



report on corporate governance

Annexure I to Directors' Report

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Your Company is committed to the adaption and implementation of good corporate governance practices and its adherence at all times as mandated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by establishing procedures and systems. Periodic review of the procedures and systems are done in order to ensure that Company's governance practices reflect the culture of the trusteeship deeply ingrained in our value system.

In line with this philosophy, the Company always strives for excellence through adoption of best governance and disclosure practices. The Company, as a continuous process, strengthens the quality of disclosures, on the Board composition and its functioning, remunerations paid and level of compliance with various Corporate Governance requirements.

BOARD OF DIRECTORS:

In keeping with the commitment to the principle of integrity and transparency in business operations for good corporate governance, the Company's policy is to have an appropriate mix of executive, non-executive and independent directors to maintain the independence of the Board and to separate the Board functions of governance and management.

The composition of the Board of your Company is in conformity with Regulation 17 of SEBI (LODR), Regulations, 2015. The number of Independent Directors is more than

one-third of the total number of Directors on the Board of your Company, with Chairman of the Board being an independent director.

The Board provides direction and exercises appropriate control to ensure that the Company is managed in a manner that fulfils stakeholders' aspirations and societal expectations. The Board, as part of its functioning, annually reviews its role and also evaluates the performance of the Directors and the Committees of the Board.

The Board of Directors of your Company are seasoned professionals drawn from diverse fields, possessing requisite qualifications and experience in general corporate management, finance, economics, and other allied fields which enable them to contribute effectively to your Company and enhance the quality of Board's decision making process.

The Independent Directors annually provide a certificate of independence in accordance with the applicable laws which is taken on record by the Board. All the Directors have made necessary disclosures regarding their directorships as required under Section 184 of the Act and on the Committee positions held by them in other companies. The appointment of the Managing Director and Whole-Time Director, including the tenure and terms of remuneration are also approved by the members at the first meeting after the said appointment.

All Board members are encouraged to meet and interact with the management. Board members are invited at key meetings of senior management for strategic guidance and advice.

Composition of Board:

The Board currently comprises of Nine Directors as categorized below.

Category	No. of Directors
Executive	2
Non-executive Independent (Includes 1 Woman Director)	4
Non-executive Non-independent	2
Nominee Director	1
Total	9

The Board of Directors and the position they hold in other public companies including private companies which are subsidiaries of public companies as on 31st March, 2020 unless otherwise stated are given in the following table: -

Name of Director	Executive / Non-Executive / Independent	No. of Other* Directorships held	Other* Committee# positions held	
			As Chairman	As Member
Mr R. K. Khanna	Chairman – Non-executive- Independent	-	-	-
Mr Mayank Kejriwal	Managing Director-Executive	7	-	1
Mr Gouri Shankar Rathi	Whole-Time Executive Director	-	-	-
Mrs. S. Hemamalini	Non-Executive-Independent	-	-	-
Mr T. Venkatesan	Non-Executive- Independent	4	-	-
Mr X.J.J. Abraham	Non-Executive- Independent	2	-	-
Mrs. Priya Manjari Todi	Non-Executive – Non-Independent	-	-	-
Mr Ashutosh Agarwal	Non-Executive – Non-Independent	-	-	-
Mr M. Satyanarayana (ii)	Non- Executive- Nominee Director	-	-	-

(i) APIDC nominated Mr M Satyanarayana as its nominee in place of Mr Solomon Arokiaraj, IAS with effect from 3rd February, 2020.

* Excluding Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013.

Only two Committees viz, Audit, and Stakeholders' Relationship Committees have been considered for this purpose.

None of the Non-Executive Directors have any pecuniary relationship or transaction with the Company in their personal capacity, other than those disclosed under related party transactions elsewhere in the Annual Report.

Details of directorships held in other listed entities by the directors:

Name of Director	Name of listed entity	Category
Mr Mayank Kejriwal	Electrosteel Castings Limited	Executive Director
Mr T. Venkatesan	Dalmia Bharat Sugar Industries Limited	Non-Executive Independent Director

Confirmation regarding independent directors :

The Board of Directors has reviewed the declarations received from the Independent Directors confirming that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under SEBI's Listing Regulations, 2015 as amended from time to time. The independent directors have also confirmed that they are not aware of any circumstance or situation, which could impair or impact their ability to discharge duties with an objective independent judgement and without any external influence. The Board is of the opinion that the independent directors fulfill the conditions specified in the Companies Act and Listing Regulations, 2015 and are independent of the management.

Skills/expertise/competence of the board of directors:

The Board has identified the following skill set with reference to its Business and Industry which are available with the Board:

Area	Skills/Expertise/Competence	Director passing the skills
Business Operations	Expertise in marketing management and business development. Understanding of business dynamics across various geographical markets, industry verticals. Financial management and banking.	Mr G.S. Rathi Mr Mayank Kejriwal
Strategy and Planning	Ability to think strategically identify and critically assess strategic opportunities and threats. Develop effective strategies in the context of the strategic objectives of the Company, relevant policies and priorities. Experience in guiding and leading management teams to make timely and strategic decisions.	Mr Mayank Kejriwal Mrs Priya Manjari Todi
Sales and Marketing	Experience in developing strategies to grow sales and improve market share building and enhancing brand reputation.	Mr G.S. Rathi Mr. R.K. Khanna
Governance & Risk Management	Experience in the application of Corporate Governance principles. Ability to identify key risks to the Company in a wide range of areas. Exposure in developing governance practices, serving the best interests of all stakeholders.	Mr G.S. Rathi Mr Ashutosh Agarwal
Financial expertise	Financial educational background, experience and exposure to financial management, expertise in low cost fund mobilization, fund raising and Mergers & Acquisitions.	Mr Ashutosh Agarwal Mr T. Venkatesan Mr G.S. Rathi
Human Resources Management, Learning & Development, General Management	Policies related to HR for attraction and retention of talents, succession planning, engaging with trade unions, skill development, learning and development, etc.,. Business strategy and General Management	Mr X.J.J. Abraham Mrs S. Hemamalini Mr G.S. Rathi
Governmental Policies/Incentive Schemes, General Management	Exposure to procedures and process involved in various Governmental Policies and Schemes	Mr M. Satyanarayana

Certificate on Directors non-disqualification :

None of the Directors 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 or the Ministry of Corporate Affairs or any such statutory authority. A Certificate to this effect, issued by the Practicing Company Secretary is annexed to this Report.

BOARD PROCEDURES AND INFORMATION PLACED BEFORE THE BOARD:

Meetings are governed by a structured agenda. The Board members, in consultation with the Chairman, may bring up any matter for the consideration of the Board. All major agenda items are supported by comprehensive background information to enable the Board to take informed decisions. Agenda papers are generally circulated at least seven

days prior to the Board meeting. All material information is incorporated in the agenda for facilitating meaningful and focused discussions at the meeting. Where it is not practicable to attach any document to the agenda, the same is tabled at the meeting with specific reference to this effect in the agenda.

In addition to matters required to be placed before the Board, for its review / information under the Listing Regulations 2015 and other statutes, the following are also tabled for the Board's periodic review / information:- External Audit Management Reports (through the Audit Committee), Status of safety and legal compliance, Risk management systems and processes, Significant court judgement or order passing strictures, if any, on the conduct of the Company, which could negatively impact the Company's image. Product liability claims of a substantial nature, if any. Default, if any, in payment of dues to any major creditor. Write-offs / disposals (fixed assets, inventories, receivables, advances etc.), significant development in Human Resources / Industrial Relations. Material non-compliance of any regulatory or listing requirements.

The Company Secretary records minutes of proceedings of each Board and Committee meetings. Draft minutes are circulated to Board/ Committee members within 15 days from the meeting for their comments. Directors communicate their comments (if any) in writing on the draft minutes within seven days from the date of circulation. The minutes are entered in the minutes book within 30 days from the conclusion of the meeting and signed by the Chairman at the subsequent meeting. Important decisions taken at Board/ Committee meetings are communicated promptly to the concerned departments/divisions for implementation.

With a view to leveraging technology and moving towards the system of paperless meetings for the preservation of environment, the Company has adopted the practice of conducting paperless meetings. The directors of the Company receive the agenda and other related papers of Board and its Committee meetings in electronic form, which will be accessed through their respective iPads during the course of meeting.

Apart from Board members and the Company Secretary, the Board and Committee meetings are also attended by the Chief Financial Officer and wherever required by the heads of various corporate functions.

ATTENDANCE OF EACH DIRECTOR AT THE BOARD MEETINGS AND THE LAST ANNUAL GENERAL MEETING:

During the year 2019-20, five Board Meetings were held and the dates of the meetings are as follows:

8th May, 2019, 22nd July, 2019, 6th September, 2019, 31st October, 2019 and 3rd February, 2020.

The following table highlights the attendance of each Director at the respective meetings during the year 2019-20:

Name of Director	Board Meetings		AGM
	Held	Attended	
Mr R. K. Khanna	5	5	YES
Mr Mayank Kejriwal	5	4	NO
Mr Gouri Shankar Rathi	5	5	YES
Mr V. Poyyamozi (i)	5	5	YES
Mrs. S. Hemamalini	5	4	NO
Mr T Venkatesan	5	4	YES
Mr X.J.J. Abraham	3	3	YES
Mrs. Priya Manjari Todi	5	4	NO
Mr Ashutosh Agarwal	5	5	YES
Mr Solomon Arokia Raj (ii)	2	0	NA
Mr M. Satyanarayana (iii)	1	1	NA

- (i) Resigned from the directorship w.e.f. close of working hours of 3rd February, 2020.
- (ii) Ceased to be Nominee Director of the Company w.e.f. 6th September, 2020.
- (iii) Appointed as Nominee Director by APIDC w.e.f. 3rd February, 2020 in place of Mr Solomon Arokiaraj.

Familiarisation Programme for Independent Directors:

The Company believes that a Board, which is well familiarised with the Company and its affairs, can contribute effectively to discharge its role in a manner that fulfils stakeholders' aspirations and societal expectations. In pursuit of this, the Directors of the Company are updated on changes / developments in the domestic / global corporate and industry scenario including those pertaining to statutes / legislations & economic environment and on matters affecting the Company, to enable them to take well informed and timely decisions. Visits to Company's facilities are also organised for the Directors. Details of Familiarisation programme imparted for Independent Directors are placed at the website of the Company www.srikalahasthipipes.com.

Meeting of Independent Directors :

The Independent Directors of your Company met on 6th September, 2019 without the presence of Non-Independent Directors and members of the management. The meeting was conducted in an informal and flexible manner to enable the Independent Directors to, inter alia, discuss matters pertaining to review of performance of Non- Independent Directors and the Board as a whole. They also reviewed the performance of the Chairman of the Company after taking into account the views of

the Executive and Non-Executive Directors. They also assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The Independent Directors expressed satisfaction on the overall performance of the Directors and the Board as a whole.

Disclosure regarding Appointment/Re-appointment of Directors:

The brief information required to be disclosed under this Section is provided in the Notice of the Annual General Meeting.

AUDIT COMMITTEE:

The Audit Committee comprises of three Non- Executive and Independent Directors. Mr T. Venkatesan is the Chairman of the Audit Committee. The Members possess adequate knowledge on Accounts, Audit, Finance, Costing etc. The composition of the Audit Committee meets the requirements as per Section 177 of the Companies Act, 2013 and Regulation 18(1) of the SEBI (LODR), Regulations 2015.

The Audit Committee acts as a link between the management, the statutory and the internal auditors and the Board of Directors and oversees the financial reporting process. The Committee is governed by terms of reference, which are in line with the regulatory requirements mandated by the Companies Act, 2013 and Listing Regulations.

The role of the Committee includes the following:

- a) To oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.

- b) To recommend the appointment, remuneration, terms of appointment and removal of Statutory Auditors.
 c) To recommend the appointment, remuneration of Cost Auditors.
 d) To approve transactions of the Company with related parties, including modifications thereto.
 e) To review and monitor the Statutory Auditors' independence and performance, and effectiveness of the audit process.
 f) To evaluate the Company's internal financial controls and risk management systems;
 g) To review with the management the Annual financial statements and Auditors' Report thereon before submission to the Board for approval.
 h) To review quarterly financial statements before submission to the Board for approval.
 i) To review Management discussion and analysis of financial condition and results of operations.
 j) To review adequacy of internal financial control systems and the Company's statement on the same prior to endorsement by the Board, such review to be done in consultation with the management, Statutory and Internal Auditors;
 k) To review Reports of Internal Audit and discussion with Internal Auditors on any significant findings and follow-up thereon.
 l) To review the functioning of Whistle Blower mechanism in the Company.

Apart from the above, the role and powers of the Audit Committee are as laid down under Regulation 18(3) and Part C of Schedule II of the SEBI (LODR Regulations) and Section 177 of the Companies Act, 2013.

The Audit Committee during the year ended 31st March, 2020 had four meetings i.e. on 8th May, 2019, 22nd July, 2019, 31st October, 2019 and 3rd February, 2020.

Consequent to change in directors, the Audit Committee has been reconstituted with effect from 6th September, 2019.

The composition of the Audit Committee as on 31st March, 2020 and attendance during the year are as under:

Sl. No.	Name of Directors	Position	Executive / Non-Executive / Independent	No. of meetings attended
1	Mr T. Venkatesan	Chairman	Independent, Non-Executive	3
2	Mr R. K. Khanna	Member	Independent, Non-Executive	4
3	Mrs S. Hemamalini (i)	Member	Independent, Non-Executive	2
4	Mr X.J.J. Abraham (ii)	Member	Independent, Non-Executive	2

(i) Ceased to be Member of the Committee w.e.f. 6th September, 2019

(ii) Inducted in to the Committee as a Member w.e.f. 6th September, 2019.

The Audit Committee met on 1st June, 2020 for considering finalization of accounts for the year ended 31st March, 2020.

Mr. G. Kodanda Pani Sr.Dy.General Manager (Finance) & Company Secretary acts as the Secretary to the Audit Committee. The Managing Director, the Whole-time Director, Statutory Auditors and Internal Auditors, Key Managerial Personnel and Senior Executives attend the meetings to answer the queries raised by the Committee. The Internal Auditor reports directly to the Audit Committee.

Mr T. Venkatesan, Chairman of the Audit Committee had attended the last Annual General Meeting of the Company held on 6th September, 2019 to answer the queries of shareholders.

NOMINATION & REMUNERATION COMMITTEE:

The Nomination & Remuneration Committee comprises of two Non-Executive Independent Directors and one Non-Executive Non-Independent Director.

The composition of the Nomination & Remuneration Committee as on 31st March, 2020 and attendance during the year are as under:

Sl.No.	Name of Directors	Position	Executive / Non-Executive / Independent	No. of meetings attended
1	Mr T. Venkatesan	Chairman	Independent, Non-Executive	4
2	Mr R.K.Khanna	Member	Independent, Non-Executive	4
5	Mr Ashutosh Agarwal	Member	Non-Independent, Non-Executive	4

The Nomination and Remuneration Committee met four times during the year on 8th May, 2019, 22nd July, 2019 and 6th September, 2019 and 3rd February, 2020. The necessary quorum was present at all the meetings. Mr T. Venkatesan, Chairman of the Nomination and Remuneration Committee had attended the last Annual General Meeting of the Company held on 6th September, 2019 to answer the queries of shareholders. The criteria for nomination of Directors, KMP, Senior Management Personnel and their remuneration including criteria for promotion is described in Nomination and Remuneration Policy of the Company which can be accessed at the website of the Company www.srikalahasthipipes.com.

The Nomination and Remuneration Committee and the Policy are in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

The terms of reference of the Committee inter-alia include the following:

- Identify persons who are qualified to become directors and who may be appointed in senior management and recommend to the Board their appointment and removal.
- Formulation of criteria for evaluation of Independent Directors and the Board.
- Carry out evaluation of every director's performance.
- Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- Recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- Devise a policy on Board diversity.

Remuneration to Directors

The Board of directors decides remuneration payable to executive and non-executive directors. Besides sitting fees of Rs.45,000 per meeting of the Board, Audit Committee and Rs.20,000 per meeting of other Committees thereof, the Company also pays commission to the non-executive directors. For the FY 2019-20, the Board, based on the recommendation of Nomination and Remuneration Committee has approved a commission of Rs.115,00,000 to the non-executive directors, which is within the overall limits prescribed under Sections 197 & 198 of the Companies Act, 2013.

Having regard to the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 1st June, 2020 approved remuneration to executive and non-executive directors as given in table hereunder. The commission and sitting fees for attending the meetings of the Board and its Committees paid to Non-executive directors are also given in the table below :-

Name of the Director	Commission/ Remuneration (Rs.)	Sitting Fees (Rs.)	Total (Rs.)
Mr R.K.Khanna	6,00,000	5,45,000	11,45,000
Mr Mayank Kejriwal	11,90,00,000	---	11,90,00,000
Mr Gouri Shankar Rathi	2,08,64,597	---	2,08,64,597
Mr V. Poyyamozhi	1,25,74,602	---	1,25,74,602
Mrs S.Hemamalini	6,00,000	3,10,000	9,10,000
Mr T. Venkatesan	6,00,000	3,95,000	9,95,000
Mr X.J.J. Abraham	6,00,000	2,25,000	8,25,000
Mrs Priya Manjari Todi	85,00,000	2,00,000	87,00,000
Mr Ashutosh Agarwal	6,00,000	3,85,000	9,85,000
APIDC	---	45,000	45,000
Total	16,39,39,199	21,05,000	16,60,44,199

Notes :

1. There were no pecuniary relationship or transactions of the Non-Executive Directors vis-à-vis the Company during the Financial Year ended 31.3.2020, other than those disclosed under related party transactions elsewhere in the Annual Report.
2. No stock options have been granted to any Director of the Company.
3. Mr V. Poyyamozi ceased to be director of the Company with effect from close of working hours of 3rd February, 2020.

Criteria for making payments to non-executive directors:

The aggregate remuneration/commission payable to all the Non-executive directors will be recommended by the Nomination and Remuneration Committee (NRC) to the Board based on Company's performance, profits and any other significant qualitative parameters as may be decided by the Board.

The NRC will recommend to the Board, the quantum of remuneration/commission for each Director based upon individual contributions of directors and their active involvement and participation in strategic decision making. Based on the recommendation of the NRC, the Board will consider payment of remuneration/commission to each of the non-executive director every year, for its approval, which shall be within the overall limits prescribed under the Companies Act, 2013.

Performance Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, 2015, the Directors have carried out annual performance evaluation of the Board as a whole, Independent Directors, Non Executive Directors, Executive Directors, Committee and Chairman of the Board.

The evaluation framework focused on various aspects of the Board and Committees such as review of timely information from management etc. Also, the performance of individual directors was divided into Executive, Non Executive and Independent Directors and based on the parameters such as contribution, attendance, decision making, action oriented approach, technical knowledge etc.

The performance evaluation of Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed its satisfaction over its own performance, performance of its Committees and all the Directors individually.

Subsidiaries:

The Company has no subsidiary.

Details of Equity Shares of the Company held by Non-Executive Directors as on 31st March, 2020:

Name of the Non-Executive Director	No. of shares
Mr R. K. Khanna	Nil
Mrs S. Hemamalini	Nil
Mr T. Venkatesan	Nil
Mr X.J.J. Abraham	Nil
Mrs Priya Manjari Todi	Nil
Mr Ashutosh Agarwal	10500
Mr M. Satyanarayana, Nominee Director of APIDC	Nil

Management Discussion & Analysis:

Management Discussion & Analysis forms part of the Directors' Report

CEO/CFO Certification:

The CEO (Managing Director) and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Regulation 17 read with Part B of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Managing Director and the Chief Financial Officer also give quarterly certification on financial results, while placing the financial results before the Board in terms of Regulation 33(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Code of Conduct:

The Company's Code of Conduct, as adopted by the Board of Directors, is applicable to all Directors and Senior Management employees of the Company. The Code gives guidance and support needed for ethical conduct of business and compliance of law. The Code is available on the Company's website www.srikalahasthipipes.com.

All Directors and Senior Management personnel have affirmed compliance with the new Code for 2019-20. A declaration to this effect signed by the Managing Director is given in this Annual Report.

Prevention of Insider Trading Code:

The Company has adopted a Comprehensive Code of Conduct for Insider Trading and Fair Disclosure of Unpublished Price Sensitive Information in the securities of the Company to its Directors, Promoters, Key Managerial Personnel and Designated Persons. This Code lays down guidelines for procedure to be followed and disclosures to be made by insiders while trading in securities of the Company. It also includes practices and procedures for Fair Disclosure of Unpublished Price Sensitive Information.

The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Designated Persons and their immediate relatives while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed and other certain situations.

Pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, all Board members have confirmed compliance with the Code. The Code of Conduct to Regulate, Monitor & Report Trading by Insiders as per the SEBI (Prohibition of Insider Trading) Regulation 2015 is available in the Company's website www.srikalahasthipipes.com.

Whistle Blower (Mechanism) Policy:

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal and unethical behaviour. The Company has a Vigil Mechanism and Whistle Blower Policy in line with Section 177 of the Companies Act, 2013 and Regulation 22 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations 2015. Under this Policy, employees are free to report violations of applicable laws and regulations and Code of Conduct. The Whistle Blower may send the

complaint to the Chairman of the Audit Committee.

Further, it is hereby affirmed that the Company has not denied any personnel access to the Audit Committee of the Company (in respect of matters involving alleged misconduct) and that the Company has provided protection to "Whistle Blowers" from unfair termination and other unfair or prejudicial employment practices. During the year under review, the Company has not received any complaints under the said mechanism. The Whistle Blower Policy of the Company has been displayed on the Company's website at www.srikalahasthipipes.com.

STAKEHOLDERS RELATIONSHIP COMMITTEE :

The Company has constituted Stakeholders' Relationship Committee. The composition and terms of reference of the Stakeholders' Relationship Committee are in accordance with the provisions of Section 178 (5) of the Companies Act, 2013.

Consequent to change in directors, the Stakeholders' Relationship Committee has been reconstituted with effect from 6th September, 2019. The composition of Stakeholders' Relationship Committee and the attendance during the FY 2019-20 are as under.

Sl. No.	Name of Directors	Position	Executive / Non-Executive / Independent	No. of Meetings attended
1	Mr Ashutosh Agarwal	Chairman	Non-independent Non-Executive	4
2	Mr G.S. Rathi	Member	Executive	4
3	Mrs S. Hemamalini (1)	Member	Independent Non-Executive	2
4	Mr R.K. Khanna (2)	Chairman	Independent, Non-Executive	2

(1) Inducted into the Committee w.e.f. 6th September, 2019.

(2) Ceased to be Member of the Committee w.e.f. 6th September, 2019.

The Stakeholders Relationship Committee's constitution and terms of reference are in compliance with provisions of the Companies Act, 2013 and Regulation 20 and Part D of Schedule VI of the SEBI (LODR Regulations). The Committee shall deal with various matters relating to redressal of shareholders and investor grievances, such as transfer and transmission of shares, issue of duplicate shares, non-receipt of dividend/notices/Annual Reports, etc. In addition, the Committee looks into other issues including status of dematerialisation of shares, systems and procedures followed to track investor complaints and suggest measures for improvement from time to time.

The terms of reference of the Committee are as follows:

1. To specifically look into the redressal of grievances of shareholders, debenture holders and other security holders;
2. To consider and resolve the grievances of the security

holders of the Company including complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends etc.; and

3. To review the status of unclaimed dividend and shares transferred to IEPF Authority.
4. To act in terms of any consequent statutory modification(s)/ amendment(s)/revision(s) to any of the applicable provisions to the said Committee.
5. To review adherence to the service standards adopted in respect of various services being rendered by the Registrar & Share Transfer Agent (RTA).
6. To Review the measures taken for effective exercise of voting rights by shareholders.
7. To Review various measures and initiatives taken for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

In accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board has delegated powers of share transfers to its Registrar & Transfer Agent M/s.Cameo Corporate Services Limited (CCSL). CCSL reviews share transfers every fortnight. All transfers, complaints, and other matters relating to shares are discussed at the Committee / board meeting every quarter

a.Details of queries/ complaints received and resolved during the year 2019-20:

The total number of complaints received and resolved during the year was:

Nature of Complaints	Opening	Received During the year	Resolved	Pending Resolution
Non-Receipt of Dividend Warrants	Nil	22	22	Nil
Non-Receipt of Share Certificates	Nil	7	7	Nil
Non-Receipt of Annual Reports	Nil	2	2	Nil
Demat Request	Nil	1	1	Nil
Total	Nil	32	32	Nil

As confirmed by M/s Cameo Corporate Services Limited (RTA of the Company) the complaints are generally attended within 15 days from the date of receipt.

b. Transfer of amounts to Investor Education and Protection Fund (IEPF) :

As the Company has not declared any dividend for the FY 2010-11 there is no unclaimed dividend due to be transferred during the FY 2019-20 to Investor Education and Protection Fund of the Central Government, pursuant to Section 124 of the Companies Act, 2013.

In compliance with Section 124 of the Companies Act, 2015, the un-claimed dividend for the financial years 2012-13 and onwards will become transferable at the end of seven years from the respective dates of transfer of such amount to the unclaimed dividend accounts of the Company to IEPF and thereafter, no claim shall be entertained in respect of the dividend transferred to the Fund. The details of unclaimed dividend transferable to the said Fund are given below.

Year	Dividend per share (RS)	Date of declaration	Proposed date of transfer to IEPF account
2012-13	Nil	-	-
2013-14	1.50	27.09.2014	26.10.2021
2014-15	3.00	24.08.2015	23.09.2022
2015-16	5.00	29.08.2016	28.09.2023
2016-17	6.00	27.09.2017	26.10.2024

2017-18	6.00	19.09.2018	18.10.2025
2018-19	6.00	06.09.2019	05.09.2026

c. Transfer of un-claimed shares to IEPF Authority :

Pursuant to provisions of Section 124 and Section 125 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer And Refunds) Rules, 2016, as amended from time to time, ("the Rules" / "IEPF Rules") the company is required to transfer the equity shares in respect of which dividends have not been claimed for the last 7 years by any shareholder to the IEPF Authority. Accordingly, the unclaimed shares of concerned shareholders whose shares are liable to be transferred to IEPF Authority have been transferred by the Company to IEPF Demat Suspense Account. The details of such unclaimed shares which have been transferred to the IEPF Authority is available on the website of the Company www.srikalahasthipipes.com.

d. Details of un-claimed Suspense account :

As on 31 March 2020, there are no shares lying in the unclaimed suspense account.

COMPLIANCE OFFICER/ NODAL OFFICER FOR IEPF:

G.KodandaPani, Company Secretary, Rachagunneri-517641, Srikalahasthi Mandal, Chittoor District, AP, Ph: 08578-286650-55, Fax: 08578-286657, E-mail: companysecretary@srikalahasthipipes.com.

CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:

The Company has constituted Corporate Social Responsibility Committee. The composition and terms of reference of the Corporate Social Responsibility (CSR) Committee are in accordance with the provisions of Section 135 of the Companies Act, 2013. The Committee's prime responsibility is to assist the Board in discharging its social responsibilities by way of formulating and monitoring implementation of the framework of CSR Policy. The CSR policy of the Company is disclosed on the Company's Website www.srikalahasthipipes.com.

The terms of reference of the CSR Committee broadly comprises:

- To formulate and recommend to the Board, a CSR Policy in terms of Schedule VII of the Companies Act, 2013;
- To recommend the amount of expenditure to be incurred on the CSR activities;
- To monitor the CSR Policy of the Company from time to time; and
- To act in terms of any consequent statutory modification(s)/ amendment(s)/revision(s) to any of the applicable provisions.

The composition of the Corporate Social Responsibility Committee and the attendance during the FY 2019-20 are as under.

Sl. No.	Name of Directors	Position	Executive / Non-Executive / Independent	No. of Meetings attended
1	Mr G.S. Rathi	Chairman	Non-Independent, Executive	1
2	Mr R.K. Khanna	Member	Independent, Non-Executive	1
3	Mrs Priyamanjari Todi	Member	Non-Independent – Non-Executive	1

GENERAL MEETINGS

(a) Location and time of last three Annual General Meetings:

Date	Venue	Time
27.09.2017	Registered Office, Rachagunneri Village, Srikalahasthi Mandal, AP.	11.30 A.M.
19.09.2018	Registered Office, Rachagunneri Village, Srikalahasthi Mandal, AP.	11.30 A.M.
06.09.2019	Registered Office, Rachagunneri Village, Srikalahasthi Mandal, AP.	12.00 Noon

(b) Special Resolutions passed in the last three Annual General Meetings :

Date of AGM	Details of Special Resolutions passed by members with requisite majority
27.09.2017	Nil
19.09.2018	Nil
06.09.2019	1. Approval of re-appointment of Mr R.K. Khanna (DIN 05180042) as an Independent Director for the 2nd term of five years. 2. Approval of re-appointment of Mr G.S. Rathi (DIN:00083992) as a Whole-time Director of the Company for a period of five years with effect from 1st July, 2020.

(c) Postal Ballot

No Special Resolution requiring Postal Ballot was passed in the last Annual General Meeting and no Special Resolution requiring Postal Ballot is being proposed at the ensuing Annual General Meeting.

DISCLOSURES

- Pursuant to Clause 13 of Schedule V to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), the Company has specifically complied with the Corporate Governance requirements as specified in Regulation 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 of LODR, in addition to general compliance with all the mandatory requirements as specified in LODR.
- All transactions entered into with the Related Parties as defined under the Companies Act, 2013 and provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 during the Financial Year were in the ordinary course of business and on arm's length basis. These transactions with the related parties are disclosed in Note 45 of Notes to the Financial Statements.
- None of the transactions with Related Parties was in conflict with the interest of the Company. All the transactions are in the normal course of business and have no potential conflict with the interest of the Company at large and or carried out on an arm's length basis or fair value. The Company has developed a policy on dealing with Related Party Transactions and also on dealing with materiality of related party transactions, which is uploaded on the website of the Company at www.srikalahasthipipes.com.
- The Managing Director has given declaration to the Board that he has no personal interest in any material, commercial and financial transactions that may have any potential conflict with the interest of the Company at large.
- No penalties or strictures were imposed on the Company for non-compliance by Stock Exchange /

SEBI or any authority on any matter related to capital markets during the last 3 years.

- The CEO (Managing Director) and the CFO have furnished a Certificate to the Board for the year ended 31st March, 2020 in compliance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.
- Disclosure of Accounting Treatment: In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant Accounting Policies which are consistently applied are set out in the Notes to the Financial Statements.
- Risk Management: Board periodically reviews the compliance of all laws, regulations and various risks affecting the Company. Various Risk Management Systems adopted to mitigate the risks are also reviewed by the Board. Risk Management Policy approved by the Board can be accessed at the website of the Company www.srikalahasthipipes.com.
- Recommendation of Committees of the Board: During the FY 2019-20, there were no instances wherein the Board had not accepted recommendations of any of its Committees, which was mandatorily required.
- Total fees for all services paid by Company on a consolidated basis, to the Statutory Auditor and all entities in the network firm/network entity of which the statutory auditor is a part: The total fees paid by the Company for all services to the Statutory Auditor for the Financial Year 2019-20 was Rs.17.85 lakhs (Excluding out of pocket expenses).
- No fee was paid by the Company for the Financial Year 2019-20 to the network firm/entity of which the Statutory Auditor was a part.
- Fee paid for the Financial Year 2019-20 by any subsidiary of the Company to the Statutory Auditor and entities in the network firm/network entity of which the statutory auditor is a part : Not Applicable as the Company has no subsidiary.
- The Auditors' Report does not contain any qualification, reservation or adverse remark.
- The details of utilization of funds raised through Qualified Institutions Placement is provided in the Directors Report.
- The policy on dealing with related party transactions is available in the website of the Company at www.srikalahasthipipes.com.
- During the FY 2019-20, there were no complaints in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act,

2013.

- The company has put in place succession plan for appointment to the Board and to senior management.
- The Company complies with all applicable secretarial standards.

MEANS OF COMMUNICATION:

The Company publishes vital information about the Company and its performance, including quarterly results, official news releases and communication to investors and analysts on its website: www.srikalahasthipipes.com regularly for the benefit of all its stakeholders. During the year, the quarterly, half-yearly and annual results of the Company's performance have been published in leading newspapers, such as Business Line (all editions) and Surya (Tirupati). News releases, official news and media releases are sent to the stock exchanges as and when issued / released

Website:

The Company's website www.srikalahasthipipes.com contains a separate dedicated section 'Investors' where shareholders information is available. The information such as press releases, notice of Board meeting, outcome of Board meeting, revision in credit rating and the basic information about the Company, as called for in terms of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are uploaded on the website. The Company's Annual Report is also uploaded on the website in a user-friendly and downloadable form.

Presentations to Institutional Investors/Analysts :

Presentations are made to institutional investors and financial analysts on the quarterly financial results of the Company. These presentations are also uploaded on the Company's website www.srikalahasthipipes.com and are sent to stock exchanges. The schedule of meetings with institutional investors/ financial analysts are intimated in advance to the stock exchanges and disclosed on the company's website. Further, the investors and analysts are provided with detailed explanations on the financials of the Company by the senior members of Finance team.

Stock Exchanges :

NSE Electronic Application Processing System (NEAPS), the NEAPS and BSE's Listing Centre are web-based applications designed by NSE and BSE respectively to facilitate corporate filings by the listed Companies. All periodical compliance filings like shareholding pattern, Corporate Governance Report, financial results, media releases etc. are filed electronically in the respective web-based portals of the exchanges where the shares of the Company are listed.

Shareholders:

Annual Report containing, inter alia, Audited Financial Statements, Board's Report, Independent Auditor's Report and other important information, is circulated to members and others entitled thereto. The Management Discussion and Analysis Report forms part of the Annual Report.

GENERAL SHAREHOLDERS' INFORMATION:

The following information would be useful to our shareholders:

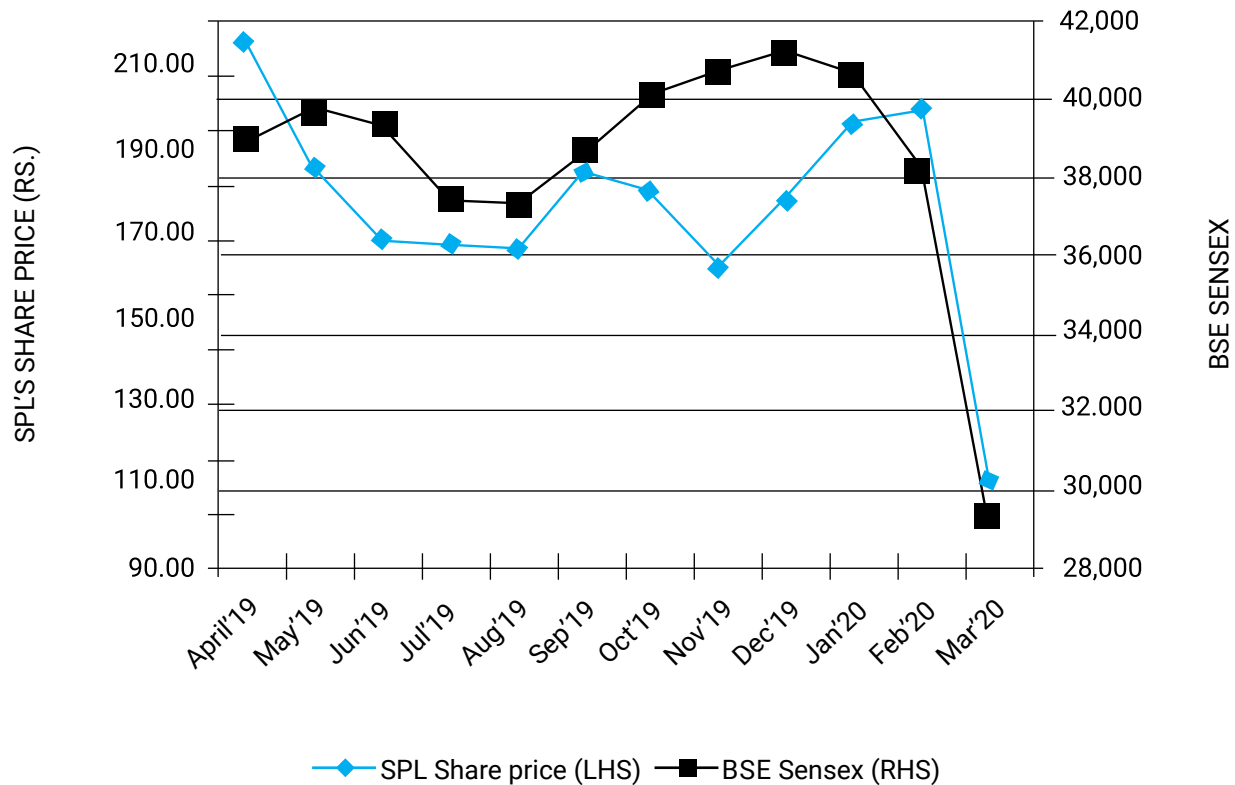
Sl. No	Information	
1	Annual General Meeting	27th July, 2020
	- Date and Time	11.30 AM
	- Venue	At Registered Office: Rachagunneri Village-517641, Srikalahasthi Mandal, AP.
2	Financial Calendar Financial Reporting for the Quarter ended June 30, 2020 Financial Reporting for the Quarter ended September 30, 2020 Financial Reporting for the Quarter ended December 31, 2020 Financial Reporting for the Quarter ended March 31, 2021 Annual General Meeting for the year ending March 31, 2021.	Tentative Schedule End July, 2020. End October, 2020. End January, 2021. End April, 2021. End August, 2021.
3	Book Closure Date (Both days inclusive)	21st July, 2020 to 27th July, 2020
4	Dividend payment date	31st July, 2020
5	Listing Details: - Equity Shares	Listed at BSE Limited & National Stock Exchange of India Ltd. (NSE)
6	Stock Code/Symbol (BSE & NSE)	513605 & SRIPIPES
7	Demat ISIN Number for NSDL & CDSL - Equity Shares	INE943C01027
8	Corporate Identity Number	L74999AP1991PLC013391

Stock Market Data:

Month	Bombay Stock Exchange			National Stock Exchange		
	High (Rs.)	Low (Rs.)	Volume	High (Rs.)	Low (Rs.)	Volume
Apr-19	249.25	216.25	118535	249.95	216.85	1226959
May-19	211.70	175.60	164616	212.80	175.35	1763814
Jun-19	184.90	164.70	471922	184.60	164.45	752063
Jul-19	198.25	167.15	313934	198.55	167.70	2416607
Aug-19	172.85	160.30	91015	172.70	160.00	1164728
Sep-19	193.10	161.35	102610	192.55	161.65	933713
Oct-19	185.60	165.45	75346	184.85	166.50	1975295
Nov-19	180.00	161.80	72269	179.70	161.50	868934
Dec-19	178.35	139.75	96960	178.15	140.05	1552329
Jan-20	207.20	176.20	450153	207.25	176.30	5735554
Feb-20	228.85	192.00	538125	229.20	192.75	5188400
Mar-20	196.40	100.80	333079	196.45	100.50	4384214

Stock Market Data:

Month	Bombay Stock Exchange			National Stock Exchange		
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Jul-19	198.25	167.15	313934	198.55	167.70	2416607
Aug-19	172.85	160.30	91015	172.70	160.00	1164728
Sep-19	193.10	161.35	102610	192.55	161.65	933713
Oct-19	185.60	165.45	75346	184.85	166.50	1975295
Nov-19	180.00	161.80	72269	179.70	161.50	868934
Dec-19	178.35	139.75	96960	178.15	140.05	1552329
Jan-20	207.20	176.20	450153	207.25	176.30	5735554
Feb-20	228.85	192.00	538125	229.20	192.75	5188400
Mar-20	196.40	100.80	333079	196.45	100.50	4384214

SHARE PRICE PERFORMANCE OF SRIKALAHASTHI PIPES LTD IN COMPARISON TO BSE SENSEX**SPL's Share Price in comparison to BSE Sensex****Registrar & Share Transfer Agents:**

Hitherto M/s.Kfin Technologies Pvt Ltd, Hyderabad was acting as the Registrar and Transfer Agents (RTA) of the Company and for administrative convenience, the Company has shifted its registry services to Cameo Corporate Services Limited, Chennai w.e.f. 6th March, 2020. The correspondence address of the new RTA is Cameo Corporate Services Limited#1, Club House Road, Chennai 600 002 Ph: 044-40020718 (Direct) / 28460390 (Gen) www.cameoindia.com

Share Transfer System:

Share transfers are processed and share certificates duly endorsed are delivered within a period of 15 days from the date of receipt, subject to documents being valid and complete in all respects. Share transfers are approved weekly. The Company obtains from a Practising Company Secretary half-yearly certificate regarding compliance with the share transfer formalities as required under Regulation 40 (9) of Listing Regulations, 2015 and also files a copy of said certificate with Stock Exchanges as stipulated in the said regulation.

Dividend History for the last 5 years is as under:

Financial Year	Dividend Rate (%)	Amount including Dividend Distribution Tax (Rs. Lakhs)
2014-15	30	1435.74
2015-16	50	2392.90
2016-17	60	2874.33
2017-18	60	3393.26
2018-19	60	3395.07

Distribution of Shareholding as on March 31, 2020:

Sl No.	Category		Number of Shareholders	% of Shareholders	No. of Shares held	% of Shares held
	From	To				
1	1	5000	32325	98.63	8025800	17.19
2	5001	10000	238	0.74	1765149	3.78
3	10001	20000	105	0.32	1470125	3.15
4	20001	30000	38	0.12	925570	1.98
5	30001	40000	21	0.06	725433	1.55
6	40001	50000	5	0.01	235238	0.50
7	50001	100000	18	0.05	1237646	2.65
8	100001	And above	24	0.07	32313446	69.20
		Total	32774	100.00	46698407	100.00

Categories of Shareholding as on 31st March, 2020 :

Sl. No.	Category	No. of shares held	Percentage of shareholding
A.	PROMOTERS HOLDING		
1	Promoters		
	a) Indian Promoters		
	i) Electrosteel Castings Limited	19301218	41.33
	ii) Others (Promoter's Group Companies)	3182295	6.81
	b) Foreign Promoters	-	-
2	Any other	-	-
	Sub-Total	22483513	48.15
B	NON-PROMOTERS HOLDING		
3	Institutional Investors		
	a) Mutual Funds	4467824	9.57
	b) Banks, Financial Institutions, Insurance Companies (Central / State Gov. Institutions / Non-government Institutions)	339754	0.73
	c) FIIs/FPIs	2333534	5.00
	Sub-Total	7141112	15.30
4	Others		
	a) Private Corporate Bodies	2225401	4.77
	b) Indian Public	13118260	28.10
	c) NRIs	607381	1.30
	d) Any other (Clearing Members, NBFCs, Trusts, AIFs)	934210	2.00
	e) IEPF	188530	0.40
	Sub-Total	17073782	36.48
	GRAND TOTAL	46698407	100.00

Dematerialization of Shares and Liquidity:

Since the Company has entered into an agreement with both the depositories namely NSDL and CDSL for dematerialization of its Shares, the Shareholders of the Company have the choice to dematerialize their shares and keep them in dematerialized form with any depository participant. About 99.12% of total equity share capital is held in dematerialized form with NSDL & CDSL as on 31st March, 2020.

Outstanding convertible Instruments:

As on 31.3.2020, there are no outstanding convertible instrument.

Registered Office & Works:

Rachagunneri -517641,
Srikalahasthi Mandal,
Chittoor District,
Andhra Pradesh, India.,
Ph. No: 08578-286650 – 655 (6Lines)

Members can contact us at our Registered Office as per the details given above.

Status of Non-Mandatory requirements:

- i) Audit Qualifications:
There are no qualifications or adverse remarks in the Auditor's Report which require any clarification / explanation. The notes to accounts forming part of the financial statements are self explanatory and needs no further explanation.
- ii) Other Items:
The non-mandatory requirements viz., Shareholder Rights and other matters as mentioned in the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 will be implemented by the Company when required and/or deemed necessary by the Board.

Reconciliation of Share Capital Audit:

As stipulated by SEBI, a qualified Practising Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Ltd., (NSDL) and Central Depository Services (India) Ltd., (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchange where the Company's shares are listed. The audit confirms that the total Listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialised form (held with NSDL and CDSL) and total number of shares in physical form.

Declaration by the Managing Director as per the provisions of SEBI (Listing Obligations and Disclosure Requirements) regulations 2015

**To
The Members of
Srikalahasthi Pipes Limited**

This is to certify that:

- 1) In pursuance of the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Code of Conduct has been laid down by the Company for all the Board Members and the Senior Management Personnel of the Company.
- 2) The said Code of Conduct is also uploaded on the website of the Company at www.srikalahasthipipes.com.
- 3) All Board Members and Senior Management Personnel have affirmed having complied with the said Code of Conduct, during the year ended 31st March, 2020.

For Srikalahasthi Pipes Limited

Place: Kolkata
Date: 1st June, 2020

Mayank Kejriwal
Managing Director