong waste control.

Boosting productivity - We explore new ways of maximizing throughput and continuing to set new goals for production. On the plant floor we inspire engaged employees contributing to maximum efficiency while protecting safety, quality, and yield.

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)	60,286	44,830	Pipes	2000
Haridwar (Uttarakhand)	89,163	69,913	Pipes and Fittings	2008
Chennai (Tamil Nadu)	50,825	38,546	Pipes	2012
Kolhapur (Maharashtra)	14,861	11,369	Pipes	2012
Jobner (Rajasthan)	34,647	26,405	Pipes	2019
Sangareddy (Telangana)	54,196	42,442	Pipes and Fittings	2021
Total	315,088	242,949		

Strong & growing network of pan-India channel partners

In May 2023, we once again were awarded the FEST Best Channel Loyalty Program for our unique customer loyalty program Udaan. The success of the Udaan Loyalty Program rests with our channel partners who have been strong loyalists, active supporters and key growth contributors.

Our channel associate ecosystem of over 1500 partners is an integral part of our business delivery helping us to innovate our products and drive mutual and sustainable growth.

Building on strong business fundamentals

As Prince Pipes implements its vision of bringing transformative changes to India's water infrastructure, we continue to evolve and strengthen our presence as a fundamentally strong enterprise that can address and continue to do business at unprecedented times. Some inherent traits of our business has held us in good stead, building a resilient business, even in tough weather. It is hence encouraging that Business Today one of India's leading publications has ranked Prince Pipes amongst India's most valuable list of companies.

Our financial strength, quality management, and in-demand products & services - are three things in combination that have enabled us to build a loyal customer base that contributes to our fundamental strength.

Although this fiscal witnessed unprecedented volatility in input costs in PVC prices that impacted our Company's profitability in the first half of the fiscal, the

Company was able to mitigate this situation by cost and inventory optimization. The trend reversed moderately from December 2022 and our resilient performance in Q3 strongly bounced back in Q4 with significant improvements in operational margins.

Robust controls and processes, strict audit systems ensure financial health

Having a robust system of controls & processes and stringent audit systems, we ensure that our risk management is highly efficient and integral to our Company's long-term goals. Our success as an organization depends on our ability to identify and leverage the opportunities generated by our business and the markets we operate in. We take an embedded approach to risk management which puts risk and opportunity assessment at the core of the Board's agenda.

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

Driving ESG - Progress with Purpose

Prince Pipes is a frontrunner in sustainable business practices. Through the years, we have integrated our sustainability and business strategies. We aim to demonstrate that robust financial results are not contrary to sustainable business; in fact, they are complementary.

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.

Our overarching goal remains the delivery of growth, which is consistent, competitive, profitable and responsible. In the backdrop of a challenging operating environment during the fiscal, we dynamically managed our business to deliver strong bottom line performance whilst growing our customer franchises and made significant progress on several strategic priorities.

Key Performance - Financial Highlights

Advancing with resilience

Financial Highlights (in Rs. million)

	FY23	FY22	y-o-y change (%)
Revenue	27,108.70	26,568.32	2%
Other income	85.49	54.71	56%
EBITDA	2,503.15	4,156.11	(40)%
Profit before tax (PBT)	1,648.40	3,368.71	(51)%
Profit after tax (PAT)	1,214.20	2,494.03	(51)%

Ratios	FY23	FY22	Change
Debtors Turnover (x)	6.38	6.94	(8.08)%
Inventory Turnover (x)	5.19	6.28	(17.34)%
Debt Service Coverage Ratio (x)	2.06	2.83	(27.07)%
Current Ratio (x)	2.45	1.89	29.44%
Debt Equity Ratio (x)	0.04	0.12	(64.05)%
Operating Profit Margin (%)	9.23	15.64	(641) Bps
Net Profit Margin (%)	4.48	9.39	(491) Bps
Return on Equity- RoE (%)	9.24	21.6	(57.25)%

Balancing Risks and Opportunities

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

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 well-defined inventory management helps us cushion against volatile price movement in commodities.
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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.
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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.
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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.
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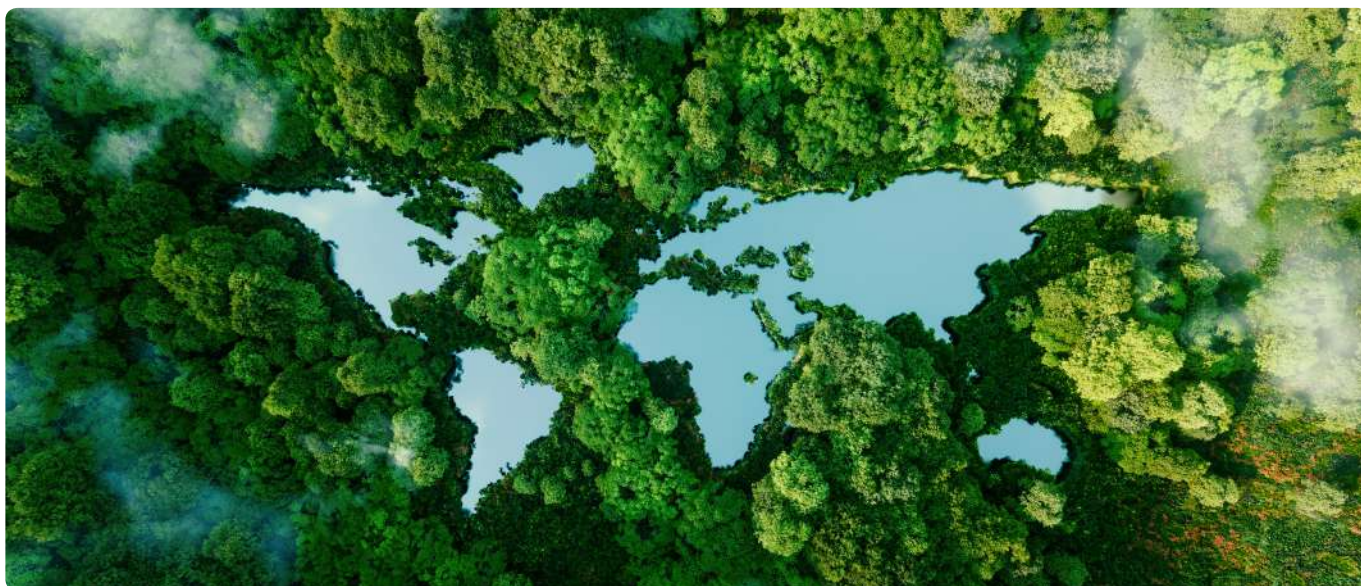
Enterprise Risk Management spanning Anti-Fraud Control Framework	Risks can include counterfeit goods circulating in the markets and onboarding of new customers / channel partners / distributors accepted without performing due diligence.	The risk relating to counterfeit goods has been assessed, and appropriate 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.
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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.
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Sustainability

Building higher positive impact

At Prince Pipes, ESG is more than a suite of metrics and statistical measurements. Our focus on ESG has evolved into a larger commitment that influences our habits, purchasing decisions, business choices, and the way we behave as a corporate citizen. We are expanding and deepening our focus to create higher positive impact - by providing the right opportunities, manufacturing responsibly, and approaching

business conscientiously. In essence, we are focusing on Environmental, Social & Governance (ESG)

through sustained, environment-specific programmes.

Environment

Our efforts are centered on conserving natural resources, reducing pollution, protecting biodiversity, and sustaining the environment for future generations. We continue to take several definitive steps towards preserving the environment and consideration for the severe and already visible impacts of climate change - be it using more renewable energy or working towards carbon neutrality; be it increasing our water recycling efforts or upholding stringent quality norms that win us several safety awards. We continue to promote sustainable development through our business decisions and actions.

Social

Socially responsible behavior towards employees and the community has been a hallmark of Prince Pipes and Fittings. We create and maintain a diverse, vibrant, and merit-based work environment for the community, our CSR policy focuses on social investments in empowering the plumbing community, as well as education-centric initiatives.

Governance

Prince Pipes is committed to values and ethical business conduct in letter and spirit. We have maintained high standards of governance that guide us to achieve strong, balanced, and sustainable growth for all stakeholders. Our experienced Board of Directors, supported by robust risk management and compliance processes, play a key part in ensuring the highest standards of governance in all our activities.

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

- Total Carbon footprint generation increased from 49,645 MT in FY-22, to 57,482 MY in FY 23 i.e., **increase of 15.8%**
- Carbon footprint in kg of CO2 per Kg of production increased from 0.387 in FY-22 to 0.394 in FY-23, **i.e., increase on 1.8%**
- Renewable source of energy increased from 15.96% in FY-22 to 17.06% in FY-23 **i.e., growth by 6.9%**

People

At Prince Pipes, people represent the building block of progress. Our people management comprises a structured approach of employee development, safety, leadership development and employee family well-being. Our policies promote operational democracy where employees feel heard and respond with a sense of ownership.

Our HR policy is centered around holistic development and trust building.

- 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, 2023, we have a team of 1,752 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

We enhanced the safety of our workplace, and reported no aberration which could lead to consequences like legal action, compensation claims, increased insurance premia, reduced productivity / profitability and reputational damage. In view of this, responsible health and safety practices is fundamental to long term sustainability.

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 2022-23
- 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

Innovation

Innovation remains one of Prince Pipes' key strengths,

that enables us to build strong product differentiation

and helps the Company to create top of mind recall. Through the Company's 40 year legacy, Our passion to make an impact on India's water infrastructure, has been a constant. We take great pride in this heritage and by virtue of being amongst the leading players in the pipes and fittings industry, we understand evolving needs and future trends. Leveraging this strength, Prince Pipes has consistently introduced new products to the market aligned to international trends. The company's commitment to innovation have led to sustained investments in manufacturing, research & development, information technology and sustainability.

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:

Pipes & fittings:

- **Prince Onefit with Corzan CPVC Technology:** Can be used in Industrial applications. It offers high performance and user friendly solutions to fight corrosion and allow continuous production by decreasing downtime. Corzan® CPVC Technology has been globally adopted as the preferred high-performance piping technology across the world's industrial applications. Backed by Lubrizol Advanced Materials' 60 years of experience with chlorinated polyvinyl chloride (CPVC), Corzan® CPVC Technology transports harsh chemicals at high temperatures without corrosion concerns, found in the toughest processing applications.
- **WireFIT:** range of electrical conduit pipes and fittings.
- **PE-FIT Aqua** - HDPE Piping Systems

Modern Plumbing:

- **Skolan Safe:** a Premium Polypropylene (PP) Silent Drainage System. It offers the latest technological innovation in noise insulated drainage systems sound rated at 12 db at 2 lps flow rate and certified by Fraunhofer, Germany. The product offers excellent acoustic and mechanical qualities, durability and robustness derived from the raw material polypropylene (PP) with mineral fillers. Prince Pipes has associated with Ostendorf, a leading supplier of waste discharge systems in Germany for its production. Skolan Safe finds applications in luxury homes, condominiums, large commercial buildings,

hotels, office buildings, hospitals, commercial kitchens, libraries, and educational institutes.

- **HT Safe:** Low Noise PP Drainage System. With the benefit-laden properties of polypropylene (PP), Prince-HT Safe is a top-quality product, with high utility value. The Prince-HT Safe System has been designed keeping in mind architectural and civil engineering considerations, as well as stringent mechanical, sanitary and environmental requirements. With India's rapid urbanisation, HT Safe emerges as a reliable, new age drainage system that can replace all challenges faced by conventional piping & drainage systems, delivering a significantly superior experience in terms of mechanical, chemical and acoustic performance.
- **Prince Hauraton** - is an innovative range of drainage systems developed with German technology. Hauraton is one of the world leaders in supplying effective drainage systems for over 65 years. The products find application across civil constructions (car parks, airports, container terminals, petrol stations), landscapes (private & public areas, terraces, gardens, squares & parks, railway platforms) and sports facilities (sports fields, stadiums, racetracks).

Prince Bathware:

- The Company unveiled its new collection of faucets and sanitaryware. Inspired by European bathware trends, The range goes by the names **Aurum, Titanio, Platina, Tiara, Marquise. Matchless** in style and design they have been carefully curated following exhaustive industry research. **Argento, Meta, Kristal** and **Palladium** complete the Prince Bathware line.
- The versatile and aesthetic portfolio also includes sanitaryware with a comprehensive and elegant range of products designs for overhead showers, hand showers &, health faucets, besides sensors for basins and urinals alongside bathroom accessories. The range also includes Tankless EWC, One-Piece Wall Mounted Toilets and Tabletop Basins that come laden with top class features of comfort, anti-germ expertise, easy installation, and water conservation.

Internal Control

Prince Pipes has institutionalized a system of internal controls, with documented procedures covering all corporate

functions. Our Internal controls provide evidence-based assurance regarding the effectiveness and efficiency

of operations, the reliability of financial controls, and compliance with laws and regulations.

Our policies and procedures are periodically updated, overseen by the Internal Auditor. The Company aligns all processes and controls with industry standards and stipulations. The Board and the Audit Committee supervise the adequacy of all internal controls and processes by monitoring the execution of internal audit recommendations via compliance reports. Independent auditors have also concluded and verified the adequacy of all reportings.

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 Sixth (36th) 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, 2023.

Financial Results

The key highlights of the financial results of your Company for the financial year ended March 31, 2023, and comparison with the previous financial year ended March 31, 2022, are summarised below:

(Rs. in millions)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Revenue from Operations	27,108.71	26,568.32
Less: Expenses	24,605.56	22,412.21
EBITDA	2,503.15	4,156.11
Less:		
Finance Cost	110.13	139.04
Depreciation	830.11	703.07
Add:		
Other Income	85.50	54.71
Profit before Tax	1,648.41	3,368.71
Less: Tax Expenses	434.20	874.68
Profit After Tax	1,214.21	2,494.03
Add: Total Other Comprehensive Income	(6.14)	1.92
Total Comprehensive Income for the year	1,208.07	2,495.95

Overview of Financial Performance

- ❖ Performance for FY23 was adversely impacted by sharp decline in PVC prices leading to destocking and inventory losses severely impacting performance in H1 FY23.
- ❖ Revenue from operations at Rs. 27,108.71 million compared to Rs. 26,568.32 million in FY22, translating to a growth of 2% YoY.
- ❖ Sales volume at 1,57,717 MT in FY23 as compared to 1,39,034 MT in FY22, translating to a growth of 13% YoY.
- ❖ EBITDA for FY23 at Rs. 2,503.15 million compared to Rs. 4,156.11 million in FY 22.
- ❖ PAT for FY 23 at Rs. 1,214.21 million compared to Rs. 2,494.03 million in FY 22.

Dividend

Considering the future business expansion plan of the company, the Directors based on the recommendation of the Audit Committee did not recommend dividend on equity shares for the financial year ended 31.03.2023.

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 at <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 2022-23.

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, 2023, the Authorised Share Capital of the Company was Rs. 1,500 million divided into 149.40 million Equity Shares of Rs. 10/- each and 0.60 million Compulsory Convertible Preference Shares ("CCPS") of Rs. 100/- each.

Paid Up Share Capital

As on March 31, 2023, the Paid-up Equity Share Capital of the Company was Rs.110.56 million Equity Shares of Rs.10/-each aggregating to Rs. 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.

Memorandum of Association (MOA)

During the year under review, the Board of Directors of your Company decided to enter into the business of faucets and sanitaryware and related products. Accordingly, the products were launched in June 2023. During the year under review, your Company also altered "Object Clause" of Memorandum of Association for the said purpose.

Financing :

During the year under review, the Company has issued Commercial Papers (CPs) aggregating to Rs. 25.35 Crores to meet working capital requirements and also repaid the same on its redemption due date without any delay. As on 31st March 2023, the outstanding amount of CPs was zero.

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 the 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 2022-23, the company had not transferred any shares to Investor Education and protection Fund ("IEPF"). As on March 31, 2023, Rs. 0.41 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, 2023, 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	Rs. 668 Crore
Long Term Rating	CRISIL A+/Stable (Reaffirmed)
Short Term Rating	CRISIL A1+ (Reaffirmed)
Rs. 50 Crore Commercial Paper	CRISIL A1+ (Withdrawn)

Borrowings

The aggregate borrowings of your Company stood at Rs. 581.34 million as at March 31, 2023 as compared to Rs. 1,500 million as at March 31, 2022. The company has repaid borrowings amounting to Rs. 918.66 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's 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 and Sustainability Report

Business Responsibility and Sustainability 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 Mediclaim 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, 2023, and state that:

- a. in the preparation of the annual accounts, the applicable accounting standards had been followed and there are no material departures from the same;
- b. 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, 2023 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 2022-23 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>

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 criteria/policies of the Company for

selection Remuneration Policy for Directors, Key Managerial Personnel (KMP's)/ Sr. Management Personnel and other employees of the Company is annexed to the Board Report vide **Annexure B** forming integral part 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 on May 19, 2022 and on August 10, 2023 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, 2023. 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 2022-23 and up to the date of this report is furnished below:

Resignation of Director

During the period under review, following director have resigned:

- ❖ 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

- ❖ Mrs. Amisha Vora, (DIN: 00089193) has been appointed as a Non-Executive Independent Director (Additional) on the Board of the Company with effect from August 10, 2023, to hold office up to the ensuing Annual General Meeting of the Company, subject to the approval of the members at the ensuing Annual General Meeting of the Company for her appointment as an Independent Director for a consecutive period of five (5) years.

- ❖ Mr. Jayant Chheda (DIN:00013206), Chairman and Managing Director, Mr. Parag Chheda (DIN: 00013222) and Mr. Vipul Chheda (DIN: 00013234), were appointed as a Whole Time Directors designated as Executive Directors on the board of the Company pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder for the term of three (3) years and will hold office up to August 20, 2023 on the board of the Company.

On Recommendation by Nomination & Remuneration Committee, the Board of Directors at its meeting held on August 10, 2023, appointed/re-appointed Mr. Jayant Chheda (DIN: 00013206) as a Chairman and Managing Director, Mr. Parag Chheda (DIN: 00013222) as Whole Time Director designated as a Joint Managing Director and Mr. Vipul Chheda (DIN: 00013234) as a Whole Time Directors designated as Executive Director of the Company, liable to retire by rotation, subject to the approval of the members at the ensuing Annual General Meeting of the Company, to hold office for the term of three (3) consecutive years commencing from August 21, 2023 up to August 20, 2026.

- ❖ Mr. Rajendra Gogri, (DIN: 00061003), 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 25, 2023 and will hold office up to June 24, 2028.

Considering his knowledge, expertise and experience in the respective field and the substantial contribution made by him during his tenure as an Independent Director since his appointment, the Nomination & Remuneration Committee and the Board has recommended the re-appointment of Mr. Rajendra Gogri as an Independent Director on the Board of the Company, to hold office for the second term of five (5) consecutive years commencing from June 25, 2023 up to June 24, 2028, and not liable to retire by rotation, subject to the approval of the members at the ensuing Annual General Meeting of the Company.

The Company has received the declaration from him that he continues to fulfil the criteria of independence as prescribed under the provisions of the Companies Act, 2013 read with the Schedules and Rules issued thereunder as well as Regulation 16 of the Listing Regulations (including statutory re-enactment thereof for the time being in force).

In terms of the provisions of Section 160(1) of the Companies Act, 2013, the Company has received a Notice from a member signifying his intention to propose the candidature for the reappointment of Mr. Rajendra Gogri for the office of Independent Director.

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. Vipul Chheda (DIN: 00013234), 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 2022-23, 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 of Board

The Board of Directors met Five (5) times during the financial year 2022-23. The dates on which the Board Meetings were held are as follows:

May 19, 2022; August 09, 2022; October,11, 2022; November 09, 2022; and February 07, 2023.

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) 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.

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, 2023, 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 35th 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, 2023. 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), Practising Company Secretaries has been re-appointed as Secretarial Auditor, to undertake Secretarial Audit of the Company for the financial year 2022-23. The report of the Secretarial Auditor in the prescribed Form MR-3 is annexed to this report as **Annexure C**.

The Secretarial Auditors' Report for the Financial year 2022-23 issued by M/s. Sanjay Dholakia and Associates, Practising 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 2024, on a remuneration as mentioned in the Notice convening the 36th 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 36th Annual General Meeting of the Company and same is recommended for your consideration.

Cost Audit Report for the year ended 31st March 2022 was filed with the Registrar of Companies, within the prescribed time limit and for the year ended 31st March 2023 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 D**.

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 E**.

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 10, 2023

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 wholehearted 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 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, 2023:

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	4	4
II.	Mr. Parag Chheda	Member	Promoter/ Joint Managing Director	4	4
III.	Mrs. Uma Mandavgane	Member	Independent / Non-Executive Director	4	4

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 executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable No impact assessment has been done during the financial year 2022-23.

5.
 - a) Average net profit of the Company as per section 135(5): INR 2,708.08 million
 - b) Two percent of average net profit of the Company as per section 135(5): INR 54.06 million
 - c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: INR 12.73 million
 - d) Amount required to be set off for the financial year, if any: INR 12.73 million
 - e) Total CSR obligation for the financial year (7b+7c-7d): INR 54.06 million
6.
 - a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): 42.56 million
 - b) Amount spent in Administrative Overheads: NIL
 - c) Amount spent on Impact Assessment, if applicable: N.A
 - d) Total amount spent for the FY (6a+6b+6c): INR 42.56 million
 - e) CSR amount spent or unspent for the financial year

Total amount spent for the FY	Amount Unspent (Rs. 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
42.56 Million	-	-	-	-	-

- f) Excess amount for set off, if any:
- i) Two percent of average net profit of the Company as per section 135(5): INR 54.06 million
 - ii) Total amount spent for the FY: INR 42.56 million
 - iii) Excess amount spent for the financial year (ii) – (i): INR (11.50) million
 - iv) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: INR 12.73 million
 - v) Amount available for set off in succeeding financial years (iii) – (iv): INR 1.23 million

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

a)

Sl. No	Preceding FY	Amount transferred to Unspent CSR Account under section 135 (6)	Balance Amount in Unspent CSR Account under subsection (6) of Section 135	Amount transferred to a Fund specified under Schedule VII as per second proviso to subsection (5) of Section 135, if any			Amount remaining to be spent in succeeding financial years	Deficiency, if any
				Amount Spent in The Financial Year	Amount	Date of transfer		
1	2019-20	NIL						
2	2020-21	NIL						
3	2021-22	NIL						

8. Whether any capital asset have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:



Yes



No

If yes, enter the number of Capital assets created/acquired :

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 10, 2023

Annexure 'B' to the Board's Report

NOMINATION & REMUNERATION POLICY

Introduction

The Company considers human resources as its invaluable assets. This policy on nomination and remuneration of Directors, Key Managerial Personnel (KMPs) and senior management has been formulated in terms of the provisions of the Companies Act, 2013 ("Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") in order to pay equitable remuneration to the Directors, KMPs and senior management of the Company and to harmonize the aspirations of human resources consistent with the goals of the Company.

1. Objective and purpose of the policy

The objectives and purpose of this policy are:

- 1.1. To formulate the criteria for determining qualifications, competencies, positive attributes and independence for appointment of a Director (Executive / Non-Executive) and recommend to the Board policies relating to the remuneration of the Directors, Key Managerial Personnel and senior management. This includes, reviewing and approving corporate goals and objectives relevant to the compensation of the Managing Director (MD) (unless otherwise mentioned the expression of Managing Director includes Joint Managing Director), evaluating the MD's performance in light of those goals and objectives, and, either as a committee or together with the other independent directors (as directed by the board), determine and approve the MD's compensation level based on this evaluation; and making recommendations to the board with respect to non-managerial executive officer compensation, and incentive-compensation and equity-based plans that are subject to board approval;
- 1.2. The policy also addresses the following items:
 - i. Committee member qualifications;
 - ii. Committee member appointment and removal;
 - iii. Committee structure and operations; and
 - iv. Committee reporting to the Board.
- 1.3. To formulate the criteria for evaluation of performance of all the Directors on the Board;
- 1.4. To devise a policy on Board diversity; and
- 1.5. To lay out remuneration principles for senior management linked to their effort, performance and achievement relating to the Company's goals.

2. Constitution of the Nomination and Remuneration Committee

The Board has constituted the "Nomination and Remuneration Committee" of the Board on September 16, 2017, reconstituted on June 6, 2018 and on May 19, 2022. This is in line with the requirements under the Companies Act, 2013 ("Act") and Listing Regulations.

The Board has authority to reconstitute this Committee from time to time.

Definitions

'Board' means Board of Directors of the Company.

'Directors' means Directors of the Company.

'Committee' means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board, in accordance with the Act and applicable Listing agreements and/or regulations.

'Company' means Prince Pipes and Fittings Limited (PPFL).

'Independent Director' means a Director referred to in Section 149(6) of the Companies Act, 2013 read with Regulation 16(b) of Listing Regulations.

'Key Managerial Personnel (KMP)' means-

- i. the Managing Director or the Chief Executive Officer or the manager and in their absence, a Whole-time Director;
- ii. the Company Secretary; and
- iii. the Chief Financial Officer.

"Senior Management" shall mean company secretary and chief financial officer and all other officers/personnel of the company one level below the chief executive officer/managing director/whole time director/manager (including chief executive officer/manager, in case they are not part of the board)

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 and Listing Regulations as may be amended from time to time shall have the meaning respectively assigned to them therein.

General

This Policy is divided in three parts: -

Part – A: covers the matters to be dealt with and recommended by the Committee to the Board;

Part – B: covers the appointment and nomination; and

Part – C: covers remuneration and perquisites etc.,

This policy shall be included in the Report of the Board of Directors as per the provisions of Act.

Part – A

Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee:

The following matters shall be dealt by the Committee:-

a. Size and composition of the Board:

Periodically reviewing the size and composition of the Board to ensure that it is structured to make appropriate decisions, with a variety of perspectives and skills, in the best interests of the Company as a whole;

b. Directors:

Formulate the criteria determining qualifications, positive attributes and independence of a Director and recommending candidates to the Board, when circumstances warrant the appointment of a new Director, having regard to the range of skills, experience and expertise, on the Board and who will best complement the Board;

c. Succession plans:

Establishing and reviewing Board and senior management succession plans in order to ensure and maintain an appropriate balance of skills, experience and expertise on the Board and Senior Management;

d. Evaluation of performance:

a. Make recommendations to the Board on appropriate performance criteria for the Directors.

b. Formulate the criteria and framework for evaluation of performance of every Director on the Board of the Company and the Board as a whole in accordance with the guidance note issued by SEBI;

c. Identify ongoing training and education programs for the Board to ensure that Non-Executive Directors are provided with adequate information regarding the options of the business, the industry and their legal responsibilities and duties.

e. Board diversity:

The Committee is to assist the Board in ensuring Board nomination process with the diversity of gender, thought, experience, knowledge, and perspective in the Board, in accordance with the Board Diversity Policy.

f. Remuneration framework and policies:

The Committee is responsible for reviewing and making recommendations to the Board on:

- i. the remuneration of the Managing Director, Whole-time Directors and KMPs
- ii. the total level of remuneration of Non-Executive Directors and for individual remuneration for Non-Executive Directors and the Chairman, including any additional fees payable for membership of Board committees;
- iii. the remuneration policies for KMPs and senior management including base pay, incentive payments, equity awards, retirement rights and service contracts having regard to the need to:-
 - ❖ attract and motivate talent to pursue the Company's long term growth;
 - ❖ demonstrate a clear relationship between executive compensation and performance; and
 - ❖ be reasonable and fair, having regard to best governance practices and legal requirements.
- iv. the Company's equity based incentive schemes including a consideration of performance thresholds and regulatory and market requirements;
- v. the Company's superannuation arrangements and compliance with relevant laws and regulations in relation to superannuation arrangements; and

- vi. the Company's remuneration reporting in the financial statements and remuneration report.

PART – B

Policy for appointment and removal of Director, KMPs and Senior Management

a. Appointment criteria and qualifications

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or senior management level and recommend to the Board his / her appointment.
2. A person to be appointed as Director, KMP or senior management level should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
3. A person, to be appointed as Director, should possess impeccable reputation for integrity, deep expertise and insights in sectors / areas relevant to the Company, ability to contribute to the Company's growth, complementary skills in relation to the other Board members.
4. The Company shall appoint or continue the employment of any person as Managing Director / Executive Director who has attained the age of seventy years as per the provisions of the Companies Act, 2013.
5. A whole-time KMP of the Company shall not hold office in more than one company except in its subsidiary company at the same time. However, a whole-time KMP can be appointed as a Director in any company, with the permission of the Board of Directors of the Company.

b. Term / Tenure

1. Managing Director / Whole-time Director

The Company shall appoint or re-appoint any person as its Managing Director or Whole-time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

2. Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for five years or more in the Company as on April 1, 2014 or such other date as may be determined by the Committee as per regulatory requirement, he / she shall be eligible for appointment for one more term of five years only.

At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director Serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time (Executive) Director of a listed company.

c. Removal

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director or KMP subject to the provisions and compliance of the said Act, rules and regulations.

d. Retirement

The Whole-time Directors, KMP and senior management personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Whole-time Directors, KMP and senior management personnel in the same position/ remuneration or otherwise, even after attaining the retirement age, for the benefit of the Company.

PART – C

Policy relating to the remuneration for Directors, KMPs and senior management:

General

1. The remuneration / compensation / commission etc. to Directors will be determined by the Committee and recommended to the Board for approval.
2. The remuneration and commission to be paid to the Managing Director/ other Executive Directors shall be in accordance with the provisions of the Companies Act, 2013, and the rules made thereunder.
3. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Managing Director.
4. Where any insurance is taken by the Company on behalf of its Managing Director, Chief Financial Officer, the Company Secretary and other senior management for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

Remuneration to Directors, KMPs and senior management:

The policy on remuneration for KMPs and other senior management is as below:-

1. Fixed pay

The remuneration and reward structure for senior management comprises two broad components — annual remuneration and long-term rewards. The Committee would determine the remuneration of the Directors & KMP and formulate guidelines for remuneration payable to the senior management.

These guidelines are as under:

a. Annual remuneration:

Annual remuneration refers to the annual compensation payable to the senior management of the Company. This comprises two parts - a fixed component, and a performance-linked variable

component based on the extent of achievement of the individual's objectives and performance of the organization/ business unit. The performance-linked variable pay will be directly linked to the performance on individual components and the overall performance of the organization. A senior management employee's variable pay would, therefore, be directly dependent on key performance measures that represent the best interests of organization.

The objective is to set the total remuneration at levels to attract, motivate, and retain high-caliber, and high potential personnel in a competitive global market. The total remuneration level is to be reset annually based on a comparison with the relevant peer group globally, established through independent compensation surveys, from time to time.

b. Long-term rewards:

Long-term rewards may include Long-Term Incentive Plans (LTIP) under which incentives would be granted to eligible key senior management employees based on their contribution to the performance of the Company, relative position in the organisation, and length of service under the supervision and approval of the Committee. The company could implement various long term awards schemes that could include Long Term Incentive Programme (LTIP) spread over several years with payouts in multiple tranches linked to Company's performance. Another form of long term awards could be in the nature of stock options of the company. Stock Options may be granted to key senior management and high performers in the organisation who would be selected by the Committee based on their criticality, past performance and potential. The grant, vesting and other scheme details would be formulated from time to time.

These long-term reward schemes are implemented to attract and retain key talent in the industry.

2. Minimum remuneration to Managing Director

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director/ Executive Directors in accordance with the provisions of the Companies Act, 2013.

Remuneration to Non-Executive / Independent Directors Remuneration

The remuneration payable to each Non-Executive Director is based on the remuneration structure as determined by the Board, and is revised from time to time, depending on individual contribution, the Company's performance, and the provisions of the Companies Act, 2013 and the rules made thereunder.

The remuneration to the Non-executive Directors (including Independent Directors) may be paid within the monetary limit approved by the shareholders as per the applicable provisions of the Companies Act, 2013.

3. Stock options

The Independent Directors shall not be entitled to any stock option of the Company.

Policy review

This policy is framed based on the provisions of the Companies Act, 2013 and rules thereunder and the requirements of the SEBI LODR Regulations.

In case of any subsequent changes in the provisions of the Companies Act, 2013 or any other regulations which makes any of the provisions in the policy inconsistent with the Act or regulations, then the provisions of the Act or regulations would prevail over the policy and the provisions in the policy would be modified in due course to make it consistent with law.

This policy shall be reviewed by the Nomination and Remuneration Committee as and when any changes are to be incorporated in the policy due to change in regulations or as may be felt appropriate by the Committee. Any changes or modifications on the policy as recommended by the Committee would be given for approval of the Board of Directors.

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 10, 2023

Annexure 'C' to the Board's Report

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH 2023

[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

I 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 my verification of the Company's 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 authorised representatives during the conduct of secretarial audit of the Company, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on 31st March 2023 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.

I 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, 2023 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

- v. 1. The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and which are applicable to the Company:-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - d. 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;
 - e. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015.
 - f. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021
2. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company during the year under review.
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
 - i. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
- vi. Other Regulatory provisions/laws applicable to the Company are:-
 - a. Custom Act 1962
 - b. Foreign Trade Policy 2015-2020
 - c. Excise laws and Other State Vat Laws applicable
 - d. Labour Laws and other incidental laws related to labour and employees
 - e. Shop and Establishment Act & Rules (State wise)
 - f. Acts prescribed under prevention and control of pollution and environmental protection

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India

During the period under review, the Company has complied with the applicable provisions of the Act, Rules, Regulations, Guidelines and Standards mentioned above except matters specified below.

Sr. No.	Compliance Requirement (Regulations/Circulars/Guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks Of The Practicing Company Secretary	Management Response	Remarks
1	Reg. 57(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to The listed entity shall submit a certificate to the stock exchange within one working day of the interest or dividend or principal becoming due regarding status of payment in case of non-convertible securities i.e. Commercial Paper	Reg. 57(1) of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/ DDHS/DDHS/ CIR/P/2020/231 dated November 13, 2020 and SEBI/HO/ DDHS_Div2/P/ CIR/2021/699 dated December 29, 2021	The Company has not submitted the said certificate within prescribed time.	BSE Limited	Imposition of Fine	The Company has not submitted the said certificate within prescribed time.	Rs. 2360/-	The Company has paid the fine and filed waiver application to BSE Limited. The decision is awaited on Waiver application from BSE Limited	The Company has paid the fine and filed waiver application to BSE Limited and requested BSE Limited to process waiver application	The BSE Limited has vide its email dated: June 02, 2023 has waived the fine imposed by them on the Company.
2	Reg. 57(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to The listed entity shall submit a certificate to the stock exchange within one working day of the interest or dividend or principal becoming due regarding status of payment in case of non-convertible securities i.e. Commercial Paper	Reg. 57(1) of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/ DDHS/DDHS/ CIR/P/2020/231 dated November 13, 2020 and SEBI/HO/ DDHS_Div2/P/ CIR/2021/699 dated December 29, 2021	The Company has not submitted the said certificate within prescribed time.	National Stock Exchange of India Ltd	Imposition of Fine	The Company has not submitted the said certificate within prescribed time.	Rs. 2360/-	The Company has paid the fine and filed waiver application to National Stock Exchange of India Ltd. The decision is awaited on Waiver application from National Stock Exchange of India Ltd	The Company has paid the fine and filed waiver application to National Stock Exchange of India Ltd and requested National Stock Exchange of India Ltd to process waiver application.	NSE Limited has vide its email dated: August 09 , 2023 has waived the fine imposed by them on the Company.

I further report & confirm that the company has maintained Structured Digital Database in compliance with the Regulation 3(5) and 3(6) of Securities And Exchange Board of India (Prohibition Of Insider Trading) Regulations, 2015 for the year ended 31.03.2023.

I 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.

I 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)
Practising Company Secretary
Proprietor

Membership No. 2655 /CP No. 1798

Date: 10th August, 2023
Place: Mumbai
Peer Reviewed Firm No. 2036/2022
UDIN: **F002655E000774481**

ANNEXURE A

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. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. I believe that the practices and processes I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Account of the Company.
4. Wherever required, I 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 the Corporate and other applicable laws, rules, regulations and norms is the responsibility of management. My 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)
Practising Company Secretary
Proprietor

Membership No. 2655 /CP No. 1798

Date: 10th August, 2023
Place: Mumbai

UDIN: **F002655E000774481**
Peer Reviewed Firm No. 2036/2022

Annexure 'D' 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. 2022-23

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, Sangareddy & 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 & Sangareddy 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, 2023	Year Ended March 31, 2022
(A)	Power and Fuel Consumption			
1.	Electricity			
a.	Purchased			
	Total Unit	Kwh	740,92,998	686,55,334
	Total Amount	Rs. in million	545.53	431.25
	Average Rate Per Kwh.	Rs.	7.36	6.28

Sr. No.	Particulars	Unit	Year Ended March 31, 2023	Year Ended March 31, 2022
b.	Own Generation			
	(Through Diesel)	Kwh	1,43,892	1,67,910
	Units per Ltr of diesel	Kwh	2.85	2.86
	Cost/unit	Rs.	32.51	32.38
2.	Furnace Oil & Diesel			
	Quantity	Ltr.	50,458	58,771
	Total Amount	Rs. in million	4.68	5.44
	Average Rate Unit	Rs.	92.72	92.51

(B) Consumptions per unit of Production of Electricity

	Year Ended March 31, 2023		Year Ended March 31, 2022	
	Unit(Kwh)	Amount (Rs. in million)	Unit(Kwh)	Amount (Rs. in million)
Purchased	740,92,998	545.53	686,55,334	431.25
Own Generation	67,29,075	NA	1,67,910	5.44
Total	808,22,073	545.53	688,23,244	436.68

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.

(Rs. in million)

Sr. No.	Particulars	2022-23	2021-22
1.	Foreign Exchange Earnings – Export at FOB value	86.95	77.11
2.	CIF Value of Imports	6,456.17	9,475.20
3.	Foreign Exchange Outgo	18.56	4.38

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 10, 2023

Annexure 'E' 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 2022-23

Name	Designation	Ratio
Mr. Jayant Chheda	Chairman & Managing Director	88:1
Mr. Parag Chheda	Joint Managing Director	73:1
Mr. Vipul Chheda	Executive Director	66:1

#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 2022-23:

Name	Designation	%
Mr. Jayant Chheda	Chairman & Managing Director	35%
Mr. Parag Chheda	Joint Managing Director	35%
Mr. Vipul Chheda	Executive Director	35%
Mr. Shyam Sharda	Chief Financial Officer	9.00%
Mr. Shailesh Bhaskar	Company Secretary	10.00%

#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: 10%

(iv) The number of permanent employees on the rolls of the Company: - 1732

(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 10 %, while the increase in the remuneration of managerial personnel was 9.20 %. 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 MANAGERIAL PERSONNEL) 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 (Rs. 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. Ashok Mehra	President & CMO	10.10	BE/MMS	33	06/04/2017	28/06/1966	57	Jaquar Group	0.001%

- 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.

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 Eight (08) directors, of which Five (5) are Independent Directors of which Two (2) are Woman Directors, 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, 2023, 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. Dilip Deshpande (DIN: 08488986)	
Mrs. Uma Mandavgane (DIN: 03156224)	
Mr. Rajendra Vallabhaji Gogri (DIN: 00061003)	

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	4	6	3	0
		Ram Ratna Wires Limited				
		Anand Rathi Wealth Limited				
		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	5 years w.e.f. June 25, 2023*	Aarti Industries Limited	3	4	1	0
		Aarti Pharmalabs Limited				
		Prince Pipes and Fittings Limited				
Executive Directors (Promoters)						
Mr. Jayant Chheda	3 years w.e.f. August 21, 2023**	Prince Pipes and Fittings Limited	1	0	0	66,52,405
Mr. Parag Chheda	3 years w.e.f. August 21, 2023**	Prince Pipes and Fittings Limited	1	2	0	2,07,60,303
Mr. Vipul Chheda	3 years w.e.f. August 21, 2023**	Prince Pipes and Fittings Limited	1	1	0	2,07,60,303

* The Board of Directors at its meeting held on May 25, 2023, re-appointed Mr. Rajendra Gogri 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 25, 2023 to June 24, 2028.

** The Board of Directors at its meeting held on August 10, 2023 appointed/re-appointed Mr. Jayant Chheda as a Chairman and Managing Director, Mr. Parag Chheda as Whole Time Director designated as a Joint Managing Director and Mr. Vipul Chheda as a Whole Time Director designated as Executive Directors of the Company, subject to the approval of the members at the ensuing Annual General Meeting of the Company, to hold office for the term of three (3) consecutive years commencing from August 21, 2023 up to August 20, 2026.

Skills/expertise/competence of the board of directors

Name of the Director	Business development and strategy	Building Material Business	Information technology	Accounts and finance	Corporate Governance & Ethics	Sales and Marketing
Mr. Jayant Chheda	⇒	⇒		⇒	⇒	⇒
Mr. Parag Chheda	⇒	⇒	⇒	⇒	⇒	⇒
Mr. Vipul Chheda	⇒	⇒			⇒	⇒
Mr. Ramesh Chandak	⇒		⇒	⇒	⇒	⇒
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 31,2023 are as under:

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

Mr. Jayant Chheda, aged 77 years, is the Chairman and Managing Director of our Company. He has been associated with our Company since incorporation as a director. He has 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 52 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 48 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 24 years of experience in the piping industry.

Mr. Rajendra Gogri Independent Director

Mr. Rajendra Gogri, aged 64 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 honored 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 72 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 a 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 77, 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 56 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 with Zee Media Corporation Ltd.

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 www.princepipes.com.

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, 2023, 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, 2023. 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 4 (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.

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 Five (5) times during the financial year 2022-23. The necessary quorum was present for all the meetings. The dates on which the Board Meetings were held are as follows:

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

May 19, 2022; August 9, 2022; October 11, 2022; November 9, 2022, and February 7, 2023.

The attendance of the Directors at the Board Meetings and at the last Annual General Meeting during the Financial Year 2022-23 is given below:

Board Attendance

Name of Directors	Category of Directorship	Held during the tenure	Attended	AGM attended held on September 23, 2022
Mr. Jayant Chheda	Promoter/ Executive Chairman/Managing Director	5	5	YES
Mr. Parag Chheda	Promoter/ Joint Managing Director	5	5	YES
Mr. Vipul Chheda	Promoter/ Executive Director	5	5	YES
Mr. Ramesh Chandak	Independent / Non-Executive Director	5	5	YES
Mr. Mohinder Pal Bansal*	Independent / Non-Executive Director	1	1	N.A
Mr. Dilip Deshpande	Independent / Non-Executive Director	5	5	YES
Mrs. Uma Mandavgane	Independent / Non-Executive Director	5	5	YES
Mr. Rajendra Gogri	Independent / Non-Executive Director	5	4	NO

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

Directors appointed/resigned during the year ended March 31, 2023:

- ❖ 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 his during his 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, 2023. A Certificate duly signed by the Managing Director, on the compliance with the Code of Conduct is annexed to this Report as **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 May 19, 2022 and on August 10, 2023 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:

- (a) 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;
- (b) provide recommendation for appointment, remuneration and terms of appointment of auditors of our Company;
- (c) approve payment to statutory auditors for any other services rendered by them;
- (d) 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 victimization 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
Mrs. Amisha Vora	Chairman	Independent / Non-Executive Director
Mr. Dilip Deshpande	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 2022-23 is given below:

The Audit Committee met Four (4) times during the Financial Year 2022-23 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 19, 2022; August 9, 2022; November 9, 2022, and February 7, 2023.

Audit Committee Meeting Attendance

Name of the Directors	Position	Category	Held during the tenure	Attended
Mr. Mohinder Pal Bansal*	Chairman	Independent / Non-Executive Director	1	1
Mr. Ramesh Chandak	Chairman	Independent / Non-Executive Director	4	4
Mr. Rajendra Gogri	Member	Independent / Non-Executive Director	3	2
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 Fifth Annual General Meeting to answer shareholders' queries.

There has been no instance where the Board of Directors of the Company had 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, on May 19, 2022 and on August 10, 2023, 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) 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:
- 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;
 - relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - 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.
- (vi) 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.
- (vii) 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.

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
Mrs. Amisha Vora	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 2022-23 is given below:

The Nomination and Remuneration Committee met Three (3) times during the Financial Year 2022-23. The necessary quorum was present for all the Meetings. The Nomination and Remuneration Committee Meetings were held as follows:

May 19, 2022; August 9, 2022 and February 7, 2023.

Nomination and Remuneration Committee Attendance

Name of the Directors	Position	Category	Held during the tenure	Attended
Mr. Rajendra Gogri	Chairman	Independent / Non-Executive Director	2	1
Mr. Ramesh Chandak	Member	Independent / Non-Executive Director	3	3
Mr. Dilip Deshpande	Member	Independent / Non-Executive Director	2	2
Mrs. Uma Mandavgane	Member	Independent / Non-Executive Director	3	3
Mr. Mohinder Pal Bansal*	Member	Independent / Non-Executive Director	1	1

*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:

(Rs. in millions)

Particulars	Names of Executive Director		
	Mr. Jayant Chheda	Mr. Parag Chheda	Mr. Vipul Chheda
Gross Salary (Rs.)	28.93	25.04	22.53
Commission	-	-	-
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 Rs. 1,00,000/- for attending each Board Meeting, Rs. 75,000/- for attending each Audit Committee Meeting and Rs. 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 2022-23.

Name of Independent Director	Sitting Fees (Rs. in million)
Mr. Mohinder Pal Bansal*	0.23
Mr. Ramesh Chandak	1.05
Mrs. Uma Mandavgane	1.20
Mr. Dilip Deshpande	0.70
Mr. Rajendra Gogri	0.60

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

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, on May 19, 2022 and on August 10, 2023, 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:

- 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;
- 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;
- 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
- 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
Mr. Dilip Deshpande	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 2022-23 is given below:

The Stakeholders' Relationship Committee met one (1) time during the Financial Year 2022-23. The necessary quorum was present for all the Meetings. The Stakeholders' Relationship Committee Meetings were held as follows:

1) **February 7, 2023**

Stakeholders' Relationship Committee Meeting Attendance

Names of Director	Position	Category	No. of Meetings held during tenure	No. of Meetings attended
Mrs. Uma Mandavgane	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, 2023 are as under:

Particulars	No. of complaint
Received during the year	02
Resolved during the year	02
Pending as at March 31, 2023	Nil

Corporate Social Responsibility (CSR) Committee:

The Corporate Social Responsibility Committee was constituted by a resolution of the Board dated September 16, 2017 and on August 10, 2023, 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.

(f) Business Responsibility and Sustainability Report (BRSR)

As on date, the composition of Corporate Social Responsibility (CSR) Committee is as under: -

Names of Director	Position	Category
Mr. Jayant Chheda	Chairman	Promoter/ Executive Chairman/ Managing Director
Mr. Parag Chheda	Member	Promoter/ Joint Managing Director
Mrs. Amisha Vora	Member	Independent / Non-Executive Director
Mr. Dilip Deshpande	Member	Independent/ Non- Executive Director

Composition and Attendance of the members of the CSR Committee:

The Corporate Social Responsibility Committee met Four (4) time during the Financial Year 2022-23. The necessary quorum was present for all the Meetings. The Corporate Social Responsibility Committee Meetings were held as follows:

May 19, 2022; August 9, 2022; November 9, 2022 and February 7, 2023.

The Composition of the Corporate Social Responsibility Committee and details of meetings attended by its members during the Financial Year 2022-23 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 Promoter Chairman/Promoter	4	4
Mr. Parag Chheda	Member	Promoter/ Joint Managing Director	4	4
Mrs. Uma Mandavgane	Member	Independent / Non-Executive Director	4	4

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 Rs. 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 Three (3) times. The necessary quorum was present for all the Meetings.

The Finance Committee Meetings were held as follows:

June 13, 2022, October 20, 2022, December 07, 2022

Finance Committee Meeting Attendance

Names of Director	Position	Category	Held during the tenure	Attended
Mr. Jayant Chheda	Member	Promoter/ Executive Chairman/ Managing Director	3	3
Mr. Parag Chheda	Member	Promoter/ Joint Managing Director	3	3
Mr. Vipul Chheda	Member	Promoter/ Executive Director	3	3

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 and on August 10, 2023 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. Mrs. Amisha Vora (Independent Director) – Member
3. Mr. Parag Chheda (Joint Managing Director) – Member
4. Mr. Shyam Sharda (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) in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information,

cyber security risks or any other risk as may be determined by the Committee. which will have impact on the business of the Company;

- 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;
- 9) Cyber Security.

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

The Risk Management Committee met two (2) times during the Financial Year 2022-23. The necessary quorum was present for all the Meetings. The Risk Management Committee Meetings were held as follows:

July 29, 2022 and January 06, 2023.

The Composition of the Risk Management Committee and details of meetings attended by its members during the financial year 2022-23 is given below:

Name of the Directors	Position	Category	Held during the tenure	Attended
Mr. Dilip Deshpande	Chairman	Independent / Non-Executive Director	2	2
Mr. Ramesh Chandak	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

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 25, 2023.

A copy of this certificate is annexed to this Report as **Annexure B**.

5. GENERAL BODY MEETING:**Details of Last Three Annual General Meetings (AGM):**

Particulars	FY 2019-20	FY 2020-21	FY 2021-22
Date	September 23, 2020	September 15, 2021	September 21, 2022
Time	11:30 AM	11:30 AM	11:30 AM
Venue	Through Video Conferencing (VC)/ other Audio-Visual means (OAVM)	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.		

Particulars	FY 2019-20	FY 2020-21	FY 2021-22
	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 an Extra Ordinary General Meeting.

Postal Ballot

The Company has not passed any Special Resolution through postal ballot during the Financial Year 2022-23.

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 Green 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: www.princepipes.com. 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, 2022 – March 31, 2023	
Date of the Board Meeting at which the final accounts were approved	May 25, 2023	
36th Annual General Meeting	Date:	September 21, 2023
	Day:	Thursday
	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	Friday, September 15, 2023 to Thursday September 21, 2023	

Financial Calendar	April 01, 2022 – March 31, 2023
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
Corporate Identity Number (CIN)	L26932GA1987PLC006287
ISIN	INE689W01016
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, 2023	On or before August 14, 2023
Unaudited Financial Result for the second quarter ending September 30, 2023	On or before November 14, 2023
Unaudited Financial Result for the third quarter ending December 31, 2023	On or before February 14, 2024
Audited Financial Result for the year ending March 31, 2024	Within 60 days of the close of financial Year ending on March 31, 2024 i.e. On or before May 30, 2024

Dividend Payment:

Considering the future business expansion plan of the company, the Directors based on the recommendation of the Audit Committee did not recommend dividend on equity shares for the financial year ended 31.03.2023.

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 2022-2023 within the stipulated time.

Payment of Depository Fees:

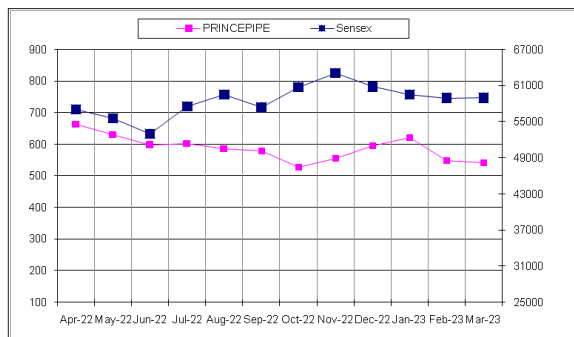
The Company has paid annual custodial fees to National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') for the Financial Year 2022-23 on the basis of the number of beneficiary accounts maintained by the respective depositories as on March 31, 2023.

Stock Market Price Data of Company's shares

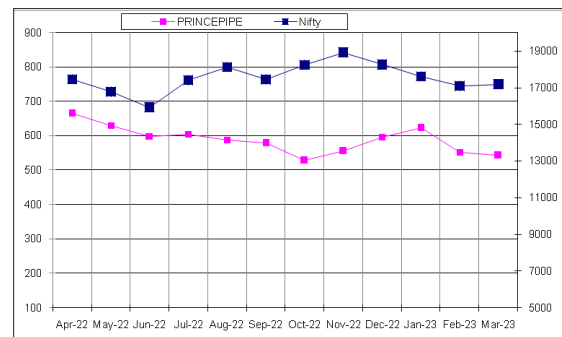
The Company's shares were listed on the exchanges w.e.f December 30, 2019. The monthly high and low price of the Company's shares traded on the BSE Limited and National Stock Exchange of India Limited during the period April 01, 2022 to March 31, 2023 are as under:

BSE				NSE			
Month	High	Low	Close	Month	High	Low	Close
Apr-22	729.00	636.65	664.40	Apr-22	730.00	635.00	664.45
May-22	712.00	609.50	630.90	May-22	708.70	611.95	629.55
Jun-22	652.80	549.10	597.15	Jun-22	644.00	549.30	598.15
Jul-22	619.50	580.00	603.30	Jul-22	620.00	581.65	604.60
Aug-22	649.75	526.00	587.30	Aug-22	649.60	560.00	587.25
Sep-22	613.70	570.00	579.45	Sep-22	614.50	571.50	578.20
Oct-22	593.90	513.10	528.50	Oct-22	593.65	513.15	528.20
Nov-22	583.40	517.00	555.50	Nov-22	585.00	510.00	555.45
Dec-22	634.35	544.55	595.60	Dec-22	640.00	545.00	596.25
Jan-23	626.95	572.00	622.00	Jan-23	627.00	572.60	622.70
Feb-23	632.05	545.05	549.75	Feb-23	632.65	545.00	552.45
Mar-23	599.35	532.00	541.95	Mar-23	598.90	533.05	542.50

Performance of the Company's equity shares relative to S&P BSE SmallCap from April 2022 and up to March 31, 2023



Performance of the Company's equity shares relative to Nifty50 from April 2022 and up to March 31, 2023



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, 2023:

Sr No	Category of shareholders	No of Shareholders	No of Shares	% of Shareholding
(A)	Shareholding of Promoter and Promoter Group	10	67377859	60.94
(B)	Public Shareholding			
[1]	Institutional Investors			
(a)	Mutual Funds / UTI	12	12878777	11.65
(b)	Alternate Investment Funds II	5	4476663	4.05
(c)	Foreign Portfolio Investor	63	6902968	6.24
(d)	Financial Institutions / Banks	0	0	0.00
(e)	Insurance Companies	1	56500	0.05
(f)	Any Other (Specify)	0	0	0.00
	Sub Total (B)(1)	81	24314908	21.99
[2]	Non-Institutional Investors			0.00
(a)	Individuals	242652	17158270	15.52
(i)	Trusts	4	473	0.00
(ii)	Hindu Undivided Family	1777	352864	0.32
	NBFCs registered with RBI	1	1000	0.00
	Key Managerial Personnel	1	25718	0.02
	Trust Employee	1	2	0.00
(b)	Non Resident Indians (Non Repat)	1048	177438	0.16
(d)	Non Resident Indians (Repat)	1974	412754	0.37
(e)	Body Corp-Ltd Liability Partnership	24	341453	0.31
	Clearing Member	29	4081	0.00
	Bodies Corporate	336	394259	0.36
	Any Other (Specify)	0	0	0.00
	Sub Total (B)(2)	247847	18868312	17.07
	Total Public Shareholding(B)=(B)(1)+(B)(2)	247928	43183220	39.06
	Total (A)+(B)	247938	110561079	100.00

Distribution of Shareholding as on March 31, 2023:

SERIAL #	SHARES RANGE			NUMBER OF SHAREHOLDERS	% OF TOTAL SHAREHOLDERS	TOTAL SHARES FOR THE RANGE	% OF ISSUED CAPITAL
1	1	to	500	250362	98.9589	9673928	8.7498
2	501	to	1000	1443	0.5704	1077015	0.9741
3	1001	to	2000	592	0.234	857871	0.7759
4	2001	to	3000	201	0.0794	508929	0.4603
5	3001	to	4000	81	0.032	280517	0.2537
6	4001	to	5000	53	0.0209	245099	0.2217
7	5001	to	10000	114	0.0451	817708	0.7396
8	10001	to	*****	150	0.0593	97100012	87.8249
	Total			252996	100.0000	110561079	100.0000

Lock-in of Equity Shares:

As on March 31, 2023, no shares of the company were under lock in. Out of the total shares of the company, 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, 2023, 100% of company's shares were held in demat mode as per the statement given below.

Type	Shareholders	Holdings	Percentage
CDSL	2,01,521	1,33,01,364	12.04
NSDL	51,475	9,72,59,715	87.96
Physical	0	0	0
Total	2,52,996	11,05,61,079	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.

Plant Locations

Plant	Address
Athal (Dadra Nagar Haveli)	Survey No. 132/1/1/3, Athal road, Village Athal, Naroli, Silvassa, Dadra Nagar Haveli-396235
Dadra (Dadra Nagar Haveli)	Survey No. 53,85,91,92,93 Jayant Desai Marg, Vaghdhara Road, Dadra, Silvassa- Dadra Nagar Haveli-396191
Haridwar (Uttarakhand)	Mehdood, Khasara 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

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 2022-23, 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 2022, September 2022, December 2022 and March 2023 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, 2023, 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. 32 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.

Credit Rating

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

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

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 Related Party Transactions as defined under the Companies Act, 2013 were in the ordinary course of business and on at Arm's Length basis. The Board has approved a policy for Related Party Transactions which has been uploaded on the Company's website at www.princepipes.com.

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 www.princepipes.com.

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 www.princepipes.com.

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 www.princepipes.com. 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, 2023, 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 (Rs. in million)
Audit Fees (including limited reviews)	3.60
Reimbursement of expenses	0.02
Others	0.12
Total	3.74

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

The Board:

As on financial year ending March 31, 2023, 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.

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:

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' 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**.

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

Sd/-

Jayant Chheda

Chairman & Managing Director

(DIN: 00013206)

Date: August 10, 2023

Place: Mumbai

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. www.princepipes.com. 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, 2023, as envisaged in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Date: May 25, 2023
Place: Mumbai

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, 2023 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 25 2023

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

Shyam Sharda
Chief Financial Officer

ANNEXURE C

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 disclosures received from the Directors (as enlisted in Table A) to **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'), 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 and 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 based on the disclosures of the Directors, I hereby certify that none of the Board of Directors (as enlisted in Table A) have been debarred or disqualified from being appointed or continuing as Directors of the Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority for the period ended as on 31st March, 2023.

Table A

Sr. No.	Name of Director	DIN	Date of Appointment in 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 (Director)	08488986	29/06/2019

Note:- Mr. Mohinder Pal Bansal (DIN:- 01626343) an Independent Director of the Company resigned w.e.f.19th May 2022.

For SANJAY DHOLAKIA & ASSOCIATES

(SANJAY DHOLAKIA)
Practicing Company secretary
Proprietor

Place: Mumbai
Date: 10th August, 2023
Membership No. FCS 2655 CP 1798
UDIN:- **F002655E000774426**
Peer Reviewed Firm No. 2036/2022

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

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

I have examined the compliance of conditions of Corporate Governance **PRINCE PIPES AND FITTINGS LIMITED**, for the year ended on 31st March 2023, 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. My 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 my opinion and to the best of my information and according to the explanations given to me and the representations made by the Director and Management, I 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.

I 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 DHOLAKIA)
Practicing Company secretary
Proprietor

Membership No. 2655/ CP No.: 1798
Peer Review Certificate no. 2036/2022

Place: Mumbai
Date: **10th August, 2023**

UDIN:**F002655E000774461**

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

SECTION A: GENERAL DISCLOSURES

1.	Corporate Identity Number (CIN) of the Listed Entity	:	L26932GA1987PLC006287
2.	Name of the Listed Entity	:	PRINCE PIPES AND FITTINGS LIMITED
3.	Year of incorporation	:	1987
4.	Registered office address	:	Plot No.1, Honda Industrial Estate, Phase Ii, Honda Sattari Honda Ga 403530 India.
5.	Corporate address	:	The Ruby, 8th Floor, 29, Senapati Bapat Marg (Tulsi Pipe Road), Dadar West, Mumbai MH 400028 IN
6.	E-mail	:	investor@princepipes.com
7.	Telephone	:	022 – 66022222
8.	Website	:	www.princepipes.com
9.	Financial year for which reporting is being done	:	2022-23
10.	Name of the Stock Exchange(s) where shares are listed	:	BSE Limited National Stock Exchange of India Limited
11.	Paid-up Capital	:	Rs. 110,56,10,790/-
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	:	Name: Shailesh K Bhaskar Company Secretary & Compliance Officer Email: investor@princepipes.com Tel: 022-6602 2222 Address: 8th Floor, The Ruby, Senapati Bapat Marg, Dadar West, Mumbai – 400028
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	:	Standalone

II. Products/services

- Polymers processing: - CPVC (Chlorinated Polyvinyl Chloride), UPVC (Unplasticized Polyvinyl Chloride), PPR (Poly Propylene Random Copolymer), HDPE (High Density Poly Ethylene) Pipes, Fittings, Valves and LLDPE (Linear Low Density Poly Ethylene) water storage tanks.
- Application: - Potable water supply, agriculture, bore well, Drainage, water storage

The other key products of the Company include Water Tanks, Cable Ducting, DWC Pipes.

14. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	Manufacturing	Manufacturing of Plastic products	95.24%

15. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1.	Plastic products	222	99%

III. Operations

16. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	7	6	13
International	0	0	0

17. Markets served by the entity:

- a. Number of locations

Locations	Number
National (No. of States)	28
International (No. of Countries)	12

- b. What is the contribution of exports as a percentage of the total turnover of the entity?

Less than 1% of overall revenues

- c. A brief on types of customers

The Customer base of our Company comprises of Government, Non-Government, Institutional, Industrial, Retail and other construction & turn key projects etc.

IV. Employees

18. Details as at the end of Financial Year:

- a. Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
EMPLOYEES						
1.	Permanent (D)	922	881	96	41	4
2.	Other than Permanent (E)	1	0	0	1	100
3.	Total employees (D + E)	923	881	95	42	5
WORKERS						
4.	Permanent (F)	826	826	100	0	0.00
5.	Other than Permanent (G)	1600	1493	93	107	7
6.	Total workers (F + G)	2426	2319	96	107	4

b. Differently abled Employees and workers:

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
EMPLOYEES						
1.	Permanent (D)	3	2	67	1	33
2.	Other than Permanent (E)	0	0	0	0	0
3.	Total employees (D + E)	3	2	67	1	33
WORKERS						
4.	Permanent (F)	5	5	100	0	0
5.	Other than Permanent (G)	0	0	0	0	0
6.	Total workers (F + G)	5	5	100	0	0

19. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	7	1	14.28%
Key Management Personnel	2	0	0%

20. Turnover rate for permanent employees and workers

(Disclose trends for the past 3 years)

	FY 2022-23 (Turnover rate in current FY)			FY 2021-22 (Turnover rate in previous FY)			FY 2020-21 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	17%	12%	15%	14%	0	14%	9%	3%	6%
Permanent Workers	10%	0%	10%	14%	0	14%	8%	0	8%

V. Holding, Subsidiary and Associate Companies (including joint ventures)

21. (a) Names of holding / subsidiary / associate companies / joint ventures

S. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	by	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
Not Applicable					

VI. CSR Details

22. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: **(Yes)**
(ii) Turnover (in Rs.) – 27,108.71 million
(iii) Net worth (in Rs.) – 13, 639.60 million

VII. Transparency and Disclosures Compliances

23. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2022-23 Current Financial Year			FY 2021-22 Previous Financial Year		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes	0	0	-	0	0	-
Investors (other than shareholders)	Yes	0	0	-	0	0	-
Shareholders	Yes	0	0	0	0	0	0
Employees and workers	Yes	0	0	0	0	0	0
Customers	Yes	152	4	For manufacturing, packaging, installation & quality issue	168	0	For manufacturing, packaging, installation & quality issue
Value Chain Partners	Yes	0	0	0	0	0	0
Other (please specify)	Yes	0	0	0	0	0	0

24. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

S. No.	Material identified Issue	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1.	Sustainable Energy Governance	Opportunity	Harnessing the potential for direct cost savings and heightened resource efficiency, our focus on energy management and the integration of renewable energy sources stands as a strategic opportunity. By advocating renewable energy adoption and implementing the ISO 50001:2018 Energy Management System across all our facilities, we are not only committed to improving the energy efficiency of our equipment but also advancing our sustainability goals, thereby reaping both economic and environmental benefits.	-	Positive
2.	Promoting Consumer Education:	Opportunity	Empowering Distributors, Retailers, Plumbers, Customers, and Consumers through Comprehensive Product Awareness, Installation, and Usage Guidance, Along with Safety Education, Reflecting an Intriguing Opportunity for the Company.	-	Positive
3.	Carbon Emission Abatement and Phasing Out Harmful Gases / Elimination of Lead Stabilizers:	Opportunity	Our Company's strategic positioning of manufacturing plants across the nation confers a distinct competitive edge, significantly curtailing transportation needs and subsequently contributing to a substantial reduction in carbon emissions and hazardous gases in the environment. A comprehensive carbon footprint reduction strategy, thoughtfully implemented across all operational sites, has consistently driven down scope 1 and 2 emissions. Anticipating and embracing the mandate of the National Green Tribunal, our Company is proactively leading the charge in phasing out Lead Stabilizers from diverse Pipe manufacturing processes. This forward-thinking approach is already evident in the integration of lead-free stabilizers across numerous piping systems, exemplifying our commitment to sustainable practices and environmental well-being.	-	Positive

S. No.	Material identified Issue	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
4.	Worksite Health and Security (WHS)	Risk and Opportunity	<p>Risk: Intrinsically linked with operational endeavors and procedures.</p> <p>Opportunity: Effective internal controls and governance mechanisms are implemented across each factory. This amplifies employee and worker safety, fostering comprehensive health and well-being, ultimately resulting in enhanced productivity.</p>	The consistent appraisal of health and environmental perils is ingrained in our approach. Diverse tactics to counter these risks are recurrently enacted. A robust system for handling grievances is firmly instituted. Within each factory, comprehensive strategies for corrective actions are meticulously formulated and executed.	Risk: Negative Opportunity: Positive
5.	Duty towards societal welfare	Opportunity	<p>The Company recognizes the importance of building Public Trust and cultivating a compassionate rapport with society, resulting in enduring positive impacts over the long term.</p> <p>A methodical framework has been instituted to apportion a portion of the Company's annual profits for the purpose of backing projects that meet societal responsibilities.</p> <p>This ethos of contributing to society is intricately woven into the company's core principles.</p> <p>The Company primarily executes its corporate social responsibility (CSR) endeavors on its own. The Company plans to execute suitable CSR projects through implementing agency going forward.</p> <p>For detailed insights into the Company's CSR activities, please refer to the attached CSR report within this Annual Report. The company's cognizance of the importance of upholding social responsibility is indeed a positive attribute.</p>	-	Positive

S. No.	Material identified Issue	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
6.	Strategic Branding Endeavors	Risk	The Pipe segment faces a notable threat from unscrupulous players/suppliers who are extensively flooding the market with counterfeit products, thus signifying a considerable risk.	Vigorously engaged in seeking legal remedies to safeguard consumers from deceptive practices. Our substantial efforts have yielded significant success in mitigating this issue, although it remains a persistent challenge.	Negative
7.	Value Chain Governance	Risk and Opportunity	Risk: The complex web of supply chain intricacies coupled with a concentrated reliance on a limited cohort of suppliers/vendors could introduce inherent risks that may impact the procurement process. Opportunity: Upholding strong and enduring connections with suppliers/vendors creates a competitive edge, ensuring a consistent and unbroken stream of supplies.	The Company's extensive network of suppliers/vendors, some spanning back several decades, stands as a testament to our enduring relationships. Consistent and meaningful communication with these integral partners forms a cornerstone of our efforts to maintain uninterrupted production processes.	Positive
8.	Strategic Risk Management and Cybersecurity Preparedness	Risk	The Company has a well-qualified information technology department which is staffed with adequate technical software and systems engineers. Regular evaluation of technologies is undertaken on a continuous basis to deploy latest available cyber crime defence systems to protect the Company's data and various patents including patents pending registration	The IT head briefs the Board periodically and updates the Directors on the mitigation plans including the latest systems and softwares deployed by like-minded Companies in the industry.	Positive

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions		P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Policy and management processes										
1.	a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
	b. Has the policy been approved by the Board? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
	c. Web Link of the Policies, if available									

Disclosure Questions		P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
2.	Whether the entity has translated the policy into procedures. (Yes / No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
3.	Do the enlisted policies extend to your value chain partners? (Yes/No)* * These policies are applicable to the Company and to the value chain partners	Y	Y	Y	Y	Y	Y	Y	Y	Y
4.	Name of the national and international codes/certifications/ labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	<p>All our plants & corporate are certified for 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) from TUV Rheinland, Germany</p> <p>Our GREENFIT products are certified from WRAS-Water Regulations Approval Scheme UK</p> <p>Apart from above most of our product categories-AQUAFIT, GREENFIT, FLOWGUARD-PLUS, ULTRAFIT, SAFEFIT, etc. are BIS certified.</p>								
5.	Specific commitments, goals and targets set by the entity with defined timelines, if any.	Company reviews all certifications on an ongoing basis and has fixed responsibilities on officials to benchmark policies with latest regulatory requirements locally and also adopt suitable international practices.								
6.	Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	The Company has a defined mechanism in place and has authorized officers to review validity of the goals and targets periodically so that corrective actions or revised goals can be set.								

Governance, leadership and oversight

7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (*listed entity has flexibility regarding the placement of this disclosure*)

The Company is committed to ESG and conducting its business in a responsible manner.

The Company is moving towards sustainable development by reducing the carbon emission and mitigating the adverse impacts on environment.

We endeavor to combat adverse climate change by transitioning to a low carbon emission and thereby reduction in carbon footprint and taking the required initiatives to monitor and reduce energy consumption. We implement various guidelines and recommendations made by the government authorities and the plastic trade organization which aims at sustainable business practices for our industry

8.	Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	DIN: 00013206 Name: Mr. Jayant Chheda Designation: Chairman and Managing Director								
9.	Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Yes. Corporate Responsibility Committee of the Board								

10.	Details of Review of NGRBCs by the Company:																		
	Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other - please specify)								
		P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
	Performance against above policies and follow up action	Y	Y	Y	Y	Y	Y	Y	Y	Y	As and when required								
	Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	Compliance with various laws is verified by Independent Agencies / Bodies and necessary corrective actions taken. During the year under review no major non-compliances are reported to the Board									Annually								
11.	Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.										P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
											Yes. ISO 45001:2018 certification by TUV Rheinland _for all its Manufacturing units and offices								

12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:

Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
The entity does not consider the Principles material to its business (Yes/No)									
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	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.								
The entity does not have the financial or/human and technical resources available for the task (Yes/No)	Yes. the company has necessary managerial resources to address any issues when this principle becomes important/relevant.								
It is planned to be done in the next financial year (Yes/No)	No								
Any other reason (please specify)	-								

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE'

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as "Essential" and "Leadership". While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

PRINCIPLE 1 Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

Segment	Total number of Training and awareness programmes held	Topics / principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	1	9 Principles of BRSR, Corporate Governance, Business Highlights, Industry Overview, Leadership and Innovation, ESG, Branding, Channel Engagement Activities, Stakeholder's Value Creation, Industry Outlook	100%
Key Managerial Personnel	2	9 Principles of BRSR, Corporate Governance, POSH, Regulatory Updates, amendments in Listing Regulations, Companies Act, 2013 and SEBI consultation paper.	100%
Employees other than BoD and KMPs	70	Certified Behavioural Event Interviewing Expert, Certified Talent Acquisition Ready, Communicating with impact, Leadership workshop for state heads, Learning Mission On Manufacturing Excellence, Team Building and Cohesive working, The Company conducts multiple trainings & orientation sessions for employees, that includes POSH, Choosing Health sessions, Induction program for new recruits	100%
Workers	99	Health and Safety trainings, Anti-corruption and bribery topics, Prevention of Sexual Harassment topics, Energy efficiency, etc.	82%

PPFL conducted an orientation and familiarization program for its Board of Directors and KMPs, comprising of matters including key regulatory changes in the corporate laws in India covering the amendments in Listing Regulations, Companies Act, 2013 and SEBI consultation paper. The details of familiarization program are posted at the Company's website <https://www.princepipes.com/investors/corporate-governance/policies>. The Statutory Auditors of the Company also conduct a session for the Audit Committee to showcase latest legal updates on financial matters like CARO, etc.

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

	Monetary				
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine	NIL	-	-	-	-
Settlement	NIL	-	-	-	-
Compounding fee	NIL	-	-	-	-

	Non-Monetary			
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment	NIL	-	-	-
Punishment	NIL	-	-	-

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details **Name of the regulatory/ enforcement agencies/ judicial institutions**

Not Applicable

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

The Company has in place a Code of Conduct for Suppliers and a Code of Conduct for Directors and Senior Management which adequately cover anti-corruption, anti-bribery policy and ethical manner of conduct of business. The detailed policy is available on the following weblinks:-

<https://www.princepipes.com/pdf/2.-CODE-OF-CONDUCT-FOR-DIRECTORS-AND-SENIOR-MANAGEMENT.pdf>

<https://www.princepipes.com/pdf/C-Supplier-Code-of-Conduct.pdf>

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Directors	0	0
KMPs	0	0
Employees	0	0
Workers	0	0

6. Details of complaints with regard to conflict of interest:

	FY 2022-23 (Current Financial Year)		FY 2021-22 (Previous Financial Year)	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	0	0	0	0
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	0	0	0	0

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

Not Applicable

Leadership Indicators

1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year:

Total number of awareness programmes held	Topics / principles covered under the training	%age of value chain partners covered (by value of business done with such partners) under the awareness programmes
6450 Plumber Workshops, meets and retailer meets 145 factory visits	Manufacturing process, application of pipes and fittings, innovative ideas to improve the process efficiency, New product development and application	80%

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? **(Yes/No)** If Yes, provide details of the same.

Yes. The code of conduct for Board Members and Senior Management and the Supplier code of conduct covers in detail the concern of conflict of interest and Director's and Senior Management are annually required to comply with the code of conduct.

The code of conduct is uploaded on the website of the company and the link for the same is given below:

<https://www.princepipes.com/investors/corporate-governance/policies>

PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

	Current Financial Year	Previous Financial Year	Details of improvements in environmental and social impacts
R&D	NIL	NIL	NA
Capex	NIL	NIL	NA

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes)

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/technologies.

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

- b. If yes, what percentage of inputs were sourced sustainably?

More than 70% of the inputs, approximately, are sourced sustainably.

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste © Hazardous waste and (d) other waste.

Yes, the Company has in place a mechanism to recycle products and internal rejection. Approximately 99% 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 disposal of non-usable wastage. The Company also submits necessary returns on hazardous and other wastes as prescribed by the respective State Pollution Control Boards/ Committees for each of its plants.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards (PCB)? If not, provide steps taken to address the same.

Our waste collection plan is in line with the EPR plan submitted to Pollution Control Board and the Company ensures that all stipulations of the PCB are implemented and followed.

ISO 14001:2015 audit / certification(s) are also conducted periodically to ensure compliance.

Leadership Indicators

1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?

NIC Code	Name of Product / Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective / Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No) If yes, provide the web-link.
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The Company has 7 locations certified for ISO 14001:2015. All these locations carry out its environmental risk assessment w.r.t. life cycle perspective as per the requirement of the Environments Management Systems Standard.

2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.

Name of Product/Service	Description of the risk/concern	Action Taken
During the periodical environmental/social risk assessments no significant observations were made. The minor risk observations were timely identified and necessary action has been taken.		

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Indicate input material	Recycled or re-used input material to total material	
	FY 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year
Recycled in-house plastic waste generation	6.2%	6.5%

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

Benefits	FY 2022-23 Current Financial Year			FY : 2021-22 Previous Financial Year		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)	0	0	0	0	0	0
E - waste	0	0	0	0	0	0
Hazardous waste	0	0	0	0	0	0
Other waste	0	0	0	0	0	0

Note: The Company is committed to ensure that the environment is protected by adopting recognized methods of all waste products and adopts sustainable material wherever possible. As regards E-waste and Hazardous waste a mechanism is in place to safely disposed of such wastes by engaging the services of the registered agents for these purposes. The Company has a policy / procedure for reusing / recycling e-waste / hazardous waste that is generated during the respective products life cycle.

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category
NOT APPLICABLE	

PRINCIPLE 3 Businesses should respect and promote the well-being of all employees, including those in their value chains

Essential Indicators

1. a. Details of measures for the well-being of employees:

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent employees											
Male	881	881	100	881	100	0	0	881	100	0	0
Female	42	42	100	42	100	42	100	0	0	2	4.7619
Total	923	923	100	923	100	42	4.55	881	95.45	2	0.2167
Other than Permanent employees											
Male	0	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0	0
Total	0	0	0	0	0	0	0	0	0	0	0

b. Details of measures for the well-being of workers:

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent employees											
Male	826	822	99.51	822	99.51	0	0	412	49.879	0	0
Female	0	0	0	0	0	0	0	0	0	0	0
Total	826	822	99.51	822	99.51	0	0	412	49.879	0	0
Other than Permanent employees											
Male	1493	1493	100	1383	92.63	0	0	0	0	0	0
Female	107	107	100	107	100	99	92.52	0	0	0	0
Total	1600	1600	100	1490	93.125	99	6.1875	0	0	0	0

2. Details of retirement benefits, for Current FY and Previous Financial Year.

Benefits	FY : 2022-23 Current Financial Year			FY : 2021-22 Previous Financial Year		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	100%	Y	100%	100%	Y
Gratuity	100%	100%	Y	100%	100%	Y
ESI	7.70%	57.09%	Y	14.21%	56.18%	Y
Others – please specify Group Mediclaim	92.30%	42.91%	NA	85.79%	43.82%	NA

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

YES.

All our offices have been made accessible to accommodate employees and workers with disabilities, in accordance with the Rights of Persons with Disabilities Act, 2016. While in the manufacturing plants, workplace is suited to differently abled persons. We, at PPFL, promote an inclusive workplace to a diverse people from different culture and background of society meet. We strive towards providing an inclusive infrastructure that takes into consideration the demographics of our workforce. We assess all our premises and install ramps wherever feasible. We ensure differently abled persons do not face any issues. Above points are being certified after auditing by IGBC (INDIAN GREEN BUILDING COUNCIL) as per National Building Code-2005 for Our Chennai & Jaipur plant, which are IGBC Gold & Platinum rated factory building.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy. YES.

<https://www.princepipes.com/investors/corporate-governance/policies>

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	100%	100%	100%
Female	100%	100%	100%	100%
Total	100%	100%	100%	100%

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief. YES

	Yes/No <i>(If Yes, then give details of the mechanism in brief)</i>
Permanent Workers	<p>Yes, the Company has in place suitable mechanisms in the form of committees at various plant levels to timely address the grievances of our employees and workers.</p> <p>These include:</p> <ol style="list-style-type: none"> 1. Holding one on one meetings with the concern employee and with his respective reporting manager along with the HR personnel. 2. The Safety Committee task force are in place to quickly resolve grievances of employees and other workers. 3. The task force at various plant level ensures smooth production and resolution of any shop floor differences between Management and workers. 4. The respective plant level task forces also ensures that any complaint in the grievance box are attended quickly and settled amicably weekly. 5. The task force at each plant ensures that safety drills are held regularly and any grievance which endangers safety of employees / workers receives top most attention. 6. The Company's whistle blower policy ensures that the employees/ workers who avail this mechanism are not victimized and that the Chairman of the Audit Committee disposes of all such grievances expeditiously.
Other than Permanent Workers	
Permanent Employees	
Other than Permanent Employees	

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

	FY 2022-23 (Current Financial Year)			FY 2021-22 (Previous Financial Year)		
	Total employees/ workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D / C)
Total Permanent Employees	923	0	0	881	0	0
Male	881	0	0	842	0	0
Female	42	0	0	39	0	0
Permanent Workers	826	127	15.38	780	130	16.67
Male	826	127	0	780	130	16.67
Female	0	0	0	0	0	0

8. Details of training given to employees and workers:

Category	FY 2022-23 (Current Financial Year)					FY 2021-22 (Previous Financial Year)				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Male	446	176	39	144	32	452	157	35	122	27
Female	6	6	100	2	33	6	2	33	2	33
Total	452	182	40	146	32	458	159	35	124	27
Workers										
Male	811	377	46	178	22	760	243	32	149	20
Female	0	0	0	0	0	0	0	0	0	0
Total	811	377	46	178	22	760	243	32	149	20

9. Details of performance and career development reviews of employees and worker:

Category	FY 2022-23 (Current Financial Year)			FY 2021-22 (Previous Financial Year)		
	Total (A)	No.(B)	% (B/ A)	Total (C)	No. (D)	% (D / C)
Employees						
Male	905	788	87	862	782	91
Female	43	37	86	39	34	87
Total	948	825	87	901	816	91
Workers						
Male	839	839	100	760	760	100
Female	0	0	0	0	0	0
Total	839	839	100	760	760	100

10. Health and safety management system:

- a. Whether an occupational health and safety management system has been implemented by the entity? (Yes). If yes, the coverage such system?

The Company has ISO 45001:2018 certification by TUV Rheinland _for all its Plants. This certification not only minimizes risks to employees, visitors, and job workers on the premises but also leads to cost savings and reduces incidents Occupational health and safety management has always remained one of the priority for the Company. A dedicated senior management personnel has his KRA's (Key Responsibility Areas) to regularly monitor and implement best practices.

We have our EHS policy to ensure a safe and healthy working environment across all plants and offices. This policy includes clear instructions and safety protocols for all employees and workers to follow, preventing damage to life and property.

- b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

The Company has identified Hazard and routine / non routine risks. Our Company has successfully implemented HIRA & PTW providing a comprehensive approach to identify hazards, assess risks, implement control measures, ensure compliance, and drive continuous improvement. The Company ensures that routine and Hazardous risk analysis is reviewed at least once in a quarter. This approach helps the Company to identify safety issues in various manufacturing processes and have systems in place to regularly monitor compliances. The Company is satisfied with its approach to risk involved in manufacturing..

Identification of risk in Manufacturing Processes helps in avoiding accidents, injuries to workers and ensures safety. The Company ensures that the task force at various plant have regular safety drills and suggestions from employees / workmen is encouraged to consolidate the risk mitigation plan

The Company reviews its safety mechanism to ensure a healthy work environment which is aimed at minimum accidents.

All regulatory and trade related recommendations which address safety and health of employees / workers are implemented.

- c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y)

Yes, a complete procedure is laid down for workers to report their hazardous risks to their first level foreman / supervisor who in-turn regularly interact with the task force including the plant head to evaluate and implement such suggestions. Each plant has duly constituted a safety committee comprising of safety officer & 50:50 participation of staff/associates, who are responsible for their own work area hazards/risk.

- d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes)

Yes the Company provides health insurance to employees & their families and in case of workmen all health and safety protections covers under various statutory regulations are provided to workmen and their families.

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0
	Workers	0	2.13
Total recordable work-related injuries	Employees	0	0
	Workers	0	1
No. of fatalities	Employees	0	0
	Workers	0	0
High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	0	0

12. Describe the measures taken by the entity to ensure a safe and healthy work place.

- a) The Company provides suitable PPE's and other safety related equipments which will be specifically required while performing certain manufacturing activities and the supervisors are also given access to continuously monitor shop floor production with the installation of CCTVs cameras and access control to high-risk activities to only authorize workman. The Company has also successfully implemented automation at its Jaipur, Haridwar & Telangana locations to improve efficiency and ensure best manufacturing practices for safety.
- b) Provision of Personal Protective Equipment (PPE) while working

- c) Installation of a Fire Hydrant & sprinkler System to address fire-related risks.
- d) Availability of Emergency Assembly Area for safe gathering of individuals during emergencies.
- e) Accessible drinking water facilities and sanitation,
- f) CCTV cameras are installed to enhance physical security and surveillance within the premises.
- g) Availability of Standard Operating Procedures (SOPs) at work place
- h) Health and Safety Trainings and Mock Drills conducted periodically for awareness
- i) Monthly 5S and Safety Audits
- j) Effective Permit to Work (PTW) System
- k) Emergency Response Team list displayed digitally at gate

Note: The above initiatives are indicative and not exhaustive

13. Number of Complaints on the following made by employees and workers:

	FY 2022-23 Current Financial Year			FY 2021-22 Previous Financial Year		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	0	0		0	0	
Health & Safety	0	0		0	0	

14. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	All plants for ISO 45001 certification through TUV rheinland (100%)
Working Conditions	100%

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

The Company has ISO 45001, for all its manufacturing units and implements suggestions addressed at enhancing safety and risks involved in our product life cycle. The ISO 45001 audits are taken seriously by the Management and monitored to ensure concerns of any observations made by the ISO auditors.

Leadership Indicators

- Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y) (B) Workers (Y).

YES The Company provides Insurance covers and other social security assistance in the form of medical aid, hospitalization and all other statutory health covers to its employees and workmen across its spectrum of operations

- Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

The Company has periodical sales and other partner meets and regularly impresses its value chain partners to ensure that all statutory dues are not just deducted but also deposited timely. The sales head of the particular region periodically visits value chain partners and inter alia covers this point during the meets.

In the case of onboarding of new value chain partners, checks and balances are conducted to ensure that the incoming partner is compliant with all tax, labor and other statutory requirements including shops and establishment Act and other statutes.

- Provide the number of employees / workers having suffered high consequence work-related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year	FY 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year
Employees	0	0	0	0
Workers	0	1	0	0

- Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes)

YES, The Company ensures that appropriate assistance programs in the event of transitioning within the organization or retirement/termination of employees are provided in accordance with the approved HR policies. The respective employee / worker may be considered for an advisory role at the discretion of management. Furthermore, employees are eligible for gratuity or severance pay, which is determined based on their length of service with the company.

- Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	NIL during the year*
Working Conditions	NIL* during the year*

*The Company ensures that appointment of value chain partners are approved after a 360 degree verification process which ensures that health and safety practices including hygienic working conditions are provided to all value chain partners employees including customer who visit their premises.

- Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.

During our periodical sales and distributor meets which include visits to value chain partners' premises, no instance of significant risk or concerns regarding health, safety practices and working conditions were observed.

PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders

- Describe the processes for identifying key stakeholder groups of the entity.

The key stakeholders identified by the company are its various end users, suppliers, distributors, employees, shareholders, Government, regulatory & statutory bodies, auditors, bankers and technology Partners.

The Company has an in-house process for identification of key stakeholders. The Stakeholders engagement with the company is an ongoing process and it is the endeavour of the Company to build and maintain long term sustainable relationships with the stakeholders keeping the expectations and the objectives of the company in mind.

- List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others - please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Employees	No	Emails, Notices and other communication mechanisms	Weekly and event specific	Regular update on engagement with the Company
Shareholders / Investors	No	Emails, Newspaper, Advertisement, website of the Company and Stock Exchanges and General Meetings	Quarterly and event specific	Communicating Quarterly/ Half Yearly/ Yearly Results, sending Annual Reports and Notice for General Meetings
Suppliers & Distributors	No	Emails, personal and telephonic meetings	As and when required	Purchase orders, Sales orders, Advertisements, Conference meets
Product end users	No	All types of digital and other marketing channels	Frequently	To enhance sales
Government agencies	No	Email, personal meetings, Con-calls, videoconference	As and when required	Filing of returns, seeking of approvals

Leadership Indicators

- Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

We organise regular meetings of the Managing Director, Whole-Time Directors and Senior Management with various Stakeholders. The Company strives to understand the requirement and expectations of the Stakeholders on Environmental, Social and Governance (ESG) concerns, which enables the Company to enhance stakeholder value.

2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

Yes. The stakeholder consultation is used to support the identification and management of environmental, and social topics affecting the Company. The formulation of the Company Policies pertaining to Environment and Social have been a result of continuous interactions with the Government Regulatory Authorities, Distributors, Suppliers and the local community.

3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.

The Company continuously engages with its vulnerable stakeholders which constitute workmen in critical operations specially those functions which require long hours of work with chemicals and other equipment's.

These stakeholders are regularly updated by new technologies, safety measures and by latest techniques developed by the industry and trade boards to address such risk. The Company also is committed to spend an allotted budget to help improve the lives of people and communities living in the vicinity of its manufacturing units.

Various welfare measures, directly and indirectly are supported by the Company as an ongoing process in the field of healthcare, education, conservation of environment and upliftment of poor sections of the society.

PRINCIPLE 5 Businesses should respect and promote human rights

Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 2022-23 Current Financial Year			FY 2021-22 Previous Financial Year		
	Total (A)	No. of employees / workers covered (B)	%(B/A)	Total (C)	No. of employees / workers covered (D)	%(D/C)
Employees						
Permanent	452	65	14	458	26	6
Other than permanent	0	0	0	0	0	0
Total Employees	452	65	14	458	26	6
Workers						
Permanent	811	19	2	760	30	4
Other than permanent	0	0	0	0	0	0
Total Workers	811	19	2	760	30	4

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2022-23 Current Financial Year					FY 2021-22 Previous Financial Year				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
<i>Permanent</i>										
Male	877	0	0	877	100	872	0	0	872	100
Female	42	0	0	42	100	40	0	0	40	100
<i>Other than Permanent</i>										
Male	1	0	0	1	100	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0
Workers										
<i>Permanent</i>										
Male	811	0	0	811	100	760	0	0	760	100
Female	0	0	0	0	0	0	0	0	0	0
<i>Other than Permanent</i>										
Male	1493	1205	81	288	19	1251	1013	81	238	19
Female	107	107	100	0	0	93	93		0	0

3. Details of remuneration/salary/wages, in the following format:

	Male		Female	
	Number	Median remuneration/salary/ wages of respective category	Number	Median remuneration/salary/ wages of respective category
Board of Directors (BoD)	3	23567400	0	0
Key Managerial Personnel	2	6893700	0	0
Employees other than BoD and KMP	877	570600	42	737698
Workers	813	219854	0	0

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? **(Yes)**

Our Human Rights policy adequately addresses the above. Periodical evaluations and reviews are conducted for the same.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

Our robust internal Human Rights redressal mechanism which is covered in our Human Rights policy ensures timely redressal of any grievance raised and also has an in-built process at different levels

6. Number of Complaints on the following made by employees and workers:

	FY 2022-23 Current Financial Year			FY 2021-22 Previous Financial Year		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	0	0	0	0	0	0
Discrimination at workplace	0	0	0	0	0	0
Child Labour	0	0	0	0	0	0
Forced Labour/Involuntary Labour	0	0	0	0	0	0
Wages	0	0	0	0	0	0
Other human rights related issues	0	0	0	0	0	0

7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.
The Company has a robust mechanism to prevent victimization of complainants and for prevention of discrimination and harassment of the complainants during investigation as well as after the necessary corrective action has been taken as a part of the policies of the Company. The Board Committee independently reviews the effectiveness of this mechanism periodically.

8. Do human rights requirements form part of your business agreements and contracts?

(Yes)

Yes. The Company is committed to preservation and protection of human rights and the human rights requirements generally form part of business agreements and contracts.

9. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100%
Forced/involuntary labour	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%
Others – please specify	100%

10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.

No significant risks/concerns were identified/observed from the above assessments.

Leadership Indicators

1. Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.

As our mechanism for human rights protection has worked positively no further modifications were done by the Company after the annual review. The Company continues to give adequate coverage to human rights in all its general communications to its employees/workmen.

2. Details of the scope and coverage of any Human rights due-diligence conducted.

Our human rights policy encourages human rights and has an in-built mechanism to evaluate the effectiveness of this policy annually.

3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

Yes. Our Company encourages the policy of having an inclusive recruitment framework. Necessary facilities are provided both for approaching work place and use of washrooms.

4. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Sexual Harassment	0%
Discrimination at workplace	0%
Child Labour	0%
Forced Labour/Involuntary Labour	0%
Wages	0%
Others – please specify	0%

Note - During the financial year 2022-23 no such assessment was undertaken however the Company plans to undertake independent reviews of selective partners based on the turnover of the partners.

5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.

Not Applicable

as no such assessment was undertaken during the financial year 2022-23

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

Essential Indicators

1. Details of total energy consumption (in KWH or multiples) and energy intensity, in the following format:

Parameter	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Total electricity consumption (A)	66741845KWH	57818643KWH
Total fuel consumption (B) Petrol/Diesel/LPG/PNG	2392539KWH	2099052KWH
Energy consumption through other sources (C)	13730530KWH	10980833KWH
Total energy consumption (A+B+C)	82864914KWH	70898528KWH
Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees)	0.003KWH/Rs	0.00267KWH/Rs
Energy intensity (optional) – the relevant metric may be selected by the entity	0.552KWH/Kg	0.536KWH/Kg

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes. The Company has a ISO 50001:2018 certificate issued by TUV Rheinland and the audit for this certification is undertaken annually. Further the Company also has a process in place to have half yearly internal assessments to monitor and ensure effective energy management within the organization.

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

No. Presently none of the Company's sites/facilities are covered under the PAT scheme of the Government of India.

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Water withdrawal by source (in kilolitres)		
(i) Surface water	0	0
(ii) Groundwater	97090KL	84315KL
(iii) Third part Water	5475KL	5300KL
(iv) Seawater / desalinated water	0	0
(v) Others	0	0
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	102565KL	89615KL
Total volume of water consumption (in kilolitres)	102565KL	89615KL
Water intensity per rupee of turnover (Water consumed / turnover)	0.0038 LTR/RS	0.0034 LTR/RS
Water intensity (optional) - the relevant metric may be selected by the entity	0.69LTR/KG	0.72LTR/Kg

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

YES. Independent assessment has been carried out by the - Central Ground Water Board

4. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

YES. Our Company has an effective mechanism in place for Zero Liquid Discharge. All the plants of our Company are being certified as zero liquid discharge by the concerned authorities.

All the suggestions from the concerned authorities are implemented and use of the latest technology is undertaken to ensure Zero Liquid Discharge. All our Plants are equipped with sewage Treatment Plant & Water is treated before use for gardening and other permitted uses.

5. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
NOx	µg/m ³	21	25
SOx	µg/m ³	6	6
Particulate matter (PM)	µg/m ³	91	85
Persistent organic pollutants (POP)	NIL	NIL	NIL
Volatile organic compounds (VOC)	NIL	NIL	NIL
Hazardous air pollutants (HAP)	NIL	NIL	NIL
Others - please specify	NIL	NIL	NIL

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

NO

6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	<i>Metric tonnes of CO₂ equivalent</i>	752	572
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	<i>Metric tonnes of CO₂ equivalent</i>	56731	49146
Total Scope 1 and Scope 2 emissions per rupee of turnover	Gram Per Rs.	2.12 g/Rs.	1.87 g/Rs49718
Total Scope 1 and Scope 2 emission intensity (<i>optional</i>) - the relevant metric may be selected by the entity	Gram Per Rs.	0.394kg CO ₂ /Kg production	0.387kg CO ₂ /Kg production

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No. However, the Company has plans to appoint an external agency to conduct an audit on greenhouse gas emissions in the near future.

7. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

Our Company has a well-defined and comprehensive Energy Policy focused on procuring advanced energy-efficient equipment(s) such as injection moulding, extruders, and utility equipment(s) including chillers, compressors, vacuum pumps, and water pumps.

Further, our Company consistently strives to enhance our energy efficiency performance and has also substituted fossil fuels with wind/solar/PNG/LPG in our manufacturing activities. Our Company upgraded our HT power infrastructure from mixed consumer to express feeder at all our facilities to optimize DG Run Hours. Our Company closely monitors the energy performance of all our units. All our facilities have been certified for ISO-50001:2-18 EnMS (Energy Management System) to monitor energy efficiency.

Our Company demonstrated a strong commitment to solar energy by significantly expanding our own rooftop solar PV capacity at all facilities. The Company scaled up its solar capacity to 8.4MWP (MegaWatt peak). Resulting in reducing our carbon footprint and contributing to a more sustainable future, 17% of our energy requirement fulfilling through renewable sources-Solar & wind.

8. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Total Waste generated (in metric tonnes)		
Plastic waste (A)	10,800	8,720
E-waste (B)	0	0
Bio-medical waste (C)	0	0
Construction and demolition waste (D)	0	0
Battery waste (E)	5	3
Radioactive waste (F)	0	0
Other Hazardous waste. Please specify, if any. (G)	13.86	5.08
Other Non-hazardous waste generated (H). <i>Please specify</i> , if any. (Break-up by composition i.e. by materials relevant to the sector)	1.251	2.05
Total (A+B + C + D + E + F + G + H)	10,815.111	8,727.13
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	9,986	8,120
(ii) Re-used	801	571
(iii) Other recovery operations	0	0
Total	10,787	8691
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	0	0
(ii) Landfilling	0	0
(iii) Other disposal operations	28.111	36.13
Total	28.111	36.13

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. - NO

9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

Our Company strives to adopt the best and the most effective waste management practices in all its establishments to ensure that hazardous and toxic chemicals are used to the minimal possible extent. The Company is conscious of the environment, climate change and deploys sustainable materials wherever available and possible. Our Company recycles all our plastic wastes within our manufacturing units which is a significant step towards sustainable waste management. Further, by utilizing grinders, shredders, pulverizes & granulators our Company processes and reuses plastic wastes, reducing the need for virgin plastic material and minimizing the environmental impact associated with plastic disposal. Our Company also disposes all its hazardous wastes like e-waste, battery waste, spent oil through PCB authorized vendors.

10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

The Company is sensitive to the surrounding areas in which it operates and it is ensured that the negative impact of the Company's operations on the surrounding areas is minimal. Our Company does not have any plants or offices located in/around ecologically sensitive areas. It is ensured that the necessary permissions and approvals from the respective pollution control boards is obtained/renewed timely.

S. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
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Not Applicable Since our Company does not have any operations / offices in / around ecologically sensitive areas.

11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
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NOT APPLICABLE Since our Company has not undertaken any projects that require an Environmental Impact Assessment (EIA).

12. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

YES. Our Company is fully Compliant with the applicable environmental laws, regulations and guidelines in India.

S. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non- compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
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Not Applicable

Leadership Indicators

1. Provide break-up of the total energy consumed (in KWH or multiples) from renewable and non-renewable sources, in the following format:

Parameter	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
From renewable sources		
Total electricity consumption (A)	13730530KWH	10980833KWH
Total fuel consumption (B)	0	0
Energy consumption through other sources (c)	0	0-
Total energy consumed from renewable sources (A+B+C)	13730530KWH	10980833KWH
From non-renewable sources		
Total electricity consumption (D)	66741845KWH	57818643KWH
Total fuel consumption (E)	2392539KWH	2099052KWH
Energy consumption through other sources (F)	0	0
Total energy consumed from non-renewable sources (D+E+F)	69134384KWH	59917695KWH

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes. Audited & Certified by TUV Rheinland for ISO 50001:2018

2. Provide the following details related to water discharged: Zero discharge

Parameter	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water		
- No treatment	0	0
- With treatment - please specify level of treatment	0	0
(ii) To Groundwater		
- No treatment	0	0
- With treatment - please specify level of treatment	0	0
(iii) To Seawater		
- No treatment	0	0
- With treatment - please specify level of treatment	0	0
(iv) Sent to third-parties		
- No treatment	0	0
- With treatment - please specify level of treatment	0	0
(v) Others		
- No treatment	0	0
- With treatment - please specify level of treatment	0	0
Total water discharged (in kilolitres)	0	0

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. - NO

3. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):

None of the facilities or plants of the Company are located on areas of water stress.

For each facility / plant located in areas of water stress, provide the following information:

- (i) Name of the area : Not Applicable
- (ii) Nature of operations : Not Applicable
- (iii) Water withdrawal, consumption and discharge in the following format: Not Applicable

Parameter	FY 2022-23	FY 2021-22
Water withdrawal by source (in kilolitres)		
(i) Surface water	0	0
(ii) Groundwater	0	0
(iii) Third party water	0	0
(iv) Seawater / desalinated water	0	0
(v) Others	0	0
Total volume of water withdrawal (in kilolitres)	0	0
Total volume of water consumption (in kilolitres)	0	0
Water intensity per rupee of turnover (Water consumed / turnover)	0	0
Water intensity (optional) - the relevant metric may be selected by the entity	0	0
Water discharge by destination and level of treatment (in kilolitres)		
(i) Into Surface water		
- No treatment	0	0
- With treatment -please specify level of treatment	0	0
(ii) Into Groundwater		
- No treatment	0	0
- With treatment -please specify level of treatment	0	0
iii) Into Seawater		
- No treatment	0	0
- With treatment -please specify level of treatment	0	0
(iv) Sent to third-parties		
- No treatment	0	0
- With treatment -please specify level of treatment	0	0
(v) Others		
- No treatment	0	0
- With treatment -please specify level of treatment	0	0
Total water discharged (in kilolitres)	0	0

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

4. Please provide details of total Scope 3 emissions & its intensity, in the following format:

Parameter	Unit	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Total Scope 3 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	<i>Metric tonnes of CO₂ equivalent</i>	The Computation process has begun and the details will be available in due course.	
Total Scope 3 emissions per rupee of turnover			
Total Scope 3 emission intensity (<i>optional</i>) - the relevant metric may be selected by the entity			

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

5. With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.

The Company does not have any plants/offices/units in ecologically sensitive areas

6. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

Sr. No	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
1.	Installation of rooftop solar panels	1. Solar Rooftop Installed at Below Plants PPA- 0.840 MWp DC PPH- 2.050 MWp DC PPJ- 1.0 MWp DC PPD- 1.420 MWp DC PPT- 2.340 MWp DC 2. Project In progress. PPC- 0.70 MWp DC.	Total Renewable Power Capacity – 8.4 MWp DC in Plant (PPFL)
2.	Maintaining Zero Liquid Discharge	Installed Cumulative 205 KLD STP at all plants	Utilised the treated water for gardening.
3.	Installation of energy saving equipments at all manufacturing units/offices	1. Purchased Energy Efficient Equipment 2. IE3/IE4 Motor for all our equipment 3. Replacing less output machines with high output	Per Kg Energy consumption reduced
4.	Wind Energy	Captive Wind Generation at below Plants Kolhapur Plant (PPK) Chennai Plant (PPC)	PPK- 15 Lakhs Units Per Year PPC- 80 Lakhs Units Per Year

7. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.

Yes, The Company has designed a business continuity and disaster management plan. The aforesaid plan adequately addresses the procedures and processes to ensure seamless production and loss of market share in the event of any disruptions like cloud burst, floods, earthquakes. High level management team is trained and periodically updated on any new upgradation of technology adopted in the event of any disruptions. The disaster management plan also ensures no loss of Information Technology data and sensitive production and manufacturing processes of the Company.

8. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.

The Company is committed to improving climate change and is sensitive to the environment. It is with this background that the Company has got ISO 14001:2015 (Environment Management System), ISO 50001:2018 (Energy Management System).

Annual audits are conducted by international independent agencies and all observations/improvement recommendations are taken seriously by the management and implemented within the planned time frame.

All the suggestions, specially those aimed at enhancing sustainable practices are also communicated to the value chain partners and they are impressed upon to adopt such practices.

9. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

Our Company has taken initiatives to roll out an implementable plan that will cover value chain partners in phases depending on their respective financial muscle, business potential and other relevant factors to ensure that synergies are integrated for our business partners.

PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential Indicators

1. a. Number of affiliations with trade and industry chambers/ associations.

The Company is a member of 2 (Two) trade organizations.

- b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1.	OPPI: Organisation of Plastic Processors of India	National
2.	JITO: Jain International Trade Organisation	International

2. Provide details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of authority	Brief of the case	Corrective action taken
Not Applicable		

Leadership Indicators

Not Applicable as the Company has not directly advocated any public policy during the financial year 2022-23

1. Details of public policy positions advocated by the entity:

S. No.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually/ Half yearly/ Quarterly / Others - please specify)	Web Link, if available

Our Company is regularly required to interact with various government offices including policy decision makers at various state and central government offices. The Company actively participates and is adequately represented through Organisation of Plastic Processors of India and Jain International Trade Organisation.

Our Company's suggestions to the aforesaid two trade organizations are generally made at industry meetings to enhance productivity, embrace clean and renewable energy sources and ensuring sustainable manufacturing processes keeping the environment in mind.

PRINCIPLE 8 Businesses should promote inclusive growth and equitable development

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

During the financial year 2022-23, the Company has not initiated any independent Social Impact Assessment. Being a progressive minded organization, we are gearing up to undertake Social Impact Assessment in a phased and methodical manner.

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant web link
Not Applicable					

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
Not Applicable						

All our plants are located in areas which have not been affected by any circumstances which necessitate Rehabilitation and Resettlement

3. Describe the mechanisms to receive and redress grievances of the community.

Our Company is receptive and engages with the community surrounding and across our manufacturing units. Various programs are held to support communities in the form of Blood Donation and medical camps and in celebration of national events like Independence Day, Republic Day, etc.

The task force head at each unit/plant periodically interacts with the concerned government officials to ensure our policy of encouraging inclusive growth and proactively addressing grievances of the local communities.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year
Directly sourced from MSMEs/ small producers	9%	7%
Sourced directly from within the district and neighboring districts	The Company always ensures best quality of input raw material which is generally not available in districts and neighboring districts.	

Leadership Indicators

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

Details of negative social impact identified	Corrective action taken
Not Applicable	

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

S. No.	State	Aspirational District	Amount spent (In INR)
1.	Maharashtra	Mumbai	11
2.	Gujarat	Kutch	4.1
3.	Gujarat	Mandvi-Kutch	2.95
4.	Rajasthan	Bhilwara	24.5
TOTAL			42.56

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups?

Presently our Company does not have a preferential procurement policy.

- (b) From which marginalized /vulnerable groups do you procure?

Not Applicable

- (c) What percentage of total procurement (by value) does it constitute?

Not Applicable

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:

PATENT/TRADEMARK

S. No.	Intellectual Property based on traditional knowledge	Owned/ Acquired (Yes/No)	Benefit shared (Yes/No)	Basis calculating benefit share
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The Company owns registered patents and trademark created over the last few decades and have also acquired the trademark "Trubore" after its acquisition of Chennai plant in the year 2012.

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

Name of authority	Brief of the Case	Corrective action taken
	Not Applicable	

6. Details of beneficiaries of CSR Projects:

S. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
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All our CSR initiatives during the financial year 2022-23 are aimed at providing social benefits to the marginalized and vulnerable groups in our society. Details of CSR activities forms part of this Annual Report.

PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

Our Company has a well-defined mechanism to address and resolve Customer complaints. The complaints received are collated by a responsible dedicated officer. The Area Marketing head gives the feedback of the complaints to the respective product manufacturing head. A dedicated toll-free customer care number of the Company is available on the website and on the packing of the material/product. All complaints are periodically reviewed to ensure customer satisfaction and a replacement or refund is initiated to the aggrieved customer

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

	As a percentage to total turnover
Environmental and social parameters relevant to the product	100%
Instructions for safe and responsible end use of products including assembly where ever required	100%
Recycling of packing material	100%
Environmental concerns, if any	100%

3. Number of consumer complaints in respect of the following:

	FY 2022-23 (Current Financial Year)		Remarks	FY 2021-22 (Previous Financial Year)		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	0	0		0	0	
Advertising	0	0		0	0	
Cyber-security	0	0		0	0	
Delivery of essential services	0	0		0	0	
Restrictive Trade Practices	0	0		0	0	
Unfair Trade Practices	0	0		0	0	

4. Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary Recalls	0	0
Forced Recalls	0	0

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

Yes. (The policy is available on <https://www.princepipes.com/investors/corporate-governance/policies>)

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

No such instances during the financial year 2022-23.

Leadership Indicators

1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).

The Company provides information about the product and services through its Website, News Paper /TV advertisements and digital marketing channels. Primary source of the information is our corporate website which can be accessed on <https://www.princepipes.com/>. Regular sales meet, distributors and retailers meets are held for each geographical location and new product/ product innovations are made aware to the respective channel partners.

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.

Information regarding usage of product and end use applications are given in the respective Product catalogue, Website of the Company and the interactive digital marketing channels The information on proper usage of Industrial and construction products is provided with live demonstrations to end users periodically.

3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.

The Company's products currently are not classified as essential services hence Not Applicable

4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No) YES

Our Company ensures continuous engagement with customers to enhance customer satisfaction and product utility. Regular interface on a continuous basis by our channel partners and our sales force and any queries/concerns are addressed effectively.

5. The customer care number of the Company is 18001028307 and the email id on which customers may address their concerns is info@princepipes.com
6. Provide the following information relating to data breaches:
- a. Number of instances of data breaches along-with impact: NIL for financial year 2022-23
 - b. Percentage of data breaches involving personally identifiable information of customers: NIL for financial year 2022-23

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 2023, 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 2023, 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. <p>We have compared the historical trend of discounts and incentives to provisions made to assess the current year accruals.</p>

Key Audit Matters	How the matter was addressed in our Audit
<p>Comprehensive coverage and valuation of inventories</p> <ul style="list-style-type: none"> ❖ Inventories constitute significant portion of current assets of the Company as at 31st March 2023. Further, the inventories are lying at various locations including at third party premises. Considering the overall amounts involved, inventory existence and its valuation is considered as key audit matter. 	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> ❖ Assessment of the design, implementation and operational effectiveness of the relevant controls in place in the inventory management and measurement process ❖ Review of outcome of physical verification of inventories undertaken by the Company across the locations including goods in transit and its impact on inventory valuation. ❖ Evaluation of the inventory costing methodology and valuation policy established by the management, including compliance with Ind AS 2 Inventories,

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 and Sustainability Reporting, 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.

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 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2023 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 5(a), 5(b) and 34(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 52 of Ind AS financial statement.
- v. As started in note 47 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 Board of Directors of the Company have not proposed final dividend for the year.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from 1st April 2023 and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended 31st March 2023.

For **N. A. Shah Associates LLP**
Chartered Accountants
Firm Registration Number: 116560W/W100149

Milan Mody
Partner
Membership No.103286
UDIN: 23103286BGPZMF1294

Place: Mumbai
Date: 25th May 2023

Annexure I to the Independent Auditors' Report for the year ended 31st March 2023

(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 (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) 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) In our opinion and according to the information and explanations given to us, no proceedings have been initiated or are pending against the Company as at 31st March 2023 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 unaudited books of account as at quarter end	Amount as reported in the quarterly statement	Amount of difference	Reason for material discrepancies
30-Sep-2022	Inventory and trade receivables	7,620.00	7,773.58	153.58	Quarterly closing entries and provisions
31-Dec 2022		7,729.78	7,962.45	232.67	

- (iii) In our opinion and according to the information and explanations given to us, during the year the Company has made investments and given guarantee to banks (sanction limit of Rs. 2,350 million) with respect to financing facility availed by the customers which is fully released during the year and balance outstanding at the balance sheet date of such guarantee is Nil. In our opinion, investments made and terms and conditions of guarantee given by the Company during the year are not prejudicial to the Company's interest. Apart from above, during the year, there are no other investments in, 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. Accordingly, no further comments are required on paragraph 3(iii) (c to f) of the Order.
- (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 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 made 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 provident fund, employees' state insurance, income-tax, goods and services tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues, as applicable to the Company, during the year with the appropriate authorities except unpaid provident fund contribution of Rs. 1.5 million which will be paid off on linking of aadhar number of certain employees with the provident fund portal and professional tax Rs. 0.007 million which is unpaid on account of pending registration. Our opinion is not modified in respect of this matter. Other than above, there are no undisputed statutory dues payable in respect to above statutes, outstanding as at 31st March, 2023, for a period of more than six months from the date they became payable.
- (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, 2023 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	
		3.34	A.Y. 2007-08	
		2.00	A.Y. 2005-06	ITAT (Appeals), Mumbai
		0.00*	A.Y. 2012-13	ITAT (Appeals), Mumbai
		7.76	A.Y. 2014-15	DCIT, Mumbai
		1.94	A.Y. 2015-16	IT Officer (CPC)
		16.37	A.Y. 2021-22	CIT (Appeals) - Delhi

Name of statutes	Nature of dues	Amount (Rs.) in Millions	Period to which it relates	Forum where dispute is pending
Sales Tax, Value Added Tax Laws and GST	Non-submission of C-Form / J1 J2	2.4	F.Y. 2016-17	Joint Commissioner of State Tax (Maharashtra)
		1.38	F.Y. 2016-17	Joint Commissioner of State Tax (Maharashtra)
	Unpaid Vat	1.52	F.Y. 2010-11	Gujrat Sales Tax Dept
	GST and Penalty	3.85	2017-18 to 2019-20	Chennai Appeals II - Commissionerate
	GST and Penalty	1.26	2017-18 to 2019-20	Company is in the process of filing appeal
Central Excise Act,1944	Non-Payment of Duty	0.38	A.Y. 2008-09	Assistant Commissioner of CEC
Central Excise Act,1944	Penalty	60.85	May 2015 to June 2017	Commissioner Appeals (Central Excise)

* 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:
- During the year the Company has not raised any money by way of public offer or further public offer (including debt instruments). Therefore, reporting under clause (x)(a) of paragraph 3 of the order is not applicable to the Company.
 - 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.
- (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.
- (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

Milan Mody

Partner

Membership number: 103286

UDIN:23103286BGPZMF1294

Place: Mumbai

Date: 25th May 2023

Annexure “II” to Independent Auditor’s Report for the year ended 31st March, 2023

[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 2023, 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, 2023, 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

Milan Mody

Partner

Membership number: 103286

UDIN: 23103286BGPZMF1294

Place: Mumbai

Date: 25th May 2023

Balance Sheet

as at 31st March, 2023

Rs. in million

Particulars	Note No	As at 31-03-2023	As at 31-03-2022
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	5	6,749.69	6,415.42
Capital Work in Progress	5	190.33	222.95
Right-of-Use Assets	5	45.54	14.63
Goodwill	5	2.96	2.96
Other Intangible Assets	5	7.51	23.03
Intangible Assets under development	5	45.27	2.60
Financial Assets			
Investments	6	2.90	16.87
Other Financial Assets	8	86.93	76.62
Other Non-Current Assets	9	159.00	348.14
Total Non-Current Assets		7,290.13	7,123.23
Current Assets			
Inventories	10	4,256.45	6,188.11
Financial Assets			
Investments	6	916.96	100.43
Trade Receivables	11	4,150.24	4,346.17
Cash and Cash Equivalents	12	1,214.65	316.12
Other Balances with Banks	13	29.41	270.24
Loans	7	4.77	5.48
Other Financial Assets	8	27.77	104.58
Other Current Assets	9	651.52	936.03
		11,251.77	12,267.16
Total Current Assets		11,251.77	12,267.16
Total Assets		18,541.90	19,390.39
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	14	1,105.61	1,105.61
Other Equity		12,534.03	11,547.08
Total Equity		13,639.64	12,652.69
Liabilities			
Non-Current Liabilities			
Financial Liabilities			
Lease Liabilities	17	30.73	-
Provisions	18	137.69	126.95
Deferred Tax Liabilities (Net)	19	136.58	122.80
Total Non-Current Liabilities		305.00	249.75

Balance Sheet

as at 31st March, 2023

Rs. in million

Particulars	Note No	As at 31-03-2023	As at 31-03-2022
Current Liabilities			
Financial Liabilities			
Borrowings	15	581.34	1,500.00
Lease Liabilities	17	16.65	19.28
Trade Payables			
Outstanding to Micro and Small Enterprises	20	334.94	476.03
Other than Micro and Small Enterprises	20	2,867.01	3,509.72
Other Financial Liabilities	16	404.17	507.35
Provisions	18	19.54	22.00
Current Tax Liabilities	21	169.54	148.82
Other Liabilities	22	204.07	304.75
Total Current Liabilities		4,597.26	6,487.95
Total Liabilities		4,902.26	6,737.70
Total Equity and Liabilities		18,541.90	19,390.39
Notes to the financial statements	1 to 53		

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

Milan Mody

Partner
Membership No. 103286

Place: Mumbai
Date: 25.05.2023

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: 25.05.2023

Parag J. Chheda
Director
(DIN No : 00013222)

Shailesh K. Bhaskar
Company Secretary

Statement of Profit and Loss

For The Year Ended 31st March, 2023

Rs. in million

Particulars	Note No	For year ended 31-03-2023	For year ended 31-03-2022
REVENUE			
Revenue from Operations	23	27,108.71	26,568.32
Other Income	24	85.50	54.71
Total Revenue		27,194.21	26,623.03
EXPENSES			
Cost of Materials Consumed	25	19,790.07	19,127.98
Purchase of Stock-in-Trade	26	785.91	670.10
Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	27	345.95	(883.19)
Employee Benefit Expense	28	1,160.51	1,162.11
Finance Cost	29	110.13	139.04
Depreciation and Amortization Expenses	5	830.11	703.07
Other Expenses	30	2,523.12	2,335.21
Total Expenses		25,545.80	23,254.32
Profit before tax		1,648.41	3,368.71
Current tax		420.07	891.35
Deferred tax		15.84	(10.94)
(Excess) / Short Provision for tax adjustments in respect of earlier years (Net)		(1.71)	(5.73)
Total Tax Expense		434.20	874.68
Profit for the year		1,214.21	2,494.03
Other Comprehensive Income			
Items that will not be reclassified to Profit or Loss		(8.20)	2.56
Income tax relating to items that will not be reclassified to profit or loss		2.06	(0.64)
Total Other Comprehensive Income		(6.14)	1.92
Total Comprehensive Income for the year		1,208.06	2,495.95
Earning per equity share in Rs. (Face Value per Share Rs 10 each)			
Basic (in Rs.)	40	10.98	22.62
Diluted (in Rs.)		10.98	22.62
Notes to the financial statements	1 to 53		

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

Milan Mody

Partner
Membership No. 103286

Jayant S. Chheda
Managing Director
(DIN No : 00013206)

Shyam K. Sharda
Chief Financial Officer

Parag J. Chheda
Director
(DIN No : 00013222)

Shailesh K. Bhaskar
Company Secretary

Place: Mumbai
Date: 25.05.2023

Place: Mumbai
Date: 25.05.2023

Cash Flow Statement

For The Year Ended 31st March, 2023

Rs. in million

Particulars	Year Ended 31-03-2023	Year Ended 31-03-2022
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/ (Loss) Before Tax	1,648.41	3,368.71
Adjustments for:		
Depreciation and Amortisation Expenses	830.11	703.07
Provision for Gratuity and Leave Encashment	0.08	15.36
Interest expenses	102.40	122.81
Interest Received	(47.58)	(45.59)
Bank Commission and Charges paid	7.73	16.22
Provision for Doubtful Debts	29.50	55.13
Provision for Doubtful Advances	(9.10)	53.80
Unrealised Foreign Exchange Difference	(6.49)	3.29
Mark to Market loss/ (gain) on Derivatives	7.85	(1.08)
(Profit)/Loss on sale of Investment	(2.17)	(0.01)
(Profit)/Loss on redemption of Current Investments	(7.79)	(0.62)
Gain/Loss on fair valuation of Investments through Profit and loss	(20.76)	(3.29)
(Profit)/Loss on sale of Property, Plant and Equipment	(2.46)	6.82
Dividend Received	(0.09)	(0.09)
Operating Profit before Working Capital Changes	2,529.65	4,294.53
Adjustments for :		
Decrease/(Increase) in Inventories	1,931.66	(3,914.79)
Decrease/(Increase) in Trade Receivables	166.45	(1,093.30)
Decrease/(Increase) in Other financial/ Non financial Assets	350.32	758.79
Increase/(Decrease) in Trade & Other Payables	(975.13)	719.85
Cash Generated from Operations	4,002.94	765.08
Taxes paid (net)	(401.36)	(960.08)
Net Cash Flow from Operating Activities (A)	3,601.58	(195.00)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant and Equipment including advances	(1,006.54)	(1,692.10)
Sale of Property, Plant and Equipment	8.53	5.25
Decrease/(Increase) in fixed deposits	240.95	1,944.74
Sale of Non-Current Investment	17.64	0.06
Purchase of Non - Current Investment	(1.50)	-
Purchase of Current Investment	(2,440.19)	(299.97)
Sale of Current Investment	1,652.21	201.17
Interest Received	47.58	45.59
Dividend Received	0.09	0.09
Net Cash Flow from Investing Activities (B)	(1,481.24)	204.83
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds/(repayment) of Borrowings (Net)	(918.66)	647.80
Dividend paid	(221.12)	(385.09)
Principal payment of lease	28.10	(8.86)
Interest on lease payment	(3.19)	(12.52)
Issue of equity shares	-	5.35
Securities Premium on issue of shares (net of share issue expenses)	-	101.71
Bank Commission and Charges paid	(7.73)	(16.22)
Interest paid excluding lease	(99.21)	(110.30)
Net Cash Flow from Financing Activities (C)	(1,221.81)	221.87
D. Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	898.53	231.70
Cash and Cash Equivalents at the beginning of the year	316.12	84.42
Cash and Cash Equivalents at the end of the year (Refer Note 12)	1,214.65	316.12
Net Increase/(Decrease) in Cash & Cash Equivalents	898.53	231.70

The accompanying notes form an integral part of the financial statements.

Cash Flow Statement

For The Year Ended 31st March, 2023

Notes :

- 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.
- Transactions not impacting cash flows in case of finance lease

Particulars	Year Ended 31-03-2023	Year Ended 31-03-2022
Depreciation on Right-of-Use-Assets	28.49	15.90
Interest expenses on lease liability	3.19	12.52
Total	31.68	28.42

- Changes in liabilities arising from financing activity

Particular	As at 01-04-2022	Cash flows	Non-Cash changes	As at 31-03-2023
Non-Current Borrowing (including current maturity of non-current borrowings)	-	-	-	-
Lease Liabilities	19.28	(34.79)	62.89	47.38
Current Borrowings	1,500.00	(918.66)	-	581.34
Total	1,519.28	(953.45)	62.89	628.72

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)	-	-	-	-
Lease Liabilities	865.30	(21.37)	(824.65)	19.28
Current Borrowings	852.20	647.80	-	1,500.00
Total	1,717.50	626.43	(824.65)	1,519.28

As per our attached report on even date

For N. A. Shah Associates LLP

Chartered Accountants
Firm Registration Number: 116560W/W100149

Milan Mody

Partner
Membership No. 103286

Place: Mumbai
Date: 25.05.2023

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: 25.05.2023

Parag J. Chheda

Director
(DIN No : 00013222)

Shailesh K. Bhaskar

Company Secretary

Statement of Changes in Equity

For The Year Ended 31st March, 2023

Equity Share Capital

Rs. in million

	As at 31-03-2023	As at 31-03-2022
Balance at the beginning of the year	1,105.61	1,100.26
Changes during the year (Refer note 14)	-	5.35
Balance at the end of the year	1,105.61	1,105.61

Other Equity

For the year ended 31st March, 2023

Rs. in million

Particulars	Reserves and Surplus					FVOCI- Equity Instruments	Total
	Capital Reserve	Capital redemption Reserve	Securities Premium Account	Stock Option Outstanding	Retained Earnings		
Balance as at 1st April, 2022	48.37	30.00	3,289.77	0.00	8,179.25	(0.30)	11,547.08
Profit for the Year (1)					1,214.21		1,214.21
Remeasurement of the net defined benefit liability/asset, net of tax effect (2)					(6.14)		(6.14)
Total Comprehensive Income (1+ 2)	-	-	-	-	1,208.07	-	1,208.07
Dividends paid*					(221.12)		(221.12)
Balance at 31st March, 2023	48.37	30.00	3,289.77	0.00	9,166.20	(0.30)	12,534.03

* Dividend paid during the year represents dividend paid for F.Y. 2021-22

For the year ended 31st March, 2022

Rs. in million

Particulars	Reserves and Surplus					FVOCI- Equity Instruments	Total
	Capital Reserve	Capital redemption 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 37)	-	-	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

* Dividend paid during the year represents dividend paid for F.Y. 2020-21

Statement of Changes in Equity

For The Year Ended 31st March, 2023

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 31st March, 2013
- b) Capital Redemption Reserve : These reserves are created by way of buyback of shares by the Company in the year ended 31st March, 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

Milan Mody

Partner
Membership No. 103286

Place: Mumbai
Date: 25.05.2023

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: 25.05.2023

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. 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 with relevant amendment rules issued thereafter and guidelines issued by the Securities and Exchange Board of India.

The financial statements are authorized for issue by the Board of Directors of the Company at their meeting held on May 25, 2023.

(b) Basis of Preparation and Presentation:

Basis of Preparation:

financial statements have been prepared on the historical cost basis except for following assets and liabilities:

- (i) 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 (Division II) 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.

Depreciation on items of property, plant and equipment acquired / disposed off during the year is provided on pro-rata basis with reference to the date of addition / disposal.

In certain classes of PPE, the Company uses different useful lives than those prescribed in Schedule II to the Act. The useful lives have been assessed based on technical advice, taking into account the nature of the PPE and the estimated usage of the PPE on the management’s estimation of obtaining economic benefits from those classes of assets.

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 (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
Computer Hardware (Servers)	3 years - 6 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 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 (except Trade Receivable which is at transaction price). 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) 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. Amendments to existing Ind AS issued but not effective as at 31st March, 2023

On 31st March, 2023, Ministry of Corporate Affairs ("MCA") amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from 1st April, 2023, as below:

a. Ind AS 1 – Preparation of Financial Statements:

Companies should now disclose "Material Accounting Policies" rather than their "Significant Accounting Policies". Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements.

b. Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors:

Definition of 'change in accounting estimate' has been replaced by revised definition of 'accounting estimate'.

As per revised definition, accounting estimates are monetary amounts in the financial statements that are subject to measurement uncertainty. A company develops an accounting estimate to achieve the objective set out by an accounting policy. Accounting estimates include: a) Selection of a measurement technique (estimation or valuation technique) b) Selecting the inputs to be used when applying the chosen measurement technique.

c. Ind AS 12 - Income Tax

Narrowed the scope of the Initial Recognition Exemption (with regard to leases and decommissioning obligations). Now such exemption does not apply to transactions that give rise to equal and offsetting temporary differences. Accordingly, companies will need to recognise a deferred tax asset and a deferred tax liability for temporary differences arising on transactions such as initial recognition of a lease and a decommissioning provision.

The Company does not expect the above amendments to have any significant impact in its financial statements.

Notes to the Financial Statements

For The Year Ended 31st March, 2023

5. Property, Plant and Equipment

Rs. in million

Sr. No.	Particulars	Gross Block (Cost / Deemed Cost)				Depreciation			Net Block	
		Opening Balance as on 01-04-2022	Additions	Deletion/ Adjustment	Closing Balance as on 31-03-2023	Opening Balance as on 01-04-2022	Depreciation on Deletion/ Adjustment	Depreciation for the Year	Closing Balance as on 31-03-2023	As on 31-03-2023
A	Tangible Assets									
1	Freehold Land	760.77	-	-	760.77	-	-	-	-	760.77
2	Building	2,308.40	57.81	-	2,366.21	266.85	-	98.13	364.98	2,001.23
3	Plant & Machinery	3,783.30	643.69	56.06	4,370.93	1,503.78	50.43	413.59	1,866.94	2,503.99
4	Electrical Installation	315.45	7.09	-	322.54	66.36	-	22.36	88.72	233.82
5	Computer	51.11	5.77	1.21	55.67	29.95	1.18	9.53	38.30	17.37
6	Moulds & Dies	1,508.25	317.61	0.41	1,825.45	617.18	0.30	201.21	818.09	1,007.36
7	Office Equipments	60.47	10.69	0.51	70.65	29.51	0.47	10.27	39.31	31.34
8	Furniture & Fixtures	219.66	65.27	0.06	284.87	93.80	0.01	25.63	119.42	165.45
9	Vehicles	31.73	17.21	1.11	47.83	16.29	0.91	4.09	19.47	28.36
	Total	9,039.14	1,125.14	59.36	10,104.92	2,623.72	53.30	784.81	3,355.23	6,749.69
B	Capital Work in Progress (Refer note d below)	222.96	145.31	177.94	190.33	-	-	-	-	190.33
I	Total Tangible Assets (A+B)	9,262.10	1,270.45	237.30	10,295.25	2,623.72	53.30	784.81	3,355.23	6,940.02
C	Right-of-Use Assets (Refer note 41)	62.37	59.40	62.37	59.40	47.74	62.37	28.49	13.86	45.54
II	Total	62.37	59.40	62.37	59.40	47.74	62.37	28.49	13.86	45.54
D	Goodwill	2.96	-	-	2.96	-	-	-	-	2.96
III	Total	2.96	-	-	2.96	-	-	-	-	2.96
E	Other Intangible Assets									
1	Computer Software	38.23	1.29	-	39.52	34.91	-	2.06	36.97	2.55
2	Brands/Trademark	26.52	-	-	26.52	24.25	-	2.27	26.52	0.00
3	License/Brand	37.42	-	-	37.42	19.98	-	12.48	32.46	4.96
	Total	102.17	1.29	-	103.46	79.14	-	16.81	95.95	7.51
F	Intangible Assets under development	2.60	42.67	-	45.27	-	-	-	-	45.27
IV	Total Intangible Assets (E+F)	104.78	43.95	-	148.73	79.14	-	16.81	95.95	52.77
	Total Assets (I+II+III+IV)	9,206.64	1,185.83	121.73	10,270.74	2,750.60	115.67	830.11	3,465.04	7,041.30

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 35.71 million (Previous year Rs 36.55 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, 2023

- 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:

Rs. 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	29-05-2013	There is a disagreement between the parties and the matter is pending before the Hon'ble High Court of Bombay

- c Aggregate provision for impairment in accumulated depreciation as at balance sheet date is Rs. 8.44 million (Previous Year Rs 8.44 million)
- d Capital Work in Progress as at 31st March, 2023 is Rs. 190.33 million (Previous Year Rs. 222.96 million) which mainly comprises of Plant & Machinery and Moulds & Dies.
- e CWIP ageing schedule as at 31st March 2023

Rs. in million

Particulars	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Projects in progress - Tangible	147.82	42.51	-	-	190.33
Projects in progress - Intangible	42.67	2.60	-	-	45.27
Total	190.49	45.11	-	-	235.60

- f CWIP ageing schedule as at 31st March 2022

Rs. in million

Particulars	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Projects in progress - Tangible	219.46	2.10	-	1.40	222.96
Projects in progress - Intangible	2.60	-	-	-	2.60
Total	222.06	2.10	-	1.40	225.56

Notes to the Financial Statements

For The Year Ended 31st March, 2023

5. Property, Plant and Equipment

Rs. 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	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	390.52	-	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	63.82	-	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	2,144.43	50.93	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)	765.47	577.67	1,120.18	222.95	-	-	-	-	222.95
I	Total Tangible Assets (A+B)	7,711.11	2,722.10	1,171.11	9,262.09	1,997.12	35.78	662.38	2,623.72	6,638.37
C	Right-of-Use Assets (Rented premises) (Refer Note 41)	62.37	-	-	62.37	31.84	-	15.90	47.74	14.63
II	Total	62.37	-	-	62.37	31.84	-	15.90	47.74	14.63
D	Goodwill	2.96	-	-	2.96	-	-	-	-	2.96
III	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
F	Intangible Assets under development	-	2.60	-	2.60	-	-	-	-	2.60
IV	Total Intangible Assets (E+F)	102.20	2.58	-	104.78	54.35	-	24.79	79.14	25.63
	Total Assets (I+II+III+IV)	7,878.64	2,724.68	1,171.11	9,432.20	2,083.31	35.78	703.07	2,750.60	6,681.60

6. Investments

Rs. in million

Particulars	As at 31-03-2023	As at 31-03-2022
Non-Current Investments		
Quoted Investments Fair Value through profit or loss		
NIL Equity shares of Rs 2 each fully paid-up in Adani Ports & Special Economic Zone Ltd (As at 31.03.22 - 7,500 shares)	-	5.81
NIL Equity shares of Rs 2 each fully paid-up in Navneet Education Ltd (As at 31.03.22 - 2,700 shares)	-	0.24
NIL Equity shares of Rs 2 each fully paid-up in Supreme Industries Ltd (As at 31.03.22 - 777 shares)	-	1.59
NIL Equity shares of Rs 1 each fully paid-up in Astral Ltd (As at 31.03.22 - 1,666 shares)	-	3.37

Notes to the Financial Statements

For The Year Ended 31st March, 2023

Rs. in million

Particulars	As at 31-03-2023	As at 31-03-2022
NIL Equity shares of Rs 10 each fully paid-up in Reliance Industries Ltd (As at 31.03.22 - 1,400 shares)	-	3.69
NIL Equity shares of Rs 2 each fully paid-up in Finolex Industries Ltd (As at 31.03.22 - 5,000 shares)	-	0.77
Unquoted Investments Fair Value through OCI		
41,500 Equity shares of Ramkrishna FinCap Ltd* (As at 31.03.22 - 41,500 shares)	-	-
1,85,000 Equity shares of Sibar Media & Entertainment Ltd* (As at 31.03.22 - 1,85,000 shares)	-	-
Cleanwin Energy Eight LLP **	1.50	-
1,69,000 Equity shares of WATSUN Infrabuild Pvt Ltd (As at 31.03.22 - 1,69,000 shares)	1.40	1.40
Total	2.90	16.87
Current Investments		
Investment in Mutual Funds		
Quoted Investments Fair Value through profit or loss		
NIL units of Kotak Equity Arbitrage Fund - Growth (As at 31.03.22 - 34,71,920.26 units)	-	55.23
NIL units of Invesco India Arbitrage Fund - Growth (As at 31.03.22 - 65,84,228.30 units)	-	20.01
30,405.41 units of HDFC Overnight Fund Regular Plan Growth (As at 31.03.22 - 9,04,752 units)	100.41	25.18
4,55,036.24 Units of ICICI Prudential Liquid Fund – Growth (As at 31.03.22 - NIL units)	150.46	-
22,872.55 units of HDFC Liquid Fund – Regular Plan – Growth (As at 31.03.22 - NIL units)	100.27	-
1,01,492.94 units of Invesco India Liquid Fund - Growth (As at 31.03.22 - NIL units)	311.43	-
33,313.49 units of Kotak Liquid Regular Plan - Growth (As at 31.03.22 - NIL units)	150.49	-
Quoted Investments at Amortised Cost		
100 L&T Finance Ltd Bonds (As at 31.03.22 - NIL units)	103.90	-
Total	916.96	100.43
Aggregate Market Value of Quoted investments	916.96	115.89
Aggregate Book Value of Quoted investments	916.96	115.89
Aggregate Book Value of Unquoted investments	2.90	1.40
* Fully impaired		

** During the year, the Company has made contribution towards investment in 'Cleanwin Energy Eight LLP' which is in the business of generation of electricity from windmill. The purpose and objective of this investment is to reduce carbon footprint and not to control or obtain economic benefits from their activities.

Notes to the Financial Statements

For The Year Ended 31st March, 2023

7. Loans

Particulars	Rs. in million	
	As at 31-03-2023	As at 31-03-2022
Current (Unsecured, considered good)		
Loans to Employees	4.77	5.48
Total	4.77	5.48

8. Other Financial Assets

Particulars	Rs. in million	
	As at 31-03-2023	As at 31-03-2022
Non - Current Financial Assets		
Security Deposits	86.93	76.62
Total	86.93	76.62
Current Financial Assets		
Interest Accrued on Deposits	10.58	0.12
Subsidy receivable	-	52.54
Security Deposits	17.19	50.42
Export Incentive Receivable	-	0.42
Derivative Assets (Forward contract)	-	1.08
Total	27.77	104.58

9. Other Assets

Particulars	Rs. in million	
	As at 31-03-2023	As at 31-03-2022
Other Non-Current Assets (Unsecured, considered good)		
<u>Capital Advances</u>		
Considered good	155.64	344.97
Considered doubtful	36.40	36.40
Less : Provision for doubtful advances	(36.40)	(36.40)
	155.64	344.97
Prepaid Expenses	3.20	2.94
Balance with government and other authorities	0.16	0.23
Total	159.00	348.14

Rs. in million

Particulars	Rs. in million	
	As at 31-03-2023	As at 31-03-2022
Other Current Assets (Unsecured, considered good)		
<u>Advances to Suppliers</u>		
Considered good	101.44	207.19
Considered doubtful	14.83	23.93
Less : Provision for doubtful advances	(14.83)	(23.93)
	101.44	207.19
Prepaid Expenses	20.75	22.85
Balances with Government Authorities (Refer note 9.1)	452.80	663.09
Contract Asset (Refer note 45b)	5.66	15.07
Advance for expenses (Refer note 9.1)	70.87	27.83
Total	651.52	936.03

9.1 : Advances for expenses : Previous years figures has been regrouped from balances with government authorities to advance for expenses Rs. 27.56 million

10. Inventories

Particulars	Rs. in million	
	As at 31-03-2023	As at 31-03-2022
(Valued at lower of cost or NRV unless otherwise stated)		
Raw Materials (includes in transit Rs. 236.81 million as on 31st March, 2023, Rs. 677.04 million as on 31st March, 2022)	2,329.85	3,914.09
Work in Progress	57.00	60.01
Finished Goods	1,567.07	1,955.86
Trading Goods (includes in transit Rs. 9.91 million as on 31st March, 2022)	281.01	235.16
Stores & Spares	21.52	22.99
Total	4,256.45	6,188.11

During the year, the company has made provision of Rs. 2.35 million (Previous Year Rs. 2.65 Million as at 31st March, 2022) towards slow moving inventory.

Notes to the Financial Statements

For The Year Ended 31st March, 2023

11. Trade Receivables

Rs. in million

Particulars	As at 31-03-2023	As at 31-03-2022
Unsecured, considered good	4,150.24	4,346.17
Unsecured, considered doubtful	166.29	136.79
Less : Allowances for credit losses	(166.29)	(136.79)
Total	4,150.24	4,346.17

Ageing Schedule as at 31st March,2023

Rs. 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	1,796.87	2,111.43	120.95	77.66	63.60	67.74	4,238.26
(ii) Undisputed Trade receivables - considered doubtful	-	-	-	-	-	-	-
(iii) Disputed Trade receivables - considered good	-	-	-	-	8.70	69.57	78.27
(iv) Disputed Trade receivables - considered doubtful	-	-	-	-	-	-	-
Total	1,796.87	2,111.43	120.95	77.66	72.30	137.31	4,316.53
Less : Impairment allowance for trade receivables							166.29
Total							4,150.24

Ageing Schedule as at 31st March,2022

Rs. 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

Notes to the Financial Statements

For The Year Ended 31st March, 2023

12. Cash and Cash Equivalents

Particulars	Rs. in million	
	As at 31-03-2023	As at 31-03-2022
Balances with Banks - in current accounts	72.24	315.79
Balances with Banks - in fixed deposit accounts*	1,141.36	-
Cash on Hand	1.05	0.33
Total	1,214.65	316.12

*Includes fixed deposit of Rs. 23.94 million (P.Y. Rs. NIL) with maturity of more than 12 months

13. Bank Balances other than Cash and Cash Equivalents

Particulars	Rs. in million	
	As at 31-03-2023	As at 31-03-2022
Balances with Banks in deposit accounts*	29.01	269.95
Earmarked balances with bank for unpaid dividend	0.41	0.29
Total	29.41	270.24

*These deposits are lodged in favour of various Government authorities/banks/other parties Rs. 29.01 million (Rs. 19.08 million as on 31st March, 2022).

14. Equity Share Capital

Particulars	Rs. in million	
	As at 31-03-2023	As at 31-03-2022
Authorised		
14,94,03,500 Equity Shares of Rs. 10 each (As at 31.03.2022 - 14,94,03,500 shares)	1,494.03	1,494.03
5,96,500 Compulsorily Convertible Preference Shares of Rs. 10 each (As at 31.03.2022 - 5,96,500 shares)	5.97	5.97
Total	1,500.00	1,500.00
Issued, Subscribed and Paid up		
11,05,61,079 Equity Shares of Rs. 10 each, fully paid up (As at 31.03.2022 - 11,05,61,079 shares)	1,105.61	1,105.61
Total	1,105.61	1,105.61
a. Reconciliation of the number of Equity shares		
Balance at the beginning of the year	110,561,079	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	110,561,079
b. Reconciliation of the amount of share capital outstanding		
Balance at the beginning of the year	1,105.61	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	1,105.61
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		

Notes to the Financial Statements

For The Year Ended 31st March, 2023

Equity Shares	Number of shares (Rs. in million)	Number of shares (Rs. 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 (Rs. in million)	Number of shares (Rs. in million)
Mr. Jayant Shamji Chheda		
No of shares	6,652,405	6,652,405
% of shares held	6.02	6.02
Mrs. Tarla Jayant Chheda		
No of shares	17,385,832	17,385,832
% of shares held	15.73	15.73
Mr. Parag Jayant Chheda		
No of shares	20,760,303	21,583,303
% of shares held	18.78	19.52
Mr. Vipul Jayant Chheda		
No of shares	20,760,303	22,148,300
% of shares held	18.78	20.03
Mirae Asset Emerging Bluechip Fund		
No of shares	9,524,003	7,588,951
% of shares held	8.61	6.86

e. The details of Shareholding of Promoters are as under as at 31st March, 2023 and 31st March, 2022 are as under

Promoter Name	31st March, 2023		31st March, 2022		% Change during the year
	Number of shares	Total share %	Number of shares	Total share %	
Mr. Vipul Jayant Chheda	20,760,303	18.78	22,148,300	20.03	(1.25)
Mr. Parag Jayant Chheda	20,760,303	18.78	21,583,303	19.52	(0.74)
Mrs. Tarla Jayant Chheda	17,385,832	15.73	17,385,832	15.73	-
Mr. Jayant Shamji Chheda	6,652,405	6.02	6,652,405	6.02	-
Mr. Jayant Shamji Chheda (as a Karta of VS Family Trust)	1,200,000	1.09	1,200,000	1.09	-
Mrs. Vaishali Hitesh Shah	500,000	0.45	500,000	0.45	-
Mr. Mansukh Koovarji Shah	500	0.00	-	0.00	0.00
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	-

Notes to the Financial Statements

For The Year Ended 31st March, 2023

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 37

15. Borrowings - Current

Rs. in million

Particulars	As at 31-03-2023	As at 31-03-2022
Secured		
Working Capital/Demand Loans From Banks	581.34	1,500.00
Total	581.34	1,500.00

Note:

Security Terms

- For the year ended 31.03.2023, Secured by first pari passu Charge on present & future Current Assets of the company

- For the year ended 31.03.2022, Secured by first pari passu Charge on present & future Current Assets of the company

- All charges are registered with ROC within statutory period by the company during the year ended 31.03.2023.

- All charges are registered with ROC within statutory period by the company during the year ended 31.03.2022.

5) Details of Secured Borrowings

Rs. in million

Particulars	As at 31-03-2023	As at 31-03-2022
1. HDFC Bank	200.00	1,000.00
2. ICICI Bank	-	500.00
3. Axis Bank	181.34	-
4. Federal Bank	200.00	-
	581.34	1,500.00

- 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, 2023

Rs. in million

Name of bank	Quarter end	Particulars of Securities Provided	Amount as per unaudited books of account as at quarter end	Amount as reported in the quarterly return/ statement	Amount of difference	Reason for material discrepancies
HDFC Bank Limited, Axis Bank Ltd and Federal Bank Limited	Q1 FY22-23	Inventory and Trade receivables	8,377.84	8,377.84	0.00	Quarterly closing entries and provisions
	Q2 FY22-23		7,620.00	7,773.58	-153.57	
	Q3 FY22-23		7,729.78	7,962.45	-232.66	

Year Ending 31st March, 2022

Rs. in million

Name of bank	Quarter end	Particulars of Securities Provided	Amount as per unaudited 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	
	Q4 FY21-22		10,534.28	10,534.28	0.00	

Notes to the Financial Statements

For The Year Ended 31st March, 2023

16. Other Financial Liabilities

Particulars	Rs. in million	
	As at 31-03-2023	As at 31-03-2022
Current Financial Liabilities		
Interest Accrued but not due on Borrowings	1.32	2.21
Interest payable to MSMED	3.92	1.70
Security Deposits	143.72	145.07
Creditors for Capital Goods		
-Outstanding to Micro and Small Enterprises	22.48	29.23
-Other than Micro and Small Enterprises	23.82	56.96
Employee Related Liabilities (Refer note 16.1)	169.47	220.78
Derivative Liability (Forward contract)	3.03	
Unpaid Dividend	0.41	0.29
Other Liabilities (expenses payable etc.)	36.00	51.11
Total	404.17	507.35

16.1 : Employee related Liabilities include unpaid provident fund contribution of Rs. 2.20 million on account of pending e-KYC due to procedural issues of mismatch in records which will be paid off on linking of Aadhar number of certain employees with the provident fund portal.

17. Leases

Particulars	Rs. in million	
	As at 31-03-2023	As at 31-03-2022
Non-Current		
Lease Liabilities	30.73	-
Total	30.73	-
Current		
Lease Liabilities	16.65	19.28
Total	16.65	19.28

18. Provisions

Particulars	Rs. in million	
	As at 31-03-2023	As at 31-03-2022
Non-Current		
Provision for Employee Benefits	137.69	126.95
Total	137.69	126.95
Current		
Provision for Employee Benefits	19.54	22.00
Total	19.54	22.00

19. Deferred Tax Liabilities (Net)

Particulars	Rs. in million	
	As at 31-03-2023	As at 31-03-2022
Deferred Tax Liabilities / (assets) attributed to:		
Property, Plant and Equipments and fair value gain on investments	230.43	208.73
Others (Employee benefit and expense disallowances under Income tax Act etc)	(93.85)	(85.93)
Total	136.58	122.80

Notes to the Financial Statements

For The Year Ended 31st March, 2023

Movement in deferred tax liabilities/assets balances - FY 2022-23

Rs. 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	208.73	21.70	-	230.43
Deferred Tax Assets				
Others (Employee benefit and expense disallowances under Income tax Act etc)	85.93	5.86	2.06	93.85

Movement in deferred tax liabilities/assets balances - FY 2021-22

Rs. 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

20. Trade Payables

Particulars	As at 31-03-2023	As at 31-03-2022
Outstanding to Micro, Small and Medium Enterprises	334.94	476.03
Trade Payables - Other than Micro, Small and Medium Enterprises	2,867.01	3,509.72
Total	3,201.95	3,985.75

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, 2023

Rs. 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	300.45	33.08	1.28	0.07	0.07	334.94
(ii) Others	2,535.39	311.84	6.51	10.25	3.01	2,867.01
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	2,835.84	344.93	7.79	10.33	3.08	3,201.95

Notes to the Financial Statements

For The Year Ended 31st March, 2023

Ageing Schedule as at March 31, 2022

Rs. 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

21. Current Tax Liabilities

Rs. in million

Particulars	As at 31-03-2023	As at 31-03-2022
Provision for Income Tax	169.54	148.82
Total	169.54	148.82

22. Other Current Liabilities

Rs. in million

Particulars	As at 31-03-2023	As at 31-03-2022
Statutory Dues	175.62	274.63
Advances received from Customers	28.45	30.12
Total	204.07	304.75

23. Revenue from Operations

Rs. in million

Particulars	For the year ended 31-03-2023	For the year ended 31-03-2022
Revenue from Contract with Customers		
Sale of Products & Services		
Finished Goods	25,819.49	25,459.04
Traded Goods	1,199.62	1,038.67
Contract Revenue (Refer Note 45b)	15.31	-
A	27,034.42	26,497.72
Other Operating Revenue		
Scrap Sales	56.82	48.02
Profit on Import Licenses	17.33	21.53
Duty Drawback	0.14	1.06
B	74.29	70.60
Total (A+B)	27,108.71	26,568.32

24. Other Income

Rs. in million

Particulars	For the year ended 31-03-2023	For the year ended 31-03-2022
Interest - carried at amortised cost	47.58	45.59
Dividend Income on Investments measured at Fair Value through Profit and Loss	0.09	0.09
Gain on fair valuation of Investments through Profit and loss	20.76	3.29
Profit on redemption of Current Investments measured at Fair Value through Profit and Loss	7.79	0.62
Profit on sale of Shares (Net) measured at Fair Value through Profit and Loss	2.17	0.01
Profit on sale of Property, Plant and Equipment (Net)	2.46	-
Mark to Market gain on Derivatives	-	1.08
Foreign Currency Exchange Difference (Net)	-	-
Balances written back	3.43	3.28
Miscellaneous Income	1.22	0.75
Total	85.50	54.71

Notes to the Financial Statements

For The Year Ended 31st March, 2023

25. Cost of Materials Consumed

Particulars	Rs. in million	
	For the year ended 31-03-2023	For the year ended 31-03-2022
Inventory at the beginning of the year	3,914.09	882.85
Add : Purchases	18,201.74	22,159.22
Less : Inventory at the end of the year	(2,329.85)	(3,914.09)
	19,785.98	19,127.98
Contract Cost (Refer Note 45b)	4.09	-
Total	19,790.07	19,127.98

26. Purchase of Stock in Trade

Particulars	Rs. in million	
	For the year ended 31-03-2023	For the year ended 31-03-2022
Trading Purchases	785.91	670.10
Total	785.91	670.10

27. Changes in inventories of finished goods, work in progress and stock in trade Stock at the end of the year

Particulars	Rs. in million	
	For the year ended 31-03-2023	For the year ended 31-03-2022
Traded goods	281.01	235.16
Work in Progress	57.00	60.01
Finished Goods - Pipes & Fittings	1,567.07	1,955.86
A	1,905.08	2,251.03
Stock at the beginning of the year		
Traded goods	235.16	87.04
Work in Progress	60.01	22.04
Finished Goods - Pipes & Fittings	1,955.86	1,258.76
B	2,251.03	1,367.84
(Increase)/Decrease in Stocks (B-A)	345.95	(883.19)

28. Employee Benefit Expenses

Particulars	Rs. in million	
	For the year ended 31-03-2023	For the year ended 31-03-2022
Salary, Wages and Bonus	935.95	852.60
Remuneration to Directors	62.22	155.46
Contribution to Provident Fund and other Fund (including gratuity and compensated absences)	43.73	53.77
Other employee related benefit expenses	87.17	67.59
Staff Welfare	31.44	32.69
Total	1,160.51	1,162.11

29. Finance Cost

Particulars	Rs. in million	
	For the year ended 31-03-2023	For the year ended 31-03-2022
Interest		
On Working Capital from Banks	69.08	87.20
On Lease Liability	3.19	12.52
Others	30.13	23.10
Bank Commission and Charges	7.73	16.22
Total	110.13	139.04

30. Other Expenses

Particulars	Rs. in million	
	For the year ended 31-03-2023	For the year ended 31-03-2022
Consumption of Stores and Spares	141.52	117.45
Power and Fuel Expenses	556.38	451.26
Labour Charges	393.94	357.63
Repairs Expenses		
Repairs to Machinery	19.75	14.56
Repairs to Others	20.87	9.23
Factory Maintenance Expenses	67.46	48.20
Computer Expenses	44.09	33.90
Brokerage and Commission	0.47	2.31
Printing and Stationery	8.39	4.49
Telephone and Internet Charges	4.69	5.50

Notes to the Financial Statements

For The Year Ended 31st March, 2023

Particulars	Rs. in million	
	For the year ended 31-03-2023	For the year ended 31-03-2022
Rates and Taxes	52.51	18.97
Insurance Premium	31.73	27.71
Foreign Currency Exchange Difference (Net)	6.11	25.56
MTM Losses on Derivatives	7.85	-
Legal and Professional Fees	56.91	73.27
Director's Sitting Fees	3.78	3.65
Transport and Freight Expenses	361.41	337.96
Advertisement and Sales Promotion Expenses	413.86	415.21
Rent and Maintenance Expenses	78.45	85.62
Travelling and Conveyance Expenses	105.41	68.82
Provision for Doubtful Advances to Vendors	-	53.80
Provision for Doubtful Debts (net of utilised)	31.75	55.13
Loss on sale of Property, Plant and Equipment (Net)	-	6.82
Donation	20.00	15.00
CSR Activities	42.56	44.14
Electricity Expenses	2.14	1.72
Miscellaneous Expenses	47.35	53.84
<u>Payment to Auditors</u>		
Audit Fees (including limited reviews)	3.60	3.30
Reimbursement of expenses	0.02	0.01
Others	0.12	0.15
Total	2,523.12	2,335.21

31 Capital Management (Ind AS 1):

The Capital management objective of the Company is to:

- i) maximise shareholder value and provide benefits to other stakeholders and,
- ii) 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.

Particulars	Rs. in million	
	As at 31-03-2023	As at 31-03-2022
Debt	581.34	1,500.00
Equity	13,639.64	12,652.69
Debt to Equity	0.04	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.

32 Financial Risk Management Objectives (Ind AS 107)

The Company's principal financial liabilities, other than derivatives, comprises of borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The company's principal financial assets, other than derivatives include trade and other receivables, 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, 2023

The sources of risks which the company is exposed to and their management is given below:

Risk	Exposure Arising From	Measurement	Management
A. Market Risk			
1) Foreign Exchange Risk	Committed commercial transaction	Cash Flow Forecasting	(a) Forward foreign exchange contracts (b) Foreign currency options (c) Principal only/Currency swaps
	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 Risks	Borrowings and Other Liabilities and Liquid investments	Rolling cash flow forecasts	Monitoring of credit lines and borrowing limits, channel finance arrangement, Adequate unused credit lines and borrowing facilities

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, 2023

	Rs. in million	
	As at 31-03-2023	As at 31-03-2022
Outstanding foreign currency exposure (not hedged by forward contracts)		
Financial Liabilities		
Trade Payables including Creditors for Capital Goods		
In USD	17.12	9.48
In equivalent INR	1,407.04	718.26
In Euro	0.04	0.07
In equivalent INR	3.71	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

	Rs. in million	
Particular	As at 31-03-2023	As at 31-03-2022
USD	(28.14)	(7.18)
EURO	(0.07)	(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

	Rs. in million	
Particular	Total Borrowing	Floating Rate Borrowing
INR	581.34	581.34
USD	-	-
Total as at 31st March, 2023	581.34	581.34

	Rs. in million	
Particular	Total Borrowing	Floating Rate Borrowing
INR	1,500.00	1,500.00
USD	-	-
Total as at 31st March, 2022	1,500.00	1,500.00

Interest rate sensitivities for unhedged exposure

Gain / (Loss) due to increase in interest rates by 100 bps

	Rs. in million	
Particular	As at 31-03-2023	As at 31-03-2022
INR	(5.81)	(15.00)

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 31-03-2023	As at 31-03-2022
Forward Contracts	Imports	USD (in million)	17.07	16.94

(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, 2023 and 31st March, 2022. 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:

- (i) an economic relationship between the hedged item and the hedging instrument;

Notes to the Financial Statements

For The Year Ended 31st March, 2023

- (ii) the effect of credit risk; and
- (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.

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 31st March, 2023 Rs. 4,150.24 million (31st March, 2022 is Rs. 4,346.17 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, 2023 and 31st March, 2022.

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 275 days	Nil
Above 275 days and less than one year	0.75%
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:

Rs. in million

Particular	As at 31-03-2023	As at 31-03-2022
Opening Provision	136.79	81.66
Add: Provision during the year	29.50	55.13
Less: Utilised during the year	-	-
Closing Provision	166.29	136.79

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.

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.

Notes to the Financial Statements

For The Year Ended 31st March, 2023

Rs. in million

As at 31-03-2023	Less than 1 year	1 to 5 years	More than 5 years	Total
Short term borrowings	581.34	-	-	581.34
Trade Payable	3,201.95	-	-	3,201.95
Other financial liabilities	401.14	-	-	401.14
Derivative Liability	3.03	-	-	3.03
Lease Liabilities	16.65	30.73	-	47.38

Rs. 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

32A Classification of Financial Assets and Liabilities (Ind AS 107)

Rs. in million

Particular	As at 31-03-2023	As at 31-03-2022
Financial Assets at amortised cost*		
Trade receivable	4,150.24	4,346.17
Loans	4.77	5.48
Cash and cash equivalents	1,214.65	316.12
Other Balances with Banks	29.41	270.24
Other Financial Assets	114.70	180.11
Investment	103.90	-
Fair Value through Profit or Loss		
Investment	813.06	115.89
Derivative Asset	-	1.08
Fair Value through Other Comprehensive Income		
Investments	2.90	1.40
Total	6,433.63	5,236.50
Financial Liabilities at amortised cost*		
Lease Liabilities	47.38	19.28
Short Term Borrowings	581.34	1,500.00
Trade Payable	3,201.95	3,985.75
Other Financial Liabilities	401.14	507.35
Fair Value through Profit or Loss		
Derivative Liability	3.03	-
Total	4,234.84	6,012.39

* Considering the nature of financial assets and financial liabilities fair value is same as amortised cost.

33 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.

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For The Year Ended 31st March, 2023

Rs. in million

Particular	Fair Value	
	As at 31-03-2023	As at 31-03-2022
Financial Assets at fair value through profit or loss		
Investments- Level 1	813.06	115.89
Financial Assets at amortised cost		
Investments- Level 1	103.90	-
Fair Value hedging instruments		
Derivative Assets- level 2	-	1.08
Financial Assets at fair value through other comprehensive income		
Investment- Level 3	2.90	1.40
Total	919.86	118.37
Fair Value hedging instruments		
Derivative liability- level 2	3.03	-
Total	3.03	-

The following table presents the changes in level 3 financial assets:

Particular	Rs. in million
Balance as at 1st April 2021	1.40
Acquisitions	-
Disposals	-
Gains/(losses) recognised in profit or loss	-
Gains/(losses) recognised in other comprehensive income	-
Impairment recognised in profit or loss	-
Balance as at 31st March 2022	1.40
Acquisitions	1.50
Disposals	-
Gains/(losses) recognised in profit or loss	-
Gains/(losses) recognised in other comprehensive income	-
Impairment recognised in profit or loss	-
Balance as at 31st March 2023	2.90

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.

34 **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**

Rs. in million

Particular	As at 31-03-2023	As at 31-03-2022
Income Tax	38.14	27.67
Excise Duty	61.23	0.38
Sales Tax including GST	10.41	6.18
Other Cases	11.00	11.00

Cash outflows for the above are determinable only on receipt of judgments pending at various forums / authorities.

Notes to the Financial Statements

For The Year Ended 31st March, 2023

ii) Guarantees

Guarantees given by Banks on behalf of the Company upto Rs. 26.84 million (31st March, 2022 Rs. 56.92 million).

iii) Commitments

Estimated amount of Contracts remaining to be executed on Capital account and not provided for are Rs. 333.19 million (31st March, 2022 Rs. 332.62 million) and Other Commitments Rs. NIL million (31st March, 2022 Rs. 594.30 million)

iv) 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.

35 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 28 under the head "Contribution to Provident and other Funds" of Statement of Profit and Loss Rs. 43.73 million (31st March, 2022 Rs. 35.85 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 in case of privilege leave 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: Rs. in million

Particulars	For the year ended 31-03-2023			For the year ended 31-03-2022		
	Gratuity		Compensated Absences	Gratuity		Compensated Absences
	Funded	Non Funded		Funded	Non Funded	
Present Value of obligations at the beginning of the year	2.47	70.13	76.83	2.76	70.94	62.66
Interest Cost	0.13	5.13	5.62	0.19	4.90	4.33
Current Service Cost	0.00	10.23	21.36	0.26	8.31	19.77
Benefits paid	(1.09)	(8.01)	(5.11)	(1.05)	(11.46)	(6.95)
Actuarial (gain)/ loss on obligation	0.28	8.20	(30.60)	0.31	(2.56)	(2.98)
Present Value of obligations at the end of the year	1.79	85.68	68.11	2.47	70.13	76.83

Notes to the Financial Statements

For The Year Ended 31st March, 2023

ii) Statement showing changes in the fair value of plan assets

Rs. in million

Particulars	For the year ended 31-03-2023			For the year ended 31-03-2022		
	Gratuity		Compensated Absences	Gratuity		Compensated Absences
	Funded	Non Funded		Funded	Non Funded	
Fair Value of plan assets at the beginning of the year	2.72	-	-	3.15	-	-
Adjustment due to opening balance	-	-	-	0.40	-	-
Actual Return on Plan Assets	0.16	-	-	0.22	-	-
Benefits paid	(1.09)	-	-	(1.05)	-	-
Fair Value of Plan Assets at the end of the year	1.79	-	-	2.72	-	-

iii) Amount to be recognised in the Balance Sheet

Rs. in million

Particulars	For the year ended 31-03-2023			For the year ended 31-03-2022		
	Gratuity		Compensated Absences	Gratuity		Compensated Absences
	Funded	Non Funded		Funded	Non Funded	
Present Value of obligation	(1.79)	(85.68)	(68.11)	(2.47)	(70.13)	(76.83)
Fair Value of Plan Assets	1.79	-	-	2.72	-	-
Funded Status	-	(85.68)	(68.11)	0.25	(70.13)	(76.83)
Excess Fund with LIC	-	-	-	0.25	-	-
Net Asset/(Liability) recognised in the Balance Sheet	-	(85.68)	(68.11)	-	(70.13)	(76.83)

iv) Expenses recognised in the Profit and Loss Statement

Rs. in million

Particulars	For the year ended 31-03-2023			For the year ended 31-03-2022		
	Gratuity		Compensated Absences	Gratuity		Compensated Absences
	Funded	Non Funded		Funded	Non Funded	
Current Service Cost	-	10.23	21.36	0.26	8.31	19.77
Interest Cost	-	5.13	5.62	(0.05)	4.90	4.33
Net Actuarial (gain)/ loss recognised in the year	-	-	-	-	-	(2.98)
Expenses recognised in the Profit and Loss Statement	-	15.36	26.98	0.21	13.21	21.12

v) Re-Measurement recognised in OCI

Rs. in million

Particulars	For the year ended 31-03-2023			For the year ended 31-03-2022		
	Gratuity		Compensated Absences	Gratuity		Compensated Absences
	Funded	Non Funded		Funded	Non Funded	
Changes in Financial Assumptions	-	6.60	-	(0.07)	(1.90)	-
Changes in Demographic Assumptions	-	-	-	-	-	-
Experience Adjustment	-	1.60	-	0.38	(0.66)	-
Actual return on Plan Assets less interest on plan assets	-	-	-	-	-	-
Expenses recognised in OCI [Loss /(Gain)]	-	8.20	-	0.31	(2.56)	-

Notes to the Financial Statements

For The Year Ended 31st March, 2023

vi) Maturity Profile of Defined Benefit Obligation

Rs. in million

Particulars	For the year ended 31-03-2023			For the year ended 31-03-2022		
	Gratuity		Compensated Absences	Gratuity		Compensated Absences
	Funded	Non Funded		Funded	Non Funded	
Within next 12 month	0.35	13.29	8.91	0.38	11.90	12.20
Between 1 and 4 year	1.00	51.52	33.77	1.24	42.19	29.01
Between 5 and 10 year	0.68	2.09	28.08	0.85	16.04	35.61

vii) Sensitivity Analysis for significant assumption

Rs. in million

Particulars	For the year ended 31-03-2023			For the year ended 31-03-2022		
	Gratuity		Compensated Absences	Gratuity		Compensated Absences
	Funded	Non Funded		Funded	Non Funded	
0.5% Increase in discount rate	(0.07)	(2.64)	(2.10)	(0.08)	(2.22)	(2.34)
0.5% decrease in discount rate	0.07	2.77	2.22	0.09	2.33	2.48
0.5% Increase in salary escalation clause	0.07	2.82	2.28	0.09	2.37	2.53
0.5% Decrease in salary escalation clause	(0.07)	(2.71)	(2.17)	(0.09)	(2.28)	(2.41)

* 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

Rs. in million

Particulars	For the year ended 31-03-2023			For the year ended 31-03-2022		
	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

Rs. in million

Particulars	For the year ended 31-03-2023			For the year ended 31-03-2022		
	Gratuity		Compensated Absences	Gratuity		Compensated Absences
	Funded	Non Funded		Funded	Non Funded	
Discounted Rate	7.50%	7.63%	7.50%	7.32%	7.32%	7.32%
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.

Notes to the Financial Statements

For The Year Ended 31st March, 2023

x) Particulars	For the year ended 31-03-2023			For the year ended 31-03-2022		
	Gratuity		Compensated Absences	Gratuity		Compensated Absences
	Funded	Non Funded		Funded	Non Funded	
Weighted average duration of defined benefit obligation	9.44	13.83	NA	9.44	13.53	NA

xii) 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.

xiii) 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 (31st March, 2022 of Rs. NIL).

36 Related Party Disclosures (only where there are transactions)

a) Name of Related Party	For the year ended 31-03-2023	For the year ended 31-03-2022
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 (Daughter of Managing Director)	Relatives ***	Relatives ***
Mrs. Heena P. Chheda (Wife of Director)	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 (Vice President)	Relatives ***	Relatives ***
Mr. Mansukh Koovarji Shah (Brother-in-law of Managing Director)	Relatives ***	Relatives ***
Mr. Jayantilal K. Gada (Father-in-Law of Director)	Relatives ***	Relatives ***
Mrs. Gunvanti J. Gada (Mother-in-law of Director)	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 **

Notes to the Financial Statements

For The Year Ended 31st March, 2023

a)	Name of Related Party	For the year ended 31-03-2023	For the year ended 31-03-2022
	Mr. Rajendra Gogri (Independent Director)	KMP **	KMP **
	Mr. Shyam Sharda (Chief Financial Officer)	KMP **	KMP **
	Mr Shailesh Bhaskar (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 (Refer Note 14 for promoter shareholding)

*** Relatives represents Relatives of Key Managerial Personnel as defined in Ind AS 24

b) Transactions carried out with related parties referred above, in the ordinary course of business:

Rs. in million			
Name of the transacting related party	Nature of Transactions	For the year ended 31-03-2023	For the year ended 31-03-2022
Jayant S. Chheda	Rent expense	2.79	2.67
Parag J. Chheda	Rent expense	5.59	5.34
Vipul J. Chheda	Rent expense	5.59	5.34
Tarla J. Chheda	Rent expense	2.79	2.67
Ashwini V. Chheda	Rent expense	5.59	5.34
Amardeep Udyog (Firm)	Purchase of Goods	0.88	0.93
Jayant S. Chheda	Remuneration and Commission	28.93	56.26
Parag J. Chheda	Remuneration and Commission	25.04	52.95
Vipul J. Chheda	Remuneration and Commission	22.53	51.29
Jayant S. Chheda	Dividend paid	13.50	23.28
Parag J. Chheda	Dividend paid	43.17	75.54
Vipul J. Chheda	Dividend paid	44.30	77.52
Tarla J. Chheda	Dividend paid	34.77	60.85
Jayant S. Chheda (Trustee of V.S. Family Trust)	Dividend paid	2.40	4.20
Vaishali H. Shah	Dividend paid	1.00	1.75
Jayantilal K. Gada	Dividend paid	0.12	0.21
Gunvanti J. Gada	Dividend paid	0.08	0.14
Heena P. Chheda	Dividend paid	0.03	0.04
Ashwini V. Chheda	Dividend paid	0.01	0.02
Shyam K. Sharda	Dividend paid	0.05	0.04
Mansukh Koovarji Shah	Dividend paid	0.00	0.00
Ashwini V. Chheda	Salary	1.54	1.09
Heena P. Chheda	Salary	9.28	7.50
Nihar P. Chheda	Salary	7.93	5.67
Vaishali H. Shah	Salary	0.82	0.66
Shyam K. Sharda	Salary	10.92	9.96
Shailesh K. Bhaskar	Salary	2.51	2.05
Shailesh K. Bhaskar	Loan given/(Repaid)	(0.47)	0.70
Prince Foundation	Donation	20.00	15.00
Albright Aluminium Industries	Rent expense	0.02	0.07
Mr. Ramesh Chandak (Independent Director)	Sitting fees	1.05	1.00

Notes to the Financial Statements

For The Year Ended 31st March, 2023

Rs. in million

Name of the transacting related party	Nature of Transactions	For the year ended 31-03-2023	For the year ended 31-03-2022
Mr. Mohinder Pal Bansal (Independent Director)	Sitting fees	0.23	0.95
Mr. Rajendra Vallabhji Gogri (Independent Director)	Sitting fees	0.60	0.30
Mr. Dilip Deshpande (Independent Director)	Sitting fees	0.70	0.40
Mrs. Uma Mandavgane (Independent Director)	Sitting fees	1.20	1.00

c) Outstanding balances:

Rs. in million

Name of the transacting related party	Nature of Transaction	For the year ended 31-03-2023	For the year ended 31-03-2022
Amardeep Udyog (Firm)	Trade Payables	-	0.70
Jayant S. Chheda	Remuneration and Commission Payable	2.56	38.15
Parag J. Chheda	Remuneration and Commission Payable	2.23	37.86
Vipul J. Chheda	Remuneration and Commission Payable	2.01	37.72
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	0.02	0.04
Shyam K. Sharda	Salary Payable	0.85	0.77
Shailesh K. Bhaskar	Salary Payable	0.19	0.18
Shailesh K. Bhaskar	Loan given	0.23	0.70
Heena P. Chheda	Salary Payable	0.86	0.69
Nihar P Chheda	Salary Payable	0.79	0.53
Vaishali H. Shah	Salary Payable	0.07	0.06
Ashwini V. Chheda	Salary Payable	0.13	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.

All transactions entered into with related parties during the year were on arm's length basis, in the ordinary course of business.

List of Related Parties and transactions have been identified by the management and relied upon by the Auditors.

37 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:

- No of Option granted will be 900,158
- Exercise price of options will be Rs.200/- per share

Notes to the Financial Statements

For The Year Ended 31st March, 2023

- 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 31-03-2023		For the year ended 31-03-2022	
	No of shares	WAEP	No of shares	WAEP
Outstanding at beginning of the year	-	-	625,870	-
Granted during the year	-	-	-	-
Forfeited during the year	-	-	90,550	-
Cancelled during the year	-	-	-	-
Exercised during the year	-	-	535,320	-
Outstanding at the end of the year	-	-	-	-
Options Unvested at the end of the year	-	-	-	-
Exercisable at the end of the year	-	-	-	-

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 period.

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, 2023

38 Income Taxes (Ind AS 12)

Reconciliation of Effective Tax Rate

Particulars	For the year ended 31-03-2023	For the year ended 31-03-2022
Profit before Tax (in million)	1,648.41	3,368.71
Tax Expense (in million)	434.20	874.68
Effective Tax Rate (in %)	26.34%	25.96%
Effect of Non-Deductible / Deductible expenses (in %)	-1.17%	-0.80%
Applicable Tax Rate (in %)	25.17%	25.17%

- 39 The Company is primarily 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. No Single customer represents 10% or more of the Company's total Revenue for the year ended 31st March 2023 and year ended 31st March 2022

40 Disclosure pertaining to Ind AS-33 Earnings Per Share

Earnings per share (EPS) is calculated as under :

Rs. in million except per share data

Sr No	Particulars	For the year ended 31-03-2023	For the year ended 31-03-2022
1	Profit for the year attributable to owners of the company (A)	1,214.21	2,494.03
2	Weighted average number of equity shares for Basic EPS (B)	11,05,61,079	11,02,44,287
3	Basic EPS (A/B)	10.98	22.62
4	Potential Equity Shares on exercise of options (C)	-	-
5	Weighted average number of equity shares for Diluted EPS (B+C) (D)	11,05,61,079	11,02,44,287
6	Diluted EPS (A/D)	10.98	22.62
7	Nominal Value of Share	10.00	10.00

41 Disclosure pertaining to Ind AS 116 Lease 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.

Interest expenses on Lease Liabilities

Rs. in million

Particular	For the year ended 31-03-2023	For the year ended 31-03-2022
Interest expenses on Lease Liabilities	3.19	12.52

Notes to the Financial Statements

For The Year Ended 31st March, 2023

Lease Expenses recognized in Profit and Loss statement not included in the measurement of lease liabilities::

Rs. in million

Particular	For the year ended 31-03-2023	For the year ended 31-03-2022
Expenses relating to short-term leases/ low-value assets	36.36	43.74

Maturity analysis of lease liabilities– contractual undiscounted cash flows:

Rs. in million

Particulars	31-03-2023	31-03-2022
Less than one year	17.84	20.49
One to five years	34.14	-
More than five years	-	-
Total undiscounted lease liabilities as at year end	51.97	20.49

42 Information as per the requirement of Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

Rs. in million

Sr No	Particulars	31-03-2023	31-03-2022
a (i)	The principal amount remaining unpaid to any supplier at the end of accounting year	357.43	505.26
(ii)	Interest due on above and unpaid interest	3.92	1.70
	Total (i+ii)	361.35	506.96
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	3.92	1.70
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, 2023

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:

Rs. in million

Particulars	For year ended 31-03-2023		For year ended 31-03-2022	
	Pre IPO Placement	IPO	Pre IPO Placement	IPO
Opening Balance	-	-	59.06	1,214.74
Less: Amount paid/invested				
Purchase of capital goods / Upgradation of Equipments	-	-	59.06	1,214.74
Balance amount deposited in Bank	-	-	-	-

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:

Rs. in million

Particulars	For the year ended 31-03-2023	For the year ended 31-03-2022
Revenue as per Contract price	28,201.79	27,478.35
Less: Discounts and incentives	1,182.68	980.64
Revenue as per statement of profit and loss	27,019.11	26,497.71

Contract liability (Advances from Customers):

Rs. in million

Particulars	For the year ended 31-03-2023	For the year ended 31-03-2022
Closing Contract Liability	28.45	30.12

The Contract liability outstanding at the beginning of the year has been recognised as revenue during the year ended 31st March, 2023.

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 and similar projects in other states. The Company recognises revenue to the extent of

Notes to the Financial Statements

For The Year Ended 31st March, 2023

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 19.50 million (P.Y. Rs 41.04 million) (gross) 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:

Rs. in million

Particulars	For the year ended 31-03-2023	For the year ended 31-03-2022
Revenue as per Contract price	15.31	-
Less: Discounts and incentives	-	-
Revenue as per statement of profit and loss	15.31	-

Contract Assets & liability :

Rs. in million

Particulars	For the year ended 31-03-2023	For the year ended 31-03-2022
Closing Contract Asset	5.66	15.07
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 Corporate Social Responsibility:

Rs. in million

Sr. No	Particulars	For the year ended 31-03-2023	For the year ended 31-03-2022
1	Gross amount to be spent by the company *	54.06	36.01
2	Total amount spent during the year	42.56	44.14
3	Excess / (Shortfall) amount spent for the financial year [(2)-(1)]	(11.50)	8.13
4	Total of previous years excess carried forward	12.73	4.60
5	Total amount available for set off in succeeding financial years [(3)+(4)]	1.23	12.73
6	Previous Years Cumulative Shortfall & Reason for Shortfall	NIL	
7	Details of related party transactions in relation to CSR Expenditure as per IND AS 24 - Related party disclosures	-	-
8	Details of provision made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately	-	-

*Nature of CSR Activities - Education Aid, teacher's skill development, Medical Aid, Disaster Management (COVID relief) and others

47 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.

Notes to the Financial Statements

For The Year Ended 31st March, 2023

48 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.

49 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.

50 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.

51 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.

52 Wilful defaulter

As on 31st March, 2023 the Company has not been declared wilful defaulter by any bank/financial institution or other lender.

53 Ratios

The following are analytical ratios for the year ended 31st March, 2023 and 31st March, 2022

Ratio	Numerator	Denominator	Current Year	Previous Year	% Variance	Reason for variance in excess of 25%
Current Ratio (in times)	Current Assets	Current Liabilities	2.45	1.89	29.44%	Working capital position has improved as compared to previous year.
Debt Equity Ratio (in times)	Total Debt	Shareholders Equity	0.04	0.12	-64.05%	Decrease in short term borrowings by Rs 918.66 million
Debt Service Coverage Ratio (in times)	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	2.06	2.83	-27.07%	The company has reduced short term borrowings leading to improvement

Notes to the Financial Statements

For The Year Ended 31st March, 2023

Ratio	Numerator	Denominator	Current Year	Previous Year	% Variance	Reason for variance in excess of 25%
Return on Equity Ratio (in %)	Net Profits after taxes	Average Shareholders Equity	9.24%	21.61%	-57.25%	Decline in net profit due to lower gross margin and sales realization.
Inventory/Stock turnover ratio (in times)	Revenue from Operations	Average Inventory	5.19	6.28	-17.34%	
Trade Receivables turnover ratio (in times)	Revenue from Operations	Average Trade Receivables	6.38	6.94	-8.08%	
Trade payables turnover ratio (in times)	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	5.82	5.31	9.71%	
Net capital turnover ratio (in times)	Revenue from Operations	Working Capital	4.07	4.60	-11.39%	
Net profit ratio (in %)	Net Profits after taxes	Revenue from Operations	4.48%	9.39%	-52.29%	Decline in net profit due to lower gross margin and sales realization.
Return on Capital employed (in %)	Earning before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	12.24%	24.62%	-50.28%	Decline in Earning before Interest and Tax due to lower gross margin and sales realization.
Return on Investment (in %)	Income generated from invested funds	Average Investment	5.92%	6.07%	-2.46%	

As per our attached report on even date

For N. A. Shah Associates LLP

Chartered Accountants
Firm Registration Number: 116560W/W100149

Milan Mody

Partner
Membership No. 103286

Place: Mumbai
Date: 25.05.2023

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: 25.05.2023

Parag J. Chheda
Director
(DIN No : 00013222)

Shailesh K. Bhaskar
Company Secretary



PRINCE PIPES AND FITTINGS LIMITED

CIN: 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 – 400 028

Website: www.princepipes.com; E-mail Id: investor@princepipes.com

Tel: 022 – 6602 2222; Fax: 022- 6602 2220

Notice of the 36th Annual General Meeting

NOTICE is hereby given that the Thirty Sixth (36th) Annual General Meeting (“AGM”) of the members of Prince Pipes and Fittings Limited will be held on Thursday, September 21, 2023, 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, 2023, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vipul Chheda (DIN: 00013234) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Re-appointment of Mr. Jayant Chheda (DIN: 00013206) as a Chairman and Managing Director of the Company and approval of his remuneration:**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded for re-appointment of Mr. Jayant Chheda (DIN: 00013206) as a Chairman and Managing Director, designated as Executive Director of the Company, for a period of three (3) years with effect from August 21, 2023 and whose office shall be liable to determination by retirement of Directors by rotation at remuneration of Rs. 27,94,500/- P.M. plus performance based incentive payable up to 0.75% of the Net Profits per year as commission computed in the manner laid down in section 198 of the Companies Act and other perquisites as applicable, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include Nomination and Remuneration Committee of the Board)

to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Jayant Chheda, subject to the same not exceeding the limits specified in section 197 read with Schedule V of the Companies Act, 2013 or any statutory modification(s) or re- enactment thereof.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits for any financial year, the remuneration and perquisite as set out in the aforesaid draft Agreement shall be paid to Mr. Jayant Chheda as minimum remuneration.

RESOLVED FURTHER THAT, in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V of the Companies Act, 2013, the Board of Directors be and hereby authorized to vary or increase the remuneration including salary, perquisites, allowances etc. within such prescribed limits or ceiling and the Agreement between the Company and Chairman and Managing Director Mr. Jayant Chheda be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in the General meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. **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:**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded for re-appointment of Mr. Parag Chheda (DIN: 00013222) as Whole-Time Director,

designated as a Joint Management Director of the Company, for a period of three (3) years with effect from August 21, 2023 and whose office shall be liable to determination by retirement of Directors by rotation at remuneration of Rs. 23,27,940/- P.M. plus performance based incentive payable up to 0.75% of the Net Profits per year as commission computed in the manner laid down in section 198 of the Companies Act and other prerequisites as applicable, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Parag Chheda, subject to the same not exceeding the limits specified in section 197 read with Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits for any financial year, the remuneration and perquisite as set out in the aforesaid draft Agreement shall be paid to Mr. Parag Chheda as minimum remuneration.

RESOLVED FURTHER THAT, in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V of the Companies Act, 2013, the Board of Directors be and hereby authorized to vary or increase the remuneration including salary, perquisites, allowances etc. within such prescribed limits or ceiling and the Agreement between the Company and Whole- Time Director Mr. Parag Chheda be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in the General meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. Re-appointment of Mr. Vipul Chheda (DIN: 00013234) as a Whole Time Director of the Company and approval of his remuneration:

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded for re-appointment of Mr. Vipul Chheda (DIN: 00013234) as Whole-Time Director, designated as an Executive Director of the Company, for a period of three (3) years with effect from August 21, 2023 and whose office shall be liable to determination by retirement of Directors by rotation at remuneration of Rs. 20,94,660/- P.M. plus performance based incentive payable up to 0.75% of the Net Profits per year as commission computed in the manner laid down in section 198 of the Companies Act and other prerequisites as applicable, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Vipul Chheda, subject to the same not exceeding the limits specified in section 197 read with Schedule V of the Companies Act, 2013 or any statutory modification(s) or re- enactment thereof.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits for any financial year, the remuneration and perquisite as set out in the aforesaid draft Agreement shall be paid to Mr. Vipul Chheda as minimum remuneration.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V of the Companies Act, 2013, the Board of Directors be and hereby authorized to vary or increase the remuneration including salary, perquisites, allowances etc. within such prescribed limits or ceiling and the Agreement between the Company and Whole- Time Director Mr. Vipul Chheda be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in the General meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. Re-appointment of Mr. Rajendra Gogri (DIN: 00061003) as an Independent Director of the Company:

To consider and if thought fit, to pass the following resolution as a **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. Rajendra Gogri (DIN: 00061003), who holds office of Independent Director up to June 24, 2023 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. Rajendra Gogri'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 25, 2023 up to June 24, 2028.

"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."

7. Appointment of Mrs. Amisha Vora (DIN: 00089193) as an Independent Director of the Company:

To consider and if thought fit, to pass the following resolution as an **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 of 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, Mrs. Amisha Vora (DIN: 00089193), who was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from August 10, 2023 and whose term of office expires at this Annual General Meeting ("AGM") and who has submitted a declaration that she 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 Mrs. Amisha Vora's candidature for the office of Director, be

and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years commencing from August 10, 2023 up to August 09, 2028.

"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."

8. To ratify the remuneration payable to Cost Auditors for the Financial Year 2023-24:

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, 2024, be paid a remuneration of Rs. 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."

9. Increase in the remuneration payable to Mrs. Heena Chheda being related party, holding office or place of profit in the Company:

To consider and if thought fit, 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 20% p.a. over and above last salary drawn in the Company (presently last salary drawn is Rs. 8,59,375/- Per Month) for a period of one year effective from October 01, 2023, 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 and 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."

10. Increase in the remuneration payable to Mr. Nihar Chheda being related party, holding office or place of profit in the Company:

To consider and if thought fit, 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 30% p.a. over and above last salary drawn in the Company (presently last salary drawn is Rs. 7,93,206/- Per Month) for a period of one year effective from October 01, 2023, 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 and 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."

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 10, 2023

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, the Ministry of Corporate Affairs has vide its circular no. 14/2020 dated April 08, 2020, circular no. 17/2020 dated April 13, 2020, circular no. 20/2020 dated May 05, 2020 and circular no. 02/2021 dated January 13, 2021, and Circular No. 21/2021 dated December 14, 2021 and 02/2022 dated May 05, 2022 and Circular no. 10 dated December 28, 2022 (hereinafter collectively to be referred as the "MCA circulars") and SEBI Circular dated January 05, 2023 by the Securities Exchange Board of India (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.3, 4,5, 6,7,8,9 and 10 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 36th 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 36th AGM and the Company may close the window for joining the VC/ OAVM Facility 30 minutes after the scheduled time to start the 36th AGM.
6. Register of Members and the Share transfer books of the Company will remain closed from Friday, September 15, 2023 to Thursday 21, 2023(both days inclusive) for the purpose of Annual General Meeting.
7. Details under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 "Listing Regulations" in respect of Directors seeking appointment/ re-appointment at the Annual General Meeting, forms part of the AGM notice. The Directors have furnished the requisite declarations for their appointment/ re-appointment.
8. Electronic copy of the Annual Report will be sent to the members whose email IDs are registered with the Company / Depository Participant(s).
9. 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.
10. 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.
11. 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.
12. Attendance of the Members participating in the 36th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
13. 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 36th AGM and facility for those Members participating in the 36th AGM to cast vote through e-Voting system during the 36th AGM.
14. 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

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

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.

15. 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.
16. 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.: 022 - 4886 7000 and 022 - 2499 7000.
17. 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.
18. 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

19. 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.: 022-48867000 and 022-24997000

Login type	Helpdesk details
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

20. 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.
21. 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.
22. 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.
23. 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. Thursday, September 14, 2023.
24. 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 send through e-mail and holding shares as

of the cut-off date i.e. Thursday, September 14, 2023 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/](https://www.evoting.nsdl.com/) or call on toll free no. 022 - 4886 7000 and 022 - 2499 7000 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. Thursday, September 21, 2023 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

25. 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.
26. 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](https://www.evoting.nsdl.com) or call on toll free no.: 022-48867000 and 022 - 2499 7000 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: 022 - 4886 7000 and 022 - 2499 7000.

Instructions for members for remote e voting are as under: -

27. The remote e-voting period will commence on Monday, September 18, 2023, at 09:00A.M. IST and ends on Wednesday, September 20, 2023, at 05:00P.M. IST. During this period, Members of the Company, holding shares as on the cut-off date of September 14, 2023, 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.
28. 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 a 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.nsdl.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.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Type of shareholders	Login Method
	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen 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</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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.</p>

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 NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical 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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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'.

- 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:

- 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
- "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
- 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.
- 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?

- 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.
- 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.
29. 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.
30. Instructions for Members for e-voting during the 36th AGM are as under:
 - a) Members may follow the procedure for e-Voting during the 36th AGM as mentioned above for remote e-voting.
 - b) Only those Members who will be present in the 36th 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 36th 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 36th AGM shall be the same person mentioned for Remote e-voting.
31. Instruction for Members for Participating in the 36th AGM through VC/OAVM are as under:
 - a) Member will be provided with a facility to attend the 36th 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 "125314" 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 36th 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.cm from Friday, September 15, 2023 (9:00 A.M. IST) to Sunday, September 17, 2023 (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.

32. 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 Later etc. by clicking on "upload Board Resolutions / Authority Later" 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.: 022-48867000 / 022-24997000 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 Friday, September 15, 2023, to Thursday, September 21, 2023 (both days inclusive).
- e) Mr. Sanjay Dholakia, Practicing Company Secretary (CP No. 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 36th AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 36th AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 36th 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 36th AGM.
- g) The Scrutinizer shall after the conclusion of e-Voting at the 36th 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 two working days from the conclusion of the 36th 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 36th AGM and the Annual Report for the year 2022 -23 including therein the Audited Financial Statements for year 2022-23, 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 36th AGM and the Annual Report for the year 2022-23 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 36th AGM and the Annual Report for the year 2022-23 including therein the Audited Financial Statements for the year 2022-23, 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 36th 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 SETTING OUT THE MATERIAL FACTS CONCERNING AND RELATING TO THE SPECIAL BUSINESS TO BE TRANSACTED AT THE MEETING PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

IN RESPECT OF ITEM NO 3:

The Members of the Company in its meeting held on September 23, 2020 had re-appointed Mr. Jayant Chheda as Managing Director of the Company for a period of three (3) years effective from August 21, 2020 to August 20, 2023. In view of this and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors has re-appointed Mr. Jayant Chheda (DIN: 00013206) as Managing Director of the Company for a term of three (3) years effective from August 21, 2023 to August 20, 2026, subject to approval of the Members.

The material terms of remuneration are as follows:

Remuneration:

- (a) Salary: Rs. 27,94,500/- per month w.e.f July 01, 2023
- (b) Allowances: Such as House Rent, Furniture, Electricity, Motor Car, Driver and any other allowance as per the rules of the company and payable every month or annually.
- (c) Incentive: Performance based incentive on following criteria:

performance based incentive payable up to 0.75% of the Net Profits per year as commission computed in the manner laid down in section 198 of the Companies Act and other perquisites as applicable, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Jayant Chheda, subject to the same not exceeding the limits specified in section 197 read with Schedule V of the Companies Act, 2013 or any statutory modification(s) or re- enactment thereof w.e.f. April 01, 2023.

- (d) Perquisites:

Category –A

He will be entitled to various perquisites including Medical Reimbursement, Leave Travel Concession, Club Fees, Personal Accident Insurance, Medical Insurance

Category – B

The Company's contribution to Provident Fund, Superannuation Fund and Annuity Fund, benefits of the Pension and Gratuity Scheme, Leave entitlement, Earned Leave and Encashment of earned leave and long service awards, will be in accordance with the Rules and Regulations of the Company and will be allowed in addition to Salary.

Category – C

Car for company's business, telephone and communication facilities at residence.

- (e) Reimbursement of Expenses: Reimbursement of travelling, entertainment and other expenses incurred by him during the course of the business of the Company.
- (f) Termination Clause: The appointment shall be terminable by either party i.e. by the Company or by Managing Director by giving three months' notice.

Minimum Remuneration:

Notwithstanding anything mentioned here in, where in any financial year during the currency of the tenure of the appointment of Mr. Jayant Chheda, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified above.

Further, The Board is empowered to consider revision in yearly salary with effect from 1st July every year for FY25-FY27, based upon the recommendation of the NRC and within overall ceiling as the limits specified in section 197 read with Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

Pursuant to the provisions of the Companies Act, 2013, Mr. Jayant Chheda shall be liable to retire by rotation and shall also be Key Managerial Personnel of the Company.

The relevant complete resolution passed by the Board of Directors, the draft of the agreement are available for inspection by the Members at the Registered office of the Company on any working day (except Sundays and Public Holidays) between 11 a.m. and 3.00 p.m. up to the date of the Annual General Meeting.

Brief profile: Mr. Jayant Chheda, aged 77 years, is the Chairman and Managing Director of our Company. He has been associated with our Company since incorporation as a Director. He has passed the Senior Secondary Certificate Examination. He has

over three decades of experience in the plastic industry. He was awarded the 'Lifetime Achievement Award' at the Vinyl India Conference, 2014.

The extracts of remuneration given above shall be deemed to be the extracts of remuneration required to be furnished under Section 190 of the companies Act, 2013.

The Board of Directors recommends the resolution set out in item No. 3 to be passed as a Special Resolution.

Except Mr. Jayant Chheda, Mr. Parag Chheda, Mr. Vipul Chheda and their relatives, none of the other Directors or Key Managerial Personnel or their relatives are concerned or interested in the nature of, financial or otherwise with respect to Agenda Item No 3, except to the extent of their shareholding in the Company.

IN RESPECT OF ITEM NO 4:

The Members of the Company in its meeting held on September 23, 2020 had re-appointed Mr. Parag Chheda as Whole Time Director of the Company for a period of three (3) years effective from August 21, 2020 to August 20, 2023. In view of this and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors has re-appointed Mr. Parag Chheda (DIN: 00013222) as Joint Managing Director of the Company for a term of three (3) years effective from August 21, 2023 to August 20, 2026, subject to approval of the Members.

The material terms of remuneration are as follows:

Remuneration:

- (a) Salary: Rs. 23,27,940/- per month w.e.f July 01, 2023
- (b) Allowances: Such as House Rent, Furniture, Electricity, Motor Car, Driver and any other allowance as per the rules of the company and payable every month or annually.
- (c) Incentive: Performance based incentive on following criteria:

performance based incentive payable up to 0.75% of the Net Profits per year as commission computed in the manner laid down in section 198 of the Companies Act and other perquisites as applicable, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Parag Chheda, subject to the same not exceeding the limits specified in section

197 read with Schedule V of the Companies Act, 2013 or any statutory modification(s) or re- enactment thereof w.e.f. April 01, 2023.

- (d) Perquisites:

Category –A

He will be entitled to various perquisites including Medical Reimbursement, Leave Travel Concession, Club Fees, Personal Accident Insurance, Medical Insurance in accordance with the rules of the Company. The aforesaid perquisites may be in the form of allowances or reimbursement. The aforesaid perquisites will be restricted to aggregate of annual salary and allowances as mentioned in (a) and (b) above.

Category–B

The Company's contribution to Provident Fund, Superannuation Fund and Annuity Fund, benefits of the Pension and Gratuity Scheme, Leave entitlement, Earned Leave and Encashment of earned leave and long service awards, will be in accordance with the Rules and Regulations of the Company and will be allowed in addition to Salary.

Category – C

Car for company's business, telephone and communication facilities at residence.

- (e) Reimbursement of Expenses: Reimbursement of travelling, entertainment and other expenses incurred by him during the course of the business of the Company.
- (f) Termination Clause: The appointment shall be terminable by either party i.e. by the Company or by Whole- Time Director by giving three months' notice.

Minimum Remuneration:

Notwithstanding anything mentioned here in, where in any financial year during the currency of the tenure of the appointment of Mr. Parag Chheda, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified above.

Further, The Board is empowered to consider revision in yearly salary with effect from 1st July every year for FY25-FY27, based upon the recommendation of the NRC and within overall ceiling as the limits specified in section 197 read with Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

Pursuant to the provisions of the Companies Act, 2013, Mr. Parag Chheda shall be liable to retire by rotation and shall also be Key Managerial Personnel of the Company.

The relevant complete resolution passed by the Board of Directors, the draft of the agreement are available for inspection by the Members at the Registered office of the Company on any working day (except Sundays and Public Holidays) between 11 a.m. and 3.00 p.m. up to the date of the Annual General Meeting.

Brief profile: Mr. Parag Chheda, aged 52 years, is an Executive Director 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 24 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.

The extracts of remuneration given above shall be deemed to be the extracts of remuneration required to be furnished under Section 190 of the companies Act, 2013.

The Board of Directors recommends the resolution set out in item No. 4 to be passed as a Special Resolution.

Except Mr. Parag Chheda, Mr. Jayant Chheda, Mr. Vipul Chheda and their relatives, none of the other Directors or Key Managerial Personnel or their relatives are concerned or interested in the nature of, financial or otherwise with respect to Agenda Item No 4, except to the extent of their shareholding in the Company.

IN RESPECT OF ITEM NO 5:

The Members of the Company in its meeting held on September 26, 2017 had re-appointed Mr. Vipul Chheda as Whole-Time Director of the Company for a period of three (3) years effective from August 21, 2020 to August 20, 2023. In view of this and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors has re-appointed Mr. Vipul Chheda (DIN: 00013234) as Whole-Time Director of the Company for a term of three (3) years effective from August 21, 2023 to August 20, 2026, subject to approval of the Members.

The material terms of remuneration are as follows:

Remuneration:

- (a) Salary: Rs. 20,94,660/- per month w.e.f July 01, 2023
- (b) Allowances: Such as House Rent, Furniture, Electricity, Motor Car, Driver and any other allowance as per the rules of the company and payable every month or annually.

- c) Incentive: Performance based incentive on following criteria:

performance based incentive payable up to 0.75% of the Net Profits per year as commission computed in the manner laid down in section 198 of the Companies Act and other perquisites as applicable, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Vipul Chheda, subject to the same not exceeding the limits specified in section 197 read with Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof w.e.f. April 01, 2023.

- (a) Perquisites:

Category -A

He will be entitled to various perquisites including Medical Reimbursement, Leave Travel Concession, Club Fees, Personal Accident Insurance, Medical Insurance in accordance with the rules of the Company. The aforesaid perquisites may be in the form of allowances or reimbursement. The aforesaid perquisites will be restricted to aggregate of annual salary and allowances as mentioned in (a) and (b) above.

Category – B

The Company's contribution to Provident Fund, Superannuation Fund and Annuity Fund, benefits of the Pension and Gratuity Scheme, Leave entitlement, Earned Leave and Encashment of earned leave and long service awards, will be in accordance with the Rules and Regulations of the Company and will be allowed in addition to Salary.

Category – C

Telephone and communication facilities at residence.

- (b) Reimbursement of Expenses: Reimbursement of travelling, entertainment and other expenses incurred by him during the course of the business of the Company.
- (c) Termination Clause: The appointment shall be terminable by either party i.e. by the Company or by Whole-time Director by giving three months' notice.

Minimum Remuneration:

Notwithstanding anything mentioned here in, where in any financial year during the currency of the tenure of the appointment of Mr. Vipul Chheda, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified above.

Further, The Board is empowered to consider revision in yearly salary with effect from 1st July every year for FY25-FY27, based upon the recommendation of the NRC and within overall ceiling as the limits specified in section 197 read with Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

Pursuant to the provisions of the Companies Act, 2013, Mr. Vipul Chheda shall be liable to retire by rotation and shall also be Key Managerial Personnel of the Company.

The relevant complete resolution passed by the Board of Directors, the draft of the agreement are available for inspection by the Members at the Registered office of the Company on any working day (except Sundays and Public Holidays) between 11 a.m. and 3.00 p.m. up to the date of the Annual General Meeting.

Brief profile: Mr. Vipul Chheda, aged 48 years, is an Executive Director of our Company. He has been associated with our Company since March 11, 1997 as a Director. He holds a higher secondary certificate from the Maharashtra State Board of Secondary and Higher Secondary Education. He has over 23 years of experience in the piping industry.

The extracts of remuneration given above shall be deemed to be the extracts of remuneration required to be furnished under Section 190 of the companies Act, 2013.

The Board of Directors recommends the resolution set out in item No.5 to be passed as a Special Resolution.

Except Mr. Vipul Chheda, Mr. Parag Chheda, Mr. Jayant Chheda and their relatives, none of the other Directors or Key Managerial Personnel or their relatives are concerned or interested in the nature of, financial or otherwise with respect to Agenda Item No 5, except to the extent of their shareholding in the Company.

IN RESPECT OF ITEM NO.06:

Mr. Rajendra Gogri 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 23, 2020, to hold office up to June 24, 2023 ("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 25, 2023 after taking into account the performance evaluation of Mr. Rajendra Gogri 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. Rajendra Gogri 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. Rajendra Gogri as Independent Director on the Board of the Company, to hold office for the second term of five (5) consecutive years commencing from June 25, 2023, up to June 24, 2028, 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. Rajendra Gogri for his appointment to the office of Independent Director.

Brief profile of the above Independent Director is as under:

Mr. Rajendra Gogri aged 64 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.

Except Mr. Rajendra Gogri 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 Resolution set out in Item no. 06 to be passed as a Special Resolution.

IN RESPECT OF ITEM NO.07:

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company have appointed Mrs. Amisha Vora as an Additional Director in the capacity of Non-Executive Independent Director of the Company to hold office for a period from August 10, 2023, to August 09, 2028, not liable to retire by rotation, subject to consent of the Members of the Company at the ensuing AGM.

As an Additional Director, Amisha Vora holds office till the date of the AGM and is eligible for being appointed as an Independent Director. The Company has received necessary declaration(s) from Amisha Vora confirming that she meets the criteria as prescribed under the Companies Act, 2013 (the Act) and SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 (Listing Regulations).

Mrs. Amisha Vora is not disqualified from being appointed as a Director under provisions of Section 164 of the Companies Act, 2013, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given her consent to act as a Director of the Company.

Profile:

Mrs. Amisha Vora is Chairman and Managing Director, Prabhudas Lilladher (PL) Group. A Chartered Accountant by education and equity expert by profession, she is a highly acknowledged equity market veteran, with 35+ years of experience. With her passion for work, attention to detail, and astute understanding of the business, Amisha has transformed PL from a stock broking firm to a full-stack, value-added, integrated financial services organisation. She is a highly sought-after opinion maker in the capital markets, and is regularly invited on leading business news channels, seminars and conclaves for her views and insights.

Given her expertise and experience, Mrs. Vora has been a member of the CII Capital Markets Committee since the last 5 years and sits on the board of the Association of Portfolio Managers of India (APMI). She has also won several prestigious awards, including the Rashtriya Udyog Ratan Award for Corporate Leadership and the Annual Impact Creator Award by the Governor’s office & Government of Maharashtra in 2021.

In the opinion of the Board, Mrs. Amisha Vora fulfils the conditions for her appointment as an Independent Director as specified in the Act and Listing Regulations and is independent of the management.

Your Board believes that Mrs. Amisha Vora induction on the Board will support in broadening the overall expertise of the Board and will bring wide experience particularly in the areas of corporate governance and various laws.

A copy of the appointment letter, setting out her terms and conditions of appointment is available on the website of the Company at www.princepipes.com and will be available for inspection by the Members at the Registered office of the Company on any working day (except Sundays and Public Holidays) between 11 a.m. and 3.00 p.m. up to the date of the Annual General Meeting.

Except Mrs. Amisha Vora and her 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 of Directors recommends the resolution set out in Item No.07 to be passed as a Special Resolution.

IN RESPECT OF ITEM NO.08:

The Board on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company across various segments, for the financial year ending March 31, 2024, as per the following details:

Sr. No.	Name of the Auditor	Industry	Fees
1	Ketki D. Visariya	Plastic Products	Rs.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, 2024, by passing an Ordinary Resolution as set out at Item No. 08 of the Notice.

The Board of Directors recommends the resolution set out in Item No. 08 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.

IN RESPECT OF ITEM NO.09:

Mrs. Heena Chheda, aged 52 years, is President- Human Resource of the Company and has been associated with the Company since 2009.

Mrs. Heena Chheda is 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 Rs. 2,50,000/- 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 Rs.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 25, 2023, has approved for increase in remuneration payable to Mrs. Heena Chheda up to 20% p.a. over and above last salary drawn of (presently last salary drawn is Rs.8,59,375 Per Month) for a period of one year effective from October 01, 2023, 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. 9.

Monetary value and period of approval: As mentioned in Explanatory Statement No. 9

Profile of Mrs. Heena Parag Chheda- President – Human Resource

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. 9 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.

IN RESPECT OF ITEM NO.10:

Mr. Nihar Chheda, aged 26 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 Rs. 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 Rs.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 25, 2023, has approved for increase

in remuneration payable to Mr. Nihar Chheda up to 30% p.a. over and above last salary drawn of (presently last salary drawn is Rs.7,93,206 Per Month) for a period of one year effective from October 01, 2023, 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. 10

Monetary value and period of approval: As mentioned in Explanatory Statement No. 10

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. 10 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.

Annexure 'A'

ANNEXURE TO ITEM NO 03 TO 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 and Secretarial Standard 2 on General Meetings]

Details of Executive Directors seeking re-appointment:

Name of Director	Mr. Jayant Chheda (Chairman and Managing Director)	Mr. Parag Chheda (Whole Time Director)	Mr. Vipul Chheda (Whole Time Director)
DIN	00013206	00013222	00013234
Date of Birth	31-07-1946	07-05-1971	08-06-1975
Nationality	Indian	Indian	Indian
Date of Appointment / Re- appointment on the Board	13/11/1987	27/04/1996	11/03/1997
Qualifications	Senior Secondary Certificate Examination	Associate degree in business administration	Higher secondary certificate
Expertise in specific functional area	Procurement, Strategy, Accounts & Finance	Marketing/Advertising, HR, IT	Project Sales/Marketing
Number of shares held in the Company	66,52,405 (6.02%)	2,07,60,303 (18.78%)	2,07,60,303 (18.78%)
Terms and Conditions of Appointment / Re- appointment	As detailed in the respective resolutions 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: Member: Nil	Prince Pipes and Fittings Limited: Audit Committee - Member Stakeholder Relationship Committee – Member Chairman: Nil	Prince Pipes and Fittings Limited: Stakeholder Relationship Committee - Member Chairman: Nil
Numbers of Board Meeting attended in FY 2022-23	05/05	05/05	05/05
Relationship with other Directors / Key Managerial Personnel/ Managers	Relative of Mr. Parag Chheda and Mr. Vipul Chheda	Relative of Mr. Jayant Chheda and Mr. Vipul Chheda	Relative of Mr. Jayant Chheda and Mr. Parag Chheda

*Directorship includes Directorship of Listed Companies & Committee membership includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (whether Listed or not).

ANNEXURE TO ITEM NO 06 AND 07 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 and Secretarial Standard 2 on General Meetings]

Details of Non-Executive Directors seeking appointment / re-appointment:

Name of Director	Mr. Rajendra Gogri (Independent Director)	Mrs. Amisha Vora (Independent Director)
DIN	00061003	00089193
Date of Birth	15-12-1959	16-06-1966
Nationality	Indian	Indian
Date of Appointment / Re- appointment on the Board	June 25, 2023	August 10 , 2023
Qualifications	Master's degree in Chemical Engineering	Chartered Accountant
Expertise in specific functional area	Marketing, Purchase, Account/Finance, Taxation	Accounts/Finance/Equity Market Expert
Number of shares held in the Company	Nil	Nil
Terms and Conditions of Appointment / Re-appointment	as detailed in in-respective resolutions and explanatory statement	as detailed in in-respective resolutions and explanatory statement
List of the directorships held in other companies*	Aarti Industries Ltd	NIL
Chairman/ Member in the Committees of the Boards of companies in which he is Director*	Aarti Industries Limited Audit Committee – Member Stakeholders Relationship Committee - Member Aarti Pharamlabs Limited Stakeholders Relationship Committee - Chairman Prince Pipes and Fittings Limited Audit Committee- Member	Prince Pipes and Fittings Limited Audit Committee – Chairman
Number of Board Meetings attended in FY 2022-23	04/05	NA
Relationship with other Directors / Key Managerial Personnel/ Managers	None	None

*Directorship includes Directorship of Listed Companies & Committee membership includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (whether Listed or not).



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Corporate Office

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