

12th May, 2023

The National Stock Exchange of India Limited

BSE Limited

NSE Symbol:

SCRIP Code:

Sub.: Annual Secretarial Compliance Report of Company for the financial year ended 31.03.2023 under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015



For Apollo Pipes Limited

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ANKIT SHARMA
Date: 2023.05.12
14:40:26 +05'30'

Ankit Sharma
Company Secretary
(ICSI M. No: A47854)

APOLLO PIPES LIMITED

Regd. Office : 37, Hargobind Enclave, Vikas Marg, Delhi-110092, India

Corporate Office : A-140, Sector 136, Noida (U.P.) - 201301

Manufacturing Unit : Dadri (U.P.), Sikandrabad (U.P.), Ahmedabad (Gujarat), Tumkur (Karnataka), Raipur (Chhattisgarh) India

Toll Free No.: 1800-121-3737

info@apollopipes.com | www.apollopipes.com | CIN : L65999DL1985PLC022723

Annual Secret

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Pipes

(b) the filings/ submissions made in compliance to the

(c) website of the

(d) any other relevant

certificatio

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for the year ended March U

(a) the Securities guidelines is

(b) the Securities VFU Ir qv/ fluf duv/ lhv dqg H fkdqjh Er dug ri Iqgld VHEL,

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time)
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (as amended from time to time)
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (as amended): **Not Applicable during the review period**
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (as amended from time to time)
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (as amended from time to time): **Not Applicable during the review period**
- (g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (as amended from time to time): **Not Applicable during the review period**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time)
- (i) (Other regulations as applicable) and circulars/ guidelines issued thereunder:
 - a) Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices related to Securities Market), Regulations 2003 (as amended from time to time)
 - b) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 (as amended from time to time)

Based on our examination and verification of the documents and records produced to us and according to the information and explanations given to us by the Company, we hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
1.	<p><u>Secretarial Standards:</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	-
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes	-
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website 	Yes	-
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	-
5.	<p><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></p> <p>(a) Identification of material subsidiary companies</p>	NA	During the review period, there were no subsidiaries of the Company

	(b) Disclosure requirement of material as well as other subsidiaries		
6.	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	-
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	-
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	<p>a) Yes</p> <p>b) NA</p>	As the company has obtained prior approval of Audit Committee for all related party transactions so point 8(b) is not applicable
9.	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	-
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	-
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder. except as provided under separate paragraph herein (**).</p>	Yes	-

12.	<u>Additional Non-compliances, if any:</u> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	-

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
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1.

	<p>waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor</p>	<p>NA</p> <p>NA</p> <p>NA</p>	<p>During the review period, there is no change in the statutory auditors of the Company</p>
3.	<p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.</p>	<p>NA</p>	<p>During the review period, there is no change in the statutory auditors of the Company</p>

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

S. No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response
Not Applicable									

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

S. No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response
1.	SEBI (Prohibition of Fraudulent and Unfair Trade Practices related to Securities Market), Regulations 2003	SEBI (Prohibition of Fraudulent and Unfair Trade Practices related to Securities Market), Regulations 2003	Contravention of provisions related to SEBI (Prohibition of Fraudulent and Unfair Trade Practices related to Securities Market), Regulations 2003 in the matter of APL Infrastructure Private Limited (Entity in which Mr. Sanjay Gupta Promoter of Apollo Pipes Limited is having	Securities and Exchange Board of India VHEL,	Restraining order by SEBI	Contravention of provisions related to SEBI (Prohibition of Fraudulent and Unfair Trade Practices related to Securities Market), Regulations 2003 in the matter of APL Infrastructure Private Limited (Entity in which Mr. Sanjay Gupta Promoter of Apollo Pipes Limited is	NA	The parties have filed appeals against the order(s) passed by the adjudicating officer dated May 31, 2021 before the required Securities Appellate Tribunal VDW1 During the period under review, there is no change in status in the said matter	APL Infrastructure Private Limited (Entity in which Mr. Sanjay Gupta Promoter of Apollo Pipes Limited is having significant influence) and Mr. Sanjay Gupta (Promoters of Apollo Pipes Limited) has been restrained from accessing the securities market vide SEBI order bearing no. WTM/AB/IVD/ID2/7987/2020-21 and WTM/AB/IVD/ID2/7989/2020-dated June 23, 2020.

significant influence) and in the matter of Mr. Sanjay Gupta (Promoter of Apollo Pipes Limited).

having significant influence) and in the matter of Mr. Sanjay Gupta (Promoter of Apollo Pipes Limited).

as the interim stay continues and the matters have not been finally disposed of.

Further, Mr. Sanjay Gupta has resigned from the position of the Director of the Company w.e.f. March 14, 2023 due to personal pre-occupations

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[REDACTED] lhv

Appellate Tribunal (SAT), on the respective appeals made by the said parties. Reportedly, the arguments are in the concluding stages. The next date of hearing in the matter is on May 15, 10 0 1 521.

									<p>While qdo VDW 1 Both the set of appeals (Against WTM Orders and AA Orders) have been clubbed together and the r q edh VDWlv hearing them together.</p>
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Assumptions & Limitation of Scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: New Delhi
Date: 12th May, 2023

For Anjali Yadav & Associates
Company Secretaries

ANJALI Digitally signed
by ANJALI
YADAV
Date: 2023.05.12
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Anjali Yadav
Proprietor
FCS No.: 6628
CP No.: 7257
UDIN: F006628E000293981
PR Unique Code: S2006DE715800
PR Certificate No.: 629/2019