

Pitti Engineering Limited  
Corporate Governance Report  
Quarter Ending: March 2020

Title	Name of the Director & DIN	Category	Initial Date of Appointment	Date of Appointment in Current Term (Date of Re-appointment)	Date of cessation	Tenure of Director (in months)	Date of Birth	No of Directorship in listed entities including this listed entity	No of Independent 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 00078716	Executive Director, Chairperson related to Promoter	17 Sep 1983	01 May 2017	-	-	11 Jul 1957	1	-	0	0
Mr	Akshay S Pitti 00078760	Executive Director	14 Oct 2004	14 Oct 2019	-	-	28 Oct 1985	1	-	0	0
Mr	Gummalla Vijaya Kumar 00780356	Non-Executive - Independent Director	22 Sep 2014	22 Sep 2019	-	66	23 Oct 1955	1	1	1	0
Mr	N R Ganti 00021592	Non-Executive - Independent Director	22 Sep 2014	22 Sep 2019	-	66	14 May 1949	1	1	2	0
Mr	M Gopalakrishna 00088454	Non-Executive - Independent Director	22 Sep 2014	22 Sep 2019	-	66	12 Jan 1939	5	5	9	2
Ms	Gayathri Ramachandran 02872723	Non-Executive - Independent Director	22 Sep 2014	22 Sep 2019	-	66	27 Sep 1948	4	4	7	2
Mr	S Thiagarajan 02721001	Non-Executive - Independent Director	24 Apr 2015	24 Apr 2020	-	59	30 Dec 1954	1	1	2	1



*For use*

Composition of Committee

Audit Committee				Remarks
Name of Committee members	Category	Date of Appointment	Date of Cessation	
S Thiagarajan	Non-Executive - Independent Director, Chairperson	24 Apr 2015	-	
N R Ganti	Non-Executive - Independent Director, Member	26 May 2010	-	
Gummalla Vijaya Kumar	Non-Executive - Independent Director, Member	30 Mar 2015	-	

Nomination and remuneration committee				
M Gopalakrishna	Non-Executive - Independent Director, Chairperson	07 Nov 2019	-	
Gayathri Ramachandran	Non-Executive - Independent Director, Member	07 Nov 2019	-	
Gummalla Vijaya Kumar	Non-Executive - Independent Director, Member	13 Nov 2015	-	



*P. Venka*

Stakeholders Relationship Committee				
Gayathri Ramachandran	Non-Executive - Independent Director, Chairperson	07 Nov 2019	-	Ms.Gayathri Ramachandran is member of Stakeholders Relationship Committee since 12 Feb 2016 and was appointed as Chairman on 07 Nov 2019.
M Gopalakrishna	Non-Executive - Independent Director, Member	07 Nov 2019	-	
N R Ganti	Non-Executive - Independent Director, Member	16 Oct 2002	-	
S Thiagarajan	Non-Executive - Independent Director, Member	07 Nov 2019	-	

Corporate Social Responsibility Committee				
Sharad B Pitti	Executive Director, Chairperson		03 Nov 2014	-
Akshay S Pitti	Executive Director, Member		26 May 2014	-
Gummalla Vijaya Kumar	Non-Executive - Independent Director, Member		26 May 2014	-

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 meeting (in number of days)	Whether requirement of Quorum met (details)	Number of Directors present	No. of Independent Directors attending the meeting
07 Nov 2019	-	-	Yes	6	5
-	10 Feb 2020	94	Yes	7	5



*Lovica*

Meeting of Committees

Name of Committee	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)	Number of Directors present	No. of Independent Directors attending the meeting
Audit Committee	-	Yes	07 Nov 2019	-	3	3
Audit Committee	10 Feb 2020	Yes	-	94	3	3
Corporate Social Responsibility Committee	10 Feb 2020	Yes			3	1
Nomination and remuneration committee	31 Jan 2020	Yes			3	3
Stakeholders Relationship Committee	24 Jan 2020	Yes			4	4

Related Party Transactions

Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance
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	-



*Fonica*

Affirmations

Subject	Compliance status (Yes/No)
The composition of board of directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	NA
The committee members have been made aware of their powers, role and responsibilities as specified in of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The meetings of the board of directors and the above committees have been conducted in the manner as specified SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
This report and/or the report submitted in the previous quarter has been placed before board of directors	Yes

Place Hyderabad  
Date: 13 May 2020



*Monica*

Mary Monica Braganza  
Company Secretary & Compliance Officer

## 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 Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.pitti.in
2	Terms and conditions of appointment of independent directors	Yes		www.pitti.in
3	Composition of various committees of board of directors	Yes		www.pitti.in
4	Code of conduct of board of directors and senior management personnel	Yes		www.pitti.in
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.pitti.in
6	Criteria of making payments to non-executive directors	Yes		www.pitti.in
7	Policy on dealing with related party transactions	Yes		www.pitti.in
8	Policy for determining 'material' subsidiaries	Yes		www.pitti.in
9	Details of familiarization programmes imparted to independent directors	Yes		www.pitti.in
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.pitti.in
11	email address for grievance redressal and other relevant details	Yes		www.pitti.in
12	Financial results	Yes		www.pitti.in
13	Shareholding pattern	Yes		www.pitti.in
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		www.pitti.in



*P. S. S. S.*

## Annexure II

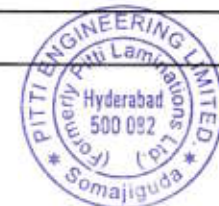
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

## I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
16	New name and the old name of the listed entity	Yes		www.pitti.in
17	Advertisements as per regulation 47 (1)	Yes		www.pitti.in
18	Credit rating or revision in credit rating obtained	Yes		www.pitti.in
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.pitti.in
21	Materiality Policy as per Regulation 30	Yes		www.pitti.in
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		www.pitti.in
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.pitti.in

## 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) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	



*Ponca*

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
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)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	NA	
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	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	



*P. Anica*



Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	



*Lowica*

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

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

Name of signatory	MARY MONICA BRAGANZA
Designation of person	Company Secretary and Compliance Officer
Place	HYDERABAD
Date	13 May 2020



*Monica*