

## **Report on Corporate Governance**

### **Company's Philosophy on Corporate Governance**

The philosophy of the Company in relation to Corporate Governance is to ensure transparency, disclosures and reporting that conforms fully with laws, regulations, guidelines and to promote ethical conduct throughout the organization with the primary objective of enhancing shareholders value. The company is committed to conforming to the highest standards of Corporate Governance in the country.

### **Board of Directors**

Composition of Board: The Board of PDIL comprises six Directors i.e two functional Directors i.e. Chairman & Managing Director(CMD)and Director(Finance), two Govt. Nominees of the Administrative Ministry i.e Department of Fertilizers, Ministry of Chemicals & Fertilizers, Government of India and two (Non-official)Directors.

Further, PDIL being a Mini Ratna-I Category Company, to exercise the powers of Directors in Board, minimum three Directors (Non-official) are required in the Board. Presently, one post of Director (Non-official) is vacant and the same has been taken up with the Administrative Ministry.

The post of Functional Director i.e. Chairman & Managing Director is vacant from November 2016 and the additional charge of CMD was assigned to Director (Finance) Shri D.S.Sudhakar Ramaiah upto 07.10.2018.

Further, the charge of CMD has been entrusted to Shri Partha Sarthi Sen Sharma, Joint Secretary (JS), Department of Fertilizers, Ministry of Chemical & Fertilizers, Government of India since 08.10.2018 for one year.

During the financial year 2018-19, the following Directors were on the Board of PDIL:

#### **Whole time Directors**

Shri Partha Sarthi Sen Sharma : Chairman & Managing Director( CMD)  
w.e.f 08.10.2018  
Joint Secretary (JS), Department of  
Fertilizers (DOF), Government of India.

Shri D.S.Sudhakar Ramaiah : Director (Finance) &  
Chairman & Managing Director (Addl. Charge)  
Upto 07.10.2018

#### **Non-Executive Directors**

Shri D.P.Srivastava Director (E&S), Department of  
Fertilizers (DOF) Government of India(GOI).  
(upto 13.11.2018)

Shri Lalsanglur Economic Advisor, Department of  
Fertilizers (DOF) Government of India(GOI).  
W.e.f 14.11.2018

Shri Prabhas Kumar Director (Fert), Department of Fertilizers (DOF)  
Government of India (GOI)

Shri C.N.Bhojaraj  
Dr Kunal Ghosh

Director (Non-official)  
Director (Non-official)

**Number of Board meeting/Attendance of each Director at Board Meeting and the last AGM held during the year 2018-19.**

**Number of Board meeting:5**

Date of Meeting	Place of Meeting	Directors present
29 <sup>th</sup> June, 2018	Noida	5
20 <sup>th</sup> August,2018	Noida	4
17 <sup>th</sup> September 2018	Noida	5
26 <sup>th</sup> December, 2018	Noida	4
13 <sup>rd</sup> March 2019	Puri,Odisha	6

**Attendance of each Director in Board Meeting:**

Sl. No.	Name of Directors	No. of Board Meetings attended	Attendance at last AGM held on 24 <sup>th</sup> September 2018	No. of other Directorship in other Co. as on 31.3.2019
1	Shri Partha Sarthi Sen Sharma	2	N.A	2#
2	Shri D.S.Sudhakar Ramaiah	5	Yes	1*
3	Shri Lalsanglur	1	N.A	2##
4	Shri D.P.Srivastava	3	No	1**
5	Shri Prabhas Kumar	3	Yes	1***
6	Shri C.N.Bhojaraj	5	Yes	1@@
7	Dr.Kunal Ghosh	5	Yes	1@

# FCI Aravali Gypsum and Minerals India Ltd as CMD w.e.f 12.03.2019.

# National Fertilizer Limited as Govt.Nominee Director w.e.f 28.12.2018.

\*Fertiliser Association of India(FAI)

## Indian Potash Limited w.e.f 18.02.2019

## Madras Fertilizer Limited w.e.f 10.04.2018.

\*\*Fertilizer Corporation of India Ltd (FCIL) upto 13.11.2018

\*\*\* Paradeep Phosphates Ltd

@ Agtec Innovations Pvt.Ltd

@@ Vaydhish India Pvt.Ltd w.e.f 25.10.2018.

**Annual General Meeting held during last three years:**

Sl. No.	Year	Location	Date & Time	Whether any Special resolution passed
1	2015-16	Noida	29.09.2016 at 12.15 P.M	No
2	2016-17	Noida	21.09.2017 at 12.15 P.M.	Yes
3	2017-18	Noida	24.09.2018 at 12.15 P.M	No

**Audit Committee:**

Audit committee has been constituted in the 217<sup>th</sup> Board meeting held on 20.10.2011 and further, the Committee has been reconstituted from time to time and the Committee was reconstituted in its 241<sup>st</sup> Board Meeting held on 28.02.2017 as under:-

Shri C.N.Bhojaraj, Director (Non-official).....Chairman  
 Dr.Kunal Ghosh, Director (Non-official)..... Member  
 Shri D.P.Srivastava, Director (Govt.Nominee)..... Member  
 C&MD,PDIL ..... Member

The present Audit Committee has been reconstituted by the Board passed through circulation on 13.12.2018 as under:-

Shri C.N.Bhojaraj, Director (Non-official).....Chairman  
 Dr.Kunal Ghosh, Director (Non-official)..... Member  
 Shri Prabhas Kumar, Director (Govt.Nominee)..... Member

**Number of Audit Committee meeting/Attendance of each Director at Audit Committee Meeting held during the year 2018-19.**

**Number of Audit Committee Meetings:5**

Date of Meeting	Place of Meeting	Directors present
29 <sup>th</sup> June, 2018	Noida	4
20 <sup>th</sup> August,2018	Noida	4
17 <sup>th</sup> September,2018	Noida	4
26 <sup>th</sup> December, 2018	Noida	2
12 <sup>th</sup> March 2019	Puri,Odisha	3

**Attendance of each Director in Audit Committee Meetings:**

Sl. No.	Name of Directors	No. of Audit Committee Meeting attended
1	Shri C.N.Bhojaraj	5
2	Dr.Kunal Ghosh	5
3	Sh. D.P.Srivastava	3
4	Shri Prabhas Kumar	1
5	Sh. D.S.Sudhakar Ramaiah	3

**CSR Committee:**

CSR Committee at Board Level was first constituted in its 224<sup>th</sup> Meeting held on 20.05.2013 and the Committee has been reconstituted from time to time and the present CSR Committee has been reconstituted by the Board in its 241<sup>st</sup> Meeting held on 21.12.2016 as under:-

1. CMD / D(F) ,PDIL. ....Chairman
2. Shri D.P.Srivastava, Director (Govt.Nominee)..... Member
3. Dr. Kunal Ghosh, Director (Non-official)..... Member
4. Shri C.N.Bhojaraj, Director (Non-official)..... Member

The present CSR Committee has been reconstituted by the Board in its 252<sup>nd</sup> Meeting held on 26.12.2018 as under:-

- 1.CMD,PDIL .....Chairman
- 2.DF,PDIL .....Member
- 3.Shri Prabhas Kumar, Director (Govt.Nominee) ..... Member
- 4.Dr. Kunal Ghosh ,Director(Non-official) ..... Member
- 5.Shri C.N.Bhojaraj , Director(Non-official) ..... Member

**Number of CSR Committee meeting/Attendance of each Director at Meeting held during the year 2018-19.**

**Number of CSR Committee Meetings:1**

Date of Meeting	Place of Meeting	Directors present
29 <sup>th</sup> June 2018	Noida	4

**Attendance of each Director in the CSR Committee Meeting:**

Sl. No.	Name of Directors/Member of the Committee	Attended or not
1	Shri Partha Sarthi Sen Sharma	N.A
2	Shri D.S.Sudhakar Ramaiah	Yes
3	Shri D.P.Srivastava	Yes
4	Shri Prabhas Kumar	N.A
5	Shri C.N.Bhojaraj	Yes
6	Dr.Kunal Ghosh	Yes

**Remuneration Committee**

Remuneration committee of the Board has been constituted in the 217<sup>th</sup> Board meeting held on 20.10.2011 and further reconstituted in its 222<sup>nd</sup> meeting held on 29.11.2012 and the present Remuneration Committee renamed as “Nomination and Remuneration Committee (NRC)” as per section 178 of the Companies Act,2013 read with rule 6 of the Companies (Meetings of the Board and its Powers)Rules,2014 and it was reconstituted by the Board in its 241<sup>st</sup> Meeting held on 21.12.2016 as follows:-

1. Dr.Kunal Ghosh ,Director(Non-official) - Chairman
2. Shri C.N.Bhojaraj, Director(Non-official) - Member
3. Shri D.P. Srivastava,Director (Govt.Nominee) - Member
4. CMD,PDIL - Member

The present NRC of PDIL Board has been reconstituted by the Board passed through circulation on 13.12.2018 which is as under:-

1. Dr Kunal Ghosh, Director (Non-official)..... Chairman
2. Shri C.N.Bhojaraj, Director (Non-official)..... Member
3. Shri Lalsanglur, Govt. Nominee Director ..... Member.

**Number of NRC Committee meeting/Attendance of each Director at Meeting held during the year 2018-19.**

**Number of NRC Committee Meetings:3**

Date of Meeting	Place of Meeting	Directors present
29 <sup>th</sup> June 2018	Noida	4
20 <sup>th</sup> August 2018	Noida	4
12 <sup>th</sup> March,2019	Puri,Odisha	3

**Attendance of each Director in the NRC Committee Meeting:**

Sl. No.	Name of Directors/Member of the Committee	Attended or not
1	Dr.Kunal Ghosh	Yes
2	Shri C.N.Bhojaraj	Yes
3	Shri D.P.Srivastava	Yes
4	Shri D.S.Sudhakar Ramaiah	Yes
5	Shri Lalsanglur	Yes

**Meeting of Independent Directors:**

A separate meeting of two Directors (Non-official) has been held on 13<sup>th</sup> March 2019 at Puri, Odisha for the year 2018-19.

**Share holders/Investors Grievance Committee**

Projects & Development India Limited (PDIL) is a Government Company and the entire share capital is held by President of India and his nominees. Hence, no such committee is required to be constituted.

**Disclosures**

The related party transaction that may have potential conflict with interest of the Company at large has been duly informed to the Board during the year. Disclosure is also taken as part of Code of Conduct. There have been no instances of non-compliance by Company to any matter related to capital market since, PDIL is an unlisted Company and any matter related to any guidelines issued by Government during the last three years.

**Means of communication**

Annual Financial performance is posted in the Company's website: [www.pdilin.com](http://www.pdilin.com).

**General shareholders information**

The entire paid up share capital of the company is held in the name of President of India and his nominees. AGM details are furnished above. The Company shares are not listed in any stock exchange.