

# PILANI INVESTMENT AND INDUSTRIES CORPORATION LIMITED

## INTEGRATED GOVERNANCE REPORT FOR THE QUARTER ENDED 31ST MARCH, 2025

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General information about company		
Scrip code	539883	Enter the quarter ended date only
NSE Symbol	PILANIINVS	
MSEI Symbol	NOTLISTED	
ISIN	INE417C01014	
Name of the entity	PILANI INVESTMENT AND INDUSTRIES CORPORATION LIMITED	
Date of start of financial year	01-04-2024	
Date of end of financial year	31-03-2025	
Reporting Quarter Type	Yearly	
Date of Quarter Ending	31-03-2025	
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	Yes	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	Yes	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	No	<button>Add Notes</button>
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	No	<button>Add Notes</button>
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	No	<button>Add Notes</button>
Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity?	No	<button>Add Notes</button>
Risk management committee	Applicable	
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities	
Is SCORE ID Available ?	Yes	
SCORE Registration ID	p00584	
Reason For No SCORE ID		
Type of Submission	Original	
Remarks (website dissemination)	<button>Add Notes</button>	
Remarks for Exchange (not for Website Dissemination)	<button>Add Notes</button>	

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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

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(LA) 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 (with reference to proviso to regulation 17A(1) & reg. 17A(2))

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)

Reason for Cessation

Notes for not providing PAN

Notes for not providing DIN

AddDelete

1	Mrs	RAJASHREE BIRLA	AAFPB15BR	00022995	Non-Executive - Non Independent Director	Chairperson		15-09-1945	No				Active	Yes	09-09-2022	27-08-2018	09-09-2022			6	0	0	0			
2	Mr	DEVENDRA KUMAR MANTRI	AIDPM1867C	00075664	Non-Executive - Non Independent Director	Not Applicable		11-10-1956	No				Active	NA		14-11-2019	05-09-2023			1	0	1	1			
3	Mr	ANSHUMAN VIKRAM JALAN	ACBP720R2L	01453782	Non-Executive - Non Independent Director	Not Applicable		01-12-1976	No				Active	NA		30-10-2008	27-09-2024			2	0	2	0			
4	Mr	ARUN KUMAR KOTHARI	AFUPK3831P	00051900	Non-Executive - Independent Director	Not Applicable		10-07-1963	No				Active	NA		25-07-2016	25-07-2021		104.00	3	1	6	1			
5	Mr	GORIRAJ MAHESWARI	AHORM3028M	00796252	Non-Executive - Independent Director	Not Applicable		06-05-1980	No				Active	NA		17-04-2019	17-04-2024		71.00	2	2	3	0			
6	Mr	YAZDI PIROJ DANDIWALA	AAKPD0011BS	01051000	Non-Executive - Independent Director	Not Applicable		10-11-1950	No				Active	Yes	01-04-2024	17-04-2019	17-04-2024		71.00	4	4	5	0			
7	Mrs	VANITA BHARGAVA	AFAPBB846A	07154852	Non-Executive - Independent Director	Not Applicable		01-03-1974	No				Active	NA		10-07-2019	10-07-2024		68.00	4	4	6	0			

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II. Composition of Committees

Disclosure of notes on composition of committees explanatory

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							
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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							
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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		
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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
7							
8							
9							
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SHRI RAJENDRA PRASAD PANSARI, CHIEF EXECUTIVE OFFICER IS THE MEMBER OF RISK MANAGEMENT COMMITTEE.  
SHRI JAYANT KUMAR SINGHANIA, CHIEF FINANCIAL OFFICER IS THE MEMBER OF 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	30-09-2019		
6							
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8							
9							
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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. No.	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*
<div>AddDelete</div>							
1	11-11-2024			Yes	7	5	2
2	05-02-2025	85		Yes	7	5	2

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IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory										
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	11-11-2024				Yes	5	4	3	0
2	Audit Committee	05-02-2025	85			Yes	5	3	2	0
3	Risk Management Committee	08-11-2024				Yes	4	3	1	2
4	Risk Management Committee	04-02-2025	87			Yes	4	4	2	2
5	Corporate Social Responsibility Committee	05-02-2025	0			Yes	5	4	1	0
6	Nomination and remuneration committee	05-02-2025				Yes	5	3	2	0
7	Stakeholders Relationship Committee	05-02-2025				Yes	6	4	2	0

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## Annexure 1

### V. 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 <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 1000 listed entities)</b>	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	<b>Any comments/observations/advice of Board of Directors may be mentioned here:</b>	<a href="#">Add Notes</a>

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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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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		<div>Add Notes</div>
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

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 LODR Regulation				
Sr	Item	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.	Web address
	As per regulation 46(2) of the LODR:			
1.1	Details of business	Yes		www.pilaniinvestment.com
1.2	Memorandum of Association and Articles of Association	Yes		www.pilaniinvestment.com
1.3	Brief profile of board of directors including directorship and full-time positions in body corporates	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	(I) Schedule of analyst or institutional investor meet (II) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events.	NA		
15.2	Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means	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
26.1	Annual return as provided under section 92 of the Companies Act, 2013	Yes		www.pilaniinvestment.com
26.2	Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	NA		
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	

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)	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)	Yes	
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	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
47	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	
48	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2), 26A(3)	NA	
Any other information to be provided			<div>Add Notes</div>	

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

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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

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

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### Signatory Details

Name of signatory

R S KASHYAP

Designation of person

Company Secretary and Compliance Officer

Place

KOLKATA

Date

17-04-2025

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### Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	1
No. of investor complaints disposed off during the Quarter	1
No. of investor complaints those remaining unresolved at the end of the Quarter	0