

<b>General information about company</b>	
Scrip code	543411
NSE Symbol	HITECH
MSEI Symbol	NOTLISTED
ISIN	INE106T01025
Name of the entity	HI-TECH PIPES LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

**Annexure I**

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

Position of board of directors explanatory																			
Does the listed entity have a Regular Chairperson				Yes															
Is the Regular Chairperson related to MD or CEO				Yes															
				Disqualification of Directors under section 164 of the Companies Act, 2013															
DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of Chairperson in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)
01070123	Executive Director	Chairperson related to Promoter	MD	28-08-1957	No				Active	NA		02-01-1985	01-10-2022			1	0	1	0
00670250	Executive Director	Not Applicable		02-11-1984	No				Active	NA		19-02-2009	01-10-2022			1	0	1	0
01183098	Non-Executive - Independent Director	Not Applicable		08-02-1969	No				Active	NA		30-01-2018	30-01-2023		62.01	1	1	1	0
08058166	Non-Executive - Independent Director	Not Applicable		15-01-1957	No				Active	NA		30-01-2018	30-01-2023		62.01	1	1	2	1

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of Chairperson in Audit Stakeholder Committee held in listed entity (Refer Regulation 26(1) of Listing Regulations)
08679454	Non-Executive - Independent Director	Not Applicable		11-12-1958	No				Active	NA		22-01-2020	22-01-2020		38.1	1	1	4	3
08936325	Non-Executive - Independent Director	Not Applicable		28-06-1959	No				Active	NA		03-12-2020	03-12-2020		27.29	2	2	1	0

<b>Audit Committee Details</b>							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08679454	Neerja Kumar	Non-Executive - Independent Director	Chairperson	20-08-2020		
2	08058166	Prashant Kumar Saxena	Non-Executive - Independent Director	Member	30-01-2018		
3	00670250	Anish Bansal	Executive Director	Member	20-03-2015		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01183098	Vivek Goyal	Non-Executive - Independent Director	Chairperson	20-08-2020		
2	01070123	Ajay Kumar Bansal	Executive Director	Member	20-03-2015		
3	08058166	Prashant Kumar Saxena	Non-Executive - Independent Director	Member	30-01-2018		
4	08679454	Neerja Kumar	Non-Executive - Independent Director	Member	22-01-2020		

<b>Stakeholders Relationship Committee</b>							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08058166	Prashant Kumar Saxena	Non-Executive - Independent Director	Chairperson	20-08-2020		
2	08679454	Neerja Kumar	Non-Executive - Independent Director	Member	22-01-2020		
3	01070123	Ajay Kumar Bansal	Executive Director	Member	19-08-2016		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00670250	Anish Bansal	Executive Director	Chairperson	29-07-2021		
2	01070123	Ajay Kumar Bansal	Executive Director	Member	29-07-2021		
3	08936325	Mukesh Kumar Garg	Non-Executive - Independent Director	Member	29-07-2021		





<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

**Annexure 1**

**Annexure 1**

**III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	14-11-2022				Yes	6	6	4
2	24-11-2022		9		Yes	6	6	4
3		10-01-2023	46		Yes	6	6	4
4		28-01-2023	17		Yes	6	6	4
5		03-03-2023	33		Yes	6	5	4

**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	14-11-2022				Yes	3	3	2	0
2	Audit Committee	28-01-2023	74			Yes	3	3	2	0
3	Audit Committee	03-03-2023	33			Yes	3	3	2	0
4	Nomination and remuneration committee	14-11-2022				Yes	4	4	3	0
5	Nomination and remuneration committee	03-03-2023	108			Yes	4	3	3	0
6	Stakeholders Relationship Committee	28-01-2023				Yes	3	3	2	0

**Annexure 1**

**IV. Meeting of Committees**

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
7	Risk Management Committee	14-11-2022				Yes	3	3	1	0
8	Risk Management Committee	03-03-2023	108			Yes	3	2	1	0

**Annexure 1**

**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

**Annexure 1****VI. Affirmations**

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

**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	ARUN KUMAR
2	Designation	Company Secretary and Compliance Officer

## Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

### I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="https://hitechpipes.in/about/">https://hitechpipes.in/about/</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://hitechpipes.in/wp-content/uploads/2022/07/Terms_and_conditions_for_appointment_of_Independent_Directors.pdf">https://hitechpipes.in/wp-content/uploads/2022/07/Terms_and_conditions_for_appointment_of_Independent_Directors.pdf</a>
3	Composition of various committees of board of directors	Yes		<a href="https://hitechpipes.in/wp-content/uploads/2022/07/Composition_of_Committees_of_Board.pdf">https://hitechpipes.in/wp-content/uploads/2022/07/Composition_of_Committees_of_Board.pdf</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://hitechpipes.in/wp-content/uploads/2022/07/Code_of_Conduct_of_Directors_and_Senior_Management_Personnel.pdf">https://hitechpipes.in/wp-content/uploads/2022/07/Code_of_Conduct_of_Directors_and_Senior_Management_Personnel.pdf</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://hitechpipes.in/wp-content/uploads/2022/07/Vigil_Mechanism_Policy.pdf">https://hitechpipes.in/wp-content/uploads/2022/07/Vigil_Mechanism_Policy.pdf</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://hitechpipes.in/wp-content/uploads/2022/07/Criteria%20of%20making%20payments%20to%20Non%20Executive%20Directors.pdf">https://hitechpipes.in/wp-content/uploads/2022/07/Criteria%20of%20making%20payments%20to%20Non%20Executive%20Directors.pdf</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://hitechpipes.in/wp-content/uploads/2022/07/Policy_on_dealing_with_Related_Party_Transactions.pdf">https://hitechpipes.in/wp-content/uploads/2022/07/Policy_on_dealing_with_Related_Party_Transactions.pdf</a>



8	Policy for determining 'material' subsidiaries	Yes		<a href="https://hitechpipes.in/wp-content/uploads/2022/07/Policy_for_determining_Material_Subsiadiaries.pdf">https://hitechpipes.in/wp-content/uploads/2022/07/Policy_for_determining_Material_Subsiadiaries.pdf</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://hitechpipes.in/wp-content/uploads/2022/07/Familiarization_Programme_for_Independent_Directors.pdf">https://hitechpipes.in/wp-content/uploads/2022/07/Familiarization_Programme_for_Independent_Directors.pdf</a>

**Annexure II**

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

**I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://hitechpipes.in/investors/">https://hitechpipes.in/investors/</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="https://hitechpipes.in/investors/">https://hitechpipes.in/investors/</a>
12	Financial results	Yes		<a href="https://hitechpipes.in/investors/">https://hitechpipes.in/investors/</a>
13	Shareholding pattern	Yes		<a href="https://hitechpipes.in/investors/">https://hitechpipes.in/investors/</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously	NA		

	with submission to stock exchange			
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="https://hitechpipes.in/investors/">https://hitechpipes.in/investors/</a>
18	Credit rating or revision in credit rating obtained	Yes		<a href="https://hitechpipes.in/investors/">https://hitechpipes.in/investors/</a>
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		<a href="https://hitechpipes.in/investors/">https://hitechpipes.in/investors/</a>
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="https://hitechpipes.in/investor-old/">https://hitechpipes.in/investor-old/</a>
21	Materiality Policy as per Regulation 30	Yes		<a href="https://hitechpipes.in/wp-content/uploads/2022/07/Policy_for_determination_of_materiality_of_any_event_or_information.pdf">https://hitechpipes.in/wp-content/uploads/2022/07/Policy_for_determination_of_materiality_of_any_event_or_information.pdf</a>
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		<a href="https://hitechpipes.in/wp-content/uploads/2022/07/Dividend_Distribution_Policy_HI-TECH.pdf">https://hitechpipes.in/wp-content/uploads/2022/07/Dividend_Distribution_Policy_HI-TECH.pdf</a>
23	It is certified that these contents on the website of the listed entity are correct	Yes		<a href="https://hitechpipes.in/">https://hitechpipes.in/</a>

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6), (7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

**Annexure II**

**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

**Annexure II**

<b>Annexure II</b>		
1	Name of signatory	ARUN KUMAR
2	Designation	Company Secretary and Compliance Officer



**Annexure II**

**III. Affirmations**

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

**Annexure II**

<b>Annexure II</b>		
1	Name of signatory	ARUN KUMAR
2	Designation	Company Secretary and Compliance Officer

<b>Additional Half yearly Disclosure</b>		
Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	

**Text Block**

Textual Information(1)	Disclosure under Annexure IV of the format of Compliance report on Corporate Governance by the Listed Entities as per the SEBI Circular SEBI/HO/CFD/CMD-2/P/CIR/2021/567 dated May 31, 2021, is not applicable on the Company as the loan is provided by the Hi-Tech Pipes Limited to its subsidiary whose accounts are consolidated with Hi-Tech Pipes Ltd.
Textual Information(3)	Disclosure under Annexure IV of the format of Compliance report on Corporate Governance by the Listed Entities as per the SEBI Circular SEBI/HO/CFD/CMD-2/P/CIR/2021/567 dated May 31, 2021, is not applicable on the Company as the loan is provided by the Hi-Tech Pipes Limited to its subsidiary whose accounts are consolidated with Hi-Tech Pipes Ltd.

**Signatory Details**

<b>Signatory Details</b>	
Name of signatory	ARUN KUMAR
Designation of person	Company Secretary and Compliance Officer
Place	NEW DELHI
Date	20-04-2023

