



Exceeding Expectations...Always

PEARL GLOBAL INDUSTRIES LIMITED

CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING

(Revised: March 2025)

1. INTRODUCTION

The Securities and Exchange Board of India (SEBI) in its endeavor to protect the interests of investors in general has formulated the SEBI (Insider Trading) Regulations, 2015 under the powers conferred on it under the SEBI Act, 1992 replacing the erstwhile SEBI (Prohibition of Insider Trading) Regulations, 1992.

Pursuant to Regulation 9(1) of the aforesaid Regulations casts a duty upon the Board of Directors of every listed company to formulate a code of conduct to regulate, monitor and report trading by Designated persons, their immediate relatives, promoters, members of the promoters group and other connected persons towards achieving compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015, adopting the minimum standards set out in the Schedule B to the Regulations. This Code apply to all Designated Persons and other connected Persons mentioned in this Code.

Accordingly, the Code on Prohibition of Insider Trading, framed by the Company under the SEBI (Prohibition of Insider Trading) Regulations, 1992 stands to replace with this Code of Conduct to Regulate, Monitor and Report Trading by Insiders.

2. Definitions

- **“Act”** means the Securities and Exchange Board of India Act, 1992.
- **“Board”** means the Board of Directors of the Company.
- **“Code”** or **“Code of Conduct”** shall mean this Code of Conduct to Regulate, Monitor and Report trading by insiders of Pearl Global Industries Limited, as amended from time to time.
- **“Company”** means Pearl Global Industries Limited.
- **“Compliance Officer”** means the Compliance Officer, designated from time to time, in compliance with the provisions of the SEBI PIT Regulations;
- **“Connected Person”** means:
 - i. any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including;
 - a. by reason of frequent communication with its officers or
 - b. by being in any contractual, fiduciary or employment relationship or
 - c. by being a director, officer or an employee of the Company or
 - d. holds any position including a professional or business relationship between himself and the Company whether temporary or permanent,

that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

ii. Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established –

1. a relative of connected persons specified in clause (i); or
2. a holding company or associate company or subsidiary company; or
3. an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
4. an investment company, trustee company, asset management company or an employee or director thereof; or
5. an official of a stock exchange or of clearing house or corporation; or
6. a member of the board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
7. a member of the Board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
8. an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
9. a banker of the Company; or
10. a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his relative or banker of the Company, has more than ten per cent, of the holding or interest, or
11. firm or its partner or its employee in which a connected person specified in sub-clause (i) of clause (d) is also a partner; or
12. a person sharing household or residence with a connected person specified in sub-clause (i) of clause (d);

• **"Designated Person"** shall consist of following:

- (i) Promoters and Promoter Group of the Company;
- (ii) Directors of the Company ("Directors");
- (iii) Key managerial personnel of the Company;
- (iv) employees of the Company in the cadre of General Manager and above;
- (v) employees of finance, treasury, taxation and secretarial departments;
- (vi) chief executive officer, chief financial officer and employees in the cadre of General Manager and above of Material Subsidiaries of the Company;

- (vii) Any other Connected Person/Employee of other Department/s, as may be designated by the Company on a case-to-case basis;
- (viii) Immediate Relatives of (i) to (vii) above.

- **"Dealing in Securities"** means an act of subscribing to, buying, selling, or agreeing to subscribe to, buy, sell or deal in Securities of the Company either as Principal or Agent.
- **"Employee"** means any individual who during employment in the Company may become privy to information relating to violation of insider trading laws and files a Voluntary Information Disclosure Form under SEBI PIT Regulations.
- **"Financially literate"** shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.
- **"Generally available Information"** means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media.
- **"Immediate Relative"** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person or consults such person in taking decisions relating to trading in securities.
- **"Insider"** means any person who is:
 - i. a connected person; or
 - ii. in possession of or having access to unpublished price sensitive information.
- **"Key Managerial Person"** means person as defined In Section 2(51) of the Companies Act, 2013 which states as below-
 - i. the Chief Executive Officer or the managing director or the manager;
 - ii. the Company Secretary;
 - iii. the Whole-time Director;
 - iv. the Chief Financial Officer;
 - v. such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and
 - vi. such other officer as may be prescribed
- **"Legitimate Purpose"** as defined under Company's "Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information"
- **"Material Financial Relationship"** shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of annual income of such designated person but shall exclude relationships in which the payment is based on arm's length transactions.

- **"Promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- **"Promoter Group"** shall have the meaning assigned to It under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;
- **"Regulations"** mean the SEBI (Prohibition of Insider trading) Regulations, 2015 as amended from time to time.
- **"Relative"** shall mean the following:
 - (i) spouse of the person;
 - (ii) parent of the person and parent of its spouse;
 - (iii) sibling of the person and sibling of its spouse;
 - (iv) child of the person and child of its spouse;
 - (v) spouse of the person listed at sub-clause (iii); and
 - (vi) spouse of the person listed at sub-clause (iv)
- **"Trading"** means and includes subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.
- **"Trading Day"** means a day on which the recognized stock exchanges are open for trading.
- **"Trading Plan"** has the meaning ascribed to in Clause 5 of the SEBI PIT Regulations.
- **"Trading Window"** means a trading period for dealing in the Company's shares during which Designated Persons and their Immediate Relatives can deal in the shares of the Company
- **"Unpublished Price Sensitive Information"** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall be, ordinarily including but not restricted to, information relating to the following –
 - i. Financial results;
 - ii. Dividends;
 - iii. Change In capital structure;
 - iv. Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
 - v. changes in key managerial personnel.
 - vi. change in rating(s), other than ESG rating(s);
 - vii. fund raising proposed to be undertaken;
 - viii. agreements, by whatever name called, which may impact the management or control of the company;
 - ix. fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred

- within India or abroad;
- x. resolution plan/ restructuring or one time settlement in relation to loans/borrowings from banks/financial institutions;
 - xi. admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
 - xii. initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
 - xiii. action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
 - xiv. outcome of any litigation(s) or dispute(s) which may have an impact on the company;
 - xv. giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
 - xvi. granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals, Changes in key managerial personnel; and

Explanation 1- For the purpose of sub-clause (ix):

- a. 'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
- b. 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Explanation 2- For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.

- Words and expressions used and not defined in this Code but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them as given in those legislation.

3. ROLE OF COMPLIANCE OFFICER

- i. The Compliance Officer shall report on Insider trading to the Board of Directors of the Company and shall provide reports to the Chairman of the Audit Committee and/or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors but not less than once in a year.
- ii. The Compliance Officer shall confidentially maintain a list of such securities as a restricted list which shall be used as their basis for approving or rejecting application for pre- clearance of trades.
- iii. The Compliance Officer shall monitor, review and approve all Trading Plans.
- iv. The Compliance Officer shall, based on his discretion and occurrence of specific events detailed in this Code of Conduct, regulate and monitor the Trading Window of the securities of the Company.
- v. The Compliance Officer may inquire any employee in relation to Trading of securities and handling of unpublished price sensitive information of the Company.
- vi. The Compliance Officer may require any other persons (law firms, consultants, investment bankers, vendors, customers, bankers etc.) to disclose shareholding and trading in securities of the Company.
- vii. The Compliance Officer shall assist all employees/directors in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Code of Conduct.

4. RESTRICTION ON COMMUNICATION AND TRADING BY INSIDERS

- i. No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to company or securities, to any person Including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Provided that any person in receipt of UPSI pursuant to legitimate purpose shall be considered as an Insider and due notice shall be given to maintain confidentiality of such UPSI.

- ii. No person shall procure from or cause communication by any insider of unpublished price sensitive information, relating to a company or securities, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- iii. The Insider shall neither trade nor counsel any person to trade in securities of the Company when in possession of UPSI subject to the proviso as mentioned in Regulation 4(1) of the Regulations.

- iv. When a person who has traded in securities has been in possession of unpublished price sensitive information, his/her trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.
- v. Restriction on communication of UPSI is not applicable in case of:
 - a. A transaction that would entail an obligation to make an open offer under the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (SEBI Takeover Regulations) where the board of directors of the company is of informed opinion that sharing of such information is in the best interests of the company;
 - b. a transaction that would not attract an open offer, where the Board is of the informed opinion that sharing of such information is in the best interest of the Company, provided that such UPSI is made public at least two trading days before the proposed transaction in such form as the Board may determine to be adequate and fair to cover all relevant and material facts.
- vi. The Board shall maintain a structured digital database containing the names of such persons or entities, with whom information is shared along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

Such a data base may include the following information:

- i. Name of the person/ organization with whom UPSI has been shared;
 - ii. PAN No. of person/ Organization with whom UPSI shared or any other Identifier;
 - iii. Brief Details of UPSI Shared;
 - iv. Date when any Confidentiality agreement has been signed with such person/ organization;
 - v. Name of the Official of the Company who share such information;
 - vi. Frequency of sharing of Information.
- vii. Designated Persons may trade in the Securities of the Company only when the Trading Window is open and if they do not possess UPSI at the time of trading. This, however, does not prevent employees from exercising their stock options during the time the Trading Window is closed, although the shares obtained on exercise of options cannot be traded in any manner during the time the Trading Window is closed or when the employee is in possession of Unpublished Price Sensitive Information.

5. PROCESS OF BRINGING IN INSIDERS ON SENSITIVE TRANSACTIONS

- i. In the event of a sensitive transaction, persons including Designated Persons could be involved based on *need to know basis for legitimate

purpose and relevance of the said person to the said transaction.

"Need to know" basis means that UPSI should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

- ii. The Director or any Key Managerial Personnel or Compliance Officer of the Company may identify persons to be involved as Insiders in relation to a sensitive transaction.
- iii. The relevant party shall be informed that they must keep the relevant information in relation to the sensitive transaction strictly confidential and that they shall not to deal in the Company's securities before such information is made public.
- iv. Persons involved in a sensitive transaction shall be deemed to be Insiders from time they are aware of a sensitive transaction and shall remain to be an Insider until expiry of 48 hours of such sensitive transaction is made public or the time till the transaction loses its commercial relevance, whichever is earlier.
- v. A notice shall be given to such Insiders before being involved in a sensitive transaction to maintain confidentiality of such information/ transactions and make them aware of duties and liabilities attached to the receipt of such information or misuse of such information.

6. TRADING PLAN

- i. An insider (who may be perpetually in possession of unpublished price sensitive information) shall be bound to formulate a trading plan for dealing in the securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such a plan.
- ii. The trading plan once approved shall be Irrevocable and the Insider shall mandatorily have to be implemented and without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.
- iii. The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.
- iv. Such trading plan shall be executed as per the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015.
- v. Upon approval of the trading plan, the Compliance Officer shall notify the plan to stock exchanges on which the securities are listed.

7. CHINESE WALL PROCEDURE

- i. For dealing with Unpublished Price Sensitive Information within Company, the Company has adopted procedures and arrangements to designate separate areas that have access to Unpublished Price Sensitive Information ("Insider Areas") from those who do not have such access ("Public Areas") within the Company (collectively known as Chinese Wall procedures) so as to prevent the inadvertent spread and misuse of Unpublished Price Sensitive Information.
- ii. Designated Persons working within an Insider Area will be prohibited from communicating any Confidential or Unpublished Price Sensitive Information to any other person in Public Areas other than for legitimate purpose.
- iii. Designated Persons within Insider Areas shall have a responsibility to ensure the Chinese Wall is not breached deliberately or inadvertently. Any instance of breach or suspected breach of the Chinese Wall must be referred to the Compliance Officer immediately.
- iv. The Company shall have the process of maintaining securely, computer files containing confidential information and physical storage of documents relating to UPSI.
- v. All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of their legitimate purposes, performance of duties or discharge of legal obligations.

8. TRADING WINDOW

- i. The period when the securities of the Company are available for trading in Stock Exchanges is called "Trading Window" (notional). The trading window shall be closed when the Compliance officer determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information.
- ii. The trading window shall be closed from the end of every quarter till 48 hours after the declaration of financial results or at such other time as may be considered appropriate by the Compliance Officer.
- iii. The Compliance Officer after considering various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re- Opening of the trading window, however in any event it shall not be earlier than 48 hours after the information becomes generally available.
- iv. No Designated Person or their immediate relatives shall conduct any trading in the shares of the Company during the closure of the Trading Window.

- v. The trading window restrictions shall not apply in respect of transaction as being permitted under the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

9. PRE-CLEARANCE OF TRADES

- i. Any Designated Person intending to deal in the securities of the Company exceeding the threshold limit of Rs. 10 lakh in a calendar month, will have to make.
 - a) An application to the Compliance Officer for pre-clearance of the transaction as per **Annexure -1**.
 - b) An undertaking in favor of the Company as per **Annexure -2**.

Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

- ii. The transactions should be carried out only after receiving the pre-clearance from the Compliance Officer of the Company as per **Annexure - 3**.
- iii. If the transaction is not carried out within 7 (seven) trading days after the approval of pre-clearance is given, the Designated Person must apply for the pre-clearance of the transaction again.
- iv. Such Designated Person shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer as per **Annexure-4**. In case the transaction is not undertaken, it shall also be intimated to the Compliance officer as per **Annexure-4**.

10. RESTRICTION ON CONTRA TRADE

All Designated Persons who buy or sell any number of shares of the Company shall not enter an opposite transaction, i.e. sell or buy any number of shares during the next 6 months following the prior transaction. In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

Provided that restrictions on contra trade shall not be applicable at the following events:

- a. Where the compliance officer in consultation with the Chairman has waived off the six months period after recording reason in writing, or;
- b. in accordance with an approved trading plan, or;
- c. for trades pursuant to exercise of stock options.

Application by Designated Person to Compliance officer for waiving of such

restriction will be made in the prescribed format **Annexure -5**.

However, no such sale will be permitted when the trading window is closed.

11. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES

i. Initial Disclosure

- a) Every person on appointment as key managerial personnel or a director of the Company or upon becoming a promoter or member of the promoter group shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within 7 (seven) days of such appointment or becoming a promoter **Annexure – 6**.

ii. Continual Disclosure

- a) Every promoter, member of the promoter group, designated person, and director of the Company shall disclose to the Company in **Annexure – 7**, the number of such securities acquired or disposed of within 2 (two) trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10 lakhs.
- b) The Company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

Explanation: It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this sub- regulation, shall be made when the transactions affected after the prior disclosure cross the threshold specified in clause 9(2)(a) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

- c) The Designated Person of the Company shall submit to the Compliance Officer an annual statement as per **Annexure- 8** within 30 days from the end of the financial year, giving following details -
- 1) transactions during the financial year (including transactions of immediate relatives) in securities whether pre-clearance of trades was obtained or not.
 - 2) holdings (including holdings of immediate relatives) of such person at the end of the financial year.
 - 3) names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information changes
 - immediate relatives.
 - persons with whom such designated person(s) shares a material financial relationship Phone, mobile and cell numbers

which are used by them.

The Designated person shall provide the names of educational institutions from which designated persons have graduated and names of their past employers to the Company, on one time basis

- d) The compliance officer may at its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company to monitor compliance with this code as per **Annexure – 9**.

12. OTHER PROVISIONS

- i. The Compliance officer shall maintain records of all the disclosure made under this code by the directors/officers/Designated Persons for a minimum period of five years.
- ii. The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives and by any other person for whom such person takes trading decisions.
- iii. The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code.

13. PENALTY FOR CONTRAVENTION OF THE CODE OF CONDUCT

- i. Every Insider/Designated Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/ her immediate relative).
- ii. Any Insider/Designated Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalised and appropriate action may be taken by the Company.
- iii. Any Insider/Designated Person who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery, demotion, clawback, ineligibility for future participation in any employee stock option plan, etc.
- iv. The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

14. INFORMATION TO SEBI IN CASE OF VIOLATION OF THE SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

In case it is observed by the Company that there has been a violation of the SEBI (Prohibition of insider Trading) Regulations, 2015 in relation to securities of the Company, the same shall be immediately intimated to SEBI in such form as may be prescribed under relevant schedule of the PIT Regulations.

15. AMENDMENT TO THIS CODE

This Code shall be subject to review and be amended from time to time, as may be deemed necessary and in accordance with any regulatory amendments.

ANNEXURE-1**APPLICATION FOR PRE-CLEARANCE**

Date:

To,
The Compliance Officer,
Pearl Global Industries Ltd.
Gurgaon

Dear Sir/Madam,

Subject: Application for Pre-Clearance

Name of Designated Person	
Designation/office/Relationship with the Company	
Level (in case of employee only)	
Employee Code (in case of employee only)	
Location of office (in case of employee only)	
Approval Seeking for	☐ Self ☐ Immediate relative

With reference to the Code of Conduct for Prevention of Insider Trading of the Company, I seek your approval to purchase/ sell the equity shares of the Company. The details of present holding and proposed transaction are as follows:

Name of Shareholder	No. of Shares held	Folio No./DP ID and Client ID	Details of Depository Participant where Demat A/c is maintained	Nature of Transaction (Purchase/Sell)	No. of shares to be dealt	Whether proposed transaction will be through Stock Exchange or off-market deal	Remaining holding after the deal (Sale/Purchase)

*if shareholder is immediate relative of Designated Person/ connected person, also specify the relation of the shareholder with such designated person/connected person.

I enclose herewith the form of undertaking signed by me.

(Signature of designated person/connected person)

Date:

Place:

UNDERTAKING FOR APPLICATION FOR PRE-CLEARANCE

To,
The Compliance Officer
Pearl Global Industries Ltd.
Gurgaon

Dear Sir,

Subject: Undertaking for Pre-clearance of dealing in shares

I, (Name and designation/office of the person) hereby confirm that I shall execute the trade of shares (as detailed in Annexure-1) at any time within 7 days of your approval, failing which I shall apply again for your approval. I shall submit a 'NIL' report if the transaction is not undertaken.

Further, I do hereby undertake that:

1. I will not made any opposite transaction within previous 6 months from the date of the proposed transaction.
2. I have no access or have not received "Unpublished Price Sensitive Information" upto the time of signing the undertaking.
3. In case, I access to or receive any Unpublished Price Sensitive Information after signing this Undertaking but before execution of the transaction, I shall inform the Compliance Officer of the change in my position and I would completely refrain from dealing in the Securities of the Company till the time such Price Sensitive Information becomes public.
4. I have not contravened the Code as notified by the Company from time to time.
5. I have made full and true disclosure In the matter.

Yours faithfully,

(Signature of Designated Person)

Date:

Place:

PRE- DEALING APPROVAL/DISAPPROVAL LETTER

Date:_____

Approval No._____

To,

Mr./Mrs. _____

Employee Code No. _____

Designation _____

SUBJECT: PRE- DEALING APPROVAL/DISAPPROVAL

REFERENCE:Your application pre clearance for.....Share dated.....

Dear Mr./Mrs._____

With reference to your above application seeking approval for undertaking certain transactions in Securities of the Company detailed therein, please be Informed that you are hereby authorised/not authorised to undertake the transactlon{s) as detailed in your said application.

This approval is being issued to you based on the various declarations, representations and warranties made by you in your said application.

This approval letter is valid for 7 trading days from the Issue of such approval i.e. till_____

If you do not execute the approved transaction /deal on or before this date you would have to apply for fresh pre-dealing approval before the execution of the transaction.

Yours faithfully,

Compliance officer
Pearl Global Industries Limited

ANNEXURE 4**FORMAT FOR DISCLOSURE OF TRANSACTIONS**

(To be submitted within 2 trading days of transaction / dealing in securities of the Company)

To,
The Compliance Officer,
Pearl Global Industries Limited,
Gurgaon

I hereby inform that I

- have not bought / sold/ subscribed any securities of the Company due to the following reason-

- have bought/sold/subscribed to ___securities as mentioned below:-

Date of transactions	Name of Shareholder	No. of Shares	DP ID/Client ID / Folio No	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months.

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Date : _____

Signature : _____

Name :
Designation:

To,
The Compliance Officer,
**Pearl Global Industries
Limited, Gurgaon**

Dear Sir,

Folio No._____/DP ID No._____
Client ID No._____

Sub: Waiver of minimum holding period

I/my immediate relative (state name & relation) had sell/purchase Company's shares vide pre-clearance dated.....(date of completion of deal).

On account of below stated reason I wish to sell these shares within the minimum holding period as prescribed in Clause 7 of the Code-

Your approval is solicited

Thanking you,

Yours truly

Signature

Name

Designation

Date

FORM A**Securities and Exchange Board of India (Prohibition of Insider Trading)****Regulations, 2015 [Regulation 7(1)(b) read with Regulation 6 (2)]**

Name of the Company:_____

ISIN of the Company:_____

Details of Securities held on appointment of Key managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2)

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoters/KMP/ Directors/Immediate relatives/others etc)	Date of appointment of Director/KMP OR date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding	Open interest of the Future contracts held as on the date of regulation coming into force		Open interest of the Option Contracts held as on the date of regulation coming into force	
			Type of security (for eg. - Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4		5	6		7	

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:

Designation:

Date:

Place:

FORM B

Securities and Exchange Board of India (Prohibition of Insider Trading)

Regulations, 2015 [Regulation 7(2) read with Regulation 6 (2)]

Name of the Company: _____

ISIN of the Company: _____

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2)

Name, PAN, CIN/DIN & address of Promoter/ Employee / Director or with contact nos.	Category of Person (Promoters/ KMP/ Directors/ Immediate relatives / others etc)	Securities held prior to acquisition/disposal		Securities acquired/disposed		% of Shareholding		Date of allotment advice/acquisition of shares/sale of shares specify		Date of intimation to Company	Mode of acquisition (market purchase/public rights/preferential offer/off market/Inter-se transfer etc.	Trading in derivatives (specify type of contract; Futures or Options etc)				Exchange on which the trade was executed
		Type of security (for eg.- Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (for eg.- Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post Transaction	From	To			Buy		Sell		
												Value	Number of Units(Contract size)	Value	Number of Units (Contracts* lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature: _____

Designation: _____

Date:

Place:

ANNUAL DISCLOSURE

To,
 The Compliance Officer
 Pearl Global Industries Limited
 Gurugram, Haryana

SUBJECT: Annual Disclosure for the year ended on

Dear Sir/Madam,

A. Transactions made during the year

I along with my immediate relatives* during the year ended on have made the following transaction in the Equity Shares of the Company-

Name of Shareholder* *	Folio No./DP ID and Client ID	Nature of Transactions	Date of Transaction	Quantity of Shares dealt	Preclearance approval details if taken

B. Statement of Shareholdings in the Company

I along with my immediate hold the Securities of the Company, details whereof are as under:

Name of the Shareholder**	Ledger Folio no./DP ID and Client ID	Holdings in shares

**"Immediate Relative" means a spouse of a person, and Includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.*

****If shareholder is immediate relative of Designated Person, also specify the relation of the shareholder with such Designated Person.**

C. Details required under Clause 9(ii)(d) of Code of Conduct to Regulate, Monitor and Report Trading by Insiders:

S. No.	Name of Immediate relative	PAN or tother identifier authorized by Law	Phone, mobile and cell numbers which are used by them

S.No.	Name of person with whom Designated Person shares a material financial relationship#	PAN or tother identifier authorized by Law	Phone, mobile and cell numbers which are used by them

"**Material Financial Relationship**" shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loon or gift during the immediately preceding twelve months equivalent to at least 25% of such payers annual income but shall exclude relationships in which the payment is based on arm's length transactions.

D. Details of Education Institution and Past Employers (one time disclosure)

Name of Education Institution from which Designated Person have graduated	Name of Past Employers

Signature: _____

Name and Employee code (if any): _____

Designation/office _____

Department _____

Date__

FORM D

Securities and Exchange Board of India (Prohibition of Insider Trading)

Regulations, 2015 Regulation 7(3)-Transactions by Other connected person as
identified by the Company

Name, PAN, CIN/DIN & address of Promoter / Employee/ Director with contact nos.	Category of Person (Promoters/ KMP/ Directors / Immediate relatives / others etc)	Securities held prior to acquisition/disposal		Securities acquired/disposed		% of Shareholding		Date of allotment advice/acquisition of shares/sale of shares specify		Date of intimation to Company	Mode of acquisition (market purchase/ public rights/preferential offer/off market/Inter-se transfer etc.	Trading in derivatives (specify type of contract; Futures or Options etc)				Exchange on which the trade was executed
		Type of security (for eg.- Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (for eg.- Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post Transaction	From	To			Buy		Sell		
												Value	Number of Units(contracts* lot size)	Value	Number of Units (Contracts* lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:

Designation:

Date:

Place:

