

**CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED ON 31<sup>ST</sup> MARCH 2022**

1. Name of Listed Entity - **South West Pinnacle Exploration Limited**
2. Quarter ending - **31-Mar-2022**

**i. Composition Of Board Of Director**

Tit le (M r./ M s)	Name of the Director	DIN	PAN	Cat ego ry (Ch airp ers on /Exe cutiv e/No n- Exec utive/ Inde pend ent/ Nomi nee)	S ub C at e g o r y	Initial Date of Appoin tment	Date of Appoint ment	Dat e of ces sati on	Tennu re	Date of Birth	Wh eth er spe cial res olut ion pas sed ?	Dat e of pas sin g spe cial res olut ion	No. of Direc torsi p in list ed enti ties inclu ding this list ed entity	No of Indepe ndent Directo rship in list ed enti ties inclu ding this list ed entity	No of mem bersh ips in Audit / Stak ehold er Com mitte e(s) inclu ding this list ed entity	No of post of Chai rper son in Audi t/ Stak ehol der Com muni tee held in list ed enti ties inclu ding this list ed entity	Membe rship in Commit tees of the Compa ny	R e m ar ks
Mr.	VIKAS	00049217	ACUPJ1	C,ED	MD	27-Nov-	20-Nov-			24-Sep-	NA		1	0	2	0	AC,SC,NR	







MISHRA				
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Company Remarks	
Whether Permanent chairperson appointed	Yes

**b. Stakeholders Relationship Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	PIYUSH JAIN	ED	Member	20-Nov-2017	
2	VIKAS JAIN	C,ED	Member	20-Nov-2017	
3	JITENDRA KUMAR MISHRA	ID	Chairperson	20-Nov-2017	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**c. Risk Management Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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Company Remarks	
Whether Permanent chairperson appointed	

**d. Nomination and Remuneration Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	SUDHA MAHESHWARI	ID	Chairperson	21-Jul-2020	
2	VIKAS JAIN	C,ED	Member	21-Jul-2020	
3	JITENDRA KUMAR MISHRA	ID	Member	21-Jul-2020	

Company Remarks	
Whether Permanent chairperson appointed	Yes



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	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
07-Nov-2021	15-Jan-2022	Yes	4	2
	09-Feb-2022	Yes	5	3
	25-Feb-2022	Yes	4	2

Company Remarks	
Maximum gap between any two consecutive (in number of days)	68

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	07-Nov-2021	09-Feb-2022	Yes	3	2
Nomination & Remuneration Committee	07-Nov-2021	09-Feb-2022	Yes	3	2
Stakeholders Relationship Committee	07-Nov-2021	09-Feb-2022	Yes	3	1

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	93





V. **Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Remark</b>
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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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. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee - **Yes**
  - b. Nomination & remuneration committee - **Yes**
  - c. Stakeholders relationship committee - **Yes**
  - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
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. - **Yes**
4. 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**
5.
  - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
  - b. Any comments/observations/advice of Board of Directors may be mentioned here:

**Name :** VAISHALI  
**Designation :** Company Secretary & Compliance Officer



## ANNEXURE II

**Format 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			
Item	Compliance status (Yes/No/NA)	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.southwestpinnacle.com
Terms and conditions of appointment of independent	Yes		www.southwestpinnacle.com
Composition of various committees of board of directors	Yes		www.southwestpinnacle.com
Code of conduct of board of directors and senior	Yes		www.southwestpinnacle.com
Details of establishment of vigil mechanism/ Whistle Blower	Yes		www.southwestpinnacle.com
Criteria of making payments to non-executive directors	Yes		www.southwestpinnacle.com
Policy on dealing with related party transactions	Yes		www.southwestpinnacle.com
Policy for determining 'material' subsidiaries	Yes		www.southwestpinnacle.com
Details of familiarization programs imparted to independent	Yes		www.southwestpinnacle.com
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling	Yes		www.southwestpinnacle.com
Contact information of the designated officials of the listed	Yes		www.southwestpinnacle.com
Financial results	Yes		www.southwestpinnacle.com
Shareholding pattern	Yes		www.southwestpinnacle.com
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or	Yes		www.southwestpinnacle.com
New name and the old name of the listed entity	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		www.southwestpinnacle.com
Credit rating or revision in credit rating obtained by the entity	Yes		www.southwestpinnacle.com
Separate audited financial statements of each subsidiary of	Yes		www.southwestpinnacle.com
<b>As per other regulations of the LODR:</b>			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.southwestpinnacle.com
Materiality Policy as per Regulation 30	Yes		www.southwestpinnacle.com





Dividend Distribution policy as per Regulation 43A (as		Not Applicable	
It is certified that these contents on the website of the listed		Yes	<a href="http://www.southwestpinnacle.com">www.southwestpinnacle.com</a>
<b>II Annual Affirmations</b>			
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b>	<b>Company Remark</b>
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), 17(1A) & 17(1B)	Yes	
Meeting of Board of directors	17(2)	Yes	
Quorum of Board meeting	17(2A)	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	
Recommendation of Board	17(11)	Yes	
Maximum number of directorship	17A	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of nomination & remuneration committee	19(1) & (2)	Yes	
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
Meeting of nomination & remuneration committee	19(3A)	Yes	
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes	
Meeting of stakeholder relationship committee	20(3A)	Yes	



Composition and role of risk management committee	21(1),(2),(3),(4)	Not Applicable	
Meeting of Risk Management Committee	22	Not Applicable	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(1A),(5),(6)	Yes	
Prior or Omnibus approval of Audit Committee for all related party	23(2), (3)	Yes	
Approval for material related party transactions	23(4)	Yes	
Disclosure of related party transactions on consolidated basis	23(9)	Yes	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable	
Other Corporate Governance requirements with respect to subsidiary of Annual Secretarial Compliance Report	24(2),(3),(4),(5) & (6)	Yes	
Alternate Director to Independent Director	24(A) 25(1)	Yes	
Maximum Tenure	25(2)	Yes	
Meeting of independent directors	25(3) & (4)	Yes	
Familiarization of independent directors	25(7)	Yes	
Declaration from Independent Director	25(8) & (9)	Yes	
D & O Insurance for Independent	25(10)	Not Applicable	
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. - Yes

Name : VAISHALI  
Designation : Company Secretary & Compliance Officer

#### ANNEXURE IV

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

Aggregate amount advanced during six months			Balance outstanding at the end of six months			
Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them	Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them
0	20000000	0	0	0	0	0

##### (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)
Promoter or any other entity controlled by them	0	0	0



Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0

(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
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0





Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0

(D) If the Listed Entity would like to provide any other information the same may be indicated here

**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

Company Remarks in case of non-compliant status	
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