

# CORPORATE GOVERNANCE REPORT

## 1. CORPORATE GOVERNANCE PHILOSOPHY:

Your Company believes in adopting the best corporate governance practices, based on the following principles in order to maintain transparency, accountability and ethics:

- Recognition of the respective roles and responsibilities of the management;
- Independent verification and assured integrity of financial reporting;
- Protection of Shareholders' right and priority for investor relations; and
- Timely and accurate disclosure on all material matters concerning operations and performance of your Company.

Keeping the above in mind, your Company is fully committed to conduct its affairs in a fair and transparent manner and to enhance shareholders value while complying with the applicable Rules and Regulations. We are in compliance with all the requirements of the Corporate Governance enshrined in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "SEBI Listing Regulations").

## 2. BOARD OF DIRECTORS:

### Compositions

The Board of your Company consists of 9 (Nine) Directors as on March 31, 2020, out of which 2 (Two) are Executive Directors and 7 (Seven) are Non-Executive Directors. Out of 7 (Seven) Non- Executive Directors, 5 (Five) are Independent Directors. The Chairman of the Board is an Independent Director. The Composition of the Board is in compliance with the requirements of SEBI Listing Regulations. No director is related to each other except Mrs. Jagruti S. Engineer who is spouse of Mr. Sandeep P. Engineer. All the Directors have certified that they are not members of more than 10 (Ten) Committees and do not act as Chairman of more than 5 (Five) Committees across all the Companies in which they are Directors.

The composition of the Board of Directors as on March 31, 2020 is as follows:

Name of Director	Category	Total No. of Other Directorship*	Details of Committees#	
			Chairman	Member
Mr. K. R Shenoy (DIN 00801985)	Independent Chairman	-	-	-
Mr. Sandeep P. Engineer (DIN 00067112)	Managing Director	3	1	-
Mrs. Jagruti S. Engineer (DIN 00067276)	Whole Time Director	-	-	-
Mr. Kyle A. Thompson (DIN 00254002)	Non- Executive Director	-	-	-
Mr. Anil Kumar Jani (DIN 07078868)	Non- Executive Director	-	-	-
Mr. Pradip N. Desai (DIN 00336937)	Independent Director	1	-	1
Mrs. Kaushal D. Nakrani (DIN 08405226)	Independent Director	-	-	-
Mr. Viral M. Jhaveri <sup>1</sup> (DIN 08277568)	Independent Director	-	-	-
Mr. C K Gopal <sup>2</sup> (DIN 08434324)	Independent Director	-	-	-
Mr. Narasinh K. Balgi <sup>3</sup> (DIN 00163468)	Independent Director	1	-	1

\*Excludes Private Limited Companies (which are not subsidiary of Public companies), Foreign Companies, Section 8 Companies and Alternate Directorships.

None of the directors of the Company are having directorship in any other listed entities.

#Includes only Audit Committee and Stakeholders' Relationship Committee of other Companies.

<sup>1</sup>Appointed w.e.f October 24, 2019

<sup>2</sup>Appointed w.e.f February 11, 2020.

<sup>3</sup>Ceased as Independent Director w.e.f. January 28, 2020 due to completion of tenure.

**Dates of Board Meetings and Attendance at the Board Meetings and the last Annual General Meeting:**

During the FY 2019-20, the Board of Directors of your Company met 6 (six) times on May 20, 2019, June 29, 2019, August 2, 2019, October 24, 2019, November 8, 2019, and on February, 11, 2020. The details of attendance of each Director at Board Meetings held in the Financial Year and the last Annual General Meeting are as under:

Name of Director	Dates of Board Meetings and Attendance of each director at Board Meeting							
	20.05. 2019	29.06. 2019	02.08. 2019	24.10. 2019	08.11. 2019	11.02. 2020	Total No. of Board Meetings attended	Attendance at the last AGM held on August 2, 2019
Mr. K. R. Shenoy	Yes	No	Yes	Yes	No	Yes	4	Yes
Mr. Sandeep P. Engineer	Yes	Yes	Yes	Yes	Yes	Yes	6	Yes
Mrs. Jagruti S. Engineer	Yes	Yes	Yes	Yes	Yes	Yes	6	Yes
Mr. Kyle A. Thompson	No	No	No	No	Yes	No	1	No
Mr. Anil Kumar Jani	Yes	Yes	Yes	Yes	No	Yes	5	Yes
Mr. Pradip N. Desai	Yes	Yes	Yes	Yes	Yes	Yes	6	Yes
Mr. Narasinh K. Balgi <sup>1</sup>	Yes	Yes	Yes	No	No	NA	3	Yes
Mrs. Kaushal Nakrani	Yes	Yes	Yes	Yes	No	Yes	5	Yes
Mr. Viral Jhaveri <sup>2</sup>	NA	NA	NA	Yes	No	Yes	2	NA
Mr. C K Gopal <sup>3</sup>	NA	NA	NA	NA	NA	Yes	1	NA

<sup>1</sup> Ceased to be Director w.e.f. January 28, 2020

<sup>2</sup> Appointed w.e.f. October 24, 2020

<sup>3</sup> Appointed w.e.f. February 11, 2020

**Code of Conduct for Board & Senior Management Personnel**

Your Company has adopted a Code of Conduct for Board Members & Senior Management Personnel and the declaration from the Managing Director, stating that all the Directors and the Senior Management Personnel of your Company have affirmed compliance with the Code of Conduct has been included in this Report. The Code has been posted on your Company's website at [https://www.astralpipes.com/uploads/investor\\_broucher/1538992610\\_105\\_1.pdf](https://www.astralpipes.com/uploads/investor_broucher/1538992610_105_1.pdf).

**Profile of Directors seeking appointment / re-appointment:**

The brief profile and other information of the directors seeking appointment/re-appointment is provided in the notice convening the Annual General Meeting.

**3. COMMITTEES OF THE BOARD**

**(i) AUDIT COMMITTEE**

**Composition, meetings and attendance**

The Audit Committee of your Company has been constituted as per the requirements of Section 177 of the Companies Act 2013, and SEBI Listing Regulations. The Chairman of the Audit Committee is an Independent Director and two-thirds of the members of the Audit Committee are Independent

Directors. During the FY 2019-20, the Committee met 4 (Four) times on May 20, 2019, August 2, 2019, October 24, 2019, February 11, 2020.

The composition of the Audit Committee as on March 31, 2020 and the attendance of the members in the meetings held during the FY 2019-20 are as follows:

Name of Member	Designation	No. of meetings attended
Mr. K. R. Shenoy	Chairman	4
Mr. Sandeep P. Engineer	Member	4
Mr. Pradip N. Desai	Member	4
Mr. Narasinh K. Balgi#	Member	2

# Ceased to be Member w.e.f. January 28, 2020

The Company Secretary of the Company acted as the Secretary to the Committee.

**Terms of Reference:**

The broad terms of reference of the Audit Committee include the following as has been mandated in Section 177 of Companies Act, 2013 and SEBI Listing Regulations:

- Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the Statutory Auditors and the fixation of audit fees.
- Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors.
- Appointment, removal and terms of remuneration of Internal Auditors.
- Reviewing, with the Management, the annual financial statements before submission to the Board for approval, with particular reference to:
  - (i) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's 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;
  - (iv) Significant adjustments made in the financial statements arising out of Audit findings;
  - (v) Compliance with Listing and other Legal requirements relating to the financial statements;
  - (vi) Disclosure of any related party transactions;
  - (vii) Qualifications in the draft Audit Report;
- Reviewing with the Management, the quarterly financial statements before submission to the Board for approval;
- Reviewing, 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 the Board to take up steps in this matter.
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the Management, performance of Statutory and Internal Auditors, and adequacy of the internal control systems;
- Reviewing 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;
- Discussions with Internal Auditors on any significant findings and follow up thereon;
- Reviewing 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;
- Discussion 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;
- 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;
- To review the functioning of the Whistle Blower mechanism;
- Approval of appointment of CFO (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;
- Management discussion and analysis of financial condition and results of operations;

- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses;
- The appointment, removal and terms of remuneration of the Chief Internal Auditor.
- Reviewing the utilisation of loans and / or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision

The Chief Financial Officer and the representatives of the Statutory Auditors and Internal Auditors are invited to attend the meetings of the Audit Committee.

**(ii) STAKEHOLDERS' RELATIONSHIP COMMITTEE**

**Composition, meetings and attendance**

The Stakeholders' Relationship Committee of your Company has been constituted as per the requirements of Section 178 of the Companies Act 2013 and SEBI Listing Regulations. The Chairman of the Committee is an Independent Director.

During the FY 2019-20, the Committee met 4 (Four) times on May 20, 2019, August 2, 2019, October 24, 2019 and February 11, 2020.

The composition of the Stakeholder's Relationship Committee as on March 31, 2020 and the attendance of the members in the meetings held during the FY 2019-20 are as follows:

Name of Member	Designation	No. of meetings attended
Mr. K. R. Shenoy	Chairman	4
Mr. Sandeep P. Engineer	Member	4
Mr. Anil Kumar Jani	Member	4

The Company Secretary of the Company acted as the Secretary to the Committee.

**Terms of Reference:**

- Efficient transfer of shares, including review of cases for refusal of transfer / transmission of Shares and Debentures, demat / remat of shares.

- Redressal of Shareholder and Investor complaints like transfer of shares, non-receipt of Balance Sheet, non-receipt of declared dividends etc.;
- Issue of new / duplicate / split / consolidated Share Certificates;
- Allotment of Shares;
- Review of cases for refusal of transfer / transmission of Shares and Debentures;
- Reference to Statutory and Regulatory authorities regarding Investor Grievances; and
- To otherwise ensure proper and timely attendance and redressal of Investor's queries and grievances
- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

**Status of investors' complaints:**

The status of investor's complaints as on March 31, 2020 is as follows:

Number of complaints as on April 1, 2019	Nil
Number of complaints received during the year ended on March 31, 2020	5
Number of complaints resolved up to March 31, 2020	5
Number of complaints pending as on March 31, 2020	Nil

The complaints received were mainly in the nature of non-receipt of Annual Report. There were no pending requests for transfer of shares of the Company as on March 31, 2020.

**Name and Designation of Compliance Officer:**

Mr. Krunal Bhatt, Company Secretary is the Compliance Officer of the Company.

**(iii) NOMINATION AND REMUNERATION COMMITTEE  
Composition, meetings and attendance**

The Nomination and Remuneration Committee of your Company has been constituted as per the requirements of Section 178 of the Companies Act, 2013 and SEBI Listing Regulations. The Chairman of the Committee is an Independent Director.

During the FY 2019-20, the Committee met 5 (Five) times on May 20, 2019, June 29, 2019, August 2, 2019, October 24, 2019 and February 11, 2020.

The composition of the Nomination and Remuneration Committee as on March 31, 2020 and the attendance of the members in the meetings held during the FY 2019-20 are as follows:

Name of Member	Designation	No. of meetings attended
Mr. Pradip N. Desai	Chairman	5
Mr. K. R. Shenoy	Member	4
Mr. Anil Kumar Jani	Member	5

The Company Secretary of the Company acted as the Secretary to the Committee.

**Terms of Reference:**

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees and carry our evaluation of every director’s performance;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

- Recommend to the board, all remuneration, in whatever form, payable to senior management

**Remuneration Policy:**

Remuneration Policy of your Company has been designed to ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors/Employees of the quality required to run the Company successfully and Relationship of remuneration to performance is clear and meets appropriate performance bench marks. Remuneration policy of the Company has been uploaded on the Company’s website and can be accessed at [https://www.astralpipes.com/uploads/investor\\_broucher/1561804048\\_remuneration\\_policy\\_astral.pdf](https://www.astralpipes.com/uploads/investor_broucher/1561804048_remuneration_policy_astral.pdf).

Salient features of the policy on remuneration of executive and non-executive directors are as under:

**• Executive Directors :**

The Board of Directors in consultation with the Nomination and Remuneration Committee decides on the remuneration payable to the Managing Director / Whole Time Director. The total remuneration to the Managing Director comprises fixed component consisting of salary and perquisites in accordance with Company’s policy and a profit linked incentive.

**• Non - Executive Directors:**

Non-Executive Directors are paid sitting fees for attending the Board and Committee meetings, plus the reimbursement of actual expense directly related to the travel and out-of-pocket expenses, if any, incurred by them.

**Performance Evaluation Criteria for independent Directors:**

The performance evaluation criteria for Independent Directors are determined by the Nomination and Remuneration Committee. An indicative list of factors that may be evaluated include adherence to ethical standards and codes of conduct, constructive participation in board meetings, implementing good corporate governance practices, review of integrity of financial information and risk management, safeguarding interest of whistle blowers under vigil mechanism etc.

Details of remuneration and pecuniary benefits to the Directors during FY 2019-20:

(₹ In Million)

Name of the Director	Salary/ Allowances	Sitting Fees	Incentive/ Commission
Mr. K. R. Shenoy	Nil	0.55	-
Mr. Sandeep P. Engineer	34.56	Nil	25.40
Mrs. Jagruti S. Engineer	8.38	Nil	-
Mr. Kyle A. Thompson	Nil	Nil	-
Mr. Anil Kumar Jani	Nil	0.43	-
Mr. Pradip N. Desai	Nil	0.50	-
Mr. Narasinh K. Balgi <sup>1</sup>	Nil	0.12	-
Mrs. Kaushal Nakrani	Nil	0.12	-
Mr. Viral Jhaveri <sup>2</sup>	Nil	0.08	-
Mr. C K Gopal <sup>3</sup>	Nil	0.05	-

<sup>1</sup> Ceased to be Director w.e.f. January 28, 2020

<sup>2</sup> Appointed w.e.f. October 24, 2019

<sup>3</sup> Appointed w.e.f. February 11, 2020

**Notes:**

- (i) There were no pecuniary relationships or transactions of the Non-Executive Directors vis-à-vis Company other than payment of sitting fees and reimbursement of expenses incurred by them for the purpose of attending meetings of the Company.
- (ii) The Managing Director is entitled to an incentive payment at the rate of 1% (One percent) of Profit Before Tax of the Company in addition to the salary, increment and reimbursement of expenses.

None of the Directors except the Managing Director is entitled to such an Incentive.

- (iii) None of the Directors of the Company has been granted any Stock Options during the year.

The shareholding of Directors as on the March 31, 2020 is as under:

Sr. No.	Name of Director	Shareholding	%
1	Mr. K. R. Shenoy	Nil	Nil
2	Mr. Sandeep P. Engineer	4,73,03,074	31.40
3	Mrs. Jagruti S. Engineer	1,14,29,262	7.59
4	Mr. Kyle A. Thompson	Nil	Nil
5	Mr. Anil Kumar Jani	950	0.00
6	Mr. Pradip N. Desai	3,75,000	0.25
7	Mr. Narasinh K. Balgi <sup>1</sup>	3162	0.00
8	Mrs. Kaushal Nakrani	Nil	Nil
9	Mr. Viral Jhaveri <sup>2</sup>	1000	0.00
10	Mr. C K Gopal <sup>3</sup>	Nil	Nil

<sup>1</sup> Ceased to be Director w.e.f. January 28, 2020.

<sup>2</sup> Appointed w.e.f. October 24, 2019.

<sup>3</sup> Appointed w.e.f. February 11, 2020.

The Company has not issued any convertible instruments.



**Performance Evaluation:**

Pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations, the Committee has carried out the annual performance evaluation of Directors and Key Managerial Personnel. The Board of Directors also carried out annual performance evaluation of Independent Directors and Committees of the Board. Performance evaluation was carried out based on approved criteria such as adherence to ethical standards and code of conduct, constructive participation in board meetings, implementing good corporate governance practices etc. The Directors expressed their satisfaction with the evaluation process.

The independent directors also held separate meeting to review the performance of Non-independent Directors and overall performance of the board.

**4. GENERAL BODY MEETING/POSTAL BALLOTS:**

The details of last three Annual General Meetings of the Company are as follows:

Financial Year	Date-Time-Venue
2018-19	August 2, 2019 at 10.00 a.m. at H T Parekh Hall, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad - 380015.
2017-18	August 25, 2018 at 10:00 a.m. at H T Parekh Hall, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad - 380015.
2016-17	August 8, 2017 at 2:30 p.m. at H T Parekh Hall, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad - 380015.

**Details of special resolutions passed in Previous Three AGMs.**

Details of the Special Resolutions passed in last three Annual General Meetings are as follow:

Financial Year	Particulars of Special Resolutions passed
2018-19	Re-appointment of Mr. K.R. Shenoy (DIN: 00801985) as an Independent Director of the Company. Re-appointment of Mr. Pradip Desai (DIN: 00336937) as an Independent Director of the Company. To approve offer or invitation to subscribe to Non-convertible Debentures on private placement basis.
2017-18	Ratification of appointment of Mr. Narasinh K. Balgi (DIN: 00163468) as an Independent Director for present tenure. Ratification of appointment of Mr. K.R. Shenoy (DIN: 00801985) as an Independent Director for present tenure.
2016-17	To approve offer or invitation to subscribe to Non-Convertible Debentures on private placement basis.

**Postal Ballot:**

During the year, the Company approached the shareholders through postal ballot. The details of the postal ballot is as under:

Name of resolution	Type of resolution	No. of votes polled	Votes cast in favour		Votes cast in against	
			No. of votes	%	No. of votes	%
Issue of Bonus share	Ordinary	8,66,68,704	8,66,68,702	100	2	0

Date of Postal Ballot Notice:	August 2, 2019.
Voting period:	August 8, 2019 to September 6, 2019.
Date of approval:	September 6, 2019.
Date of declaration of result:	September 7, 2019.

**1. DISCLOSURES**

**(a) Disclosure on materially significant related party transactions.**

There were some related party transactions during the FY 2019-20 and the same do not have potential conflict with the interest of the Company at large. The details of related party transactions as per Indian Accounting Standard - 24 are included in the notes to the accounts.

**(b) Details of non-compliance with regard to capital market.**

There is no non-compliance by the Company on any matter related to the capital markets during the last three years. Similarly, there are no penalties, strictures imposed by the Stock Exchanges, SEBI or any statutory authority on any matter related to capital market.

**(c) Disclosure of accounting treatment**

There is no deviation in following the treatments prescribed in any Accounting Standard in preparation of financial statements for the FY 2019-20.

**(d) Board disclosures - Risk Management**

The Board members of the Company are regularly appraised about the risk assessment and minimisation procedures adopted by the Company. The Audit Committee of the Board is also regularly informed about the business risks and the steps taken to mitigate the same. The implementation of the risk assessment and minimisation procedures is an ongoing process and the Board members are periodically informed of the status.

**(e) Familiarisation Program of Independent Directors**

The Board familiarisation program comprises of the following:-

- Induction program for new Independent Directors;
- Presentation on business and functional issues
- Updation of business, branding, corporate governance, regulatory developments and investor relations matters

All new Independent Directors are taken through a detailed induction and familiarisation program when they join the Board of your Company. The induction program is an exhaustive one that covers the history and culture of your company, background of the Company and its growth over the decades, various milestones in the Company's existence since its incorporation,

the present structure and an overview of the businesses and functions.

Independent Directors are familiarised with their roles, rights and responsibilities in the Company as well as with the nature of industry and business model of the Company by providing various presentations at Board/Committee meetings from time to time. These presentations provide a good understanding of the business to the Independent Directors which covers various functions of the Company and also an opportunity for the Board to interact with the next level of management. There are opportunities for Independent Directors to interact amongst themselves.

Apart from the above, the Directors are also given an update on the environmental and social impact of the business, branding, corporate governance, regulatory developments and investor relations matters.

The details of the Familiarisation programs can be accessed on the web link: [https://www.astralpipes.com/uploads/investor\\_broucher/1538992797\\_110\\_l.pdf](https://www.astralpipes.com/uploads/investor_broucher/1538992797_110_l.pdf)

**(f) Details of compliance with mandatory requirements and adoption of non-mandatory requirements of SEBI Listing Regulations.**

The Company has complied with all the mandatory requirements as mandated under SEBI Listing Regulation. A Certificate from the Statutory Auditors of the Company to this effect has been included in this Report.

**(g) Whistle Blower Policy**

The Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior. The Company has a Vigil mechanism and Whistle blower policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. Employees may also report to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee. Whistle blower policy of the Company has been uploaded on the website of the Company and can be accessed at [https://www.astralpipes.com/uploads/investor\\_broucher/1538992668\\_107\\_l.pdf](https://www.astralpipes.com/uploads/investor_broucher/1538992668_107_l.pdf).

As per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and rules made thereunder, your Company has constituted Internal Complaints Committee



(ICC) which is responsible for redressal of complaints related to sexual harassment. During the year under review, there were no complaints pertaining to sexual harassment.

**(h) Policy on “Material” Subsidiary**

The Company has Board approved policy on determining Material Subsidiary which can be accessed at [https://www.astralpipes.com/uploads/investor\\_broucher/1561803986\\_material\\_subsidary\\_policy\\_astral\\_2019.pdf](https://www.astralpipes.com/uploads/investor_broucher/1561803986_material_subsidary_policy_astral_2019.pdf).

**(i) Certification from CEO and CFO**

The requisite certificate from the Managing Director and Chief Financial Officer of the Company required to be given under Regulation 33 was placed before the Board of Directors of the Company at its Meeting held on May 25, 2020 and Mr. Sandeep P. Engineer, Managing Director and Mr. Hiranand A. Savlani, Chief Financial Officer of the Company, have certified to the Board that:

- (a) They have reviewed the Financial Statement and the Cash Flow Statement for the FY 2019-20 and that to the best of their knowledge and belief:
  - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) These statements together present a 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 the best of their knowledge and belief, no transactions entered into by the Company during the year which are

fraudulent, illegal or violative of Company's Code of Conduct.

- (c) They accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. They have not come across any reportable deficiencies in the design or operation of such internal controls.
- (d) They have indicated to the Auditors and the Audit Committee:
  - (i) That there are no significant changes in the internal control over financial reporting during the year;
  - (ii) There are no significant changes in the Accounting Policies during the year, and
  - (iii) There are no instances of significant fraud of which they have become aware.

**(j) Disclosure of commodity price risks and commodity hedging activities**

Please refer to Management Discussion and Analysis Report for the same.

**(k) Certification from Company Secretary in practice:**

Ms. Monica Kanuga, Practicing Company Secretary, has issued a certificate required under the Listing Regulations, confirming that none of the directors on Board of the Company has been debarred or disqualified from being appointed or continuing as director of the Company by the SEBI/Ministry of Corporate Affairs or any such statutory authority. The certificate is enclosed with this report.

**(l) list of core skills / expertise /competencies identified in the context of the business:**

The Board continues to identify an appropriate mix of diversity and skills for introducing different perspectives into Board for better anticipating the risks and opportunities in building a long-term sustainable business.

The below table summarises the key qualifications, skills and attributes which are taken into consideration while nominating to serve on the Board.

Business Strategies	Success in business at a senior level.
Financial & Accounting Expertise	Proficiency in financial accounting and reporting, corporate finance and internal controls, corporate funding and associated risks.
Governance, Risk & Compliance	Experience with a large Corporate that demonstrates rigorous governance standards.
Mergers & Acquisition	Capable to make wise decisions in Corporate mergers, acquisitions and joint ventures.
Innovative	A strong understanding of innovation and technology, and the development and implementation of initiatives to enhance production.
Diversity	Representation of gender, cultural or other such diversity that expand the Board's understanding and perspective.

The below table specifies area of focus or expertise of individual Board member:

Director	Areas of Skills/ Expertise					
	Business Strategies	Finance & Accounting Expertise	Governance, Risk & Compliance	Merger & Acquisition	Innovative	Diversity
Mr. Sandeep Engineer (Managing Director)	✓	✓	✓	✓	✓	-
Mrs. Jagruti Engineer (Whole-time Director)	✓	-	✓	✓	✓	✓
Mr. Kyle Thompson (Non- Executive)	✓	✓	✓	-	✓	✓
Mr. Ani Kumar Jani (Non- Executive)	✓	-	✓	-	✓	-
Mr. K R Shenoy (Independent Director)	✓	✓	✓	✓	✓	✓
Mr. Pradip Desai (Independent Director)	✓	✓	✓	✓	✓	-
Mrs. Kaushal Nakrani (Independent Director)	✓	✓	✓	✓	-	✓
Mr. Viral Jhaveri <sup>1</sup> (Independent Director)	✓	✓	✓	✓	✓	-
Mr. C K Gopal <sup>2</sup> (Independent Director)	✓	✓	✓	✓	✓	✓
Mr. Narsinh Balgi <sup>3</sup> (Independent Director)	✓	✓	✓	✓	✓	-

<sup>1</sup> Appointed as a Director w.e.f. October 24, 2019.

<sup>2</sup> Appointed as a Director w.e.f. February 11, 2020.

<sup>3</sup> Ceased to be Director w.e.f. January 28, 2020.

## 2. MEANS OF COMMUNICATION TO SHAREHOLDERS

### (a) Quarterly/Annual Results

The Quarterly / Annual Results and Notices as required are normally published in the Leading Daily Newspaper "The Economic Times" in English and Local Language, i.e. Gujarati editions.

### (b) Posting of information on the website of the Company / Stock Exchanges

- The Quarterly / Annual Results of the Company, Shareholding pattern, Code of Conduct for Board and Senior Management of the Company are displayed on the Company's website [www.astralpipes.com](http://www.astralpipes.com)
- The official news releases of the Company are displayed on the websites of BSE & NSE.
- The Presentations made to Institutional Investors/Analysts are displayed on the Company's website [www.astralpipes.com](http://www.astralpipes.com)

## 7. GENERAL SHAREHOLDERS' INFORMATION:

### (a) Annual General Meeting (Proposed): Twenty Fourth Annual General Meeting:

Day and date	August 21, 2020
Time	11:00 A.M.
Venue	Not Applicable as the company is conducting meeting through Video Conferencing/ Other Audio Visual means pursuant to MCA circular Dated May 5, 2020.

### (b) FY 2019-20:

Financial Year	April 1 to March 31
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### (c) Board Meetings approval of Quarterly & Annual Results

Quarter	Tentative Date of Announcement of Board Meeting [F.Y.2020-2021]
1 <sup>st</sup> Quarter Results	On or before August 14, 2020
2 <sup>nd</sup> Quarter Results	On or before November 14, 2020
3 <sup>rd</sup> Quarter Results	On or before February 14, 2021
4 <sup>th</sup> Quarter and Annual Results	Within 60 days of the close of financial Year ending on March 31, 2021

### (d) Book Closure date:

The Share Transfer Book and Register of Members will remain closed from August 15, 2020 to August 21, 2020 (Both days inclusive).



**(e) Dividend :**

The Board of Directors of the Company had adopted the Dividend Distribution Policy on November 17, 2016 in line with the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The Policy is uploaded on the Company's website at [https://www.astralpipes.com/uploads/investor\\_broucher/1538746371\\_203\\_1.pdf](https://www.astralpipes.com/uploads/investor_broucher/1538746371_203_1.pdf)

The Dividend, if declared, will be paid within the statutory time limit to the eligible members of the Company.

**(f) Listing on Stock Exchanges:**

The Equity Shares of the Company are listed on the following Stock Exchanges in India since March 20, 2007:

<b>The BSE Limited (BSE)</b> Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001	<b>National Stock Exchange of India Limited (NSE)</b> "Exchange Plaza", Bandra Kurla Complex, Bandra (E), Mumbai - 400 051
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The Company has paid Annual Listing fees to the above Stock Exchanges for the FY 2019-20 & 2020-21.

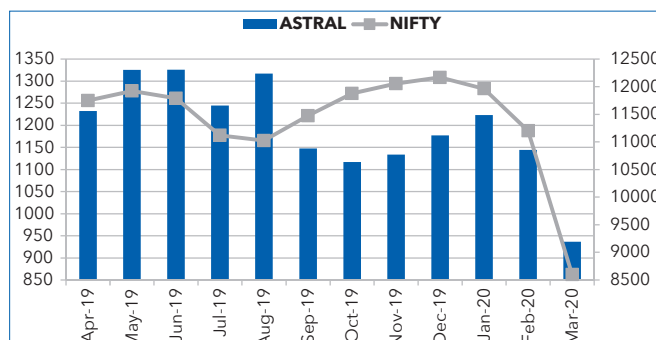
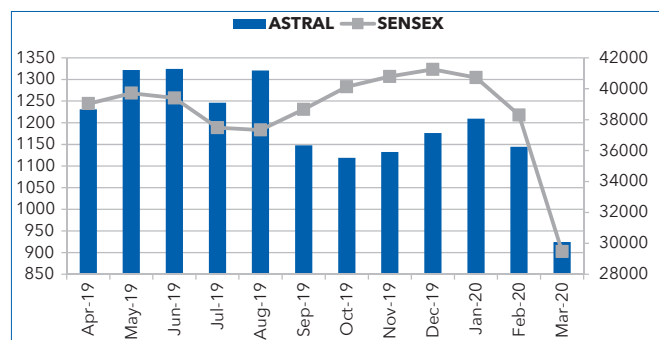
**(g) Stock Code :**

The BSE Limited (BSE)	532830
The National Stock Exchange of India Limited (NSE)	ASTRAL
ISIN for Equity Shares held in Demat form with NSDL and CDSL	INE006I01046

**(h) Stock Market Data:**

Month	BSE		NSE	
	High	Low	High	Low
April, 2019	1,279.95	1,160.55	1,258.00	1,159.85
May, 2019	1,329.00	1,142.00	1,334.90	1,139.10
June, 2019	1,379.00	1,259.35	1,380.00	1,258.65
July, 2019	1,361.00	1,181.95	1,350.00	1,180.05
August, 2019	1,324.00	1,191.15	1,324.00	1,195.00
September, 2019	1,367.75	960.00*	1,369.00	951.30*
October, 2019	1,205.00	1,108.10	1,208.00	1,106.00
November, 2019	1,164.00	1,045.00	1,164.00	1,031.00
December, 2019	1,205.00	1,103.30	1,204.00	1,100.00
January, 2020	1,249.00	1,076.95	1,250.00	1,076.05
February, 2020	1,262.00	1,125.00	1,265.00	1,122.00
March, 2020	1,190.00	747.60	1,182.00	745.65

\*Ex Bonus price w.e.f September 16, 2019.



**(i) Registrar and Share Transfer Agents :**

All the work relating to the share registry for Shares held in Physical form as well as Shares held in Electronic Form (Demat) is being done at one single point at R & T Agent of the Company viz. Bigshare Services Private Limited.

The detailed address is as under:

**BIGSHARE SERVICES PRIVATE LIMITED**

1<sup>st</sup> Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road,  
Marol, Andheri (East), Mumbai 400059.  
Phone No: +91 22-62638200, Fax No. + 91 22-62638299,  
E-mail: [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

**(j) Transfer to Investor Education and Protection Fund (IEPF)**

In terms of the Section 124 of the Companies Act, 2013, the amount that remained unclaimed for a period of seven years is required to be transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government.

During the year under review, the unclaimed dividend amount for the year 2011-12(Final) & 2012-13 (Interim) was transferred to the IEPF established by the Central Government under applicable provisions of the Companies Act.

In terms of Section 124(6) of the Act read with Investor Education and Protection Fund Authority (Accounting, Auditing, Transfer and Refund) Rules, 2016, the Company has transferred the shares in respect of which the dividend has not been claimed for a period of seven years or more to the demat account of IEPF Authority. The Company had communicated to all the concerned shareholders individually whose shares were liable to be transferred to IEPF. The Company had also given newspaper advertisements, before such transfer in favour of IEPF. The Company had also uploaded the details of such shareholders and shares transferred to IEPF on the website of the Company at [www.astralpipes.com](http://www.astralpipes.com). Further, the Company has also transferred 520 shares due to Bonus entitlement for the shares held by the IEPF authority in the ratio of 1:4 during October, 2019. The Shareholders may note that both the unclaimed dividend and corresponding shares transferred to the IEPF Authority including all benefits accruing on such shares, if any, can be claimed back by them from IEPF Authority after following the procedure (i.e. an application in E-form No. IEPF-5) prescribed in the Rules. Shareholders may refer Rule 7 of the said Rules for Refund of shares / dividend etc.

**(k) Share Transfer System :**

The Shares of Company are compulsorily traded in dematerialised form. Shares received in Physical Form are transferred within a period of 15 days from the date of lodgment subject to documents being valid and complete in all respects. The request for dematerialisation of Shares are also processed by the R&T agent within stipulated period and uploaded with the concerned Depositories. In terms of SEBI Listing Regulation, Company Secretary in Practice examines the records and processes of Share transfers and issues half yearly Certificate which is sent to the Stock Exchanges.

**(l) Distribution of Shareholding:**

The distribution of Shareholding of the Company as on March 31, 2020 is as follows:

No. of Equity Shares Held	No. of shareholders	% of Total shareholders	No. of Shares	% of Total Capital
Upto 5,000	45,831	98.75	87,09,517	5.78
5,001-10,000	239	0.51	16,88,985	1.12
10,001-20,000	128	0.28	17,95,845	1.20
20,001-30,000	51	0.11	13,01,009	0.86
30,001-40,000	26	0.06	8,97,559	0.59
40,001-50,000	17	0.04	7,64,883	0.51
50,001-1,00,000	44	0.09	32,04,835	2.13
1,00,001 and above	75	0.16	13,22,99,573	87.81
<b>Total</b>	<b>46,411</b>	<b>100.00</b>	<b>15,06,62,206</b>	<b>100.00</b>

**(m) Shareholding Pattern:**

The Shareholding Pattern of the Company as on March 31, 2020 is as follows:

Category	No of Shares	% of Total Capital
Promoters (including persons acting in concert)	8,39,82,322	55.74
Foreign Institutional/Portfolio Investors	3,02,58,131	20.08
Mutual Funds, other Financial Institutions and Banks	1,30,79,751	8.68
Non-resident Indians	9,67,302	0.64
Bodies Corporate	51,83,409	3.44
Resident Indians	1,64,05,937	10.89
Clearing members	99,633	0.07
Trust/Others	6,85,721	0.45
<b>Total</b>	<b>15,06,62,206</b>	<b>100.00</b>

**(n) Dematerialisation of Shares and liquidity:**

As on March 31, 2020, 99.99 % of the total Equity Shares were held in dematerialised form with National Securities Depository Ltd. [NSDL] and Central Depository Services Limited [CDSL].

The details of which are as under:

Sr. No.	Mode of Holding	No. of Shares	% of Total Capital
1	NSDL	14,85,93,757	98.62
2	CDSL	20,59,929	1.37
3	Physical	8,520	0.01
<b>Total</b>		<b>15,06,62,206</b>	<b>100.00</b>

**(o) GDRs/ADRs/Warrants or Convertible Instruments outstanding as on the date of this Report: Nil**

**(p) Plant Location:**

Gujarat		TamilNadu	Rajasthan	Uttrakhand	Maharashtra
Santej	Dholka				
Village: Santej, Taluka: Kalol, Dist.: Gandhinagar, Gujarat, India	Dholka-Kheda Road, Rampur, Dholka, Dist.: Ahmedabad Gujarat, India	Perandaplli Post, Village-Alur, Dist.:Krishnagiri, Hosur, Tamilnadu, India	Plot No. Sp5-132, Ghiloth Riico Industrial Area, General Zone, Shahjahanpur, Ghiloth, Alwar, Rajasthan	Plot No. C-06, Phase-3, E.S.I.P., Sitarganj, Dist. : Udham Singh Nagar, Uttrakhand	C.S. No. 190, 191, 192, 193/1, 193/2, 195/2, 196/2 and 196/3 Tasgaon, Miraj Road, Kanadwadi, Dist.: Sangli, Maharashtra

**(q) Address for correspondence:**

Shareholders' correspondence should be addressed to the Company's Registrar & Share Transfer Agent at the address mentioned at point (i).

Shareholders may also contact Company Secretary at the Registered Office of the Company for any assistance.

Registered Office  
 "Astral House",  
 207/1, B/h. Rajpath Club, Off S. G. Highway,  
 Ahmedabad - 380 059, Gujarat, India  
 Tel. No: +91 79 66212000 Fax No. : +91 79 66212121  
 Email : [co@astralpipes.com](mailto:co@astralpipes.com). Website : [www.astralpipes.com](http://www.astralpipes.com)

(r) **Credit rating:**

During the year under review your company has been able to maintain its Credit Rating, even under challenging environment of the Indian economy. The details of credit ratings obtained from CRISIL and CARE are as under.

Sr. No.	Particulars	CRISIL rating			CARE rating		
		Current rating	Previous rating	Remark	Current rating	Previous rating	Remark
1	Long term Bank facilities	CRISIL AA-/ stable	CRISIL AA-/ stable	Reaffirmed	CARE AA; stable	CARE AA; stable	Reaffirmed
2.	Short term Bank facilities	CRISIL A1+	CRISIL A1+	Reaffirmed	CARE A1+	CARE A1+	Reaffirmed

**For, Astral Poly Technik Limited**

**Sandeep P. Engineer**

Managing Director

Place : Ahmedabad

Date : May 25, 2020.

**For, Astral Poly Technik Limited**

**Jagruti S. Engineer**

Whole Time Director

**DECLARATION**

[Pursuant to para D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) regulations, 2015]

To,

The Members

**Astral Poly Technik Limited.**

I, Sandeep P. Engineer, Managing Director of Astral Poly Technik Limited hereby declare that as of March 31, 2020, all the Board Members and Senior Management have affirmed compliance with the Code of Conduct laid down by the Company.

For **Astral Poly Technik Limited**

**Sandeep P. Engineer**

Managing Director

DIN: 00067112

Place: Ahmedabad

Date: May 25, 2020.