

Corporate Governance Report for Quarter ended 30th September 2020

1. Name of Listed Entity - **South West Pinnacle Exploration Limited**
 2. Quarter ending - **30th September 2020**

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of Cessation	Tenure	Date of Birth	Whether special resolution passed?	Date of passing special resolution	No. of Directors in listed entities including this listed entity	No. of Independent Directorship in listed entities including this listed entity	No. of members in Audit/ Stakeholder Committee/ Nominated/ Independent Directorship in listed entity	No. of post of Chairperson / Auditor / Stakeholder Committee / Independent Directorship in listed entity	Membership in Committees of the Company	Remarks
Mr.	VIKAS JAIN	00049217	ACUPJ1235E	C & ED	MD	27-Nov-2006	20-Nov-2017		36	24-Sep-1974	NA		1	0	2	0	AC, SC, NRC	Mr. Vikas Jain is reappointed as a Chairman & Managing Director of the company for a period of three years w.e.f 20th November 2020 by passing the

																		special resolution at the 14th AGM of the company held on 28.09.2020.
Mr.	PIYUSH JAIN	00049319	ADIPJ8400G	ED	M	20-Nov-2009	20-Nov-2017		36	17-Jan-1982	N		1	0	1	0	SC	Mr. Piyush Jain is reappointed as Joint Managing Director of the company for a period of three years w.e.f 20th November 2020 by passing the special resolution at the 14th AGM of the company held on 28.09.2020.
Mr.	ROGER JAMES LORD	00952295	ACGP L5708E	NE	D	27-Nov-2006		28-Sep-2020		12-Aug-1947	N		1	0	0	0	NRC	Mr. Roger James Lord was liable to retire by rotation in 14th Annual General Meeting of the company held on 28th September 2020 and did not seek re appointment and he retired from his directorship w.e.f 28th September 2020.
Ms.	SUDHA MAHESHWARI	06784093	AKCP B2226R	ID		30-Oct-2017	30-Oct-2017		36	20-Aug-1981	N		1	1	1	0	AC, NRC	Mrs. Sudha Maheshwari is reappointed as an Independent Director of the company for a period of three years w.e.f 30th October 2020 by passing the special resolution at the 14th AGM of the company held on 28.09.2020.
Mr.	JITENDRA	079834	AGBP M0509	ID		07-Nov-	21-Nov-		36	22-Aug-	N		2	2	1	2	AC,S C,N	Mr. Jitendra Kumar Mishra is reappointed as

	KUMAR MISHRA	26	M			2017	2017			1970							RC	as an Independent Director of the company for a period of three years w.e.f 07th November 2020 by passing the special resolution at the 14th AGM of the company held on 28.09.2020.
Mr.	RAJENDRA PRASAD RITOLI	00119488	ACEP R0093C	ID		31-Mar-2019	14-Sep-2019		24	08-Jul-1948	NA		1	2	2	0		

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

ii. Composition of Committees

a. Audit Committee

b.

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	SUDHA MAHESHWARI	ID	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. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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

d. Risk Management Committee

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

e. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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	
4	ROGER JAMES LORD	NED	Member	20-Nov-2017	21-Jul-2020

Company Remarks	The committee has re-constituted and the composition of committee has changed w.e.f 21st July 2020 by passing resolution by circulation by the members of the board. Mr. Roger James Lord shows his ability to continue as a member of the committee and Mr. Vikas Jain is appointed as a member of the Nomination and Remuneration committee in his place. Also, Mrs. Sudha Maheshwari is re-designated as Chairperson and Mr. Jitendra Kumar Mishra is re-designated as member of the committee w. e. f 21st July 2020.
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Whether Permanent chairperson appointed	Yes
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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
22-Jun-2020	22-Jul-2020	Yes	5	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	29

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	22-Jun-2020	22-Jul-2020	Yes	3	2
Nomination & Remuneration Committee	22-Jun-2020	22-Jul-2020	Yes	3	2
Stakeholders Relationship Committee	22-Jun-2020	22-Jul-2020	Yes	3	1

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	29

v. **Related Party Transactions**

Subject	Compliance status(Yes/No/NA)	Remark
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	

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-III**Affirmations:-**

Broad Heading	Regulation Number	Compliance Status	Company Remark
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	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Name : Vaishali
Designation : Company Secretary & Compliance Officer

