

Integrated Governance

PRINCE PIPES AND FITTINGS LIMITED

General information about company

Scrip code	542907	
NSE Symbol	PRINCEPIPE	
MSEI Symbol	NOTLISTED	
ISIN	INE689W01016	
Date of start of financial year	01-04-2024	
Date of end of financial year	31-03-2025	
Reporting Quarter Type	Yearly	
Date of Quarter Ending	31-03-2025	
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	true	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	true	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	false	Not Applicable
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	true	
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	false	Not Applicable
Risk management committee	true	
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities	
Is SCORE ID Available ?	true	
SCORE Registration ID	COMZ00689	
Reason For No SCORE ID		
Type of Submission	Original	
Remarks (website dissemination)		

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory																							
Whether the listed entity has a Regular Chairperson																							
Whether Chairperson is related to MD or CEO																							
Disqualification of Directors under section 164 of the Companies Act, 2013																							
Sr no.	Title(Mr/Ms)	Name of the Director	Category 1 of directors	Category 2 of directors	Category 3 of directors	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director(in months)	No of Directorship in listed entities including this listed entity(Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity(Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Jayant Shamji Chheda	Executive Director	Chairperson related to Promoter	MD	false				Active	NA		13-11-1987	21-08-2023			1	0	0	0			
2	Mr	Parag Jayant Chheda	Executive Director	Not Applicable		false				Active	NA		27-04-1996	21-08-2023			1	0	2	0			
3	Mr	Vipul Jayant Chheda	Executive Director	Not Applicable		false				Active	NA		11-03-1997	21-08-2023			1	0	1	0			
4	Mr	Rajendra Vallabhaji Gogri	Non-Executive - Independent Director	Not Applicable		false				Active	NA		25-06-2020	25-06-2023		57.05	4	1	5	2			
5	Mrs	Amisha Niraj Vora	Non-Executive - Independent Director	Not Applicable		false				Active	NA		10-08-2023	10-08-2023		19.21	1	1	1	1			
6	Mr	Ankur Mohinder Bansal	Non-Executive - Independent Director	Not Applicable		false				Active	NA		16-05-2024	16-05-2024		10.15	1	1	2	1			

Annexure I

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson					true	
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Amisha Niraj Vora	Non-Executive - Independent Director	Chairperson	10-08-2023		
2	Rajendra Vallabhaji Gogri	Non-Executive - Independent Director	Member	19-05-2022		
3	Parag Jayant Chheda	Executive Director	Member	29-06-2019		
4	Ankur Mohinder Bansal	Non-Executive - Independent Director	Member	16-05-2024		

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Rajendra Vallabhaji Gogri	Non-Executive - Independent Director	Chairperson	19-05-2022		
2	Amisha Niraj Vora	Non-Executive - Independent Director	Member	10-08-2023		
3	Ankur Mohinder Bansal	Non-Executive - Independent Director	Member	16-05-2024		

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Ankur Mohinder Bansal	Non-Executive - Independent Director	Chairperson	16-05-2024		
2	Parag Jayant Chheda	Executive Director	Member	10-08-2023		
3	Vipul Jayant Chheda	Executive Director	Member	16-09-2017		

Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Ankur Mohinder Bansal	Non-Executive - Independent Director	Chairperson	16-05-2024		
2	Amisha Niraj Vora	Non-Executive - Independent Director	Member	10-08-2023		
3	Parag Jayant Chheda	Executive Director	Member	25-06-2020		
4	Anand Gupta	Chief Financial Officer	Member	07-11-2023		Textual Information(1)

Text Block

Textual Information(1)

Mr. Anand Gupta, Chief Financial Officer of the Company is a member of the Risk Management Committee

Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Jayant Shamji Chheda	Executive Director	Chairperson	16-09-2017		
2	Parag Jayant Chheda	Executive Director	Member	16-09-2017		
3	Amisha Niraj Vora	Non-Executive - Independent Director	Member	10-08-2023		
4	Ankur Mohinder Bansal	Non-Executive - Independent Director	Member	16-05-2024		

Annexure I

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	07-11-2024			true	6	5	2
2	11-02-2025	95		true	6	5	2

Annexure I

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	07-11-2024				true	4	3	2	0
2	Audit Committee	11-02-2025	95			true	4	3	2	0
3	Corporate Social Responsibility Committee	11-02-2025				true	4	3	1	0
4	Stakeholders Relationship Committee	11-02-2025				true	3	2	0	0

Annexure I

V. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	true
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	true
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	true
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	true
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
7	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.	true
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	true
9	Any comments/observations/advice of Board of Directors may be mentioned here:	

Annexure I

Sr	Subject	Compliance status
1	Name of signatory	Shailesh Bhaskar
2	Designation	Company Secretary and Compliance Officer

Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	false
Other details of cyber security incidence or breaches or loss of data event	
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	

Annexure II

Annexure II 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

Sr	Item	Compliance status (Yes/No/NA)	If status is 'No' details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.princepipes.com
2	Terms and conditions of appointment of independent directors	Yes		www.princepipes.com
3	Composition of various committees of board of directors	Yes		www.princepipes.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.princepipes.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.princepipes.com
6	Criteria of making payments to non-executive directors	Yes		www.princepipes.com
7	Policy on dealing with related party transactions	Yes		www.princepipes.com
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		www.princepipes.com
10	Email address for grievance redressal and other relevant details	Yes		www.princepipes.com
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.princepipes.com
12	Financial results	Yes		www.princepipes.com
13	Shareholding pattern	Yes		www.princepipes.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes		www.princepipes.com
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.princepipes.com
18	Credit rating or revision in credit rating obtained	Yes		www.princepipes.com
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Secretarial Compliance Report	Yes		www.princepipes.com
21	Materiality Policy as per Regulation 30 (4)	Yes		www.princepipes.com
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		www.princepipes.com
23	Disclosures under regulation 30(8)	Yes		www.princepipes.com
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend Distribution policy as per Regulation 43A(1)	Yes		www.princepipes.com
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		www.princepipes.com
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		www.princepipes.com
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		www.princepipes.com
29	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]			

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is 'No' details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	Yes	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	

44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)		
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA	
Any other information to be provided				

Annexure II

1	Name of signatory	Shailesh Bhaskar
2	Designation	Company Secretary and Compliance Officer

Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied Any other information to be provided	NA

Annexure II

1	Name of signatory	Shailesh Bhaskar
2	Designation	Company Secretary and Compliance Officer

Signatory Details

Name of signatory	Shailesh Bhaskar
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	17-04-2025

Additional Half yearly Disclosure

Any Other Information for Disclosure of Loans / Guarantees / Comfort Letters / Securities Etc.			
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			
II. Affirmations			
Affirmations	Compliance Status	Company Remarks	
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.	true		
Name	Anand Gupta		
Designation	CFO		
Place	Mumbai		
Date	15-04-2025		

Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Imposition of Fine or Penalty					
Sr.No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
1	Office of the Additional Commissioner Jurisdiction: DEHRADUN: MEERUT: CBIC, State/UT: Uttarakhand	Demand Order in Form GST DRC-07 dated February 27, 2025, for FY 2020-21 for an aggregate amount of ₹ 14,46,44,224 /-.	27-02-2025	The officer has disallowed certain GST credit and raised GST demand on account of difference in GST actually paid in GSTR-3B and the GST indicated in E-waybill issued during the F.Y. 2020-21.	Based on Company's assessment, the aforesaid demand is not maintainable, and the Company is evaluating all options including filing an appeal against the order. The Company did not envisage any relevant impact on financials, operations or other activities of the Company.
2	Office of the Assistant Commissioner of Income Tax Jurisdiction: Central Circle 4(3), Mumbai	Notice of Demand under Section 156 of the Income Tax Act (the "Act") of Rs. 26.50 crore received along with Assessment Order passed under Section 143(3) read with Section 147 of the Act for the Assessment Year 2019-20.	17-03-2025	The Income Tax demand arose on account of Assessing Authority not granting credit of advance taxes and TDS aggregating to Rs. 25.31 crore and inadvertently adjusting refund of Rs. 1.19 crore.	There shall be no material impact on the financials/operations of the Company, as the demand is factually incorrect and is not tenable in law. The Company is examining the order and will take appropriate steps, including filing of rectification application with tax authority.