

**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-2017**

<b>i. Composition of Board of Directors</b>										
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	3	0
Mr.	Pulkit Seth	00003044		ED	01-Jun-2016 <sup>\$</sup>			1	1	0
Mrs.	Shefali Seth	01388430		ED	19-Jan-2015 <sup>^</sup>			1	0	0
Mr.	Vinod Vaish	01945795		ED	19-Oct-2016 <sup>#</sup>			1	2	0
Mr.	Chittranjan Dua	00036080		ID	01-Apr-2014 <sup>*</sup>	31-Mar-2019	5	3	2	1
Mr.	Samar Ballav Mohapatra <sup>&amp;</sup>	00327410		ID	01-Apr-2014	20-Mar-2017	5	1	1	2
Mr.	Rajendra Kumar Aneja	00731956		ID	01-Apr-2014 <sup>*</sup>	31-Mar-2019	5	1	1	0
Mr.	Anil Nayar	01390190		ID	01-Apr-2014 <sup>*</sup>	31-Mar-2019	5	1	1	1

<sup>&</sup>Mr. Samar Ballav Mohapatra, Independent Director, has resigned from the Directorship of the Company, due to health reasons, with effect from 20.03.2017.

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

<sup>^</sup> Re-appointed as Whole-Time Director for a further period of Three years, w.e.f. 19.01.2015.

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

<sup>\*</sup> 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

<b>Audit Committee</b>			
<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

<b>Stakeholders Relationship Committee</b>			
<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
4	Rajendra Kumar Aneja <sup>#</sup>	ID	Member

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

<b>Nomination and Remuneration Committee</b>			
<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
4	Deepak Seth <sup>#</sup>	C & NED	Member

<sup>#</sup>Inducted as member by the Board of Directors in its meeting held on 14.02.2017.

\*Mr. Samar Ballav Mohapatra, Independent Director, has resigned from the Directorship of the Company, due to health reasons, with effect from 20.03.2017. These Committees will be re-constituted in the next Board Meeting.

<b>III. Meeting of Board of Directors</b>		
<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>
08-Nov-2016	14-Feb-2017	97

<b>IV. Meeting of Committees</b>				
<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	09-Feb-2017	Yes	08-Nov-2016	92

<b>V. Related Party Transactions</b>	
<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.- **No**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee - **No**
  - 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.**

**Mr. Samar Ballav Mohapatra, Independent Director, has resigned from the Directorship of the Company, due to health reasons, with effect from 20.03.2017.**

**New Independent Director will be appointed in the immediate next Board Meeting to comply the provisions of Regulation 17(1)(b) read with Regulation 25(6) and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Name : Sandeep Sabharwal  
Designation : Company Secretary

Date: April 13, 2017

**ANNEXURE II**

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	
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	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	No
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	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 &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	No
<i>Meeting of Audit Committee</i>	18(2)	Yes

<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1), (2), (3), (4)	Not Applicable
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1), (5), (6), (7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2), (3), (4), (5) & (6)	Yes
<i>Maximum Directorship &amp; Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	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

### 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**

**Mr. Samar Ballav Mohapatra, Independent Director, has resigned from the Directorship of the Company, due to health reasons, with effect from 20.03.2017. New Independent Director will be appointed in the immediate next Board Meeting to comply the provisions of Regulation 17(1)(b) read with Regulation 25(6) and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

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

**Date: April 13, 2017**