

CORPORATE GOVERNANCE REPORT OF PILANI INVESTMENT AND INDUSTRIES CORPORATION LIMITED FOR THE QUARTER ENDED 31.12.2023

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	Quarterly
Date of Report	31-12-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

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Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory		Add Notes																							
Whether the listed entity has a Regular Chairperson				Yes																					
Whether Chairperson is related to MD or CEO				No																					
Disqualification of Directors under section 164 of the Companies Act, 2013																									
Sr	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 the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? (Refer Reg. 17(2A) 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) & 17A(2))	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 20(1) of Listing Regulations)	No of past of Chairperson in Audit/ Stakeholder Committee including this listed entity (Refer Regulation 20(2) of Listing Regulations)	Notes for not providing PAN	Notes for not providing date
Add		Delete																							
1	Ms	RAJSHREE BIJA		00022995	Non-Executive - Non Independent Director	Chairperson		15-05-1985	No				Active	Yes	09-09-2022	27-08-2018	09-09-2022			6	0	0	0		
2	Mr	DEVENDRA KUMAR MANTRI		00079664	Non-Executive - Non Independent Director	Not Applicable		11-09-1956	No				Active	NA		14-11-2019	09-09-2023			2	0	1	1		
3	Mr	ANSHUMAN VIKRAM JALAN		01451782	Non-Executive - Non Independent Director	Not Applicable		01-12-1976	No				Active	NA		30-10-2008	16-09-2021			2	0	2	0		
4	Mr	ARUN KUMAR KOTHARI		00051900	Non-Executive - Independent Director	Not Applicable		10-07-1953	No				Active	NA		25-07-2016	25-07-2021		89.00	3	1	6	1		
5	Mr	SIBIRAJ MANESWAR		00798212	Non-Executive - Independent Director	Not Applicable		08-05-1980	No				Active	NA		17-04-2019	17-04-2023		56.00	2	2	3	0		
6	Mr	HANZI PIRCH DANDIWALA		01055000	Non-Executive - Independent Director	Not Applicable		18-11-1950	No				Active	NA		17-04-2019	17-04-2023		56.00	4	4	7	1		
7	Ms	VANITA BHARGAVA		07168812	Non-Executive - Independent Director	Not Applicable		01-01-1974	No				Active	NA		10-07-2019	10-07-2023		53.00	4	4	6	0		

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Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	<input style="background-color: #A52A2A; color: white; border: none; padding: 2px 10px;" 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		
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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		
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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		
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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		6
6	99999999	JAYANT KUMAR SINGHANIA	CHIEF FINANCIAL OFFICER	Member	14-11-2019		7
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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		
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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*
<p>Add Delete</p>							
1	09-08-2023			Yes	7	7	4
2	07-11-2023	89		Yes	7	7	4

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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)
		Add Delete								
1	Audit Committee	09-08-2023				Yes	5	5	4	0
2	Audit Committee	07-11-2023	89			Yes	5	5	4	0
3	Nomination and remuneration committee	09-08-2023				Yes	5	5	4	0
4	Nomination and remuneration committee	07-11-2023	89			Yes	5	5	4	0

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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

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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

Date of the event

Brief details of the event

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

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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.

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

Signatory Details

Name of signatory	R S KASHYAP
Designation of person	Company Secretary and Compliance Officer
Place	KOLKATA
Date	15-01-2024

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