

**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 September, 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       | AAFPB1583L | 00022995 | Non-Executive - Non Independent Director | Chairperson             |                         | 15-09-1945    | Yes   | 11-09-2020                         | 27-08-2018                  | 11-09-2020             |                   |                                | 6  | 0   | 0   | 0  |
| Mr.             | DEVENDRA KUMAR MANTRI | AIDPM1867C | 00075664 | Non-Executive - Non Independent Director | Not Applicable          |                         | 11-10-1956    | NA  |                                    | 14-11-2019                  | 11-09-2020             |                   |                                | 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                  | 24-08-2017             |                   | 60                             | 3  | 1   | 6   | 1  |
| Mr.             | GIRIRAJ MAHESWARI     | AHOPM3028M | 00796252 | Non-Executive - Independent Director     | Not Applicable          |                         | 06-05-1980    | NA  |                                    | 17-04-2019                  | 25-09-2019             |                   | 60                             | 2  | 2   | 3   | 0  |
| Mr.             | YAZDI PIROJ DANDIWALA | AACPD0318G | 01055000 | Non-Executive - Independent Director     | Not Applicable          |                         | 10-11-1950    | NA  |                                    | 17-04-2019                  | 25-09-2019             |                   | 60                             | 3  | 3   | 5   | 1  |
| Mrs.            | VANITA BHARGAVA       | AFAPB8846A | 07156852 | Non-Executive - Independent Director     | Not Applicable          |                         | 01-03-1974    | NA  |                                    | 10-07-2019                  | 25-09-2019             |                   | 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          |                   |
| 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          |                   |
|   |   |                                       | Mr. D. K. Mantri          | Non -Executive  | 15-09-2020          |                   |

### 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       | 21-04-2020  |   | Yes  | 5                             | 2   | -   |
| 2       |   | 30-07-2020  | Yes  | 7                             | 4   | 99  |
| 3       |   | 15-09-2020  | Yes  | 6                             | 3   | 46  |

### 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       | 30-07-2020  | Yes  | 5                             | 4   | -   | -  |
| 2       | 15-09-2020  | Yes  | 4                             | 3   | -   | 46   |

\* 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: 09-10-2020**

**Half Yearly Affirmation- 30th September, 2020**

| <b>Annexure III</b>      |  |                                      |                                      |   |
|--------------------------|--|--------------------------------------|--------------------------------------|---|
| <b>III. Affirmations</b> |  |                                      |                                      |   |
| <b>Sr</b>                | <b>Particulars</b>   | <b>Regulation Number</b>             | <b>Compliance Status (Yes/No/NA)</b> | <b>If status is "No" details of non-compliance may be given here.</b> |
| 1                        | 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                                  |   |
| 2                        | Presence of Chairperson of Audit Committee at the Annual General Meeting   | 18(1)(d)                             | Yes                                  |   |
| 3                        | Presence of Chairperson of the nomination and remuneration committee at the annual general meeting   | 19(3)                                | Yes                                  |   |
| 4                        | Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting  | 20(3)                                | Yes                                  |   |
| 5                        | 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
- 2 If Status id "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.

**For Pilani Investment and Industries Corporation Limited**

Sd/-

**R S Kashyap**  
**(Company Secretary)**

**Date: 09-10-2020**