

Compliance Report on Corporate Governance

ANNEXURE- I

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

2. Quarter ending – **31ST MARCH, 2017**

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.	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	5	-	
Mr.	R. P. Pansari	PAN- AECPP3806M DIN-00869222	Executive (Managing Director)	14.02.2017	5 years (subject to the approval of the shareholders at the forthcoming Annual General Meeting)	2	2	2	



II. Composition of Committees

Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non Executive/Independent/Nominee) ⁵
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
	4. Ms. Surbhi Singhi	Non Executive - Independent
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
	4. Ms. Surbhi Singhi	Non Executive - Independent
3. Risk Management Committee	1. Mr. D. K. Mantri	Non Executive – Independent-Chairperson
	2. Mr. A. K. Kothari	Non Executive – Independent
	3. Shri R. P. Pansari	Managing Director
	4. 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
	4. Ms. Surbhi Singhi	Non Executive - Independent

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)
14/11/2016	14/02/2017	91 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> 14/02/2017	YES	14/11/2016	91 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
R S Kashyap
(Company Secretary)
12/4/17



Name: Pilani Investment and Industries Corporation Limited
Financial Year ended 31st March, 2017

I. Disclosure on website in terms of Listing Regulations		
Items	Compliance Status (Yes/No/NA) refer note below	
Details of Business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	N. A.	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	N. A.	
New name and the old name of the listed entity	N. A.	
II Annual Affirmations		
Particulars	Regulation Number	Compliance Status (Yes/No/NA) refer note below
<i>Independent director(s) have been appointed in terms of specified criteria of independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	N. A.
<i>Minimum information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audt Committee for all related party transactions</i>	23(2), (3)	N. A.



Approval for material related party transactions	23(4)	N. A.
Composition of Board of Directors of unlisted material subsidiary	24(1)	N. A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	N. A.
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25 (3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	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" may be indicated. Similarly, in case of the Listed Entity has no related party transactions, the words "N. A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

III. Affirmations

The Company has two wholly owned subsidiaries and those are not material in nature. However, the Company had framed "Policy on Material Subsidiaries". As the Company had no Material Subsidiaries, hence the question of compliance of Corporate Governance Requirements with respect to Subsidiaries are not applicable.

For Pilani Investment and Industries Corporation Limited

R S Kashyap
R S Kashyap
(Company Secretary)

19/4/17

