CORPORATE GOVERNANCE REPORT

ANNEXURE I

1. Name of Listed Entity - **Pearl Global Industries Limited**
2. Quarter ending - **31-Mar-2016**

I. Composition of Board of Directors

Title (Mr./ Ms)	Name of the Director	DIN	Category (Chairperson /Executive/Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of memberships 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-2013[$]			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 years	3	2	1
Mr.	Samar Ballav Mohapatra	00327410	ID	01-Apr-2014*	31-Mar-2019	5 years	1	1	1
Mr.	Rajendra Kumar Aneja	00731956	ID	01-Apr-2014*	31-Mar-2019	5 years	1	0	0
Mr.	Anil Nayar	01390190	ID	01-Apr-2014*	31-Mar-2019	5 years	1	1	1

$ Re-appointed as Managing Director for a further period of Three years w.e.f. 01.06.2013.

^ 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 a 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 Comittees

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

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

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

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

III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	*Date(s) of Meeting (if any) in the relevant quarter*	*Maximum gap between any two consecutive (in number of days)*
09-Nov-2015	12-Feb-2016	94
	11-Mar-2016	

IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	*Whether requirement of Quorum met (details)*	*Date(s) of meeting of the committee in the previous quarter*	*Maximum gap between any two consecutive (in number of days)*
12-Feb-2016	Yes	09-Nov-2015	94

V. Related Party Transactions	
Subject	***Compliance status (Yes/No/NA)***
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

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 (Yes/No/NA)***
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	Yes
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	Not Applicable
New name and the old name of the listed entity	Not Applicable

II Annual Affirmations		
Particulars	***Regulation Number***	***Compliance status (Yes/No/NA)***
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)*	Yes
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)*	Not Applicable
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)*	Not Applicable
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

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**

Name : **Sandeep Sabharwal**
Designation : **Company Secretary**