

CORPORATE GOVERNANCE REPORT OF PILANI INVESTMENT AND INDUSTRIES CORPORATION LIMITED FOR THE QUARTER ENDED 31.03.2024

[Home](#)[Validate](#)

General information about company

Scrip code	539883
NSE Symbol	PILANIINVS
MSEI Symbol	NOTLISTED
ISIN	INE417C01014
Name of the entity	PILANI INVESTMENT AND INDUSTRIES CORPORATION LIMITED
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Yearly
Date of Report	31-03-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

Enter the quarter ended date only

[Prev](#)[Next](#)

Annexure 1
Annexure 1 to be submitted by listed entity on quarterly basis
I. Composition of Board of Directors

Disclosure of roles on composition of board of directors explanatory																										
Whether the listed entity has a Regular Chairperson																										
Whether Chairperson is related to MD or CEO																										
Disqualification of Directors under section 164 of the Companies Act, 2013																										
Sr	Sl No. (M / W)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? (Refer Reg. 17(3A) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Turnover of director (in month)	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 26(2) of Listing Regulations & 17A(2))	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(2) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(2) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
ADD	DELETE																									
1	MR	RAKESH K BISHA	AAPF9136N	00022991	Non-Executive - Independent Director	Chairman		15-09-1949	No				Active	Yes	09-08-2012	27-08-2018	09-09-2022			4	0	0	0			
2	MR	DEVIENDRA KISHAN MANDHI	AJTFN43617C	00075664	Non-Executive - Non Independent Director			11-10-1956	No				Active	NA		14-11-2019	05-09-2022			1	0	1	1			
3	MR	ANANDHARAN VISWANATHAN	AJDT07082L	01052782	Non-Executive - Non Independent Director			01-12-1976	No				Active	NA		09-10-2008	16-09-2021			2	0	2	0			
4	MR	ARUN KUMAR KOTNAR	AJLW3881P	00051900	Non-Executive - Independent Director			05-07-1953	No				Active	NA		25-07-2016	25-07-2024	50.00		3	1	0	1			
5	MR	GURJAN MAHEGWANI	AJGDM9233M	06760212	Director			06-06-1980	No				Active	NA		17-08-2019	17-08-2019	50.00		2	2	3	0			
6	MR	HANU PIPRI DANDAWALA	AACF00118G	01051000	Non-Executive - Independent Director			09-11-1950	No				Active	NA		17-04-2019	17-04-2019	50.00		5	1	7	1			
7	MR	VANU TA BHANUVA	AJAP88865A	01214812	Director			01-03-1974	No				Active	NA		10-07-2019	10-07-2019	50.00		4	0	0	0			

Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	<input type="button" value="Add Notes"/>

For this quarter kindly note the following points:

1. Date of Appointment and Date of Cessation (if applicable) must be mandatorily filled for every Committee.
2. Date of Appointment can be any day upto September 30, 2022.
3. Date of Cessation must be for the current quarter only, i.e. July 1,2022 to September 30,2022

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00051900	ARUN KUMAR KOTHARI	Non-Executive - Independent Director	Chairperson	01-11-2019		
2	01455782	ANSHUMAN VIKRAM JALAN	Non-Executive - Non Independent Director	Member	30-10-2008		
3	00796252	GIRIRAJ MAHESWARI	Non-Executive - Independent Director	Member	30-05-2019		
4	01055000	YAZDI PIROJ DANDIWALA	Non-Executive - Independent Director	Member	01-11-2019		
5	07156852	VANITA BHARGAVA	Non-Executive - Independent Director	Member	01-11-2019		
6							
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00051900	ARUN KUMAR KOTHARI	Non-Executive - Independent Director	Chairperson	14-11-2019		
2	01455782	ANSHUMAN VIKRAM JALAN	Non-Executive - Non Independent Director	Member	14-02-2014		
3	00796252	GIRIRAJ MAHESWARI	Non-Executive - Independent Director	Member	30-05-2019		
4	01055000	YAZDI PIROJ DANDIWALA	Non-Executive - Independent Director	Member	14-11-2019		
5	07156852	VANITA BHARGAVA	Non-Executive - Independent Director	Member	14-11-2019		
6							
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00075664	DEVENDRA KUMAR MANTRI	Non-Executive - Non Independent Director	Chairperson	14-11-2019		
2	00051900	ARUN KUMAR KOTHARI	Non-Executive - Independent Director	Member	11-08-2016		
3	01455782	ANSHUMAN VIKRAM JALAN	Non-Executive - Non Independent Director	Member	13-08-2014		
4	00796252	GIRIRAJ MAHESWARI	Non-Executive - Independent Director	Member	30-05-2019		
5	01055000	YAZDI PIROJ DANDIWALA	Non-Executive - Independent Director	Member	14-11-2019		
6	07156852	VANITA BHARGAVA	Non-Executive - Independent Director	Member	14-11-2019		
7							
8							
9							
10							

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00075664	DEVENDRA KUMAR MANTRI	Non-Executive - Non Independent Director	Chairperson	14-11-2019		
2	00051900	ARUN KUMAR KOTHARI	Non-Executive - Independent Director	Member	11-08-2016		
3	01455782	ANSHUMAN VIKRAM JALAN	Non-Executive - Non Independent Director	Member	14-11-2019		
4	00796252	GIRIRAJ MAHESWARI	Non-Executive - Independent Director	Member	14-11-2019		
5	99999999	RAJENDRA PRASAD PANSARI	CHIEF EXECUTIVE OFFICER	Member	14-02-2017		1
6	99999999	JAYANT KUMAR SINGHANIA	CHIEF FINANCIAL OFFICER	Member	14-11-2019		2
7							
8							
9							
10							

SHRI RAJENDRA PRASAD PANSARI, CHIEF EXECUTIVE OFFICER IS THE MEMBER OF THE RISK MANAGEMENT COMMITTEE
 SHRI JAYANT KUMAR SINGHANIA, CHIEF FINANCIAL OFFICER IS THE MEMBER OF THE RISK MANAGEMENT COMMITTEE.

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00022995	RAJASHREE BIRLA	Non-Executive - Non Independent Director	Chairperson	30-05-2019		
2	00075664	DEVENDRA KUMAR MANTRI	Non-Executive - Non Independent Director	Member	15-09-2020		
3	00051900	ARUN KUMAR KOTHARI	Non-Executive - Independent Director	Member	30-05-2017		
4	01455782	ANSHUMAN VIKRAM JALAN	Non-Executive - Non Independent Director	Member	30-05-2017		
5	00796252	GIRIRAJ MAHESWARI	Non-Executive - Independent Director	Member	30-05-2019		
6							
7							
8							
9							
10							

[Home](#)[Validate](#)**Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory

[Add Notes](#)

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	07-11-2023			Yes	7	7	4
2	13-02-2024	97		Yes	7	4	2

[Add](#)[Delete](#)[Prev](#)[Next](#)

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory

Add Notes

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)	
1	Audit Committee	07-11-2023				Yes	5	5	4	0	
2	Audit Committee	13-02-2024	97			Yes	5	2	2	0	
3	Nomination and remuneration committee	07-11-2023				Yes	5	5	4	0	
4	Nomination and remuneration committee	13-02-2024	97			Yes	5	2	2	0	
5	Corporate Social Responsibility Committee	13-02-2024				Yes	5	3	1	0	
6	Stakeholders Relationship Committee	13-02-2024				Yes	6	3	2	0	
7	Risk Management Committee	03-01-2024				Yes	4	3	1	2	

Add Delete

Prev

Next

[Home](#)[Validate](#)

Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter

No

Other details of cyber security incidence or breaches or loss of data event

[Add Notes](#)

Number of cyber security incidence or breaches or loss of data event occurred during the quarter

Sr.	Date of the event	Brief details of the event
-----	-------------------	----------------------------

[Home](#)[Validate](#)**Annexure 1****V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	NA	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	
Disclosure of notes on related party transactions			Add Notes
Disclosure of notes of material transaction with related party			Add Notes

[Prev](#)[Next](#)

[Home](#)[Validate](#)

Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	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.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Add Notes

[Prev](#)[Next](#)

This Report will be placed in the next meeting of the Board of Directors of the Company. The previous quarter report was placed before the Board of Directors.

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	R S KASHYAP
2	Designation	Company Secretary and Compliance Officer

[Home](#)[Validate](#)**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.pilaniinvestment.com
2	Terms and conditions of appointment of independent directors	Yes		www.pilaniinvestment.com
3	Composition of various committees of board of directors	Yes		www.pilaniinvestment.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.pilaniinvestment.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.pilaniinvestment.com
6	Criteria of making payments to non-executive directors	NA		
7	Policy on dealing with related party transactions	Yes		www.pilaniinvestment.com
8	Policy for determining 'material' subsidiaries	Yes		www.pilaniinvestment.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.pilaniinvestment.com
10	Email address for grievance redressal and other relevant details	Yes		www.pilaniinvestment.com
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.pilaniinvestment.com
12	Financial results	Yes		www.pilaniinvestment.com
13	Shareholding pattern	Yes		www.pilaniinvestment.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.pilaniinvestment.com
18	Credit rating or revision in credit rating obtained	Yes		www.pilaniinvestment.com
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.pilaniinvestment.com
20	Secretarial Compliance Report	Yes		www.pilaniinvestment.com
21	Materiality Policy as per Regulation 30 (4)	Yes		www.pilaniinvestment.com
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		www.pilaniinvestment.com
23	Disclosures under regulation 30(8)	Yes		www.pilaniinvestment.com
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend Distribution policy as per Regulation 43A(1)	Yes		www.pilaniinvestment.com
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		www.pilaniinvestment.com
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		www.pilaniinvestment.com
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		www.pilaniinvestment.com
29	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]		Add Notes	

[Prev](#)[Next](#)

[Home](#)[Validate](#)

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	NA	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
32	Approval for material related party transactions	23(4)	NA	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA	
Any other information to be provided				Add Notes

[Prev](#)[Next](#)

Annexure II

1	Name of signatory	R S Kashyap
2	Designation	Company Secretary and Compliance Officer

[Home](#)[Validate](#)

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
Any other information to be provided		Add Notes

[Prev](#)[Next](#)

Annexure II		
1	Name of signatory	R S Kashyap
2	Designation	Company Secretary and Compliance Officer

[Home](#)[Validate](#)

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Add Notes		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below		The Figure should be mentioned in Actual INR only	
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0.00	0.00	
Promoter Group or any other entity controlled by them	0.00	0.00	
Directors (including relatives) or any other entity controlled by them	0.00	0.00	
KMPs or any other entity controlled by them	0.00	0.00	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them		0	0.00
Promoter Group or any other entity controlled by them		0	0.00
Directors (including relatives) or any other entity controlled by them		0	0.00
KMPs or any other entity controlled by them		0	0.00
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them		0	0.00
Promoter Group or any other entity controlled by them		0	0.00
Directors (including relatives) or any other entity controlled by them		0	0.00
KMPs or any other entity controlled by them		0	0.00
(D) Additional Information			Add Notes
II. Affirmations			
Affirmations	Compliance Status	Company Remarks	
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to	Yes	Add Notes	
Name	J K Singhanian		
Designation	CFO		
Place	Kolkata		
Date	15-04-2024		

[Prev](#)[Next](#)

THE PARTICULAR POINT IS NOT APPLICABLE IN OUR CASE.
 HOWEVER YES IS ANSWERED AS BECAUSE THERE IS NO OPTION FOR CHOOSING "NOT APPLICABLE"

[Home](#)[Validate](#)

Signatory Details

Name of signatory	R S Kashyap
Designation of person	Company Secretary and Compliance Officer
Place	Kolkata
Date	15-04-2024

[Prev](#)