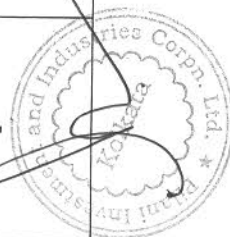


Compliance Report on Corporate Governance

ANNEXURE-I

1. Name of Listed Entity – PILANI INVESTMENT AND INDUSTRIES CORPORATION LIMITED
2. Quarter ending – 30TH SEPTEMBER, 2016

II. 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.	A. K. Kothari	PAN- AFLPK3831P DIN-00051900	Non Executive – Independent	25.07.2016	Upto the next Annual General Meeting	4	7	-	
Ms.	Surbhi Singhi	PAN- AIBPK8344A DIN-03275338	Non Executive – Independent	-	5 Years	4	3	-	



II. Composition of Committees

Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non Executive/Independent/Nominee) ^s
1. Audit Committee	1. Mr. D. K. Mantri	Non Executive – Independent-Chairperson
	2. Mr. A. K. Kothari	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. A.K. Kothari	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. A. K. Kothari	Non Executive - Independent
	3. Mr. N. K. Baheti	Chief Financial Officer
4. Stakeholders Relationship Committee	1. Mr. D. K. Mantri	Non Executive – Independent-Chairperson
	2. Mr. A. K. Kothari	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)
30/05/2016	11/08/2016	72 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
Audit Committee 11/08/2016	YES	30/05/2016	72 Days

**This information has to be mandatorily be given for Audit Committee, for rest of the Committees giving this information is optional*

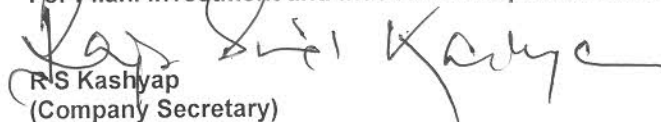
V. Related Party Transactions

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)

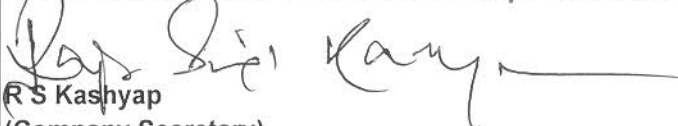


I Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the Nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" maybe indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance maybe given here.
3. If the Listed Entity would like to provide any other information, the same may be indicated here.

For Pilani Investment and Industries Corporation Limited


R S Kashyap
(Company Secretary)

