

Pitti Engineering Limited
Corporate Governance Report
Quarter Ending: 30th September 2024

Title	Name of the Director & DIN	Category	Whether the director is disqualified?	Current status	Whether special resolution passed? [refer reg. 17(1a) of listing regulations]	Date of passing special resolution	Initial date of appointment	Date of re-appointment	Date of cessation	Reason for Cessation	Tenure (months)	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 Badrivishal Pitti 00078716	Chairperson Related To Promoters, Executive Director	No	Active	NA	-	17-Sep-1983	01-May-2022	-	-	-	1	0	0	0
Mr.	Akshay Sharad Pitti 00078760	Executive Director, CEO-MD	No	Active	NA	-	14-Oct-2004	15-May-2024	-	-	-	1	0	0	0
Mr.	Vijaya Kumar Gummalla 00780356	Independent Director	No	Active	NA	-	22-Sep-2014	22-Sep-2019	22-Sep-2024	Tenure Completion	120	0	0	0	0
Mr.	Ganti Nagabhushan Rao 00021592	Independent Director	No	Active	Yes	19-Sep-2019	22-Sep-2014	22-Sep-2019	22-Sep-2024	Tenure Completion	120	0	0	0	0
Mr.	Gopala Krishna Muddusetty 00088454	Independent Director	No	Active	Yes	19-Sep-2019	22-Sep-2014	22-Sep-2019	22-Sep-2024	Tenure Completion	120	1	1	1	0
Ms.	Comal Ramachandran Gayathri 02872723	Independent Director	No	Active	Yes	19-Sep-2019	22-Sep-2014	22-Sep-2019	22-Sep-2024	Tenure Completion	120	0	0	0	0



Title	Name of the Director & DIN	Category	Whether the director is disqualified?	Current status	Whether special resolution passed? [refer reg. 17(1a) of listing regulations]	Date of passing special resolution	Initial date of appointment	Date of re-appointment	Date of cessation	Reason for Cessation	Tenure (months)	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.	Swaminathan Thiagarajan 02721001	Independent Director	No	Active	NA	-	24-Apr-2015	24-Apr-2020	-	-	113	1	1	1	1
Mr.	Yogender Bahadur Sahgal 01622420	Independent Director	No	Active	NA	-	09-Nov-2023	09-Nov-2023	-	-	10.23	1	1	2	0
Mr.	Vinod Kumar Nagururu 00121111	Independent Director	No	Active	Yes	20-Sep-2024	14-Aug-2024	14-Aug-2024	-	-	1.18	1	1	2	0
Ms	Kemisha Soni 06805708	Independent Director	No	Active	NA	-	14-Aug-2024	14-Aug-2024	-	-	1.18	3	3	5	4
Ms	Priti Paras Savla 00662996	Independent Director	No	Active	NA	-	14-Aug-2024	14-Aug-2024	-	-	1.18	3	3	5	2

Composition of Committee

Audit Committee

Whether the Audit committee has a regular Chairperson				Yes		
Sl. No.	DIN	Name of Committee members	Category	Date of Appointment	Date of Cessation	Remarks
1	02721001	Swaminathan Thiagarajan	Non-Executive - Independent Director, Chairperson	24 Apr 2015	-	-
2	00021592	Ganti Nagabhushan Rao	Non-Executive - Independent Director, Member	26 May 2010	21 Sep 2024	Ceased as member of the committee with effect from 21 Sep 2024
3	00780356	Vijaya Kumar Gummalla	Non-Executive - Independent Director, Member	30 Mar 2015	21 Sep 2024	Ceased as member of the committee with effect from 21 Sep 2024
4	00121111	Vinod Kumar Nagururu	Non-Executive - Independent Director, Member	21 Sep 2024	-	Appointed as member of the committee with effect from 21 Sep 2024
5	00662996	Priti Paras Savla	Non-Executive - Independent Director, Member	21 Sep 2024	-	Appointed as member of the committee with effect from 21 Sep 2024
6	01622420	Yogender Bahadur Sahgal	Non-Executive - Independent Director, Member	21 Sep 2024	-	Appointed as member of the committee with effect from 21 Sep 2024



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Nomination and remuneration committee

Whether the Nomination and Remuneration Committee has a regular Chairperson				Yes		
Sl. No.	DIN	Name of Committee members	Category	Date of Appointment	Date of Cessation	Remarks
1	00088454	Gopala Krishna Muddusetty	Non-Executive - Independent Director, Chairperson	07 Nov 2019	21 Sep 2024	Ceased as Chairperson and member of the committee with effect from 21 Sep 2024
2	02872723	Comal Ramachandran Gayathri	Non-Executive - Independent Director, Member	07 Nov 2019	21 Sep 2024	Ceased as member of the committee with effect from 21 Sep 2024
3	00780356	Vijaya Kumar Gummalla	Non-Executive - Independent Director, Member	13 Nov 2015	21 Sep 2024	Ceased as member of the committee with effect from 21 Sep 2024
4	02721001	Swaminathan Thiagarajan	Non-Executive - Independent Director, Chairperson	21 Sep 2024	-	Appointed as Chairperson of the committee with effect from 21 Sep 2024
5	00121111	Vinod Kumar Nagururu	Non-Executive - Independent Director, Member	21 Sep 2024	-	Appointed as member of the committee with effect from 21 Sep 2024
6	06805708	Kemisha Soni	Non-Executive - Independent Director, Member	21 Sep 2024	-	Appointed as member of the committee with effect from 21 Sep 2024

Risk Management Committee

Whether the Risk Management Committee has a regular Chairperson						Yes
Sl. No.	DIN	Name of Committee members	Category	Date of Appointment	Date of Cessation	Remarks
1	00780356	Vijaya Kumar Gummalla	Non-Executive - Independent Director, Chairperson	23 May 2022	21 Sep 2024	Ceased as Chairperson and member of the committee with effect from 21 Sep 2024
2	00078760	Akshay Sharad Pitti	Executive Director, Member	23 May 2022	-	-
3	99999999	Sandip Agarwala	COO-Motor & Generator Components Business	23 May 2022	-	Shri Sandip Agarwala is a member of the Risk Management Committee and holds the position as COO - Motor and Generator Components Business in the Company
4	00662996	Priya Paras Savya	Non-Executive - Independent Director, Chairperson	21 Sep 2024	-	Appointed as Chairperson of the committee with effect from 21 Sep 2024



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Whether the Stakeholders Relationship Committee has a regular Chairperson				Yes		
Sl. No.	DIN	Name of Committee members	Category	Date of Appointment	Date of Cessation	Remarks
1	02872723	Comal Ramachandran Gayathri	Non-Executive - Independent Director, Chairperson	12 Feb 2016	21 Sep 2024	Ceased as Chairperson and member of the committee with effect from 21 Sep 2024
2	00088454	Gopala Krishna Muddusetty	Non-Executive - Independent Director, Member	07 Nov 2019	21 Sep 2024	Ceased as member of the committee with effect from 21 Sep 2024
3	00021592	Ganti Nagabhushan Rao	Non-Executive - Independent Director, Member	16 Oct 2002	21 Sep 2024	Ceased as member of the committee with effect from 21 Sep 2024
4	02721001	Swaminathan Thiagarajan	Non-Executive - Independent Director, Member	07 Nov 2019	21 Sep 2024	Ceased as member of the committee with effect from 21 Sep 2024
5	06805708	Kemisha Soni	Non-Executive - Independent Director, Chairperson	21 Sep 2024		Appointed as Chairperson of the committee with effect from 21 Sep 2024
6	01622420	Yogender Bahadur Sahgal	Non-Executive - Independent Director, Member	21 Sep 2024		Appointed as member of the committee with effect from 21 Sep 2024
7	00121111	Vinod Kumar Nagururu	Non-Executive - Independent Director, Member	21 Sep 2024		Appointed as member of the committee with effect from 21 Sep 2024

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Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a regular Chairperson				Yes		
Sl. No.	DIN	Name of Committee members	Category	Date of Appointment	Date of Cessation	Remarks
1	00078716	Sharad Badrivishal Pitti	Executive Director, Chairperson	03 Nov 2014	-	-
2	00078760	Akshay Sharad Pitti	Executive Director, Member	26 May 2014	-	-
3	00780356	Vijaya Kumar Gummalla	Non-Executive - Independent Director, Member	26 May 2014	21 Sep 2024	Ceased as member of the committee with effect from 21 Sep 2024
4	01622420	Yogender Bahadur Sahgal	Non-Executive - Independent Director, Member	21 Sep 2024	-	Appointed as member of the committee with effect from 21 Sep 2024

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 (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All Directors including Independent Directors)	No. of Independent Directors attending the meeting
15-May-2024		-	Yes	8	8	6
-	25-Jul-2024	70	Yes	8	8	6
-	14-Aug-2024	19	Yes	11	11	9

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Meeting of Committees

Name of Committee	Date(s) of meeting of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)	Whether requirement of Quorum met (details)	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)
Audit Committee	15-May-2024	-		Yes	3	3	3	-
	-	25-Jul-2024	70	Yes	3	3	3	-
	-	14-Aug-2024	19	Yes	3	3	3	-
Nomination and Remuneration Committee	14-May-2024	-		Yes	3	3	3	-
	-	14-Aug-2024		Yes	3	3	3	-
Stakeholders Relationship Committee	-	14-Aug-2024		Yes	4	4	4	-
Risk Management Committee	-	6-Sep-2024		Yes	2	2	1	1

Related Party Transactions

Sl. No.	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	Yes	-
2	Whether shareholder approval obtained for material RPT	Yes	-
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee	Yes	-

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Annexure - I

Sl. No.	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 audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
3	The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
4	The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
5	The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before board of directors	Yes

Annexure III

III. Affirmations				
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)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	



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Annexure 4
Additional Half Yearly Disclosure

Applicability of disclosure	Not Applicable
Reason for Non Applicability	The company has not provided any loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the Company to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them.

I. Disclosure of Loans/ guarantees/comfort letters /securities etc.

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
-Not applicable-		

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by

Entity	Type (guarantee, comfort letter etc)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
-Not applicable-			

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
-Not applicable-			

II. Affirmations

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company – Not applicable.

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

Place Hyderabad
Date: 18th October 2024



Louisa
Mary Monica Braganza
Company Secretary & Chief Compliance Officer