

CORPORATE GOVERNANCE REPORT

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity -PRINCE PIPES AND FITTINGS LIMITED
 2. Quarter ending - MARCH 31, 2021

i. Composition Of Board Of Director

T i t l e (M r . / M s)	Name of the Dir ect or	D I N	P A N	Cat ego ry (Ch air pers on / Exe cutiv e/ No n- Exec utive/ Inde pend ent/ Nomi nee)	S u b C a t e g o r y	Ini tia l D ate of A p p oi nt m e nt	Dat e of App oint m e nt	Dat e of ces sati on	T e n ure	D at e of Bir th	Wh eth er spe cial res olut ion pas sed ?	D at e of p a ss in g s p e ci al res olut ion	N o. of Di re ct or s hi p in lis ted e nt itie s in clu ding this lis ted e nt ity	No of Inde pend ent Dire ctor ship in lis ted entit ies in clud ing this lis ted ent ity	No of me mbers hips in Au dit/ Sta keh older Com mitte e(s) in clud ing this lis ted ent ity	No of po st of Ch air pers on in Au dit/ St ak eh older Com mitte e held in lis ted ent ities in clud ing this lis ted ent ity	Me mbers hip in Com mitte es of the Com pany	Rem arks
M r.	Jay ant Sha mji	0 0 0 1	A A B P	C & ED	M D	13- No v- 198	21- Aug- 2020		0	3 1- Ju l-	NA		1	0	0	0	NA	

	Ch hed a	3 2 0 6	C 1 3 3 6 Q		7				1 9 4 6							
M r.	Par ag Jay ant Ch hed a	0 0 0 1 3 2 2 2	A A B P C 3 9 4 4 L	ED	27- Apr - 199 6	21- Aug- 2020		0	0 7- M ay - 1 9 7 1	NA		1	0	2	0	AC,SC ,RC
M r.	Vip ul Jay ant Ch hed a	0 0 0 1 3 2 3 4	A A B P C 3 9 4 4 5 M	ED	11- Ma r- 199 7	21- Aug- 2020		0	0 8- Ju n- 1 9 7 5	NA		1	0	1	0	SC
M r.	Mo hin der Pal Ba nsa l	0 1 6 2 6 3 4 3 0 A	A A C P B 4 7 7 0 A	ID	16- Sep - 201 7	16- Sep- 2020		4 3	0 8- M ay - 1 9 5 7	NA		4	3	4	3	AC,R C,NR C
M r.	Ra me sh Ch and ak	0 0 0 2 6 5 8 9 1 1 5 H	A C V P C 9 9 1 1 5 H	ID	16- Sep - 201 7	16- Sep- 2020		4 3	0 7- N o v- 1 9 4 6	Yes	2 3- S ep - 2 0 2 0	5	5	7	3	AC,SC ,RC,N RC
M rs .	Um a Ma nda	0 3 1 5	A C U P	ID	16- Sep - 201	16- Sep- 2020		4 3	0 2- Ja n-	NA		1	1	2	0	AC,N RC

	vga ne	6 2 2 4 4 0 P	M			7				1 9 6 7							
M r.	Dili p Des hpa nde	0 8 4 8 8 9 8 6	A F C P D 7 8 0 2 G	ID		29- Jun - 201 9	29- Jun- 2019		2 1	1 2- D ec - 1 9 5 1	NA		1	1	0	0	NA
M r.	Raj esh R. Pai	0 2 9 3 0 6 5 8	A U U P P 2 1 7 4 L	NED ,ND		26- No v- 201 9	26- Nov- 2019		0	2 4- S ep - 1 9 7 1	NA		1	0	0	0	NA
M r.	Raj end ra Val lab haji Go gri	0 0 0 6 1 0 0 3	A A C P G 2 2 7 8 E	ID		25- Jun - 202 0	25- Jun- 2020		9	1 5- D ec - 1 9 5 9	NA		2	1	2	0	NA
M r.	Sati sh Ch avv a	0 3 6 1 5 1 7 5	A IZ P C 4 0 1 1 5 C	NED ,ND		25- Jun - 202 0	25- Jun- 2020		0	2 0- D ec - 1 9 7 4	NA		1	0	0	0	NA

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

ii. Composition of Committees

a. Audit Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Mohinder Pal Bansal	ID	Chairperson	16-Sep-2017	
2	Ramesh Chandak	ID	Member	16-Sep-2017	
3	Uma Mandavgane	ID	Member	16-Sep-2017	
4	Parag Jayant Chheda	ED	Member	29-Jun-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Ramesh Chandak	ID	Chairperson	16-Sep-2017	
2	Parag Jayant Chheda	ED	Member	28-Nov-2019	
3	Vipul Jayant Chheda	ED	Member	16-Sep-2017	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Ramesh Chandak	ID	Chairperson	25-Jun-2020	
2	Mohinder Pal Bansal	ID	Member	25-Jun-2020	
3	Parag Jayant Chheda	ED	Member	25-Jun-2020	

Company Remarks	.RISK MANAGEMENT COMMITTEE DETAILS: Composition: 1. Mr. Ramesh Chandak (Independent Director) - Chairperson 2. Mr. Mohinder Pal Bansal ((Independent Director) , Member 3. Mr. Parag Chheda (Executive Director) , Member 4. Mr. Shyam Sharda (CFO) - Member
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Ramesh Chandak	ID	Chairperson	06-Jun-2018	
2	Uma Mandavgane	ID	Member	16-Sep-2017	
3	Mohinder Pal Bansal	ID	Member	16-Sep-2017	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. **Meeting of Board of Directors**

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
03-Nov-2020	03-Feb-2021	Yes	9	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	91

iv. **Meeting of Committees**

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	03-Nov-2020	03-Feb-2021	Yes	4	3
Stakeholders Relationship Committee		03-Feb-2021	Yes	3	1
Risk Management Committee		03-Feb-2021	Yes	3	2

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	91

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015

- a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Yes**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
- b. Any comments/observations/advice of Board of Directors may be mentioned here:

%affirmComments%

Name : **Shailesh Bhaskar**
Designation : **Company Secretary and Compliance Officer**

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.princepipes.com
Terms and conditions of appointment of	Yes		www.princepipes.com
Composition of various committees of	Yes		www.princepipes.com
Code of conduct of board of directors and	Yes		www.princepipes.com
Details of establishment of vigil mechanism/	Yes		www.princepipes.com
Criteria of making payments to non-	Not		
Policy on dealing with related party	Yes		www.princepipes.com
Policy for determining 'material' subsidiaries	Yes		www.princepipes.com
Details of familiarization programs imparted	Yes		www.princepipes.com
Email address for grievance redressal and other relevant details entity who are	Yes		www.princepipes.com
Contact information of the designated	Yes		www.princepipes.com
Financial results	Yes		www.princepipes.com
Shareholding pattern	Yes		www.princepipes.com
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed	Yes		www.princepipes.com
New name and the old name of the listed	Yes		www.princepipes.com
Advertisements as per regulation 47 (1)	Yes		www.princepipes.com
Credit rating or revision in credit rating	Yes		www.princepipes.com
Separate audited financial statements of	Not		
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.princepipes.com
Materiality Policy as per Regulation 30	Yes		www.princepipes.com
Dividend Distribution policy as per	Yes		www.princepipes.com
It is certified that these contents on the	Yes		www.princepipes.com
II Annual Affirmations			
Particulars	Regulation Number	Compliance status	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	

<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination & remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes	
<i>Meeting of Risk Management Committee</i>	22	Yes	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of Annual Secretarial Compliance Report</i>	24(2),(3),(4),(5) & (6)	Not Applicable	
<i>Alternate Director to Independent Director</i>	24(A)	Yes	
<i>Maximum Tenure</i>	25(1)	Not Applicable	
<i>Meeting of independent directors</i>	25(2)	Yes	
<i>Familiarization of independent directors</i>	25(3) & (4)	Yes	
<i>Declaration from Independent Director</i>	25(7)	Yes	
<i>D & O Insurance for Independent</i>	25(8) & (9)	Yes	
<i>Memberships in Committees</i>	25(10)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(1)	Yes	
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(3)	Yes	
	26(4)	Yes	

<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	
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Other Information	
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III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Not Applicable**

Other Information	
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Name : **SHAILESH BHASKAR**
Designation : **Company Secretary**