

CORPORATE GOVERNANCE REPORT

ANNEXURE I

1. Name of Listed Entity - **Pearl Global Industries Limited**
2. Quarter ending - **31-Dec-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 (in years)	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-2016 [§]			1	1	0
Mrs.	Shefali Seth	01388430	-	ED	19-Jan-2015 [^]			1	0	0
Mr.	Vinod Vaish	01945795	-	ED	19-Oct-2016 [#]			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 years, w.e.f. 19.01.2015.

Re-appointed as Whole-Time Director for a further period of Two years, w.e.f. 19.10.2016.

* 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>
12-Aug-2016	08-Nov-2016	87

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	08-Nov-2016	Yes	12-Aug-2016	87

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

Place : **Gurgaon**
Date : **January 11, 2017**