

Corporate Governance Report for Quarter ended 31st March 2020

1. Name of Listed Entity **South West Pinnacle Exploration Limited**
 2. Quarter ending **31st March 2020**

i. Composition Of Board Of Director

T i t l e	Name of the Director	DIN	P A N	Cate gory (Chair pers on /Exec utive/ Non- Execu tive/ Indep enden t/ Nomin ee)	S u b C ate g o r y	Ini ti al Dat e of App oint me nt	Dat e of App oint me nt	D a t e of c e s s a t i o n	Ten ure	Date of Birth	Wh eth er spe cial res olut ion pas sed ?	D a t e o f p a s s i n g s p e c i a l r e s o l u t i o n	N o. of Di re ct or sh ip in lis te d en ti ties in cl ud ing thi s lis te d en ti ty	N o. of In de pe nd ent Di re ct or sh ip in lis te d en ti ties in cl ud ing thi s lis te d en ti ty	No of memb ership in Au dit/Sta keholder Com mittee(s) includ ing this stede ntity	No of post of Chair person in Au dit/Sta keholder Com mittee held in this entity	Mem bership in Comm ittees of the Comp any	R e m a r k s
Mr.	VIKAS JAIN	000 492 17	AC UP J12 35 E	C & ED	M D	27- Nov2 006	20- Nov 2017		36	24- Sep- 1974	NA		1	0	2	0	AC,SC	
Mr.	PIYUSH JAIN	000 493 19	AD IPJ 84 00 G	ED	M D	20- Nov- 2009	20- Nov- 2017		36	17-Jan- 1982	NA		1	0	1	0	SC	
Mr.	ROGER JAMES LORD	009 522 95	AC GP L5	NED		27- Nov- 2006				12- Aug- 1947	NA		1	0	0	0	NRC	

			70 8E													
Ms.	SUDHA MAHES HWARI	067 840 93	AK CP B2 22 6R	ID		30- Oct- 2017	30- Oct- 2017		36	20- Aug- 1981	NA	1	1	1	0	AC,NRC
Mr.	JITEND RA KUMAR MISHRA	079 834 26	AG BP M0 50 9M	ID		07- Nov- 2017	21- Nov- 2017		36	22- Aug- 1970	NA	2	2	1	2	AC,SC, NRC
Mr.	RAJEND RA PRASA D RITOLI A	001 194 88	AC EP R0 09 3C	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

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

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	JITENDRA KUMAR MISHRA	ID	Chairperson	20-Nov-2017	
2	PIYUSH JAIN	ED	Member	20-Nov-2017	
3	VIKAS JAIN	C & ED	Member	20-Nov-2017	

Company Remarks	
Whether Permanent	Yes

chairperson appointed	
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b. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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Company Remarks	Not Applicable
Whether Permanent chairperson appointed	

c. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	ROGER JAMES LORD	NED	Member	20-Nov-2017	
2	JITENDRA KUMAR MISHRA	ID	Chairperson	20-Nov-2017	
3	SUDHA MAHESHWARI	ID	Member	20-Nov-2017	

Company Remarks	
Whether Permanent chairperson appointed	Yes

C. 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
29-Nov-2019	12-Feb-2020	Yes	5	3
11-Dec-2019		Yes	5	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	62

D. 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	11-Dec-2019	12-Feb-2020	Yes	3	2
Nomination & Remuneration Committee	11-Dec-2019	12-Feb-2020	Yes	2	2
Stakeholders Relationship Committee	11-Dec-2019	12-Feb-2020	Yes	3	1

Company Remarks	
Maximum gap between any two consecutive (in number of days)	62

days) [Only for Audit Committee]	
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E. 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	

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 top100 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:

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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)	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes	-	www.southwestpinnacle.com
Terms and conditions of appointment	Yes	-	www.southwestpinnacle.com
Composition of various committees of	Yes		www.southwestpinnacle.com
Code of conduct of board of	Yes	-	www.southwestpinnacle.com
Details of establishment of vigil mechanism/	Yes		www.southwestpinnacle.com
Criteria of making payments to non-	Yes	-	www.southwestpinnacle.com
Policy on dealing with related party	Yes		www.southwestpinnacle.com
Policy for determining 'material' subsidiaries	Yes	-	www.southwestpinnacle.com
Details of familiarization programs imparted	Yes		www.southwestpinnacle.com
Email address for grievance redressal and other relevant details entity who are	Yes	-	www.southwestpinnacle.com
Contact information of the designated	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	Yes	-	www.southwestpinnacle.com
New name and the old name of the listed	Not Applicable		
Advertisements as per regulation 47 (1)	Yes	-	www.southwestpinnacle.com
Credit rating or revision in credit rating	Yes		www.southwestpinnacle.com
Separate audited financial statements of	Yes	-	www.southwestpinnacle.com
As per other regulations of the LODR:			
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	Not Applicable	-	
It is certified that these contents on the	Yes		www.southwestpinnacle.com
Annual Affirmations			
Particulars	Regulation Number	Compliance status	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of independence</i>	16(1)(b) & 25(6)	Yes	-
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	-
<i>Meeting of Board of directors</i>	17(2)	Yes	-
<i>Quorum of Board meeting</i>	17(2A)	Yes	-

<i>Review of Compliance Reports</i>	17(3)	Yes	-
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	-
<i>Code of Conduct</i>	17(5)	Yes	-
<i>Fees/compensation</i>	17(6)	Yes	-
<i>Minimum Information</i>	17(7)	Yes	-
<i>Compliance Certificate</i>	17(8)	Yes	-
<i>Risk Assessment & Management</i>	17(9)	Yes	-
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	-
<i>Recommendation of Board</i>	17(11)	Yes	-
<i>Maximum number of directorship</i>	17A	Yes	-
<i>Composition of Audit Committee</i>	18(1)	Yes	-
<i>Meeting of Audit Committee</i>	18(2)	Yes	-
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	-
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	-
<i>Meeting of nomination & remuneration committee</i>	19(3A)	Yes	-
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	-
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	-
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable	-
<i>Meeting of Risk Management Committee</i>	22	Not Applicable	-
<i>Vigil Mechanism</i>	22	Yes	-
<i>Policy for related party Transaction</i>	23(1),(1A),(Yes	-
<i>Prior or Omnibus approval of Audit Committee</i>	23(2), (3)	Yes	-
<i>Approval for material related party transactions</i>	23(4)	Yes	-
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	-
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	-
<i>Other Corporate Governance requirements</i>	24(2),(3),(4),(5) & (6)	Yes	-
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes	-
<i>Alternate Director to Independent Director</i>	25(1)	Yes	-
<i>Maximum Tenure</i>	25(2)	Yes	-
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	-
<i>Familiarization of independent directors</i>	25(7)	Yes	-
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	-
<i>D & O Insurance for Independent</i>	25(10)	Not Applicable	-
<i>Memberships in Committees</i>	26(1)	Yes	-

<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	-
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes	-
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	-

Other Information	
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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**

Other Information	N.A
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Name : **VAISHALI**
Designation : **Company Secretary & Compliance Officer**

