

**PILANI INVESTMENT AND INDUSTRIES CORPORATION LIMITED**

**Compliance Report on Corporate Governance**

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

2. Quarter ending : 30th June, 2020

Annexure- I

Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether Special Resolution passed? [Refer Regulations 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 post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mrs.	RAJASHREE BIRLA	AAFBB1583L	00022995	Non-Executive - Non Independent Director	Chairperson		15-09-1945	NA		27-08-2018				6	0	0	0
Mr.	DEVENDRA KUMAR MANTRI	AIDPM1867C	00075664	Non-Executive - Non Independent Director	Not Applicable		11-10-1956	NA		14-11-2019				1	0	1	1
Mr.	ANSHUMAN VIKRAM JALAN	ACRPJ7082L	01455782	Non-Executive - Non Independent Director	Not Applicable		01-12-1976	NA		30-10-2008	25-09-2019			2	0	2	0
Mr.	ARUN KUMAR KOTHARI	AFLPK3831P	00051900	Non-Executive - Independent Director	Not Applicable		10-07-1953	NA		25-07-2016	25-07-2016		60	3	1	6	1
Mr.	GIRIRAJ MAHESWARI	AHOPM3028M	00796252	Non-Executive - Independent Director	Not Applicable		06-05-1980	NA		17-04-2019	17-04-2019		60	2	2	3	0
Mr.	YAZDI PIROJ DANDIWALA	AACPD0318G	01055000	Non-Executive - Independent Director	Not Applicable		10-11-1950	NA		17-04-2019	17-04-2019		60	3	3	5	1
Mrs.	VANITA BHARGAVA	AFAPB8846A	07156852	Non-Executive - Independent Director	Not Applicable		01-03-1974	NA		10-07-2019	10-07-2019		60	3	3	4	0

Whether Regular Chairperson appointed - Yes

Whether Chairperson is related to Managing Director or CEO - No

## II. Composition of Committees

	Name of Committee	Whether Regular Chairperson appointed	Name of Committee members	Category (Chairperson/Executive/ Non Executive/ Independent/Nominee) \$	Date of Appointment	Date of cessation
1	Audit Committee	Yes	Mr A. K. Kothari	Chairperson- Non -Executive/ Independent	01-11-2019	
			Mr. A. V. Jalan	Non -Executive	30-10-2008	
			Mr. Giriraj Maheswari	Non -Executive/ Independent	30-05-2019	
			Mr. Yazdi P. Dandiwala	Non -Executive/ Independent	01-11-2019	
			Mrs. Vanita Bhargava	Non -Executive/ Independent	01-11-2019	
2	Nomination and Remuneration Committee	Yes	Mr. A. K. Kothari	Chairperson- Non -Executive/ Independent	14-11-2019	
			Mr. A. V. Jalan	Non -Executive	14-02-2014	
			Mr. Giriraj Maheswari	Non -Executive/ Independent	30-05-2019	
			Mr. Yazdi P. Dandiwala	Non -Executive/ Independent	14-11-2019	
			Mrs. Vanita Bhargava	Non -Executive/ Independent	14-11-2019	
3	Stakeholders Relationship Committee	Yes	Mr D. K. Mantri	Chairperson- Non -Executive	14-11-2019	
			Mr. A. K. Kothari	Non -Executive/ Independent	11-08-2016	
			Mr. A. V. Jalan	Non -Executive	13-08-2014	
			Mr. Giriraj Maheswari	Non -Executive/ Independent	30-05-2019	
			Mr. Yazdi P. Dandiwala	Non -Executive/ Independent	14-11-2019	
			Mrs. Vanita Bhargava	Non -Executive/ Independent	14-11-2019	
4	Corporate Social Responsibility Committee	Yes	Mrs. Rajashree Birla	Chairperson - Non- Executive	30-05-2019	
			Mr. A. K. Kothari	Non -Executive/ Independent	30-05-2017	
			Mr. A. V. Jalan	Non -Executive	30-05-2017	
			Mr. Giriraj Maheswari	Non -Executive/ Independent	30-05-2019	

### III. Meeting of Board of Directors

Sr. No.	Date(s) of meeting (if any) in the previous quarter	Date (s) of meeting (if any) in the current quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors Present *	Number of Independent Directors attending the meeting *	Maximum gap between any two consecutive (in number of days)
1	09-01-2020		Yes	4	2	-
2	13-02-2020		Yes	5	3	34
3		21-04-2020	Yes	5	2	67

### IV. Meeting of Committees

Sr. No.	Date(s) of meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors Present *	Number of Independent Directors attending the meeting *	Date(s) of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
1	-	-	-	-	13-02-2020	-

\* 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) refer note below
Whether prior approval of Audit Committee obtained	N.A.
Whether shareholders approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.

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 the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If Status id "No" details of non compliance may be given here.

## VI. Affirmations

- 1 The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 2 The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee (applicable to the top 500 listed entities) :N.A.
- 3 The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 4 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.
- 5 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**

**Sd/-**

**R S Kashyap  
(Company Secretary)**

**Date: 13.07.2020**