



Mr.	VIKAS JAIN	00049217	ACUPJ 1235E	C & ED	MD	27- Nov- 2006	20- Nov- 2020		36	24-Sep- 1974	N A		1	0	2	0	AC,SC, NRC	
Mr.	PIYUSH JAIN	00049319	ADIPJ 8400G	ED	MD	20- Nov- 2009	20- Nov- 2020		36	17-Jan- 1982	N A		1	0	1	0	SC	
Mr.	ROGER JAMES LORD	00952295	ACGP L5708 E	NE D		09- Nov- 2020			21	12-Aug- 1947	N A		1	0	0	0		
Ms	SUDHA MAHESHW ARI	06784093	AKCP B2226 R	ID		30- Oct- 2017	30- Oct- 2020		36	20-Aug- 1981	N A		1	1	1	0	AC,NR C	
Mr.	JITENDRA KUMAR MISHRA	07983426	AGBP M050 9M	ID		07- Nov- 2017	07- Nov- 2020		36	22-Aug- 1970	N A		2	2	1	2	AC,SC, NRC	
Mr.	RAJENDRA PRASAD RITOLIA	00119488	ACEP R0093 C	ID		31- Mar- 2019	14- Sep- 2019		24	08-Jul- 1948	N A		1	2	1	0		Rajendra Prasad Ritolia was appointed from 31.03.2019 to 31.03.2021. Further, BOD in their meeting held on 01.02.2021 re-appoint him for next 3 years w.e.f 01.04.2021 subject to the approval of members in ensuing AGM.

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is	Yes

related to MD or CEO	
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**ii. Composition of Committees**

**a. Audit 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	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

**b. 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

**c. 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	

**d. 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	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**iii. Meeting of Board of Directors**

<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Whether requirement of Quorum met</b>	<b>Number of Directors present</b>	<b>Number of Independent Directors present</b>
09-Nov-2020	01-Feb-2021	Yes	5	3
	17-Feb-2021	Yes	4	2

Company Remarks	
Maximum gap between any two consecutive (in number of days)	83

**iv. Meeting of Committees**

<b>Name of the Committee</b>	<b>Date(s) of meeting during of the committee in the previous quarter</b>	<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (Yes/No)</b>	<b>Number of Directors present</b>	<b>Number of independent directors present</b>
Audit Committee	09-Nov-2020	01-Feb-2021	Yes	3	2
Nomination & Remuneration Committee	09-Nov-2020	01-Feb-2021	Yes	3	2

Stakeholders Relationship Committee	09-Nov-2020	01-Feb-2021	Yes	3	1
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Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	83

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)**

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<b>Item</b>	<b>Compliance status</b>	<b>Company Remark</b>	<b>Website</b>
<b>As per regulation 46(2) of the LODR:</b>			
Details of business	Yes		www.southwestpinnacle
Terms and conditions of appointment of	Yes		www.southwestpinnacle
Composition of various committees of	Yes		www.southwestpinnacle
Code of conduct of board of directors and	Yes		www.southwestpinnacle
Details of establishment of vigil mechanism/	Yes		www.southwestpinnacle
Criteria of making payments to non-	Yes		www.southwestpinnacle
Policy on dealing with related party	Yes		www.southwestpinnacle
Policy for determining 'material' subsidiaries	Yes		www.southwestpinnacle
Details of familiarization programs imparted	Yes		www.southwestpinnacle
Email address for grievance redressal and other relevant details entity who are	Yes		www.southwestpinnacle.com
Contact information of the designated	Yes		www.southwestpinnacle
Financial results	Yes		www.southwestpinnacle
Shareholding pattern	Yes		www.southwestpinnacle
Details of agreements entered into with the media companies and/or their associates	Not Applicable		www.southwestpinnacle.com
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		
Advertisements as per regulation 47 (1)	Yes		www.southwestpinnacle
Credit rating or revision in credit rating	Yes		www.southwestpinnacle
Separate audited financial statements of	Yes		www.southwestpinnacle
<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
Dividend Distribution policy as per	Not		
It is certified that these contents on the	Yes		www.southwestpinnacle
<b>II Annual Affirmations</b>			

<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b>	<b>Company Remark</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</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 &amp; 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 &amp; remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination &amp; 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>	<i>23(1), (1A), (5), (6)</i>	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party</i>	<i>23(2), (3)</i>	Yes	
<i>Approval for material related party transactions</i>	<i>23(4)</i>	Yes	
<i>Disclosure of related party transactions on consolidated basis</i>	<i>23(9)</i>	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	<i>24(1)</i>	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of Annual Secretarial Compliance Report</i>	<i>24(2), (3), (4), (5) &amp; (6)</i>	Yes	
	<i>24(A)</i>	Yes	
<i>Alternate Director to Independent Director</i>	<i>25(1)</i>	Yes	
<i>Maximum Tenure</i>	<i>25(2)</i>	Yes	
<i>Meeting of independent directors</i>	<i>25(3) &amp; (4)</i>	Yes	
<i>Familiarization of independent directors</i>	<i>25(7)</i>	Yes	
<i>Declaration from Independent Director</i>	<i>25(8) &amp; (9)</i>	Yes	
<i>D &amp; O Insurance for Independent</i>	<i>25(10)</i>	Not Applicable	
<i>Memberships in Committees</i>	<i>26(1)</i>	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	<i>26(3)</i>	Yes	
<i>Disclosure of Shareholding by Non-Executive Directors</i>	<i>26(4)</i>	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	<i>26(2) &amp; 26(5)</i>	Yes	

<b>Other Information</b>	
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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**

<b>Other Information</b>	
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**Name** : **VAISHALI**  
**Designation** : **Company Secretary & Compliance Officer**

