

11th April, 2016

Senior General Manager- Listing Compliance
BSE Limited, 24th Floor,
P J Towers,
Dalal Street,
Mumbai 400001

Ref.:- Scrip Code: 507864

Sub.:- Corporate Governance Report in compliance of Clause 27 (2) (a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Respected Sir / Madam,

1. Name of Listed Entity : Pioneer Investcorp Limited
2. Quarter ending : 31st March, 2016.

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 Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Number of
Mr.	Gaurang Manhar Gandhi	PAN: AFZPG7433D DIN: 00008057	Managing Director	01/10/2013	NA	1	2	C
Mr.	Chandravadan Chimanlal Dalal	PAN: AAAPD3392C DIN: 00091132	Non Executive Independent Director	28/08/2014	22 years	1	2	2
Mr.	Anand Brijendra Desai	PAN: ABQPD8958F DIN: 01488287	Non Executive Independent Director	28/08/2014	9 years	1	2	C
Ms.	Kamlini Chaitan Maniar	PAN: AADPM3332 Q DIN: 06926167	Non Executive Independent Director	28/08/2015	8 months	2	2	C
<p>\$PAN number of any director would not be displayed on the website of Stock Exchange &Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category, categories separating them with hyphen * to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on directors of the listed entity in continuity without any cooling off period.</p>								

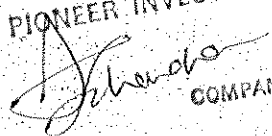
FOR PIONEER INVESTCORP LIMITED
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COMPANY SECRETARY

II. Composition of Committees		
<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/Non-Executive/Independent/Nominee) \$</i>
1. Audit Committee	Chadravadan Chimanlal Dalal Gaurang Manhar Gandhi Anand Brijendra Desai Kamlini Chaitan Maniar	Chairperson/Non-Executive/Independent Executive Non-Executive/Independent Non-Executive/Independent
2. Nomination & Remuneration Committee	Chadravadan Chimanlal Dalal Anand Brijendra Desai Kamlini Chaitan Maniar	Chairperson/Non-Executive/Independent Non-Executive/Independent Non-Executive/Independent
3. Risk Management Committee(if applicable)	Not Applicable	Not Applicable
4. Stakeholders Relationship Committee'	Chadravadan Chimanlal Dalal Gaurang Manhar Gandhi Anand Brijendra Desai Kamlini Chaitan Maniar	Chairperson/Non-Executive/Independent Executive Non-Executive/Independent Non-Executive/Independent
&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen		
III. Meeting of Board of Directors		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
29/10/2015	09/02/2016 and 28/03/2016	111 days

IV. Meeting of Committees – Audit Committee Meeting			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
09/02/2016	Met – 4 members	29/10/2015	111 days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			

V. Related Party Transactions

<i>Subject</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

FOR PIONEER INVESTCORP LIMITED

 COMPANY SECRETARY

Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2. If status is "No" details of non-compliance may be given here.

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

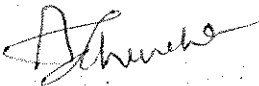
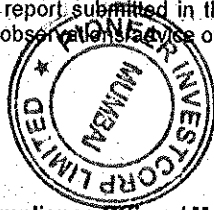
c. Stakeholders relationship committee : Yes

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. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advise of Board of Directors may be mentioned here: No / NA

Name & Designation

Company Secretary / Compliance Officer / Managing Director / CEO

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

April 11, 2016

To,
The General Manager
DCS - CRD
BSE LIMITED
P. J. Towers, Dalal Street,
Mumbai 400 021

SCRIP CODE: 507864

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) refer note below
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	NA
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

FOR PIONEER INVESTCORP LIMITED


COMPANY SECRETARY

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)refer note below
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)	NA
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
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)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
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

FOR PIONEER INVESTCORP LIMITED

[Signature]
COMPANY SECRETARY

Note

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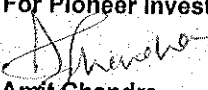
2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

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.

For Pioneer Investcorp


Amit Chandra
Company Secretary

