

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - Pearl Global Industries Limited
2. Quarter ending - 31-Mar-2023

i. Composition Of Board Of Director

T i t l e (M r . / M s)	N a m e o f t h e D i r e c t o r	D I N	P A N	C a t e g o r y (C h a i r p e r s o n / E x e c u t i v e / N o n - E x e c u t i v e / I n d e p e n d e n t / N o m i n e)	S u b C a t e g o r y	I n i t i a l D a t e o f A p p o i n t m e n t	D a t e o f A p p o i n t m e n t	D a t e o f c e s s a t i o n	T e n u r e	D a t e o f B i r t h	W h e t h e r t h e d i r e c t o r i s d i s q u a l i f i e d ?	S t a r t D a t e o f d i s q u a l i f i c a t i o n	E n d D a t e o f d i s q u a l i f i c a t i o n	D e t a i l s o f d i s q u a l i f i c a t i o n	C u r r e n t s t a t u s	W h e t h e r s p e c i a l r e s o l u t i o n p a s s e d ? [R e f e r R e g . 17 (1 A) o f L i s t i n g R e g u l a t i o n s]	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 o f D i r e c t o r s h i p i n l i s t e d e n t i t i e s i n c l u d i n g t h i s l i s t e d e n t i t y [i n r e f e r e n c e t o R e g u l a t i o n 17 A (1)]	N o o f I n d e p e n d e n t D i r e c t o r s h i p i n l i s t e d e n t i t i e s i n c l u d i n g t h i s l i s t e d e n t i t y [i n r e f e r e n c e t o p r o v i s o t o r e]	N o o f m e m b e r s h i p i n A u d i t / S t a k e h o l d e r C o m m i t t e (s) i n c l u d i n g t h i s l i s t e d e n t i t y	N o o f p o s t o f C h a i r p e r s o n i n A u d i t / S t a k e h o l d e r C o m m i t t e h e l d i n l i s t e d e n t i t i e s	M e m b e r s h i p i n C o m m i t t e e s o f t h e C o m p a n y	R e m a r k s
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M r.	P u l k i t S e t h	0 0 0 0 3 0 4 4	A J D P S 7 1 3 1 A	N E D		0 1 - N o v - 2 0 0 4	3 1- M ar - 2 0 2 2			0 5- Fe b- 1 9 8 0	N o					N A		1	0	1	0	SC	
M r. s.	S h i f a l l i S e t h	0 1 3 8 8 4 3 0	B E M P S 3 1 8 5 K	N E D		1 9 - J a n - 2 0 0 1 2	3 1- M ar - 2 0 2 2			2 4- Fe b- 1 9 8 1	N o					N A		1	0	0	0		
M r.	P a l l a b	0 7 1	A A F	E D	M D	0 1 -	0 1- A			3 1- Ju	N o					N A		1	0	0	0	R M C	

	B a n e r j e	9 3 7 4 9	P B 9 8 7 7 R			O c t - 2 0 2 2 1	pr - 2 0 2 2			l- 1 9 6 8														
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M r.	R a j e n d r a K u m a r	0 0 7 3 1 9 5 6	A F Q P A 4 1 4 1	ID		1 2 - S e p - 2 0 0	0 1- A pr - 2 0 1 9		1 9 7	0 9- D ec - 1 9 4 9	N o					N A		1	1	2	0	A C, SC ,N R C		

Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Anil Nayar	ID	Chairperson	19-Jan-2012	
2	Abhishek Goyal	ID	Member	26-May-2017	
3	Rajendra Kumar Aneja	ID	Member	26-May-2017	
4	Madhulika Bhupatkar	ID	Member	28-Jul-2020	

Company Remarks	
Whether Regular chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Anil Nayar	ID	Chairperson	26-May-2017	
2	Rajendra Kumar Aneja	ID	Member	14-Feb-2017	
3	Pulkit Seth	NED	Member	01-Aug-2006	

Company Remarks	
Whether Regular chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Pallab Banerjee	ED	Chairperson	13-Nov-2021	
2	Abhishek Goyal	ID	Member	21-Jun-2021	
3	Neha Khanna	ID	Member	21-Jun-2021	

Company Remarks	
Whether Regular chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Abhishek Goyal	ID	Chairperson	26-May-2017	
2	Deepak Seth	C,NED	Member	14-Feb-2017	
3	Anil Nayar	ID	Member	26-May-2014	
4	Rajendra Kumar Aneja	ID	Member	13-May-2008	

Company Remarks	
Whether Regular	Yes

chairperson appointed	
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iii. **Meeting of Board of Directors**

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	No. of Independent Directors attending the meeting
11-Nov-2022	Yes	12	11	6
07-Feb-2023	Yes	12	10	6

Company Remarks	
Maximum gap between any two consecutive (in number of days)	87

iv. **Meeting of Committees**

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Nomination & Remuneration Committee	10-Oct-2022	Yes	4	4	3	0
Nomination & Remuneration Committee	11-Nov-2022	Yes	4	4	3	0
Audit Committee	11-Nov-2022	Yes	4	4	4	0
Audit Committee	07-Feb-2023	Yes	4	4	4	0
Risk Management Committee	07-Feb-2023	Yes	3	3	2	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit	87

Committee]	
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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	Yes	
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	During the period ended March 31, 2023, the Company has entered into Material Related Party Transactions with its wholly owned subsidiary Pearl Global (HK) Limited for an amount approx. Rs.407 Crore.
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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 1000 listed entities) - **Yes**
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 : **Shilpa Budhia**
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	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		https://www.pearlglobal.com
Terms and conditions of appointment of	Yes		https://www.pearlglobal.com
Composition of various committees of	Yes		https://www.pearlglobal.com
Code of conduct of board of directors and	Yes		https://www.pearlglobal.com
Details of establishment of vigil mechanism/	Yes		https://www.pearlglobal.com
Criteria of making payments to non-	Yes		https://www.pearlglobal.com
Policy on dealing with related party	Yes		https://www.pearlglobal.com
Policy for determining 'material' subsidiaries	Yes		https://www.pearlglobal.com
Details of familiarization programs imparted	Yes		https://www.pearlglobal.com
Email address for grievance redressal and other relevant details entity who are	Yes		https://www.pearlglobal.com/investor-relations/
Contact information of the designated	Yes		https://www.pearlglobal.com
Financial results	Yes		https://www.pearlglobal.com
Shareholding pattern	Yes		https://www.pearlglobal.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		https://www.pearlglobal.com/investor-relations/
New name and the old name of the listed	Not		
Advertisements as per regulation 47 (1)	Yes		https://www.pearlglobal.com
Credit rating or revision in credit rating	Yes		https://www.pearlglobal.com
Separate audited financial statements of	Yes		https://www.pearlglobal.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		https://www.pearlglobal.com/investor-relations/
Materiality Policy as per Regulation 30	Yes		https://www.pearlglobal.com
Dividend Distribution policy as per	Yes		https://www.pearlglobal.com
It is certified that these contents on the	Yes		https://www.pearlglobal.com
II Annual Affirmations			
Particulars	Regulation Number	Compliance status	Company Remark
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), 17(1A) & 17(1B)	Yes	
Meeting of Board of directors	17(2)	Yes	
Quorum of Board meeting	17(2A)	Yes	
Review of Compliance Reports	17(3)	Yes	
Plans for orderly succession for appointments	17(4)	Yes	
Code of Conduct	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)	Yes	
<i>Meeting of Risk Management Committee</i>	21(3A)	Yes	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party</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)	Yes	
<i>Other Corporate Governance requirements with respect to subsidiary of Annual Secretarial Compliance Report</i>	24(2),(3),(4),(5) & (6)	Yes	
	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Not Applicable	
<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)	Yes	
<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	
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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	
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Name : **Shilpa Budhia**
Designation : **Company Secretary & Compliance Officer**

ANNEXURE IV

%symbol%	%companyName%	%quarterEnded%
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(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>	<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
<i>Promoter or any other entity controlled by them</i>			
<i>Promoter Group or any other entity controlled by them</i>			
<i>Directors (including relatives) or any other entity controlled by them</i>			
<i>KMPs or any other entity controlled by them</i>			

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
<i>Promoter or any other entity controlled by them</i>			
<i>Promoter Group or any other entity controlled by them</i>			
<i>Directors (including relatives) or any other entity controlled by them</i>			
<i>KMPs or any other entity controlled by them</i>			

(D) If the Listed Entity would like to provide any other information the same may be indicated here

Affirmations
<i>All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company</i>

Company Remarks in case of non-compliant status	
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Name:
Designation: Chief Executive Officer
Place:
Date: