

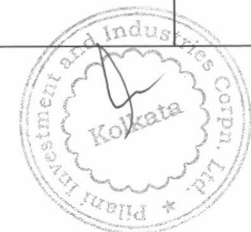
## Compliance Report on Corporate Governance

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

ANNEXURE- I

2. Quarter ending – 30<sup>TH</sup> SEPTEMBER, 2018

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 (in months)	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	-	-
Mrs.	Rajashree Birla	PAN- AAFPB1583L DIN-00022995	Non-Executive	27/08/2018	-	7	-	-
Mr	D. K. Mantri	PAN- AIDPM1867C DIN- 00075664	Non-Executive – Independent	-	60	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	-	60	3	6	-
Ms.	Surbhi Singhi	PAN- AIBPK8344A DIN-03275338	Non-Executive - Independent	-	60	4	5	-



## 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. 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. Mr. R. P. Pansari	Chief Executive Officer
	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)
17/05/2018	27/08/2018	89 Days
29/05/2018	12/09/2018	15 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 12/09/2018	YES	29/05/2018	105 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

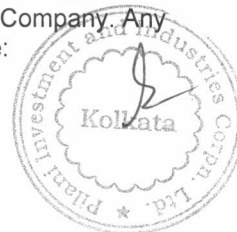
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

## 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)



<b>I Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
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*  
 R S Kashyap  
 (Company Secretary)

