

**Compliance Report on Corporate Governance**

1. Name of Listed Entity – PILANI INVESTMENT AND INDUSTRIES CORPORATION LIMITED

2. Quarter ending – 30<sup>TH</sup> JUNE, 2016

ANNEXURE-I

I. COMPOSITION OF BOARD OF DIRECTORS									
Title (Mr./Ms)	Name of Director	PAN & DIN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment in the Current term/cessation	Tenure	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	
Mr.	B. K. Birla	PAN- AEKPB3110L DIN-00055856	Non Executive	-	-	5	-	-	
Mr	Kumar Mangalam Birla	PAN- AEFPB5926H DIN-00012813	Non Executive	-	-	7	-	-	
Mr	D. K. Mantri	PAN- AIDPM1867C DIN- 00075664	Non Executive – Independent	-	5 Years	1	2	2	
Mr	A. V. Jalan	PAN- ACRPJ7082L DIN- 01455782	Non Executive	-	-	2	2	-	
Mr.	K. K. Daga	PAN- ADVPD6284H DIN-00897823	Non Executive – Independent	-	5 Years	1	2	-	
Ms.	Surbhi Singhi	PAN- AIBPK8344A DIN-03275338	Non Executive – Independent	06.11.2015	Upto the next Annual General Meeting	4	3	-	
Mr.	R. A. Makharja	PAN- AINPM9081G DIN-00103430	Executive Director	-	-	1	-	-	



## II. Composition of Committees

Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non Executive/Independent/Nominee) <sup>5</sup>
1. Audit Committee	1. Mr. D. K. Mantri	Non Executive – Independent-Chairperson
	2. Mr. K. K. Daga	Non Executive - Independent
	3. Mr. A. V. Jalan	Non Executive
2. Nomination & Remuneration Committee	1. Mr. D. K. Mantri	Non Executive – Independent-Chairperson
	2. Mr. K. K. Daga	Non Executive - Independent
	3. Mr. A. V. Jalan	Non Executive
3. Risk Management Committee	1. Mr. D. K. Mantri	Non Executive – Independent-Chairperson
	2. Mr. K. K. Daga	Non Executive - Independent
	3. Mr. R. A. Makharia	Executive
	4. Mr. N. K. Baheti	Chief Financial Officer
4. Stakeholders Relationship Committee	1. Mr. D. K. Mantri	Non Executive – Independent-Chairperson
	2. Mr. K. K. Daga	Non Executive - Independent
	3. Mr. A. V. Jalan	Non Executive

## III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
08/02/2016	30/05/2016	111 Days

## IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met(details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
<u>Audit Committee</u> 30/05/2016	YES	08/02/2016	111 Days
*This information has to be mandatorily be given for Audit Committee, for rest of the Committees giving this information is optional			

## V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

## VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - Audit Committee
  - Nomination & remuneration committee
  - Stakeholders relationship committee
  - Risk management committee (although applicable to the top 100 listed entities)
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 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.
- This report will be placed in the next meeting of the Board of Directors of the Company. Any comments/observations/advice of Board of Directors may be mentioned here:

For Pilani Investment and Industries Corporation Limited

R S Kashyap  
(Company Secretary)

