

**The National Stock Exchange of India Limited**  
Exchange Plaza", 5<sup>th</sup> Floor,  
Plot No. C/1, G Block,  
Bandra-Kurla Complex, Bandra (East),  
**MUMBAI – 400 051**

Department of Corporate Services/Listing  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
**MUMBAI – 400 001**

NSE Symbol: APOLLOPIPE

SCRIP Code: 531761

Dear Sir/Ma'am,

**Sub: Notice of 34<sup>th</sup> Annual General Meeting and Annual Report for the Financial Year 2019-20 and intimation of book closure pursuant to Regulations 30, 34 and 42 and 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015**


Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations'), we wish to inform the following:

1. The Thirty-Fourth Annual General Meeting ('AGM') of the Members of Apollo Pipes Limited will be held on Tuesday, September 29, 2020 at 04.00 P.M. through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') in accordance with the relevant MCA circulars and the Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India ('SEBI Circular').
2. Pursuant to the said Circulars, AGM notice and Annual Report for the Financial Year 2019-20 are being sent to all the members of the Company whose email addresses are registered with the Company / Depository Participant(s).
3. The Register of Members and share transfer books of the company will remain closed from Wednesday, September 23, 2020 to Tuesday, September 29, 2020 (both days inclusive) for the purpose of the AGM.
4. The Company has provided the facility to vote, by electronic means (remote e-voting as well as e-voting at the AGM) on all the resolutions set out in the AGM notice, to the members, who are holding shares on the Cut-off date i.e. Tuesday, September 22, 2020. The remote e-voting will commence at 10:00 A.M. (IST) on Saturday, September 26, 2020 and end at 5:00 P.M. (IST) on Monday, September 28, 2020. Detailed instructions for registering email addresses(s) and voting/ attendance at the AGM are given in the AGM Notice.
5. We are also enclosing following documents for your record:
  - i. Notice of convening 34<sup>th</sup> AGM of the Company; and
  - ii. Annual Report of the Company for the Financial Year 2019-20

This is for your information and records.

Yours Truly

For Apollo Pipes Limited

  
**Ankit Sharma**  
Company Secretary  
ACS No. 47854  
Encl: A/a



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**APOLLO PIPES LIMITED**

Regd. Office: 37, Hargobind Enclave, Vikas Marg, Delhi-110092, India  
Corporate Office : A-140, Sector-136, Noida-201301 (U.P.), India  
Manufacturing Unit : Dadri (U.P.), Ahmedabad (Gujarat), Bangalore (Karnataka), India  
Tel: 0120-2973411 | Toll Free No. : 1800-121-3737 | Email: info@apollopipes.com  
Website : www.apollopipes.com | CIN : L65999DL1985PLC022723



## Apollo Pipes Limited

CIN: L65999DL1985PLC022723 | Website: [www.apollopipes.com](http://www.apollopipes.com)

Registered Office: 37, Hargobind Enclave, Vikas Marg, New Delhi-110092

Corporate Office: Plot No. A-140, Sector-136, Noida -201301

Phone: 011-22373437/ 0120-2973411 | E mail ID: [compliance@apollopipes.com](mailto:compliance@apollopipes.com)

### NOTICE

NOTICE is hereby given that Thirty Fourth (34<sup>th</sup>) Annual General Meeting of the Members of Apollo Pipes Limited ("the Company") will be held on Tuesday, 29<sup>th</sup> September, 2020 at 4.00 P.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2020 and the Reports of the Board of Directors and Auditors thereon
2. To appoint a Director in place of Mr. Sameer Gupta (DIN: 00005209), who is liable to retire by rotation and being eligible, offers himself for re-appointment as a Director
3. To re-appoint Statutory Auditor of the Company and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act 2013, read with the rules made thereunder as amended from time to time M/s. VAPS & Co, Chartered Accountant, (Firm Registration No. 003612N) be and is hereby re-appointed as Statutory Auditors of the Company for a term of five consecutive years, from the conclusion of the 34<sup>th</sup> Annual General Meeting till the conclusion of the 39<sup>th</sup> Annual General Meeting to be held in the year 2025, on such remuneration as shall be fixed by the Board of Directors.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf."

#### SPECIAL BUSINESS:

4. **RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITORS OF THE COMPANY FOR FINANCIAL YEAR 2020-21**

To consider and if thought fit, to pass the following resolution with or without modification as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 or any statutory modifications or re-enactment thereof, the remuneration payable to M/s HMVN & Associates, Cost Accountants, New Delhi, (FRN: 000290) appointed as Cost Auditors for carrying out the Audit of Cost Accounts of the Company for the financial year 2020-21, commencing from 1<sup>st</sup> April, 2020,

amounting to Rs. 75,000/-,(Rupees Seventy Five Thousand only) excluding tax(es) as applicable, and reimbursement of travelling and other out-of-pocket expenses actually incurred by the said Cost Auditors in connection with cost audit, be and is hereby ratified.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things as may be deemed necessary or expedient in connection therewith and incidental thereto.”

**5. APPOINTMENT OF MR. ABHILASH LAL (DIN: 03203177) AS DIRECTOR IN THE CATEGORY OF INDEPENDENT DIRECTOR**

To consider and if thought fit, to pass the following resolution with or without modification(s) as **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to Sections 149, 150, 152 and proviso to Section 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Abilash Lal (DIN: 03203177), aged 56, who was appointed as an Additional Director on 22<sup>nd</sup> March, 2020, on recommendation of Nomination and Remuneration Committee of Board, through Resolution by Circulation, dated 21<sup>st</sup> March, 2020, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for a term of five years w.e.f 22<sup>nd</sup> March, 2020.

**RESOLVED FURTHER THAT** the Board of directors be and is hereby authorised to do such other acts, deeds and things as may be considered necessary in connection with the above appointment.”

**Registered Office:**  
37, Hargobind Enclave,  
Vikas Marg, Delhi-110092

**By Order of the Board of Directors**  
**For Apollo Pipes Limited**

**Ankit Sharma**  
**Company Secretary**

**Date: 04<sup>th</sup> August, 2020**  
**Place: Delhi**

**NOTES:**

1. In view of the continuing restrictions on the movement of people at several places in the country, due to outbreak of COVID-19, the Ministry of Corporate Affairs (MCA), vide its General Circular no. 20/2020 dated 5th May, 2020 read with General Circular no. 14/2020 dated 8th April, 2020 and General Circular no. 17/2020 dated 13th April, 2020 and the Securities and Exchange Board of India (SEBI) vide its Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, have permitted the Companies to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2020. In accordance with the said circulars of MCA, SEBI and applicable provisions of the Companies Act, 2013 (Act) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the 34<sup>th</sup> AGM of the Company is being conducted through VC / OAVM. Central Depository Services (India) Limited (CDSL) will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM and e-voting during the AGM. The

**procedure for voting through remote e-voting, e-voting during AGM and participating in AGM through VC / OAVM is explained at Notes below and is also available on the website of the Company at [www.apollopipes.com](http://www.apollopipes.com)**

2. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility for members to appoint proxy to attend and cast vote is not available for this AGM since physical presence at a common venue is not required. Hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
3. The Statement pursuant to Section 102 of the Companies Act 2013 (Act), setting out the material facts concerning Item Nos. 4 and 5 set out above is enclosed along with the details under Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of the Secretarial Standard -2 in respect of directors proposed to be appointed / re-appointed at the Annual General Meeting is annexed hereto.
4. Pursuant to the provision of Section 91 of the Companies Act 2013, the register of members and share transfer books of the Company will remain closed from Wednesday, September 23, 2020 to Tuesday, September 29, 2020 (both days inclusive).
5. Corporate Members intending to nominate their authorised representatives to attend the AGM through VC/OAVM are requested to send a duly certified scanned copy of the Board Resolution authorising such representatives to attend and vote at the AGM, at [compliance@apollopipes.com](mailto:compliance@apollopipes.com).
6. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act shall be electronically available for inspection by the Members during the AGM upon login at CDSL e-voting system at [www.evotingindia.com](http://www.evotingindia.com).
- 7. Dispatch of Annual Report and Notice of AGM through electronic mode:**  
In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 issued by MCA and Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the Annual Report comprising Financial Statements, Board's Report, Auditor's Reports and other documents required to be attached therewith, the Annual Report for 2019- 20 and the Notice of this AGM are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or the Depository Participant(s).
8. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of the names will be entitled to vote.
9. All the documents referred to in this Notice and Statement under Section 102 of the Act, shall be available for inspection by the Members from the date of circulation of this Notice upto the date of the AGM through electronic mode. Members seeking inspection can send an email in advance to [compliance@apollopipes.com](mailto:compliance@apollopipes.com).
10. Members whose e-mail address are not registered are requested to register their e-mail address for receipt of Notice of 34<sup>th</sup> AGM, Annual Report and login details for joining the 34<sup>th</sup> AGM through VC / OAVM facility including e-voting, by providing Name, folio number/DPID & Client ID (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), client master or copy of consolidated Account statement (in case of demat holding) or copy of share certificate (in case of physical holding), self attested scanned copy of Aadhar Card or any other document as proof of address to Company: [compliance@apollopipes.com](mailto:compliance@apollopipes.com) or to RTA: [beetalrta@gmail.com](mailto:beetalrta@gmail.com).
11. The Notice of AGM and Annual Report for the financial year 2019-20, is available on the website of the Company at [www.apollopipes.com](http://www.apollopipes.com) and also on the websites of the Stock Exchanges: at

[www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com). Notice of AGM is also available on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).

12. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

#### **General Instructions for Remote e-voting and e-voting during Annual General Meeting**

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. Pursuant to the MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

#### **THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) The voting period begins on Saturday, September 26, 2020 (10.00 A.M.) and ends on Monday, September 28, 2020 (5.00 P.M.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 22, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders" module.
- (v) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <APOLLO PIPES LIMITED> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option **YES** or **NO** as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.



- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **3 (three) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [compliance@apollopipes.com](mailto:compliance@apollopipes.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **3 (three) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [compliance@apollopipes.com](mailto:compliance@apollopipes.com). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(xx) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [compliance@apollopipes.com](mailto:compliance@apollopipes.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

*If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022- 23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).*

*All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.*



- (xxi) Any person, who acquires shares of the Company and become members of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. September 22, 2020 -may follow the same instructions as mentioned above for e-voting.
- (xxii) Once a vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
- (xxiii) The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut off date i.e. September 22, 2020 and a person who is not a member as on a cut off date should treat the Notice for information purpose only.
- (xxiv) A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut off date i.e., Tuesday, September 22, 2020, and who has not cast vote by remote-voting and being present at the AGM only shall be entitled to vote at the AGM.
- (xxv) The Company has appointed Shri Jatin Gupta, Practicing Company Secretary (Membership No. : FCS 5651: COP No. 5236) as Scrutinizer to scrutinize the process of remote e-voting and voting on the date of AGM in a fair and transparent manner.
- (xxvi) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, scrutinise the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting and submit, not later than 48 hours of conclusion of AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same. The Chairman or a person authorized by him in writing shall declare the results of the voting forthwith.
- (xxvii) The results declared alongwith the consolidated scrutinizer's report shall be placed on the website of the Company [www.apollopipes.com](http://www.apollopipes.com) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com) and shall simultaneously be forwarded to the concerned stock exchanges.

**DETAILS OF DIRECTORS WHO ARE PROPOSED TO BE APPOINTED / RE-APPOINTED  
AT THE FORTHCOMING ANNUAL GENERAL MEETING**

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and clause 1.2.5 of the Secretarial Standard -2]

<b>Name of Director</b>	<b>Shri. Sameer Gupta</b>	<b>Shri. Abhilash Lal</b>
Age	43 years	56 years
Director Identification Number (DIN)	00005209	03203177
Nationality	Indian	Indian
Date of first appointment on the Board	05.01.2011	22.03.2020
Nature of expertise in specific functional areas	Technical	Technical
Qualification	Gradaute	Post Graduate
Shareholding in the Company directly or as beneficial owner for any other person	32,24,254 Equity Shares	Nil
Terms and conditions of appointment/re-appointment	Appointment as a Director liable to retire by rotation	Appointment as an Independent Director for a period of five years
Details of remuneration sought to be paid and remuneration last drawn	Rs 1.20 Cr. P.A.	Only sitting fees is being paid
Directorships held in other public companies	1. APL Infrastructure Private Limited	1. Ganesha Ecosphere Limited 2. Apl Apollo Tubes Limited
*Membership / Chairmanship of Committee(s) of other Companies:	None	<u>Ganesha Ecosphere Limited</u> Audit Committee – Member <u>APL Apollo Tubes Limited</u> Audit Committee – Member Stakeholders Relationship Committee – Member
Relationship with other Directors, Manager and Key Managerial Personnel of the company	Younger Brother of Mr. Sanjay Gupta, (Non-executive Chairman)	None
No. of meetings of the Board of Directors attended during the F.Y. 2019-20	4	None

\*Note: Pursuant to Regulation 26 of the Listing Regulations, only two Committee viz. Audit Committee and Stakeholders Relationship Committee have been considered.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102  
OF THE COMPANIES ACT, 2013**

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

**Item No.: 4**

The Board of Directors at its meeting held on 04<sup>th</sup> August, 2020, pursuant to the recommendation by the Audit Committee of the Board, appointed M/s. HVMN & Associate, Cost Accountants as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year 2020-21 at a remuneration of Rs. 75,000/- excluding GST as applicable and reimbursement of travelling and other out-of-pocket expenses actually incurred by the said Auditors in connection with the cost audit.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is to be ratified by the Members of the Company.

The proposal is accordingly recommended by the Board for approval/ratification by the Members by means of an ordinary resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

**Item No. : 5**

Pursuant to the provisions of Sections 149 and 161 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and based on the recommendation of the Nomination and Remuneration Committee, the Board had appointed Shri Abhilash Lal as an Additional Director in the category of Independent Director on the Board of the Company with effect from 22<sup>nd</sup> March, 2020, to hold office for a period of five consecutive years, not liable to retire by rotation, subject to approval of the Members of the Company at the ensuing AGM.

Shri Abhilash Lal (aged 56 years) is a mechanical engineer and a postgraduate from IIM Bangalore and has 30 years of professional experience in senior roles across financial services, including banking, consulting, real estate, private equity and restructuring. He has led institutions across business development, strategy as well as operations."

Further, Shri Abhilash Lal is not debarred from being appointed as a Director pursuant to any order of SEBI or any other authority.

The Company has also received a declaration from Shri Abhilash Lal confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). He is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company. He is also registered with the database of Independent Directors as constituted by MCA pursuant to the relevant notifications.

The other details of the appointee are given in the notes appended to the Notice of this Meeting.

The Board, therefore recommends the resolution for approval of the members by means of an ordinary resolution.



Except Shri Abhilash Lal himself, the appointee and his relatives, to the extent of their shareholding, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company/ their relatives, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

**Registered Office:**

**37, Hargobind Enclave,  
Vikas Marg, Delhi-110092**

**Date: 04<sup>th</sup> August, 2020  
Place: Delhi**

**By Order of the Board of Directors  
For Apollo Pipes Limited**

**Ankit Sharma  
Company Secretary**

**FOR ATTENTION OF THE MEMBERS**

1. For prompt attention, requests for transfer of equity shares and related correspondence should be addressed to the Company's Registrar & Share Transfer Agent: M/s Beetal Financial and Computer Services Private Limited, 99, Madangir, B/4, Local Shopping Centre, Near Dada Harsukh Das Mandir New Delhi 110062. For other matters, kindly write to the Secretarial Department of the Company at Plot No. A-140, Sector -136, Noida - 201301.

Transferee(s) seeking transfer of shares in physical form should furnish PAN card to the Company/RTA for registration of transfer/transmission of shares.

2. Members are requested to refer any change of address among others. :
  - To the Company's Registrar in respect of their physical share folios.
  - To their Depository Participants (DPs) in respect of their electronic demat accounts as the Company is obliged to print the bank details on the dividend warrant as furnished by NSDL/CDSL.
3. Members holding shares in multiple folios are requested to apply for consolidation to the Company or to the Registrar along with relevant share certificates.
4. Dividend Warrants, Share Transfer, etc.:

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is mandatory for the company to print the bank account details of the investors in dividend payment instrument. Accordingly, the Members are requested to register/update their correct bank account details with the Company/RTA/ Depository Participant, as the case may be.

5. As mandated by SEBI, Members holding shares in physical form are required to submit their Permanent Account Number (PAN) and Bank details to the RTA/Company, if not registered with the Company.

6. Nomination: Pursuant to Section 72 of the Companies Act, 2013, individual Shareholders holding Equity Shares of the Company either singly or jointly may nominate an individual to whom all the rights in the Shares in the Company shall vest in the event of death of the sole/all joint Shareholders.

7. Dematerialization of Shares and Liquidity: SEBI has mandated that securities of listed companies can be transferred only in dematerialized form from April 1, 2019 onwards. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form. Dematerialization facility is available both on NSDL and CDSL. Company's ISIN No. is INE126J01016.

8. Members are requested to quote their Folio No./DP ID- Client ID and details of shares held in physical/demat mode, e-mail ids and Telephone No. for prompt reply to their communications.





Sudesh Group

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excellence



*Made for Life*

# SEEDING GROWTH



**APOLLO PIPES LIMITED**  
**ANNUAL REPORT 2019-20**



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We see life in every  
grain of sand.

We trace a forest  
hidden inside every  
seed we sow.

We find hope in every  
drop of rain.

We spot dreams etched  
in the greens.

We assert a triumph in  
the flutter of every leaf.

We script victory in  
every harvest.

**We Seed  
Success.**





# Seeding Markets

Reaching the No.1 spot in our business was going to require a much higher commitment than a single plant servicing a single market.

India is an expansive marketplace. Our business space offers wafer-thin margins and our competition was almost everywhere. That made us determined to be present across India.

Having gained a stronghold in the northern markets (with our Dadri unit), and established a meaningful presence in the West (with our Ahmedabad unit), it was time to enter South.







In 2019-20, we acquired the Bangalore-based manufacturing unit of Kisan Moldings Limited. Sprawled over 7 acres of land, the unit has an installed capacity of the rest, of which 10,000 MTPA is for uPVC pipes and 2,000 MTPA is for cPVC pipes. Both are significant product verticals for Apollo Pipes.

Even as we commenced operation at this unit in January 2020, we initiated work on setting up a 3,000-TPA manufacturing unit for Fittings at this location – simply because pipes and fittings always go hand-in-hand.

Moreover, the large vacant land provides immense scope for brownfield growth as we move along.

In the first three months of operations, we achieved a sales volume of 350 tonnes at our Bangalore unit. Even as we focus on seeding this new market space, we set our eyes on moving East. Hopefully, we'll make it soon.



# Seeding Volumes

In our business space, the brow-beaten phrase 'Jo dikhta hai, wohi bikta hai' is most relevant. This is because the key opinion influencers and final decision makers are from the economically disadvantaged and academically poor farming communities living in rural India.







This makes it imperative for us to establish and nurture the brand recall in consuming markets which could be mushrooming anywhere across the expansive Indian landmass.

In 2019-20, we added a substantial number of dealers and an even larger number of retailers to our distribution channel to ensure that our product always remains proximate to the consumer.

We supplemented this initiative with a holistic branding campaign. We implemented a multi-pronged approach – mobile branding, static branding, WhatsApp branding, social media branding and interactive branding (meets and exhibitions). We also adopted a language-based branding to connect more comfortably with the consumer.

We also advertised the opening of our Bangalore unit in 87 regional dailies in 17 languages.





# Seeding Verticals

In our business space, you never just buy pipes, you always have a 'dhobi list' of an assortment of products that are essential to establish the connect between the source and its application.

More often than not the customer would prefer to purchase the entire package from one brand so that the fitting of one product with the other – say pipes with the fittings (joints) – would be seamless.

We realised that to remain at the top of the game, one must offer the entire assortment of products.

At Apollo Pipes, we have one of the widest ranges of products within the pipes and fittings space. But, in 2019-20, we widened our offering even further.

- We introduced uPVC and cPVC solvent cements which are critical for joining pipes.
- We introduced in-house manufactured plastic taps and showers.
- We seeded the market with cisterns, seat covers, jaalis and waste and hose pipes.
- We worked on developing tanks (500 L to 5,000 L) which should be launched in the current year.

We tried to enhance our wallet share with our customers, grow our dealer footfalls, and establish Apollo Pipes as a one-stop solution for pipes and allied requirements.







## About the Company

# Apollo Pipes: Moving higher Every Year

Apollo Pipes Limited (APL) is one of the major piping solution providers with a pan-India manufacturing and marketing footprint.

The Company enjoys strong brand equity in the domestic markets, with its extensive product profile comprising over 1,000 varieties of cPVC, uPVC and HDPE pipes and fittings of the highest quality which are marketed across India through its expansive and entrenched multi-layered distribution network.

Spearheaded by Sameer Gupta, the Company's business operations are managed by an experienced and energetic team of professionals. Headquartered in New Delhi, India, the Company's shares are listed on the BSE Limited and The National Stock Exchange of India Limited.

### Milestones

**2000**

Commenced PVC pipe manufacturing operations  
Established 3,000 MTPA plant in Sikanderabad, UP

**2005-10**

Started manufacturing HDPE pipes  
Set up new plant at Dadri, UP, with installed capacity of 21000 MTPA  
Became the first to start manufacturing of patented uPVC column pipes in North India

**2013-15**

Started manufacturing uPVC Plumbing Fittings with 180 MTPA capacity  
Commenced manufacturing cPVC Pipes and Fittings using Remone, France resin  
Started manufacturing uPVC agri and SWR Fittings

**2016**

First in North India to install 900 kg/hr PVC extrusion line  
Expanded capacity by 10,000 MTPA; taking the total available capacity to 50,000 MTPA

**2017**

Installed capacity of moulding division enhanced to 2,700 MTPA  
Emerged as the largest plastic piping solution company

**2018**

Purchased a land with a building in Noida to develop the Apollo Pipes corporate office  
Introduced a brand-new product range of premium plastic faucets, taps, showers and accessories

**2019**

Concluded promoter infusion of ₹202 crore through issuance of equity shares and fully convertible warrants on preferential basis  
Concluded the strategic acquisition of Kisan Mouldings Limited, a manufacturing unit in Bengaluru  
Listed Company's shares on NSE

### Growth (5-year CAGR)

**14**

Sales volume (%)

**24**

EBITDA (%)

**29**

PAT (%)

APL Apollo group proudly owns the largest company owned /operated network of warehouses-cum-sales offices across the country.

## At a glance

Among the top **10** manufacturers of PVC pipes in India



**84,000** MTPA  
Capacity\* as on 31<sup>st</sup> March 2020



**3**  
Manufacturing locations



**150+**  
Distributors  
**450+**  
Dealers/Retailers



**1,000+**  
Products

## Manufacturing facilities

APL has plants located at Dadri in Uttar Pradesh, Ahmedabad in Gujarat and Bengaluru in Karnataka. The plants are equipped with advanced infrastructure and testing equipment with 100% power backup. They use flexible manufacturing techniques, greener technologies and modern machinery. The workers perform under highest safety and regulatory standards to produce world-class products.

## Dadri unit

This is the largest manufacturing unit at a single location in North India and the flagship unit of the Company. The Company is implementing a 60,000-TPA brownfield expansion.



## Product category

## Capacity (MTPA)

uPVC PIPES	46,000
cPVC PIPES	2,000
HDPE PIPES	7,000
FITTINGS, TAPS & FAUCETS	5,000
	<b>60,000</b>



## Bengaluru unit

The most recent addition to the Company's fold, this unit was acquired from Kisan Mouldings Ltd. The Company is setting up a manufacturing line for its 'Fittings' products and plans to start operations this year.

Product category	Capacity (MTPA)
uPVC PIPES	10,000
cPVC PIPES	2,000
	<b>12,000</b>



## Ahmedabad unit

Started in 2018, this unit caters to the large and rapidly growing western markets. The Company is implementing a brownfield expansion which should be commercialised in the next 12-18 months.

Product category	Capacity (MTPA)
uPVC PIPES	12,000
	<b>12,000</b>



# Product basket

APL manufactures cPVC, uPVC, and HDPE pipes and fittings of the highest quality. The product basket is the most versatile with pipes ranging from 15mm to 400mm diameter which cater to an array of industrial applications such as agriculture, water management, construction, infrastructure and telecom ducting segments.

**Product Portfolio - Diversified Basket of 1,000+ items**

## PLUMBING PIPES AND FITTINGS



cPVC PIPES AND FITTINGS

uPVC PIPES AND FITTINGS

## AGRICULTURE PIPES & FITTINGS



PVC PIPES & FITTINGS

uPVC COLUMN PIPES

uPVC WELL CASING PIPES

HDPE PIPES

SPRINKLER SYSTEM

## DRAINAGE SYSTEM



uPVC SWR PIPES & FITTINGS

UNDERGROUND DRAINAGE PIPES

## BATH FITTINGS



FAUCETS

SHOWERS

CISTERNS

SEAT COVERS

ALLIED

## SOLVENT CEMENTS



cPVC SOLVENT CEMENT

uPVC SOLVENT CEMENT

PVC SOLVENT CEMENT



## Presence across Sectors

### Agriculture Segment

- Casing pipes
- Drip irrigation & Sprinkler system



### Oil & Gas Segment

- Conveying edible oils and chemicals & corrosive fluids



### Water Management Segment

- Hot & cold potable water distribution & transportation
- Residential, commercial installations

### Construction Segment

- Bore well pipes
- Sanitation & Sewage pipes
- Plumbing Pipes

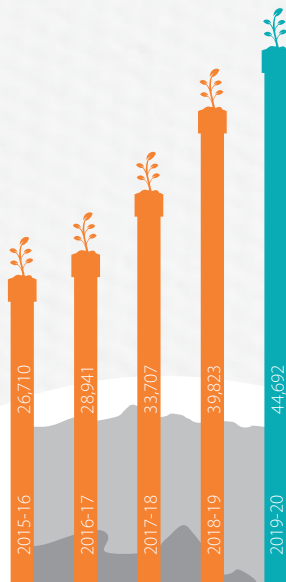


### Telecom Ducting Segment

**Apollo Pipes –  
key focus area**



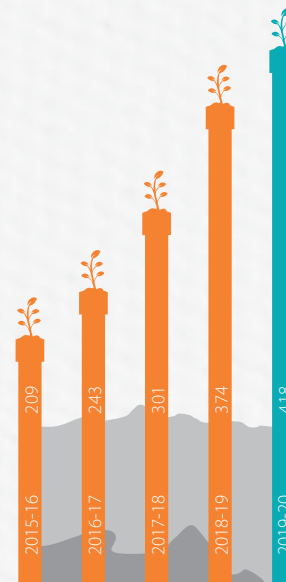
## Gaining momentum: Through the years



**Sales volume (MT)**

Y-o-Y growth (%) **12**

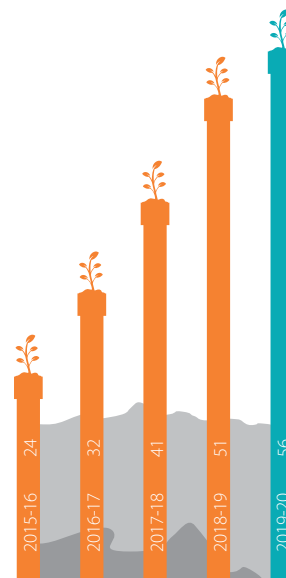
5-yr CAGR (%) **14**



**Total Revenue (₹ crore)**

Y-o-Y growth (%) **12**

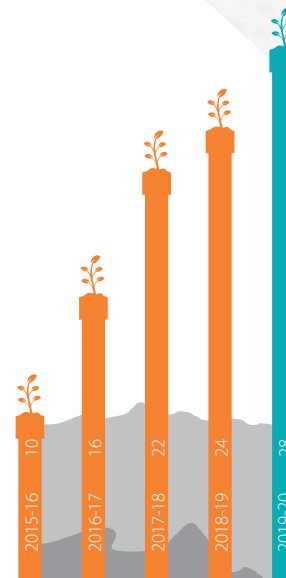
5-yr CAGR (%) **19**



**EBITDA (₹ crore)**

Y-o-Y growth (%) **10**

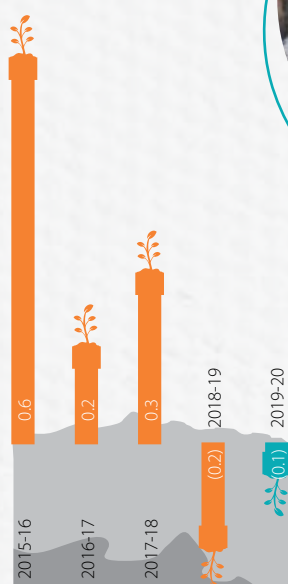
5-yr CAGR (%) **24**



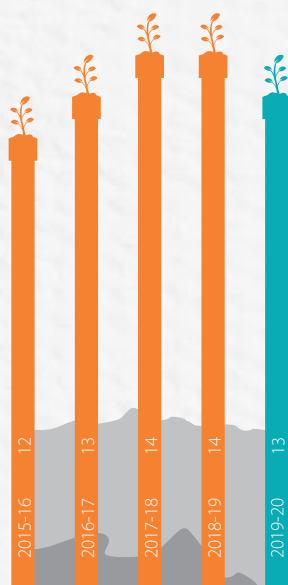
**Net Profit (₹ crore)**

Y-o-Y growth (%) **17**

5-yr CAGR (%) **29**



Debt-equity (ratio)



EBITDA margin (%)



ROCE (%)



## Making a difference – With every quarter

**Q1**

**117.4**

Revenue (₹ crore)

**16%**

Growth over  
corresponding  
quarter

**17.5**

EBITDA (₹ crore)

**13%**

Growth over  
corresponding  
quarter

**9.8**

PAT (₹ crore)

**12%**

Growth over  
corresponding  
quarter

### Other highlights

- Acquired manufacturing facility in Bengaluru with an installed capacity of 12,000 MTPA. The unit is equipped with manufacturing lines for uPVC and cPVC pipes – key product categories of APL.

**Q2**

**96.5**

Revenue (₹ crore)

**14%**

Growth over  
corresponding  
quarter

**12.2**

EBITDA (₹ crore)

**18%**

Growth over  
corresponding  
quarter

**5.8**

PAT (₹ crore)

**29%**

Growth over  
corresponding  
quarter

### Other highlights

- Sales volume grew at a healthy pace driven by contributions from the cPVC, HDPE pipe and value-added product segment of Fittings.

Establishing a manufacturing line for its high-margin 'Fittings' product at the recently acquired facility in Bengaluru.





## Q3

100.0

Revenue (₹ crore)

15%

Growth over  
corresponding  
quarter

13.6

EBITDA (₹ crore)

13%

Growth over  
corresponding  
quarter

6.7

PAT (₹ crore)

25%

Growth over  
corresponding  
quarter

### Other highlights

- Shares listed on the National Stock Exchange (NSE), trading started on November 11, 2019 under the ticker symbol APOLLOPIPE.

## Q4

94.1

Revenue (₹ crore)

5%

Growth over  
corresponding  
quarter

13.1

EBITDA (₹ crore)

(3)%

Growth over  
corresponding  
quarter

6.2

PAT (₹ crore)

17%

Growth over  
corresponding  
quarter

### Other highlights

- Successfully integrated the recently acquired manufacturing facility at Tumkur, Bangalore, in its business operations, started contributing to performance from January 2020.

- Commenced manufacturing PVC 'Solvent Cements' in January 2020 – a superior quality product with excellent installation properties that can be used in various piping applications.

From the Chairman's desk



India promises to  
provide unprecedented  
opportunities.



**Dear shareholders,**

Right at the outset, I wish you all the success and hope that you and your loved ones are safe and healthy.

I take great pleasure in penning down this statement as your Company stands at the threshold of interesting opportunities, largely policy-driven, which are unfolding in our space.

**India, a land of great opportunities**

India is not a country. It's more like a continent. The home to a sixth of humanity, with the intellect, energy and creativity of a young nation, is poised to grow rapidly and provide unprecedented prospects to its citizens, its businesses, and its investors.

India continues to be recognised predominantly as an agrarian economy with majority of its land and people resources being gainfully employed by this sector. The agri sector has occupied the topmost priority for the central government and this is reflected in the ambitious schemes it has launched such as the Pradhan Mantri Krishi Sinchai Yojana (PMKSY), Micro Irrigation Fund (MIF), Jal Jeevan Mission and the AMRUT Plan which have thrown up huge opportunities for our products across India over the medium term.

**Our position. Now and next**

Today, Apollo Pipes is one of the leading companies in plastic pipes and allied products. But that places us as one among the crowd. Our long-term vision is to reach the podium position in our business space where Apollo Pipes emerges as the 'preferred brand' across the country. Because when we reach there, our success becomes sustainable.

While I realise that this is a tall ask, I am happy to mention that we are moving at a healthy pace towards that goal with every passing year. Fiscal 2019-20 was an important year in our journey for we covered significant milestones.

Our acquisition of the Tumkur facility marks our definitive entry into the southern markets which we have been seeding for quite some time. We also continued to ramp up our presence in North, while plans are being drawn up to set up a base in central India, covering the eastern markets too, where demand is healthy and growing.

In fiscal 2019-20, we launched some allied products which are critical in establishing our brand as a one-stop solution for decision-makers and opinion-influencers.

We commenced manufacturing solvent cement which was well accepted by our distribution network and the end-user. And, had it not been for Covid-19, we would have launched our water storage tanks earlier. Further, our multi-platform branding and awareness initiatives have made a definite connect with the customer.

Fiscal 2020-21 started with a negative note because of the global pandemic and the subsequent lockdown. But our frontline warriors have played a defining role in supporting fellow citizens to come to terms with this health crisis. Our recovery rate at 70% (and climbing) is the highest in the world and it continues to move up. Our fatality rate, on the other hand, has declined sequentially to about 2%. In fact, a resilient India has got back on her feet with energy and enthusiasm to make up for the lost ground. This is reflected in the economic performance of the first quarter which has beaten estimates of credible opinion makers.

At Apollo Pipes, we resumed manufacturing operations at our facilities, brought our distribution network back to business, after the government began lifting the lockdown systemically. Consumption in the rural markets – our key

customer segment – also remains healthy. This augurs well for our prospects in the current year.

While our overall performance during the current financial year could be subdued as the Indian economy recovers from the Covid-19 shock, I am optimistic of a healthy rebound in our performance in the subsequent year as we prepare to take giants strides towards our articulated goal.

As we move forward to a riveting future, I would like to express my sincere gratitude to my fellow Directors for their commitment and professionalism in steering the Company on its long-term path. My deep appreciation to all our loyal and valuable shareholders for their continued confidence and support. My thanks to our other stakeholders, who continue to be our partners in growth. Lastly, our management team and staff for their valuable and ongoing dedication in taking the Company into a new orbit.

I seek your continued support as we gain momentum over the coming years.

Warm regards

**Sanjay Gupta**

Non-Executive Chairman



In conversation with  
the Managing Director



In the past two years, we have taken fundamental and substantive steps to enhance our Quality of Business which demands that we delight our customer in the quality of interaction they have with us. Going forward, we will continue our endeavours with this objective.

**Q** Were you happy with the Company's performance in 2019-20?

**A** Absolutely, except for the March 2020 disruption due to the Covid-19 pandemic. It was an all-round improvement. From a financial perspective, we registered a healthy growth. At the operational level (shopfloor and marketplace), we improved our efficiency and, at the strategic level, we made good progress towards our goal.

**Q** Your Company's financial performance has been healthy. What has been the key highlight in the performance?

**A** What gives me immense satisfaction is our fund

management. Despite the highest capex of ₹59 crore in 2019-20, we had a surplus cash of ₹128 crore as on March 31, 2020. The other standout feature was that we reported a positive growth in the fourth quarter despite India getting dragged into the Covid-19 pandemic towards the tail-end of the fiscal. The other heartening element of our performance was the positive net operating cash flow at about ₹12.43 crore even as we commenced operations of a new facility and launched multiple products.

**Q** From an operational perspective, it was a good year from you. Can you throw some light on that?

**A** From an operational and a strategic perspective, fiscal

2019-20 was an inflection point in our journey towards supremacy. Allow me to explain each aspect for a better appreciation of our efforts.

From an operational perspective, our team at the shopfloor has done a commendable job in improving product quality and man-machine productivity. They have raised the operational benchmarks a few notches higher. It is a trend which, I am convinced, will only improve as we move forward.

In the marketplace, our branding team has made an aggressive pitch to solidify the brand connect among our customer community. They have deployed innovative



reach-out techniques which include static and dynamic, physical and digital, in-person and on-wheel platforms to create an awareness in every district of our geographical footprint, as our market width expanded from the North and West to South.

From a strategic standpoint, our acquisition of the Tumkur unit and initiating operations in a short time span have been an important milestone for the Company as it strengthens our presence in those large and lucrative markets. It is in sync with our long-term strategy of establishing a pan-India manufacturing presence.

These factors have contributed to an improvement in our financial performance even as a subdued environment prevailed.

**Q You launched some products. How would you like to explain that?**

**A** In our current time-constrained world, where we have everything other than time, we want to buy everything from one store. Same thing prevails when a farmer or plumber purchases pipes. He wants to buy everything from the same brand – the fitting is seamless and their work is easier. In keeping with this reality, we launched a number of products – from the perspective of a plumber working in a bathroom, we launched jaalis, hose pipes, seat covers and cisterns.

But the feather in our cap was that we commenced manufacturing of PVC and cPVC solvent cements, a superior quality product with excellent installation properties that can be used in various piping applications. The new product is 'LEED' compliant and meets high ASTM international standards used for plastic pipe solutions.

Moreover, we are entering the water storage solutions product in the current fiscal. Our Aqua range of products will be available in four different variants. We will meet the highest standards of hygiene. Had it not been for the India-wide lockdown, these products would have been in the marketplace.

The inclusion of these two new products and categories is in sync with our growth strategy of improving our value-added product portfolio. We believe in longer term, our improved product portfolio will help enhance our business visibility and drive healthy volumes and profitability going ahead.

**Q You had entered the tap segment in 2018-19. How is that vertical performing?**

**A** Every new vertical takes some time to establish. So it was with our faucets. Having launched the product, we realised that there were considerable gaps in our product range. During the fiscal under review, we worked hard to identify and develop products to complete our

product basket. We also onboarded a new sales team to focus only on creating an awareness of our product in the marketplace, which they have done successfully. I believe, we are now poised for an uptick in volumes as we go further.

**Q Covid-19 would have derailed your plans for the current year.**

**A** Covid-19 was a pause button for the world, and for us, too. The pandemic presents a rare but narrow window of opportunity to reflect, reimagine and reset our world. And when I look at the world from this prism, I realise that Covid-19 has not derailed our plans, it has only postponed it by a few months at best. Our long-term plans remain the same. Our goal remains in place. We will continue to move on our charted journey. What it has done, I feel, is that it has dulled the competitive edge of the unorganised sector. This could improve our prospects, if we are able to capitalise on the vacuum with speed.

**Q Do you see the demand resurfacing as India resets itself after the opening up?**

**A** India has opened up. Moreover, the rural economy has not been impacted severely by the lockdowns. The rural masses have funds, thanks to a good harvest and government schemes, which have put funds in their hands/bank accounts. The pandemic has not percolated down

very severely. Hence, the rural economy, the backbone of India's progress, continues to provide opportunities. This augurs well for us.

**Q What are your plans for the current year?**

**A** Our first priority is to maximise the utilisation of our existing asset base to the optimum level. Our team is working on intensifying our reach-out strategy primarily leveraging the social media platform and utilising other tools and forums which are convenient to our customer community. This will help strengthen our cash flow.

While we continue to tighten our on-ground business operations, our teams would also work on setting up and commissioning our Fittings capacity at Tumkur and our brownfield expansion at Dadri. Hopefully, these should contribute to our business growth and profitability in the current year.

**Q What is the message you would like to leave with the shareholders?**

**A** In the past two years, we have taken fundamental and substantive steps to enhance our quality of business, which demands that we delight our customer in the quality of interaction they have with us. Going forward, we will continue our endeavours with this objective. You would see the benefits of our action on your wealth creation.

## Investment case

# Poised to deliver returns over the medium term

This investment case is based on the plethora of opportunities in the business space and the Company's initiatives focused on capitalising these growth prospects. In doing so, the Company remains committed to delivering superior returns to its shareholders and creating value for the broader stakeholder community.

## Policy-driven growth opportunities

The agriculture sector accounts for 18% of India's gross domestic product (GDP) and provides employment to 50% of the country's workforce. The government has, and continues to announce, policies to uplift the agrarian economy which will boost the income of the rural masses (constituting around 70% of India's population). The most significant government schemes are:

**Pradhan Mantri Krishi Sinchai Yojana (PMKSY):** This was launched with a vision to extend the coverage of irrigation through 'Har khet ko pani' and improve water use

efficiency through 'More crop per drop' in a focused manner with end-to-end solution on source creation, distribution, management, field application and extension activities.

**Micro Irrigation Fund (MIF):** The government has approved a dedicated ₹5,000-crore fund to bring more land area under micro-irrigation as part of its objective to boost agricultural production and farmer income. The fund has been set up under NABARD, which will provide this amount to states at a concessional rate of interest to promote micro-irrigation, which has a coverage of only 10 million hectares as against the potential of 70 million hectares.

**Jal Jeevan Mission:** It is aimed at providing piped

water connection to every Indian household by the year 2024. The Prime Minister recently announced that a sum of ₹3.5 lakh crore will be spent in the next five years under the newly formed Jal Jeevan Mission, which aims to provide piped water (Har Ghar Jal) to all rural households by 2024.

**AMRUT Plan:** The purpose of Atal Mission for Rejuvenation and Urban Transformation (AMRUT) is to ensure that every household has access to a tap with assured supply of water and a sewerage connection. This scheme also aims to improve the quality of life for all, especially the poor and the disadvantaged.

## Mega trends

At Apollo Pipes, while the agriculture sector (irrigation to be more specific) is a key focus area, we are also increasing our presence in building and constructions and water management segments.

### Irrigation

- Improving irrigation schemes for farmers
- Water Table Depletion – increase in bore well activities leading to higher demand of larger diameter pipes
- Increase in land under irrigation for food production
- Increasing agriculture focus will have better demand for irrigation and thus demand for PVC pipes

### Urban Infrastructure & Construction

- Infrastructure push - plumbing and distribution requirements
  - Water Management, Waste Management, Water Drainage & Sewerage System
  - 'Housing for All' scheme and 'Smart Cities' scheme to drive demand
  - Gol targeted construction of 20M and 40M houses in urban and rural areas, by 2022
- One unit in the urban area nearly consumes 200 kg of PVC products  
Rural house consumes ~75kg

### Water management

- Rehabilitation of aging pipelines and installation of new pipes in transportation of liquids offers a significant opportunity
- Government focus on providing clean water, clean cities with well-organised plans for sewage removal and efficient transport facilities
- National Rural Drinking Water Mission (NRDWM) to create a safe drinking water program

**The Indian PVC pipes and fittings market is expected to register 15% CAGR during FY18 - FY26.**





## Our business strategy

**Emerge as the preferred  
'one-stop' solution in  
plastic pipes and  
allied products**

### Creating capacity

- We are creating capacity for 'Fittings' at our recently acquired Bangalore unit.
- We are creating additional capacity in pipes at our Dadri unit
- We will focus on utilising capacity at all units to the optimum level
- We have additional space at Dadri and Bengaluru for brownfield expansions when required
- We are looking to establish a manufacturing presence in East India over the coming years.

### Launching products

- We developed and launched the wider width pipes for hi-rise building applications
- We entered into the plastic taps segment with an expansive product range catering to all price points
- We launched our in-house manufactured solvent cement.
- We are seeding the market with allied bathroom products
- We are on the verge of launching water tanks for diverse applications

### Building the brand

- We are focused on aggressively utilising the social media platform for our branding and awareness campaigns
- We will enhance our face-to-face interaction with opinion influencers and decision makers in the geographies of our presence.
- We will complement our BTL activities with on-wheels awareness initiatives.

**We aim to deliver a healthy double-digit growth over the next 3 years.**

# Management Discussion & Analysis

## The business environment

**Global economy:** Growth across economies worldwide decelerated markedly in 2019 with a sustained weakness in international trade and investments. This weakness affected both the advanced economies, particularly the Euro Area, as well as the emerging markets and the developing economies.

Global trade contracted for most part of 2019, leading to a slowdown in manufacturing, and financial markets remained fragile. Concerns over economic growth triggered widespread monetary policy easing by major central banks last year. In the backdrop of such turmoil, global growth weakened to an estimated 2.9% last year — the lowest rate of expansion since the 2008 financial crisis.

The year 2020 became a year of nightmare not for businesses alone, but for the entire human race. The Covid-19 pandemic ravaged the world, spelling doom and drawing the civilisation to its knees. The world faces a grim reality – the exponential growth of the contagion is multiplying the number of infected individuals every day.

The loss in businesses associated with this health

emergency and containment measures possibly dwarfed the losses that the two global financial crises had caused. The shock isn't over even as we draft this report. Covid-19 has driven the world into a state of severe uncertainty of unknown duration.

Many countries face a multi-layered crisis, comprising a health shock, domestic economic disruptions, plummeting external demand, capital flow reversals and a collapse in commodity prices. Experts believe that the global economy has entered into one of its worst recessions. (Source: IMF)

**Indian economy:** In keeping with the larger trend, India's GDP growth slid for another year to 4.2% in 2019-20 from 6.1% in 2018-19; this was the lowest growth in more than a decade. (Source: Mint, May 30, 2020)

On the output front, agri (3.7% growth) and mining sectors seem to have held the fort. On the expenditure front, government spending seems to have saved the day. Manufacturing and gross fixed capital formation were very disappointing. The three components of demand have fallen - consumption demand slowed, while investments and exports were in the negative territory. (Source: The Hindu,

May 29, 2020)

Putting the agri sector performance in perspective - when you look at a 3.7% growth at current price level, then growth rate comes to 11.3%, which is 60% more than the growth rate of the non-agriculture sector. (Source: The Economic Times, April 29, 2020)

Industrial output for fiscal 2019-20 contracted by 0.7% compared with a growth rate of 3.8% in 2018-19.

India's fiscal metrics worsened beyond the government's estimates with the fiscal deficit for FY20 widening to 4.6% of the GDP as against the finance ministry estimate of 3.8%. (Source: The Economic Times, May 29, 2020)

Even as the green shoots of economic recovery were witnessed in some sectors towards the tail-end of 2019-20, Covid-19, the global pandemic hit India.

The Covid-19 outbreak ran riots on the teetering economy, leading to large-scale loss of employment. In April 2020, India's manufacturing and services activities recorded the sharpest contraction among the world's top 10 economies; the agriculture sector functioned with lesser hitches

as there has been no shortage of food grains, vegetables and dairy products.

But that's not the end of the road. Built over a strong foundation and seasoned by several crises, the Indian economy has gathered enough strength to rebound. Experts believe that while the economic damage of the pandemic has so far been deep and far-reaching in India, there is hope that the economic activities will spike once the Covid-19 restrictions are eased.

## The business space

India's PVC pipes and fitting markets: This business space is growing rapidly with the increase in the construction and building sector and significant increase in the disposable income. The market for plastic pipes and fittings in India is in its growth stage, growing at double digit CAGR during FY'2013 – FY'2018.

The market has also been split by the end-user applications into sewerage, water supply, irrigation and plumbing and bore well applications. The irrigation sector occupies the highest share because PVC pipes and Fittings are extensively used in the irrigation framework installed in farms and fields all over the country





Furthermore, PVC includes both uPVC (unplasticised polyvinyl chloride) and cPVC (chlorinated polyvinyl chloride) pipes and fittings. uPVC pipes and fittings have major demand in the market due to its fair pricing and wider range of applications into sector like irrigation, sewerage, water supply, plumbing and bore-well system. cPVC pipes are used for hot and cold water distribution systems and are significant addition to the bathroom fittings.

The PVC pipe and fitting market is poised for compelling future opportunities owing to the Governments growing investment in agricultural projects and welfare of

farmers through schemes and programs such as PMKSY (Pradhan Mantri Krishi Sinchayee Yojana). This is expected to increase demand for irrigation systems. Also, the Government's schemes such as PMAY and AMRUT are expected to create significant demand over the coming years. Further, it is anticipated that both urban and rural areas in India are likely to suffer from water shortage problems due to erratic rainfall patterns and decreasing natural sources of water.

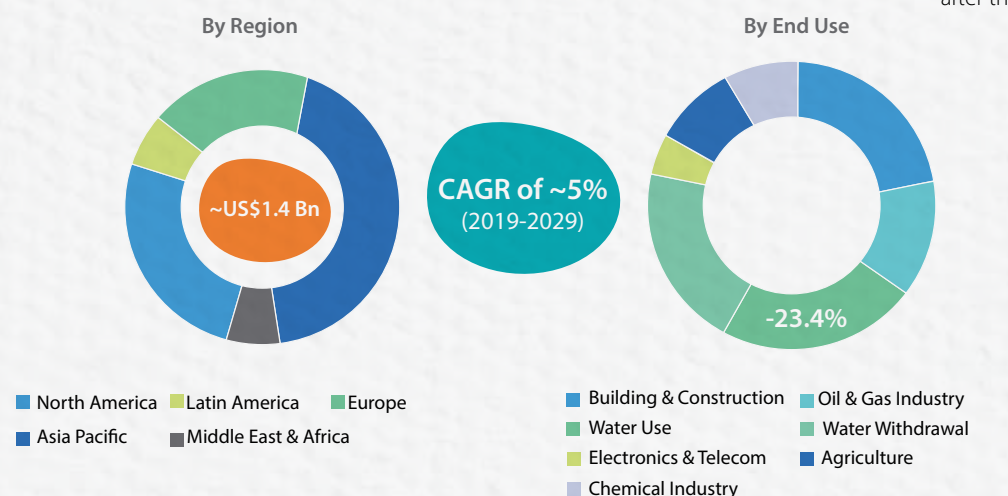
Credible sources suggest that the India PVC pipes

and fittings market could register a double digit CAGR of around 14.7% by revenue during the period FY'2018-FY'2026. (Source: <https://constructionnarchitecture.com/indian-pvc-pipes-and-fittings-market-continues-to-grow/>).

**The Covid-19 impact:** Plastic pipes industry is one of the sectors that got some relief to work with lower than normal capacity, so that social distancing norms can be

followed properly. The sector received assistance from the opening up of agriculture segment, which accounts for 48% of the business. Moreover, a healthy Rabi crop, coupled with payments to farmers from the government, has boosted demand for agri-pipes. However, demand from plumbing remained sluggish due to a drop in construction activities; this user segment is not expected to pick up until after the monsoons.

## Global Plastic Pipes Market (2019E)



Source: Persistence Market Research, 2019

Note: Market shares are not depicted as per the actual scale and are only for illustration purposes.



## The business performance

**About the Company:** Apollo Pipes is a major piping solution provider with a strong brand recall in the domestic and international markets of its presence. The Company has plants located at Dadri and Sikanderabad in Uttar Pradesh, at Ahmedabad in Gujarat and Tumkur in Karnataka. It has the largest manufacturing unit at a single location under one roof in North India. Altogether, the company has 33 Extrusion lines with a capacity of consuming 79,000 tonnes polymers annually. The Company manufactures cPVC,

PVC, and HDPE pipes & fittings, Solvents and Water storage tanks – it has one of the widest product basket which caters to multiple applications.

### Operational performance:

Fiscal 2019-20 was an important year for Apollo Pipes as it established its manufacturing presence in South India. The acquired facility at Tumkur, commenced operations in January 2020; the products received a good response from the target audience, providing optimism for higher volumes over the coming years. Further, the Company continued its brownfield expansion at its

flagship Dadri unit, taking the installed capacity of the unit to 60,000 TPA. Overall, sales increased by about 12% over the previous year – from 39,823 tonnes in 2018-19 to 44,692 tonnes in 2019-20.

Even as volumes increased, the Company continued to strengthen its focus on product quality and process efficiency.

To strengthen product quality, the Company implemented important initiatives

- Created the incoming quality control system for checking the quality of every input entering the factory
- Realigned the in-process quality management system along Six Sigma principles.
- Used Statistical Process Controls for developing standard processing condition for every machine and every product to eliminate human inaccuracies.
- Developed tools and fixtures for in-process quality checking of products.
- Introduced the concept of CAPA (Corrective And Preventive Action), sensitised the entire organisation on the concept and what needs to be done.
- Made significant improvement in the







packaging of the final product; for this the Company partnered with a senior consultant to identify the gaps and implement the necessary step for improvement; invested in equipment for testing the quality of the packaging material.

- Implemented the bar coding system which enabled the team to get the audit trail of every product

The team also worked on improving process efficiency with the objective of improving man-machine productivity.

- Leveraged the TPM philosophy to reduce time consumed in machine set-up, change over, start-up, and mould-change.
- Invested in low-cost automation for material handling and superior ergonomics which also reduced operator fatigue.

- Created an intelligently crafted production planning sheet which provided all reference data necessary for taking informed decisions on planning the production.

The operational team also made some strategic changes which is expected to help in identifying and plugging cost slippages. The team institutionalised the concept of analysing daily cost sheets (SAP based) across functions and plants for identifying leakages and taking immediate corrective action. The Company also invested in upgrading its power line which would provide uninterrupted quality power to its facilities and reduce its overall power cost.

The team focused on waste reduction and reuse. For

this processes were set up to ensure that rejections were reduced and reused immediately to optimise consumption of virgin material.

#### **Financial performance:**

Apollo Pipes reported another year of all-round healthy growth even as the business landscape become more competitive.

Business volumes were driven by a healthy contribution from the cPVC, HDPE Pipes, and value-added product segment of 'Fittings'. The encouraging entry into the South Indian markets made a healthy contribution to volume growth. As such, revenue from operations increased by 13% over the previous year to ₹40,795.81 Lakh. Widening of the product basket also helped in improving revenue.

The uPVC pipes accounted for the lion's share of the revenue pie followed by Fittings.

In keeping with revenue growth, EBITDA also scaled by 10% from ₹5,124.41 Lakh in 2018-19 to ₹5,648.41 Lakh in 2019-20. But the EBITDA margin remained subdued owing to incremental expenses for launching new products and commissioning new capacities – it dipped by 31 bps to 13.85% in 2019-20.

The interest liability at ₹606.76 Lakh was marginally above the previous year levels. The heartening factor was that average interest cost declined by about 200 bps owing to a reduction in the interest rates by RBI and better negotiation with existing bankers – this should have a positive impact on the Company's financials in the current year.



Profit after tax increased from ₹2,393.10 Lakh in 2018-19 to ₹2,852.58 Lakh in 2019-20. The same was ploughed back into business operations.

Even as business momentum improved, Apollo Pipes strengthened its financial edifice. While the Net Debt declined from ₹11,224.46 Lakh as on March 31, 2019 to ₹9,067.21 Lakh as on March 31, 2020, Networth increased from ₹22,981.46 Lakh to ₹30,651.54 Lakh over the same period. As such, the debt-equity ratio declined from 0.49 as on March 31, 2019 to 0.29 as on March 31, 2020.

The Company invested ₹3,074.12 Lakh during the year

in capital intensive projects, primarily to commission the newly acquired facility near Bangalore and in other brownfield expansions. As a result, the Net Fixed Assets increased from ₹12,853.32 Lakh as on March 31, 2019 to ₹18,459.69 Lakh as on March 31, 2020.

Launch of flanking revenue verticals, primarily Fittings, coupled with a widening of the pipe market (consequent liberal credit policies) extended the working capital cycle. As such, the Working

capital cycle increased marginally from 48 days in 2018-19 to 58 days in 2019-20. This also resulted in an increase in working capital loans which impacted the interest liability for the year.



### Key ratios and their movement

	As on March 31, 2019	As on March 31, 2020	Change (%)	Reason for change
Debtors Turnover (Days)	31	45	45.16	Due to increase in our geographical presence, creating extra new markets.
Inventory Turnover (days)	53	74	39.62	Increase in Inventory is due to Fittings which is made to stock
Current ratio	2.88	2.06	-28.19	Temporary impact of revenue collection due to lockdown in year end
Debt-equity ratio	0.49	0.29	-40.8	Repayment of high-cost debt and increase in Shareholders Fund
PBT to Net sales (%)	9.84	9.25	-5.9	Due to increase in depreciation and some hit due to Lockdown
PAT to Net sales	6.61	6.99	5.7	Change in Tax rate from 25% to 22%

## The business enablers

### 1) Human capital

The 541-strong family at Apollo Pipes is groomed, governed and guided by an 11-member human resources department. The team has the onus of keeping the most treasured capital of the Company engaged, motivated and focused on its strategic objectives.

Apollo Pipes HR team frames all its policies and process to cover the complete organisation lifecycle of every employee. An updated and advanced IT systems tweaks the HR processes to ensure accuracy and speed. The small and efficient HR squad is fairly young and dynamic with the average age of 34 years. A section of the HR team also serves the admin functions at the organisation. The team has three women employees.

The Apollo Pipes workforce has 112 people in the junior level, 52 in the mid-level and five in senior strata. The Company continued with the existing contract labourers. There was no addition or reduction in the count during the year under review. Some replacements took place in this period.

### Training & upgrading

The Company carries out sales

trainings periodically and regular training programmes are held on skill enhancement, safety and productivity improvements. The internal trainings are provided by the departmental heads and section in-charge, while expert trainers are hired for various other training programmes.

The Company provided 280 man-days of training in 2019-20. It took help from four external organisations for training on varied aspects during the year. Total People Productivity Pvt Ltd offered training on 7QC Tools, Arogya Niketan Training took sessions on first aid, Central Institute of Plastics Engineering and Technology (CIPET) trained

the Apollo Pipes staffers on Evaluation of Measurement Uncertainty and Overview of ISO/IEC-17025:2017, and Sakhi Management consulting Pvt Ltd guided them on Internal ISO Audit.

### Managing performance

Apollo Pipes is proactive when it comes to building a smarter human resource towards making a smart organisation. This strategy was used in framing the SMART system of performance management in 2019-20. SMART represents a set of parameters: Specific, Measurable, Achievable, Realistic and Time Bound.

The SMART system of performance management

worked out the key responsibility areas (KRA) based on consultation with every employee and the KRAs are aligned to the organisational goals and objectives. The system also covers behavioural competencies to judge an employee. The departmental heads have been assigned the task of assessing the KRAs annually. Training sessions were also identified and slotted based on the PMS score.

### People policies

The Company has an effective safety policy in place and regular safety audits are conducted by experts. Plant safety committees monitor the







various safety aspects at the organisation.

The Company framed and implemented five policies during the year under review towards building a smarter workforce.

- The Reward and Recognition Policy has been designed to identify and honour the 'Worker of the Month'. It is aimed to boost employee attachment with the Company and improve productivity.
- The PMS policy was implemented to make the performance assessment system transparent and rewarding.
- A Revised Loan & Advances Policy was introduced to help the employees address unforeseen needs and various exigencies.
- A Revised Appointment Letter Policy was launched

to make the hiring process more transparent and hassle-free.

- A Health & Safety Policy was introduced to ensure complete protection for the employees.
- A Mediclaim Policy has been floated to cover employees outside the ESIC scheme.

The HR team keeps the workplace peaceful and encouraging through various work activities and teambuilding activities, celebration of birthdays, anniversaries and festival. A host of bond-building activities are also part of the HR schedule, structured to check attrition and ensure team spirit.

## **2) IT: Changing password to progress**

With digital transformation storming the Indian business landscape and redefining the way of doing business, the

information technology has attained greater significance and upgraded IT systems has been made mandatory by the rule of law.

Apollo Pipes embraced the wave of digital transformation with an overhaul of its outlook. It studied, analysed and learned from the developments outside its business and replicated it inward. The entire organisation was made part of this IT recast and every 'why' was answered in the most logical and convincing way.

The Company spent ₹25 lakh during 2019-20 for the overhaul of its IT systems and policies.

- The IT roadmap was laid out with the primary objective of integrating the systems and processes from a decentralised state. It was aimed at doing the business in a smarter and more effective way.

- It identified four core areas for informatisation – IT, data, process and change project – where a new-look IT system was a dire necessity.
- The IT strategy was aimed at building a collaborative construction from a passive response.
- The holistic upgrade was meant to transform an outdated vicious IT circle into a virtuous IT circle.
- The policy was structured to strike a balance between outsourcing and self-research to make the Company more inwardly independent.

The Company devised its IT solutions for two key areas of business process development and IT change management. The business process development involved sales, manufacturing, fiancé, purchase and other operations.



**Projects in the pipeline**

Apollo Pipes has lined up a number of projects under the renewed IT systems. Each of these is planned to give the business a new look led by a more integrated processes and more connected operations.

- **SAP-Fiori System:** It is designed to ease workflow bottlenecks, hasten approvals and help in self-service tasks
- **Bank Integration:** It is aimed to minimise the process cycle and data accuracy with minimum human intervention.
- **Email & SMS Integration:** This will help with real-time information update to customers and respective custodians
- **BOBJ Dashboard:** This will ensure data accuracy, help in faster decision-making and minimise human intervention.
- **IT Connectivity:** It will provide a seamless connectivity across all business locations for a smoother business operations and more effective virtual monitoring.
- **Channel Management System (CMS):** This is targeted to empower the customer, employee and others who are the part of the Apollo Pipes ecosystem like retailers, influencers and end-users.

**Projects on stream**

The strong IT squad at Apollo Pipes sent at least three projects live during 2019-20. The policy recast and systems upgrade helped it implement the new projects faster than anticipated. The three projects are:

- SAP-Fiori System for Workflow, Approvals, Self-service Tasks
- Bank Integration
- Email & SMS Integration

**Roadmap for 2020-21**

For the financial year 2020-21, Apollo Pipes is focusing on CAPEX for various IT projects that would make the business more robust and rewarding. A number of projects have queued up to go live during the year, while a host of others have been lined up to be initiated over the one year.

**Projects in progress**

At least four projects are in the works and likely to go live in the fiscal year 2020-21. These are:

- SAP Solution manager
- Channel Management System (CMS)
- BOBJ Dashboard
- Current IT Architecture & Process Optimisation, Data Security

**Projects in the pipeline**

The Company has planned at least four projects that are likely to be initiated during the current year. A project

schedule has also been drawn up to speed up the process and ensure maximum benefit.

- **Channel Management System (CMS)** – Work likely to begin in August 2020
- **Data Security & Domain Control** – Lined up for September 2020
- **Document Management System** – Expected to be initiated in October 2020
- **Business Unit Faster Connectivity** – Lined up for August 2020

**3) Safety, Health & Environment**

As a responsible corporate, Apollo Pipes has in place a stringent health, safety and environmental policy that complies with guidelines benchmarked to global standards.

Apollo Pipes is a people-centric organisation with strong focus on the health and safety of our employees. It takes ultimate protection to ensure complete safety at the workplace and organise regular health check-ups for the employees. It values the people living around the various establishments and it has have lined up several environmental protection measures for the wellbeing of those communities.

**Safety**

Safety parameters followed at Apollo Pipes comply with the ISO 9001:2015 standards. The Company has lined up

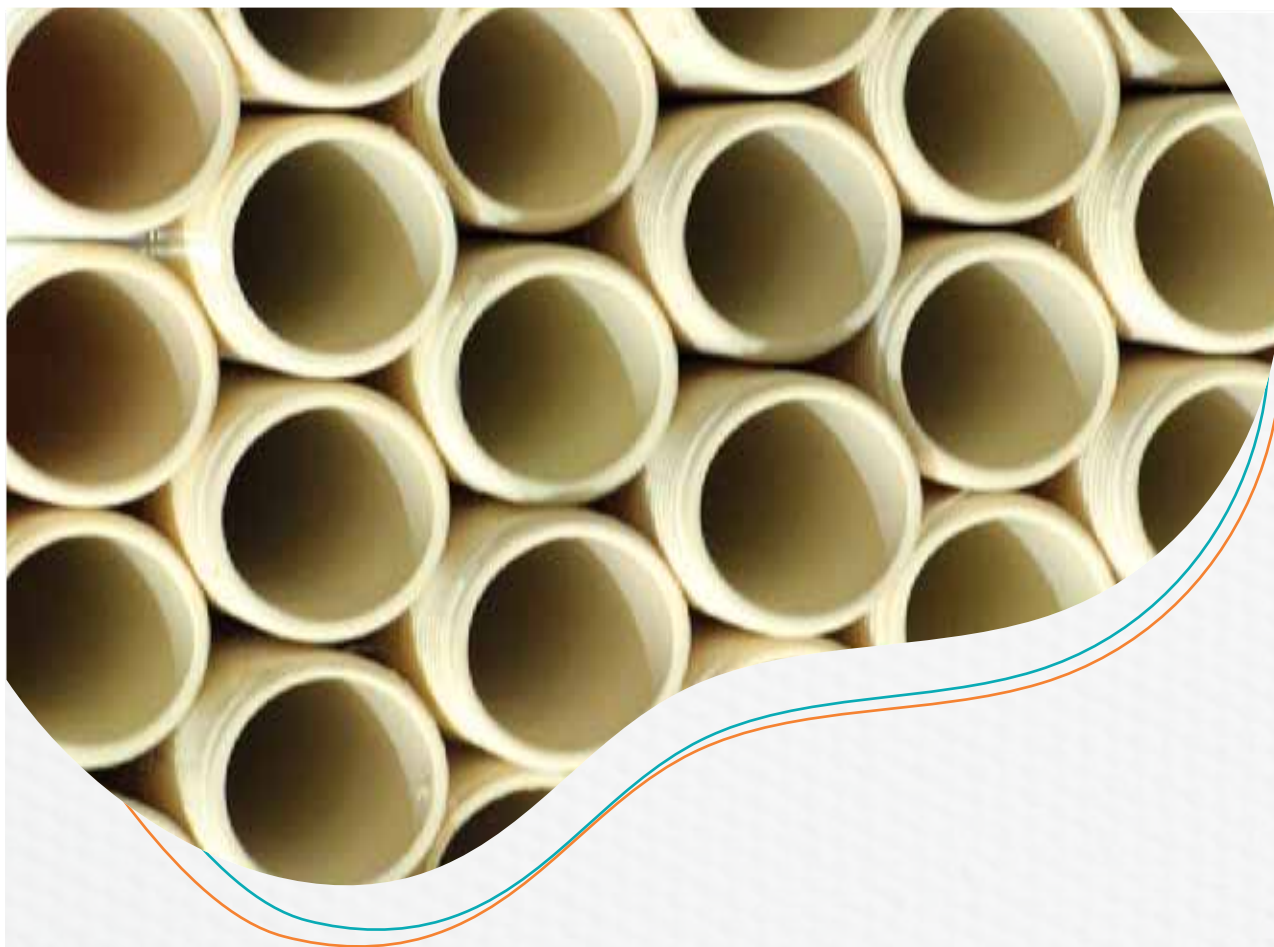
several initiatives to make the operations safe. It introduced automation of labour-centric processes and services to ensure utmost safety standards for the workers.

Some basic safety measures followed at Apollo Pipes:

- Invested in reducing earthing voltages, made 110 pits
- Introduced low-cost automation in belling, socketing and packing operations
- Provided earplugs to people working on grinder and pulveriser
- Gave dust masks to the employees at the shop floor
- Distributed safety gloves and shoes

The Company invested around ₹60 lakh in 2019-20 in installing a fire hydrant enhancement system (wet type), put in place fire extinguishers, sand buckets, safety display boards and safety PPEs.

The Company invested 216 man-days of training in 2019-20 on various parameters for improving safety practices at the Company. It logged in 304 days of work without any major injury during the year under review, and no casualties were reported during the year.



### Health

Apollo Pipes believes that a healthy workforce creates a healthy company. The Company has taken a host of initiatives to improve the health of the team at the port.

- Provided water purifier in all water coolers in 2019-20
- Carried out health check-up for every employee at Dadri plant
- Introduced mediclaim policy for employees not covered under ESIC

### Environment

Apollo Pipes has a robust environmental policy in place. As a manufacturing company, it takes great care to ensure no threat to the ecosystem

and no disruption in the environmental balance.

- Zero waste from the manufacturing unit, all scraps are reprocessed and recycled within the facility and no discharge of hazardous wastes.
- Water is reused for cooling purpose, flushing, cleaning of toilets block.
- Dust separator has been provided in all dusty areas.
- Earplugs are provided in areas where noise is produced.
- Optimised energy consumption.
- Installed frequency DC drives to reduce power consumption. Ten of these were implemented during 2019-20.

- Developed green belt along the compound wall of the company, planted 350 saplings in 2019-20.
- Solar power generation system with an installed capacity of 1.2 MW was set up during the year under review.

### A cleaner, greener future

The Company has lined up a host of measures under safety, health and environment to ensure a smoother and safer year ahead.

- EHS Policy and EHS Management System will be implemented in 2020-21.
- Training and awareness programmes will be made more regular and more frequent.

- A stringent visitor policy and protocol to be in place after the Covid-19 turmoil.
- Monthly Safety Meetings, safety weeks and safety calendar will be organised.
- Accident reporting analysis, investigation and implementation of recommendations to be followed more diligently.
- Electrical safety, fire prevention, protection and fighting system to be made more robust and secure.
- A stronger emergency preparedness plan will be put in place.



## The business fortification

### Internal control and its

**adequacy:** In an increasingly dynamic and competitive business landscape a robust internal control mechanism is an essential business imperative. For it is a critical element in ensuring that the organisation functions in an ethical manner, complies with all legal and regulatory requirements and meets the generally accepted principles of good corporate governance.

The Company's internal control mechanism aims to safeguard its assets as well as authorise record and report all transactions correctly and on time.

These control processes facilitate in safeguarding

the organisation's assets, preventing and detecting frauds and errors, ensuring accurate and complete accounting and timely preparation of reliable financial information. The control mechanism ensures that the manual and automated processes for transaction approval and recording are adequately and effectively reviewed.

Moreover, it ensures compliance with various policies, practices and statutes in keeping with the organisation's growth and business complexity.

The internal control framework constantly monitors and assesses all aspects of risks associated with current activities and corporate profile, including scientific and development risks, partner

interest risks, commercial and financial risks. The senior management team has constituted a body of internal auditors who perform periodic audits. The Internal auditors independently evaluate the adequacy of internal controls and simultaneously audit the transactions. Independence of the audit and compliance is ensured by direct reporting of internal auditors to the Audit and Risk Committee of the Board.

**Risk management:** Apollo Pipes is seized of the reality that risks, along with their mitigation, are critical for business sustainability in the everchanging business ecosystem environment in which it operates.

As such, risk management at the Company is an integral part of the business model,

focusing on making the business model emerge stronger and ensuring that profitable business growth becomes sustainable.

The Company has adopted a comprehensive and integrated risk appraisal, mitigation and management process. It encompasses strategy and operations, and seeks to identify proactively, address, and mitigate existing and emerging risks.

The multi-layered risk management framework involves all key managers of the Company to actively engage in the risk management process of the Company.

On behalf of the Board of Directors of

**Apollo Pipes Limited**

**(Sanjay Gupta)**

Chairperson

DIN: 00233188

Date: August 4, 2020

Place: Noida



## Board of Directors



**MR. SANJAY GUPTA**  
(CHAIRMAN, NON-EXECUTIVE)

Mr. Sanjay Gupta is an entrepreneur with an experience over three decades in various steel industry segments and he has spearheaded the Company's growth. He is serving as Chairman and Managing Director of APL Apollo Tubes Limited, one of the leading manufacturing Companies in Steel & Iron Pipe segment of India.



**MR. SAMEER GUPTA**  
(MANAGING DIRECTOR)

Mr. Sameer Gupta has graduated from Shri Ram College of Commerce, Delhi University. He joined the family business in an early age and established the PVC Pipes unit business. Under his able leadership, the Company continues to reach newer heights, nurturing the values of hard work, commitment to quality, excellence & growth.



**MR SAKET AGARWAL**  
(NON-EXECUTIVE DIRECTOR)

Mr. Saket Agarwal has more than 20 years of experience in Steel & Pipes Industry. A commerce graduate, he has held key managerial positions in various corporates.



**MR. PRADEEP KUMAR JAIN**  
(NON-EXECUTIVE,  
INDEPENDENT DIRECTOR)

Mr. Pradeep Kumar Jain was the Executive Director in Oil and Natural Gas Corporation Limited (ONGC), an Indian national oil and gas company, i.e., Public Sector Undertaking (PSU) of the Government of India. He is a Post Graduated in Petroleum Technology and has graduated (B. Tech) from Indian School of Mines, Dhanbad (Now IIT, Dhanbad). degree in Leadership Development Programme from Indian School of Business (ISB), Hyderabad.



**MS. NEERU ABROL**  
(NON-EXECUTIVE,  
INDEPENDENT DIRECTOR)

A Chartered Accountant, Ms. Abrol has about four decades of rich professional experience in various sectors and positions. She worked for 26 years with Steel Authority of India Ltd at various critical management positions which have provided her with in-depth knowledge of the steel industry and its work flow. She is also the former Chairperson and Managing Director and Director Finance of National Fertilizers Ltd. Ms. Abrol is currently serving as Director at TCNS Clothing Co Limited, APL APOLLO Tubes Ltd, Apollo Pipes Ltd, Stecol International Pvt Ltd and other companies. She is also associated with a couple of NGOS. She is recipient of multiple awards over her illustrious career including twice 'Business Achiever' by ICAI, 'Outstanding Woman Manager in Public Sector Enterprises' by SCOPE.



**MR. ABHILASH LAL**  
(NON-EXECUTIVE,  
INDEPENDENT DIRECTOR)

A mechanical engineer and postgraduate from IIM Bangalore, Mr. Abhilash Lal has 30 years of professional experience in senior roles across financial services, including banking, consulting, real estate, private equity and restructuring. He has led institutions across business development, strategy as well as operations.

# Corporate Information

## Chairman

**Mr. Sanjay Gupta** (DIN: 00233188)

## Managing Director

**Mr. Sameer Gupta** (DIN: 00005209)

## Directors

**Mr. Pradeep Kumar Jain** (DIN: 08063400)

**Ms. Neeru Abrol** (DIN: 01279485)

**Mr. Saket Agarwal** (DIN: 00203084)

**Mr. Abhilash Lal** (DIN: 03203177)

## Chief Financial Officer

**Mr. Ajay Kumar Jain**

## Company Secretary

**Mr. Ankit Sharma**

## Registered Office

37, Hargobind Enclave, Vikas Marg,  
Delhi – 110092

## Corporate Office

Plot No. A-140, Sector-136, Noida – 201301

## Registrar and Share Transfer Agent

**M/s. Beetal Financial & Computer  
Services Private Limited**

Beetal House, 3rd Floor, 99 Madangir,  
Behind Local Shopping Centre,  
Near Dada Harsukhdas Mandir,  
New Delhi - 110062

## Bankers

Axis Bank  
Citi Bank  
DBS Bank  
HDFC Bank  
Kotak Mahindra Bank

## Auditors

### Statutory Auditors

**M/s VAPS & Co.**

Chartered Accountants  
C-42, South Extension Part-II,  
New Delhi-110049

### Cost Auditors

**M/s Vijender Sharma & Co.**

3rd Floor, 11 Hargovind Enclave,  
Vikas Marg, Delhi - 110092

### Secretarial Auditor

**M/s Anjali Yadav & Associates**

B-6/32, Sector-15, Rohini, Delhi-110085

### Internal Auditor

**M/s Ernst & Young LLP**

Golf View, Corporate Tower-B, Sector-42,  
Sector Road, Gurugram – 122002, Haryana

## Works

### Unit-I

Khasra No. 2928 JHA, 2907 to 2916 and  
2930 to 2938, Dhoom Manikpur, Dadri,  
GT Road, Dadri, Uttar Pradesh – 203207

### Unit-II

Plot No. D-20 & E-6, Industrial Area,  
Sikanderabad, Bulandshahar,  
Uttar Pradesh - 203205

### Unit-III

Plot No. 359 and 374, Off Rajkot Highway,  
Kochariya Bavla, Ahmedabad,  
Gujarat - 382220

### Unit-IV

Plot No. 172-B and 173-A,  
Vasanthanaraspura, Industrial Area, Village-  
Nagenahalli, Kora Hobli, Tumkur Taluka,  
Karnataka-572128



# Board's Report

Dear Members,

Your Directors are pleased to present the 34th Boards' Report on the business and operations of the Company along with the Audited Financial Statement for the financial year ended March 31, 2020.

## FINANCIAL PERFORMANCE

The Financial Results of the Company for the financial year under review are as follows:

(₹ In Lakhs)

Particulars	FY 2019-20	FY 2018-19
Gross sales	40,795.81	36,184.27
Add : Other income	1,013.27	1,208.86
Total revenue	41,809.08	37,393.13
Operating expenses	36,160.67	32,436.75
<b>EBIDTA</b>	<b>5,648.41</b>	<b>4,956.38</b>
Less : Finance cost	606.76	594.25
Less : Depreciation and amortisation	1,269.98	969.30
Profit before tax (PBT)	3,771.67	3,392.83
Less : Tax expense	919.09	999.73
<b>Profit after tax for the year (PAT)</b>	<b>2,852.58</b>	<b>2,393.10</b>
Prior period adjustments	-	(1.91)
Add: Profit brought forward	6,575.50	4,184.31
Final dividend on equity shares	131.09	N.A.
Tax on dividends	26.96	N.A.
<b>Balance carried over to balance sheet</b>	<b>9,270.03</b>	<b>6,575.50</b>

## DIVIDEND

In order to augment resources especially in view of the economic stress caused by the outbreak of COVID-19 pandemic across the nation, your directors deem it prudent not to recommend any dividend for the financial year under report.

## TRANSFER TO RESERVE

The Company has not transferred any amount to the general reserve and an amount of profit for the year under review of ₹2,852.58 Lakh forms part of retained earnings for the financial year 2019-20.

## FIXED DEPOSITS

Your Company has neither accepted nor renewed any public deposits within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

## SHARE CAPITAL

The paid up equity share capital of the Company as on March 31, 2020 was ₹13,10,94,020/- (Rupees Thirteen Crore Ten Lakh Ninety Four Thousand and Twenty only) divided into 1,31,09,402 (One Crore Thirty One Lakh Nine Thousand Four Hundred and Two only) equity shares of ₹10/- each.

During the year under review, the Company issued 11,25,000 (Eleven Lakh and Twenty Five Thousand only) equity shares of ₹10 each at the premium of ₹580 each on conversion of convertible warrants into equity shares to the person belonging to promoter category namely Mr. Sameer Gupta. Consequently, the paid-up equity share capital was increased to ₹13,10,94,020/- (Rupees Thirteen Crore Ten Lakh Ninety Four Thousand and Twenty only).

Further, 4,00,000 and 9,60,000 outstanding Fully Convertible Warrants, allotted to Mr. Sameer Gupta and Mrs. Meenakshi Gupta

respectively on 06.10.2018 on preferential basis, stand lapsed on account of non-exercise of right to acquire Equity Shares underlying the said warrants within 18 months of such allotment by the Warrant-holders in terms of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018

The Company has not issued shares with differential voting rights, sweat equity shares nor has it granted any stock options during the year.

## COMPLIANCE WITH SECRETARIAL STANDARDS

During the year under review, your Company has complied with the provisions of Secretarial Standards issued by the Institute of Company Secretaries of India ("ICSI") in consultation with Central Government which are mandatory to be complied with by the Company.

## OPERATIONAL REVIEW

Detailed information on the operations and the state of the affairs of the Company are covered in the Management Discussion and Analysis Report, forming part of this Annual Report.

## SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES COMPANIES

During the year under review, the Company had no subsidiary, joint venture(s) or associate(s) companies. Hence, disclosure in form AOC-1 is not applicable to the Company.

## DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, your Directors hereby confirm that:

- i. In the preparation of the Annual Accounts for the year ended March 31, 2020, the applicable Accounting Standards have been followed along with proper explanations relating to material departures;
- ii. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2020, and of the Profit and Loss of the Company for that period;
- iii. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. The Directors have ensured that the annual accounts are prepared on a going concern basis.
- v. The Directors have laid down internal financial controls to be followed by the Company and such controls are adequate and are operating effectively.
- vi. The Directors have devised proper system to ensure compliance with the provisions of all applicable laws and such systems are adequate and are operating effectively.

## CORPORATE GOVERNANCE

Your Company reaffirms its commitment to the highest standards of Corporate Governance practices. Pursuant to Regulation 34 read with Schedule V of SEBI (LODR), 2015, the Corporate Governance Report and the Certificate regarding compliance of conditions of Corporate Governance are annexed to this report as an "Annexure-1".

## CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

For the financial year ended March 31, 2020, all the contracts or arrangements or transactions entered into by the Company with the related parties were in the ordinary course of business and on arm's length basis and were in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (LODR), 2015.

Further, the Company has not entered into any contract or arrangement or transaction with the related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. In view of the above, disclosure in Form AOC-2 does not apply to the Company.

The policy of the Company on materiality of related party transactions as approved by the Board is available on the website of the Company:

[https://www.apollopipes.com/media/product/1131204722\\_Related\\_Party\\_Policy\\_of\\_Apollo\\_Pipes\\_Limited.pdf](https://www.apollopipes.com/media/product/1131204722_Related_Party_Policy_of_Apollo_Pipes_Limited.pdf)

Your Directors draw attention of the members to Note No. 39 to the Financial Statement which sets out related party disclosures.

## CORPORATE SOCIAL RESPONSIBILITY (CSR)

In compliance with Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has established Corporate Social Responsibility ('CSR') Committee. All the statutory disclosures with respect to the CSR Committee and Annual Report on CSR Activities forms part of this Report as "Annexure 2".

## RISK MANAGEMENT POLICY

The Company has already adopted a formal Risk Management Policy, whereby, risks are broadly categorized into Strategic, Operational, Compliance, and Financial & Reporting Risks. The Policy outlines the parameters of identification, assessment, monitoring and mitigation of various risks which are the key factors likely to affect the business objectives.

## DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has documented its internal financial controls considering the essential components of various critical processes, physical and operational, which includes its design,



implementation and maintenance along with periodical internal review of operational effectiveness and sustenance.

This ensures orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention of errors, accuracy and completeness of the accounting records and the timely preparation of reliable financial information.

The Internal financial controls with reference to the financial statements were adequate and operating effectively.

## DIRECTORS AND KEY MANAGERIAL PERSONNEL

In light of the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Sameer Gupta retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Appropriate resolution(s) seeking your approval to the appointment / re-appointment of Directors are also included in the Notice convening the ensuing Annual General Meeting of the Company along with the information as required to be disclosed under Regulation 36(3) of SEBI (LODR), 2015 in case of reappointment of the Director.

Further, details of changes in the Directors and Key Managerial Personnel during the year under review are as follows:

- Mr. Ramesh Chandra Jindal, Non-Executive-Independent Director, (DIN: 01377137) has resigned from Directorship w.e.f. December 24, 2019.

Board of Directors have appointed Mr. Abhilash Lal (DIN: 03203177) as an Additional Director and in the capacity of Independent Director, w.e.f. March 22, 2020, for a tenure of 5 years, subject to approval of members of the Company at the ensuing general meeting. Appropriate resolution seeking your approval for regularisation of his appointment is also included in the Notice.

### Composition of the Board of Directors of the Company as on 31.03.2020:

1. Mr. Sameer Gupta (DIN: 00005209) - Managing Director (Executive)
2. Mr. Sanjay Gupta (DIN: 00233188) - Chairman (Non-executive Director)
3. Mr. Pradeep Kumar Jain (DIN: 08063400) - Director (Independent)
4. Ms. Neeru Abrol (DIN: 01279485) - Director (Independent)
5. Mr. Saket Agarwal (DIN: 00203084) - Director (Non-Executive and Non-Independent)
6. Mr. Abhilash Lal (DIN: 03203177) – Director (Additional, in the capacity of Independent Director)

## DECLARATION BY INDEPENDENT DIRECTORS

The Company has received declaration from all the Independent

Directors of the Company, confirming that they meet the criteria of independence as prescribed both under the Companies Act, 2013 and SEBI (LODR), 2015. Further, pursuant to the Regulation 25(8) of the SEBI (LODR), 2015, Independent Directors of the Company declared that they are not aware of any circumstances or situation that exists or can be anticipated which could render them incapable of performing their duties with reasonable independent judgement and without any external influence. The Board took the same on record after undertaking assessment of its veracity.

The details of familiarization programmes for Independent Directors of the Company is placed on the website of the Company at: [https://www.apollopipes.com/media/product/579669936\\_Familiarization\\_Programme\\_for\\_Independent\\_Directors.pdf](https://www.apollopipes.com/media/product/579669936_Familiarization_Programme_for_Independent_Directors.pdf)

## BOARD EVALUATION

Pursuant to the provisions Section 134(3)(p) of the Companies Act, 2013 and Regulation 17 of the SEBI (LODR), 2015, the Board has carried out an annual evaluation of its own performance, the Directors individually as well as the evaluation of the working of its various Committees. The disclosure pertaining to such evaluation forms part of the Corporate Governance Report.

## MEETINGS OF THE BOARD OF DIRECTORS

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year, 4 (Four) Board Meetings were held on 25.05.2019, 12.08.2019, 12.11.2019 and 04.02.2020. The intervening gap between the two meetings did not exceed one hundred and twenty days. The necessary quorum was present for all the meetings.

## AUDIT COMMITTEE

The Audit Committee of the Company comprises of three Members viz. Ms. Neeru Abrol, Independent Director, Mr. Pradeep Kumar Jain, Independent Director and Mr. Sameer Gupta, Managing Director. Mr. Pradeep Kumar Jain is the Chairman of the Committee.

During the year, 5 (five) meetings of the Audit Committee were held on 25.05.2019, 12.08.2019, 07.11.2019, 12.11.2019 and 04.02.2020. The intervening gap between two meetings did not exceed one hundred and twenty days. The necessary quorum was present for all the meetings.

## COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The policy relating to selection of Directors, determining their independence and the remuneration of Directors, key managerial personnel and senior management along with the criteria for performance evaluation of Independent Directors, Board Committees, Board and other individual Directors is available on the website of the Company and may be accessed at the link:

[https://www.apollopipes.com/media/product/550804260\\_NominationandRemunerationPolicy30.03.2019.pdf](https://www.apollopipes.com/media/product/550804260_NominationandRemunerationPolicy30.03.2019.pdf)

The salient features of the policy are given.

1. It governs the constitution, role of the Nomination and Remuneration Committee of the Board.
2. It lays down the criteria for appointment and removal of directors, KMPs and senior management.
3. Evaluation criteria and process to evaluate the performance of the members of the Board.
4. Criteria of remuneration payable to the directors, KMPs and senior management.
5. Criteria to provide to Key Managerial Personnel and Senior Management reward linked directly to their efforts, performance, dedication and achievement relating to the Company's operations.
6. Criteria to retain, motivate and promote talent and to ensure long term sustainability of talented managerial personnel and create competitive advantage.
7. Lays down the basis of formulation of a policy on board diversity and to develop a succession plan for the board and to regularly review the plan.

## **DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES**

In compliance with the provisions of Section 177 (9) of the Companies Act, 2013 and Regulation 22 of the SEBI (LODR), 2015, the Company has framed a Vigil Mechanism / Whistle Blower Policy to deal with unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy, if any. In staying true to our values of strength, performance and passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

The Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern. Board has adopted revised Vigil Mechanism / Whistle Blower Policy in the Board Meeting held on 12th November 2019 and the same is updated on website of company and may be accessed at the link, [https://www.apollopipes.com/media/product/1835062456\\_VigilMechanism12.11.2019.pdf](https://www.apollopipes.com/media/product/1835062456_VigilMechanism12.11.2019.pdf).

During the year under review, no employee was denied access to the Chairman of the Audit Committee. No complaints were received under Vigil Mechanism & Whistle Blower Policy during the financial year 2019-20.

## **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186**

The particulars of loans, guarantees or investments, as covered under the provisions of Section 186 of the Companies Act, 2013, made by the Company during the Financial Year 2019-20 are given under the respective head and the same is furnished in the notes to the financial statements.

## **COST AUDITOR**

The Company has complied with the requirement of maintenance of cost accounts and records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.

As per Section 148 of the Act, the audit of the cost records for the year ending March 31, 2020 is conducted by M/s Vijender Sharma & Co., Cost Accountants, being the Cost Auditors of the Company.

## **STATUTORY AUDITORS**

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and rules made thereunder, the existing auditors M/s. VAPS & Co., Chartered Accountants, New Delhi, were appointed as the Statutory Auditors of the Company at the 29th Annual General Meeting (AGM) to hold the office until the conclusion of the 34th AGM of the Company to be held in the year 2020.

Since the tenure of the Statutory Auditors will expire in forthcoming AGM, the Board, after ensuring eligibility and ascertaining willingness of the firm, in the meeting held on 04/08/2020 re-appointed M/s. VAPS & Co., Chartered Accountants for second term of five years till the conclusion of 39th AGM subject to the approval of shareholders in next AGM.

The Statutory Audit Report on the financial statements for the financial year ended on March 31, 2020 does not contain any qualification, reservation or adverse remark or disclaimer. The Auditor has not reported any incidence of fraud during the period under review.

## **SECRETARIAL AUDITORS**

Pursuant to the provisions of Section 204 of the Companies Act, 2013, the Board of Directors has appointed M/s Anjali Yadav & Associates, Company Secretaries in practice as Secretarial Auditor to carry out the Secretarial Audit of the Company for the financial year 2019-20.

The Report of Secretarial Auditors for the FY 2019-20 is annexed to this report as "Annexure-3". There are no observations, reservations or adverse remarks in the Secretarial Audit Report.

## **ANNUAL RETURN**

The details forming part of the extract of the Annual Return in form MGT-9 as required under Section 92 of the Companies Act, 2013 forms part of the Boards' Report and is annexed hereto as "Annexure-4".

The Annual Return of the Company as required under Companies Act, 2013, will be available on the website of the Company at the following link: <https://www.apollopipes.com/404.html>.

## **PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES**

Disclosure of ratio of the remuneration of each Executive Director to the median remuneration of the employees of the Company

and other requisite details pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended, is annexed to this report as "Annexure-5". Further, particulars of employees pursuant to Rule 5(2) & 5(3) of the above Rules, form part of this Report. However, in terms of provisions of section 136 of the said Act, the report and accounts are being sent to all the members of the Company and others entitled thereto, excluding the said particulars of employees. Any member interested in obtaining such particulars may write to the Company Secretary at the corporate office of the Company. The said information is available for inspection at the corporate office of the Company during working hours.

### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGOINGS

Information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgoings as required under Section 134 (3) (m) of Companies Act, 2013 read with the Rule 8 (3) of the Companies (Accounts) Rules, 2014, is annexed hereto as "Annexure-6" forming part of this Report.

### SIGNIFICANT AND MATERIAL ORDERS

During the financial year under review, no significant and material orders passed by the Regulators or courts or tribunals impacting the going concern status and Company's operations in future.

### MATERIAL CHANGES AND COMMITMENTS, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There are no material changes and commitments, affecting the financial position of the Company which has occurred between the end of the financial year i.e. March 31, 2020 and the date of the Directors' Report.

### DIVIDEND DISTRIBUTION POLICY

The Board in compliance with SEBI (LODR), 2015, formulated a Dividend Distribution Policy. This policy provides clarity to the stakeholders on the dividend distribution frame work of the Company. The policy sets out various internal and external factors which shall be considered by the Board in determining the dividend payout. The Dividend Distribution Policy is also available on the website of the Company at [https://www.apollopipes.com/media/product/2135595372\\_DividendDistributionPolicy.pdf](https://www.apollopipes.com/media/product/2135595372_DividendDistributionPolicy.pdf)

### MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(2) of SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR), 2015") is a part of this Annual Report.

### UNCLAIMED/UNPAID DIVIDEND

As per section 124, where a dividend has been declared by a company but has not been paid or claimed within thirty days from the date of the declaration to any shareholder entitled to the payment of the dividend, the company shall, within seven days from the date of expiry of the said period of thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the company in that behalf in any scheduled bank to be called the Unpaid Dividend Account.

The Company has declared a Dividend of ₹1/- per share which amount ₹1,31,09,402/- (One Crore Thirty One Lakh Nine Thousand Four Hundred and Two only). Out of which ₹61,212/- could not be claimed or transferred to/by the members and hence same was transferred to Apollo Pipes Ltd Unpaid Dividend 2018-19 (Unpaid Dividend Account).

Pursuant to provisions of Section 125 of the Companies Act, 2013 the dividends which have remained unpaid / unclaimed for a period of Seven years from the date of transfer the unpaid dividend amount is mandatorily required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government.

The dividend status remaining unclaimed is given hereunder:

Financial year	Dividend Per Share (₹)	Date of Declaration	Amount in Unpaid Account
2018-19	1/-	28/09/2019	61,212/-

### DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Pursuant to the provisions stipulated under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has framed a Policy on Prevention of Sexual Harassment of Women at Workplace. During the financial year 2019-20, no case/complaint was reported to the Company under the said policy.

The Company has zero tolerance towards any act on the part of any executive which may fall under the ambit of 'Sexual Harassment' at workplace, and is fully committed to uphold and maintain the dignity of every women executive working in the Company.

The Policy regarding Prevention & Prohibition of Sexual Harassment at Workplace provides for protection against sexual harassment of women at workplace and for prevention and redressal of complaints.



The Company has complied with provisions relating to the constitution of Internal Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH).

Number of cases filed and their disposal under Section 22 of the POSH is as follows:

Particulars	Numbers
Number of complaints pending as on the beginning of the financial year	NIL
Number of complaints filed during the financial year	NIL
Number of complaints pending as on the end of the financial year	NIL

## ACKNOWLEDGEMENT

The Board acknowledges with gratitude the co-operation and assistance provided by the Company's bankers, financiers, government and non-government agencies. The relationship with the employees remained cordial and your Director's wish to place on record their appreciation for the contribution made by the employees at all levels. The Directors also thank the shareholders for their continued support.

On behalf of the Board of Directors of  
**Apollo Pipes Limited**

**(Sanjay Gupta)**

Chairperson

DIN: 00233188

Date: August 4, 2020

Place: Noida

## Annexure 1 to The Directors Report

# Corporate Governance Report

## 1. Company's Philosophy on Code of Governance:

Company's Philosophy on Code of Governance is to achieve the highest levels of transparency, accountability in all its interactions with its stakeholders including shareholders, employees, lenders and the government. We believe that Corporate Governance is a voluntary and self-discipline code which means not only ensuring compliance with regulatory requirements but by also being responsive to our stakeholders needs. Focus of the Company has always been to ensure continuing value creation for each of its stakeholders and above all to achieve business excellence with the goal of long

term sustainable development. We consider it our inherent responsibility to disclose timely and accurate information regarding our financials and performance, as well as the leadership and governance of the Company.

## 2. Board of Directors:

The Board of Directors presently consists of 6 (Six) Directors of which 1 (one) is Executive Director and 5(Five) are Non-executive Directors. Out of 5 (five) Non-executive Directors, 3(three) are Independent Directors. Details are as given hereunder:

Name of Director	Category	No. of Board Meetings attended during FY 2019-20	Attendance in last AGM held on 28 September, 2019	No. of shares held	No. of other Directorships and Committee Memberships / Chairmanships		
					Other Directorship \$	Other Membership**	Other Chairmanship**
Sameer Gupta	MD & E	4	Present	27,28,778	-	2	-
Sanjay Gupta <sup>##</sup>	NEC	3	Absent	1,61,400	5	-	-
Saket Agarwal	NE	3	Absent	2,64,159	0	1	-
Neeru Abrol	NE & I	4	Present	Nil	5	3	1
Pradeep Kumar Jain	NE & I	4	Present	Nil	-	1	1
Abhilash Lal <sup>#</sup>	NE & I	-	NA	Nil	2	2	-

NEC= Non-executive Chairman, MD= Managing Director, NE= Non-Executive Director, I = Independent Director, E= Executive Director and NA – Not Applicable

<sup>\$</sup>excludes Directorships in the Company, Private Limited Companies, Foreign Companies, memberships of Managing Committees of various Chambers/bodies /Section 8 Companies.

<sup>\*\*</sup>only covers Memberships/Chairmanships of Audit Committee and Stakeholders' Relationship Committee.

<sup>#</sup> Appointed w.e.f. March 22, 2020

<sup>##</sup> Sanjay Gupta hold shares in Apollo Pipes Limited as Karta of "Sanjay Gupta HUF"

Other Listed entities where the person is a Director and the category of Directorship:

S. No.	Name of Director	Name of Company	Category
1	Sanjay Gupta	APL Apollo Tubes Limited	Managing Director
2	Neeru Abrol	TCNS Clothing Co. Ltd.	Independent Director
		APL Apollo Tubes Limited	Independent Director
		Apollo Tricoat Tubes Limited	Independent Director
3	Abhilash Lal	APL Apollo Tubes Limited	Independent Director
		Ganesha Ecosphere Limited	Independent Director

Date and number of Board Meetings held: 4 (four) Board Meetings were held during the financial year 2019-20 i.e. on 25.05.2019, 12.08.2019, 12.11.2019 and 04.02.2020. The maximum time gap between any two consecutive meetings was not more than one hundred and twenty days.

#### **Disclosure of relationships between directors inter-se:**

Mr. Sanjay Gupta (Chairman) is the elder brother of Mr. Sameer Gupta (Managing Director) and none of the other directors are related to each other.

### **3. Board Skills, Expertise or Competence:**

The Board of Directors possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales & marketing, operations, research, corporate governance, education, community service or other disciplines.

Names of directors having the above skills, expertise and competence:

<b>Skill/expertise/competence</b>	<b>Names(s) of directors having the respective skill/ expertise/ competence</b>
Finance	Shri Sanjay Gupta, Ms. Neeru Abrol, Shri Pradeep Kumar Jain
Law	Shri Abhilash Lal
Sales & Marketing	Shri Sanjay Gupta, Shri Saket Agarwal
Operations	Shri Sanjay Gupta, Shri Sameer Gupta,
Research	Shri Pradeep Kumar Jain
Corporate Governance	Shri Abhilash Lal, Ms. Neeru Abrol
Education	Shri Pradeep Kumar Jain, Shri Abhilash Lal
Community Service	Shri Saket Agarwal, Shri Sameer Gupta

### **4. Separate meeting of the Independent Directors**

In accordance with the provisions of Schedule IV of the Companies Act, 2013 and Regulation 25 of the Listing Regulations, a separate meeting of the Independent Directors of the Company was held on 04.02.2020. Mr. Pradeep Kumar Jain chaired the said meeting and all the Independent Directors of the Company were present in the said meeting.

### **5. Familiarisation Programme for Independent Directors:**

In accordance with the provisions of Regulation 25(7) of the Listing Regulations, the Company has been conducting various familiarisation programmes for Independent Directors. The details of such familiarisation programmes for Independent Directors have been disclosed on the website of the Company i.e. [https://www.apollopipes.com/media/product/579669936\\_Familiarization\\_Programme\\_for\\_Independent\\_Directors.pdf](https://www.apollopipes.com/media/product/579669936_Familiarization_Programme_for_Independent_Directors.pdf)

### **6. Independent Directors**

The Company has received declaration from all the Independent Directors of the Company, confirming that they meet the criteria of independence as prescribed both under the Companies Act, 2013 and SEBI (LODR), 2015. Further, pursuant to the Regulation 25(8) of the SEBI (LODR), 2015, Independent Directors of the Company declared that they are not aware of any circumstances or situation that exists or can be anticipated which could render them incapable of performing their duties with reasonable independent judgement and without any external influence.

In the opinion of the Board, the Independent Directors fulfil all the conditions specified in SEBI (LODR), 2015 and are independent of the management.

Mr. Ramesh Chandra. Jindal (DIN: 01377137) has resigned from the directorship w.e.f. December 24, 2019. Thereafter Board of Directors have appointed Mr. Abhilash Lal (DIN: 03203177) as an Additional Director and in the capacity of Independent Director, w.e.f. March 22, 2020, for a tenure of 5 years, subject to approval of members of the Company at the ensuing general meeting. Thereby, Company has 3 (three) Independent Directors in the Board presently.

### **7. Performance Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10), 19(4) and Part D of Schedule II of the SEBI (LODR), 2015 a Board Evaluation Policy has been framed and approved by the Nomination and Remuneration Committee (NRC) and by the Board.

The Board carried out an annual performance evaluation of its own performance, the Independent Directors individually as well as the evaluation of the working of the Committees of the Board. The performance evaluation of all the Directors was carried out by the Nomination and Remuneration Committee. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors.

The Independent Directors were evaluated on the basis of their objectivity, independent judgement while exercising their duties and constructive participation and decision making in the Meetings of Board and its committees amongst the other criteria as approved by the NRC.



The purpose of the Board evaluation is to achieve persistent and consistent improvement in the governance of the Company at the Board level with the participation of all concerned in an environment of harmony. The Board acknowledges its intention to establish and follow "best practices" in Board governance in order to fulfil its fiduciary obligation to the Company. The Board believes the evaluation will lead to a closer working relationship among Board members, greater efficiency in the use of the Board's time, and increased effectiveness of the Board as a governing body. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc.

The Directors expressed their satisfaction with the evaluation process.

## 8. Audit Committee

The role and terms of reference of Committee are in conformity with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Committee acts as a link between the Statutory and Internal Auditors and the Board of Directors.

The primary objective of the audit committee is to monitor and provide an effective supervision of the Management's financial reporting process, to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting. The committee oversees the work carried out in the financial reporting process by the Management, the internal auditors and the independent auditors, and notes the processes and safeguards employed by each of them. The audit committee is responsible to select, evaluate and where appropriate, replace the independent auditors in accordance with the law. All possible measures are taken by the committee to ensure the objectivity and independence of the Independent Auditors. In India, we are listed on the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) w.e.f. 11.11.2019

As on March 31, 2020 the Audit Committee comprises 3 (three) Members out of which 1(one) is Executive Director and 2 (two) are Non-Executive, Independent Directors. The Chairman of the committee is a Non-Executive Independent Director. All the Members of the committee have good financial and accounting knowledge. Auditors and Chief

Financial Officer (CFO) are invitees to the meetings and Company Secretary of the Company acts as Secretary to the committee. The minutes of the Audit Committee meetings were placed before the subsequent Board Meeting. All the recommendations of the Audit Committee were accepted by the Board

During the year, 5 (Five) meetings of the Audit Committee of the Company were held i.e. on 25.05.2019, 12.08.2019, 07.11.2019, 12.11.2019 and 04.02.2020. The composition of the Audit Committee as on March 31, 2020 and the meetings attended by its members are as under:

Sl. No.	Name of Director	Status	No. of meeting attended
1.	Mr. Pradeep Kumar Jain	Chairman	5
2.	Ms. Neeru Abrol	Member	5
3.	Mr. Sameer Gupta	Member	5

## 9. Nomination and Remuneration Committee (NRC)

The purpose of the NRC is to screen and review individuals qualified to serve as Executive Directors, Non-Executive Directors and Independent Directors, consistent with criteria approved by the Board, and to recommend, for approval by the Board, nominees for election at the AGM. It also designs, benchmarks and continuously reviews the compensation program for the Board and the MD against the achievement of measurable performance goals. The Committee also reviews and approves senior executive compensation to ensure it is competitive in the global markets in which we operate to attract and retain the best talent. It also undertakes effective evaluation of performance of Board, its committees and individual directors for providing necessary report to the Board for further evaluation.

The committee makes recommendations to the Board on candidates for (i) nomination for election or re-election by the shareholders; and (ii) any Board vacancies that are to be filled. It may act on its own in identifying potential candidates, inside or outside the Company, or may act upon proposals submitted by the Chairman of the Board. The committee annually reviews and approves for the MD, the Executive Directors and Executive Officers: (a) the annual base salary; (b) the annual incentive bonus including the specific performance-based goals and amount; (c) equity compensation; (d) employment agreements, severance arrangements, and change in control agreements / provisions; and (e) any other benefits, compensation or arrangements.

It also reviews the performance of all the executive directors on a periodic basis or at such intervals as may be necessary on the basis of the detailed performance parameters set for each executive director at the beginning of the year. The

committee may also regularly evaluate the usefulness of such performance parameters, and make necessary amendments. During the year, 3 (three) meetings of the Nomination and Remuneration Committee were held i.e. on 12.08.2019, 12.11.2019 and 04.02.2020, which were duly attended by all committee members. The composition of the Nomination and Remuneration Committee as on March 31, 2020 is as under:

Sl. No.	Name of Director	Status	No. Of meeting attended
1.	Ms. Neeru Abrol*	Chairperson	1
2.	Mr. Pradeep Kumar Jain*	Member	3
3.	Mr. Sanjay Gupta	Member	2

\*Ms. Neeru Abrol elected as chairperson of the committee w.e.f. 04.02.2020 and Ramesh Chandra Jindal resigned from the Directorship w.e.f. 24.12.2019 whereby he also cease to be the Chairman of NRC.

#### 9.1 Nomination and Remuneration Policy

Matching the needs of the Company and enhancing the competencies of the Board are the basis for the Nomination and Remuneration Committee to select a candidate for appointment to the Board.

The Policy of the Company on Directors appointment including criteria for determining qualifications, positive attributes, independence of Directors and other matters as required under Section 178 of Companies

Act, 2013 is governed by Nomination Policy read with Company's policy on appointment/re-appointment of Independent Directors. The remuneration paid to the Directors is in accordance with the remuneration policy of the Company.

Based on the recommendations of NRC, the Board has approved the remuneration policy for Directors, Key Managerial Personnel (KMP) and all other employees of the Company. As part of the policy, the Company strives to ensure that:

- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- Relationship between remuneration and performance is clear and meets appropriate performance benchmarks; and
- Remuneration to Directors, KMP and Senior Management involves a balance between fixed and incentive pay, reflecting short, medium and long-term performance objectives appropriate to the working of the Company and its goals. Same is available on our website: <https://www.apollopipes.com/media/product/550804260-NominationandRemunerationPolicy30.03.2019.pdf>

#### 9.2 Remuneration to the Directors

Details of Remuneration to the Directors for the year ended March 31, 2020 are given below

(₹ in Lakhs)

Sl. No.	Name	Salary	Benefits	Commission	Sitting Fee	Total
1	Mr. Sameer Gupta (Managing Director)	120.0	-	-	-	120.0
2	Mr. Sanjay Gupta (Non-executive Director)	-	-	-	-	-
3	Ms. Neeru Abrol (Non-Executive Independent Director)	-	-	-	3.20	3.20
4	Mr. Pradeep Kumar Jain (Non-Executive Independent Director)	-	-	-	2.45	2.45
5	1Mr. Ramesh Chandra Jindal (Non-Executive Independent Director)	-	-	-	1.40	1.40
6	Mr. Saket Agarwal (Non-Executive Director)	-	-	-	-	-
7	*Mr. Abhilash Lal (Non-Executive Independent Director)	-	-	-	-	-

1) Mr. Ramesh Chandra Jindal has resigned from the Directorship w.e.f. 24.12.2019

\*Board of Directors have appointed Mr. Abhilash Lal (DIN: 03203177) as an Additional Director and in the capacity of Independent Director, w.e.f. March 22, 2020, for a tenure of 5 years, subject to approval of members of the Company at the ensuing general meeting

- The Company has not paid sitting fees to any of its Non-Executive Directors other than the Independent Directors
- No stock option was granted to Mr. Sameer Gupta during the reporting period and no severance fees or salary in lieu of notice is payable to him.

The web link of criteria of making payments to Non-Executive Director is as follows: <https://www.apollopipes.com/media/product/1776436471-Criteria-of-making-payments-to-Non-Executive-Directors-of-Apollo-Pipes-Limited.pdf>

## 10. Stakeholders Relationship Committee

In compliance with the provisions of Section 178 of the Companies Act, 2013 and the SEBI (LODR), 2015, the Board has constituted "Stakeholders' Relationship Committee (SRC)".

### Role of SRC includes –

- 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.

Stakeholders' Relationship Committee inter alia approves transmission of shares, issue of duplicate / rematerialized shares and consolidation and splitting of certificates, redressal of complaints from investors, resolve the grievances of shareholders of the Company including complaints related to non-receipt of Annual Report and non-receipt of declared dividends etc.

During the year, 1 (one) meeting of the Stakeholders Relationship committee was held i.e. on 04.02.2020, which was duly attended by all the committee members. Details of share transfer/transmission among others as approved by the committee were placed at the board meetings from time to time.

The composition of the Stakeholders Relationship Committee as on March 31, 2020 is as under:

Sl. No.	Name of Director	Status	No. of meeting attended
1.	Ms. Neeru Abrol*	Chairperson	1
2.	Mr. Saket Agarwal	Member	1
3.	Mr. Sameer Gupta	Member	1

\*Mr. Ramesh Chandra Jindal had resigned from the Directorship whereby he ceased to be the member of Stakeholders Relationship Committee w.e.f. 24.12.2019. Consequently Stakeholders Relationship Committee was re-constituted on 04.02.2020 and Ms. Neeru Abrol was appointed as Chairperson of the Committee.

Mr. Ankit Sharma, Company Secretary of the company, is also

the Secretary of the Stakeholders Relationship Committee and Mr. Ajay Kumar Jain, CFO of the Company is the permanent invitee to this committee.

The Company has adequate systems and procedures to handle the investors' grievances and the same are being resolved on priority basis. No complaint was received during the year.

## 11. Corporate Social Responsibility (CSR) Committee:

The Board of Directors of Apollo Pipes Limited has formulated and adopted the Corporate Social Responsibility Policy ("Policy") for the Company, which aim to identify & address the progress achieved in the area of Corporate Social Responsibility ("CSR") & fostering a culture of global responsibility that contributes to the creation of value & making CSR a key business process for sustainable development of the society.

The prime motto of the Company is reflected in its object of CSR:

**"Businesses cannot be successful when the society around them fails."**

### Role of CSR Committee

- To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII of the Companies Act 2013;
- To recommend the amount of expenditure to be incurred on the activities referred to in clause (a) in a financial year;
- To monitor the Corporate Social Responsibility Policy of the company from time to time.
- Any other matter/thing as may be considered expedient by the members in furtherance of and to comply with the CSR Policy of the Company.

During the year 2 (two) meetings of the CSR Committee were held i.e. on 25.05.2019 and 04.02.2020. The composition and the attendance of Directors at the meeting is as under:-

Sl. No.	Name of Director	Status	No. of meeting attended
1.	Mr. Pradeep Kumar Jain	Chairman	2
2.	Mr. Sanjay Gupta	Member	2
3.	Mr. Sameer Gupta	Member	2

The quorum for a meeting of the Committee on CSR shall be one-third of its total strength (any fraction contained in that one-third being rounded off as one), or two members, whichever is higher.



## 12. Statutory Auditors

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and rules made thereunder, the existing auditors M/s. VAPS & Co., Chartered Accountants, New Delhi, were paid a consolidated fee of ₹4,00,000/- (Rupees Four Lakh) plus applicable taxes, towards the audit for FY 2019-20. The Company has no subsidiaries. Further, no fees was paid by the Company to any entity in the network Firm/network entity of which the Statutory Auditor is a part.

## 13. Utilization Of Funds Raised Through Preferential Basis

During the year under review, the Company has issued 11,25,000 (Eleven Lakh Twenty Five Thousand) number of equity shares

to Mr. Sameer Gupta (Promoter) pursuant to conversion of 11,25,000 (Eleven Lakh Twenty Five Thousand) fully convertible warrants into equity shares on 02/04/2019 of face value of ₹10/- (Rupees Ten Only) per share issued at a premium of ₹580/- (Rupees Five Hundred Eighty Only) per share.

The funds raised by the Company through aforesaid preferential allotment were exclusively utilised for the operational activities and expansion of business units of the Company.

### General Body Meetings

#### A. Annual General Meeting

The details of last three Annual General Meetings are as under:-

Financial Year	Venue	Date and Time	Special Resolution Passed
2018-19	JP Hotel & Resorts, 6B, IP Extension, Patparganj, Near Max Hospital, Delhi-110092	Saturday, 28th September, 2019 at 12:30 PM.	-For appointment of Mr. Ramesh Chandra Jindal (DIN:01377137) as director in the category of independent director -For authorization to the board u/s 180 (1)(a) and 180 (1)(c) of the Companies Act, 2013 – for increase the borrowing limits and creation of the charge on the assets of the Company.
2017-18	JP Hotel & Resorts, 6B, IP Extension, Patparganj, Near Max Hospital, Delhi-110092	Saturday, 22nd September, 2018 at 10:00 A.M.	-For Issuance of 9,50,000 equity shares on preferential basis to the persons belonging to promoter category. -For Issuance Of 24,85,000 Fully Convertible Warrants On Preferential Basis To The Persons Belonging To Promoter Category Approval Of Revision In Remuneration Payable To Mr. Sameer Gupta (Din: 00005209), Managing Director Of The Company -For authorization to the board u/s 180 (1)(a) and 180 (1)(c) of the Companies Act, 2013 – for increase the borrowing limits and creation of the charge on the assets of the company.
2016-17	JP Hotel & Resorts, 6B, IP Extension, Patparganj, Near Max Hospital, Delhi-110092	Friday, 29th September, 2017 at 10:00 A.M.	No special resolution was passed.

In accordance with the law, a poll (electronically and by physical ballot) was conducted on all the resolutions of the Notice; all the members were given an option to vote through electronic means using the CDSL platform.

#### B. Special Resolution passed through Postal Ballot

During the period under review, Company has conducted postal ballot vide postal ballot notice dated March 19, 2020 for obtaining shareholders approval in respect of the following Special Resolutions:

- Approval of Apollo Pipes Limited Employee Stock Option Scheme – 2020
- Approval of grant of stock options to the employees of Holding Company and Subsidiary

- Company (ies) under Apollo Pipes Limited Employee Stock Option Scheme – 2020.
- Grant of employee stock options by way of secondary acquisition under Apollo Pipes Limited Employee Stock Option Scheme – 2020.
- Provision of money by the Company for purchase of its own shares by the Trust / Trustees for the benefit of employees under Apollo Pipes Limited Employee Stock Option Scheme – 2020.

- e. Approval for amendment in the Memorandum of Association.
- f. Approval for amendment in the Articles of Association.

## 14. Disclosures

### a) Related party Disclosure:

All transactions entered into with related parties as defined under the Companies Act, 2013 and Regulation 23 of SEBI (LODR), 2015 during the financial year were in the ordinary course of business and on arms' length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013.

Further, the Company has no material significant transaction with the related parties viz. promoters, directors of the Company, management, their relatives, subsidiaries of promoter Company etc. that may have a potential conflict with the interest of the Company at large. Suitable disclosure as required by the relevant Accounting Standards has been made in the Note no. 39 to the Financial Statements.

Policy on Related Party Transactions and Materiality Policy is available on the website of the Company and URL for the same is as follows: [https://www.apollopipes.com/media/product/1131204722\\_Related\\_Party\\_Policy\\_of\\_Apollo\\_Pipes\\_Limited.pdf](https://www.apollopipes.com/media/product/1131204722_Related_Party_Policy_of_Apollo_Pipes_Limited.pdf)

- b) Provisions as stipulated under Regulation 34 of the SEBI (LODR) 2015 regarding Business Responsibility Report is now applicable on the Company as these provisions applicable on Top 1000 listed entities based on Market Capitalization (calculated as on March 31 of every Financial year) and our Company is standing at 794 rank as on March 31, 2020. The report on Responsibility Report is enclosed herewith in Annexure- CG/1
- c) Disclosure on 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 have been set out in the Financial Statements.
- d) The Company is in compliance with Corporate Governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- e) Adoption of discretionary requirements specified in Part E of Schedule II of the Listing Regulations:
  - i) There are no audit qualifications for the financial year 2019-20

- ii) The internal auditor reports directly to the Audit Committee of the Board.
- iii) No separate office is provided to the non-executive Chairperson of the Company.

- f) Detail of non-compliance, penalties and structures imposed on the Company by the Stock Exchanges, SEBI or any Statutory Authority on any matters related to Capital Markets during the last three years:

The Company has complied with all the requirements of the Listing Agreement with the Stock Exchanges as well as regulations and guidelines of SEBI. No penalties were imposed by SEBI, Stock Exchanges or any Statutory Authority on matters relating to Capital Markets on the Company.

- g) Risk Management: The Company has laid down a comprehensive risk assessment and minimization procedure which was presented to the Audit Committee and reviewed by the Board from time to time. These procedures are reviewed to ensure that executive management controls risk through means of a properly defined framework. The risk management process involves reviewing of operations, identifying the risks that the Company is subject to, deciding how to manage it, implementing the management technique, measuring the ongoing effectiveness of management and taking appropriate correction action.
- h) Vigil Mechanism / Whistle Blower policy: In compliance with provisions of Section 177 (9) of the Companies Act, 2013 and Regulation 22 of SEBI (LODR) 2015, the Company has framed a Vigil Mechanism / Whistle Blower Policy and the same has also been placed on the website of the Company. None of the employees of the Company has been denied access to the Chairman of the Audit Committee.
- i) Subsidiary Companies: During the year under review the Company has no subsidiary.  
Web link where policy for determining 'material' subsidiaries is disclosed: [https://www.apollopipes.com/media/product/2000800348\\_PolicyonMaterialSubsidiariesdated30.03.2019.pdf](https://www.apollopipes.com/media/product/2000800348_PolicyonMaterialSubsidiariesdated30.03.2019.pdf)
- j) Disclosures with respect to demat suspense account/unclaimed suspense account: There were no shares in the demat suspense account or unclaimed suspense account during the financial year 2019-20.
- k) Disclosures of transactions of the listed entity with any person or entity belonging to the promoter/promoter group which hold(s) 10% or more shareholding in the listed entity, in the format prescribed in the relevant accounting standards for annual results: N.A.

## 15. Reconciliation of Share Capital Audit

The Securities and Exchange Board of India has directed that all the issuer shall submit a report reconciling the total shares held in both the depositories, viz, NSDL and CDSL and in physical form with the total issued / paid-up capital. The said certificate duly certified by a Company Secretary-in-practice is submitted to the BSE and NSE within 30 days from end of each quarter and the certificate is placed before the Board of Directors of the Company.

## 16. Means of Communication:

- i) **Publication of quarterly/half yearly/nine monthly/ annual results:** Quarterly and Annual Financial Results are normally published in Financial Express (English Edition), Jansatta (Hindi Edition), Business Standard (English & Hindi Edition) and are promptly furnished to the Stock Exchanges for display on their respective websites. The results are also displayed on the website of the Company : <https://www.apollopipes.com/investors/Financial-Results-29>
- ii) **Press release:** To provide information to investor, monthly production figures and other press release are send to the stock exchanges as well as displayed on the Company's website i.e. <https://www.apollopipes.com/investors/Press-Release-47> before it is being released to the media.
- iii) **Presentations to analysts:** Presentations were made to analysts/investors during the financial year 2019-20. The same are available on the Company's website i.e. <https://www.apollopipes.com/investors/Investor-Presentation-45>. The presentations broadly covered operational and financial performance of the Company and industry outlook.

## 17. General Shareholders' Information:

- i) **Annual General Meeting (date and time):** September 29, 2020 at 4.00 P.M (Tuesday)  
Venue: Through OAVM platform as per notification dated May 5, 2020  
Book Closure: September 23, 2020 to September 29, 2020 (both days inclusive)
- ii) **Financial calendar (tentative and subject to change)**

Period	Board Meetings
Unaudited results for first quarter ended June 30, 2020	On or before August 14, 2020
Unaudited results for second quarter/ half year ended September 30, 2020	On or before November 14, 2020
Unaudited results for third quarter/ nine months ended December 31, 2020	On or before February 14, 2021
Audited results for the fourth quarter and year ended March 31, 2021	On or before May 30, 2021

**Dividend Payment:** The Company has adequate profits during the year under review and as such your Directors do not recommend any dividend considering the need to augment the resources for operational purposes.

### iii) Listing of shares:

The Equity Shares of the Company are listed with the BSE Limited having SCRIP Code 531761.

Equity Shares of the Company are also listed on National Stock Exchange of India Limited (NSE), having NSE symbol APOLLOPIPE, w.e.f 11/11/2019.

The listing fees of the stock exchanges has been paid by the Company for the financial year 2019-20.

### iv) ISIN of the Company: INE126J01016

### v) Distribution schedule as at March 31, 2020

Nos. of Equity Shares held	Shareholders		Shares held	
	Number	%	Number	%
UP TO 5000	4,981	85.65	4,69,448	3.58
5001 TO 10000	345	5.93	2,74,381	2.09
10001 TO 20000	228	3.92	3,45,622	2.63
20001 TO 30000	94	1.61	2,33,717	1.78
30001 TO 40000	30	0.51	1,07,116	0.81
40001 TO 50000	27	0.46	1,23,430	0.94
50001 TO 100000	44	0.75	3,18,501	2.42
100001 AND ABOVE	66	1.13	1,12,37,187	85.71
<b>TOTAL</b>	<b>5,815</b>	<b>100.00</b>	<b>1,31,09,402</b>	<b>100.00</b>

### vi) Shareholding pattern as on March 31, 2020

Category	No. of shares held	Percentage of Shareholding
Promoter and Promoter Group	61,75,702	47.10
Mutual Funds	10,57,408	8.06
Alternate Investment Funds	2,50,000	1.91
Foreign Portfolio Investors	5,89,290	4.50
Insurance Companies	98,989	0.76
Individuals	40,35,254	30.78
Body corporate	4,82,013	3.68
Trust	0	0
Clearing Member	36,589	0.28
N R I	1,54,347	1.18
HUF	2,19,901	1.68
Financial Inst/banks	9,909	0.08
<b>TOTAL</b>	<b>1,31,09,402</b>	<b>100.00</b>



## vii) Market Price Data

Month and Year	Stock market price on Stock Exchanges (In ₹ Per share) Percentage of Shareholding					
	BSE		Traded Quantity	NSE (w.e.f. 11.11.19)		Traded Quantity
	High	Low		High	Low	
April, 2019	448.00	381.05	1,85,567	NA	NA	NA
May, 2019	430.00	358.65	1,78,726	NA	NA	NA
June, 2019	433.30	375.00	2,27,520	NA	NA	NA
July, 2019	409.85	343.65	2,50,776	NA	NA	NA
August, 2019	385.00	320.00	7,39,441	NA	NA	NA
September, 2019	411.80	325.05	7,61,164	NA	NA	NA
October, 2019	472.00	356.05	4,01,067	NA	NA	NA
November, 2019	400.00	340.00	2,08,674	394.95	339.90	93,566
December, 2019	364.00	326.45	56,332	357.50	325.10	1,05,294
January, 2020	420.80	336.00	63,602	442.00	337.25	3,14,584
February, 2020	521.80	366.05	94,274	524.95	370.20	4,41,944
March, 2020	445.00	220.00	96,696	456.40	210.00	8,83,721

## viii) Performance in comparison to BSE and NSE Sensex:



## ix) Share Transfer System

Share transfer and related operations for Apollo Pipes Limited are conducted by M/s Beetal Financial & Computer Services Private Limited, which is registered with the SEBI as Category I Registrar. Share transfer is normally affected within stipulated period, provided all the required documents are submitted. Please take note that w.e.f April 01, 2019, transfer of shares held in physical is prohibited and therefore shareholders are advised to dematerialize their shares at the earliest.

## x) Dematerialization of Shares:

The Company's shares are compulsorily traded in dematerialized form and are available for trading on both the Depositories in India – National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

As on March 31, 2020, 99.94% of the Company's total Equity Shares representing 1,31,01,752 shares were held in dematerialized form and 7,650 shares representing 0.06% of paid-up share capital were held in physical form.

**xi) Outstanding ADRs/ GDRs**

There were no outstanding GDRs/ ADRs, as on March 31, 2020.

**xii) Warrants and Other Convertible Instruments:**

There were 13,60,000 warrants outstanding for conversion as on March 31, 2020.

However, 4,00,000 and 9,60,000 (total 13,60,000) outstanding Fully Convertible Warrants, allotted to Mr. Sameer Gupta and Mrs. Meenakshi Gupta respectively on 06.10.2018 on preferential basis, stand lapsed on account of failure to exercise the right to acquire Equity Shares underlying the said warrants within 18 months of such allotment by the Warrant-holders in terms of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018

**xiii) Commodity Price Risk or Foreign Exchange Risk and Hedging Activities**

During the financial year ended March 31, 2020, the Company has managed the foreign exchange risk and hedged to the extent considered necessary. The Company enters into forward contracts, swaps and options for hedging foreign exchange exposures against imports and exports.

**ix) Investors Correspondence can be made on Registered Office of the Company as given under:**

Apollo Pipes Limited  
CIN: L65999DL1985PLC022723  
37, Hargobind Enclave, Vikas Marg, Delhi – 110092  
Phone: 0120-2973411  
E-mail: [compliance@apollopipes.com](mailto:compliance@apollopipes.com); [akjain@apollopipes.com](mailto:akjain@apollopipes.com)

**x) Registrar and Share Transfer Agent**

M/s. Beetal Financial & Computer Services Private Limited  
Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre,  
Near Dada Harsukhdas Mandir, New Delhi - 110062  
Phone: 011 2996 1281; Fax- 91-11-2996 1284  
E-mail: [beetalrta@gmail.com](mailto:beetalrta@gmail.com)

**xi) Plant Locations:**

- a) Khasra No. 2928 JHA and 2938, Dhoom Manikpur, Dadri, Uttar Pradesh – 203207
- b) Plot No. D-20 & E-6, Industrial Area, Sikanderabad, Bulandshahar, Uttar Pradesh - 203205
- c) Plot No. 359 and 374, Off Rajkot Highway, KochariyaBavla, Ahmedabad, Gujarat - 382220
- d) plot no. 172 – B & 173 – A, KIADB Industrial area, Vasanthanarasapura, Tumkur, Karnataka 572101

**xii) Stock Exchanges****BSE Limited**

Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai, Maharashtra - 400 001

Phone: +91 22 2272 1233; Fax: +91 22 2272 1919

Website: [www.bseindia.com](http://www.bseindia.com)

**NSE (National Stock Exchange of India Ltd.)**

Exchange Plaza Bandra Kurla Complex

Bandra (E), Mumbai -400051

Phone: + 91 22 2659 8151, Website: <https://www.nseindia.com/>

**xiii) Debenture Trustees - NIL****xiv) Depositories****National Securities Depository Limited**

Trade World, A Wing, 4th & 5th Floors, Kamala Mills Compound, Lower Parel,

Mumbai, Maharashtra - 400 013

Phone: +91 22 2499 4200; Fax: +91 22 2497 6351

E-mail: [info@nsdl.co.in](mailto:info@nsdl.co.in); Website: [www.nsdl.co.in](http://www.nsdl.co.in)

**Central Depository Services (India) Limited**

Marathon Futurex, A-Wing, 25th Floor,

NM Joshi Marg, Lower Parel, Mumbai, Maharashtra – 400013

Phone: +91 22 2272 3333; Toll free: 1800-200-5533

Fax: +91 22 2272 3199

E-mail: [helpdesk@cdslindia.com](mailto:helpdesk@cdslindia.com); Website: [www.cdslindia.com](http://www.cdslindia.com)

**18. MD and CFO Certification:**

Mr. Sameer Gupta, Managing Director and Mr. Ajay Kumar Jain, Chief Financial Officer of the Company have provided certification on financial reporting and internal controls to the Board as required under Regulation 17(8) read with Schedule II of Part B of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - Annexure – CG/2

**19. Compliance Certificate of the Practicing Company Secretary:**

Certificate from the M/s Anjali Yadav and Associates, Practicing Company Secretaries, as required under Regulation 34(3) Schedule V (E) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 confirming compliance of conditions of Corporate Governance by the Company forms part of this report and annexed herewith as an Annexure – CG/3.

**20. Certificate of Non-Disqualification of Directors by Practicing Company Secretary:**

Certificate from the M/s Anjali Yadav and Associates, Practicing Company Secretaries, confirming compliance pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 forms part of this report and annexed herewith as an Annexure-CG/4.

## 21. Code for Prevention Of Insider Trading:

In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors of the Company has adopted

- (i) the code of practices and procedures for fair disclosure of unpublished price sensitive information; and
- (ii) the code of conduct to regulate, monitor and report trading by Designated Persons, in terms of the said Regulations.

## 22. Credit Ratings

During the year under review, the credit rating of your Company remains unchanged as for Long Term Rating is CRISIL A-/Stable and Short Term Rating CRISIL A2+

## 23. Disclosure as Per Sexual Harassment of Women at Workplace (Prevention, Prohibition And Redressal) Act, 2013

Pursuant to the provisions stipulated under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has framed a Policy on Prevention of Sexual Harassment at Workplace. The policy provides for protection against sexual harassment of women at workplace and for prevention and redressal of complaints.

The Company has zero tolerance towards any act on the part of any executive which may fall under the ambit of 'Sexual Harassment' at workplace, and is fully committed to uphold and maintain the dignity of every women executive working in the Company.

The Company has complied with provisions relating to the constitution of Internal Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH).

During the financial year 2019-20 no case/complaint was reported to the Company under the said policy. Number of cases filed and their disposal under Section 22 of the POSH is as follows:

Particulars	Numbers
Number of complaints pending as on the beginning of the financial year	NIL
Number of complaints filed during the financial year	NIL
Number of complaints pending as on the end of the financial year	NIL

## 24. DECLARATION:

Declaration to the effect of compliance with the "Code of Conduct for Members of the Board and Senior Management of Apollo Pipes Limited" during the Financial Year ended March 31, 2020 forms part of this report and annexed herewith as an Annexure – CG/5.

On behalf of the Board of Directors of  
**Apollo Pipes Limited**

**(Sanjay Gupta)**  
Chairperson  
DIN: 00233188

Date: August 4, 2020  
Place: Noida



## Annexure CG/1

# Business Responsibility Policy

### SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1	Corporate Identity Number (CIN) of the Company	L65999DL1985PLC022723
2	Name of the Company	Apollo Pipes Limited
3	Registered address	37, Hargobind Enclave, Vikas Marg, Delhi-110092
4	Website	<a href="http://www.apollopipes.com">www.apollopipes.com</a>
5	E-mail id	<a href="mailto:compliance@apollopipes.com">compliance@apollopipes.com</a>
6	Financial year reported	2019-2020
7	Sector(s) that the Company is engaged in (industrial activity code-wise)	Manufacturer of Plastic Products Group 222 As per National Industrial Classification, Ministry of Statistics and Programme Implementation
8	List three key products/services that the Company manufactures/ provides (as in balance sheet)	Manufacture uPVC, cPVC and HDPE Pipes
9	Total number of locations where business activity is undertaken by the Company	Four
	(a) Number of international locations	None
	(b) Number of national locations	In India, Apollo Pipes Limited has four main operational manufacturing locations, two at U.P., one at Ahmedabad and one at Bengaluru,
10	Markets served by the Company – Local/State/National/International	Local, State, National and International

### SECTION B: FINANCIAL DETAILS OF THE COMPANY

1	Paid up capital	₹13.11 Crore
2	Total turnover	₹407.95 Crore
3	Total profit after taxes	₹28.52 Crore
4	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	The CSR related expenditure is made by the Company – Apollo Pipes Limited. The Company is committed to making adequate expenditure on CSR activities in the coming years.
5	List of activities in which expenditure in 4 above has been incurred:-	The major activities in which the CSR activities were undertaken by the Company include: • Education

### SECTION C: OTHER DETAILS

S. No.	Description	Information
1	Does the Company have any Subsidiary Company/ Companies?	No
2	Do the subsidiary company/companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)	NA
3	Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company?	No, the other entities eg., Suppliers, distributors, etc. with whom the Company does business, do not participate in the BR Initiatives of the Company.

**SECTION D: BR INFORMATION****1. Details of Director/Directors responsible for BR**

(a) Details of the Director/Director responsible for implementation of the BR policy/policies

1	Name	Mr. Sameer Gupta
2	Designation	Managing Director
3	DIN	00005209

(b) Details of the BR head

1	Name	Mr. Ajay Kumar Jain
2	Designation	Chief Financial Officer
3	Telephone number	0120-2973411
4	e-mail id	akjain@apollopipes.com

**2. Principle-wise (as per NVGs) BR Policy/policies**

(a) Details of compliance (Reply in Y/N)

S. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have a policy/ policies for.	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	Does the policy conform to any national / international standards?	Most of the policies are aligned to standards like: ISO 9001 (Quality Management System)								
4	Has the policy being approved by the Board? If yes, has it been signed by MD/owner/ CEO/ appropriate Board Director?*	Y	Y	Y	Y	Y	Y	Y	Y	Y
5	Does the company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
6	Indicate the link for the policy to be viewed online?	Apart from the Statutory policies, which are available on the website of the Company, other policies are available on the Apollo Pipes Limited intranet and can be accessed by Company employees.								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
8	Does the company have in-house structure to implement the policy/ policies.	Y	Y	Y	Y	Y	Y	Y	Y	Y
9	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10	Has the company carried out independent evaluation of the audit/ working of this policy by an internal or external agency?	Please refer to Note below <sup>1</sup>								

\*These Policies have been signed by MD

**3. Governance related to BR****1. Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, annually, more than 1 year:**

No Committee of the Board has been exclusively designated for dealing with this matter.

**2. Does the Company publish a BR or a sustainability report? What is the hyperlink for viewing this report? How frequently it is published?**

This is the Company's first foray into publishing the Business Responsibility Report for the year under review.

**SECTION E: PRINCIPLE-WISE PERFORMANCE**

1Note: The Company, being in the top1000 companies in terms of market capitalization, is complying with the requirement of business responsibility reporting in terms of SEBI amendment notification of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 dated 26.12.2019. Business responsibility reporting is supposed to pertain to the activities undertaken during the entire year. Since the above notification came in the month of December, 2019 only, the company's reporting covers only the remaining part of the financial year and hence the reporting on various aspects and principles given below is limited to that extent.

## Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

1. Does the policy relating to ethics, bribery and corruption cover only the Company? Does it extend to the Group/ Joint Ventures/ Suppliers/Contractors/NGOs /Others?

The Company believes in upholding the values of transparency, accountability and good governance. The Company has formulated a Code of Conduct for Directors and senior management personnel and an effective vigil mechanism and Whistle Blower Policy. The Company also encourages its Suppliers / Contractors / NGO's / Others to practice in the same in a fair manner.

2. How many stakeholder complaints have been received in the past financial year? What percentage was satisfactorily resolved by the management?

No shareholders' complaints were received during the Financial Year 2019-20.

## Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.

- uPVC Pipes
- cPVC Pipes
- HDPE Pipes

2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional): A. Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain? B. Reduction during usage by consumers (energy, water) has been achieved since the previous year?

The Company continues to lay major emphasis on conservation of energy and the measures taken during the previous years in the said regard were continued. Pipes & tubes manufactured by the Company are used by diverse consumer range and therefore it is not possible to measure the usage (energy, water) by them. Exact saving figures are not ascertainable.

3. Does the Company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably?

The Company focuses on environmental impacts of sourcing and continually works with the vendors and suppliers to reduce the same. Most of the vendors/suppliers for key raw material of the Company have been chosen after ensuring that they have sustainable sourcing. Transportation and logistics

optimization is an ongoing activity to reduce the relative environmental impacts.

4. Has the Company taken any steps to procure goods and services from local and small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

The Company is in the process of revisiting its procurement policy to ensure the suppliers surrounding its workplaces are given due opportunities of participation.

5. Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as 10%). Also, provide details thereof, in about 50 words or so.

Yes, the company has a mechanism in place for safe collection, reuse and recycling of products. The Company will improve its processes and mechanisms in order to align the same with the core elements of Principle 2.

## Principle 3: Businesses should promote the wellbeing of all employees

1. Please indicate the total number of employees: 541
2. Please indicate the total number of employees hired on temporary/contractual/casual basis: 286
3. Please indicate the Number of permanent women employees: 11
4. Please indicate the Number of permanent employees with disabilities: Nil
5. Do you have an employee association that is recognized by management? Nil
6. What percentage of your permanent employees is members of this recognized employee association? N.A.
7. Please indicate the number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.

No.	Category	No. of complaints filed during the financial year	No. of complaints pending as on end of the financial year
A	Child labour/ forced labour/ involuntary labour	Nil	Nil
B	Sexual harassment	Nil	Nil
C	Discriminatory employment	Nil	Nil

8. What percentage of your under mentioned employees were given safety and skill up-gradation training in the last year?



- A. Permanent Employees- 100%
- B. Permanent Women Employees- 100%
- C. Casual/Temporary/Contractual Employees- 100%
- D. Employees with Disabilities- N.A.

**Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised.**

**1. Has the Company mapped its internal and external stakeholders?**

Yes, the company has identified key stakeholder groups and mapped its internal and external stakeholders.

**2. Out of the above, has the Company identified the disadvantaged, vulnerable and marginalised stakeholders**

Yes, the Company has identified the disadvantaged, vulnerable and marginalized stakeholders viz. village communities in the vicinity of the manufacturing plants and the contract/casual workers.

**3. Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders.**

The Company proactively engages with and responds to those sections in the society that are disadvantaged, vulnerable and marginalized. The Company will improve its practices and processes so as to ensure that all the stakeholders benefit from the value generated by the business.

**Principle 5: Businesses should respect and promote human rights**

**1. Does the policy of the Company on human rights cover only the Company or extend to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others?**

The Company's policies, structures and procedures demonstrate respect for human rights of all the stakeholders impacted by its businesses. The Company, within its sphere of influence, promotes the awareness and realization of human rights across its value chain. The Company recognises and values the human rights of its employees and labour force and adequate systems have been put in place to ensure that their rights are not violated.

**2. How many stakeholder complaints have been received in the past financial year. What percent was satisfactorily resolved by the management?**

In the reporting period, no violations or complaints arose. Further the Company ensures that all persons, groups whose human rights are impacted by the business operations of the Company have access to effective grievance redressal.

**Principle 6: Business should respect, protect, and make efforts to restore the environment**

**1. Does the policy related to Principle 6 cover only the Company or extend to the Group/Joint Ventures/Suppliers/ Contractors /NGOs/others.**

The Company is committed to improving health & safety of the society and protection of the environment, and the policy applies to the entire Company. Apollo Pipes Limited also encourages its vendors and dealers to take health, safety and environment friendly measures for better future.

**2. Does the Company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? If yes, please give hyperlink for webpage etc.**

The Company is contributing towards addressing global environmental issues by complying with ISO Certification i.e., ISO 9001 under the Integrated Management System, in each and every process of the Company.

**3. Does the Company identify and assess potential environmental risks?**

Yes, the Company from time to time assesses various environmental risks associated with its activities and their likely impact. The purpose of this exercise is to establish and maintain procedures for identifying environmental/ Hazard aspects of activities. Company's operations are currently not affecting any eco-sensitive areas.

**4. Does the Company have any project related to Clean Development Mechanism? None at present.**

**5. Has the Company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc.**

Yes, the Company undertakes various energy efficiency measures at its manufacturing locations. In the longer term, the Company aims to reduce CO2 emissions and generate energy at a lower cost at its factories in India. This, is in-sync with the Company's approach towards building a sustainable ecosystem through efficient energy consumption and optimum utilization of natural resources such as solar power and wind energy.

**6. Are the Emissions/Waste generated by the Company within the permissible limits given by CPCB/SPCB for the financial year being reported?**

Yes, all of the Company's emissions/waste generated during the reporting period were within the regulatory defined limits.

**7. Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of financial year.**

No show cause/legal notices were received from the

Pollution Control Boards (PCB) during the financial year under review and nothing is pending at the end of the financial year.

**Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner**

1. **Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with**

The Company is a member of various council and chambers of commerce. Some of these associations include: The Plastic Export Promotion Council and Delhi Chamber of Commerce.

2. **Have you advocated/lobbied through above associations for the advancement or improvement of public good? If yes specify the broad areas.**

The Company has used the above platforms of the above Council/Chambers for advocating in the areas of economic reforms, social security, water conservation etc.

**Principle 8: Businesses should support inclusive growth and equitable development**

1. **Does the Company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.**

Yes, the Company has a well drafted CSR policy in line with Section 135/ Schedule VII of the Companies Act, 2013. On the basis of needs of the community around the projects, either observed or on the basis of requests, the initiatives for the benefit of society are chosen and implemented.

2. **Are the programmes/projects undertaken through in-house team/own foundation/external NGO/government structures/any other organization?**

The Company is in the process of evolving its CSR related activities so as to undertake the same on a stand alone basis.

3. **Have you done any impact assessment of your initiative?**

The same would be undertaken in due course of time.

4. **What is your company's direct contribution to community development projects- Amount in Rupees and the details of the projects undertaken:**

The Company's CSR programmes are evolving at present and will be able to report on this aspect from the coming year.

5. **Have you taken steps to ensure that this community development initiative is successfully adopted by the community?**

At present the community development initiatives of the

Company are confined to the CSR activities undertaken by the Company. The Company is committed to undertaking community development initiatives as part of its CSR ventures in the coming years.

**Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner**

1. **What percentage of customer complaints/consumer cases are pending as on the end of financial year.**

No customer complaints/consumer cases were pending as at the end of financial year 2019-20.

2. **Does the Company display product information on the product label, over and above what is mandated as per local laws?**

The Company at present does not display any information other than as mandated. However, in future necessary improvements will be made in this regard.

3. **Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year.**

No court case has been filed against the Company regarding unfair trade practices and/or irresponsible advertising during the last five years or is pending as at the end of the financial year.

4. **Did your company carry out any consumer survey/ consumer satisfaction trends?**

The Company is focused on delivering value to its customers and, therefore, customer satisfaction surveys are carried out on a regular basis. This provides valuable feedback for the Company for providing the best possible service to customers and to continuously improve in its engagement with customers.

For and on behalf of Board of Directors

Date: August 4, 2020  
Place: Noida

**Sameer Gupta**  
Managing Director  
(DIN: 00005209)

## Annexure CG/2

**CERTIFICATION ON FINANCIAL REPORTING AND INTERNAL CONTROLS TO THE BOARD AS REQUIRED UNDER REGULATION 17(8) READ WITH SCHEDULE II OF PART B OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015**

To  
The Board of Directors  
**Apollo Pipes Limited**

We the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of Apollo Pipes Limited, to the best of our knowledge and belief certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended March 31, 2020 and that to the best of our knowledge and belief, we state that:
  - (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) We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We hereby declare that all the members of the Board of Directors and Executive Committee have confirmed compliance with the Code of Conduct as adopted by the Company.
- (d) We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting of the Company and have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies.
- (e) We have indicated, based in our most recent evaluation, wherever applicable, to the Auditors and the Audit Committee:
  - (i) significant changes, if any, in internal control over financial reporting during the year;
  - (ii) significant changes, if any, in the accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
  - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over the financial reporting.

Date: May 2, 2020  
Place: Noida

**(Sameer Gupta)**  
Managing Director

**(Ajay Kumar Jain)**  
Chief Financial Officer



## Annexure CG/3

# Compliance Certificate On Corporate Governance

To  
The Members of  
**Apollo Pipes Limited**  
(Formerly "Amulya Leasing and Finance Limited")  
37, Hargobind Enclave, Vikas Marg, Delhi- 110092

I have examined the compliance of conditions of Corporate Governance by Apollo Pipes Limited (Formerly "Amulya Leasing and Finance Limited") ("the Company"), for the financial year ended on March 31, 2020, as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as the "Listing Regulations") as amended from time to time.

### Management's Responsibility

1. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations. Responsibility also includes collecting, collating and validating data and designing, implementing and monitoring of Corporate Governance process suitable for ensuring compliance with the above mentioned Listing Regulations.

### My Responsibility

2. Pursuant to the Listing Regulations, it is my responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended March 31, 2020.
3. I have examined the compliance of conditions of Corporate Governance by the Company for the period April 1, 2019 to March 31, 2020 as per the Listing Regulations. My responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance for the period April 01, 2019 to March 31, 2020. It is neither an audit nor an expression of opinion on the financial statements of the Company.

### Opinion

4. Based on my examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V to the Listing Regulations during the financial year ended March 31, 2020.
5. I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

### Restriction on use

6. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulations, and it should not be used by any other person or for any other purpose.

For **Anjali Yadav & Associates**  
Company Secretaries

**Anjali Yadav**  
Proprietor  
FCS No. 6628  
CP No. 7257  
P/R: 629/2019

Date: August 4, 2020  
Place: Noida  
UDIN: F006628B000547498

### NOTE

*The adverse impact of the global pandemic COVID-19 had resulted into restricted movement. Therefore, my basis of examination for issuing Compliance Certificate on Corporate Governance for the financial year 2019-20 was based on the information/documents provided by the Company in the electronic mode.*

## Annexure CG/4

# Certificate of Non-Disqualification of Directors

(Pursuant to Regulation 34(3) read with Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To  
The Members,  
**Apollo Pipes Limited**  
(Formerly "Amulya Leasing and Finance Limited")  
37, Hargobind Enclave, Vikas Marg,  
Delhi- 110092

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **APOLLO PIPES LIMITED** (FORMERLY "AMULYA LEASING AND FINANCE LIMITED") having CIN L65999DL1985PLC022723 and having registered office at 37, Hargobind Enclave, Vikas Marg, Delhi- 110092 (hereinafter referred to as 'the Company'), produced before me electronically by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of the Director	DIN	Date of appointment in company
1	Sameer Gupta	00005209	05/01/2011
2	Saket Agarwal	00203084	30/03/2019
3	Sanjay Gupta	00233188	30/01/2018
4	Neeru Abrol	01279485	30/01/2018
5	Abhilash Lal	03203177	22/03/2020
6	Pradeep Kumar Jain	08063400	30/01/2018

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Anjali Yadav & Associates**  
Company Secretaries

**Anjali Yadav**  
Proprietor  
FCS No. 6628  
CP No. 7257  
P/R: 629/2019

Date: August 4, 2020  
Place: Noida  
UDIN: F006628B000547465

**NOTE**

*The adverse impact of the global pandemic COVID-19 had resulted into restricted movement. Therefore, my basis of examination for issuing Certificate of Non-Disqualification of Directors for the financial year 2019-20 was based on the information/documents provided by the Company in the electronic mode.*

## Annexure CG/5

# **DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE CODE OF CONDUCT**

To  
The Members of  
**Apollo Pipes Limited**

This is to confirm that the Board of Directors of the Company has laid down a Code of Conduct for its members and Senior Management Personnel of the Company. The same has also been posted on the Company's website. It is further confirmed that all the Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended March 31, 2020 as envisaged in SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

For the purpose of this declaration, Senior Management Personnel means the members of the Management one level below the Managing Director of the Company as on March 31, 2020.

For **Apollo Pipes Limited**

Place: Delhi  
Date: May 02, 2020

**Sameer Gupta**  
Managing Director



## Annexure 2 to The Directors Report

**REPORT ON  
CORPORATE SOCIAL RESPONSIBILITY**

For The Financial Year 2019-20

**REPORT ON CSR ACTIVITIES OF THE COMPANY****1. Overview of Company's Corporate Social Responsibility Policy:**

Since inception, the Company has always been keen to do something for the children. Hence, the Company is associated with Imperial Education Trust ("Trust") and run number of programmes which includes scholarship programme for meritorious students who are socially backward and under-privileged.

The Company strongly believes that education implies:

"the entire process of social life by means of which individuals and social groups learn to develop consciously within, and for the benefit of, the national and international communities, the whole of their personal capabilities, attitudes, aptitudes and knowledge."

During the year under review, the Company proposed to spent a total Sum of ₹59,49,000 (Rupees Fifty Nine Lakh and Forty Nine Thousand Only) towards CSR Activities, which is equal to the required 2% of the average Net Profit i.e. ₹59,49,000 (Rupees Fifty Nine Lakh and Forty Nine Thousand Only).

The company has proposed to under take aforesaid activities through Imperial Education Trust ("Trust") which is an organisation which is committed to serve the mankind and provides academic and technical education. The famous Swami Vivekananda College of Education, [Roorkee] is managed by this Trust. The main purpose of the trust is to carry out various objectives in terms of development of education and help the nation & companies by trained and efficient teachers.

**2. Composition of Corporate Social Responsibility Committee:**

Keeping the above philosophy of the Company in mind after implementation of the Section 135 of the Companies Act, 2013 the Corporate Social Responsibility Committee ("CSR") Committee consists of the following Members:-

Name of the Member	Designation
Mr. Pradeep Kumar Jain	Chairman
Mr. Sanjay Gupta	Member/Director
Mr. Sameer Gupta	Member/Director

**3. Percentage of CSR expenditure to be spent in financial year 2019-20**

₹59,49,000 (Rupees Fifty Nine Lakh and Forty Nine Thousand Only)

**4. Details of CSR expenditure spent during the financial year 2019-20:**

The Company was required to spend ₹59,49,000/- in CSR activities for the FY 2019-20 and during the year Company had placed, inter alia, an order amounting to around ₹22.00 Lakhs for various stationery relating to schools to be distributed among the under privileged children as part of its CSR contributions under the head "education" mentioned in Schedule-VII of Companies Act, 2013. However, though the ordered goods had been received by the Company, it could not distribute the same amongst the beneficiary children on account of the nationwide lockdown declared by the Government because of COVID-19 pandemic.

However, the Company is committed to continuing its efforts on CSR activities and hope to contribute a considerable amount towards its CSR objectives in line with the internal CSR Policy, in the current financial year.

**5. The CSR Committee confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and policy of the Company.**

On behalf of the Board of Directors  
**Apollo pipes Limited**

Date: August 4, 2020  
Place: Noida

**(Pradeep Kumar Jain)**  
Chairman of CSR Committee  
DIN: 08063400

**(Sameer Gupta)**  
Managing Director  
DIN: 00005209

## Annexure 3 to The Directors Report

**Form No. MR-3**

### **SECRETARIAL AUDIT REPORT**

For The Financial Year Ended On March 31, 2020

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

**Apollo Pipes Limited**

(Formerly "Amulya Leasing and Finance Limited")

37, Hargobind Enclave, Vikas Marg,

Delhi- 110092

I, Anjali Yadav, Proprietor of Anjali Yadav & Associates, Company Secretaries have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by APOLLO PIPES LIMITED (FORMERLY "AMULYA LEASING AND FINANCE LIMITED")(CIN:L65999DL1985PLC022723) (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (as amended) ('the Act') and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (as amended) and the Rules made thereunder;
- (iii) The Depositories Act, 1996(as amended) and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011(as amended)
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018(as amended);
  - (d) The Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;Not applicable to the Company during the audit period
  - (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations,2013 Not applicable to the Company during the audit period
  - (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009(as amended):-Not applicable to the Company during the audit period

- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - Not applicable to the Company during the audit period
- (j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
- (k) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015(as amended)
- (vi) I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with the applicable laws such as:-
  - (a) Factories Act, 1948
  - (b) Environment (Protection) Act, 1986
  - (c) The Water (Prevention & Control of Pollution) Act, 1974
  - (d) Hazardous Wastes (Management, Handling & Transboundary Movement) Amendment Rules, 2013
  - (e) Air (Prevention & Control Pollution) Act, 1981
  - (f) Employees Provident Fund and Miscellaneous Provisions Act, 1952
  - (g) Payment of Wages Act, 1936
  - (h) Payment of Gratuity Act, 1972
  - (i) Contract Labour (Regulation & Abolition) Act, 1970
  - (j) Industrial Disputes Act, 1947
  - (k) Minimum Wages Act, 1948
  - (l) Payment of Bonus Act, 1965
  - (m) Industrial Employment (Standing Orders) Act, 1946
  - (n) Trade Union Act, 1926
  - (o) Workmen Compensation Act, 1923
  - (p) Industries (Development & Regulation) Act, 1951
  - (q) Employees State Insurance Act, 1948

and all other Labour Laws, Rules and Regulations applicable to the company.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standard- 1 (Meetings of Board of Directors) issued by The Institute of Company Secretaries of India.
- (ii) Secretarial Standard- 2 (General Meetings) issued by The Institute of Company Secretaries of India.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

#### **I further report that:**

Compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit as the same has been subject to review by the Statutory Auditors and others designated professionals.

#### **I further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Composition of the Board of Directors of the Company as on 01.04.2019:

1. Mr. Sameer Gupta (DIN: 00005209) - Managing Director (Executive)
2. Mr. Sanjay Gupta (DIN: 00233188) – Director (Non-executive)
3. Mr. Saket Agarwal (DIN: 00203084) – Director (Non – Executive)



4. Mr. Pradeep Kumar Jain (DIN: 08063400) - Director (Independent)
5. Ms. Neeru Abrol (DIN: 01279485) - Director (Independent)
6. <sup>1</sup>Mr. Ramesh Chandra Jindal (DIN: 01377137) – Director (Independent)

Composition of the Board of Directors of the Company as on 31.03.2020:

1. Mr. Sameer Gupta (DIN: 00005209) - Managing Director (Executive)
2. Mr. Sanjay Gupta (DIN: 00233188) – Director (Non-executive)
3. Mr. Saket Agarwal (DIN: 00203084) – Director (Non – Executive)
4. Mr. Pradeep Kumar Jain (DIN: 08063400) - Director (Independent)
5. Ms. Neeru Abrol (DIN: 01279485) - Director (Independent)
6. <sup>2</sup>Mr. Abhilash Lal (DIN: 03203177) – Additional Director (Independent)

<sup>1</sup> Mr. Ramesh Chandra Jindal resigned from the post of Independent Director w.e.f. December 24, 2019

<sup>2</sup> Mr. Abhilash Lal was appointed as an Additional Independent Director w.e.f. March 22, 2020

Adequate notices were given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance to all the Directors and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at the Board Meetings and Committee Meetings were carried out unanimously as recorded in the Minutes of the Board of Directors or Committee of the Board, as the case may be.

I further report that, based on the review of the compliance reports and the certificates of the Company Executive taken on record by the Board of Directors of the Company, in my opinion there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliances with applicable laws, rules, regulations and guidelines.

**I further report** that during the audit period under review:

1. During the period under review, the Finance Committee of the Board of Directors of the company approved the conversion of 1125000 (Eleven Lakh Twenty Five Thousand) warrants into equivalent number of equity shares of ₹10/- (Rupees Ten only) each on preferential basis to Mr. Sameer Gupta, promoter of the company at issue price of ₹590/- (Rupees Five Hundred Ninety Only), which was exercised by him on April 02, 2019, thus increasing his shareholding in the Company from 13.38% to 20.82%.
2. During the period under review, Mr. Anand Kumar Pandey resigned from the post of Company Secretary, Key Managerial Person (KMP) of the company with effect from June 30, 2019 and Mr. Ankit Sharma was appointed in place of Mr. Anand Kumar Pandey as Company Secretary, Key Managerial Person (KMP) of the Company with effect from August 12, 2019.
3. During the period under review, the company has changed its corporate office and place where Books of Accounts are kept from Plot No. 10, Ground and First Floor, Commercial Area, Kaushambi, Delhi NCR, Ghaziabad, Uttar Pradesh - 201010 to A-140, Sector-136, Noida, Uttar Pradesh- 201301 with effect from August 12, 2019.
4. During the period under review, the company has listed its Equity Shares on National Stock Exchange of India Limited [NSE Symbol: APOLLOPIPE] w.e.f. November 11, 2019.
5. During the period under review, Mr. Ramesh Chandra Jindal (DIN: 01377137) tender his resignation from the post of Independent Director with effect from December 24, 2019 and Mr. Abhilash Lal (DIN: 03203177) was appointed as an Additional Independent Director with effect from March 22, 2020.
6. During the period under review, Company has conducted postal ballot vide postal ballot notice dated March 19, 2020 for obtaining shareholders approval in respect of the following items:
  - a. Employees Stock Option Scheme 2020.
  - b. Grant of Stock Options to the employees of Holding and Subsidiary Company.
  - c. Grant of Employee Stock Options by way of Secondary Acquisition.
  - d. Provision of money for purchase of its own shares by the trust/trustees for the benefit of employee.

- e. Re-appointment of Mr. Sameer Gupta as Managing Director.
  - f. Amendment in Memorandum of Association.
  - g. Amendment in Articles of Association.
7. During the period under review, the company has informed to the stock exchange that being a responsible corporate citizen, the company had taken various measures and safeguards for protecting its employees, workmen and their families from spread of COVID-19 pandemic.

This Report is to be read with my letter of even date which is annexed as Annexure A and forms an integral part of this Report.

For **Anjali Yadav & Associates**  
Company Secretaries

**Anjali Yadav**  
Proprietor  
FCS No. 6628  
CP No. 7257  
P/R: 629/2019

Date: August 4, 2020  
Place: Noida  
UDIN: F006628B000547487

#### NOTE

*The adverse impact of the global pandemic COVID-19 had resulted into restricted movement. Therefore, my basis of examination for issuing Secretarial Audit Report for the financial year 2019-20 was based on the information/documents provided by the Company in the electronic mode.*

*However, due to the unavoidable adverse circumstances the physical verification/ inspection of the certain specified documents/ policies cannot be carried out and therefore, the Management declarations/ Departmental Declarations has been taken wherever required.*

## Annexure A

To,

The Members,

**Apollo Pipes Limited**

(Formerly "Amulya Leasing and Finance Limited")

37, Hargobind Enclave, Vikas Marg,

Delhi- 110092

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, I followed provide a reasonable basis of my opinion.
3. I have not verified the correctness and appropriateness of financial records, cost records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test check basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Anjali Yadav & Associates**  
Company Secretaries

**Anjali Yadav**  
Proprietor  
FCS No. 6628  
CP No. 7257  
P/R: 629/2019

Date: August 4, 2020  
Place: Noida  
UDIN: F006628B000547487



## Annexure 4 to The Directors Report

## Form No. MGT-9

**EXTRACT OF ANNUAL RETURN**

As on the financial year ended on March 31, 2020

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

i) CIN	L65999DL1985PLC022723
ii) Registration Date	09/12/1985
iii) Name of the Company	Apollo Pipes Limited
iv) Category/ Sub Category of the Company	Public Company / Limited by Shares
v) Address of the Registered Office and contact details	37, Hargobind Enclave, Vikas Marg, New Delhi-110092, India Contact details: 011-43334000/ 0120-2973411
vi) Whether Listed Company	Yes - BSE and NSE
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any-	Name of Registrar & Transfer Agent :- M/s. Beetal Financial & Computer Services (Pvt.) Limited Address: Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukh Das Mandir, New Delhi-110062 Telephone: 011-29961281 Email Address: beetalrta@gmail.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

S. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Plastic Products	222	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

S. No.	Name And Address of the Company	CIN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
			NIL		

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

## i) CATEGORY-WISE SHARE HOLDING:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1. Indian									
a) Individual/ HUF	50,50,702	-	50,50,702	42.14	61,75,702	-	61,75,702	47.11	4.97
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub Total A(1):-</b>	<b>50,50,702</b>	<b>-</b>	<b>50,50,702</b>	<b>42.14</b>	<b>61,75,702</b>	<b>-</b>	<b>61,75,702</b>	<b>47.11</b>	<b>4.97</b>
<b>2. Foreign</b>									
a) NRIs- Individuals	-	-	-	-	-	-	-	-	-
b) Other-Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub Total A(2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total shareholding of Promoter (A) = (A) (1)+(A)(2)</b>	<b>50,50,702</b>	<b>-</b>	<b>50,50,702</b>	<b>42.14</b>	<b>61,75,702</b>	<b>-</b>	<b>61,75,702</b>	<b>47.11</b>	<b>4.97</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	10,34,261	-	10,34,261	8.63	10,57,408	-	10,57,408	8.06	-0.57
b) Banks / FI	-	-	-	-	9,909	-	9,909	0.07	0.07
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	2,47,195	-	2,47,195	2.07	98,989	-	98,989	0.75	-1.32
g) FIIs	9,27,860	-	9,27,860	7.74	5,89,290	-	5,89,290	4.49	-3.25
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	2,50,000	-	2,50,000	2.09	2,50,000	-	2,50,000	1.90	-0.19
<b>Sub-total (B)(1):-</b>	<b>24,59,316</b>	<b>-</b>	<b>24,59,316</b>	<b>20.53</b>	<b>20,05,596</b>	<b>-</b>	<b>20,05,596</b>	<b>15.29</b>	<b>-5.24</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	6,16,373	-	6,16,373	5.14	4,82,013	-	4,82,013	3.67	-1.47
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto ₹1 lakh	20,47,644	7,650	20,55,294	17.15	15,15,251	7,650	15,22,901	11.62	-5.53
ii) Individual shareholders holding nominal share capital in excess of ₹1 lakh	12,41,154	-	12,41,154	10.36	25,12,353	-	25,12,353	19.16	8.8
c) Others (specify)	-	-	-	-	-	-	-	-	-
i) Non Resident Indians	1,71,482	0	1,71,482	1.43	1,54,347	-	1,54,347	1.17	-0.26
ii) Clearing Members	1,08,239	0	1,08,239	0.90	36,589	-	36,589	0.27	-0.63
iii) HUFs	2,78,342	0	2,78,342	2.32	2,19,901	-	2,19,901	1.67	-0.65
iv) Trusts	3,500	0	3,500	0.03	-	-	-	-	-0.03
<b>Sub-total (B)(2):-</b>	<b>44,66,734</b>	<b>7,650</b>	<b>44,74,384</b>	<b>37.33</b>	<b>49,20,454</b>	<b>7,650</b>	<b>49,28,104</b>	<b>37.59</b>	<b>0.26</b>

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>Total Public Shareholding (B)=(B) (1)+ (B)(2)</b>	69,26,050	7650	69,33,700	57.86	69,26,050	7,650	69,33,700	52.89	-4.97
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	1,19,76,752	7,650	1,19,84,402	100	1,31,01,752	7,650	1,31,09,402	100	0

## ii) SHAREHOLDING OF PROMOTER:

S. No.	Shareholder	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Sameer Gupta	16,03,778	13.38	-	27,28,778	20.81	-	7.43
2	Meenakshi Gupta	32,85,524	27.42	--	32,85,524	25.06		-2.36
3	Sanjay Gupta*	1,61,400	1.35	-	1,61,400	1.23		-0.12
	<b>Total</b>	<b>50,50,702</b>	<b>42.14</b>	<b>--</b>	<b>61,75,702</b>	<b>47.10</b>		<b>4.96</b>

\*holding as karta of Sanjay Gupta HUF

## III. CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE):

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
<b>1</b>	<b>Mr. Sameer Gupta</b>				
	At the beginning of the year	16,03,778	13.38		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	11,25,000	7.43	27,28,778	20.81
		Conversion of warrant into equity shares on 02.04.2019			
	At the end of the year	27,28,778	20.81		
<b>2</b>	<b>Mrs. Meenakshi Gupta</b>				
	At the beginning of the year	32,85,524	27.42		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL			
	At the end of the year	32,85,524	25.06		
<b>3</b>	<b>Sanjay Gupta HUF</b>				
	At the beginning of the year	1,61,400	1.35		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL			
	At the end of the year	1,61,400	1.23		



**iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS:**
**(other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl. No.	Name of the Shareholder(s)	Shareholding at beginning/ end of the year	Percentage (%)	Date(s)	Increase/ Decrease	Reason	Cumulative Shareholding During the year	
							No. of Shares	%
1.	KOTAK SMALL CAP FUND	5,00,641	3.81	31-Mar-19				
				26-Apr-19	-10,000	Sell	4,90,641	3.74
				17-Jan-20	26,916	Purchase	5,17,557	3.95
				24-Jan-20	11,865	Purchase	5,29,422	4.04
				31-Jan-20	17,528	Purchase	5,46,950	4.17
				07-Feb-20	13,098	Purchase	5,60,048	4.27
				14-Feb-20	2,034	Purchase	5,62,082	4.29
				28-Feb-20	5,334	Purchase	5,67,416	4.33
				06-Mar-20	2,481	Purchase	5,69,897	4.35
				20-Mar-20	3,565	Purchase	5,73,462	4.37
				27-Mar-20	6,617	Purchase	5,80,079	4.42
				31-Mar-20			5,80,079	4.42
2.	MALABAR INDIA FUND LIMITED	3,63,164	2.77	31-Mar-19				
				04-Oct-19	30,400	Purchase	3,93,564	3.00
				11-Oct-19	1,049	Purchase	3,94,613	3.01
				18-Oct-19	6,782	Purchase	4,01,395	3.06
				25-Oct-19	2,269	Purchase	4,03,664	3.08
				15-Nov-19	1,800	Purchase	4,05,464	3.09
				22-Nov-19	8,300	Purchase	4,13,764	3.16
				29-Nov-19	11,600	Purchase	4,25,364	3.24
				06-Dec-19	3,400	Purchase	4,28,764	3.27
				13-Dec-19	7,500	Purchase	4,36,264	3.33
				20-Dec-19	7,700	Purchase	4,43,964	3.39
				27-Dec-19	3,200	Purchase	4,47,164	3.41
				03-Jan-20	5,200	Purchase	4,52,364	3.45
				10-Jan-20	9,400	Purchase	4,61,764	3.52
				17-Jan-20	4,011	Purchase	4,65,775	3.55
				20-Mar-20	18,807	Purchase	4,84,582	3.70
				27-Mar-20	25,682	Purchase	5,10,264	3.89
3	IDFC TAX ADVANTAGE (ELSS) FUND	5,33,620	4.07	31-Mar-19				
				05-Apr-19	6,209	Purchase	5,39,829	4.12
				12-Apr-19	2,500	Purchase	5,42,329	4.14
				26-Apr-19	-9,191	Sell	5,33,138	4.07
				10-May-19	2,869	Purchase	5,36,007	4.09
				24-May-19	7,500	Purchase	5,43,507	4.15
				31-May-19	12,500	Purchase	5,56,007	4.24
				07-Jun-19	2,500	Purchase	5,58,507	4.26
				21-Jun-19	5,000	Purchase	5,63,507	4.30

Sl. No.	Name of the Shareholder(s)	Shareholding at beginning/ end of the year	Percentage (%)	Date(s)	Increase/ Decrease	Reason	Cumulative Shareholding During the year	
							No. of Shares	%
				28-Jun-19	7,500	Purchase	5,71,007	4.36
				05-Jul-19	6,822	Purchase	5,77,829	4.41
				12-Jul-19	2,500	Purchase	5,80,329	4.43
				26-Jul-19	10,000	Purchase	5,90,329	4.50
				02-Aug-19	5,000	Purchase	5,95,329	4.54
				30-Aug-19	2,000	Purchase	5,97,329	4.56
				06-Sep-19	1,000	Purchase	5,98,329	4.56
				20-Sep-19	2,000	Purchase	6,00,329	4.58
				27-Sep-19	-18,479	Sell	5,81,850	4.44
				11-Oct-19	2,161	Purchase	5,84,011	4.45
				18-Oct-19	5,000	Purchase	5,89,011	4.49
				25-Oct-19	771	Purchase	5,89,782	4.50
				01-Nov-19	2,547	Purchase	5,92,329	4.52
				08-Nov-19	-57,575	Sell	5,34,754	4.08
				22-Nov-19	-966	Sell	5,33,788	4.07
				29-Nov-19	-5	Sell	5,33,783	4.07
				13-Dec-19	2,500	Purchase	5,36,283	4.09
				20-Dec-19	2,500	Purchase	5,38,783	4.11
				03-Jan-20	-7,997	Sell	5,30,786	4.05
				10-Jan-20	-42	Sell	5,30,744	4.05
				17-Jan-20	-18,415	Sell	5,12,329	3.91
				31-Jan-20	-50,000	Sell	4,62,329	3.53
				07-Feb-20	2,500	Purchase	4,64,829	3.55
				28-Feb-20	5,000	Purchase	4,69,829	3.58
				06-Mar-20	2,500	Purchase	4,72,329	3.60
				13-Mar-20	1,869	Purchase	4,74,198	3.62
				20-Mar-20	3,131	Purchase	4,77,329	3.64
				31-Mar-20			4,77,329	3.64
4.	ASHISH KACHOLIA	30,000	0.23	31-Mar-19				
				27-Sep-19	2,33,513	Purchase	2,63,513	2.01
				11-Oct-19	37,403	Purchase	3,00,916	2.30
				18-Oct-19	8,560	Purchase	3,09,476	2.36
				25-Oct-19	1,00,000	Purchase	4,09,476	3.12
				08-Nov-19	51,493	Purchase	4,60,969	3.52
				20-Mar-20	8,000	Purchase	4,68,969	3.58
				31-Mar-20			4,68,969	3.58
5	MUKUL MAHAVIRPRASAD AGRAWAL	4,00,000	3.05	31-Mar-19				
				27-Sep-19	16,000	Purchase	4,16,000	3.17
				04-Oct-19	15,000	Purchase	4,31,000	3.29
				31-Mar-20			4,31,000	3.29

Sl. No.	Name of the Shareholder(s)	Shareholding at beginning/ end of the year	Percentage (%)	Date(s)	Increase/ Decrease	Reason	Cumulative Shareholding During the year	
							No. of Shares	%
6	MALABAR VALUE FUND	2,50,000	1.91	31-Mar-19				
				31-Mar-20			2,50,000	1.91
7	SANJEEV SINGHAL	1,30,000	0.99	31-Mar-19				
				31-Mar-20	80,000	Purchase	2,10,000	1.60
				31-Mar-20	-	-	2,10,000	1.60
8	SANJAY SINGHAL	1,30,000	0.99	31-Mar-19				
				31-Mar-20			1,30,000	0.99
9	VALLABH BHANSHALI	1,00,000	0.76	31-Mar-19				
				31-Mar-20			1,00,000	0.76
10	EVERFRESH ENTERPRISES LLP	50,000	0.38	31-Mar-19				
				05-Apr-19	50,000	Purchase	1,00,000	0.76
				31-Mar-20			1,00,000	0.76
11	SURAJ BHANSHALI	1,00,000	0.76	31-Mar-19				
				31-Mar-20			1,00,000	0.76
12	CANARA HSBC ORIENTAL BANK OF COMMERCE LIFE INSURANCE COMPANY	2,47,195	1.89	31-Mar-19				
				17-May-19	585	Purchase	2,47,780	1.89
				07-Jun-19	1,214	Purchase	2,48,994	1.90
				27-Sep-19	-1,40,000	Sell	1,08,994	0.83
				04-Oct-19	-34	Sell	1,08,960	0.83
				25-Oct-19	-2735	Sell	1,06,225	0.81
				01-Nov-19	-5284	Sell	1,00,941	0.77
				08-Nov-19	-1952	Sell	98,989	0.76
				31-Mar-20			98,989	0.76
13	DHOOT INDUSTRIAL FINANCE LIMITED	70,000	0.53	31-Mar-19			70,000	0.53
				31-Mar-20			70,000	0.53
14	VIKASH GUPTA	2,500	0.02	31-Mar-19				
				31-Mar-20	60,000	Purchase	62,500	0.48
				31-Mar-20			62,500	0.48
15	SUNIL GOVIND NAIK	58,000	0.44	31-Mar-19				
				12-Apr-19	2,500	Purchase	60,500	0.46
				31-May-19	1,469	Purchase	61,969	0.47
				07-Jun-19	5,031	Purchase	67,000	0.51
				14-Jun-19	2,000	Purchase	69,000	0.53
				05-Jul-19	1,000	Purchase	70,000	0.53
				12-Jul-19	2,000	Purchase	72,000	0.55
				27-Sep-19	3,000	Purchase	75,000	0.57
				06-Mar-20	-15,000	Sell	60,000	0.46
				31-Mar-20	-		60,000	0.46



## V) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

S. No. Shareholding of each Directors and each Key Managerial Personnel		Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
A. Directors					
1.	Mr. Sameer Gupta				
	At the beginning of the year	16,03,778	13.38		
		11,25,000		27,28,778	20.81
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	issue if shares on Conversion of warrants into shares on 02.04.2019	7.43		
	At the end of the year	27,28,778	20.81		
2.	*Mr. Sanjay Gupta				
	At the beginning of the year	1,61,400	1.35		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL			
	At the end of the year	1,61,400	1.23		
3.	Ms. Neeru Abrol				
	At the beginning of the year	NIL	N.A.		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL			
	At the end of the year	NIL	N.A.		
4.	Mr. Pradeep Kumar Jain				
	At the beginning of the year	NIL	N.A.		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL			
	At the end of the year	NIL	N.A.		
5	Mr. Saket Agarwal				
	At the beginning of the year	32,000	0.24		
		Acquire 6,29,261 shares on 06.09.2019 from secondary market.		6,61,261	5.04
	Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Sell 3,97,102 shares on 27.03.2020 in secondary market.		2,64,159	2.01
	At the end of the year	2,64,159	2.01		

S. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
6	**Mr. Abhilash Lal				
	At the beginning of the year	NIL	N.A.		
	Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL			
	At the end of the year	NIL	N.A.		
*Sanjay Gupta HUF, Promoter holds 1,61,400 (1.23%) equity shares in the Company. Mr. Sanjay Gupta acts as Karta in Sanjay Gupta HUF.					
**Mr. Abhilash Lal was appointed as Additional Director w.e.f. 22.03.2020.					
Mr. Ramesh Chandra Jindal (DIN: 01377137)-Director (Non-Executive and Independent) has resigned from the Directorship on 24.12.2019.					
<b>B.</b>	<b>Key Managerial Personnel</b>				
1.	Mr. A.K. Jain , Chief Financial Officer				
	At the beginning of the year	600	0.00	600	0.00
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the end of the year	600	0.00		
2.	Mr. Ankit Sharma, Company Secretary*				
	At the beginning of the year	NIL	N.A.		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the end of the year	NIL	N.A.		

\*Mr. Ankit Sharma was appointed as Company Secretary of the company w.e.f. 12.08.2019 in place of Mr. Anand Kumar Pandey who resigned from his office on 30.06.2019.

**v) INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment:**

(₹ In Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>	<b>6,246.34</b>	<b>4,978.13</b>	<b>-</b>	<b>11,224.47</b>
i) Principal Amount	6,246.34	4,978.13	-	11,224.47
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>6,246.34</b>	<b>4,978.13</b>	<b>-</b>	<b>11,224.47</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	5859.00	-	-	5859.00
* Reduction	3072.64	4,978.13	-	8050.77
<b>Net Change</b>	<b>2,786.36</b>	<b>-4,978.13</b>	<b>-</b>	<b>-2,191.77</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	9,007.22	-	-	9,007.22
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	25.48	-	-	25.48
<b>Total (i+ii+iii)</b>	<b>9,032.70</b>	<b>-</b>	<b>-</b>	<b>9,032.70</b>

**VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

(₹ In Lakhs)

S. No.	Particulars of Remuneration	Mr. Sameer Gupta (Managing Director)	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	120.0	120.0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	N.A.
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	N.A.
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission		
	- as % of profit		
	- others, specify-		
5	Others, please specify	-	-
	<b>Total (A)</b>	<b>120.0</b>	<b>120.0</b>

Ceiling as per the Act

Lakh (being 5% of the net profits of the Company as per Section 198 of the Companies Act, 2013)

\*Disclosure of ratio of the remuneration of each Executive Director to the median remuneration of the employees of the Company and other requisite details pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended, is annexed to this report as Annexure '5'. Further, particulars of employees pursuant to Rule 5(2) and 5(3) of the above Rules, form part of this report.

**B. Remuneration to other directors:**

(₹ In Lakhs)

Particulars of Remuneration	Name of Directors				Total Amount
	Mr. Pradeep Kumar Jain	Ms. Neeru Abrol	*Mr. Ramesh Chandra Jindal	**Mr. Abhilash Lal	
Independent Directors					
Fee for attending Board / Committee Meetings	2.45	3.20	1.40	-	7.05
Commission	NIL	NIL	NIL	NIL	NIL
Others, please specify					-
Total (1)					
Other Non-Executive Directors	Mr. Sanjay Gupta	Mr. Saket Agarwal			
Fee for attending Board / Committee Meetings	NIL	NIL			NIL
Commission	-	-			-
Others, please specify	-	-			
Total (2)	NIL	NIL			NIL
Total (B)=(1+2)	NIL	NIL			NIL
Total Managerial					
Remuneration	NIL	NIL			NIL
Overall Ceiling as per the Act	N.A.				

\*Mr. Ramesh Chandra Jindal has resigned from the directorship from 24.12.2019.

\*\*Mr. Abhilash Lal was appointed as Additional Director w.e.f. 22.03.2020.

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTB**

(₹ In Lakhs)

S. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		Mr. Ajay Kumar Jain (Chief Financial Officer)	Mr. Anand Kumar Pandey (former Company Secretary) (resigned from the office w.e.f. 30.06.2019)	Mr. Ankit Sharma (Company Secretary) (joined on 12.08.2019)	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	18.28	1.84	5.58	25.70
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL
4	Commission				
	- as % of profit	NIL	NIL	NIL	NIL
	others, specify	NIL	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL	NIL
	<b>Total</b>	<b>18.28</b>	<b>1.84</b>	<b>5.58</b>	<b>25.70</b>



## VIII) PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

(₹ In Lakhs)

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>B. DIRECTORS</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

On behalf of the Board of Directors of  
**Apollo Pipes Limited**

Date: August 4, 2020  
Place: Noida

(Sanjay Gupta)  
Chairperson  
DIN: 00233188

## Annexure 5 to The Directors Report

### **DETAILS PURSUANT TO THE PROVISIONS OF SECTION 197 (12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) AMENDMENT RULES, 2016 (1)**

- (1) The ratio of the remuneration of each Executive Director to the median remuneration of the employees of the Company for the financial year 2019-20: The ratio of remuneration of Mr. Sameer Gupta, Managing Director, to the median remuneration of the employees is 72.38:1.

Note: Non Executive Independent Directors were only paid sitting fees, therefore median calculation is not given.

- (2) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2019-20. The percentage increase in remuneration of:

Mr. Sameer Gupta, Managing Director is NIL,

Mr. Ajay Kumar Jain, Chief Financial Officer is NIL

\*Mr. Anand Kumar Pandey, former Company Secretary is NIL.

\*Mr. Ankit Sharma, Company Secretary is NIL

\*Mr. Ankit Sharma was appointed w.e.f. 12.08.2019 in place of Mr. Anand Kumar Pandey who had resigned his office on 30.06.2019.

- (3) In the financial year, there was a decrease of 11.35% in the median remuneration of employees.
- (4) There were 541 permanent employees on the rolls of the Company as on March 31, 2020.
- (5) Average percentage increase made in the salaries of employees other than the managerial personnel in the financial year 2019-20 NIL whereas the average percentile increase in the managerial remuneration for the same financial year was NIL.
- (6) We affirm that the remuneration paid in financial year 2019-20 is as per the Remuneration Policy for Directors, Key Managerial Personnel and Senior Management of the Company.

On behalf of the Board of Directors of  
**Apollo Pipes Limited**

**(Sanjay Gupta)**

Chairperson

DIN: 00233188

Date: August 4, 2020

Place: Noida

## Annexure 6 to The Directors Report

### DISCLOSURE PURSUANT TO SECTION 134 (3) (M) OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014 (CHAPTER IX) FOR CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars as prescribed under Rule 8(3) of the Companies (Accounts) Rules, 2014 are as follows:

#### A. CONSERVATION OF ENERGY

##### (i) Steps taken or impact on conservation of energy:

- To know the energy utilization, the Company has installed the meters on each machine at every mills, to record the energy requirement, basis of which company has analysed, through the use of various equipment, the percentage of wastage of electricity by the machines and whether to replace or using them in any other manner.
- Cost Saving and Energy conservation are the key focus for company and always work towards for same and continue to work in time to come also. Company is very keen to optimize energy cost wherever possible and to further optimize energy consumption and opportunities for energy saving. During the year under review, following steps have been taken by the Company for conservation of energy:
  - (a) The Company has installed rooftop solar plant at its manufacturing unit at Dadri, Uttar Pradesh, with a total capacity of 1.2 MW. With a strong focus on environment friendly solutions and impetus on corporate social responsibility, the Company in due course will also evaluate opportunities to install rooftop solar plants at its other existing and upcoming facilities in Ahmedabad and Bengaluru, respectively. The solar power installation reinstates APL's commitment towards building a clean energy plant, which will not only result in significant operational cost-savings for the Company, but will also help improve the green energy footprint.
  - (b) The Company has organized various awareness programmes for the Shop-floor manpower regarding optimum utilization of energy during manufacturing process.
  - (c) Automatic Power factor controller and regular health check of capacitor is being carried out to maintain power factor.
  - (d) Optimum air circulations in production and raw material storage areas have been maintained to evacuate excess heat.
  - (e) Steps have also been taken for proper maintenance and covers for controlling surface heat loss during extrusion process.
  - (f) Complete in-house set-up for re-use of Polymer Waste ensuring nil environmental pollution

##### (ii) Solar energy has now proved to be very beneficial, not only for the environment but also financially as an alternate source of energy. The technology has been improved considerably, turning into a very efficient source of clean energy:

- Reduce energy loss
- Reduce electricity bills by decreasing the Energy Rate.
- Minimum breakdowns
- Low maintenance cost
- Diverse purpose

##### (iii) The capital investment on energy conservation equipment: For installing 1.2MW of Solar Panel Company invested ₹4.76 Crores.

#### B. TECHNOLOGY ABSORPTION

- (i) The company has successfully implemented core SAP (Systems Applications and Products) system at enabling it to have a single integrated system that provides real-time view of the whole organisation.
- (ii) The efforts made towards technology absorption:
 

The Company continues to lay emphasis on development and innovation of in-house technological and technical skills. Constant efforts are being made to upgrade the existing standards and to keep pace with the advances in technological innovations.
- (iii) The benefits derived like product improvement, cost reduction, product development, or import substitution:

The above said efforts have contributed towards improvement in the existing products, thus enabling the Company to cater to the needs of diverse industrial applications.

(iv) Information regarding Imported Technology: NIL

The capital investment on implementation of core Sap (Systems Applications and Products) system amounted to ₹1.22 Crores.

### C. RESEARCH & DEVELOPMENT

- Launched Plastic Faucets, Taps and Showers in the domestic market – to drive higher brand visibility through New Products In-house CPVC Compounding for Pipes & Fittings.
- In-house development of extrusion moulds for better efficiency
- Solid experience of manufacturing pipes with set specifications.
- Well-penetrated distribution network to reduce logistic costs at all levels of operations

The Company will continue with its activities in the field of Research and Development to further improve the quality of its products and with a view to introduce new and innovative products.

### D. FOREIGN EXCHANGE EARNINGS AND OUTGO

The details with regard to foreign exchange earnings and out go are as under:

(₹ In Lakhs)

Particulars	FY 2019-20	FY 2018-19
Foreign exchange earnings	157.88	409.00
Foreign exchange outgo	17,023.93	16,649.83

On behalf of the Board of Directors of  
**Apollo Pipes Limited**

**(Sanjay Gupta)**

Chairperson

DIN: 00233188

Date: August 4, 2020

Place: Noida



# Financial Statements

# Independent Auditors' Report

To the Members of  
**Apollo Pipes Limited**  
(Formerly known as "Amulya Leasing & Financing Limited")

## REPORT ON THE FINANCIAL STATEMENTS

### Opinion

We have audited the financial statements of **APOLLO PIPES LIMITED** ("the Company"), which comprise the balance sheet as at March 31, 2020, and the statement of Profit and Loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and profits, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the

financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Emphasis of Matter

We draw your attention to Note 41 to the financial statements which explains the uncertainties and the management's assessment of the financial impact due to the lock-downs and other restrictions and conditions related to the COVID -19 pandemic situation, for which a definitive assessment of the impact in the subsequent period is highly dependent upon circumstances as they evolve. Our opinion is not modified in respect of this matter.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	Auditor's Response
<p><b>1. Adoption of Ind AS 116 'Leases'</b></p> <p>The company has adopted Ind AS 116 Leases (IND AS 116) in the current year. The application and transition to this accounting standard is complex and is an area of focus in our audit since the company has many leases with different contractual terms.</p> <p>Ind AS 116 introduces a new lease accounting model, wherein lessees are required to recognize a right-of-use (ROU) asset and a lease liability arising from a lease on the balance sheet.</p>	<p>Our audit procedures on adoption of Ind AS 116 included:</p> <ul style="list-style-type: none"> <li>Assessed and tested new processes and controls in respect of the lease accounting standard (Ind AS 116)</li> <li>Assessed the Company's evaluation on the identification of leases based on the contractual agreements and our knowledge of the business.</li> <li>Involved our specialists to evaluate the reasonableness of the discount rates</li> </ul>

Key Audit Matter	Auditor's Response
<p>The lease liabilities are initially measured by discounting future lease payments during the lease terms as per contract/ arrangement. Adoption of the standard involves significant judgements including determination of the discount rates and the lease term.</p> <p>Additionally, the standard mandates detailed disclosures in respect of transition.</p> <p>Refer Note 32 to the financial statements.</p>	<ul style="list-style-type: none"> <li>• Upon transition as at April 1, 2019: <ul style="list-style-type: none"> <li>- Evaluated the method of transition and related adjustments</li> <li>- Tested completeness of the lease data by reconciling the company's lease commitments to data used in computing ROU Asset and the lease liabilities.</li> </ul> </li> <li>• Assessed the key terms and conditions of each lease and the key estimates such as discount rates and the lease term.</li> <li>• Evaluated computation of lease liabilities and challenged the key estimates such as discount rates and the lease term.</li> <li>• Assessed and tested the presentation and disclosures relating to Ind AS 116 including, disclosures relating to transition.</li> </ul>
<p><b>2. Related Party Transactions</b></p> <p>The Company has entered into several transactions with related parties during the year 2019-20. We identified related party transactions as a key audit matter because of risks with respect to completeness of disclosures made in the financial statements including recoverability thereof; compliance with statutory regulations governing related party relationships such as the Companies Act, 2013 and SEBI Regulations and the judgement involved in assessing whether transactions with related parties are undertaken at arms' length.</p> <p>Refer Note 39 to the financial statements.</p>	<p>Our audit procedures on related party transactions included:</p> <ul style="list-style-type: none"> <li>• Assessed the key controls to identify and disclose related party relationships and transactions in accordance with the relevant accounting standard.</li> <li>• Assessed compliances with the listing regulations and the regulations under Companies Act, 2013 including checking of approvals/scrutiny as specified in Sections 177 and 188 of the Companies Act, 2013 with respect to the related party transactions.</li> <li>• Considered the adequacy and appropriateness of the disclosures in the financial statements, including recoverability thereof, relating to the related party transactions.</li> <li>• Inspected relevant ledgers, agreements and other information that may indicate the existence of related party relationships or transactions. Further, we also tested completeness of related parties with reference to the various registers maintained by the company statutorily.</li> <li>• On a sample basis, tested Company's assessment of related party transactions for arms' length pricing.</li> </ul>
<p><b>3. Provisions and contingent liabilities in relation to tax positions</b></p> <p>Company has received outstanding demands and show cause notices from various tax authorities.</p> <p>The Management have made judgements relating to the likelihood of an obligation arising and whether there is a need to recognize a provision or disclose a contingent liability. We therefore focused on this area as a result of uncertainty and potential material impact.</p> <p>Refer Note 37 to the financial statements.</p>	<p>We have involved our tax experts to gain an understanding of the current status of the tax cases and monitored changes in the disputes by reading external opinions received by the company if any, where relevant to establish that the tax provisions had been appropriately adjusted to reflect the latest external developments.</p> <p>For Legal, regulatory and tax matters our procedures included the following:</p> <ul style="list-style-type: none"> <li>• Testing key controls surrounding litigation, regulatory and tax procedures.</li> <li>• Performing substantive procedures on the underlying calculations supporting the provisions recorded.</li> <li>• Where relevant, reading external legal opinions obtained by the management</li> <li>• Discussing open matters with the litigation, regulator, general counsel and tax teams</li> <li>• Assessing management's conclusions through understanding precedents set in similar cases.</li> </ul> <p>Based on the evidence obtained, while noting the inherent uncertainty with such legal, regulatory and tax matters, we determined the level of provisioning and disclosure of contingent liabilities as at March 31, 2020 to be appropriate.</p>

## Information other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information. We are required to report the fact. We have nothing to report in this regard.

## Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. That Board of Directors' are also responsible for overseeing the Company's financial reporting process.

## Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable



that the economic decisions of a reasonable knowledgeable under of the financial statements may be influences. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would be reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, Statement of Changes in Equity and the statement of Cash Flow dealt with by this Report are in agreement with the books of account.

- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
 

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
  - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
  - iii. The Company is not required to transfer any amount to the Investor Education and Protection Fund.

For VAPS & Company

Chartered Accountants

ICAI Firm Registration Number: 003612N

Place: Delhi

Date: May 2, 2020

UDIN: 20082515AAAABZ9595

**Praveen Kumar Jain**

Partner

Membership Number: 082515

## Annexure 'A' to **The Independent Auditor's Report**

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of APOLLO PIPES LIMITED of even date)

- i. (a) The company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) The company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, certain fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such physical verification.
- (c) The title deeds of immovable properties, as disclosed in Note 5 on fixed assets to the Ind AS financial statements, are held in the name of the Company.
- ii. According to the information available to us that physical verification of inventory has been conducted at reasonable intervals by the management and no material discrepancies is noticed on physical verification between the physical stocks and the book records.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a), (iii)(b) and (iii)(c) of the said Order are not applicable to the Company.
- iv. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of the loans and investments made, and guarantees and security provided by it.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- vi. Pursuant to the rules made by the Central Government of India, the company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products. We have broadly reviewed the same, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, Goods and Service Tax, Customs Duty, Excise Duty, Value Added Tax, cess and other material statutory dues applicable to it to the appropriate authorities.
- (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Goods and Service Tax, cess and other material statutory dues in arrears as at March 31, 2020 for a period of more than six months from the date they became payable.
- (c) The particulars of dues of Income Tax, Sales Tax, Service Tax, Customs Duty, Excise Duty and Value Added Tax as at March 31, 2020 which have not been deposited on account of dispute, are as follows:

Name of the Statute	Nature of Dues	Amount in ₹	Period to which dues Related	Authority where the Dispute is Pending for Decision
UP Vat Act & Rules 2008	Reversal of input Tax credit on Stock TFR, DEPB License, Consignment & Enhancement of Turnover	17,08,540	April 2014 to March 2015	Addl. Commissioner (Appeals) – Bulandshahr
CGST Act 2017	PART- B of E-way Bill omitted from being filled-in.	3,90,960 (Tax) 3,90,960 (Penalty)	April- 18 to March-19	Addl. Commissioner, (Appeal) GST- Jhansi zone.
Customs Act, 1962	Rejection of Transaction value declared by the importer	3,90,662	April-18 to March-19	Commissioner of Customs (Appeals)- NOIDA

Name of the Statute	Nature of Dues	Amount in ₹	Period to which dues Related	Authority where the Dispute is Pending for Decision
Central Excise Act, 1944	Refund to be granted in cash not through CENVAT credit in GST Regime	1,35,147	January-05 to March-07	Commissioner (Appeals) Central Excise, NOIDA
UPVAT Act, 2008	RITC on Purchase of DEPB	11,70,505	April-13 to March-14	Commercial Tax Tribunal, Ghaziabad
UPVAT Act, 2008	Regular Assessment Ex-parte order passed	2,47,81,037	April-15 to March-16	Commercial Tax Tribunal, Ghaziabad
UPVAT Act, 2008	Regular Assessment Ex-parte order passed	4,21,65,399	April-16 to March-17	Commercial Tax Tribunal, Ghaziabad

viii. According to the records of the Company examined by us and the information and explanation given to us, the company has not defaulted in repayment of loans or borrowings to any bank. Further, there were no dues payable to financial institution or Government or debenture holders as at Balance Sheet date.

ix. The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). In our opinion and according to the information and explanations given to us, money raised by way of term loans have been applied by the company during the year for the purposes for which they were raised.

x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management. The Company has not given any guarantee for loans taken by others from bank or financial institutions.

xi. The Company has paid/ provided for managerial remuneration during the year in accordance with the provisions of Section 197 read with Schedule V to the Act.

xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.

xiii. The Company has entered into transactions with related parties in compliance with the provisions of Section 177 and 188 of

the Act. The details of such related party transactions have been disclosed in the Ind AS Financial Statements as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified under Section 133 of the Act, read with Rule 4 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended).

xiv. According to the information and explanations given to us and as per our verification of the records of the company, the company has made a preferential allotment of 11,25,000 Equity Shares each at a premium of ₹580/- per share to the person belong to Promoter's Category and the proceeds of the same have been utilized for the purpose for which it has been raised.

xv. The Company has not entered into any non-cash transactions with its Directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.

xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For **VAPS & Company**

Chartered Accountants

ICAI Firm Registration Number: 003612N

Place: Delhi

Date: May 2, 2020

**Praveen Kumar Jain**

Partner

Membership Number: 082515

## Annexure 'B' to **The Independent Auditor's Report**

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Apollo Pipes Limited of even date)

### **REPORT ON THE INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")**

We have audited the internal financial controls over financial reporting of APOLLO PIPES LIMITED ("the Company") as of March 31, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included

obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence obtained by us are sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may be come in adequate



because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal

control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Delhi  
Date: May 2, 2020

For **VAPS & Company**  
Chartered Accountants  
ICAI Firm Registration Number: 003612N

**Praveen Kumar Jain**  
Partner  
Membership Number: 082515

## Balance Sheet as at March 31, 2020

(Amount in ₹ lakh)

Particulars	Note	As at March 31, 2020	As at March 31, 2019
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, Plant and Equipment	5	12,301.37	9,486.99
Capital Work in Progress		3,045.75	1,174.50
Intangible Assets	6	2,169.20	2,191.82
Right of Use Asset	7	943.38	-
<b>Financial assets</b>			
-Investments	8(a)	30.54	25.68
-Other financial assets	8(b)	242.30	183.82
Other non current assets	9	8.79	946.59
<b>Total non current assets</b>		<b>18,741.33</b>	<b>14,009.40</b>
<b>Current Assets</b>			
Inventories	10	8,243.76	5,226.17
<b>Financial Assets</b>			
-Investments	11(a)	6.03	10.14
-Trade Receivables	11(b)	5,939.50	3,578.68
-Cash and Cash Equivalents	11(c)	2.74	6.10
-Earmarked Balances with Bank	11(d)	0.61	-
-Bank balances other than cash and cash equivalents	11(e)	12,795.63	14,738.02
-Loans	11(f)	23.02	26.11
-Other Financial Assets	11(g)	804.93	680.34
Current tax assets (Net)	21	-	126.51
Other current assets	12	1,655.65	663.22
<b>Total current assets</b>		<b>29,471.87</b>	<b>25,055.29</b>
<b>Total Assets</b>		<b>48,213.20</b>	<b>39,064.69</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	13	1,310.94	1,198.44
Other Equity	14	29,340.60	21,783.02
<b>Total equity</b>		<b>30,651.54</b>	<b>22,981.46</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
<b>Financial Liabilities</b>			
-Borrowings	15(a)	2,954.46	7,030.63
-Lease Liability	15(b)	5.60	-
Provisions	16	110.01	73.74
Deferred Tax Liabilities (Net)	17	246.49	307.55
<b>Total non-current liabilities</b>		<b>3,316.56</b>	<b>7,411.92</b>
<b>Current Liabilities</b>			
<b>Financial Liabilities</b>			
-Borrowings	18(a)	4,804.65	2,643.45
-Trade Payables	18(b)	6,798.77	3,611.87
-Other Financial Liabilities	18(c)	2,150.57	2,191.74
Provisions	19	26.81	20.19
Other Current Liabilities	20	387.14	204.06
Current Tax Liability (Net)	21	77.16	-
<b>Total current liabilities</b>		<b>14,245.10</b>	<b>8,671.31</b>
<b>Total Liabilities</b>		<b>17,561.66</b>	<b>16,083.23</b>
<b>Total Equity and Liabilities</b>		<b>48,213.20</b>	<b>39,064.69</b>

The above balance sheet should be read in conjunction with the accompanying notes

This is the balance sheet referred to in our report of even date

For **VAPS & Co.**

Firm Reg. No. 003612N

Chartered Accountants

**Praveen Kumar Jain**

Partner

Membership No. 082515

Place : Delhi

Date : May 2, 2020

For and On Behalf of the Board

**Sameer Gupta**

Director

DIN-00005209

**Ajay Kumar Jain**

Chief Financial Officer

**Sanjay Gupta**

Director

DIN-00233188

**Ankit Sharma**

Company Secretary

## Statement of Profit & Loss for the period ended March 31, 2020 (Amount in ₹ lakh)

Particulars	Notes	For the Year ended March 31, 2020	For the Year ended March 31, 2019
Revenue from Operations	22	40,795.81	36,184.27
Other Income	23	1,013.27	1,208.86
<b>Total Income</b>		<b>41,809.08</b>	<b>37,393.13</b>
<b>EXPENSES:</b>			
Cost of materials consumed	24	29,741.17	26,774.40
Purchase of Stock-in-Trade		479.91	494.09
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	25	(1,342.16)	(1,022.43)
Employee Benefit Expense	26	2,639.33	2,069.51
Financial Costs	27	606.76	594.25
Depreciation and Amortization Expense	28	1,269.98	969.30
Other Expenses	29	4,642.42	3,953.15
<b>Total Expenses</b>		<b>38,037.41</b>	<b>33,832.27</b>
Profit before exceptional items & Tax		<b>3,771.67</b>	<b>3,560.86</b>
Less: Exceptional Items			168.03
Profit/(Loss) before Tax		<b>3,771.67</b>	<b>3,392.83</b>
Tax Expenses:	30		
-Current tax		993.77	888.94
-Deferred tax		(58.56)	110.79
-Prior Period Tax Adjustments		(16.12)	-
		<b>919.09</b>	<b>999.73</b>
<b>Profit/(Loss) for the period</b>		<b>2,852.58</b>	<b>2,393.10</b>
Other Comprehensive Income (after tax)		(2.57)	(0.30)
<b>Total Comprehensive Income/(Loss)</b>		<b>2,850.01</b>	<b>2,392.80</b>
Earning per equity share of ₹10 each	31		
Basic		21.76	20.82
Diluted		19.71	17.12

The above Statement of Profit & Loss should be read in conjunction with the accompanying notes

This is the Statement of Profit & Loss referred to in our report of even date

For **VAPS & Co.**

Firm Reg. No. 003612N  
Chartered Accountants

**Praveen Kumar Jain**

Partner  
Membership No. 082515

Place : Delhi

Date : May 2, 2020

For and On Behalf of the Board

**Sameer Gupta**

Director  
DIN-00005209

**Ajay Kumar Jain**

Chief Financial Officer

**Sanjay Gupta**

Director  
DIN-00233188

**Ankit Sharma**

Company Secretary

# Statement of Cash Flows

for the year ended March 31, 2020

(Amount in ₹ lakh)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before exceptional item and tax	3,787.77	3,560.10
<b>Adjustments For</b>		
Loss by Fire	-	(168.03)
Loss/(Gain) on Financial Assets measured at FVTPL	(0.76)	6.45
Depreciation and amortization expense	1,269.98	969.30
Finance Cost	606.43	594.25
Finance Cost on account of Lease	0.33	-
Prior Period Item	-	(1.97)
Profit on sale of Property, Plant and equipment	(5.10)	(5.67)
Profit on sale of Investment	-	(6.02)
Interest Income on FD with banks	(1,007.90)	(1,147.07)
Operating Profit before working capital changes	4,650.75	3,801.34
<b>Adjustment for Working Capital Changes</b>		
Decrease/(Increase) in Trade receivables	(2,360.81)	275.60
Decrease/(Increase) in other receivables	(890.49)	515.62
Decrease/(Increase) in inventories	(3,017.58)	(792.40)
(Decrease )Increase in Provisions	42.88	32.27
(Decrease )Increase in Trade and other payables	3,608.68	(183.36)
Cash generated from Operations	2,033.43	3,649.07
Taxes paid	(790.09)	(1,070.95)
<b>Net Cash flow from operating activities</b>	<b>1,243.34</b>	<b>2,578.12</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Property, Plant and equipment	(4,062.59)	(3,375.97)
Investments in Capital WIP	(1,871.25)	(1,174.49)
Sale of Fixed Assets	17.85	79.38
Sale of Investment	-	22.43
Operating Lease Prepayments	(11.79)	(903.50)
Purchase of Investments	-	-
Dividend received	-	-
Interest received	720.38	970.73
<b>Net cash flow from investing Activities</b>	<b>(5,207.40)</b>	<b>(4,381.42)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Repayment of Long term Borrowings (Secured)	(2,217.25)	(12,609.02)
Proceeds from Non Current Borrowings	5.60	-
Interest paid	(589.10)	(574.00)
Proceeds from Issue of Share Capital	4,978.13	5,598.32
Proceeds from Issue of Share Warrant	-	3,665.38
Dividend paid	(131.09)	-
Dividend Distribution Tax Paid	(26.96)	-



**Statement of Cash Flows** for the year ended March 31, 2020

(Amount in ₹ lakh)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Payment on account of Lease Liability	(0.42)	
Net Cash from financing Activities	2,018.91	(3,919.32)
<b>NET INCREASE /(DECREASE) IN CASH AND CASH EQUIVALENT</b>	<b>(1,945.15)</b>	<b>(5,722.62)</b>
Opening balance of Cash & Cash equivalents	14,744.12	20,466.74
Closing balance of Cash & cash equivalent	12,798.97	14,744.12
Cash and cash Equivalents comprises		
Cash in Hand	1.87	2.44
Balance with Scheduled Banks		
-In current Accounts	0.87	3.66
-Earmarked Balances with Bank	0.61	
-In Other Fixed Deposit Accounts	12,790.19	14,733.33
-In Fixed Deposit Accounts as Margin Money	5.43	4.69
<b>Total Cash and Cash Equivalents</b>	<b>12,798.97</b>	<b>14,744.12</b>

- i) The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in Indian Accounting Standard 7, "Statement of Cash flows".
- ii) Figures in Bracket indicate cash outgo.
- iii) The figures for the previous year have been regrouped in order to make them comparable with the current year figures.

For **VAPS & Co.**  
Firm Reg. No. 003612N  
Chartered Accountants

**Praveen Kumar Jain**  
Partner  
Membership No. 082515

Place : Delhi  
Date : May 2, 2020

**For and On Behalf of the Board**

**Sameer Gupta**  
Director  
DIN-00005209

**Ajay Kumar Jain**  
Chief Financial Officer

**Sanjay Gupta**  
Director  
DIN-00233188

**Ankit Sharma**  
Company Secretary

# Statement of Changes in Equity for the year ended March 31, 2020

## A. Equity Share Capital

(Amount in ₹ lakh)

Particulars	Amount
Opening balance as at April 1, 2018	1,103.44
Changes during the year ended March 31, 2019	95.00
<b>Balance as at March 31, 2019</b>	<b>1,198.44</b>
Changes during the Year ended March 31, 2020	112.50
<b>Balance as at March 31, 2020</b>	<b>1,310.94</b>

## B. Other Equity

Particulars	Reserves and Surplus			Other Comprehensive Income		Amount Received Against Share Warrant*	Total
	General Reserve <sup>#</sup>	Retained Earnings	Securities Premium Reserve <sup>^</sup>	Equity Instruments through OCI	Remeasurement of defined benefit Plan		
Balance as at April 1, 2018	11.54	4,204.53	6,027.27	2.82	(2.51)	-	10,243.65
Prior Period Adjustments	-	(20.22)	-	-	-	-	(20.22)
<b>Net Balance as at April 1, 2018</b>	<b>11.54</b>	<b>4,184.31</b>	<b>6,027.27</b>	<b>2.82</b>	<b>(2.51)</b>	<b>-</b>	<b>10,223.43</b>
Profit for the year	-	2,393.10	-	-	-	-	2,393.10
Other comprehensive income for the year, net of income tax	-	-	-	3.55	(3.85)	-	(0.30)
Issue of Equity Share (net of Transaction Cost)	-	-	5,503.32	-	-	-	5,503.32
Prior Period Adjustments	-	(1.91)	-	-	-	-	(1.91)
Amount received against Share Warrant	-	-	-	-	-	3,665.38	3,665.38
<b>Balance as at Mar 31, 2019</b>	<b>11.54</b>	<b>6,575.50</b>	<b>11,530.59</b>	<b>6.37</b>	<b>(6.36)</b>	<b>3,665.38</b>	<b>21,783.02</b>
<b>Balance as at April 1, 2019</b>	<b>11.54</b>	<b>6,575.50</b>	<b>11,530.59</b>	<b>6.37</b>	<b>(6.36)</b>	<b>3,665.38</b>	<b>21,783.02</b>
Prior Period Adjustments	-	-	-	-	-	-	-
<b>Net Balance as at April 1, 2019</b>	<b>11.54</b>	<b>6,575.50</b>	<b>11,530.59</b>	<b>6.37</b>	<b>(6.36)</b>	<b>3,665.38</b>	<b>21,783.02</b>
Profit for the year	-	2,852.58	-	-	-	-	2,852.58
Other comprehensive income for the year, net of income tax	-	-	-	-	(2.57)	-	(2.57)
Issue of Equity Share (net of Transaction Cost)	-	-	6,525.00	-	-	(1,659.38)	4,865.62
Final Dividend Including Dividend Tax	-	(158.05)	-	-	-	-	(158.05)
<b>Balance as at Mar 31, 2020</b>	<b>11.54</b>	<b>9,270.03</b>	<b>18,055.59</b>	<b>6.37</b>	<b>(8.93)</b>	<b>2,006.00</b>	<b>29,340.60</b>

### Notes :

# General Reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the General Reserve is created by the transfer from one component of equity to another and is not an item of other comprehensive income; items included in the General Reserve will not be reclassified subsequently to profit or loss.

^ Securities Premium Reserve is used to record the premium on issue of shares. This is utilized in accordance with the provisions of the Companies Act, 2013.

The above Statement of Changes in Equity should be read in conjunction with the accompanying notes

This is the Statement of Changes in Equity referred to in our report of even date

For **VAPS & Co.**  
Firm Reg. No. 003612N  
Chartered Accountants

**Praveen Kumar Jain**  
Partner  
Membership No. 082515

Place : Delhi  
Date : May 2, 2020

**For and On Behalf of the Board**

**Sameer Gupta**  
Director  
DIN-00005209

**Ajay Kumar Jain**  
Chief Financial Officer

**Sanjay Gupta**  
Director  
DIN-00233188

**Ankit Sharma**  
Company Secretary

# Notes to the Financial Statements

## 1. Corporate Information

Apollo Pipes Limited (formerly known as Amulya Leasing and Finance Limited) incorporated on December 9, 1985 is engaged in the manufacturing and trading of PVC Pipes and Fittings. The Company is a public company listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) w.e.f November 11, 2019. The registered office of the Company is in New Delhi.

The financial statements for the year ended March 31, 2020 were approved by the Board of Directors and authorized for issue on May 02, 2020.

## 2. Significant Accounting Policies

This note provides a list of significant accounting policies adopted in the presentation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

### 2.1 Basis of Preparation

#### (i) Compliance with Ind AS

The Financial statements (FS) of the company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ('the Act') [Companies (Indian Accounting Standards) Rules, 2015, as amended by notification dated March 31, 2016] and other provisions of the Act.

Effective April 1, 2016, the Company has adopted all the Ind AS standards and the adoption was carried out in accordance with Ind AS 101 'First time Adoption of Indian Accounting Standards, with April 1, 2015 as the transition date. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP) which was the previous GAAP.

These financial statements are authorized for issue on 02 May 2020 in accordance with a resolution of the Board of Directors. Board of Directors permits the revision to the financial statements after obtaining necessary approvals or at the instance of regulatory authorities as per provisions of the Companies Act, 2013.

The financial statements are presented in Indian Rupees and all amounts disclosed in the financial statements and notes have been rounded off upto two decimal points to the nearest lakh (as per the requirement of Schedule III), unless otherwise stated.

#### (ii) Historical Cost Convention

The Financial Statements have been prepared on a historical cost basis, except the following:

- Certain financial assets and liabilities which are measured at fair value / amortized cost
- Defined Benefit Plans- plan assets measured at fair value

#### iii) Current v/s Non Current Classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is classified as current when it is:

- Expected to be realized or intended to sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities

The operating cycle is the time between the acquisition of assets for processing and its realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

## 2.2 Property, Plant & Equipment

Property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are recognized in profit or loss during the reporting period, in which they are incurred.

# Notes to the Financial Statements

Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date.

## Depreciation methods, estimated useful lives and residual value

Depreciation is provided on a pro-rata basis on the written down value method over the estimated useful lives of assets, based on internal assessment and independent technical evaluation done by the Management expert which are equal to, except in case of Plant and Machinery, Furniture and Fixtures and Vehicles where useful life is lower than life prescribed under Schedule II to the Companies Act, 2013, in order to reflect the actual usage of the assets.

Assets	Estimated useful life (Years)
Building	30
Computers	3-5
Plant and Machinery	10-25
Furniture and Fixtures	10
Office Equipment	5
Vehicles	8-10

The property, plant and equipment acquired under finance leases and other leasehold improvements are depreciated over the assets' useful life or over the shorter of the assets' useful life and the lease term if there is no reasonable certainty that the Company will obtain ownership at the end of the lease term.

The asset's useful lives and methods of depreciation are reviewed at the end of each reporting period and adjusted prospectively, if appropriate.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing net disposal proceeds with carrying amount of the asset. These are included in profit or loss within other income.

Assets costing less than or equal to ₹5,000 are fully depreciated pro-rata from date of acquisition.

## 2.3 Intangible Assets

Intangible assets acquired separately are measured on initial recognition at historical cost. Intangibles assets have a finite life and are subsequently carried at cost less any accumulated amortization and accumulated impairment losses if any.

Intangible assets with finite lives are amortized over the useful life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit or loss when the asset is derecognized.

Amortization methods and estimated useful lives

Assets	Estimated useful life (Years)
Enterprise resource planning software	5

## 2.4 Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is received. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excludes taxes/ duties collected on behalf of the government.

### (a) Sale of goods

Revenue from the sale of goods is recognized, when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods. Revenue from the sale of goods is measured at the fair value of consideration received or receivable, net of returns and allowances, trade discounts, volume rebates. Accordingly, revenues from sale of goods are stated gross of GST, sales tax and value added tax (VAT) are not received by the company on its own account but collected on behalf of the government and accordingly, are excluded from revenue.



# Notes to the Financial Statements

## (b) Interest income

Interest income is recognized using the time proportion basis, based on the underlying interest rates.

## (c) Rental Income

Rental income is recognized on a time-apportioned basis in accordance with the underlying substance of the relevant contract.

## (d) Dividend

Dividend is recognized when the company's right to receive the payment is established, which is generally when shareholders approve the dividend.

## 2.5 Inventories

Inventories are valued at the lower of cost (including prime cost, excise duty and other overheads incurred in bringing the inventories to their present location and condition) and net realizable value.

The comparison of cost and net realizable value is made on an item-by-item basis.

Raw materials, goods in transit, packing materials and stores and spares are valued at cost computed on moving weighted average basis, after providing for obsolescence, if any. The cost includes purchase price, inward freight and other incidental expenses net of refundable duties, levies and taxes, where applicable. Raw materials, packing materials and other supplies held for use in production of inventories are not written down below cost except in cases where material prices have declined, and it is estimated that the cost of the finished products will exceed their net realizable value.

Finished goods and work-in-progress are valued at lower of cost and net realizable value. Cost is determined on a weighted average basis and comprises material, labour and applicable overhead expenses including depreciation. The net realizable value of materials in process is determined with reference to the selling prices of related finished goods. Stores and spares are valued at cost determined on weighted average basis.

Traded Goods are valued on FIFO basis. The cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

## 2.6 Fair Value Measurement

Accounting policies and disclosures require measurement of fair value for both financial and non-financial assets.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For changes that have occurred between levels of hierarchy during the year, the Company re-assesses categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Fair value is the price that would be received to sell an asset or settle a liability in an ordinary transaction between market participants at the measurement date. The fair value of an asset or a liability is measured using the assumption that market participants would use when pricing an asset or liability acting in their best economic interest. The fair value of plants and equipments as at transition date have been taken based on valuation performed by an independent technical expert. The Company used valuation techniques, which were

## Notes to the Financial Statements

appropriate in circumstances and for which sufficient data were available considering the expected loss/ profit in case of financial assets or liabilities.

### 2.7 Borrowing Costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization. Other borrowing costs are expensed in the period in which they are incurred.

### 2.8 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### Financial Assets

##### (a) Initial recognition and measurement:

All financial assets are recognized initially at fair value and, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

##### (b) Subsequent measurement:

For purposes of subsequent measurement financial assets are classified in two broad categories:

Financial assets at fair value

Financial assets at amortized cost

##### (c) Classification:

The Company classifies financial assets as subsequently measured at amortized cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flows characteristics of the financial asset.

##### (d) Financial assets measured at amortized cost:

Financial assets are measured at amortized cost when asset is held within a business model, whose objective is to hold assets for collecting contractual cash flows and contractual terms of the asset give rise on specified dates to cash flows that are solely for payments of principal and interest. Such

financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. The losses arising from impairment are recognized in the Statement of profit and loss. This category generally applies to trade and other receivables.

##### (e) Financial assets measured at fair value through other comprehensive income (FVTOCI):

Financial assets under this category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income.

##### (f) Financial assets measured at fair value through profit or loss (FVTPL):

Financial assets under this category are measured initially as well as at each reporting date at fair value with all changes recognized in profit or loss.

##### (g) Derecognition of Financial assets:

A financial asset is primarily derecognized when the rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset, if an entity transfers a financial asset in a transfer that qualifies for derecognition in its entirety and retains the right to service the financial asset for a fee, it shall recognize either a servicing asset or a servicing liability for that servicing contract. If the fee to be received is not expected to compensate the entity adequately for performing the servicing, a servicing liability for the servicing obligation shall be recognized at its fair value. If the fee to be received is expected to be more than adequate compensation for the servicing, a servicing asset shall be recognized for the servicing right at an amount determined on the basis of an allocation of the carrying amount of the larger financial asset.

##### (h) Impairment of Financial assets:

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the financial assets that are debt instruments and trade receivables. For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition.

#### Financial Liabilities

##### (a) Initial recognition and measurement:

All financial liabilities are recognized initially at fair value and, in the case of loans, borrowings and payables, net of directly attributable transaction costs. Financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

# Notes to the Financial Statements

## (b) Classification & Subsequent measurement:

If a financial instrument that was previously recognized as a financial asset is measured at fair value through profit or loss and its fair value decreases below zero, it is a financial liability measured in accordance with IND AS. Financial liabilities are classified as held for trading, if they are incurred for the purpose of repurchasing in the near term.

The Company classifies all financial liabilities as subsequently measured at amortized cost, except for financial liabilities at fair value through profit or loss. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value.

## (c) Financial liabilities measured at fair value through profit or loss:

Financial liabilities at fair value through profit or loss include financial liabilities held for trading. At initial recognition, such financial liabilities are recognized at fair value.

Financial liabilities at fair value through profit or loss are, at each reporting date, measured at fair value with all the changes recognized in the Statement of Profit and Loss.

## (d) Derivative financial instruments

The Company uses derivative financial instruments, such as forward currency contracts to hedge its foreign currency risks. Derivative financial instruments are initially recognized at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value at the end of each period. Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss.

## (e) Loans and Borrowings:

Interest-bearing loans and borrowings are subsequently measured at amortized cost using the Effective Interest Rate (EIR) method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss. After initial recognition Gain and Liabilities held for Trading are recognized in statement of profit and Loss Account.

## (f) Derecognition of Financial Liabilities:

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an

exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss.

## Offsetting financial instruments:

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis to realize the asset and settle the liability simultaneously.

Subsequent recoveries of amounts previously written off are credited to Other Income.

## 2.9 Leases

### As a lessee

The Company's lease asset classes primarily consist of leases for land, buildings and vehicles. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term

## Notes to the Financial Statements

and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

### 2.10 Employee Benefit

Employee benefits include provident fund, employee state insurance scheme, gratuity, compensated absences and performance incentives.

#### (i) Short-term obligations

The cost of short-term compensated absences is accounted as under:

- (a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
- (b) in case of non-accumulating compensated absences, when the absences occur.

#### (ii) Other long-term employee benefit obligations:

The liabilities for compensated absences are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognized in profit or loss. The obligations are presented as current liabilities in the balance sheet if the entity does not

have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

#### (iii) Post-employment obligations

##### Defined contribution plans

The Company's contribution to provident fund are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

##### Defined benefit plan

For defined benefit plans in the form of gratuity, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognized in the Other Comprehensive Income in the period in which they occur. Past service cost is recognized immediately to the extent that the benefits are already vested and otherwise is amortized.

### 2.11 Income Taxes

Tax Expense is the aggregate amount included in the determination of profit or loss for the period in respect of current tax.

#### Current Income Taxes

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 and rules thereunder. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in OCI or in equity).

Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

#### Deferred Tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their book bases. Deferred tax liabilities are recognized for all temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax



## Notes to the Financial Statements

assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss. Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority. Minimum Alternate Tax ("MAT") credit is recognized as an asset only when and to the extent there is convincing evidence that the relevant members of the Company will pay normal income tax during the specified period. Such asset is reviewed at each reporting period end and the adjusted based on circumstances then prevailing.

### 2.12 Share Capital and Securities Premium Reserve

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

Par value of the equity share is recorded as share capital and the amount received in excess of the par value is classified as securities premium reserve.

### 2.13 Earnings per Share

As per Ind AS 33, Earning Per Share, Basic earnings per share are computed by dividing the net profit for the year attributable to the shareholders' and weighted average number of shares outstanding during the year. The weighted average numbers of shares also includes fixed number of equity shares that are issuable on conversion of compulsorily convertible preference shares, debentures or any other instrument, from the date consideration is receivable (generally the date of their issue) of such instruments. Diluted earnings per share

is computed using the net profit for the year attributable to the shareholder' and weighted average number of equity and potential equity shares outstanding during the year including share options, convertible preference shares and debentures, except where the result would be anti-dilutive. Potential equity shares that are converted during the year are included in the calculation of diluted earnings per share, from the beginning of the year or date of issuance of such potential equity shares, to the date of conversion.

### 2.14 Cash and Cash Equivalents

Cash and cash equivalents in the balance sheet comprise cash on hand and at bank, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

## 3. Provisions, Contingent Liabilities, Contingent Assets and Commitments

### (a) General

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, the amount of a provision shall be the present value of expense expected to be required to settle the obligation. Provisions are therefore discounted, when effect is material, The discount rate shall be pre-tax rate that reflects current market assessment of time value of money and risk specific to the liability. Unwinding of the discount is recognized in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

### (b) Contingencies

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that

## Notes to the Financial Statements

arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the Notes to the Financial Statements.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. Contingent assets are not recognized, but are disclosed in the notes. However, when the realization of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognized as an asset.

#### **4. Significant management judgement in applying accounting policies and estimation uncertainty**

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities at the date of the financial statements. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

In particular, the Company has identified the following areas where significant judgements, estimates and assumptions are required. Further information on each of these areas and how they impact the various accounting policies are described below and also in the relevant notes to the financial statements. Changes in estimates are accounted for prospectively.

##### **a) Judgements**

In the process of applying the company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognized in the financial statements:

##### **i) Contingencies**

Contingent liabilities may arise from the ordinary course of business in relation to claims against the company, including legal, contractor, land access and other claims. By their nature,

contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgments and the use of estimates regarding the outcome of future events.

##### **ii) Recognition of Deferred tax Assets**

The extent to which deferred tax assets can be recognized is based on an assessment of the probability that future taxable income will be available against which the deductible temporary differences and tax loss carry-forward can be utilized. In addition, significant judgement is required in assessing the impact of any legal or economic limits or uncertainties in various tax jurisdictions.

##### **b) Estimates and Assumptions**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market change or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

##### **i) Useful lives of tangible/in tangible assets :**

The Company reviews its estimate of the useful lives of tangible/intangible assets at each reporting date, based on the expected utility of the assets.

##### **ii) Defined benefit obligation :**

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. In view of the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

##### **iii) Inventories :**

The Company estimates the net realizable values of inventories, taking into account the most reliable evidence available at each reporting date. The future realization of

## Notes to the **Financial Statements**

these inventories may be affected by future technology or other market-driven changes that may reduce future selling prices.

### **iv) Fair Value measurement of Financial Instruments:**

When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The

inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

# Notes to the Financial Statements

(All amounts are in ₹ Lakh, except share data and where otherwise stated)

## Note 5 : Property, Plant and Equipment

(Amount in ₹ lakh)

Particulars	Freehold Land	Buildings	Furniture & Fixtures	Plant & Equipment	Office Equipment	Electrical Installations	Computer	Vehicle	Total
<b>Gross Block</b>									
Balance as at April 1, 2019	3,387.08	2,390.68	125.05	7,050.74	83.79	198.61	101.16	163.53	13,500.64
Additions	-	2,136.46	112.66	1,267.90	14.21	411.61	38.87	77.63	4,059.34
Disposals	-	-	-	27.64	-	-	-	-	27.64
Balance as at March 31, 2020	3,387.08	4,527.14	237.71	8,291.00	98.00	610.22	140.03	241.16	17,532.34
<b>Accumulated Depreciation and Impairment</b>									
Balance as at April 1, 2019	-	693.24	29.01	2,987.67	47.09	67.14	55.92	133.58	4,013.65
Depreciation charge during the year	-	254.63	37.64	740.43	19.81	122.75	33.14	23.81	1,232.21
Deductions	-	-	-	14.89	-	-	-	-	14.89
Balance as at March 31, 2020	-	947.87	66.65	3,713.21	66.90	189.89	89.06	157.39	5,230.97
<b>Net Carrying Value</b>									
Balance as at March 31, 2020	3,387.08	3,579.27	171.06	4,577.79	31.10	420.33	50.97	83.77	12,301.37
Balance as at March 31, 2019	3,387.08	1,697.44	96.04	4,063.07	36.70	131.47	45.24	29.95	9,486.99



# Notes to the Financial Statements

(All amounts are in ₹ Lakh, except share data and where otherwise stated)

## Note 6 : Intangible Assets

Particulars	Software	Goodwill	Total
<b>Gross Block</b>			
Balance as at April 1, 2019	128.80	2,088.03	2,216.83
Additions	3.26	-	3.26
Deductions	-	-	-
Balance as at March 31, 2020	132.06	2,088.03	2,220.09
<b>Accumulated amortization &amp; impairment</b>			
Balance as at April 1, 2019	25.01	-	25.01
Amortization Expenses	25.88	-	25.88
Deductions	-	-	-
Balance as at March 31, 2020	50.89	-	50.89
<b>Net Carrying Value</b>			
Balance as at March 31, 2020	81.17	2,088.03	2,169.20
Balance as at March 31, 2019	103.79	2,088.03	2,191.82

## Note 7 : Right to use Asset

Particulars	Land	Total
Balance as at March 31, 2019	-	-
Reclassified on adoption of IND-AS 116	955.26	955.26
Additions	-	-
Deductions	-	-
Depreciation/Amortisation	11.88	11.88
Balance as at March 31, 2020	943.38	943.38

## Note 8(a) : Investments

Particulars	Paid Up Value	As at March 31, 2020		As at March 31, 2019	
		Number of Shares	Amount	Number of Shares	Amount
Investment in Equity Instruments at FVOCI					
Unquoted					
APL Infrastructure Pvt. Ltd.	10 each	27,200	30.54	27,200	25.68
Total		27,200	30.54	27,200	25.68

## Note 8(b) : Other Financial Assets

Particulars	As at March 31, 2020	As at March 31, 2019
Security Deposits	242.30	183.82
<b>Total</b>	<b>242.30</b>	<b>183.82</b>

## Notes to the Financial Statements

(All amounts are in ₹ Lakh, except share data and where otherwise stated)

### Note 9 : Other Non Current Assets

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Unsecured, considered good:</b>		
Indirect Tax Balances/recoverable/credits	3.49	3.49
Indirect Tax Balances paid under protest	5.30	5.30
Operating Lease Prepayments	-	937.80
<b>Total</b>	<b>8.79</b>	<b>946.59</b>

### Note 10 : Inventories

Particulars	As at March 31, 2020	As at March 31, 2019
Raw Materials	3,875.12	2,450.13
Finished Goods/Semi Finished Goods/ Work in Progress	3,613.90	2,357.92
Scrap	94.43	57.25
Stores and Spares	527.94	277.51
Stock in Transit	132.37	83.36
<b>Total</b>	<b>8,243.76</b>	<b>5,226.17</b>

### Note 11(a) : Investments (Current)

Particulars	Paid Up Value	As at March 31, 2020		Paid Up Value	As at March 31, 2019	
		Number of Shares	Amount		Number of Shares	Amount
Investment in Equity Instruments						
I. Quoted others (at fair value through OCI)						
Jindal Stainless Steel	10 each	25,000	6.03	10 each	25,000	10.14
II. Unquoted						
a) Subsidiaries (at cost or deemed cost)	-	-	-	-	-	-
b) others (at fair value through OCI)		-	-	-	-	-
Total			6.03			10.14

### Note 11(b) : Trade Receivables

Particulars	As at March 31, 2020	As at March 31, 2019
Unsecured, considered good	5,939.50	3,578.68
<b>Total</b>	<b>5,939.50</b>	<b>3,578.68</b>

### Note 11(c) : Cash & Cash Equivalents

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Balances with Banks</b>		
- In Current Account	0.87	3.66
Cash in Hand	1.87	2.44
<b>Total</b>	<b>2.74</b>	<b>6.10</b>

# Notes to the Financial Statements

(All amounts are in ₹ Lakh, except share data and where otherwise stated)

## Note 11(d) : Earmarked Balances with Bank

Particulars	As at March 31, 2020	As at March 31, 2019
Unclaimed dividend deposited in Bank	0.61	-
<b>Total</b>	<b>0.61</b>	<b>-</b>

## Note 11(e) : Bank Balances other than Cash & Cash Equivalents

Particulars	As at March 31, 2020	As at March 31, 2019
Balances in fixed deposit accounts with original maturity more than 3 months but less than 12 months	12,790.20	14,733.33
Balances with the Banks to the extent held as margin money or security against the borrowings, guarantees & other commitments	5.43	4.69
<b>Total</b>	<b>12,795.63</b>	<b>14,738.02</b>

## Note 11(f) : Loans

Particulars	As at March 31, 2020	As at March 31, 2019
Unsecured, considered good:		
Loan to Employees	23.02	26.11
<b>Total</b>	<b>23.02</b>	<b>26.11</b>

## Note 11(g) : Other Financial Assets

Particulars	As at March 31, 2020	As at March 31, 2019
Security Deposits	38.39	36.54
Claim receivable	302.03	466.81
Interest accrued but not due on Fixed Deposits with Banks	464.51	176.99
<b>Total</b>	<b>804.93</b>	<b>680.34</b>

## Note 12 : Other Current Assets

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Unsecured, considered good:</b>		
Prepaid Expenses	24.98	16.34
Advance to Suppliers	824.56	306.63
Indirect Tax Balances/recoverable/credits	797.08	285.64
Operating Lease Prepayments	-	11.76
Others	9.03	42.85
<b>Total</b>	<b>1,655.65</b>	<b>663.22</b>

# Notes to the Financial Statements

(All amounts are in ₹ Lakh, except share data and where otherwise stated)

## Note 13 : Equity Share Capital

Particulars	As at March 31, 2020		As at March 31, 2019	
	Number of Shares	Amount	Number of Shares	Amount
<b>Share Capital</b>				
<b>(a) Authorised :</b>				
Equity shares of the par value of ₹10/- each	1,65,50,000	1,655.00	1,65,50,000	1,655.00
<b>(b) Issued and subscribed:</b>				
Outstanding at the end of the year	1,31,09,402	1,310.94	1,19,84,402	1,198.44
	<b>1,31,09,402</b>	<b>1,310.94</b>	<b>1,19,84,402</b>	<b>1,198.44</b>

### a) Reconciliation of Number of Shares

Particulars	As at March 31, 2020		As at March 31, 2019	
	Number of Shares	Amount	Number of Shares	Amount
Balance as at the beginning of the year	1,19,84,402	1,198.44	1,10,34,402	1,103.44
Additions during the year	11,25,000	112.50	9,50,000	95.00
Deletion during the year				
Balance as at the end of the year	1,31,09,402	1,310.94	1,19,84,402	1,198.44

### b) Rights, preferences and restrictions attached to equity shares

The Company has a single class of equity shares. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

### c) Shareholders holding more than 5% share in the company are set out below:

Particulars	As at March 31, 2020		As at March 31, 2019	
	Number of Shares	% of Shares	Number of Shares	% of Shares
Sameer Gupta	27,28,778	20.82	16,03,778	13.38
Meenakshi Gupta	32,85,524	25.06	32,85,524	27.42

## Note 14 : Other Equity

Particulars	As at March 31, 2020	As at March 31, 2019
Retained earnings	9,270.03	6,575.50
General Reserve	11.54	11.54
Securities premium account	18,055.59	11,530.59
Money Received Against Share Warrant	2,006.00	3,665.38
Other comprehensive income	(2.56)	0.01
<b>Total</b>	<b>29,340.60</b>	<b>21,783.02</b>



# Notes to the Financial Statements

(All amounts are in ₹ Lakh, except share data and where otherwise stated)

## Note 15 (a) : Borrowings

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Secured</b>		
Term Loan from Banks	4,202.57	3,602.89
Less: Current Maturities of Long Term Debt	(1,248.11)	(1,550.39)
	<b>2,954.46</b>	<b>2,052.50</b>
<b>Unsecured</b>		
Loan from Directors	-	4,978.13
<b>Total</b>	<b>2,954.46</b>	<b>7,030.63</b>

## Description of Loan

### Secured-

₹42.03 Cr. (As at March 31, 2019 ₹36.03 Cr.) secured from:

- 1) ICICI Bank Ltd secured against mortgage of residential property situated at Jaypee Greens, Greater Noida, (U.P), loan outstanding amount ₹2.13 Cr. is repayable in 52 unequal monthly installments.
- 2) HDFC Bank Ltd. secured against exclusive charge on immovable property situated at Noida, Corporate office- A-140, Sector 136, Noida, U.P, loan outstanding amount ₹11.25 Cr. is repayable in 12 equal quarterly installments.
- 3) Axis Bank Ltd. secured against exclusive charge on industrial land, building and all other Fixed Assets purchased through Term Loan Facility at Ahmedabad unit. Loan-1 outstanding amount ₹7.08 Cr. is repayable in 10 equal quarterly installments. Loan-2 outstanding amount ₹2.84 Cr. is repayable in 6 equal quarterly installments.
- 4) CITI Bank secured by exclusive Charge on Land & Building and all other Fixed Assets purchased through Term Loan at Tumkur unit and Exclusive Charge on Solar Project at Dadri Plant. Loan-1 outstanding amount ₹4.20 Cr. is repayable in 20 equal quarterly installments commencing from May 2020. Loan-2 outstanding amount ₹11.45 Cr. is repayable in 18 equal quarterly installments commencing from Nov 2020. Loan-3 outstanding amount ₹3.11 Cr. repayable in 19 equal quarterly installments commencing from Aug 2020. Above mentioned loans are further secured by personal guarantee of Mr. Sameer Gupta and Mr. Sanjay Gupta.

## Note 15 (b) : Lease Liability

Particulars	As at March 31, 2020	As at March 31, 2019
On Account of-		
Lease Land	5.60	-
<b>Total</b>	<b>5.60</b>	<b>-</b>

## Note 16 : Provisions

Particulars	As at March 31, 2020	As at March 31, 2019
Provision for Gratuity	110.01	73.74
<b>Total</b>	<b>110.01</b>	<b>73.74</b>

# Notes to the Financial Statements

(All amounts are in ₹ Lakh, except share data and where otherwise stated)

## Note 17 : Deferred Tax Assets/ Liabilities (Net)

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Deferred Tax Assets</b>		
Provision for Gratuity	27.73	22.73
P&L Adjustments	4.85	3.86
OCI Adjustments	12.72	10.12
	<b>45.30</b>	<b>36.71</b>
<b>Deferred Tax Liabilities</b>		
Depreciation	285.78	339.10
Merger Expenses	0.56	0.65
P&L Adjustments	0.70	0.98
OCI Adjustments	4.75	3.53
	<b>291.79</b>	<b>344.26</b>
<b>Deferred Tax Assets(Net)</b>		-
Deferred Tax Liabilities(Net)	246.49	307.55

## Note 18(a) : Borrowings

Particulars	As at March 31, 2020	As at March 31, 2019
Secured		
Loan repayable on demand from Banks	4,804.65	2,643.45
<b>Total</b>	<b>4,804.65</b>	<b>2,643.45</b>

### Note:

The Working Capital facilities from banks are secured by first pari passu charge on all current assets, . These credit facilities are further collaterally secured by movable fixed assets, present and future, of the company & personal guarantee of Mr. Sameer Gupta & Mr. Sanjay Gupta.

## Note 18(b) : Trade Payables

Particulars	As at March 31, 2020	As at March 31, 2019
Total outstanding dues to Micro, Small and Medium Enterprises	-	-
Total outstanding dues to other than Micro, Small and Medium Enterprises	6,798.77	3,611.87
<b>Total</b>	<b>6,798.77</b>	<b>3,611.87</b>

## Note 18(c) : Other Financial Liabilities

Particulars	As at March 31, 2020	As at March 31, 2019
Current Maturities of Long Term Debt	1,248.11	1,550.39
Employee Benefits Payable	192.38	147.17
Expenses Payable	709.47	494.18
Unclaimed Dividend	0.61	-
<b>Total</b>	<b>2,150.57</b>	<b>2,191.74</b>

# Notes to the Financial Statements

(All amounts are in ₹ Lakh, except share data and where otherwise stated)

## Note 19 : Provisions

Particulars	As at March 31, 2020	As at March 31, 2019
Provision for Gratuity	13.58	9.76
Provision for Compensated Absences	13.23	10.43
<b>Total</b>	<b>26.81</b>	<b>20.19</b>

## Note 20 : Other Current Liabilities

Particulars	As at March 31, 2020	As at March 31, 2019
Advances from customers	305.81	80.74
Statutory liabilities	81.33	123.32
<b>Total</b>	<b>387.14</b>	<b>204.06</b>

## Note 21 : Current Tax Assets/ Liabilities (Net)

Particulars	As at March 31, 2020	As at March 31, 2019
Provision for Taxation	993.77	888.18
Less: Advance Tax & TDS	916.61	1,014.69
Current Tax Liabilities (Net)	77.16	-
Current Tax Assets (Net)	-	126.51

## Note 22 : Revenue from operations

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>Sale of Products</b>		
<b>Finished Goods:</b>		
Within India	39,935.04	35,154.63
Outside India	270.93	430.69
Traded Goods	435.61	438.19
<b>Total Sales (A)</b>	<b>40,641.58</b>	<b>36,023.51</b>
<b>Other Operating Revenue:</b>		
Scrap Sale	143.22	148.74
<b>(B)</b>	<b>143.22</b>	<b>148.74</b>
<b>Other Operating Income:</b>		
Export Incentives	11.01	12.02
<b>(C)</b>	<b>11.01</b>	<b>12.02</b>
<b>Total (A+B+C)</b>	<b>40,795.81</b>	<b>36,184.27</b>

# Notes to the Financial Statements

(All amounts are in ₹ Lakh, except share data and where otherwise stated)

## Note 23 : Other Income

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>Interest Income earned on financial assets that are not designated as at FVTPL</b>		
Bank & Financial Institutions Deposits	1,007.90	1,147.07
Other Interest Income	-	0.05
<b>Other Income</b>		
Profit on Sale of Property, Plant & Equipment	5.10	5.67
Profit on Sale of Shares	-	6.02
Misc. Income	0.27	50.05
<b>Total</b>	<b>1,013.27</b>	<b>1,208.86</b>

## Note 24 : Cost of Materials Consumed

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Opening Stock of Raw Material	2,450.13	2,755.03
Add: Purchases of Raw Material	31,166.16	26,469.50
Less: Closing Stock of Raw Material	(3,875.12)	(2,450.13)
<b>Total</b>	<b>29,741.17</b>	<b>26,774.40</b>

## Note 25 : Changes in inventories of finished goods, WIP & stock in trade

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>Opening Stock</b>		
Finished/Semi Finished Goods	2,498.54	1,476.10
<b>(A)</b>	<b>2,498.54</b>	<b>1,476.10</b>
<b>Closing Stock</b>		
Finished/Semi Finished Goods	3,840.70	2,498.53
<b>(B)</b>	<b>3,840.70</b>	<b>2,498.53</b>
<b>Total (A-B)</b>	<b>(1,342.16)</b>	<b>(1,022.43)</b>

## Note 26 : Employee Benefit Expenses

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Salaries, Wages & Bonus	2,444.49	1,931.10
Contribution to provident and other funds	62.20	51.40
Gratuity	32.59	23.51
Compensated Absences	14.61	10.96
Staff welfare expenses	85.44	52.54
<b>Total</b>	<b>2,639.33</b>	<b>2,069.51</b>

During the year, the Company recognized an amount of ₹143.74 lakh (Year ended March 31, 2019 ₹164.11 lakh) as remuneration to key managerial personnel. The details of such remuneration is as below:

- Short term employee benefits	143.74
- Post employment benefits	-
<b>Total</b>	<b>143.74</b>



# Notes to the Financial Statements

(All amounts are in ₹ Lakh, except share data and where otherwise stated)

## Note 27 : Financial Costs

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>Interest expense:</b>		
- Term Loan	196.47	154.17
- Interest on cash credit	308.66	418.99
- Other borrowing cost	101.30	21.09
- On Account of IND AS 116 Leases	0.33	-
<b>Total</b>	<b>606.76</b>	<b>594.25</b>

## Note 28 : Depreciation and amortization

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Tangible assets	1,232.22	944.29
ROU Asset Amortisation	11.88	-
Intangible assets	25.88	25.01
<b>Total</b>	<b>1,269.98</b>	<b>969.30</b>

## Note 29 : Other Expenses

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Stores & Spares Consumed	725.60	778.17
Bank Charges	29.11	16.68
Rent	80.90	118.38
Rates, Fees & Taxes	28.92	42.78
Testing Charges	45.46	10.69
Insurance Expenses	36.21	14.07
Job Work Charges	75.24	70.83
Security Expense	63.36	43.25
Power & Fuel Expenses	1,284.29	1,238.55
Repair & Maintenance Expenses		
(i) Building	26.50	28.34
(ii) Plant & Machinery	66.97	63.83
(iii) Others	72.26	45.73
CSR Expenses	59.49	36.81
Legal & Professional Charges	128.64	86.06
Travelling & Conveyance Expenses	196.91	142.68
Communication Expenses	23.52	21.95
Difference in Exchange rate	129.91	18.39
Derivatives measured at FVTPL	-	31.32
Miscellaneous Expenses	42.89	60.85
Bad Debts/Loans & advances written off	-	54.92
Advertisement & Publicity	491.75	133.97
Sales Promotion Expenses	17.68	110.30
Other Selling Expenses	87.66	163.04
Freight Outward	925.04	610.10
Loss on Financial assets measured at FVTPL	4.11	11.46
<b>Total</b>	<b>4,642.42</b>	<b>3,953.15</b>

# Notes to the Financial Statements

(All amounts are in ₹ Lakh, except share data and where otherwise stated)

Legal & Professional charges include auditor's remuneration as follows:

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>To Statutory Auditors</b>		
For Audit (including quarterly reviews)	3.00	3.00
For Taxation Matters	1.00	1.00
For Out of Pocket Expenses	0.76	0.34
<b>Total</b>	<b>4.76</b>	<b>4.34</b>

## Note 30 : Tax Expenses

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>Income Tax</b>		
Current Tax on profits for the year	993.77	888.18
Adjustments for current tax of prior periods	-	0.76
<b>Total current tax expense (A)</b>	<b>993.77</b>	<b>888.94</b>
<b>Deferred Tax</b>		
(Decrease) / increase in deferred tax liabilities	(58.56)	110.79
<b>Total deferred tax expense/(benefit) (B)</b>	<b>(58.56)</b>	<b>110.79</b>
<b>Total</b>	<b>935.21</b>	<b>999.73</b>

Reconciliation of Tax expense and the accounting profit multiplied by India's Tax Rate for the year ended March 31, 2020:

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Profit before Income Tax expenses	3,771.66	3,392.83
Enacted Tax Rates in India	25.17%	29.12%
Computed Expected Income Tax Expense	949.25	987.99
Effect of Expenses Disallowed	354.46	(97.92)
Deduction	(563.61)	(5.82)
Others	253.67	3.93
Effect of prior period tax	993.77	888.18
Income tax expense recognized in statement of profit and loss	993.77	888.18

## Note 31: Earnings Per Share

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>a) Basic</b>		
Net Profit after Tax attributable to shareholders ( Amount in ₹)	28,52,56,554	23,93,09,359
Equity Shares outstanding at the beginning of the year	1,19,84,402	1,10,34,402
Add: Weighted average number of shares issued during the year	11,21,926	4,60,685
Weighted Average number of equity shares used to compute basic earning per share	1,31,06,328	1,14,95,087
Basic Earnings per share of ₹10/- each (March 31,2019: ₹10/- each)	21.76	20.82

# Notes to the Financial Statements

(All amounts are in ₹ Lakh, except share data and where otherwise stated)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>b) Diluted</b>		
Net Profit after Tax attributable to shareholders ( Amount in ₹)	28,52,56,554	23,93,09,359
Weighted Average number of equity shares of ₹10/- each ( March 31,2019: ₹10/- each) outstanding at the end of the year	1,44,69,402	1,39,80,087
Diluted Earnings Per share of ₹10/- each (March 31,2019: ₹10/- each)	19.71	17.12

The company does not have any potential equity shares and thus, weighted average number of shares for computation of basic EPS and diluted EPS remains same.

## Note 32 : Transition to IND AS 116

Effective April 1, 2019, the Company adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective method and has taken the cumulative adjustment to retained earnings, on the date of initial application. Consequently, the Company recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate and the right of use asset at its carrying amount as if the standard had been applied since the commencement date of the lease. Comparatives as at and for the year ended March 31, 2019 have not been retrospectively adjusted and therefore will continue to be reported under the accounting policies included as part of our Annual Report for year ended March 31, 2019.

On transition, the adoption of the new standard resulted in recognition of 'Right of Use' asset of ₹943.38 lakhs and a lease liability of ₹5.60 lakhs. The effect of this adoption is insignificant on the profit before tax, profit for the period and earnings per share. Ind AS 116 will result in an increase in cash inflows from operating activities and an increase in cash outflows from financing activities on account of lease payments.

The following is the summary of practical expedients elected on initial application:

- Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date
- Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term on the date of initial application
- Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application

Following are the changes in the carrying value of right of use assets for the year ended March 31, 2020:

Particulars	Category of ROU Asset Land	Total
<b>Balance as at April 1, 2019</b>	-	-
Reclassified on adoption of Ind AS 116	955.26	-
Additions	-	-
Deletions	-	-
Depreciation	11.88	-
<b>Balance as at March 31, 2020</b>	<b>943.38</b>	<b>-</b>

The aggregate depreciation expense on ROU assets is included under depreciation and amortization expense in the statement of Profit and Loss.

The following is the break-up of current and non-current lease liabilities as at March 31, 2020:

### Included in the Financial Statements as

Particulars	As at March 31, 2020
Current lease liability	-
Non-current lease liability	5.60
<b>Total</b>	<b>5.60</b>

## Notes to the Financial Statements

(All amounts are in ₹ Lakh, except share data and where otherwise stated)

The following is the movement in lease liabilities during the year ended March 31, 2020:

Particulars	For the year ended March 31, 2020
<b>Balance as at the beginning</b>	-
Additions	5.70
Finance Cost accrued during the period	0.33
Deletions	-
Payment of lease liabilities	0.42
<b>Balance as at the end</b>	<b>5.60</b>

The table below provides details regarding the contractual maturities of lease liabilities as at March 31, 2020 on an undiscounted basis:

Particulars	As at March 31, 2020
Less than one year	0.42
One to five years	2.11
More than five years	228.82
<b>Total</b>	<b>231.35</b>

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

Rental expense recorded for short-term leases was ₹80,89,000 for the year ended March 31, 2020.

### Note 33 : Payable to MSMED

Based on the details regarding the status of the supplier obtained by the company, there is no supplier covered under the Micro, Small and Medium Enterprises Development Act, 2006 (the Act). This has been relied upon by the auditors.

### Note 34 : Segment Information

The Company is engaged in manufacturing and trading of UPVC, CPVC, HDPE Pipes and Fittings. Information is reported to and evaluated regularly by the Operational Decision Maker (CODM) i.e. Managing Director for the purpose of resource allocation and assessing performance focuses on the business as whole. The CODM reviews the Company's performance focuses on the analysis of profit before tax at an overall entity level. Accordingly, there is no other separate reportable segment as defined by IND AS 108 "Operating Segments".

### Note 35 : Corporate Social Responsibility

The Corporate Social Responsibility (CSR) obligation for the year as computed by the Company and relied upon by the auditors is ₹59.49 lakh (for the year ended March 31, 2019: ₹36.81 lakh) CSR amount spent during the year is ₹ Nil (For the year ended March 31, 2019: ₹40.00 lakh)

### Note 36 : Employee Benefits Plan

#### a. General description of the employee Benefit Plan

The company has an obligation towards gratuity, unfunded defined benefit retirement plan covering eligible employees. The plan provides for lump sum payment to vested employees at retirement, death while in employment or on termination of the employment of an amount equivalent to 15 days/ one month salary, as applicable, payable for each completed year of service or part thereof in excess of six months in terms of Gratuity scheme of the company or as per payment of Gratuity Act, whichever is higher. Vesting occurs upon completion of five years of service.



# Notes to the Financial Statements

(All amounts are in ₹ Lakh, except share data and where otherwise stated)

## b. Plan typically exposes the company to actuarial risks such as : investment risks, interest rate risk, longevity risk and salary risk.

### Investment Risk

The present value of the defined benefit plan liability (denominated in Indian Rupee) is calculated using a discount risk which is determined by reference to market yields at the end of the reporting period on government bonds. Currently, for the plan in India, it has relatively balanced mix of investments in Insurance related products.

### Interest Rate Risk

A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt.

### Longevity Risk

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

### Salary Risk

The present value of the defined plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

No other post-retirement benefits are provided to the employees.

In respect of the plan in India, the most recent actuarial valuation of the plan assets and the present value of the defined benefit obligation were carried out as at March 31, 2010 by an actuary. The present value of the defined benefit obligation were carried out as at March 31, 2019 by an actuary. The present value of the defined benefit obligation, and the related current service cost and the past service cost, were measured using the projected unit credit method.

## Details of defined benefit plan -As per Actuarial valuation are as follows:

### Defined Contribution Plans

The Company has a defined contribution plan in respect of provident fund. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the Government. The obligation of the group is limited to the amount contributed and it has no further contractual nor any constructive obligation.

During the year, the Company has recognized the following amounts towards defined contribution plan in the Statement of Profit and Loss.

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Employer's Contribution to Provident Fund	62.20	51.40

Included in 'Contribution to provident and other funds' under Employee Benefits Expense (Refer Note 26)

## (i) Change in present value of obligation

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Present value of obligation as at the beginning of the period	83.50	56.49
Acquisition adjustment	-	-
Interest cost	6.40	4.36
Service cost	26.20	19.16
Past service cost including curtailment Gains/ Losses	-	-
Benefits paid	(2.45)	(1.94)
Total Actuarial (Gain)/Loss on obligation	9.94	5.43
<b>Present value of obligation as at the end of period</b>	<b>123.58</b>	<b>83.50</b>

## Notes to the Financial Statements

(All amounts are in ₹ Lakh, except share data and where otherwise stated)

### (ii) Liabilities recognized in the Balance Sheet

Particulars	As at March 31, 2020	As at March 31, 2019
Net defined benefit liability at the start of the period	83.50	56.49
Acquisition Adjustment	-	-
Total Service Cost	26.20	19.16
Net Interest cost (Income)	6.40	4.36
Re-measurements	9.94	5.43
Contribution paid to the fund	-	-
Benefit paid directly by the enterprise	(2.45)	(1.94)
Net defined benefit liability at the end of the period	123.58	-
Net Asset/(Liability) recognized in Balance Sheet	123.58	83.50
<b>Recognized Under :</b>		
Short Term Provision	13.58	9.76
Long Term Provision	110.01	73.74
<b>Total</b>	<b>123.58</b>	<b>83.50</b>

### (iii) Expense recognized in the Statement of Profit and Loss

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Total service cost	26.20	19.16
Interest cost	6.40	4.36
<b>Expenses recognized in the Statement of Profit &amp; Losses</b>	<b>32.59</b>	<b>23.51</b>

### (iv) Other Comprehensive Income (OCI)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Net cumulative unrecognized actuarial gain/ (loss) opening	-	-
Actuarial gain/ (loss) for the year on PBO	(9.94)	(5.43)
Actuarial gain/ (loss) for the year on Assets	-	-
<b>Unrecognized actuarial gain/ (loss) for the year</b>	<b>(9.94)</b>	<b>(5.43)</b>

### (v) Principal Actuarial assumptions

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Discount Rate per annum	0.068	7.66%
Salary Escalation rate per annum	0.055	5.50%
Retirement age	58 Years	58 Years
Mortality tables	IALM [2012-2014]	IALM [2006-2008]

# Notes to the Financial Statements

(All amounts are in ₹ Lakh, except share data and where otherwise stated)

## (vi) Sensitivity Analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is :

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>(a) Impact of the Change in Discount Rate</b>		
Present Value of Obligation at the end of the period	123.58	83.50
Increased by 0.50%	(7.19)	(4.75)
Decreased by 0.50%	7.93	5.23
<b>(b) Impact of the Change in Salary Increase</b>		
Present Value of Obligation at the end of the period	123.58	83.50
Increased by 0.50%	8.00	5.31
Decreased by 0.50%	(7.31)	(4.86)

## (vii) Defined benefit liability and employer contributions

The weighted average duration of the defined benefit obligation is 17.54 years in case of Gratuity. The expected maturity analysis of undiscounted gratuity is as follows:

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Less than a year	13.57	9.76
Between 1-2 years	3.61	2.08
Between 2-3 years	4.20	2.78
Between 3-4 years	2.42	2.94
Between 4-5 years	2.60	1.60
Between 5-6 years	3.31	1.35
More than 6 years	93.87	62.99
<b>Total</b>	<b>123.58</b>	<b>83.50</b>

## Note 37 : Contingent Liabilities

### Letters of Credit

Outstanding Letters of Credit provided by banks on behalf of the company is ₹9302.91 lakh ( March 31,2019: ₹5421.21 lakh)

Particulars	As at March 31, 2020	As at March 31, 2019
<b>(1) Disputed claims/levies in respect of Sales Tax:</b>		
- Reversal of input tax credit	28.79	132.08
- Regular Assessment Order passed (Ex parte)	669.46	-
	<b>698.25</b>	<b>132.08</b>
<b>(2) Disputed claims/levies in respect of Excise Duty:</b>		
- Availability of input credit	1.35	1.35
	<b>1.35</b>	<b>1.35</b>
<b>(3) Disputed claims/levies in respect of Customs Act:</b>		
- Rejection of transaction value	3.91	3.91
	<b>3.91</b>	<b>3.91</b>
<b>(4) Disputed claims/levies in respect of GST Act:</b>		
- Statutory forms	7.82	7.82
	<b>7.82</b>	<b>7.82</b>

# Notes to the Financial Statements

(All amounts are in ₹ Lakh, except share data and where otherwise stated)

Particulars	As at March 31, 2020	As at March 31, 2019
(5) Disputed claims/levies in respect of Income Tax	6.75	6.75
<b>Total</b>	<b>718.08</b>	<b>151.91</b>
<b>Less: Paid</b>	<b>7.82</b>	<b>7.82</b>
<b>Total (Net)</b>	<b>710.26</b>	<b>144.09</b>

No Provision has been considered necessary since the Company expects favorable decision in appeals.

## Note 38 : Capital & other commitments

Capital Commitments: Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) ₹496.19 (March 31, 2019: ₹140.95 lakh)

## Note 39 : Information on Related Party Transactions as required by Ind AS 24 - 'Related Party Disclosures' for the year ended March 31, 2020

Details of related parties:

### a) Key Managerial Personnel:

Name	Designation
Mr. Sameer Gupta	Managing Director
Mr. Sanjay Gupta	Director Non Executive
Mr. Saket Agarwal	Director Non Executive
Mr. Ajay Kumar Jain	Chief Financial Officer
Mr. Virendra Singh Verma*	Chief Executive Officer
Mr. Anand Kumar Pandey**	Company Secretary
Mr. Ankit Sharma***	Company Secretary

\*Virendra Singh Verma has relinquished office on March 30, 2019

\*\*Mr. Anand Kumar Pandey has relinquished office on June 30, 2019

\*\*\*Mr. Ankit Sharma has appointed as Company Secretary on August 12, 2019

### b) Relatives of Key Managerial Personnel of Parent Company who are under the employment of the Parent Company:

Name	Relation
Mrs. Saroj Rani Gupta	Mother of Mr. Sameer Gupta
Mrs. Meenakshi Gupta	Wife of Mr. Sameer Gupta
Mr. Vinay Gupta	Brother of Mr. Sameer Gupta

### c) Entities where Directors/Relatives of Directors have control/significant influence:

APL Apollo Tubes Limited  
 Shree Lakshmi Metal Udyog Limited  
 APL Infrastructure Private Limited  
 Apollo Metalex Private Limited  
 Apollo Tricoat Tubes Limited



# Notes to the Financial Statements

(All amounts are in ₹ Lakh, except share data and where otherwise stated)

## Transactions with Related Parties

Particulars	Relationship	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>Sale of Goods</b>			
APL Apollo Tubes Limited	Entity having Significant Influence	357.58	349.21
Apollo Metalex Private Limited	Entity having Significant Influence	170.64	187.42
Apollo Tricoat Tubes Limited	Entity having Significant Influence	7.04	-
<b>Sale of Property, Plant &amp; Equipment</b>			
Apollo Metalex Private Limited	Entity having Significant Influence	14.00	-
<b>Purchase of License</b>			
APL Apollo Tubes Limited	Entity having Significant Influence	41.21	73.28
Apollo Metalex Private Limited	Entity having Significant Influence	-	9.21
<b>Purchase of Goods</b>			
APL Apollo Tubes Limited	Entity having Significant Influence	96.49	91.13
Apollo Metalex Private Limited	Entity having Significant Influence	0.00	0.64
<b>Employee Benefit Expenses</b>			
Mr. Ajay Kumar Jain	Key Managerial Personnel	18.28	16.65
Mr. Virender Singh Verma***	Key Managerial Personnel	-	21.03
Mr. Anand Kumar Pandey	Key Managerial Personnel	1.84	6.63
Mr. Ankit Sharma	Key Managerial Personnel	5.58	-
<b>Reimbursement of Expenses</b>			
Mr. Ajay Kumar Jain	Key Managerial Personnel	5.42	-

Particulars	Relationship	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>Director Remuneration</b>			
Mr. Sameer Gupta	Key Managerial Personnel	120.00	119.80
<b>Share based payments</b>			
Mrs. Meenakshi Gupta	Relatives of Key Managerial Personnel	-	4,130.00
Mr. Sameer Gupta	Key Managerial Personnel	4,978.13	5,140.38
<b>Loans/Advances Received</b>			
Mr. Sameer Gupta	Key Managerial Personnel	-	7,276.00
<b>Repayment of Loans/Advances taken</b>			
Mr. Sameer Gupta	Key Managerial Personnel	-	7,043.20
Mrs. Meenakshi Gupta	Relatives of Key Managerial Personnel	-	173.00
<b>Loans/Advances Given</b>			
Mr. Ajay Kumar Jain	Key Managerial Personnel	-	15.00
Mr. Virender Singh Verma***	Key Managerial Personnel	-	5.00
<b>Repayment of Loans/Advances given</b>			
Mr. Ajay Kumar Jain	Key Managerial Personnel	4.00	4.00
<b>Rent Expense</b>			
Mrs. Saroj Rani Gupta	Relatives of Key Managerial Personnel	54.75	77.76

# Notes to the Financial Statements

(All amounts are in ₹ Lakh, except share data and where otherwise stated)

## Balance Outstanding at the end of Accounting Year

Particulars	Relationship	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>Trade Receivables</b>			
APL Apollo Tubes Limited	Entity having Significant Influence	-	31.08
Apollo Metalex Private Limited	Entity having Significant Influence	6.50	14.58
Apollo Tricoat Tubes Limited	Entity having Significant Influence	0.54	-
<b>Trade Payables</b>			
APL Apollo Tubes Limited	Entity having Significant Influence	30.04	-
<b>Loans/Advances (Net of Receipts &amp; Payments)</b>			
Sameer Gupta	Key Managerial Personnel	-	4,978.13
Ajay Kumar Jain	Key Managerial Personnel	7.00	11.00
Virendra Singh Verma	Key Managerial Personnel	-	5.00

## Note 40 : Financial Instruments

### Financial Instruments by Category

Particulars	As at March 31, 2020			As at March 31, 2019		
	FVTPL	FVTOCI	Amortized Cost	FVTPL	FVTOCI	Amortized Cost
<b>Financial Assets</b>						
Investments	6.03	30.54	-	10.14	25.68	-
Trade receivable	-	-	5,939.50	-	-	3,578.68
Cash and Bank Balances	-	-	12,798.37	-	-	14,744.12
Loans	-	-	23.02	-	-	26.11
Other Financial Assets	-	-	1,047.23	-	-	864.16
<b>Total Financial Assets</b>	<b>6.03</b>	<b>30.54</b>	<b>19,808.12</b>	<b>10.14</b>	<b>25.68</b>	<b>19,213.07</b>
<b>Financial Liabilities</b>						
Borrowings	-	-	7,759.11	-	-	9,674.08
Trade Payables	-	-	6,798.77	-	-	3,611.87
Other Financial Liabilities	-	-	2,150.57	-	-	2,191.74
<b>Total Financial Liabilities</b>	<b>-</b>	<b>-</b>	<b>16,708.45</b>	<b>-</b>	<b>-</b>	<b>15,477.69</b>

### Fair Value hierarchy

The following table provides an analysis of financial instruments that are measured at fair value and have been grouped into Level 1, Level 2 and Level 3 below:

As at March 31, 2020	Level 1	Level 2	Level 3
<b>Financial Assets</b>			
<b>Financial Investments at FVTPL</b>			
Quoted equity instruments	6.03	-	-
<b>Financial Investments at FVOCI</b>			
Unquoted equity instruments	-	-	30.54
<b>Total Financial Assets</b>	<b>6.03</b>	<b>-</b>	<b>30.54</b>

# Notes to the Financial Statements

(All amounts are in ₹ Lakh, except share data and where otherwise stated)

As at March 31, 2019	Level 1	Level 2	Level 3
<b>Financial Assets</b>			
<b>Financial Investments at FVTPL</b>			
Quoted equity instruments	10.14	-	-
<b>Financial Investments at FVOCI</b>			
Unquoted equity instruments	-	-	25.68
<b>Total Financial Assets</b>	<b>10.14</b>	<b>-</b>	<b>25.68</b>

**Level 1:** Quoted prices in the active market. This level of hierarchy includes financial assets that are measured by reference to quoted prices in the active market. This category consists of quoted equity shares and debt based open ended mutual funds.

**Level 2:** Valuation techniques with observable inputs. This level of hierarchy includes items measured using inputs other than quoted prices included within Level 1 that are observable for such items, either directly or indirectly. This level of hierarchy consists of debt based close ended mutual fund investments and over the counter (OTC) derivative contracts.

**Level 3:** Valuation techniques with unobservable inputs. This level of hierarchy includes items measured using inputs that are not based on observable market data (unobservable inputs). Fair value determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instruments nor based on available market data. The main item in this category are unquoted equity instruments.

The fair value of the financial assets are determined at the amount that would be received to sell an asset in an orderly transaction between market participants. The following methods and assumptions were used to estimate the fair values:

Investments in debt mutual funds: Fair value is determined by reference to quotes from the financial institutions, i.e., Net asset value (NAV) for investments in mutual funds declared by mutual fund house.

Quoted equity investments: Fair value is derived from quoted market prices in active markets.

Unquoted equity investments: Fair value is derived on the basis of income approach, in this approach the discounted cash flow method is used to capture the present value of the expected future economic benefits to be derived from the ownership of these investments.

## Note 41 : COVID-19

Manufacturing facilities of the Company in Dadri (Uttar Pradesh), Ahmedabad (Gujarat) and Tumkur (Karnataka) were closed on March 22, 2020 following countrywide lockdown due to COVID-19. The Company has since obtained required permissions and restarted its manufacturing facilities partially at Dadri (Uttar Pradesh), Ahmedabad (Gujarat) and Tumkur (Karnataka). Based on the immediate assessment of the impact of COVID-19 on the operations of the Company and ongoing discussions with customers, vendors and service providers, the Company is positive of serving customer orders and obtaining regular supply of raw materials and logistics services after resumption of the operations. In assessing recoverability of trade receivables, the Company has considered subsequent recoveries, past trends, credit risks profile of the customers based on their industry, macroeconomic forecasts and internal and external information available up to the date of issuance of these results. In assessing recoverability of inventories, the Company has considered the latest selling prices, customer orders on hand and margins. Based on the above assessment, the Company is of the view that carrying amounts of trade receivables and inventories are expected to be realisable. The impact of COVID-19 may be different from that estimated as at the date of approval of these financial results, the Company will continue to closely monitor the developments.

In the case of inventory, Management has performed the year-end 'wall to wall' inventory verification at each of its locations and again at a date subsequent to the year end in the presence of its internal auditor to obtain comfort over the existence and condition of Inventories as at March 31, 2020 including roll-back procedures etc.

# Notes to the Financial Statements

(All amounts are in ₹ Lakh, except share data and where otherwise stated)

## Note 42 : Financial Risk Management

The Company's management monitors and manages the financial risks relating to the operations of the Company. These risks include market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

The management reviews cash resources, implements strategies for foreign currency exposures and ensuring market risk limit and policies.

The company enters into Financial Instruments including Derivative Financial Instruments to minimize any adverse effect in its financial performance due to foreign exchange risk.

### (a) Market risk

Market risk is the risk of any loss in future earnings, in realizable fair values or in future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as result of changes in interest rates, foreign currency exchange rates, equity price fluctuations, liquidity and other market changes. Future specific market movements can not be normally predicted with reasonable accuracy.

### (i) Foreign currency risk

The Company's functional currency in Indian Rupees (INR). The Company undertakes transactions denominated in the foreign currencies; consequently, exposure to exchange rate fluctuations arise. Volatility in exchange rates affects the Company's revenue from export markets and the costs of imports, primarily in relation to raw material. The Company is exposed to exchange rate risk under its trade and debt portfolio.

Adverse movements in the exchange rate between the Rupee and any relevant foreign currency result's in the increase in the Company's overall debt positions in Rupee terms without the Company having incurred additional debt and favorable movements in the exchange rates will conversely result in reduction in the Company's receivable in foreign currency. In order to hedge exchange rate risk, the Company has a policy to hedge cash flows up to a specific tenure using forward exchange contracts and options. In respect of imports and other payables, the Company hedges its payable as when the exposure arises.

### Details of derivative instruments and unhedged foreign currency exposure :-

(1) The position of foreign currency exposure to the Company as at the end of the year are as follows :

Forward contract outstanding	Buy/Sell	As at March 31, 2020	As at March 31, 2019
USD in lakh	Buy	49.94	32.96
Equivalent amount in ₹ in lakh	Buy	3778.96	2,314.05

(2) The year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below:

Currency	As at March 31, 2020	As at March 31, 2019
<b>Payables:</b>		
USD in lakh	20.15	38.02
Equivalent amount in ₹ in lakh	1,468.40	2,628.96
<b>Receivables:</b>		
USD in lakh	0.002	-
Equivalent amount in ₹ in lakh	0.15	-
<b>Advance paid to vendors:</b>		
USD in lakh	2.00	0.87
Equivalent amount in ₹ in lakh	143.96	60.09
<b>Advance Received from Customers:</b>		
USD in lakh	-	0.06
Equivalent amount in ₹ in lakh	-	3.89



# Notes to the Financial Statements

(All amounts are in ₹ Lakh, except share data and where otherwise stated)

## (3) Sensitivity Analysis

The Company uses the sensitivity rate of 5% when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 5% change in foreign currency rates. In the opinion of the management, the sensitivity of increase or decrease of ₹ against the relevant foreign currencies is not material to the financial statement.

### (ii) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk because funds are borrowed at both fixed and floating interest rates. Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rate. The borrowings of the Company are principally denominated in ₹.

Particulars	As at March 31, 2020	As at March 31, 2019
Variable rate borrowings	4,804.65	3,493.45
Fixed rate borrowings	4,202.57	2,752.89
<b>Total borrowings</b>	<b>9,007.22</b>	<b>6,246.34</b>

As at the end of the reporting period, the company had the following variable rate borrowings outstanding:

Particulars	Balance	% of total loans
<b>As at March 31, 2020</b>		
Bank overdrafts, bank loans, Cash Credit	4,804.65	53.34%
<b>As at March 31, 2019</b>		
Bank overdrafts, bank loans, Cash Credit	3,493.45	55.93%

### Sensitivity

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates.

Particulars	Impact on profit after tax	
	Year ended March 31, 2020	Year ended March 31, 2019
Interest rates – increase by 50 basis points (50 bps)*	(17.03)	(12.43)
Interest rates – decrease by 50 basis points (50 bps)*	17.03	12.43

### (b) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and loans given. Credit risk arises from cash held with banks and financial institutions, as well as credit exposure to clients, including outstanding accounts receivables. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

### (c) Liquidity Risk

The Company has a liquidity risk management framework for managing its short term, medium term and long term sources of funding vis-à-vis short term and long term utilization requirement. This is monitored through a rolling forecast showing the expected net cash flow, likely availability of cash and cash equivalents, and available undrawn borrowing facilities.

# Notes to the Financial Statements

(All amounts are in ₹ Lakh, except share data and where otherwise stated)

## Maturities of financial liabilities

The table below analyses the company's all non-derivative financial liabilities into relevant maturity based on their contractual maturities. The amounts disclosed in the table are the contractual undiscounted cash flows.

### (d) Contractual maturities of financial liabilities :-

Particulars	Not later than 1 year	Between 1 and 5 years	Later than 5 years	Total
<b>Non-derivatives</b>				
<b>As at March 31, 2020</b>				
Borrowings	4,804.65	2,954.46	-	7,759.11
Interest accrued but not due on borrowings	37.58	-	-	37.58
Trade Payables	6,798.77	-	-	6,798.77
<b>Others</b>	-	-	-	-
<b>Total non-derivative liabilities</b>	<b>11,641.00</b>	<b>2,954.46</b>	<b>-</b>	<b>14,595.46</b>
<b>As at March 31, 2019</b>				
Borrowings	2,643.45	7,030.63	-	9,674.08
Interest accrued but not due on borrowings	20.25	-	-	20.25
Trade Payables	3,611.87	-	-	3,611.87
Others	-	-	-	-
<b>Total non-derivative liabilities</b>	<b>6,275.57</b>	<b>7,030.63</b>	<b>-</b>	<b>13,306.20</b>

## Note 43 : Capital management

### (a) Risk management

The Company being in a capital intensive industry, its objective is to maintain a strong credit rating, healthy capital ratios and establish a capital structure that would maximize the return to stakeholders through optimum mix of debt and equity.

The Company's capital requirement is mainly to fund its capacity expansion, repayment of principal and interest on its borrowings and strategic acquisitions. The principal source of funding of the Company has been, and is expected to continue to be, cash generated from its operations supplemented by funding from bank borrowings and the capital markets. The Company is not subject to any externally imposed capital requirements.

The Company regularly considers other financing and refinancing opportunities to diversify its debt profile, reduce interest cost and elongate the maturity of its debt portfolio, and closely monitors its judicious allocation amongst competing capital expansion projects and strategic acquisitions, to capture market opportunities at minimum risk.

The Company monitors its capital using gearing ratio, which is net debt divided to total equity. Net debt includes, interest bearing loans and borrowings less cash and cash equivalents, Bank balances other than cash and cash equivalents.

Particulars	As at March 31, 2020	As at March 31, 2019
Non current borrowings	2,954.46	7,030.63
Current maturities of non current borrowings	1,248.11	1,550.39
Current borrowings	4,804.65	2,643.45
Less: Cash and cash equivalents	2.74	6.10
Less: Bank balances other than cash and cash equivalents	12,795.63	14,738.02
<b>Total Debts</b>	<b>(3,791.15)</b>	<b>(3,519.65)</b>
<b>Total Equity</b>	<b>30,651.54</b>	<b>22,981.46</b>
<b>Gearing Ratio</b>	<b>-</b>	<b>-</b>

Equity includes all capital and reserves of the Company that are managed as capital.

# Notes to the Financial Statements

(All amounts are in ₹ Lakh, except share data and where otherwise stated)

## (b) Dividends

Particulars	As at March 31, 2020	As at March 31, 2019
Final dividend for the year ended March 31, 2020 of ₹ Nil (March 31, 2019 - ₹131.09 lakh)	-	131.09
Dividend not recognised at the end of the reporting	-	-
Dividend distribution tax	-	26.95

The board of directors did not recommended any dividend for the year ended March 31, 2020.

**Note 44 :** Previous year figures have been recasted, re-grouped and reclassified, wherever necessary to confirm to the current year classification.

### For VAPS & Co.

Firm Reg. No. 003612N  
Chartered Accountants

### Praveen Kumar Jain

Partner  
Membership No. 082515

Place : Delhi

Date : May 2, 2020

### For and On Behalf of the Board

### Sameer Gupta

Director  
DIN-00005209

### Ajay Kumar Jain

Chief Financial Officer

### Sanjay Gupta

Director  
DIN-00233188

### Ankit Sharma

Company Secretary

## NOTE

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**Cautionary statement**

This document contains statements about expected events and financial and operational results of Apollo Pipes Limited which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is a significant chance that the assumptions, predictions and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause assumptions, and actual results and events to differ materially from those expressed here.





## **APOLLO PIPES LIMITED**

(An ISO 9001-2015 Certified Company)

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