

11<sup>th</sup> April, 2017

To, BSE Ltd Floor 25, P J Towers, Dalal Street Mumbai - 400 001	To, National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Bandra (E), Mumbai - 400 051
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Dear Sir,

Sub: Corporate Governance under Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015

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We are enclosing herewith the quarterly report on Corporate Governance for the quarter ending 31<sup>st</sup> March, 2017 under Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.

Kindly acknowledge receipt of the same.

Thanking you,

Yours faithfully,  
For Pitti Laminations Limited

  
Satyabrata Padhi  
Company Secretary

**Regd.&H.O** : 6-3-648 / 401, 4th floor, Padmaja Landmark, Somajiguda, Hyderabad - 500 082., Telangana, India.  
**Plant-I** : Survey No. 1603 & 1607, Nandigaon Village & Mandal, R.R.Dist. - 509 223, Telangana, India.  
**Plant-II** : Survey No. 1837 & 1838, Jingoniguda Road, Nandigaon (V) & (M), R.R.Dist. - 509 223, Telangana, India.  
**Plant-III** : Plot No. PAP-K-11 MIDC Near Village Khalumbre, Chakan Post, Tal-Khed, Dist - Pune - 410501, India.  
**Plant-IV** : Survey No. 1837, Jingoniguda Road, Nandigaon (V) & (M), R.R.Dist. - 509 223, Telangana, India.  
**Tool Room** : Survey No. 1603 & 1607, Nandigaon Village & Mandal, R.R.Dist, 509 223, Telangana, India.

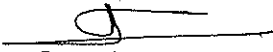
● Laminations ● Machining ● Castings ● Tooling

1. Name of Listed Entity : Pitti Laminations Ltd

2. Quarter ending : 31<sup>st</sup> March, 2017

I. Composition of Board of Directors								
Title (Mr. / Ms.)	Name of the Director	PAN & DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Date of Appointment in the current term / cessation	Tenure	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.	Sharad B Pitti	ADFFP2418K 00078716	Chairperson - Executive	01.05.2012	-	1	-	-
Mr.	Akshay S Pitti	AKWPP6875G 00078760	Executive	22.09.2014	-	1	-	-
Mr.	Gummalla Vijaya Kumar	ACAPG4044J 00780356	Non-Executive - Independent	22.09.2014	5 years	1	2	1
Mr.	N R Ganti	AEBPN3699D 00021592	Non-Executive - Independent	22.09.2014	5 years	1	2	-
Mr.	M Gopalakrishna, IAS (Retd)	ACIPM0868L 00088454	Non-Executive - Independent	22.09.2014	5 years	6	4	-
Ms.	Gayathri Ramachandran, IAS (Retd)	ALAPG2146E 02872723	Non-Executive - Independent	22.09.2014	5 years	4	4	1
Mr.	S Thiagarajan	ABMPT1897R 02721001	Non-Executive - Independent	24.04.2015	5 years	1	1	1

For PITTI LAMINATIONS LTD.

  
Satyabrata Padhi  
Company Secretary

<b>II. Composition of Committees</b>			
<b>Name of Committee</b>	<b>Name of Committee Members</b>	<b>Category (Chairperson / Executive / Non-Executive / Independent / Nominee)</b>	
1. Audit Committee	Shri S Thiagarajan	Chairperson - Non-Executive - Independent	
	Shri N R Ganti	Non-Executive - Independent	
	Shri Gummalla Vijaya Kumar	Non-Executive - Independent	
2. Nomination & Remuneration Committee	Shri N R Ganti	Chairperson - Non-Executive - Independent	
	Shri Gummalla Vijaya Kumar	Non-Executive - Independent	
	Shri S Thiagarajan	Non-Executive - Independent	
3. Risk Management Committee	Not applicable		
4. Stakeholders Relationship Committee	Shri Gummalla Vijaya Kumar	Chairperson - Non-Executive - Independent	
	Shri N R Ganti	Non-Executive - Independent	
	Ms. Gayathri Ramachandran, IAS (Retd)	Non-Executive - Independent	
<b>III. Meeting of Board of Directors</b>			
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Maximum gap between any two consecutive (in number of days)</b>	
07 <sup>th</sup> November, 2016	13 <sup>th</sup> February, 2017	97 days	
<b>IV. Meeting of Committees</b>			
<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days</b>
13 <sup>th</sup> February, 2017 27 <sup>th</sup> February, 2017 (Audit Committee Meeting)	YES	07 <sup>th</sup> November, 2016	97 days 14 days
<b>V. Related Party Transactions</b>			
<b>Subject</b>		<b>Compliance status (Yes/No/NA)</b>	
Whether prior approval of audit committee obtained		Yes	
Whether shareholder approval obtained for material RPT		Yes	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes	


For PITTI LAMINATIONS LTD.

  
Satyabrata Padhi  
Company Secretary

## **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
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 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 and / or the report submitted in the previous quarter has been placed before Board of Directors.

For PITTI LAMINATIONS LTD.

  
Satyabrata Padhi  
Company Secretary

## ANNEXURE II

<b>I. Disclosure on website in terms of Listing Regulations</b>	
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	NA

## II Annual Affirmations

<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes

For PITTI LAMINATIONS LTD.


  
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Company Secretary

<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	NA
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	NA
<i>Maximum Directorship &amp; Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

### III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied – **Not Applicable**.

For PITTI LAMINATIONS LTD.

  
Satyabrata Padhi  
Company Secretary