

PEARL ELECTRONICS LIMITED

401/A, Pearl Arcade, Opp. P. K. Jewellers, Dawood Baug Lane, Off. J. P. Road, Andheri (W), Mumbai - 400058

Tel.: 26778155 / 26797750 / 32459097 Fax: 26781187 CIN: L72300MH2011PLC221448

Email: pearlelectronicslimited@gmail.com Website: www.pearl-electronics.com

FORM A

Format of covering letter of the Annual Audit Report to be filed with the Stock Exchange
Pursuant to clause 31(a) of Listing Agreement

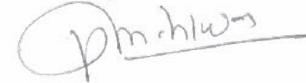
1.	Name of Company	Pearl Electronics Limited
2.	Annual Financial Statements for the year ended	31 st March, 2014
3.	Type of Audit Observation	Unqualified
4.	Frequency of Observation	N.A.

For Pearl Electronics Limited


Manoj Bhatia
Audit Committee Chairman



For CPM & Associates
Chartered Accountants
Firm reg. No. 114923W



C.P. Maheshwari
Partner
Mem No. 36082



THIRD ANNUAL REPORT
2013-2014

electronics

PEARL

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Mr. Krishan Khadaria	Member	
Mrs. Asha Khadaria	Member	
NOMINATION AND REMUNERATION COMMITTEE		
Mr. Tarun Keram	Chairman	
Mr. Krishan Khadaria	Member	
Mrs. Asha Khadaria	Member	

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 Email: pearlelectronicslimited@gmail.com Website: www.pearl-electronics.com

NOTICE

Notice is hereby given that the Third Annual General Meeting of the Members of Pearl Electronics Limited will be held on Tuesday, September 30, 2014, at 11:30 a.m. at The Classique Club, Emerald Hall, Near Infinity Mall, New Link Road, Andheri(W), Mumbai - 400053 to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet of the Company as at March 31, 2014, Statement of Profit and Loss for the year ended on that date, and the Reports of the Board of Directors and Auditors thereon.
2. To appoint Director in place of Mrs. Asha Khadaria (DIN: 00219112), who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this meeting, for the 3 (Three) consecutive years and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), **M/s. CPM & Associates**, Chartered Accountants (Firm Registration No. 114923W), be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (**AGM**) to the conclusion of the 6th (sixth) AGM (subject to ratification of appointment by the members at every AGM held after this AGM) at such remuneration to be decided by the Board of Directors in consultation with the auditors.”

SPECIAL BUSINESS:

4. **Appointment of Ms. Parvati Nirban as Manager of the Company**

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company, and subject to necessary approvals as may be required in this regard, the approval of the Company be and is hereby accorded for the appointment of Ms. Parvati Nirban as Manager of the Company, for a period of 5 (Five) years with effect from August 14, 2014 upon the terms and conditions including remuneration as set out below:

Name	Ms. Parvati Nirban
Designation	Manager
Date of Appointment	August 14, 2014
Tenure	Period of 5 years w.e.f. August 14, 2014
Remuneration	upto Rs. 40,000/- p.m.
Responsibility	Management of the whole or substantially the whole of the affairs of the Company subject to the superintendence, control and direction of the Board of Directors.

“RESOLVED FURTHER THAT the Board of Directors / Nomination and Remuneration Committee be and is hereby authorised to alter and vary any such terms and conditions of the said appointment and/ or revise or vary the remuneration and benefits payable to Ms. Parvati Nirban in such manner as may be acceptable to between the Board and her, subject to the same not exceeding limit or ceiling specified in Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution, do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto.”

5. Appointment of Mr. Manoj Bhatia as Non-Executive, Independent Director

To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149 & 152 read with schedule IV and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Manoj Bhatia (DIN 01953191), Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, not liable to retirement by rotation and to hold office for a term of 5 (Five) consecutive years upto March 31, 2019.”

6. Regularisation and Appointment of Mr. Tarun Keram as Non-Executive, Independent Director

To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Tarun Keram [DIN: 02540707] who was appointed as an Additional Director of the Company by the Board of Directors with effect from December 25, 2013 in terms of Section 161(1) of the Companies Act, 2013 and whose term expires at this Annual General Meeting and who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, not liable to retirement by rotation, to hold office for 5 (five) consecutive years upto 31st March, 2019.”

Place: Mumbai
Dated: August 26, 2014

Registered Office:
401/A, Pearl Arcade,
Opp. P. K. Jewellers,
Dawood Baug Lane, Off J. P. Road,
Andheri (West), Mumbai – 400 058

By and on behalf of the Board
for Pearl Electronics Limited

Krishan Khadaria
Director
DIN: 00219096

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF ON POLL AND A PROXY NEED NOT BE A MEMBER, HOWEVER, A PERSON APPOINTED AS A PROXY SHALL ACT ON BEHALF OF SUCH MEMBERS NOT EXCEEDING 50 (FIFTY) IN NUMBER AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. Corporate members intending to send their authorized representatives to attend the Meeting are required to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. The Register of Members and the share transfer books of the Company shall remain closed from Tuesday, September 23, 2014 to Tuesday, September 30, 2014 (both days inclusive).
4. The members/ proxies are requested to bring their copy of the Annual Report to the meeting along with duly filled in attendance slips for attending the meeting.
5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business (point No. 4 to 6) to be transacted at the meeting, is annexed hereto.
6. Electronic copy of the annual report for 2014 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the annual report for 2014 is being sent in the permitted mode. The Notice of the Meeting is also posted on the website of the Company www.pearl-electronics.com.
7. Relevant documents referred to in the Notice and Explanatory Statement are available for inspection at the Registered Office of the Company between 11:00 A.M. to 1:00 P.M. on all working days i.e. Monday to Friday, upto the date of meeting.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited.
9. Members are requested to notify any changes in their address either to the Company at its registered office or to the Company's Registrar and Share Transfer Agent, Bigshare Services Pvt. Ltd., E-2, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai – 400 072.
10. **Voting through electronic means**

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the listing agreement, the Company is pleased to provide members facility to exercise their right to vote at the 3rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting services provided by Central Depository Services Limited (CDSL).

The instructions for e-voting are as under:

A. For members who receive notice of annual general meeting through e-mail:

- (i) Log on to the e-voting website www.evotingindia.com, during the voting period.
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the Electronic Voting Sequence Number (EVSN) along with "COMPANY NAME" from the drop down menu and click on "SUBMIT".
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

Next enter the Image Verification as displayed and Click on Login.

- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing password is to be used. In case you have forgotten your password then enter the user ID and Captcha Code as displayed on the screen and click on Forgot Password and then enter the details as prompted by the system.
- (vi) Otherwise, if you are a first time user or if you are holding shares in physical form, please follow the steps given below:

Please fill the following details in the appropriate boxes (applicable to Members holding shares in Demat Form and Physical Form)	
PAN *	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</p> <p>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</p>
DOB *	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
DIVIDEND BANK DETAILS *	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.</p>

After entering these details appropriately, click on "SUBMIT" tab.

- (vii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xv) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Note for Institutional Shareholders

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details they have to create a compliance user should be created who would be able to link the account(s) for which they wish to vote on.

The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xvii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Please Note that:

- (i) The e-voting period begins on Wednesday, September 24, 2014 (10:00 a.m.) and ends on Friday, September 26, 2014 (6:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. August 29, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- (iii) M/s. Arvind Baid & Associates, Practising Chartered Accountants (Firm Registration No. 137526W) has been appointed as the Scrutinizers to scrutinize the e-voting process in a fair and transparent manner.

- (iv) The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in employment of the Company and forward his report of the votes cast in favour or against, to the Chairman or to any Director or Officer who may be authorized by the Chairman for this purpose.

The Results shall be declared on or after the Annual General Meeting (AGM). The Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

B. For members who receive the notice of annual general meeting in physical form:

- i. Members holding shares either in demat or physical mode who are in receipt of Notice in physical form, may cast their votes using the Ballot Form enclosed to this Notice. Please refer instructions under heading C below for more details.
- ii. Members may alternatively opt for e-voting, for which the USER ID and initial password are provided at the bottom of the Ballot Form. Please follow steps from Sl. No.(i) to (xvii) under heading A above to vote through e-voting platform.

C. For members who wish to vote using Ballot Form:

Pursuant to clause 35B of the listing agreement, members may fill in the Ballot Form enclosed with the Notice (a copy of the same is also part of the soft copy of the Notice) and submit the same in Sealed envelope to the Mr. Arvind Baid -Scrutinizer, 401/A, Pearl Arcade, Opp. P. K. Jewellers, Dawood Baug Lane, Off J. P. Road, Andheri (West), Mumbai – 400 058 so as to reach by 6.00 p.m. on September 24, 2014. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.

In the event, a member casts his votes through both the processes i.e. e-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.

11. Brief resume of Directors proposed to be re-appointed/appointed, nature of their expertise in specific functional areas & names of the companies in which they hold directorships, memberships /chairmanships for Board/Committees as stipulated in Clause 49 of the Listing Agreement with Stock Exchange in India, forming an integral part of the notice is annexed below the explanatory of this notice.

**By and on behalf of the Board
for Pearl Electronics Limited**

Place: Mumbai
Dated: August 26, 2014

**Krishan Khadaria
Director
DIN: 00219096**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement pursuant to section 102 of the Companies Act, 2013 sets out all material facts relating to the business mentioned at item Nos. 4 to 6 of the accompanying notice dated August 26, 2014.

Item No. 4

The Board of Directors in its meeting held on August 14, 2014, based on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Ms. Parvati Nirban as Manager of the Company for a period of 5 (Five) years w.e.f. August 14, 2014 subject to necessary approvals. Ms. Parvati Nirban a Bachelor of Engineer in Electronics and Communication and Diploma in Embedded Systems. She holds Nil Equity Shares of the Company as on March 31, 2014.

The abstract of terms and conditions including remuneration governing the appointment of Ms. Parvati Nirban as the Manager of the Company is as under:

Name	Ms. Parvati Nirban
Designation	Manager
Date of Appointment	August 14, 2014
Tenure	Period of 5 years w.e.f. August 14, 2014
Remuneration	upto Rs. 40,000/- p.m.
Responsibility	Management of the whole or substantially the whole of the affairs of the Company subject to the superintendence, control and direction of the Board of Directors.

Ms. Parvati Nirban satisfies all the conditions set out in Part-I of Schedule V to the Act and also conditions set out under subsection (3) of Section 196 of the Act for being eligible for her appointment.

Except Ms. Parvati Nirban, none of the Directors, Managers, and key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution set out at item No. 4 of the notice. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

It is proposed to seek the members approval for the appointment of and remuneration payable to Ms. Parvati Nirban as Manager in terms of the applicable provisions of the Companies Act, 2013. The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

Item No. 5

Mr. Manoj Bhatia is a Non-Executive Independent Director of the Company.

In terms of Section 149 and other relevant provisions of the Act, Mr. Bhatia being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for 5 (Five) consecutive years with effective from September 30, 2014.

Mr. Bhatia is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013, and has given his consent to act as Director. Therefore, it is proposed to appoint him as an Independent Director to hold office for five consecutive years, for a term up to March 31, 2019.

The Company has received notice in writing from member proposing the candidature of Mr. Bhatia for the office of Independent Director of the Company. Further, the Company has received declarations from Mr. Bhatia that he meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Bhatia fulfill the conditions for his appointment as Independent Director as specified in the Act and the Listing Agreement. Brief profile of Mr. Bhatia as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange is provided in the Annexure to this Notice. Keeping in view to his expertise and knowledge, his appointment will be in the interest of the Company. The copy of draft letter of appointment of Mr. Bhatia as an Independent Directors, setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Except Mr. Manoj Bhatia, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives in concerned or interested, financial or otherwise, in the resolution set out at item no. 5.

The Board recommends the Ordinary Resolutions set out at Item No. 5 of the Notice for approval by the shareholders.

Item No. 6

Mr. Tarun Keram was appointed as an Additional Directors as per section 161(1) of the Companies Act, 2013, on 25th December, 2013 to hold office upto the date of this AGM and is eligible for appointment as Director of the Company in accordance with section 152 and other applicable provisions, if any, of the Companies Act, 2013. Mr. Keram is a Non-Executive Independent Director of the Company.

In terms of Section 149 and other relevant provisions of the Act, Mr. Keram being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for 5 (Five) consecutive years with effective from September 30, 2014.

Mr. Keram is not disqualified from being appointed as Directors in terms of section 164 of the Act and has given his consent to act as Director. Therefore, it is proposed to appoint him as an Independent Director to hold office for five consecutive years, for a term up to March 31, 2019.

The Company has received notice in writing from member proposing the candidature of Mr. Keram for the office of Independent Director of the Company. Further, the Company has received declarations from Mr. Keram that he meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Keram fulfill the conditions for his appointment as Independent Director as specified in the Companies Act, 2013, and the Listing Agreement. Brief profile of Mr. Keram as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange is provided in the Annexure to this Notice. Keeping in view to his expertise and knowledge, his appointment will be in the interest of the Company. The copy of draft letter of appointment of Mr. Keram as an Independent Directors, setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Except Mr. Tarun Keram, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives in concerned or interested, financial or otherwise, in the resolution set out at item no.6.

The Board recommends the Ordinary Resolutions set out at Item No. 6 of the Notice for approval by the shareholders.

Annexure

PROFILE OF THE DIRECTORS BEING APPOINTED/ RE-APPOINTED

The brief resume of each of the Director proposed to be appointed/ re-appointed at the third Annual General Meeting of the Company is given below:-

Name of Director	Asha Khadaria	Manoj Bhatia	Tarun Keram
DIN	00219112	01953191	02540707
Date of Birth	11/07/1964	15/11/1968	08/06/1979
Nationality	Indian	Indian	Indian
Date of appointment	30/08/2011	29/08/2011	25/12/2013
Educational Qualification	Bachelor of Arts	Bachelor of Commerce, Inter Chartered Accountant from the Institute of Chartered Accountants of India.	B.Com
Experience	Vast experience in investment activities	Working with K K Khadaria & Co since 16 years and specializes in the field of Audit and Taxation.	Nine years of experience in steering core activities of Distribution & Production.
Memberships/Chairmanships of Committees of other Public Companies (includes only Audit Committees and Shareholders/Investors' Grievance Committee)	Pearl Agriculture Limited -Stakeholders Relationship Committee	Pearl Agriculture Limited - Audit Committee -Stakeholders Relationship Committee Nouveau Global Ventures Limited - Audit Committee - Stakeholders Relationship Committee	None
List of directorship held in other Companies	<ol style="list-style-type: none"> Golden Meadows Export Private Limited Nouveau Shares & Securities Limited Laxmiramuna Investments Private Limited Kashish Multi Trade Private Limited Pearl Arcade Amusement Private Limited Pearl Arcade Property Developers Private Limited Pearl Arcade Trading Private Limited Pearl Arcade Canteens And Caterers Private Limited Pearl Agriculture Limited Suman Multitrade Private Limited 	<ol style="list-style-type: none"> Nouveau Global Ventures Limited Ashadeep Multitrade Private Limited Perfect Square Multimedia Private Limited Pearl Arcade Trading Private Limited Pearl Agriculture Limited Nouveau Shares & Securities Limited Built - Up Steel Private Limited 	<ol style="list-style-type: none"> Lakshaya Entertainments Private Limited Trinity Productions Private Limited Trinity Agroimpex Private Limited Countrywide Agro Vision Private Limited Trinity Agro Solutions Private Limited Trinity Radiance Private Limited
Shareholding in the Company	413761	Nil	Nil

DIRECTORS' REPORT

To,
The Members

Your Directors have pleasure in presenting their Report and Audited Accounts of the Company for the financial year ended March 31, 2014.

FINANCIAL RESULTS

The highlights of the Company's financial performance for the year ended March 31, 2014 are summarized below:

(₹) In Lakhs

Particulars	31.03.2014	31.03.2013
Profit before interest, depreciation, tax and Extra Ordinary Items	31.51	4.94
Depreciation/amortization	-	-
Profit before interest, tax and Extra Ordinary Items	31.51	4.94
Finance Costs	-	-
Profit before tax and Extra Ordinary Items	31.51	4.94
Less: Provision for taxes on income		
--Current tax	11.00	3.90
--Deferred tax liability / (asset)	(1.23)	(2.34)
Profit before Extra Ordinary Items	21.74	3.38
Extra Ordinary Items (Net of Tax)	-	-
Profit for the year	21.74	3.38

PERFORMANCE AND FUTURE PROSPECTS

The Company has achieved a Profit after tax of Rs. 21,73,946/- (Rupees Twenty One Lakhs Seventy Three Thousand Nine Hundred and Forty Six Only) from the operations of the Company as compared to a profit after tax of Rs. 3,38,397 (Rupees Three Lakhs Thirty Eight Thousand Three Hundred and Ninety Seven Only) earned during the previous financial year. The turnover of the Company during the financial year was Rs. 23,44,40,568 (Rupees Twenty Three Crore Forty Four Lakhs Forty Thousand Five Hundred and Sixty Eight Only) as against last year's turnover of Rs. 68,91,87,129 (Rupees Sixty Eight Crore Ninety One Lakhs Eighty Seven One Hundred and Twenty Nine Only).

DIVIDEND

Yours Directors do not recommend any dividend for the year ended March 31, 2014, in view of the growth

of the business and insufficient profits during the year.

DIRECTORS

Mrs. Asha Khadaria who retires from the Board by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment. Her brief profile is furnished in the Annexure to the explanatory statement of the notice of this Annual General Meeting.

Mr. Tarun Keram was appointed as an Additional Director as per section 161(1) of the Companies Act, 2013, on December 25, 2013 to hold office upto the date of this AGM and being eligible offers himself for appointment as Director of the Company in accordance with section 152 and other applicable provisions, if any, of the Companies Act, 2013.

As on the date of this Report, Mr. Manoj Bhatia and Mr. Tarun Keram are Independent Directors as per Clause 49 of the Listing Agreement and were appointed under the Companies Act, 1956 and Companies Act, 2013 respectively. In order to give effect to the applicable provisions of sections 149 and 152 of the Companies Act, 2013, it is proposed that these Directors be appointed as Independent Directors, to hold office for five consecutive years, for a term up to March 31, 2019.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under the applicable provisions of section 149 of the Companies Act, 2013, and under Clause 49 of the Listing Agreement with the Stock Exchange.

PREFERENTIAL ISSUE

During the year, the Company vide its Extra-Ordinary General Meeting held on May 25, 2013, had offered 1,02,30,000 (One Crore Two Lakhs Thirty Thousand) Equity Shares of Rs.10/- (Rupees Ten Only) each at a Premium of Rs. 15/- (Rupees Fifteen Only) per share to Strategic Investors not forming part of the Promoter Group by way of Preferential basis pursuant to provisions of Section 81(1A) and all other applicable provisions of the Companies Act, 1956 and Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "SEBI (ICDR) Regulations, 2009").

Consequent to the above, the Company at its Board

meeting held on June 07, 2013 had allotted 92,30,000 (Ninety Two Lakhs Thirty Thousand) Equity shares of Rs. 10/- (Rupees Ten Only) each at a premium of Rs. 15/- (Rupees Fifteen Only) per share on preferential basis.

Further, in order to comply with the pricing formula prescribed under regulation 76(3) of chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2009, the Company at its Board meeting February 14, 2014 recomputed the preferential issue price from Rs. 25/- (Rupees Twenty Five Only) per share at a price of Rs. 60.74/- (Rupees Sixty and Seventy Four Paise Only). Notice of the same were sent to the respective preferential allottees for paying the differential amount.

The Company had also received the recomputed pricing certificate issued by the Auditors, M/s. CPM & Associates, Chartered Accountants on February 6, 2014, in compliance with regulation 76(3) of chapter VII of SEBI (ICDR) Regulation, 2009.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, your Directors hereby confirm:

- i. that in the preparation of the Annual Accounts, the applicable accounting standards had been followed and there are no material departures from the same;
- ii. that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- iii. that the Directors had taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- iv. that the Directors had prepared the Annual Accounts on a going concern basis.

AUDITORS

M/s. CPM & Associates, Chartered Accountants (Firm Registration No. 114923W), Statutory Auditors of the Company hold office till the conclusion of the ensuing Annual General meeting and are eligible for re-appointment.

The Company has received a letter from them to the effect that their re-appointment, if made, would be within the limits prescribed under section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified for re-appointment.

In accordance with the provisions of section 139, 142 and other applicable provisions of the Companies Act, 2013 and of the Companies (Audit and Auditors) Rules, 2014, it is proposed to re-appoint them as the Auditors of the Company commencing from the conclusion of this Annual General Meeting, until the conclusion of the 6th Annual General Meeting of the Company.

AUDITORS' REPORT

The observations of the Auditors in their Report, read with the relevant Notes to the accounts are self-explanatory and therefore do not require further explanations.

MANAGEMENT DISCUSSION AND ANALYSIS

OVERVIEW

Your Company is actively involved in trading of electronic products such as mobile handsets, computer hardwares and softwares etc. and has successfully completed two years in its trading business. At the end of first year (March 2013), the Company had earned a profit of Rs. 3.38 Lakhs and by the end of second year (March 2014), your Company has made a good amount of profit amounting to Rs. 21.74 Lakhs. Your Company is in the process of diversifying and expanding its existing business activities into newer areas to attain better profits during this year which shall be beneficial for the growth of the Company and its members.

INDUSTRY STRUCTURE AND DEVELOPMENTS

The Indian consumer electronics market demand is estimated to grow to USD 125 billion by 2015-16 and USD 400 billion in next six years. The long term opportunity in consumer electronics has opened the door to new international players. Several new

entrants are investing in brand creation, new innovation and distribution network to attract Indian customers. Modern retail and e-commerce has increased the reach of consumer durables, and devices including smart phones and tablets will be common way to consume entertainment.

The country has a strong base of distributors of electronics components – both domestic players and MNCs- making the market very competitive with presence of a large number of domestic and international brands.

OPPORTUNITIES

- Due to increasing competition and globalization, large varieties and kinds of electronic products are easily available in the markets thereby resulting in satisfaction of growing customer demands.
- Due to easy availability of component at reasonable rates, products can be provided to customers at reasonable prices.
- Possibility of achieving greater profit margins in this field, leading to business growth of the Company.

RISKS & CONCERNS

- Due to fast changing market & new evolving Technologies obsolescence is a major concern.
- Faster delivery of goods requires proper stocking.
- Currency & Commodity price volatility directly impact on the margins.

OUTLOOK

The directors are hopeful of increasing the sales Turnover of the components through diversifying the product basket and business area. The Company is optimistic about the more growth process for the current Financial Year.

PARTICULARS OF EMPLOYEES

Statement pursuant to section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 are not applicable to the Company as there were no employees who were in receipt of the remuneration beyond the limits prescribed under Section 217(2A) of the Companies Act, 1956.

CORPORATE GOVERNANCE

The Company complies with Clause 49 of the Listing

Agreement, as amended from time to time and a separate report on Corporate Governance along with the Auditors Certificate confirming compliance with the requirements of Clause 49, is annexed to this report.

CONSERVATION OF ENERGY AND TECHNOLOGICAL ABSORPTION

The Company is not engaged in any manufacturing activity and therefore there are no particulars to be disclosed under the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988.

FOREIGN EXCHANGE EARNINGS AND OUTGO

There has been no foreign exchange out flow/inflow during the year.

ACKNOWLEDGMENT

Your Directors sincerely appreciate the high degree of professionalism, commitment and dedication displayed by employees at all levels thereby contributing largely to the growth and success of the Company. Your Directors also wish to place on record their gratitude to the shareholders for their continued faith, support and confidence in the Company.

**By and on behalf of the Board
for Pearl Electronics Limited**

Krishan Khadaria
Director

Manoj Bhatia
Director

Place: Mumbai
Dated: May 30, 2014

REPORT ON CORPORATE GOVERNANCE

Your Company continues to lay great emphasis on the broad principles of Corporate Governance. Our pursuit towards achieving good governance is an ongoing process. Pursuant to Clause 49 of the listing agreement, given below is the Corporate Governance Report of the Company:

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Your Company believes that good Corporate Governance is essential for achieving long-term corporate goals and for enhancing stakeholders' value. In this pursuit, your Company's philosophy on Corporate Governance is led by a strong emphasis on transparency, accountability and integrity. All directors and employees are bound by a Code of Conduct that sets forth the Company's policies on important issues, including its relationship with customers, shareholders and Government.

2. BOARD OF DIRECTORS

a) Composition of the Board

The Company's Board of Directors ('the Board') is the guardian of fairness, transparency and accountability and provides appropriate directions with regard to leadership, vision, strategy, policies, monitoring, supervision, accountability to shareholders and to achieve greater levels of performance on a sustained basis as well as adherence to the best practices of Corporate Governance. The Board also provides directions and exercises appropriate control to ensure that the Company fulfils stakeholders' aspirations and societal expectations.

The Board comprises 4 directors of which all are non-executive directors and among them two are independent directors.

b) During the year ended March 31, 2014, Nine (9) Board Meetings were held on the following dates: (i) April 15, 2013 (ii) May 29, 2013 (iii) June 07, 2013 (iv) July 05, 2013 (v) August 14, 2013 (vi) November 14, 2014 (vii) December 25, 2013 (viii) February 14, 2014 (ix) March 29, 2014.

c) Details of composition of the Board viz; name of Director, category of Directorship, attendance of Directors at the Board Meetings and last Annual General Meeting (AGM), number of other Directorships and Committee Memberships as on March 31, 2014 are given below:

Name	Category of Directorship	Particulars of Attendance		Number of other Directorship* and Committee Membership**		
		Board Meeting	Last AGM	Other Directorship	Committee	
					Member	Chairman
Mr. Krishan Khadaria	Non-executive and Promoter	9	Yes	3	3	0
Mrs. Asha Khadaria	Non-executive and Promoter	9	Yes	2	1	0
Mr. Manoj Bhatia	Non-executive and Independent	9	Yes	3	1	3
Mr. Tarun Keram #	Non-executive and Independent	2	NA	0	0	0

* Excluding Directorships of Private Limited Companies

** Represents Memberships / Chairmanships of Audit Committee and Stakeholders Relationship Committee (formerly known as Shareholders' / Investors' Grievance Committee).

Mr. Tarun Keram was appointed as an Additional Director w.e.f. December 25, 2013.

Notes:

1. None of the Directors on the Board is a member in more than ten Committees and Chairman of more than five Committees across all the public companies in which he is a Director.
2. The Directorship/Membership of Committee(s) of Director, excludes their Directorship of Committee(s) in Pearl Electronics Limited.
3. Mr. Krishan Khadaria and Mrs. Asha Khadaria are related to each other.

3. COMMITTEES OF THE BOARD

With a view to enable more focused and timely attention on the affairs of the Company, the Board has constituted the following committees with delegation in particular areas.

(i) AUDIT COMMITTEE

The Audit Committee of the Company was constituted on December 12, 2012 and comprises of Mr. Manoj Bhatia, Chairman of the Committee, Mr. Krishan Khadaria and Mrs. Asha Khadaria as members of the committee.

As per the provisions of the listing Agreement, the Audit Committee shall have minimum three directors as members and two-third of the members shall be independent Directors. Further, the Chairman of the Committee shall be an independent Director.

In order to comply with the above stated provisions, Mr. Tarun Keram was appointed as Non-executive Independent (Additional) Director w.e.f. December 25, 2013 and became member of the committee w.e.f. February 14, 2014. Mrs. Asha Khadaria resigned from membership of the committee w.e.f. February 14, 2014.

Accordingly, the Audit Committee was reconstituted on February 14, 2014, wherein the Audit committee comprised of Mr. Manoj Bhatia as Chairman and Mr. Krishan Khadaria and Mr. Tarun Keram, as Members of the committee.

Mr. Manoj Bhatia is a financial expert and all members of the Committee are financially literate. Further, the Company Secretary of the Company is a secretary to the Committee.

The Board at its meeting held on May 30, 2014 has also noted the requirements of the new terms of reference as per Section 177 of the Companies Act, 2013 notified with effect from April 1, 2014 and the revised clause 49 of the Listing Agreement which will come into effect from October 1, 2014. These will be incorporated in the reports of 2014-15 onwards.

POWERS OF THE AUDIT COMMITTEE:

The Audit Committee has the following powers:

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure the attendance of outsiders with relevant expertise, if it considers necessary.

REVIEW OF INFORMATION BY AUDIT COMMITTEE:

The Audit Committee reviews the following information:

- Financial Statements and pre-publication announcements before submission to the Board.
- To apprise Board on the impact of accounting policies, accounting standards and legislations.
- To hold periodical discussions with statutory auditors on the scope and content of the audit.
- To review the Company's financial and risk management policies.
- To review the related party transactions.

During the year 2013-14, the audit committee met 4 times: (i) May 29, 2013 (ii) August 14, 2013 (iii) November 14, 2013 and (iv) February 14, 2014. The meetings were scheduled well in advance. The composition of the Audit Committee and the attendance record of members for 2013-14 are as follows:

Name of Member	Status	Category of Directors	No. of Committee meetings attended
Mr. Manoj Bhatia	Chairman	Non Executive and Independent	4
Mr. Krishan Khadaria	Member	Non-Executive, Promoter	4
Mrs. Asha Khadaria*	Member	Non-Executive, Promoter	4
Mr. Tarun Keram**	Member	Non Executive and Independent	1

* Resigned from membership of the Committee w.e.f. February 14, 2014

** Mr. Tarun Keram joined as member of the Committee w.e.f. February 14, 2014

(ii) NOMINATION AND REMUNERATION COMMITTEE (constituted w.e.f. May 30, 2014)

Keeping in mind the current requirements under section 178 of the Companies Act, 2013 notified with effect from April 01, 2014 and the revised clause 49 of the Listing Agreement which will come into effect from October 01, 2014, the Board has constituted the Nomination and Remuneration Committee at its meeting held on May 30, 2014.

a) Composition:

The Nomination and Remuneration Committee comprises of three Non-Executive Directors, namely Mr. Tarun Keram, who is the Chairman of the Committee, Mr. Krishan Khadaria and Mrs. Asha Khadaria as members of the Committee.

b) Terms of reference:

The Nomination & Remuneration Committee reviews and makes recommendations on the following points:-

- (i) To identify persons who are qualified to become Directors and who may be appointed in Senior management in accordance with the criteria laid down.
- (ii) To recommend to the Board the appointment and removal of such identified persons.
- (iii) To carry out evaluation of every Director's performance.
- (iv) To formulate the criteria for determining qualifications, positive attribute and independence of director.
- (v) To formulate a policy relating to remuneration of Directors, key managerial personnel and other employees.

c) Details of remuneration

The Non-Executive Directors are not paid any commission or sitting fees for attending Board/ Committee meetings.

(iii) STAKEHOLDERS RELATIONSHIP COMMITTEE (FORMERLY KNOWN AS SHAREHOLDERS' / INVESTORS' GRIEVANCES COMMITTEE):

The Shareholders' / Investors' Grievances Committee of the Company was constituted on December 12, 2012 and comprises of Mr. Manoj Bhatia, Chairman of the Committee, Mr. Krishan Khadaria and Mrs. Asha Khadaria as members of the committee.

Keeping in mind the current requirements under section 178(5) of the Companies Act, 2013 notified with effect from April 01, 2014 and the revised clause 49 of the Listing Agreement which will come into effect from October 01, 2014, the name of the Committee has been renamed to "Stakeholders Relationship Committee" w.e.f. May 30, 2014.

During the year 2013-14, the committee met 4 times: (i) May 29, 2013 (ii) August 14, 2013 (iii) November 14, 2013 and (iv) February 14, 2014. The meetings were scheduled well in advance. The composition of the stakeholders relationship committee and the attendance record of members for 2013-14 are as follows:

Name of Member	Status	Category of Directors	No. of Committee meetings attended
Mr. Manoj Bhatia	Chairman	Non Executive and Independent	4
Mr. Krishan Khadaria	Member	Non-Executive, Promoter	4
Mrs. Asha Khadaria	Member	Non-Executive, Promoter	4

INVESTOR GRIEVANCE REDRESSAL:

The Committee specifically looks into the shareholders redressal and investor complaints on matters relating to refund orders, transfer of shares, dematerialization / rematerialization, sub-division, consolidation of share certificates, issue of duplicate share certificates, non-receipt of annual report etc. In addition, the Committee advises on matters which can facilitate better investor services. As per the certificate issued by our Registrar and Share Transfer Agents (RTA), Bigshare Services Pvt. Ltd. during the year under review, no complaints were received from shareholders / investors.

4. SUBSIDIARY COMPANIES

The Company does not have any subsidiary company.

5. ANNUAL GENERAL MEETING (AGMS):

The particulars of Annual General Meeting held till date are as follows:

Year	Date	Time	Venue
March 31, 2012	July 20, 2012	12:00 p.m.	401/A, Pearl Arcade, Opp. P. K. Jewellers, Dawood Baug Lane, Off J. P. Road, Andheri (West), Mumbai – 400 058
March 31, 2013	September 30, 2013	12:00 p.m.	Conference Room, Axis Bank, Springfield's, Lokhandwala Complex, Andheri (West), Mumbai – 400 053

No Special Resolution was passed during both the Annual General Meetings.

6. DISCLOSURES

- a) The details of related party transaction with the Company are given in Note No. 21 of the Notes to Accounts of the Company. Besides this, the Company has no material significant transaction with the related parties viz. promoters, directors of the Company, management, their relatives, subsidiaries of promoter Company etc. that may have a potential conflict with the interest of the Company at large.
- b) The Company has complied with the requirements of regulatory authorities on capital markets and no penalty/strictures was imposed on the Company during last two years.
- c) All mandatory requirements as per Clause 49 of the Listing Agreement has been complied with by the Company.
- d) The Company follows Accounting Standards issued by The Institute of Chartered Accountants of India and there are no statutory audit qualifications in this regard.

7. MEANS OF COMMUNICATION TO SHAREHOLDERS

Quarterly/ Annual Results	The results of the Company are published in the newspapers and intimation to the Stock Exchanges as required under the Listing Agreements.
Newspapers in which results are generally published	The Asian Age and Mahanayak, regional daily newspapers
Website, where displayed	www.pearl-electronics.com
Whether website also displays official news releases	Yes
Presentation made to institutional investors or to the analysts	The website includes all the information on presentations made, if any, to the investors and analysts.
E-mail id for investor grievance	pearlelectronicslimited@gmail.com

8. SHAREHOLDERS' INFORMATION:

Annual General Meeting	September 30, 2014 The Classique Club, Emerald Hall, Near Infinity Mall, New Link Road, Andheri(W), Mumbai - 400053 Time – 11:30 a.m.
Financial Year	April 01 – March 31
Date of Book Closure	September 23, 2014, Tuesday – September 30, 2014, Tuesday
Dividend payment date	N.A.
Financial Results Calendar	Results for the Quarter ended June 30, 2014 – By August 14, 2014 Results for the Quarter ended September 30, 2014 – By November 14, 2014 Results for the Quarter ended December 31, 2014 – By February 14, 2015 Results for the Quarter ended March 31, 2015 – By May 30, 2015
Listing on Stock Exchanges	Bombay Stock Exchange Limited, Mumbai (Code – 535205)
International Securities Identification Number (ISIN)	Old: INE159O01017 New: INE159O01025 (w.e.f. August 20, 2014 after taking into effect from the Sub- division of equity shares of the Company)
Corporate Identification Number (CIN)	U72300MH2011PLC221448

Note: Annual Listing fees for the year 2014-15 have been paid to BSE

➤ DEMATERIALIZATION OF SHARES AS ON MARCH 31, 2014:

Form	No. of Shares	% of Total
Held in dematerialized form in CDSL	6131275	31.02
Held in dematerialized form in NSDL	4225827	21.38
Physical	9409146	47.60
Total	19766248	100.00

➤ **STOCK MARKET PRICE ON BSE**

The High/Low of the market price of the Company's equity shares traded on the Bombay Stock Exchange Limited during the financial year March 31, 2014 are as follows:

Share Price(Rs.)			
Month	High	Low	Close
April 2013	24.94	7.29	24.94
May 2013	42.65	26.15	42.65
June 2013	61.60	43.50	61.60
July 2013	96.50	62.80	96.50
August 2013	137.15	98.40	126.75
September 2013	172.45	111.30	172.45
October 2013	254.65	181.00	200.65
November 2013	221.15	172.00	205.00
December 2013	265.00	176.55	245.00
January 2014	310.00	221.50	277.00
February 2014	369.00	265.65	365.00
March 2014	490.00	348.00	365.00

➤ **REGISTRAR & TRANSFER AGENT**

Bigshare Services Pvt. Ltd.
E-2, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East),
Mumbai – 400 072
Tel. No.: 022-28470652
Email id.: investor@bigshare.com

➤ **SHARE TRANSFER SYSTEM**

With a view to provide prompt and efficient services to the investors the Company has entered into an agreement with Bigshare Services Pvt. Limited, Registrar & Transfer Agents registered with SEBI.

To supplement to the prompt services given by the Registrar & Transfer Agent the Stakeholders Relationship Committee (formerly known as Shareholders and Investors Grievance Committee) meets as and when there are transfers/transmission of shares for the approvals of periodical transfers, issue of share certificates, splitting of shares etc. All requests for dematerialization of shares are processed and confirmation thereof is sent to the shareholders within 7 to 15 days of the receipt thereof.

➤ **DISTRIBUTION SCHEDULE OF THE SHAREHOLDING AS ON MARCH 31, 2014**

Range (In Rs.)	Total Shareholders	% of Total Shareholders	Total Holding in Rupees	% of Total Capital
Up to 5000	1120	71.98	995180	0.50
5001 - 10000	76	4.88	531850	0.27
10001 - 20000	61	3.92	860510	0.44
20001 - 30000	30	1.93	777640	0.39
30001 - 40000	6	0.39	210830	0.11
40001 - 50000	12	0.77	551400	0.28
50001 - 100000	38	2.44	2750190	1.39
100001 and above	213	13.69	190984880	96.62
TOTAL	1556	100	197662480	100

➤ **SHAREHOLDING PATTERN AS ON MARCH 31, 2014**

	CATEGORY	Nos. of Equity Shares	TOTAL %age
A	Promoters Holding		
1	Indian Promoters	3083805	15.60
2	Foreign Promoters	-	-
	SUB TOTAL (A)	3083805	15.60
B.	Public Shareholding		
1.	Institutional Investors	-	-
2.	Non-Institutional Investors		
	Bodies Corporate	2271882	11.49
	Individuals		
	Having Nominal Share Capital up to Rs. 1 Lakh	465816	2.36
	Having Nominal Share Capital in excess of Rs. 1 Lakh.	13914270	70.39
	Others	-	-
	NRI's	9407	0.05
	Clearing Member	21068	0.11
	SUBTOTAL (B)	16682443	84.40
	TOTAL (A+B)	19766248	100

Details of equity shares held by Non- Executive Directors as on March 31, 2014:

Name of Director	Number of shares
Mr. Krishan Khadaria	726070
Mr. Asha Khadaria	413761
Mr. Manoj Bhatia	Nil
Mr. Tarun Keram	Nil

ADDRESS FOR INVESTORS CORRESPONDENCE**Company Address:**

401/A, Pearl Arcade, Opp. P. K. Jewellers,
Dawood Baug Lane, Off J. P. Road,
Andheri (West), Mumbai – 400 058 Tel. No.: 26778155 / 26797750 / 32459097
Email id.: pearlelectroniclimited@gmail.com

Registrar and Transfer Agent (RTA) Address:

Bigshare Services Pvt. Ltd.
E-2, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East),
Mumbai – 400 072
Tel. No.: 022-28470652
Email id.: investor@bigshare.com

Declaration

A provided under Clause 49 of the Listing Agreement with the Stock Exchange, the Board Members and the Senior Management Team have confirmed compliance with the Code of Conduct for the Financial Year ended March 31, 2014

**By and on behalf of the Board
for Pearl Electronics Limited**

Place : Mumbai
Dated : May 30, 2014

Krishan Khadaria
Director

Manoj Bhatia
Director

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members,
Pearl Electronics Limited

We have examined the compliance of the conditions of Corporate Governance by Pearl Electronics Limited for the year ended March 31, 2014, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchange(s).

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above-mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **CPM & Associates**
Chartered Accountants

Place : Mumbai
Dated : May 30, 2014

Chandra Prakash Maheshwari
Partner
Mem. No. : 036082

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF PEARL ELECTORNICS LIMITED.

Report on the Financial Statements

We have audited the accompanying financial statements of **M/S PEARL ELECTORNICS LIMITED ("the Company")**, which comprise the Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss Account and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the Accounting principles generally accepted in India including Accounting Standards notified under the Companies Act, 1956 (the Act) read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and in accordance with accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures

in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2014;
- (b) in the case of the Statement of Profit and Loss Account, of the Profit for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by The Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of Section 227(4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
2. As required by Section 227(3) of the Act, we report that:

- a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- c. The Balance Sheet, the Statement of Profit & Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d. In our opinion, the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement comply with the Accounting Standards notified under the Act read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013;
- e. On the basis of the written representations received from the Directors as on 31st March 2014 taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2014 from being appointed as a Director in terms of Section 274(1)(g) of the Companies Act, 1956.

For CPM & ASSOCIATES
Chartered Accountants
(Firm Registration No. 114923W)

(C.P. MAHESHWARI)
Partner
M.No. 36082

Place: Mumbai
Dated: 30th May, 2014

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING OF "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR REPORT OF EVEN DATE.

- (i) The Company does not have Fixed assets. Therefore, the provisions of clause 4(i)(a), (b) and (c) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- (ii) In respect of its inventories:
- (a) The inventories have been physically verified by the management during the year at reasonable intervals.
- (b) The procedures of physical verification of the inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business
- (c) The Company has maintained proper records of its inventories. No material discrepancies were noticed on physical verification as compared to book records.
- (iii) In respect of the loans, secured or unsecured, granted or taken by the company to/from companies, firms or other parties covered in the register maintained under section 301 of the companies Act, 1956:
- (a) The Company had granted unsecured loan to one company covered in the Register maintained under section 301 of the Companies Act, 1956. The Company has granted unsecured loans to one company, covered in the register maintained u/s 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs. 1042.37 lacs and the year-end balance was Rs. 1037.84 lacs.
- (b) In our opinion, terms and conditions on which loans have been granted to companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956 are not prima facie, prejudicial to the interest of the company.
- (c) The receipt of principal amount and interest are regular.
- (d) There is no overdue amount of loans granted to the companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956.
- (e) The company had not taken any loan secured or unsecured from the companies, firm or other parties covered in the register maintained under Section 301 of the Companies Act, 1956.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- (v) a. The particulars of contracts or arrangements referred to in Section 301 of the Companies Act, 1956 that needs to be entered into the register maintained under that section have been so entered.
- b. The transactions made in pursuance of such contracts or arrangements have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- (vi) In our opinion and according to the information and explanations given to us, the company has not accepted deposit from the public. Therefore, the provisions of clause 4(vi) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (vii) The Company does not have a formal internal audit system commensurate with its size and nature of business but its financial and other internal checks, ensures proper recording of financial transactions.
- (viii) The Central Government has not prescribed for maintenance of cost records under Section 209(1) (d) of the Companies Act, 1956 for the Company.
- (ix) (a) In our opinion and according to the information and explanations given to us, the Company has been generally regular in depositing undisputed statutory dues including Income Tax, Sales Tax, Wealth Tax, Customs Duty, Excise Duty and cess with the appropriate authorities.

- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, sales tax, customs duty, excise duty and cess were in arrears, as at 31st March, 2014 for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us there are no dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and Cess which have not been deposited on account of any dispute.
- (x) The Company does not have accumulated losses as at the end of the financial year and has not incurred cash losses during the financial year and the immediately preceding financial year.
- (xi) The company has not taken any loan from financial institutions and bank. Therefore, the provisions of clause 4(xi) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (xii) The company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Therefore, the provisions of clause 4(xii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (xiii) In our opinion, the company is not a chit fund or a *nidhi* mutual benefit fund/society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (xiv) The company is not dealing or trading in shares, securities, debentures and other investment. Therefore, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (xv) In our opinion and according to the information and explanation given to us, the company has not given guarantees for loans taken by others. Therefore, the provisions of clause 4(xv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (xvi) In our opinion and according to the information and explanation given to us the company has not taken term loans. Therefore, the provisions of clause 4(xvi) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that the no funds raised on short-term basis have been used for long-term investment. No long-term funds have been used to finance short-term assets except permanent working capital.
- (xviii) According to the information and explanations given to us, the company has not made preferential allotment of shares to parties and companies covered in the register maintained under section 301 to the Act. Therefore, the provisions of clause 4(xviii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (xix) According to the information and explanations given to us, during the period covered by our audit report, the company had not issued debentures. Therefore, the provisions of clause 4(xix) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (xx) The company has not raised any money by way of public issue during the year. Therefore, the provisions of clause 4(xx) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (xi) According to the information and explanation given to us, no fraud on or by the Company has been noticed or reported by the Company during the course of audit.

For CPM & ASSOCIATES
Chartered Accountants
(Firm Registration No. 114923W)

(C.P. MAHESHWARI)
Partner
M.No. 36082

Place: Mumbai
Dated: 30th May, 2014

BALANCE SHEET AS AT 31ST MARCH, 2014

Amount (₹)

	NOTE NO.	AS AT 31.03.2014	AS AT 31.03.2013
EQUITY AND LIABILITIES :			
SHARE HOLDER'S FUND :			
Share Capital	1	197662480.00	105362480.00
Reserves & Surplus	2	<u>141770777.46</u>	<u>1146831.30</u>
		339433257.46	106509311.30
CURRENT LIABILITIES :			
Trade Paybles	3	81921296.00	279793364.00
Other Current Liabilities	4	259088.00	249502.00
Short Term Provisions	5	180789.00	290000.00
		<u>82361173.00</u>	<u>280332866.00</u>
TOTAL		<u>421794430.46</u>	<u>386842177.30</u>
ASSETS :			
NON-CURRENT ASSETS			
Deferred Tax Assets	6	356948.00	234334.00
Non-Current Investment	7	27360000.00	-
Long Term Loans and Advances	8	<u>1525000.00</u>	<u>25000.00</u>
		29241948.00	259334.00
CURRENT ASSETS			
Trade receivables	9	92325631.00	308432924.00
Cash & cash equivalent	10	33505853.46	594882.30
Short Term Loans & Advances	11	<u>266720998.00</u>	<u>77555037.00</u>
		392552482.46	386582843.30
TOTAL		<u>421794430.46</u>	<u>386842177.30</u>

SIGNIFICANT ACCOUNTING POLICY :
NOTES ON FINANCIAL STATEMENTS : 1 to 23

As per our report of even date attached
for CPM & ASSOCIATES.
 CHARTERED ACCOUNTANTS
 (Firm Registration No. 114923W)

Krishan Khadaria
 Director

Manoj Bhatia
 Director

Place : Mumbai
 Dated : 30th May, 2014

(C.P. MAHESHWARI)
 Partner
 M.No. 036082

Priya Porwal
 Company Secretary

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

Amount (₹)

	NOTE NO.	FOR THE YEAR ENDED 31.03.2014	FOR THE YEAR ENDED 31.03.2013
INCOME :			
Revenue from operation	12	234440568.00	689187129.00
Other Income	13	4544563.00	-
Total revenue		238985131.00	689187129.00
EXPENSES :			
Purchases of Stock -in -trade	14	232458290.00	684309861.00
Employee Benefits Expenses	15	1437149.00	1392696.00
Other Expenses	16	1938359.84	2990508.70
Total expenses		235833798.84	688693065.70
Profit before tax		3151332.16	494063.30
Tax Expenses			
Current Tax		1100000.00	390000.00
Deferred Tax		<u>(122614.00)</u>	<u>(234334.00)</u>
		977386.00	155666.00
Profit after tax		2173946.16	338397.30
Earning per share			
Basic	17	0.12	0.11
Diluted		0.12	0.11
SIGNIFICANT ACCOUNTING POLICY :			
NOTES ON FINANCIAL STATEMENTS :	1 to 23		

As per our report of even date attached
for **CPM & ASSOCIATES.**
CHARTERED ACCOUNTANTS
(Firm Registration No. 114923W)

Krishan Khadaria
Director

Manoj Bhatia
Director

Place : Mumbai
Dated : 30th May, 2014

(C.P. MAHESHWARI)
Partner
M.No. 036082

Priya Porwal
Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

Amount (₹)

Sr. No. Particulars	For the year ended 31.03.2014	For the period ended 31.03.2013
A. <u>Cash Flow from Operating Activities:</u>		
Net profit before tax & extra ordinary items	3151332	494063
<u>Adjustment for:</u>		
- Share Issue Expenses	733000	932363
- Interest	(4544563)	-
- Preliminary & Pre-operative expenses written off	-	40089
Operating profit before working capital changes	(660231)	1466515
<u>Adjustment for:</u>		
Loans & Advances	(190665961)	(77190037)
Trade Receivables	216107293	(308432924)
Trade Payables	(197971693)	280317585
	(172530361)	(105305376)
Cash Generated from Operations	(173190592)	(103838861)
Taxes Paid	(1100000)	(390000)
Extra Ordinary Item	-	-
Net Cash from Operating activities	<u>(174290592)</u>	<u>(104228861)</u>
B. <u>Cash Flow From Investing Activities:</u>		
Interest received	4544563	-
Investment	(27360000)	-
Net Cash from Investing activities	<u>(22815437)</u>	<u>-</u>
C. <u>Cash Flow From Financing Activities:</u>		
Share Issue Expenses	(733000)	(932363)
Proceeds From issue of shares	92300000	104862480
Security Premium Received on issue of shares	138450000	-
Transfer of Capital Reserve on demerger	-	808434
Net Cash from Financing activities	<u>230017000</u>	<u>104738551</u>
Net increase in Cash and Cash Equivalents	32910971	509690
Cash & Cash Equivalents (Opening)	<u>594882</u>	<u>85192</u>
Cash & Cash Equivalents (Closing)	<u>33505853</u>	<u>594882</u>

Note :

- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard - 3 on Cash Flow Statement notified by the Companies (Accounting Standard) Rules, 2006.
- Cash & Cash Equivalents at the end of the year consist of Cash in Hand and Balances with Banks and are net of Short Term Loans and Advances from banks as follows :

Particulars	Amount (₹)	
	As at 31-03-2014	As at 31-03-2013
Cash in Hand	233046	78561
Balances with Banks	33272807	516321
Total	33505853	594882

- Previous year's figures have been regrouped, rearranged wherever necessary in order to conform to current year's presentation.

As per our report of even date attached
For CPM & Associates (Chartered Accountants)
Firm Reg. No. 114923W

C.P. MAHESHWARI (Partner)
Mem No. 36082
Place : Mumbai
Dated : 30th May, 2014

For and on behalf of the board of directors

Krishan Khadaria **Manoj Bhatia**
Director Director

Priya Porwal
Company Secretary

SIGNIFICANT ACCOUNTING POLICIES :

1. Basis of Accounting

- a) The Financial Statements have been prepared in compliance with the Accounting Standards notified by Companies (Accounting Standard) Rules 2006 and the relevant provisions of the Companies Act, 1956 in all material aspects.
- b) Financial Statements are based on historical cost convention and are prepared on accrual basis.

2. Use of Estimates

The preparation of financial statements in conformity with Generally Accepted Accounting Principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the financial statements and the reported amounts of revenues and expenses during the reporting period.

Difference between actual results and estimates are recognized in the periods in which the results are known/ materialize.

3. Revenue Recognition

- a) Profits or Losses from Stock-in-trade are recognised on trade date on "First-in-first-out" basis.
- b) Sales are recognized when all significant risks and reward of ownership of the goods are passed on to the buyer.

4. Miscellaneous Expenditure:

Preliminary expenses are amortized in the year in which they are incurred.

5. Inventories

Stock in Trade is valued at cost or net realizable value whichever is lower

6. Employee Benefits

No provision has been made for retirement benefits as none of the employees has yet put the qualifying period of service for entitlement to the benefits.

7. Provisions and Contingent Liabilities

- a) Provisions are recognized in terms of Accounting Standard 29- "Provisions, Contingent Liabilities and Contingent Assets issued by The Institute of Chartered Accountants of India (ICAI), when there is a present legal or statutory obligation as a result of past events where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made.
- b) Contingent Liabilities are recognized only when there is a possible obligation arising from past events due to occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or where reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for.
- c) Contingent Liabilities are disclosed by way of notes.

8. Accounting for Taxation of Income :

Current Taxes

Provision for current income-tax is recognized in accordance with the provisions of Indian Income- tax Act, 1961 and is made annually based on the tax liability after taking credit for tax allowances and exemptions.

Deferred Taxes

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to timing differences that result between the profits offered for income taxes and the profits as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and the tax laws that have been enacted or substantially enacted at the Balance Sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in the future. Deferred tax assets are reviewed as at each Balance Sheet date.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

Amount (₹)

NOTE NO.	PARTICULARS	AS AT	AS AT
		31.03.2014	31.03.2013
(Amount in Rupees)			
1	<u>SHARE CAPITAL :</u>		
	Authorised Capital:		
	23000000 (10540000) Equity Shares of Rs. 10/- each	230000000.00	105400000.00
	Issued, Subscribed & Paid up Capital :		
	19766248 (10536248) Equity Shares of Rs. 10/- each fully paid-up	197662480.00	105362480.00
		197662480.00	105362480.00

- 1.1 The reconciliation of number of shares outstanding and the amount of share capital as at March 31, 2014 and March 31, 2013 is set out below :

Particular	As at March 31, 2014		As at March 31, 2013	
	Numbers	Amount	Numbers	Amount
Number of share at the beginning	10536248	105362480.00	50000	500000.00
Add: Shares Issued during the year	9230000	92300000.00	10536248	105362480.00
Less: Cancelled during the year due to demerger	-	-	50000	500000.00
Number of share at the end	19766248	197662480.00	10536248	105362480.00

- 1.2 In respect of 9230000 Equity shares allotted on Preferential basis during the year the additional amount is receivable based on the pricing formula prescribed under chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2009.

- 1.3 Details of Shareholders holding more than 5 percent Equity shares in the company on reporting date:

Particular	As at March 31, 2014		As at March 31, 2013	
	Number of Share:	%	Number of Shares	%
Krishan Khadaria	726070	3.67%	726070	6.89%
M/s. Kasturi Overseas Pvt. Ltd.	779499	3.94%	779499	7.40%
M/s Navyug Telefilms Pvt. Ltd.	759906	3.84%	759906	7.21%
Sanjay Singal	1000000	5.06%	0	0.00%
Sanjay Singal-HUF	1000000	5.06%	0	0.00%
Aarti Singal	1000000	5.06%	0	0.00%

- 1.4 Aggregate number and class of shares allotted as fully paid up consequent upon Demerger of Electronics division from Nouveau Global Ventures Limited:

Particular	As at	As at
	31.03.2014	31.03.2013
Equity shares with Voting Rights:		
Number of share at the beginning	10536248.00	-
Add: Shares Issued during the year:		
Fully paid up issued pursuant to Scheme of demerger sanctioned u/s 391 to 394 by the High Court.	-	10536248.00
	10536248.00	10536248.00

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

NOTE NO.	PARTICULARS	Amount (₹)	
		AS AT 31.03.2014	AS AT 31.03.2013
2 RESERVES & SURPLUS:			
Capital Reserve			
	Opening Balance	808434.00	-
	Add: Additions during the year:		
	Arised Consequent upon demerger Scheme	-	808434.00
	A	808434.00	808434.00
Security Premium			
	Opening Balance	-	-
	Opening Balance		
	Add: Premium on Shares issued during the year	138450000.00	-
	B	138450000.00	-
Profit & Loss Account			
	Opening Balance	338397.30	-
	Add: Profit for the Year	2173946.16	338397.30
	C	2512343.46	338397.30
	(A+B+C)	141770777.46	1146831.30
3 TRADE PAYABLES:			
	Micro, Small and Medium Enterprises	-	-
	Others	81921296.00	279793364.00
		81921296.00	279793364.00
3.1	The Company has not received the required information from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006. Hence disclosure, if any, relating to amounts unpaid as at the year end together with interest paid/payable under the said Act have not been made.		
4 OTHER CURRENT LIABILITIES:			
	Other Payables:		
	Statutory Remittances	28366.00	183041.00
	Others	230722.00	66461.00
		259088.00	249502.00
5 SHORT TERM PROVISIONS:			
	Provision for Tax (Net of Advance Tax)	180789.00	290000.00
		180789.00	290000.00

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

Amount (₹)

NOTE NO.	PARTICULARS	AS AT 31.03.2014	AS AT 31.03.2013
6	<u>DEFERRED TAX ASSETS:</u>		
	Disallowance u/s 35D of the Income Tax Act, 1961	356948.00	234334.00
		356948.00	234334.00
7	<u>INVESTMENTS:</u>		
	(Long term Investments)		
	(Valued at cost less other than temporary diminution in value, if any) Trade Investments in equity shares .(unquoted) (Fully paid up) 456000 (NIL) of Gayatrishakti Paper & Board Ltd of Rs. 10 each	27360000.00	-
		27360000.00	-
7.1	Aggregate amount of unquoted Investments	27360000.00	-
8	<u>LONG TERM LOANS & ADVANCES</u>		
	(Unsecured Considered Good)		
	Share Application Money	1500000.00	-
	Security Deposits	25000.00	25000.00
		1525000.00	25000.00
9	<u>TRADE RECEIVABLES:</u>		
	(Unsecured, considered good)		
	Outstanding for a period exceeding six months	92325631.00	-
	Others	-	308432924.00
		92325631.00	308432924.00
10	<u>CASH & CASH EQUIVALENTS:</u>		
	Cash on Hand	233046.00	73561.00
	Pay-Order in Hand	-	5000.00
	Balances with scheduled banks		
	In current accounts	11969255.46	516321.30
	In Fixed Deposits	21303552.00	-
		33505853.46	594882.30
11	<u>SHORT TERM LOANS & ADVANCES:</u>		
	(Unsecured Considered Good)		
	Loans and advances to related parties	103784465.00	77541553.00
	Inter Corporate Deposit	59590322.00	-
	Prepaid Expenses	6742.00	13484.00

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

NOTE NO.	PARTICULARS	Amount (₹)	
		AS AT 31.03.2014	AS AT 31.03.2013
	Loans and advances to others	28339469.00	-
	Advance to Suppliers	75000000.00	-
		266720998.00	77555037.00
12	<u>REVENUE FROM OPERATIONS:</u>		
	Sales of Products and Services:		
	Computer Hardware	233640568.00	689187129.00
	Commission	800000.00	-
		234440568.00	689187129.00
13	<u>OTHER INCOME</u>		
	Interest on Fixed Deposit	1906357.00	-
	Other Interest	2638206.00	-
		4544563.00	-
14	<u>PURCHASES OF STOCK-IN-TRADE:</u>		
	Computer Hardware	232458290.00	684309861.00
		232458290.00	684309861.00
15	<u>EMPLOYEE BENEFITS EXPENSES:</u>		
	Salaries & Bonus	1408909.00	1357950.00
	Staff Welfare	28240.00	34746.00
		1437149.00	1392696.00
16	<u>OTHER EXPENSES:</u>		
	Advertisement Expenses	-	34468.00
	Annual Listing Fees	44944.00	67416.00
	Auditors Remuneration	100000.00	50000.00
	Service Tax	12360.00	6180.00
	Bank Charges	7634.84	22603.30
	Business Promotion Expenses	-	121234.00
	Compliance & Legal Expenses	276571.00	197889.00
	Conveyance Expenses	20835.00	45762.00
	Electricity Charges	-	87241.00
	Foreign Travelling Expenses	-	334933.00
	Travelling Expenses	-	253452.00
	Filing Fees	10712.00	11400.00
	Miscellaneous Expenses	96435.00	100887.00
	Office Rent	96000.00	158184.00

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

NOTE NO.	PARTICULARS	Amount (₹)	
		AS AT 31.03.2014	AS AT 31.03.2013
	Share Transfer Charges	33115.00	-
	Share Issue Expenses	733000.00	932363.00
	Pre-operative Expenses written off	-	15589.40
	Preliminary Expenses written off	-	24500.00
	Legal & Professional Fees	357472.00	45000.00
	Publication Charges	48056.00	89943.00
	Postage & Courier Charges	38840.00	69147.00
	Printing & Stationery	29125.00	180876.00
	Telephone Charges	33260.00	136441.00
	Vat Registration Charges	-	5000.00
		1938359.84	2990508.70

17 Earnings Per Share(EPS)

(I) Net Profit after tax as per statement of Profit and Loss attributable to Equity Shareholders	2173946.16	338397.30
(ii) Weighted Average number of equity shares used as denominator for calculating EPS	18071974	3175308
(iii) Basic Earning Per Share (in Rs.)	0.12	0.11
(iv) Diluted Earning Per Share (In Rs.)	0.12	0.11
(v) Face value per share	10.00	10.00

Note:

The Company does not have any dilutive potential equity shares. Consequently the basic and diluted earnings per share of the company remain the same.

18 In the Opinion of the Board, the Current assets, loans and advances are approximately of the value stated if realised in the ordinary course of business. The provisions for all known liabilities are adequate.

19. Commitments and Contingent Liabilities: NIL NIL

20 Payment to Auditors includes payment for :

Audit Fees	70000.00	35000.00
Tax Audit fees	30000.00	15000.00
	100000.00	50000.00

21 Related Party Disclosures

As required under Accounting Standard 18 "Related Party Disclosure", following are the details of transactions during the year with the related parties of the Company as defined in AS 18 :

a) Key Management Personnel
Mr. Krishan Khadaria Director

- b) Shareholder's of the company
Mr. Krishan Khadaria
- c) Name of the enterprises having same Key Management Personnel and/or their relatives as the reporting enterprises

Nouveau Global Ventures Limited
 Nouveau Share & Securities Ltd.
 Navyug Telefilm Private Limited
 Forever Flourishing Finance and Investment Private Limited
 Attribute Shares & Securities Private Limited
 Laxmiramuna Investments Private Limited
 Golden Medwos Export Private Limited
 Mitesh Polypack Private Limited
 Vibhuti Properties Private Limited
 Kashish Multitrade Private limited
 Thai Malai Golf Resort & SPA Private Limited
 Hilton Vyaper Private Limited
 ONA Farms Private Limited
 Pearl Arcade Amusement Private Limited
 Pearl Arcade Property Developers Private Limited
 Pearl Arcade Canteens and Caterers Private Limited
 Pearl Arcade consultants Pvt. Ltd.
 Pearl Agriculture Ltd.
 Suman multitrade Private Limited
 Pranjal Trading Company Pvt. Ltd.
 Rajat Commercial Enterprises Pvt. Ltd.
 K.K.Khadaria & Co.

Nature of Transactions	(Previous years figures in bracket)		(Rs. In Lacs)
	In relation to (a) above	In relation to (b) above	In relation to (c) above
Unsecured Loan taken			NIL (464.52)
Repayment of Loan taken			NIL (464.52)
Loans & Advances given			786.50 (2271.75)
Amount Outstanding as on 31st March, 2014			
Loans & Advances given			1,037.84 (775.42)

22. Segment reporting (AS – 17):

The Company is mainly engaged in trading in Computer hardware & other Electronic Products. All activities of the company revolve around this main business. As such there are no separate reportable segments as per the Accounting Standard on Segment Reporting (As 17).

23. Foreign Currency Transactions:

Value of Imports on CIF Basis:	-	-
Expenditure in Foreign Currency: Foreign Travelling	-	315241.00
Earning in Foreign Currency:	-	-

As per our report of even date attached
for CPM & ASSOCIATES.
 CHARTERED ACCOUNTANTS
 (Firm Registration No. 114923W)

Place : Mumbai
 Dated : 30th May, 2014

(C.P. MAHESHWARI)
 Partner
 M.No. 036082

Krishan Khadaria
 Director

Manoj Bhatia
 Director

Priya Porwal
 Company Secretary

INTENSELY BLANK

PEARL ELECTRONICS LIMITED

401/A, Pearl Arcade, Opp. P. K. Jewellers, Dawood Baug Lane, Off. J. P. Road, Andheri (W), Mumbai – 400058
Tel.: 26778155 / 26797750 / 32459097 Fax: 26781187 CIN: L72300MH2011PLC221448
Email: pearlelectroniclimited@gmail.com Website: www.pearl-electronics.com

ATTENDANCE SLIP

Please fill attendance slip and hand it over at the entrance of the meeting hall Joint shareholders may obtain additional Slip at the venue of the meeting

D.P. ID No.		Folio No.:
Client ID No.		No. of Shares :
Name of the Shareholder / Proxyholder : _____		

I hereby record my presence at the **3rd Annual General Meeting** of the Company held on **Tuesday, September 30, 2014** at The Classique Club, Emerald Hall, Near Infinity Mall, New Link Road, Andheri(W), Mumbai - 400053.

.....
Signature of Shareholder/Proxyholder:

Note:

- Members are requested to bring their Attendance Slip, sign the same at the place provided and hand it over at the entrance of the venue.

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Management and Administration) Rules, 2014]

CIN : L72300MH2011PLC221448
Name of the Company : **Pearl Electronics Limited**
Registered Office : 401/A, Pearl Arcade, Opp. P. K. Jewellers,
Dawood Baug Lane, Off. J. P. Road,
Andheri (W), Mumbai – 400058

Name of the member(s) :
Registered Address :
Email ID :
Folio No./Client ID/DP ID :

I/We, being the member(s) of shares of the above named Company, hereby appoint:

- 1) Name : Address :
Email ID: Signature : or failing him
- 2) Name : Address :
Email ID: Signature : or failing him
- 3) Name : Address :
Email ID: Signature : or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on **Tuesday, September 30, 2014 at 11:30 a.m.** at The Classique Club, Emerald Hall, Near Infinity Mall, New Link Road, Andheri(W), Mumbai - 400053 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business	
1)	Adoption of the audited Balance Sheet of the Company as at March 31, 2014, Statement of Profit and Loss for the year ended on that date, and the Reports of the Board of Directors and Auditors thereon.
2)	Reappointment of Mrs. Asha Khadaria who retires by rotation.
3)	Appointment of M/s. CPM & Associates as Auditors and fixing their remuneration.
Special Business	
4)	Appointment of Ms. Parvati Nirban as Manager
5)	Appointment of Mr. Manoj Bhatia as Non-Executive, Independent Director
6)	Regularisation and Appointment of Mr. Tarun Keram as Non-Executive, Independent Director

Signed this day of 2014.

Affix Rs. 1/-
Revenue
Stamp

.....
Signature of Shareholder

.....
Signature of Proxy holder(s)

Notes: 1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
Notwithstanding the above the Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.

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BALLOT FORM

Serial No. _____

1. Name and Registered Address :
of the Sole/First named Shareholder
2. Name(s) of the Joint holder(s), if any :
3. Registered Folio Number / :
DP ID No. / Client ID No.
4. Number of Share(s) held :

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed for the business stated in the Notice dated 26th August, 2014 convening the 3rd Annual General Meeting of the Company to be held on 30th September, 2014, by conveying my/our assent or dissent to the said Resolution(s) by placing the tick(✓) mark at the appropriate box below.

Item No.	Description	Type of Resolution	No. of shares hold by me	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1	Adoption of the audited Balance Sheet of the Company as at 31st March, 2014, Statement of Profit and Loss for the year ended on that date, and the Reports of the Board of Directors and Auditors thereon	Ordinary Resolution			
2	Reappointment of Mrs. Asha Khadaria who retires by rotation	Ordinary Resolution			
3	Appointment of M/s. CPM & Associates as Auditors and fixing their remuneration	Ordinary Resolution			
4	Appointment of Ms. Parvati Nirban as Manager	Ordinary Resolution			
5	Appointment of Mr. Manoj Bhatia as Non-Executive, Independent Director	Ordinary Resolution			
6	Regularisation and appointment of Mr. Tarun Keram as Non-Executive, Independent Director	Ordinary Resolution			

Place : _____ Date : _____

NOTE: Kindly read the instructions printed overleaf before filing the form. Valid Ballot Forms received by the Scrutinizer by 6.00 p.m. on 26th September, 2014, shall only be considered.

Signature of the shareholder

E-VOTING

Users who wish to opt for e-voting may use the following login credentials.

EVEN (E Voting Event No.)	User ID	PASSWORD

Please follow steps for e-voting procedure as given in the Notice of AGM by logging on to www.evotingindia.com

INSTRUCTIONS

- I. The Ballot Form should be completed and signed by the sole/first named member. In case of joint holding, this Form should be completed and signed by the first named member and in his absence by the next named joint holder. The signature of the member on this Ballot Form should be as per the specimen signature registered with the Company or furnished by Central Depository Services (India) Limited to the Company, in respect of shares held in the physical form or dematerialized form, respectively .
- II. In case of shares held by Companies, trusts, societies, etc., the duly completed Ballot Form should be accompanied by a certified true copy of the Board Resolution/ Authorization together with attached specimen signature(s) of the duly authorized signatories.
- III. Member holding shares in dematerialized form are advised, in their own interest, to get their signatures verified by their Banker/Depository Participant (DP). Signatures should be verified by the Manager of the concerned Bank/DP by affixing a rubber stamp/seal mentioning name and address of the Bank/DP and name, stamp and signature of the Manager.
- IV. Member are requested not to send any other paper along with the Ballot Form and any other paper found in the envelope, the same would not be considered and would be destroyed by the Scrutinizer.
- V. The votes should be cast in for or against the Resolution putting the tick mark (?) in the column for assent or dissent. Ballot form bearing (?) in both the column will render the form invalid. Incomplete, unsigned, incorrectly filled Ballots will be subject to rejection by the Scrutinizer.
- VI. There will be one Ballot Form for every Folio/Client ID irrespective of the number of the joint holders.
- VII. The Ballot shall not be exercised by a Proxy.
- VIII. Ballot Form - Votes will be considered invalid on the following grounds:
 - (i) If the member's signature does not tally .
 - (ii) If the member has marked all his shares both in favour and also against the resolutions
 - (iii) If the Ballot paper is unsigned.
 - (iv) If the Ballot paper filled in pencil or signed in pencil.
 - (v) If the Ballot paper received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the member or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or one or more of the above grounds.
- IX. The Scrutinizer's decision on the validity of the Ballot will be final.

Address of Scrutinizer : Mr. Arvind Baid -Scrutinizer, 401/A, Pearl Arcade, Opp. P. K. Jewellers, Dawood Baug Lane, Off J. P. Road, Andheri (West), Mumbai - 400 058

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