

PEARL ELECTRONICS LIMITED

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QUARTERLY CORPORATE GOVERNANCE REPORT

1. Name of the Entity : Pearl Electronics Limited
2. Quarter Ending : 31st December, 2015

I. COMPOSITION OF BOARD OF DIRECTORS

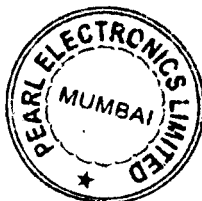
Name	PAN/ DIN	Category (Promoter/ Executive / Non Executive/ Independent/Nominee)	Date of Appointment in the current term	Tenure*	No. of Directorship in listed entities including this listed entity ⁰	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr. Krishan Khadaria	AAHPK3724G/00219096	Non-Executive & Promoter	30/08/2011	-	3	5	0
Mr. Tarun Keram	AARPK2414K/02540707	Non-Executive & Independent	30/09/2014	**1 year 3 months	1	2	0
Ms. Madhumati Amar Gawade	AKLPG1374L / 06868063	Non-Executive	30/03/2015	-	3	0	0
Mr. Manoj Bhatia	ABVPB7397P/01953191	Non-Executive & Independent	30/09/2014	**1 year 3 months	3	1	5

*Tenure is to be filled only for Independent Director. It would mean that period from which Independent director is serving on the Board of Directors of the Listed Entity.

** The Tenure is mentioned from the date of the Appointment in the current term till 31st December, 2015.

II. COMPOSITION OF COMMITTEES

Name of Committee	Name of Committee members	Category (Chairman/Executive/Non-Executive/independent/Nominee)
1. Audit Committee	Mr. Manoj Bhatia	Chairman - Non-Executive & Independent
	Mr. Tarun Keram	Non-Executive & Independent
	Mr. Krishan Khadaria	Non-Executive
2. Nomination & Remuneration Committee	Mr. Tarun Keram	Chairman- Non-Executive &



		independent
	Mr. Manoj Bhatia	Non-Executive & Independent
	Mr. Krishan Khadaria	Non-Executive
3. Risk Management Committee(if applicable)	Mr. Krishan Khadaria	Chairman - Non-Executive
	Mr. Manoj Bhatia	Non-Executive & Independent
	Mr. Tarun Keram	Non-Executive & Independent
4. Stakeholders Relationship Committee'	Mr. Manoj Bhatia	Chairman - Non-Executive & Independent
	Mr. Krishan Khadaria	Non-Executive
	Mr. Tarun Keram	Non-Executive & Independent

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)
14 th July, 2015, 14 th August, 2015, 17 th August, 2015 and 28 th August, 2015	14 th November, 2015 & 9 th December, 2015	25 Days

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 meetings in number of days*
Audit Committee 13 November, 2015	Yes- All members present.	14 August, 2015	90

*This information has to be mandatorily given for Audit Committee, for rest of the committees giving this information is optional.

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

Note:

Prior omnibus approval of the Audit committee in their meeting as well as shareholders' approval in the Annual General Meeting of the Company held on 30th September, 2015 was obtained on a yearly basis specifying the upper ceiling as to amount for the transactions which were of foreseen and repetitive nature. The details of all such



related party transactions entered into pursuant to the omnibus approval of the Committee are placed before the Audit Committee on a quarterly basis for its review.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders Relationship Committee
 - d. Risk Management Committee (applicable to the top 100 listed entities)
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.
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.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

For PEARL ELECTRONICS LIMITED

