

CORPORATE GOVERNANCE REPORT

ANNEXURE I

1. Name of Listed Entity - **Pearl Global Industries Limited**
2. Quarter ending - **30-Sep-2016**

I. Composition of Board of Directors											
Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non- Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directors hip in listed entities including this listed entity	No of membership s in Audit/ Stakeholder Committee (s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	
Mr.	Deepak Seth	00003021		C & NED	22-Mar-1994			2	2	0	
Mr.	Pulkit Seth	00003044		ED	01-Jun-2016 ^{\$}			1	1	0	
Mrs.	Shefali Seth	01388430		ED	19-Jan-2015 [^]			1	0	0	
Mr.	Vinod Vaish	01945795		ED	19-Jan-2015 [#]			1	2	0	
Mr.	Chittranjan Dua	00036080		ID	01-Apr-2014 [*]	31-Mar-2019	5	3	2	1	
Mr.	Samar Ballav Mohapatra	00327410		ID	01-Apr-2014 [*]	31-Mar-2019	5	1	1	1	
Mr.	Rajendra Kumar Aneja	00731956		ID	01-Apr-2014 [*]	31-Mar-2019	5	1	0	0	
Mr.	Anil Nayar	01390190		ID	01-Apr-2014 [*]	31-Mar-2019	5	1	1	1	

\$ Re-appointed as Managing Director for a further period of Three years w.e.f. 01.06.2016.

[^] Re-appointed as Whole-Time Director for a further period of Three year w.e.f. 19.01.2015.

[#] Re-appointed as Whole-Time Director for further period of One year and nine months w.e.f. 19.01.2015.

^{*} Appointed as Independent Director (ID) in terms of Section 149 of the Companies Act, 2013 for a period of five years w.e.f 01.04.2014 upto 31.03.2019.

II. Composition of Committees

Audit Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Vinod Vaish	ED	Member
2	Samar Ballav Mohapatra	ID	Member
3	Anil Nayar	ID	Chairperson

Stakeholders Relationship Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Pulkit Seth	ED	Member
2	Vinod Vaish	ED	Member
3	Samar Ballav Mohapatra	ID	Chairperson

Risk Management Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
Not Applicable			

Nomination and Remuneration Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Samar Ballav Mohapatra	ID	Chairperson
2	Rajendra Kumar Aneja	ID	Member
3	Anil Nayar	ID	Member

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>
25-May-2016	12-Aug-2016	78

IV. Meeting of Committees				
<i>Name of the committee</i>	<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 (in number of days)</i>
Audit Committee	12-Aug-2016	Yes	25-May-2016	78

V. Related Party Transactions	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
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

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:

There is no comments/observations/advice of the Board of Directors on the report submitted in the previous quarter.

Name : Sandeep Sabharwal
Designation : Company Secretary

Place : Gurgaon
Date : October 12, 2016

ANNEXURE III

Affirmations

<i>Broad Heading</i>	<i>Regulation Number</i>	<i>Compliance Status</i>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

Name : Sandeep Sabharwal
Designation : Company Secretary

Place : Gurgaon
Date : October 12, 2016