

Compliance Report on Corporate Governance

1. Name of Listed Entity – PILANI INVESTMENT AND INDUSTRIES CORPORATION LIMITED
2. Quarter ending – 30th JUNE, 2019

ANNEXURE- I

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	Ceased to be Director with effect from 01/04/2019	N.A	N.A	N.A	N.A
Mrs.	Rajashree Birla	PAN- AAFPB1583L DIN-00022995	Non-Executive	27/08/2018	-	6	-	-
Mr	D. K. Mantri	PAN- AIDPM1867C DIN- 00075664	Non-Executive – Independent	29/08/2014	60	1	2	2
Mr	A. V. Jalan	PAN- ACRPJ7082L DIN- 01455782	Non-Executive	30/10/2008	-	2	2	-
Mr.	A. K. Kothari	PAN- AFLPK3831P DIN-00051900	Non-Executive – Independent	25/07/2016	60	3	6	-
Mr.	Giriraj Maheswari	PAN- AHOPM3028M DIN- 00796252	Non-Executive – Independent	17/04/2019	Upto the ensuing Annual General Meeting	2	2	-
Mr.	Yazdi P. Dandiwala	PAN- AACPD0318G DIN- 01055000	Non-Executive – Independent	17/04/2019	Upto the ensuing Annual General Meeting	3		1



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. Mr. Giriraj Maheswari	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. Mr. Giriraj Maheswari	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. Mr. Giriraj Maheswari	Non-Executive - Independent
5. Corporate Social Responsibility Committee	1. Mrs. Rajashree Birla	Non-Executive - Chairperson
	2. Mr. D. K. Mantri	Non-Executive - Independent
	3. Mr. A. K. Kothari	Non-Executive - Independent
	4. Mr. A. V. Jalan	Non-Executive
	5. Mr. Giriraj Maheswari	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)
11/02/2019		
31/03/2019	30/05/2019	59 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 29/05/2019	YES- 2 members present	11/02/2019	106 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) :NA
- 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
(Company Secretary) 11/7/19

