

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 2019.

Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	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	27-08-2018				6	0	0	0
Mr	D. K. MANTRI	AIDPM1867C	00075664	Non-Executive - Independent Director	Not Applicable		11-10-1956	27-06-2008	29-08-2014	25-09-2019	0	0	0	0	0
Mr	A. V. JALAN	ACRP17082L	01455782	Non-Executive - Non Independent Director	Not Applicable		01-12-1976	30-10-2008	25-09-2019			2	0	2	0
Mr	A. K. KOTHARI	AFLPK3831P	00051900	Non-Executive - Independent Director	Not Applicable		10-07-1953	25-07-2016	25-07-2016			3	1	6	0
Mr	GIRIRAJ MAHESWARI	AHOPM3028M	00796252	Non-Executive - Independent Director	Not Applicable		06-05-1980	17-04-2019	17-04-2019			2	2	2	0
Mr	YAZDI PIROJ DANDIWALA	AACPD0318G	01055000	Non-Executive - Independent Director	Not Applicable		10-11-1950	17-04-2019	17-04-2019			3	3	3	1
Mrs	VANITA BHARGAVA	AFAPB8846A	07156852	Non-Executive - Independent Director	Not Applicable		01-03-1974	10-07-2019	10-07-2019			2	2	1	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 D. K. Mantri Mr. A. K. Kothari Mr. A. V. Jalan Mr. Giriraj Maheswari	Chairperson- Non -Executive/ Independent Non -Executive/ Independent Non -Executive Non -Executive/ Independent	27-06-2008 25-07-2016 30-10-2008 30-05-2019	25-09-2019
2	Nomination and Remuneration Committee	Yes	Mr D. K. Mantri Mr. A. K. Kothari Mr. A. V. Jalan Mr. Giriraj Maheswari	Chairperson- Non -Executive/ Independent Non -Executive/ Independent Non -Executive Non -Executive/ Independent	14-02-2014 14-11-2016 14-02-2014 30-05-2019	25-09-2019
3	Stakeholders Relationship Committee	Yes	Mr D. K. Mantri Mr. A. K. Kothari Mr. A. V. Jalan Mr. Giriraj Maheswari	Chairperson- Non -Executive/ Independent Non -Executive/ Independent Non -Executive Non -Executive/ Independent	13-08-2014 11-08-2016 13-08-2014 30-05-2019	25-09-2019
4	Corporate Social Responsibility Committee	Yes	Mrs. Rajashree Birla Mr D. K. Mantri Mr. A. K. Kothari Mr. A. V. Jalan Mr. Giriraj Maheswari	Chairperson - Non -Executive Chairperson- Non -Executive/ Independent Non -Executive/ Independent Non -Executive Non -Executive/ Independent	30-05-2019 27-05-2014 30-05-2017 30-05-2017 30-05-2019	25-09-2019



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	30-05-2019		Yes	3	2	
2		10-07-2019	Yes	5	3	40
3		14-08-2019	Yes	5	3	34

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	13-08-2019- Audit Committee	Yes	3	2	29-05-2019	75

* 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:

- 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.
- If Status is "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 (although applicable to the top 100 listed entities) :NA
- 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


R S Kashyap

(Company Secretary)

Date: 10.10.2019



III. Affirmations
Annexure III

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
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)	No	Shri D. K. Mantri, Chairperson of Audit Committee could not attend the Annual General Meeting due to his cessation as Director of the Company w.e.f 25.09.2019.
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No	Shri D. K. Mantri, Chairperson of Nomination and Remuneration Committee could not attend the Annual General Meeting due to his cessation as Director of the Company w.e.f 25.09.2019.
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	No	Shri D. K. Mantri, Chairperson of Stakeholder Relationship Committee could not attend the Annual General Meeting due to his cessation as Director of the Company w.e.f 25.09.2019.
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/NA. 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 is "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 Piliani Investment and Industries Corporation Limited

R S Kashyap
R S Kashyap
(Company Secretary)
Date: 10.10.2019

