

10<sup>th</sup> April, 2018

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

Scrip Code: 513519

Scrip Code: PITTILAM

Dear Sir,

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

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Please find enclosed the quarterly report on Corporate Governance for the quarter ended 31<sup>st</sup> March, 2018 under Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.

Kindly take the same on record.

Thanking you,

Yours faithfully,  
For Pitti Laminations Limited



*Mary Monica Braganza*  
Mary Monica Braganza  
Company Secretary & Compliance Officer

**Regd.&H.O** : 6-3-648 / 401, 4th floor, Padmaja Landmark, Somajiguda, Hyderabad - 500 082., Telangana, India.  
**Plant-II** : Survey No. 1837 & 1838, Jingoniguda Road, Nandigaon (V) & (M), R.R.Dist. - 509 223, Telangana, India.  
**Plant-IV** : Survey No. 1837, Jingoniguda Road, Nandigaon (V) & (M), R.R.Dist. - 509 223, Telangana, India.  
**Aurangabad** : Gut No 194, Limbe Jalgaon Village, Gangapur Mandal, Aurangabad Dist., Maharashtra - 431133.



● Laminations

● Machining

● Castings

● Tooling

1. Name of Listed Entity : Pitti Laminations Ltd

2. Quarter ending : 31<sup>st</sup> March, 2018

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 Directors hip in listed entities including this listed entity	Number of members hips 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	ADFPP2418K 00078716	Chairperson - Executive	28.04.2017	5 years	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	5	6	-
Ms.	Gayathri Ramachandran, IAS (Retd)	ALAPG2146E 02872723	Non- Executive - Independent	22.09.2014	5 years	5	7	2
Mr.	S Thiagarajan	ABMPT1897R 02721001	Non- Executive - Independent	24.04.2015	5 years	1	1	1



For PITTI LAMINATIONS LIMITED.

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II. Composition of Committees			
Name of Committee	Name of Committee Members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	
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	
III. 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 (in number of days)	
16 <sup>th</sup> November, 2017 14 <sup>th</sup> December, 2017 27 <sup>th</sup> December, 2017	14 <sup>th</sup> February, 2018 9 <sup>th</sup> March, 2018	48 days	
IV. Meeting of Committees			
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
14 <sup>th</sup> February, 2018 (Audit Committee)	YES	14 <sup>th</sup> December, 2017	61 days
3 <sup>rd</sup> January, 2018 9 <sup>th</sup> March, 2018 (Stakeholders Relationship Committee Meeting)	YES	NIL	NA

V. Related Party Transactions	
Subject	Compliance status (Yes / No / NA)
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 LIMITED.



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## 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 LIMITED.  
  
**Mary Monica Braganza**  
Company Secretary & Compliance Officer

## ANNEXURE II

I. Disclosure on website in terms of Listing Regulations	
Item	Compliance status (Yes/No/NA)
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

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



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

Mary Monica Braganza  
Company Secretary & Compliance Officer