

Electronics

PEARL

PEARL ELECTRONICS LIMITED

Annual Report
2014-2015

CORPORATE INFORMATION**BOARD OF DIRECTORS**

Mr. Krishan Khadaria	Director
Mr. Manoj Bhatia	Director
Mr. Tarun Keram	Director
Mrs. Madhumati Gawade	Director
Ms. Disha Jain	Company Secretary
Mr. Rajesh Agrawal	Chief Financial Officer
Ms. Parvati Nirban	Manager

AUDIT COMMITTEE

Mr. Manoj Bhatia	Chairman
Mr. Krishan Khadaria	Member
Mr. Tarun Keram	Member

**STAKEHOLDERS RELATIONSHIP COMMITTEE
(FORMERLY KNOWN AS SHAREHOLDERS' /
INVESTORS' GRIEVANCE COMMITTEE)**

Mr. Manoj Bhatia	Chairman
Mr. Krishan Khadaria	Member
Mr. Tarun Keram	Member

NOMINATION AND REMUNERATION COMMITTEE

Mr. Tarun Keram	Chairman
Mr. Krishan Khadaria	Member
Mr. Manoj Bhatia	Member

AUDITORS

M/s. CPM & Associates
Chartered Accountants, Mumbai

BANKERS

Axis Bank Ltd.
ICICI Bank Ltd.

REGISTERED OFFICE

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 & 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

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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: 26781 187 CIN: L72300MH2011PLC221448
 Email: pearlelectronicslimited@gmail.com Website: www.pearl-electronics.com

NOTICE

Notice is hereby given that the **Fourth Annual General Meeting** of the Members of **Pearl Electronics Limited** will be held on **Wednesday, September 30, 2015, at 11:30 a.m.** at Conference Room, Axis Bank, Springfield's, Lokhandwala Complex, Andheri (West), Mumbai - 400 053 to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Statement of Profit and Loss for the year ended March 31, 2015 and the Balance Sheet as on that date together with the Reports of the Directors and the Auditors thereon.
2. To appoint Mr. Krishan Khadaria (holding DIN: 00219096) as Director, who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To appoint **M/s. Bansal Bansal & Company, Chartered Accountants (Registration No. 100986W)**, as Statutory Auditors of the Company in place of **M/s. CPM & Associates, Chartered Accountants (Firm Registration No. 114923W)**, the retiring Statutory Auditors, and to consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 139, 141, 142 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. Bansal Bansal & Company, Chartered Accountants (Registration No. 100986W)**, be and are hereby appointed as Statutory Auditors of the company for the term of five consecutive years commencing from 2015-16 to 2019-20, who would hold office from the conclusion of this Annual General Meeting until the conclusion of 9th Annual General Meeting, in place of **M/s. CPM & Associates, Chartered Accountants (Firm Registration No. 114923W)** at a remuneration as may be mutually agreed between the Board of Directors and Auditors subject to ratification at each Annual General Meeting."

SPECIAL BUSINESS:

4. To regularize and appoint **Ms. Madhumati Gawade (DIN: 06868063)** as **Non-Executive Director** 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 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 with Stock Exchanges, Ms. Madhumati Gawade [Holding DIN: 06868063] who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on March 30, 2015 and who holds office until the conclusion of this Annual General Meeting, and in respect of whom Company has received a notice in writing with the requisite sum of Rupees One Lakh under Section 160 of the Companies Act, 2013 from the member, proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company, whose term of office shall be subject to retirement by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized 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. **To approve Existing Material Related Party Contracts and Arrangements under Clause 49 of the Equity Listing Agreement and to consider and if thought fit, to pass with or without modification(s) if any, the following as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Clause 49 (VII) of the Equity Listing Agreement and any subsequent amendments thereto and pursuant to the approval of the Audit Committee and the Board of Directors of the Company, consent of the Company be and is hereby accorded for ratification of all existing material related party contracts or arrangements which have continued beyond March 31, 2015 along with the transactions made prior to March 31, 2015 as per details provided under Item No. 5 of the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded towards loans and advances given / taken to the respective related parties and for the maximum amounts per annum as mentioned under Item No. 5 of the Explanatory Statement annexed to this notice.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall include any committee constituted by the Board of Directors of the Company or any person(s) authorized by the Board to exercise the powers conferred on the Board of Directors of the Company by this Resolution) be and is hereby authorised to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit and the Board is also hereby authorised to resolve and settle all questions, difficulties or doubts that may arise with regard to the said transactions and to finalize and execute all agreements, documents and writings and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors or to any Director or any other officer(s) of the Company as it may consider appropriate in order to give effect to this resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in respect of the aforesaid resolution be and are hereby approved, ratified and confirmed in all respect."

6. **To approve transactions with related parties under section 188 of the Companies Act, 2013 and Clause 49 of the Equity Listing Agreement and to consider and if thought fit, to pass with or without modification(s) if any, the following as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with Rule 15 (3) of the Companies (Meetings of Board and its Powers) Rules, 2014 (the 'Rules'), Sub-Clause VII of Clause 49 of the Equity Listing Agreement (the "Agreement") including any subsequent modifications, amendments or clarifications thereon, and

pursuant to the approval of the Audit Committee and the Board of Directors, consent of the Company be and is hereby accorded to authorize the management of the Company to enter into Related Party Transactions, Contracts or Arrangements including Material Related Party Transactions, Contracts or Arrangements as may be appropriate with related parties as defined under the Act and the Agreement from the Financial Year 2015-16 onwards for each Financial Year up to the maximum amount per annum as per details provided hereunder :

MAXIMUM VALUE OF CONTRACT / TRANSACTION (as per Sub-Clause VII of Clause 49 of the Equity Listing Agreement) PER ANNUM W.E.F. APRIL 1, 2015

Name of the Related Parties	Name of the Related Party	Nature of Relationship	Nature of Transaction	Amount (Rs. in crores per annum)	Any other information relevant or important for the members to take a decision on the proposed resolution
<u>Nouveau Global Ventures Limited-(Group Company)</u>	Mr. Krishan Khadaria	Director Mr. Krishan Khadaria is also a Managing Director in Related Company, and holds along with his relatives more than 2% of its paid up share capital.	Forms part of Note 6 of Explanatory Statement annexed to this Notice	50	The rate of interest is charged at a rate not less than the bank rate declared by the Reserve Bank of India.
<u>Pearl Agriculture Limited-(Group Company)</u>	Mr. Krishan Khadaria	Director Mr. Krishan Khadaria is also a Director in Related Company, and holds along with his relatives more than 2% of its paid up share capital.	Forms part of Note 6 of Explanatory Statement annexed to this Notice	50	The rate of interest is charged at a rate not less than the bank rate declared by the Reserve Bank of India.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall include any committee constituted by the Board of Directors of the Company or any person(s) authorized by the Board to exercise the powers conferred on the Board of Directors of the Company by this Resolution) be and is hereby authorised to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit and the Board is also hereby authorised to resolve and settle all questions, difficulties or doubts that may arise with regard to the said transactions and to finalize and execute all such agreements, deeds, documents and writings and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors or to any Director or any other officer(s) of the Company as it may consider appropriate in order to give effect to this resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in respect of the aforesaid resolution be and are hereby approved, ratified and confirmed in all respect."

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

"RESOLVED THAT in supersession of Resolution passed at the Extraordinary General Meeting of the Company held on May 25, 2013 and pursuant to provisions of Section 180(1)(c) of the Companies Act, 2013, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow any sum or sums of money from time to time, on such terms and conditions and with or without security as the Board of Directors may deem fit from banks, financial institutions or any other kind of lenders notwithstanding that the money or money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital of the Company and its free reserves, that is to say, reserves not so set aside for any specific purposes, provided however that the total amount so borrowed and remaining outstanding at any particular time shall not exceed Rs.150 Crores (Rupees One Hundred Fifty Crores Only).

RESOLVED FURTHER THAT any Director be and is hereby severally authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time including rate of interest, repayment schedule(s), security or otherwise howsoever as it may think fit and on behalf of the Board of Directors of the Company to do all such acts, deeds and things as may be considered necessary to give effect to the above said resolution."

8. To approve investment limit up to Rs. 100 Crores and in this regard to consider and if thought fit, to pass, with or without modification the following resolution as Special Resolution:

"RESOLVED THAT pursuant to Section 186 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and subject to such approvals as may be necessary, the consent of Company be and is hereby accorded to the Board of Directors of the Company (including any Committee which the Board may have constituted or hereinafter constitute to exercise the power conferred by this Resolution) to make investment and acquire by way of subscription, purchase or otherwise, securities of any other body corporate, provided that the total amount of such investments outstanding at any time shall not exceeds Rs. 100/- Crores(Rupees One hundred crore);

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and finalize the terms and conditions while making investment, within the aforesaid limit including with the power to transfer and dispose of the investments so made, from time to time, and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as may be necessary and expedient for implementing and giving effect to this resolution."

Registered Office:

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

Place : Mumbai

Dated: August 28, 2015

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

Sd/-
Krishan Khadaria
Director
DIN: 00219096

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested 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 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.
4. Members / Proxy coming to attend the Annual General Meeting are requested to carry their original photo ID (passport/driving license/ voter's card/PAN card) proof with them for the purpose of verification at the venue.
5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business (point No. 3 to 8) to be transacted at the meeting is annexed hereto.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
8. The Register of Members and the share transfer books of the Company shall remain closed from Tuesday, September 22, 2015 to Wednesday, September 30, 2015 (both days inclusive).
9. Electronic copy of the annual report for 2015 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(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 2015 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.
10. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
11. Relevant documents referred to in the accompanying Notice and Explanatory Statement are open for inspection by the members 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, up to the date of the Meeting.

12. 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 their 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.
13. Members are requested to notify any changes in their address/ mandate/bank details immediately 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.
14. The Company has fixed Wednesday, September 23, 2015, as the cut off date for identifying the Shareholders for determining the eligibility to vote by electronic means or in the Meeting by Ballot. Instructions for exercising voting rights by remote e-voting are attached herewith and forms part of this Notice. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off/ entitlement date only shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting.
15. Any person who becomes a member of the Company after the dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e, September 23, 2015, may obtain the User ID and Password by sending an email request to the RTA.
16. The Notice of the Meeting is being placed on the website of the Company viz., www.pearl-electronics.com and on the website of CDSL viz., www.cdslindia.com.
17. Mr. Arvind Dhanraj Baid, Practicing Chartered Accountant (Membership No. 155532) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
18. 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 make a Scrutiniser's Report of the votes cast in favour or against and forward the same to the Chairman or to any Director or Officer who may be authorized by the Chairman for this purpose.

19. 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 4th 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 Members who have cast their votes by remote e-voting may participate in the Meeting even after exercising their right to vote through remote e-voting but shall not be allowed to cast vote again at the Meeting. For this purpose, the Company has entered into an agreement with CDSL for facilitating e-voting to enable the Shareholders to cast their votes electronically. The Company is also providing facility for voting by Ballot at the Annual General Meeting apart from providing remote e-voting facility for all those members who are present at the general meeting but have not cast their votes by availing the remote e-voting facility.
- The e-voting period begins on Sunday, September 27, 2015 (10:00 a.m.) and ends on Tuesday, September 29, 2015 (5:00 p.m.) both days inclusive. The remote e-voting facility shall not be

allowed beyond 5.00 p.m., on Tuesday, September 29, 2015. During the period when facility for remote e-voting is provided, the members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 23, 2015, may opt for remote e-voting. The e-voting module shall be disabled by CDSL for voting thereafter.

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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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> <ul style="list-style-type: none"> • 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 sequence number (refer serial no. printed on the name and address sticker / Postal Ballot Form / mail) in the PAN field. • In case the sequence 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 serial number 1 then enter RA00000001 in the PAN field.
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> <ul style="list-style-type: none"> • 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 member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) 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.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on Sunday, September 27, 2015 (10:00 a.m.) and ends on Tuesday, September 29, 2015 (5:00 p.m.) both days inclusive. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 23, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.

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 Mr. Arvind Baid -Scrutinizer, Flat No. 501, Ruby Palace, Plot No. 74, Ceaser Road, Opp. Filmalaya Studio, Amboli, Andheri (West), Mumbai - 400058. so as to reach by 5.00 p.m. on September 27, 2015. 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.

20. The Results shall be declared on or after the Annual General Meeting (AGM) of the Company. 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) working days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges where the shares of the Company are listed, viz. BSE Ltd. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. September 30, 2015.
21. 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 statement of this notice (**Annexure I**).

Registered Office:

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

Place : Mumbai

Dated: August 28, 2015

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

Sd/-
Krishan Khadaria
Director
DIN: 00219096

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

As required by section 102 of the Companies Act, 2013 (Act), the following Explanatory Statement pursuant to Companies Act, 2013 (hereinafter referred to as 'the Said Act') sets out all the material facts relating to the business mentioned at item Nos. 3 to 8 of the accompanying notice dated August 28, 2015.

ITEM NO.3

M/s CPM & Associates, Chartered Accountants (Firm Registration No. 114923W) who are to retire at the conclusion of the ensuing Annual General Meeting, have expressed their unwillingness to be reappointed as statutory auditors of the Company.

However, company has received a letter from **M/s. Bansal Bansal & Company, Chartered Accountants (Firm Registration No. 100986W)**, conveying their willingness to act as Statutory Auditors of the company for a period of five consecutive years, i.e., from the conclusion of the ensuing Annual General Meeting until the conclusion of 9th Annual General Meeting subject to ratification by shareholders at every Annual General Meeting. The said **M/s Bansal Bansal & Company, Chartered Accountants** have also given their consent and confirmed their eligibility in terms of Section(s) 139 and 141 of the Companies Act, 2013 in this regard.

The Board recommends the Special Resolutions set out in Item No. 3 of the Notice for approval by the members.

None of the Directors and Key Managerial Personnel of the Company/ their relatives, are in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 4

Ms. Madhumati Gawade was appointed as an Additional Director w.e.f. March 30, 2015 in accordance with the provisions of Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013, Ms. Madhumati Gawade holds 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.

The Company has received request in writing from a member of the Company proposing Ms. Madhumati Gawade's candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of Ms. Madhumati Gawade on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 4 for adoption.

Save and except the above, none of the Directors and Key Managerial Personnel of the Company/ their relatives, are in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolutions set out in Item No. 4 of the Notice for approval by the members.

ITEM NO. 5

Securities and Exchange Board of India (SEBI) had vide Circular CIR/CFD/POLICYCELL/2/2014 dated April 17, 2014 inter-alia Clause 49 of the Equity Listing Agreement and pursuant thereto, advised the listed companies that all existing material related party contracts or arrangements as on the date of the said Circular which were likely to continue beyond March 31, 2015, shall be placed for approval of the shareholders in the First General Meeting held subsequent to October 01, 2014.

Further, Clause 49 (VII) (E) of the Equity Listing Agreement which is applicable to all listed companies effective October 1, 2014 stipulates that all prospective material related transactions shall require approval of the unrelated shareholders by a special resolution.

Since the loan transactions are not covered under section 188 of the Act whereas the same are covered under Clause 49 of Equity Listing Agreement, therefore the approval of the members is sorted for ratification under Clause 49 (VII) (E) of the Equity Listing Agreement.

Accordingly, all Related Party Transactions, Contracts or Arrangements including Material Related Party Transactions, Contracts or Arrangements entered into and all the prescribed disclosures as required to be given pursuant to Explanation (3) to Rule 15 (3) of the Companies (Meetings of the Board and its Powers) Rules, 2014 are stated therein below for the perusal of the members :

Name of the related party and nature of relationship	Name of the Director or Key Managerial Personnel who are related	Nature, duration of the contract and particulars of the arrangement	Monetary Value (Rs. in crores)	Any other information relevant or important for the members to make decision on the proposed transaction
<p><u>Nouveau Global Ventures Limited- Group Company</u> (Director Mr. Krishan Khadaria is also a Managing Director in Group Company, and holds along with his relatives more than 2% of its paid up share capital.)</p>	Mr. Krishan Khadaria	The Company may give or accept Unsecured Loans /business advances/ capital contribution and providing/availing corporate guarantees / collaterals and security(ies) for loans availed/given on such terms and conditions as may be decided by the Board of Directors from time to time.(subject to the provisions of Section 186 of the Act) and may also enter into transaction for purchase / sale/ lease of immovable properties.	50	The rate of interest is charged at a rate not less than the bank rate declared by the Reserve Bank of India.
<p><u>Pearl Agriculture Limited- Group Company</u> (Director Mr. Krishan Khadaria is also a Director in Group Company, who holds along with his relatives more than 2% of its paid up share capital)</p>	Mr. Krishan Khadaria	The Company may give or accept Unsecured Loans /business advances/ capital contribution and providing/availing corporate guarantees / collaterals and security(ies) for loans availed/given on such terms and conditions as may be decided by the Board of Directors from time to time.(subject to the provisions of Section 186 of the Act)and may also enter into transaction for purchase / sale/ lease of immovable properties.	50	The rate of interest is charged at a rate not less than the bank rate declared by the Reserve Bank of India.

The Audit Committee and the Board of Directors have ascertained, after considering the relevant facts and circumstances with respect to each of the related parties, that all the aforesaid transactions are on an arm's length basis.

As per Clause 49 (VII) (E) of the Equity Listing Agreement, all entities falling within the definition of related parties shall abstain from voting on this special resolution and accordingly, the promoters and the promoter group entities shall not vote on this special resolution.

Except the Promoter Directors and their relatives (to the extent of their shareholding in the Company), no other Director or Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise in the said resolution.

The Board recommends the special resolution as set out at Item No. 5 of the accompanying Notice for the approval of the members.

ITEM NO. 6

The Companies Act, 2013 and Clause 49 of the Equity Listing Agreement aim to ensure transparency in the transactions and dealings between the Company and its related parties. Section 188 of the Act read with Rule 15 (3) of the Companies (Meetings of the Board and its Powers) Rules, 2014 (the 'Rules') and Clause 49 (VII) of the Equity Listing Agreement with stock exchanges as amended provides that for entering into any contract or arrangement with a related party, in case such contract or arrangement is in the ordinary course of business of the Company and is on an arm's length basis, prior approval of the Audit Committee shall be obtained. In case such contract or arrangement is not in the ordinary course of business or not on an arm's length basis, then prior approval of the Audit Committee and of the Board shall be obtained.

Further, if the proposed contract or arrangement is not in the ordinary course of business or on an arm's length basis and the amount thereof exceeds the threshold limits specified under Rule 15 (3) of the Rules, then prior approval of the shareholders by a ordinary resolution shall also be required to be obtained in addition to the approvals of the Audit Committee and the Board of Directors.

Clause 49 (VII) (E) of the Equity Listing Agreement provides that all material related party transactions whether they are in the ordinary course of business or on an arm's length basis, shall require approval of the shareholders by a special resolution and all the related parties shall abstain from voting on such resolutions.

Proviso to Clause 49 (VII) (C) of the Equity Listing Agreement states that a transaction with a related party shall be considered material if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company.

Based on the Clause 49 of the Equity Listing Agreement, provisions of Section 188 of the Act applicable if any and the Rules made thereunder, the Audit Committee and the Board of Directors (the Board) of the Company have approved the proposed transactions along with the annual limits, that the Company may enter into with its Related Parties (as defined in Section 2 (76) of the Act). The maximum value of the transactions as mentioned in the table below is for each financial year commencing from 2015-2016 and onwards.

The particulars of the transactions are as under:

A	Name of the Related Parties	As mentioned in the table in the resolution
B	Name of the Director or Key Managerial Personnel who is related	Mr. Krishan Khadaria
C	Nature of relationship	<ul style="list-style-type: none"> • Mr. Krishan Khadaria, Promoter Director is a Promoter Director of Pearl Agriculture Limited • Mr. Krishan Khadaria along with his relatives hold more than 2% of the paid up share capital of Pearl Agriculture Limited • Mr. Krishan Khadaria, Promoter Director is a Promoter and Managing Director of Nouveau Global Ventures Limited • Mr. Krishan Khadaria along with his relatives hold more than 2% of the paid up share capital of Nouveau Global Ventures Limited
D	Nature, material terms, monetary value and particulars of contract or arrangement	<ol style="list-style-type: none"> 1. The Company may be required to grant business advance / loan and/or make investment in the securities and/or capital contribution in the entities mentioned in the resolution as a part of strategic business decision, to the extent necessary to support the business operations of the said entities or vice versa. 2. Additionally, the Company may also be required to provide security by way of mortgage / hypothecation /pledge of securities held and/or charge on any of its movable/immovable properties to the extent of the loan that may be availed by the said entities from term lenders or vice versa. 3. The Company may also be required to provide corporate guarantee as collateral security to the extent of the loan that may be availed by the said entities from term lenders. The corporate guarantee shall be provided for the entire duration of the loan or vice versa. 4. The Company may also enter into transaction for purchase / sale/lease of immovable properties including FSI and TDRs with the said entities. 5. The Company may enter in transaction of sale, purchase or supply of any goods or materials.
	Monetary value	As mentioned in the resolution.

The approval of the shareholders is being sought by a special resolution in the event of any related party transaction exceeding the threshold limits set out in proviso to Clause 49 (VII) (C) of the Equity Listing Agreement or the limits specified in Rule 15 (3) of the Companies (Meetings of the Board and Its Powers) Rules, 2014, if any.

As per Clause 49 (VII) (E) of the Equity Listing Agreement, all entities falling within the definition of related parties shall abstain from voting on this special resolution and accordingly, the promoters and the promoter group entities shall not vote on this special resolution.

Except the Promoter Directors and their relatives (to the extent of their shareholding in the Company), no other Director or the relatives of the Directors is concerned or interested, financially or otherwise in the said resolution.

The Board recommends the special resolution as set out in Item No.6 of the accompanying Notice for the approval of the members in terms of Section 188 (3) of the Act and Clause 49 (VII) (E) of the Equity Listing Agreement.

ITEM NO. 7

The members of the Company at their Extraordinary General Meeting held on May 25, 2013 had authorised Board of Directors to exercise borrowing powers the outstanding amount of which at any time shall not exceed in the aggregate of Rs.100 Crores (Rupees One Hundred crores) as per section 293(1)(a) of the Companies Act, 1956.

Section 180(1)(c) of the Companies Act, 2013 which has replaced Section 293(1)(d) of the Companies Act,1956 provides that the Board of Directors shall not borrow in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, except with the consent of the Company accorded by way of a special resolution. Further, as per a clarification issued by the Ministry of Corporate Affairs, the Companies are required to pass the above resolutions under the new Act.

Accordingly, it is, therefore, necessary for the members to pass a special resolution under Section 180(1)(c) of the Companies Act, 2013, to enable to the Board of Directors to borrow money the outstanding amount of which at any time shall not exceed in the aggregate a revised limit of Rs. 150 Crores (Rupees One Hundred Fifty Crores Only).

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

The Board accordingly recommends the Special Resolution as set out at item no. 7 of the accompanying Notice for your approval.

ITEM NO. 8

In view of increased turnover and profitability during past years, sometime company may have spare funds. For better utilization of these liquid funds in the hands of company may be invested into securities. Board of Directors in their meeting held on August 28, 2015 decided to seek approval of shareholders to make investment exceeding the sixty per cent of paid up capital, free reserves and securities premium account or one hundred per cent of free reserves and securities premium account whichever is more.

As per section 186 of the Companies Act, 2013 your company is required to obtain approval by passing special resolution in general meeting in case it proposes to make investment exceeding the sixty per cent of paid up capital, free reserves and securities premium account or one hundred per cent of free reserves and securities premium account whichever is more. In view of better utilization of funds available with the company it is proposed to pass enabling resolution authorizing board of directors of the company to make investment within the limits as mentioned in proposed resolution.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

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

Sd/-
Krishan Khadaria
Director
DIN: 00219096

Registered Office:

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

Place : Mumbai

Dated: August 28, 2015

Annexure I

PROFILE OF THE DIRECTORS BEING APPOINTED/ RE-APPOINTED

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

Name of Director	Krishan Khadaria	Madhumati Gawade
DIN	00219096	06868063
Date of Birth	15/05/1961	04/07/1978
Nationality	Indian	Indian
Date of appointment	30/08/2011	30/03/2015
Educational Qualification	Chartered Accountant and Bachelor of Law	Bachelor of Commerce
Experience	<p>Mr. Khadaria is a qualified Chartered Accountant as well as a Bachelor of Law and has started his career at the age of 23 as a practicing partner of M/s. Saraogi & Associates Chartered Accountants. Since 1989 he is senior partner of M/s K. K. Khadaria & Co. Chartered Accountants, specialising in auditing, taxation, business and corporate legal and financial consultant, loan and lease syndication, capital market operations. In a short span he gained high reputation and professional growth and niche in multi operational fields.</p> <p>Besides being continued to look after the affairs of M/s. K. K. Khadaria & Co. the rich experience and niche had inspired him to promote a public limited company by the name Nouveau Finance Ltd. The Company later on diversified into the business of media and entertainment and followed by further diversification as a venture capital entity with new name to Nouveau Global Ventures Limited.</p>	Working with Nouveau Group since 2012 and specializes in sales and marketing.
Memberships/Chairmanships of Committees of other Public Companies (includes only Audit Committees and Shareholders/Investors' Grievance Committee)	<p>Pearl Agriculture Limited - Audit Committee(Member) - Stakeholders Relationship Committee (Member)</p> <p>Nouveau Global Ventures Limited - Audit Committee (Member)</p>	NIL
List of directorship held in other Companies	<ol style="list-style-type: none"> 1. Nouveau Global Ventures Limited 2. Nouveau Shares & Securities Limited 3. Kasturi Overseas Private Limited 4. Navyug Telefilms Pvt. Ltd. 5. Forever Flourishing Finance & Investments Pvt. Ltd. 6. Attribute Shares & Securities Pvt. Ltd. 7. Laxmiramuna Investments Pvt. Ltd. 8. Golden Meadows Export Pvt. Ltd. 9. Kashish Multi Trade Private Limited 10. Thai Malai Golf Resort & Spa Private Limited 11. Hilton Vyapar Private Limited 12. Pearl Arcade Property Developers Private Limited 13. Pearl Arcade Consultant Private Limited 14. Pearl Agriculture Limited 15. Rajat Commercial Enterprises Pvt. Ltd. 16. Bhaskar Realty Private Limited 17. Slogan Infotech Private Limited 18. Keemaya Housing Finance Private Limited 	<ol style="list-style-type: none"> 1. Dhenu Buildcon Infra Limited 2. Sunsitara Multitrade Private Limited 3. Pearl Agriculture Limited
Shareholding in the Company	72,60,700	NIL

DIRECTOR'S REPORT

To,
**The Members,
Pearl Electronics Limited**

Your Directors are pleased to present their Fourth Annual Report together with the audited financial statements, for the financial year ended March 31, 2015

1. FINANCIAL PERFORMANCE OF THE COMPANY

(Rs. In Lacs)

PARTICULARS	31-03-2015	31-03-2014
Profit before interest, depreciation, tax and Extra Ordinary Items	86.94	31.51
Depreciation/amortization	NIL	NIL
Profit before interest, tax and Extra Ordinary Items	86.94	31.51
Finance Costs	NIL	NIL
Profit before tax and Extra Ordinary Items	86.94	31.51
Less: Provision for taxes on income		
--Current tax	25.86	11.00
--Deferred tax liability / (asset)	1.04	(1.23)
Profit before Extra Ordinary Items	60.04	21.74
Extra Ordinary Items (Net of Tax)	-	-
Profit for the year	60.04	21.74

2. STATE OF COMPANY'S AFFAIRS

The Company's Profit after tax for the year under review increased to Rs. 60,04,407/- (Rupees Sixty Lacs Four Thousand Four Hundred Seven Only) as compared to a profit after tax of Rs. 21,73,946/- (Rupees Twenty One Lacs Seventy Three Thousand Nine Hundred & Forty Six Only). Hence, the focused approach of profitable businesses have resulted in the better performance of the Company at the EBITA level for the year as compared to the previous year. Barring unforeseen circumstances, the directors of your company expect continued growth in profit in future as well.

The Company is involved in the business of trading of electronic products. With the development of Electronics industry and liberal policies of the government, the Board of Directors of your Company feels that proposed new actions will help the Company to

consolidate its business and intensify its area of operations.

3. DIVIDEND & RESERVES

Yours Directors do not recommend any dividend for the year ended March 31, 2015, in view of growth & expansion of business and insufficient profits during the year.

During the year under review, no amount was transferred to Reserves.

4. SHARE CAPITAL

Sub-Division of Shares

Pursuant to the provisions of Section 61 of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013, the Memorandum and Articles of Association of the Company and the approval given by members at the Extra-Ordinary General Meeting held on July 18, 2014 for sub-division of equity shares of the Company, each equity share of nominal value of Rs. 10/- (Rupees Ten Only) was sub-divided into 10 (Ten) Equity Shares of nominal value of Re. 1/- (Rupee One Only) each fully paid-up. The record date for the sub-division was August 19, 2014.

The paid up Equity Share Capital of your Company after sub-division of the face value of equity shares is Rs. 19,76,62,480/- (Rupees Nineteen Crore Seventy Six lacs Sixty Two Thousand Four Hundred and Eighty Only) divided into 197662480 (Nineteen Crore Seventy Six lacs Sixty Two Thousand Four Hundred and Eighty) Equity Shares of the face value of Re. 1/- (Rupee One Only) each.

5. DIRECTORS

In terms of Section 149 of the Act, the Members, at the Annual General Meeting (AGM) held on September 30, 2014, approved the appointment of the following as Independent Directors of the Company:

- Mr. Manoj Bhatia (w.e.f. 30.09.2014)
- Mr. Tarun Keram (w.e.f. 25.12.2013)

In accordance with the provisions of the Companies Act, 2013 and in terms of Articles

of Association of the Company, Mr. Krishan Khadaria, Director, retires by rotation at the forthcoming AGM and, being eligible, offers himself for re appointment.

During the year under review, Mrs. Asha Khadaria resigned as Director of the Company w.e.f 13th February, 2015. The Board wishes to place on record its deep sense of appreciation for the valuable contributions made by her to the Board and the Company during her tenure as Director.

Pursuant to Sections 149 and 161 of the Companies Act, 2013 and in terms of Clause 49 of the Listing Agreement, the Board of Directors had at its meeting held on 30th March, 2015, appointed Ms. Madhumati Gawade as an Additional Director of the Company w.e.f 30th March, 2015. The requisite resolution for approval of her appointment as Director is being proposed in the notice of the forthcoming AGM for the approval of the members.

None of the Directors are disqualified from being appointed as Directors as specified in section 164 of Companies Act, 2013.

6. STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS

All the Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149 (6) of the Act and Clause 49 of the Listing Agreement entered into with the Stock Exchange. In the opinion of the Board, they fulfill the conditions of independence as specified in the Act and the Rules made there under and are independent of the management.

During the year, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company.

7. KEY MANAGERIAL PERSONNEL

Ms. Priya Porwal, resigned from the post of Company Secretary of the Company w.e.f. March 30, 2015. The Board placed on record its deep appreciation for the valuable contribution made by her during her tenure of office.

During the year under review, in terms of Section 203 of the Act, your Company appointed the following persons as Key Managerial Personnel:

S.No.	Name of the Person	Designation	Date of Appointment
1	Mr. Rajesh Agarwal	Chief Financial Officer	17th September, 2014
2	Ms. Parvati Nirban	Manager	14th August, 2014
3	Ms. Disha Jain	Company Secretary	30th March, 2015

8. MEETINGS OF THE BOARD

During the year under review, 11 meetings of the Board of Directors were held. For details of the meetings of the board, please refer to the Corporate Governance Report, which forms part of this report.

9. COMMITTEES OF THE BOARD

The Committees of the Board focus on certain specific areas and make informed decisions in line with the delegated authority. The following substantive Committees constituted by the Board function according to their respective roles and defined scope:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee
- Risk Management Committee

Details of composition, terms of reference, number of meetings held for respective committees and details of the familiarisation programmes for Independent Directors are given in the Report on Corporate Governance.

10. MANAGEMENT DISCUSSION AND ANALYSIS

Pursuant to the requirement of the clause 49 of Listing Agreement with Stock Exchange in India, the Management Discussion and Analysis Report is presented in a separate section forming part of this Annual Report marked as "Annexure A".

11. CORPORATE GOVERNANCE

Your Company has always endeavoured to adhere to high standards of Corporate Governance and ensured its compliance both in spirit and law.

As required by Clause 49 of the Listing Agreement with the BSE Limited (BSE), the reports on Corporate Governance practices followed by the Company together with a

certificate from the Company's Auditor confirming compliance is annexed and form an integral part of this Report.

12. STATUTORY AUDITORS & AUDITORS' REPORT

CPM & Associates, Chartered Accountants (Firm Registration No. 114923W) holds office until the conclusion of ensuing AGM and have expressed their unwillingness to be reappointed as the Statutory Auditors of the Company.

Further, your Company has received a written consent and a certificate from **M/s. Bansal Bansal & Company, Chartered Accountants (Registration No. 100986W)** to the effect that their appointment, if made, would satisfy the criteria provided in sections 139 and 141 of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules 2014.

The Board hereby recommends the appointment of **M/s. Bansal Bansal & Company, Chartered Accountants (Registration No. 100986W)** as Statutory Auditors of the Company for a period of five years i.e., from the conclusion of the 4th Annual General Meeting up to the conclusion of 9th Annual General Meeting subject to ratification by Members every year at AGM.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

13. SECRETARIAL AUDITORS & AUDITORS' REPORT

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed **M/s. G. S. BHIDE & ASSOCIATES**, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the year ended March, 31, 2015.

The Secretarial Audit Report for the financial year ended March 31, 2015 is annexed herewith marked as "**Annexure B**" to this Report. The Report does not contain any qualification, reservation, adverse remark or disclaimer.

14. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 134(3)(c) of the Companies Act, 2013, your Directors to the best of their knowledge and belief and according to the information and explanations obtained by them, hereby confirm:

- a) That in the preparation of the annual financial statements for the year ended March 31, 2015, the applicable Accounting Standards had been followed along with proper explanation relating to material departures.
- b) That Appropriate accounting policies have been selected and applied consistently and have 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 as at March 31, 2015 and of the profit and loss of the Company for the year ended March 31, 2015;
- c) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) That the annual financial statements have been prepared on a going concern basis.
- e) That the Directors, have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f) That the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

15. EXTRACT OF ANNUAL RETURN

An extract of Annual Return in Form MGT-9 as

on March 31, 2015 is attached as "Annexure C" to this Report.

16. DEPOSITS

In terms of the provisions of Sections 73 of the Act read with the relevant Rules of the Act, the Company had no opening or closing balances and also has not accepted any fixed deposits during the year under review and as such, no amount of principal or interest was outstanding as on March 31, 2015.

17. RELATED PARTY TRANSACTIONS

In all related party transactions that were entered into during the financial year, an endeavour was made consistently that they were on an arm's length basis and were in the ordinary course of business and were in compliance with the applicable provisions of the Companies Act, 2013 ('the Act') and the Listing Agreement. However, the material related party transactions are accorded for shareholders approval in the ensuing Annual General Meeting.

All Related Party Transactions are placed before the Audit Committee and also the Board for approval. Prior omnibus approval of the Audit committee is obtained on a yearly basis specifying the upper ceiling as to amount for the transactions which are of foreseen and repetitive nature. The details of all such related party transactions entered into pursuant to the omnibus approval of the Committee are placed before the Audit Committee on a quarterly basis for its review.

The Company has adopted a Policy on Related Party Transactions. The Policy, as approved by the Board, is uploaded on the Company's website at the web link: www.pearl-electronics.com. The details of the transactions with Related Parties are provided in the accompanying financial statements.

Since all related party transactions entered into by the Company were in the ordinary course of business and were on an arm's length basis, Form AOC-2 is not applicable to the Company.

18. DIRECTORS' APPOINTMENT AND REMUNERATION POLICY

The Remuneration policy of the Company comprising the appointment and remuneration of the Directors, Key Managerial Personnel and Senior Executives of the Company including criteria for determining qualifications, positive attributes, independence of a Director and other related matters has been disclosed in the Corporate Governance Report which forms part of this Report.

19. CODE OF CONDUCT FOR BOARD AND SENIOR MANAGERIAL PERSONNEL

The Board has laid down separate Codes of Conduct for Non-Executive Directors and Senior Management personnel of the Company and the same are posted on the Company's website www.pearl-electronics.com. All Board Members and Senior Management personnel have affirmed compliance with the Code of Conduct. The Directors have also confirmed and certified the same. The certification is enclosed at the end of the Report on Corporate Governance.

20. GUIDELINES ON INSIDER TRADING

Based on the requirements under SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time, the code of conduct for prevention of insider trading and the code for corporate disclosures ("Code"), as approved by the Board from time to time, are in force by the Company. The Board is responsible for implementation of the Code. The details of the Code adopted by the Company forms a part of Corporate Governance Report annexed to this Report.

21. VIGIL MECHANISM / WHISTLE BLOWER POLICY

Pursuant to Section 177(9) of the Act, the Company has established a Vigil Mechanism that enables the Directors and Employees to report to the management, instances of unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy.

The Vigil Mechanism provides for:

- a) adequate safeguards against victimization of persons who use the Vigil Mechanism;

and

- b) direct access to the Chairperson of the Audit Committee of the Board of Directors of the Company in appropriate or exceptional cases.

Details of the Vigil Mechanism policy/Whistle Blower Policy is explained in the Corporate Governance Report and is made available on the Company's website www.pearl-electronics.com.

22. PREVENTION OF SEXUAL HARASSMENT POLICY

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment/Anti Sexual Harassment policy at the Workplace in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under, if any.

The Policy aims to provide protection to employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure. The Company has also constituted an Internal Complaints Committee, to inquire into complaints of sexual harassment and recommend appropriate action. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

During the year 2014-2015, no complaints were received by the Company related to sexual harassment.

23. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The details of loans and Investments covered under section 186 of the Companies Act, 2013 made by your Company during the year under review are given in the Notes on financial statement referred to in the Auditors' Report.

24. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

Since the Company is neither engaged in any

manufacturing activity nor the Company has any manufacturing unit, therefore there prescribed particulars with regards to compliance of rules relating to conservation of Energy and Technology absorption pursuant to Section 134 (3) (m) of the Companies Act, 2013, read with Rule - 8 (3) of the Companies (Accounts) Rules, 2014 are not applicable on your Company.

25. FOREIGN EXCHANGE EARNINGS AND OUT-GO :

During the period under review there was no foreign exchange earnings or out flow.

26. PERFORMANCE EVALUATION OF THE BOARD

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, Independent Directors at their meeting without the participation of the Non-independent Directors and Management, considered/evaluated the performance of the board as a whole and Non-independent Directors.

The Board subsequently evaluated its own performance, the working of its Committees (Audit, Nomination and Remuneration and Stakeholders Relationship Committee) and Independent Directors (without participation of the relevant Director). The criteria for performance evaluation have been detailed in the Corporate Governance Report which is annexed and forms part to this Report.

27. PARTICULARS OF EMPLOYEES

Statement pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable to the Company since during the period under review there were no employees who were in receipt of the remuneration beyond the limits prescribed under Section 197 of the Act.

28. RISK MANAGEMENT

The Company has devised and implemented a mechanism for risk management and has developed a Risk Management Policy. As per

the policy requirement Board of the Company has formed a risk management committee to frame, implement and monitor the risk management plan for the Company. The details of the Committee are provided in the Corporate Governance Report annexed to this Report.

The committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The audit committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

29. GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- i) Issue of equity shares with differential rights as to dividend, voting or otherwise.
- ii) The Company does not have any subsidiary, associate and Joint Venture.
- iii) Issue of shares (including sweat equity shares) to employees of the Company
- iv) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future
- v) No change in nature of business.
- vi) The Company confirms that it has paid the annual listing fees for the year 2015-16 to Bombay Stock Exchange.
- vii) There were no material change and commitments affecting the financial position of the Company between the end of financial year and the date of the Report.

30. ACKNOWLEDGEMENT

Your Directors express deep sense of appreciation to the members, investors, bankers, service providers, customers, and other business constituents for their continued faith, abundant assistance and cooperation extended to the Company. Your Directors would

like to make a special mention of the support extended by the various Departments of Government of India, the State Governments, particularly, the Tax Authorities, the Ministry of Commerce, Ministry of Corporate Affairs, Securities and Exchange Board of India and others and look forward to their continued support in all future endeavours.

Your Directors also 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.

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

Sd/- Krishan Khadaria Director DIN: 00219096	Sd/- Manoj Bhatia Director DIN:01953191
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Place : Mumbai
Date : August 14, 2015

ANNEXURE A

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT**➤ OVERVIEW**

Electronic goods sector is a major booming sector in our country. Not only as an intermediate commodity, but more as a consumer product, this sector has undergone a rapid growth and development since ushering in of liberalization in India. Your Company is actively involved in trading of electronic products such as mobile handsets, computer hardware and software etc. and has successfully completed four years in its trading business. 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

India is expected to become the fifth largest consumer durables market in the world by 2025 & the consumer electronics market is expected to increase to USD 400 billion by 2020.

The long term opportunity in consumer electronics has opened the door to new international players. The easing of foreign investment norms, allowance of 100 percent foreign equity, reduction in custom tariffs, and delicensing of several consumer electronic products attracted remarkable amount of foreign collaboration and investment. The domestic industry also responded favorably to the politic policies of the government.

Also the government is taking a number of steps to encourage electronics manufacturing. Indeed new policies and regimes have been lately proposed by the Modi Government to make domestic electronics manufacturing more attractive. The Centre has decided to soon launch out production-linked subsidies for companies that commit significant capital to make semiconductors, microprocessors and other such hi-tech products in the country. According to a note formulated by the Department of Electronics and Information Technology (DEITY) for the Cabinet, electronic manufacturers will get a 10 per cent subsidy on

the production turnover. With such alluring opportunities and subsidies being provided by the Indian Government the Company can surely hassle free expand its resources in manufacturing of electronic goods and can claim subsidies from Indian Government.

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.
- Increasing levels of income, and urbanization

➤ 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.
- Insufficient and under-developed local supplier base.
- Hike in excise Duty and other duties.
- High cost of capital and other manufacturing costs due to frequently revised energy sufficient requirements.

➤ OUTLOOK

The company is expanding its business activities and is putting continuous efforts to attain further

efficiencies. Electronic products are penetrating new industrial markets thereby offering further opportunities to electronic components and assembly manufacturers. The growing role of electronics will predominantly help our Company to flourish lucratively in its new expansion plans. Further, the Company is confident that in spite of the possible recessionary conditions in the industry it will perform better in view of the strong fundamentals of the Company and hope to improve its turnover.

➤ **INTERNAL CONTROLS SYSTEMS AND ADEQUACY**

The Company's internal audit systems are geared towards ensuring adequate internal controls commensurate with the size and needs of the business, with the objective of efficient conduct of operations through adherence to the Company's policies, identifying areas of improvement, evaluating the reliability of Financial Statements, ensuring compliances with applicable laws and regulations and safeguarding of assets from unauthorized use.

Moreover, the Company has appointed **M/s Arvind Baid & Associates, Chartered Accountants**, Mumbai, as its Internal Auditors and they periodically test the efficacy of the prevailing internal control systems and submit their report to the Audit Committee.

➤ **FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

During the year under review, profits have grown due to operational efficiency brought about through better utilisation of available resources and proper implementation of business strategies.

➤ **MATERIAL DEVELOPMENT IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT**

There can be no substitute for the work-force of the company, which has been the main reason for achieving the performance of these levels. The company expects to continue to get their unflinching support in future also.

During the year under review, industrial relations have generally remained healthy, cordial and harmonious.

CAUTIONARY STATEMENT:

Statements in foregoing paragraphs of this report describing the current industry structure, outlook, opportunities, etc., may be construed as "forward looking statements", based on certain assumptions of future events over which the Company exercises no control. Therefore, there can be no guarantee as to their accuracy. These statements involve a number of risks, uncertainties and other factors that could cause actual results to differ materially from those that may be implied by these forward looking statements. Such risks and uncertainties include, but are not limited to: growth, competition, domestic & international economic conditions affecting demand, supply & price conditions, changes in Government regulations, tax regimes and other statutes.

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

Sd/-
Krishan Khadaria
Director
DIN: 00219096

Sd/-
Manoj Bhatia
Director
DIN:01953191

Place : Mumbai
Date : August 14, 2015

ANNEXURE B

SECRETARIAL AUDIT REPORT
FORM NO. MR-3
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Pearl Electronics Limited
Mumbai

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Pearl Electronics Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2015, according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made thereunder; which have been notified and the Companies Act, 1956 which are still in force.
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (However, the regulations are not applicable to the Company during the audit period since the Company has not raised any money from the public and hence, these regulations havenot been considered for the purpose of this report.)
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999. However, the regulations are not applicable to the Company during the audit period since the Company does not have any such scheme in operation and hence, these guidelines have not been considered for the purpose of this report;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. However, the regulations are not applicable to the Company during the audit period since the Company has not raised any money through debt securities from the public and hence, these guidelines have not been considered for the purpose of this report;

- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client. However, the regulations are not applicable to the Company during the audit period since it does not act as a Registrar to issue or Share Transfer Agent and hence, these regulations have not been considered for the purpose of this report.
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009(The regulations are not applicable on the Company for the period under review); and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.However, the regulations are not applicable to the Company during the audit period since the Company has not bought back any of its securities and hence, these regulations have not been considered for the purpose of this report.

We have also examined compliance with the applicable clauses of the following:

- a) Secretarial Standards issued by the Institute of Company Secretaries of India. Since these standards are applicable with effect from July 1, 2015, they have not been considered for the purpose of this report;
- b) The Listing Agreement entered into by the Company with BSE Limited (BSE)

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, there were no instances of:

- a) Public / Rights / Preferential issue of shares / debentures / sweat equity.
- b) Redemption / buy-back of securities.
- c) Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013.
- d) Merger / amalgamation / reconstruction etc.
- e) Foreign technical collaborations.

This Report is to be read with our letter of even date which is annexed as “ANNEXURE I” and forms an integral part of this report.

**For G. S. Bhide & Associates
Company Secretaries**

Place : Mumbai
Date : August 14, 2015

**Sd/-
Gayatri S. Bhide
Proprietor
C. P. No. 11816**

Annexure I

To,
The Members,
Pearl Electronics Limited
A/401, Pearl Arcade, Dawood Baug Lane,
Off J. P. Road, Opp. P. K. Jewellers,
Andheri (West), Mumbai-400058.

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these Secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness appropriateness of financial records and books of accounts of the Company.
4. Where ever required, I have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For G. S. Bhide & Associates
Company Secretaries**

Place : Mumbai
Date : August 14, 2015

**Sd/-
Gayatri S. Bhide
Proprietor
C. P. No. 11816**

ANNEXURE C

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
As on the financial year ended March 31, 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAIL

i) CIN:-	L72300MH2011PLC221448
ii) Registration Date	August 30, 2011
iii) Name of the Company	Pearl Electronics Limited
iv) Category / Sub-Category of the Company	Company Limited by shares Indian Non-Goernment Company
v) Address of the Registered office and contact details	401/A, Pearl Arcade, Opp P.K. Jewellers, Dawood Baug Lane, Off. J.P. Road, Andheri (W), Mumbai- 400058 Tel: 022-6778155 / 26783178 / 26797780 Website: www.pearl-electronics.com
vi) Whether listed company Yes / No	Yes listed with Bombay Stock Exchange
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	BIGSHARE SERVICES PRIVATE LIMITED E-2 & 3, Ansa Industrial Estate, Saki-Vihar Road, Sakinaka, Andheri (E), Mumbai - 400 072. Tel: 022-4043 0200 <i>Email id.: investor@bigshare.com</i>

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:

S I. No.	Name and Description of main products / services	% to the turnover of the Company
1	Computer Hardware & Software	24.35%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: Not Applicable

S I. No.	Name and Address of the Company	CIN / GLN	Holding/ Subsidiary/ Associate	% of share held	Applicable Section
NIL					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

Note: The Shareholders at the Extra-Ordinary General Meeting held on July 18, 2014 had approved the sub-division of each equity share of nominal value of Rs. 10/- (Rupees Ten Only) into 10 (Ten) Equity Shares of nominal value of Re. 1/- (Rupee One Only) each fully paid-up. The record date for sub-division was August 19, 2014. The number of shares for the period prior to August 19, 2014 (record date) reflects the effect of sub-division.

(i) Category-wise Share Holding

Category of Shareholders	No. Shares held at the beginning of the year				No. Shares held at the end of the year				% Change During the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
Individuals/ HUF	11480640	-	11480640	5.81	11480640	-	11480640	5.81	-
Central Govt	-	-	-	-	-	-	-	-	-
State Govt(s)	-	-	-	-	-	-	-	-	-
Bodies Corp-	-	-	-	-	-	-	-	-	-
Banks/ FI	-	-	-	-	-	-	-	-	-
Any Other	19357410	-	19357410	9.79	19357410	-	19357410	9.79	-
SubTotal (A) (1)	30838050	-	30838050	15.60	30838050	-	30838050	15.60	-
(2) Foreign									
NRIs-Individuals	-	-	-	-	-	-	-	-	-
Other -Individuals	-	-	-	-	-	-	-	-	-
Bodies Corp	-	-	-	-	-	-	-	-	-
Banks/ FI	-	-	-	-	-	-	-	-	-
Any Other	-	-	-	-	-	-	-	-	-
SubTotal(A)(2)	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter									
(A)=(A)(1)+(A)(2)	30838050	-	30838050	15.60	30838050	-	30838050	15.60	-
B. Public Shareholding									
1. Institutions									
Mutual Funds	-	-	-	-	-	-	-	-	-
Banks/ FI	-	-	-	-	-	-	-	-	-
Central Govt-	-	-	-	-	-	-	-	-	-
State Govt(s)	-	-	-	-	-	-	-	-	-
Venture Capital Funds	-	-	-	-	-	-	-	-	-
Insurance Companies	-	-	-	-	-	-	-	-	-
FIs	-	-	-	-	-	-	-	-	-
Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
Others (specify)	-	-	-	-	-	-	-	-	-
Sub Total (B)(1)	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.	22671730	47090	22718820	11.49	47459387	47090	47506477	22.00	10.51
b) Individuals									
i) Individual Shareholders holding nominal share capital upto Rs. 1 lakh	3815020	843140	4658160	2.35	3108469	835210	3943679	2.00	-0.35
ii) Individual shareholders holding nominal share capital in excess of Rs 1lakh	45943160	93199540	139142700	70.39	50434733	60672820	111107553	56.21	-14.18

Category of Shareholders	No. Shares held at the beginning of the year				No. Shares held at the end of the year				% Change During the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
c) Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
d) Others (Specify)	-	-	-	-	-	-	-	-	-
i) Trusts	-	-	-	-	-	-	-	-	-
ii) Clearing Member	210680	-	210680	0.11	4263981	-	4263981	2.16	2.05
iii) Directors Relatives	-	-	-	-	-	-	-	-	-
iv) Employee	-	-	-	-	-	-	-	-	-
v) NRI	92380	1690	94070	0.05	1050	1690	2740	0.00	-0.05
vi) Overseas Bodies Corporates	-	-	-	-	-	-	-	-	-
vii) Unclaimed Suspense Account	-	-	-	-	-	-	-	-	-
Sub Total (B)(2)	72732970	94091460	166824430	84.40	105267620	61556810	166824430	84.40	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	72732970	94091460	166824430	84.40	105267620	61556810	166824430	84.40	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	103571020	94091460	197662480	100	136105670	61556810	197662480	100.00	-

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Navyug Telefilms Private Limited	75,99,060	3.84	-	75,99,060	3.84	-	0.00
2.	Krishan Khadaria	72,60,700	3.67	-	72,60,700	3.67	-	0.00
3.	Golden Medows Export Pvt. Ltd.	51,11,100	2.59	-	51,11,100	2.59	-	0.00
4.	Asha Khadaria	41,37,610	2.09	-	41,37,610	2.09	-	0.00
5.	Attribute Shares & Securities Pvt. Ltd.	37,29,130	1.89	-	37,29,130	1.89	-	0.00
6.	Mumbadevi Finance Investment Company Pvt. Ltd.	21,58,020	1.09	-	21,58,020	1.09	-	0.00
7.	Forever Flourshing Finance & Investment Pvt. Ltd.	4,38,150	0.22	-	4,38,150	0.22	-	0.00
8.	Kashish Multi Trade Pvt. Ltd.	3,21,950	0.16	-	3,21,950	0.16	-	0.00
9.	Mohit Khadaria	39,750	0.02	-	39,750	0.02	-	0.00
10.	Sushila Devi Raghunath Prasad Khadaria	28,390	0.01	-	28,390	0.01	-	0.00
11.	Mohini Krishan Khadaria	14,190	0.01	-	14,190	0.01	-	0.00
		3,08,38,050	15.60	-	3,08,38,050	15.60	-	0.00

(iii) Change In Promoters' Shareholding (please specify, if there is no change)

Note: During the year under review, there was no change has occurred in the Promoter's shareholding. The number of shares for the period prior to August, 19, 2014 (record date) reflects the effect of sub-division.

Sl. No.	Name of the promoter	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1.	Navyug Telefilms Private Limited	7599060	3.84	7599060	3.84
2.	Krishan Khadaria	7260700	3.67	7260700	3.67
3.	Golden Medows Export Private Limited	5111100	2.59	5111100	2.59
4.	Asha Khadaria	4137610	2.09	4137610	2.09
5.	Attribute Shares and Securities Pvt. Ltd	3729130	1.89	3729130	1.89
6.	Mumbadevi Finance Investment Company Pvt. Ltd.	2123820	0.98	2123820	0.98
7.	Forever Flourishing Finance & Investment Pvt. Ltd	438150	0.22	438150	0.22
8.	Kashish Multi Trade Private Limited	321950	0.16	321950	0.16
9.	Mohit Khadaria	39750	0.02	39750	0.02
10.	Sushila Devi Raghunath Prasad Khadaria	28390	0.01	28390	0.01
11.	Mohini Krishan Khadaria	14190	0.01	14190	0.01

(iv) Shareholding Pattern of Top Ten-Shareholders (Other than Directors, Promoters and Holders Of GDRS And ADRS):

Sl. No.	Top Ten Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1.	OCTOPUS INFOTEL PRIVATE LTD. At the beginning of the year increase/ decrease in shareholding during the year At the end of the year	4921950 - -	2.49 - -	- - 4921950	- - 2.49
2.	PRAVEEN KUMAR AGARWAL At the beginning of the year increase/ decrease in shareholding during the year At the end of the year	2839500 - -	1.44 - -	- - 2839500	- - 1.44
3.	SNEHA PATWARI At the beginning of the year increase/ decrease in shareholding during the year	2312460	1.17	2312460	1.17
	13.06.14	2271600	1.15	4584060	2.32
	20.06.14	(1000000)	(0.51)	3584060	1.81
	04.06.14	(213000)	(0.11)	3371060	1.71
	11.07.14	(400000)	(0.20)	2971060	1.50
	08.08.14	(100000)	(0.05)	2871060	1.45
	29.08.14	(883480)	(0.45)	1987580	1.01
	At the end of the year	(650000)	(0.33)	(650000)	(0.33)

Sl. No.	Top Twenty Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
4.	BABITA PATWARI				
	At the beginning of the year	2271600	1.15	2271600	1.15
	increase/ decrease in shareholding during the year				
	13.06.14	(2271600)	(1.15)	0	
	20.06.14	2186550	1.11	2186550	1.11
	30.06.14	(143000)	(0.07)	2043550	1.03
	22.08.14	45000	0.02	1998550	1.01
	17.10.14	39000	0.02	1959550	0.99
24.10.14	40000	0.02	1919550	0.97	
At the end of the year	57000	0.03	1862550	0.94	
5.	TARUN AGGARWAL				
	At the beginning of the year	2000000	1.01	-	-
	increase/ decrease in shareholding during the year	-	-	-	-
At the end of the year			2000000	1.01	
6.	RENU MITTAL				
	At the beginning of the year	0	0.00		
	increase/ decrease in shareholding during the year	2000000	1.01	2000000	1.01
	At the end of the year	(100000)	(0.05)	1900000	0.96
	At the end of the year	100000	0.05	2000000	1.01
7.	RENU AGARWAL				
	At the beginning of the year	0	0.00		
	increase/ decrease in shareholding during the year				
	06.06.14	2000000	1.01	2000000	1.01
	13.06.14	(100000)	(0.05)	1900000	0.96
20.06.14	100000	0.05	2000000	1.01	
At the end of the year			2000000	1.01	
8.	ESHA SECURITIES LTD				
	At the beginning of the year	1803280	0.91	-	-
	increase/ decrease in shareholding during the year	-	-	-	-
At the end of the year			1803280	0.91	
9.	ALOK KUMAR AGARWAL				
	At the beginning of the year	-	-	-	-
	increase/ decrease in shareholding during the year				
	06.06.14	1750000	0.89	1750000	0.89
	13.06.14	(100000)	(0.05)	1650000	0.83
	11.07.14	(49300)	(0.02)	1600700	0.81
12.12.14	(90000)	(0.05)	1510700	0.76	
At the end of the year			1510700	0.76	

Sl. No.	Top Twenty Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
10.	DEEPAK PATWARI				
	At the beginning of the year	1419750	0.72	1419750	0.72
	increase/ decrease in shareholding during the year				
	04.07.14	(50000)	(0.03)	1369750	0.69
	11.07.14	9200000)	(0.1)	1169750	0.59
	25.07.14	50970	0.03	1220720	0.62
	08.08.14	(100000)	(0.05)	1120720	0.57
	08.08.14	25000	0.01	1145720	0.58
	29.08.14	(200000)	(0.1)	945720	0.48
	05.09.14	(200000)	(0.1)	745720	0.38
	12.09.14	100000	0.05	845720	0.43
	17.10.14	(70000)	(0.04)	775720	0.39
	24.10.14	(60000)	(0.03)	715720	0.36
	31.10.14	(73380)	(0.04)	642340	0.32
	07.11.14	(120000)	(0.06)	522340	0.26
	14.11.14	(470000)	(0.24)	52340	0.03
05.12.14	(52340)	(0.03)	0	0	
	At the end of the year			0	0
11.	MANOJ SHAH				
	At the beginning of the year	1250000	0.63	1250000	0.63
	increase/ decrease in shareholding during the year				
	16.05.14	(150050)	(0.08)	1099950	0.56
	23.05.14	(220050)	(0.11)	879900	0.45
	30.05.14	(240050)	(0.12)	639850	0.32
	16.06.14	(310050)	(0.16)	329800	0.17
	22.08.14	(329800)	(0.17)	0	0
	At the end of the year			0	0
12.	SANJAY VIJAY SARAF				
	At the beginning of the year	1250000	0.63	1250000	0.63
	increase/ decrease in shareholding during the year				
	13.06.14	(75000)	(0.04)	1175000	0.59
	18.07.14	(69250)	(0.04)	1105750	0.56
	01.08.14	(20000)	(0.01)	1085750	0.55
	22.08.14	(167500)	(0.08)	918250	0.46
	05.09.14	(47475)	(0.02)	870775	0.44
	12.09.14	(150011)	(0.08)	720764	0.36
	19.09.14	(21000)	(0.01)	699764	0.35
	22.09.14	(40000)	(0.02)	659764	0.33
	10.10.14	(40000)	(0.02)	619764	0.31
	18.10.14	(330771)	(0.17)	288993	0.15
	24.10.14	(288993)	(0.15)	0	0
	At the end of the year			0	0
13.	NIRNIDHI CONSULTANT PVT. LTD.				
	At the beginning of the year	1148920	0.58	-	-
	increase/ decrease in shareholding during the year	-	-	-	-
	At the end of the year			1148920	0.58

Sl. No.	Top Twenty Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
14.	PRAVEEN KUMARAGARWAL At the beginning of the year increase/ decrease in shareholding during the year At the end of the year	1135800 --	0.57 -	- - 1135800	- - 0.57
15.	PINKY AGARWAL At the beginning of the year increase/ decrease in shareholding during the year At the end of the year	1135800 -	0.57 -	- - 1135800	- - 0.57
16.	SANJAY SINGAL - HUF At the beginning of the year increase/ decrease in shareholding during the year 22.08.14 30.09.14 03.10.14 31.12.14 02.01.15 At the end of the year	0 5670 10000000 (10000000) 10000000 (10000000) 10000000	 0 5.06 (5.06) 5.06 (5.06) 5.06	 5670 10005670 5670 10005670 5670 10005670	 0 5.06 0 5.06 0 5.06
17.	ABHAY AGRAWAL At the beginning of the year increase/ decrease in shareholding during the year 22.08.14 30.09.14 03.10.14 31.12.14 02-01-15 At the end of the year	0 560 10000000 (10000000) 10000000 (10000000) 10000000	 0.00 5.06 5.06 5.06 5.06 5.06	 560 10000560 560 10000560 560 10000560	 0.00 5.06 0 5.06 0.00 5.06
18.	AARTI SINGAL At the beginning of the year increase/ decrease in shareholding during the year 22.08.14 30.09.14 03.10.14 31.12.14 02.01.15 At the end of the year	0 1130 10000000 (10000000) 10000000 (10000000) 10000000	 0 5.06 (5.06) 5.06 (5.06) 5.06	 1130 10001130 1130 10001130 1130 10001130	 0 5.06 0 5.06 0 5.06
19.	SKUNG TRADELINK LIMITED At the beginning of the year increase/ decrease in shareholding during the year 13.03.15 20.03.15 27.03.15 At the end of the year	0 327500 1273500 3497479 156000	 0.17 0.64 1.77 0.08	 327500 1601000 5098479 5254479	 0.17 0.81 2.58 2.66

Sl. No.	Top Twenty Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
20.	RAJKUMAR GULAB BADGUJAR At the beginning of the year increase/ decrease in shareholding during the year 27.02.15 At the end of the year	0	0	-	-
		2500000	1.26	- 2500000	- 1.26
21.	INDIRA MEHTA At the beginning of the year increase/ decrease in shareholding during the year 22.08.14 30.09.14 03.10.14 31.12.14 02.01.14 At the end of the year	1130	0	1130	0
		2500000	1.27	2501130	1.27
		(2500000)	(1.27)	1130	0
		2500000	1.27	2501130	1.27
		(2500000)	(1.27)	1130	0
		2500000	1.27	2501130	1.27
22.	RAJ K KANDOI At the beginning of the year increase/ decrease in shareholding during the year 22.08.14 30.09.14 03.10.14 31.12.14 02.01.15 At the end of the year	0	0.00		
		1130	0.00	1130	0
		2500000	1.27	2501130	1.27
		(2500000)	(1.27)	1130	0
		2500000	1.27	2501130	1.27
		(2500000)	(1.27)	1130	0
2500000	1.27	2501130	1.27		
23.	BUSHAN KUMAR UPPAL At the beginning of the year increase/ decrease in shareholding during the year 22.08.14 30.09.14 03.10.14 31.12.14 02.01.15 At the end of the year	0	0.00		
		1130	0	1130	0
		2500000	1.27	2501130	1.27
		(2500000)	(1.27)	1130	0
		2500000	1.27	2501130	1.27
		(2500000)	(1.27)	1130	0
2500000	1.27	2501130	1.27		
24.	BIHARI LAL At the beginning of the year increase/ decrease in shareholding during the year 22.08.14 30.09.14 03.10.14 31.12.14 02.01.15 At the end of the year	0	0.00		
		560	0.00	560	0
		2500000	1.27	2500560	1.27
		(2500000)	(1.27)	560	0
		2500000	1.27	2500560	1.27
		(2500000)	(1.27)	560	0
2500000	1.27	2500560	1.27		

(v) Shareholding of Directors and Key Managerial Personnel

Note: During the year under review, no change has occurred in the Shareholding of Directors and Key Managerial Personnel. The number of shares for the period prior to August 19, 2014 (record date) reflects the effect of sub-division.

Sl. No.	Name of Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1.	Mr. Krishan Khadaria, Promoter Director	7,26,0700	3.67	7,26,0700	3.67
	At the beginning of the year	-	-	-	-
	increase/ decrease in shareholding during the year	-	-	7,26,0700	3.67
2.	*Ms. Asha Khadaria, Promoter Director	4,13,7610	2.09	4,13,7610	2.09
	At the beginning of the year	-	-	-	-
	increase/ decrease in shareholding during the year	-	-	4,13,7610	2.09
3.	Mr. Tarun Keram, Independent Director	-	-	-	-
	At the beginning of the year	-	-	-	-
	increase/ decrease in shareholding during the year	-	-	-	-
4.	Mr. Manoj Bhatia, Independent Director	-	-	-	-
	At the beginning of the year	-	-	-	-
	increase/ decrease in shareholding during the year	-	-	-	-
5.	Ms. Madhumati Gawade, Director	-	-	-	-
	At the beginning of the year	-	-	-	-
	increase/ decrease in shareholding during the year	-	-	-	-
6.	Mr. Rajesh Agarwal, Chief Financial Officer	-	-	-	-
	At the beginning of the year	-	-	-	-
	increase/ decrease in shareholding during the year	-	-	-	-
7.	Ms. Parvati Nirban, Manager	-	-	-	-
	At the beginning of the year	-	-	-	-
	increase/ decrease in shareholding during the year	-	-	-	-
8.	**Miss. Priya Porwal, Company Secretary	-	-	-	-
	At the beginning of the year	-	-	-	-
	increase/decrease in shareholding during the year	-	-	-	-
9	***Miss Disha Jain, Company Secretary	-	-	-	-
	At the beginning of the year	-	-	-	-
	increase/decrease in shareholding during the year	-	-	-	-

*Asha Khadaria ceased w.e.f. February 13, 2015.

**Priya Porwal ceased as Company Secretary w.e.f. March 30, 2015.

***Disha Jain appointed as Company Secretary w.e.f. March 30, 2015.

(V) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loan	Deposit	Total Indebtedness
Indebtedness at the beginning of the financial Year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
■ Addition	-	-	-	-
■ Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

(VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sl. No.	Particulars of Remuneration	Name of Manager	Total Amount
		Parvati Nirban	
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1.50	1.50
	(b) Value of perquisites u/s. 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission	-	-
	- as % of profit - others, specify...		
	Others, please specify	-	-
	Total (A)	1.50	1.50
	Ceiling as per the Act		

B. Remuneration to Directors:**1. Independent Directors:**

Particulars of Remuneration	Name of Directors		Total Amount
	Mr. Tarun Keram	Mr. Manoj Bhatia	
Fee for attending board / committee meetings	-	-	-
Commission	-	-	-
Others	-	-	-
Total	-	-	-

2. Other Non Executive Directors:

Particulars of Remuneration	Name of Directors			Total Amount
	Mr. Krishan Khadaria	Mrs. Asha Khadaria	Mrs. Madhumati Gawde	
Fee for attending board / committee meetings	-	-	-	-
Commission	-	-	-	-
Others	-	-	-	-
Total	-	-	-	-

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/ WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s. 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	4.00	4.68	8.68
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-
5.	Others, please specify	-	-	-
	Total	4.00	4.68	8.68

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of The Companies Act	Brief Description	Details of Penalty/ Punishment / compounding fees imposed	Authority [RD / NCLT /COURT	Appeal made, if any (give Details)
A. COMPANY					
Penalty			None		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			None		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			None		
Punishment					
Compounding					

REPORT ON CORPORATE GOVERNANCE

Transparency and accountability are the two basic tenets of Corporate Governance. At Pearl Electronics Limited, we are committed to doing things the right way which means taking business decisions and acting in a way that is ethical and is in compliance with applicable legislation. Pursuant to Clause 49 of the listing agreement, given below is the Corporate Governance Report of the Company:

I. 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. The company aims at not only its own growth but also maximization of benefits to the shareholders, employees, customers, government and also the general public at large. In this pursuit, your Company continuously strives to improve its level of overall efficiency through good corporate governance, which envisages transparency, professionalism and accountability in all its operations. We at Pearl Electronics Limited are committed to good corporate governance and its adherence to the best practices of true spirits at all times.

The Company is in compliance with the requirements of Corporate Governance norms and disclosures as mentioned under the Listing agreement with the Bombay Stock Exchange Limited (BSE).

II. BOARD OF DIRECTORS

a) SIZE AND COMPOSITION OF THE BOARD

- The Company's Board of Directors ('the Board') is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with requisite powers, authorities and duties so as to provide 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 comprises such number of Non-Executive and Independent Directors as required under applicable legislation. As on March 31, 2015, the strength of the Board was 4(four) Directors of which all are non-executive directors and among them 2(two) are independent directors.

The details of each member of the Board along with the number of Directorship/Committee membership as on March 31, 2015 are as given below:

Name	Category of Directorship	Number of other Directorship / Committee Membership / Chairmanships (including Pearl Electronics Limited)				
		Directorships(1) under Section 165			Committee Memberships	Committee Chairmanships
		Public Companies		Private Companies		
		Listed	Unlisted			
Mr. Krishan Khadaria	Non-executive and Promoter	3	1	15	6	-
Mr. Manoj Bhatia	Non-executive and Independent	3	1	3	1	5
Mr. Tarun Keram	Non-executive and Independent	1	-	6	2	-
Ms. Madhumati Gawade*	Non-Executive	3	-	1	-	-

Name	Category of Directorship	Number of other Directorship / Committee Membership / Chairmanships (including Pearl Electronics Limited)				
		Directorships(1) under Section 165			Committee Memberships	Committee Chairmanships
		Public Companies		Private Companies		
		Listed	Unlisted			
Mrs. Asha Khadaria**	Non-executive and Promoter	N.A.				

* Ms. Madhumati Gawade was appointed as an Additional non-executive Director w.e.f. March 30, 2015.

** Ms. Asha Khadaria has resigned and ceased as a Non-Executive Director w.e.f. February 13, 2015.

Notes:

1. Represents Memberships / Chairmanships of Audit Committee and Stakeholders Relationship Committee (formerly known as Shareholders' / Investors' Grievance Committee).
2. Number of Directorship held in other companies includes all companies, whether listed or unlisted, private companies and excludes foreign companies, other bodies corporate and professional bodies. The limits on directorship of Independent Directors and Executive Directors are within the permissible limits.
3. 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/she is a Director.
4. Except for Mr. Krishan Khadaria and Mrs. Asha Khadaria, none of the Directors are related to each other.

➤ Board Meetings and Attendance

During the financial year under review, 11(Eleven) Board meetings were held on May 30, 2014; June 5, 2014; August 14, 2014; August 26, 2014; September 17, 2014; November 14, 2014; January 13, 2014; February 13, 2015 ; March 27, 2015 and March 30, 2015. The interval between two Board meetings was well within the maximum period mentioned under Section 173 of the Act and the Listing Agreement.

Details of Directors as on March 31, 2015 and their attendance at the Board meetings and Annual General Meeting ("AGM") during the financial year ended March 31, 2015 are given below:

Name of the Director	Category of Directorship	Particulars of Attendance		
		Board Meeting		Last AGM (30.09.14)
		Held	Attended	
Mr. Krishan Khadaria	Non-executive and Promoter	11	11	Yes
Mr. Manoj Bhatia	Non-executive and Independent	11	11	Yes
Mr. Tarun Keram	Non-executive and Independent	11	11	Yes
Ms. Madhumati Gawade*	Non-Executive	N.A.		
Mrs. Asha Khadaria**	Non-executive and Promoter	11	06	Yes

* Ms. Madhumati Gawade was appointed as an Additional non-executive Director w.e.f. March 30, 2015.

** Ms. Asha Khadaria resigned and ceased as a Non-Executive Director w.e.f. February 13, 2015.

B. INDEPENDENT DIRECTORS

- All the Non Executive Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 ("the Act") and Rules made there under as well as Clause 49 of the Listing Agreement entered into with the Stock Exchange. All Independent Directors maintain their limits of directorships as required under Clause 49 of the Listing Agreement.

➤ **Performance Evaluation of Directors:**

The Nomination and Remuneration Committee of the Board laid down the criteria for performance evaluation of all Directors. The performance evaluation has been done by the entire Board of Directors, except the Director concerned being evaluated. The criteria for performance evaluation are as follows:

Role & Accountability

- Understanding the nature and role of Independent Directors' position.
- Understanding of risks associated with the business.
- Application of knowledge for rendering advice to management for resolution of business issues.
- Offer constructive challenges to management strategies and proposals.
- Active engagement with the management and attentiveness to progress of decisions taken.

Objectivity

- Non-partisan appraisal of issues.
- Own recommendations given professionally without tending to majority or popular views.

Leadership & Initiative

- Heading Board Sub-committees.
- Driving any function or identified initiative based on domain knowledge and experience.

Personal Attributes

- Commitment to role & fiduciary responsibilities as a Board member.
- Attendance and active participation.
- Proactive, strategic and lateral thinking.

➤ **Meeting of Independent Directors**

During the year, a meeting of Independent Directors was held to review the performance of the Board as a whole on parameters of effectiveness and to assess the quality, quantity and timeliness of flow of information between the management and the Board.

➤ **Familiarization Programme**

Your Company follows a structured orientation and familiarisation programme through various reports / codes / internal policies for all the Directors with a view to update them on the Company's policies and procedures on a regular basis. Periodic presentations are made at the Board Meetings on business and performance, long term strategy, initiatives and risks involved.

The details of familiarisation programme have been made part of the Company's Directors Appointment and Remuneration Policy as annexed to this report as "**Annexure IV**".

c) NON-EXECUTIVE DIRECTORS' COMPENSATION AND DISCLOSURES

During the year under review, no sitting fees was paid to the Non-executive Directors (including Independent Directors) by the Board. However at any time the sitting fees will be paid by Board it will be subject to the ceiling/limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force and on the recommendation of Committee to the Board for its approval.

d) CODE OF CONDUCT

Your Company has adopted a Code of Conduct for members of the Board (incorporating duties of Independent Directors) and the Senior Management. The Code aims at ensuring consistent standards of conduct and ethical business practices across the Company.

The full text of the Code is furnished in this Report and also hosted on the Company's website under the web link www.pearl-electronics.com.

e) CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING

Based on the requirements under SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time, the code of conduct for prevention of insider trading and the code for corporate disclosures ("Code"), as approved by the Board from time to time, are in force by the Company. The objective of this Code is to protect the interest of shareholders at large, to prevent misuse of any price sensitive information and to prevent any insider trading activity by dealing in shares of the Company by its Directors, designated employees and other employees.

The Company also adopts the concept of Trading Window Closure, to prevent its Directors, Officers, designated employees and other employees from trading in the securities of the Company at the time when there is unpublished price sensitive information. All Board Directors and the designated employees have confirmed compliance with the Code.

During the year under review, there has been due compliance with SEBI (Prohibition of Insider Trading) Regulations, 1992. The full text of the Code is hosted on the Company's website under the web link www.pearl-electronics.com

AFFIRMATION AND DISCLOSURE

All the members of the Board and the Management Committee have affirmed their compliance with the Code of Conduct as on March 31, 2015 and a declaration to that effect, signed by the two Directors of the Company, is attached as "**Annexure I**" and forms part of this Report.

III. COMMITTEES OF THE BOARD

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The Board has currently the following four committees:

A. AUDIT COMMITTEE**a) Composition 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.

The Committee's composition meets with requirements of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. It comprises of Two Non Executive Independent Directors and One Non Executive Director. The Audit Committee is headed by Mr. Manoj Bhatia and has Mr.

Tarun Keram and Mr. Krishan Khadaria as its members. All the members of the Committee possess relevant financial / accounting expertise / exposure.

b) Meetings & Attendance

During the year 2014-15, the Audit Committee met 4 times: (i) May 29, 2014 (ii) August 14, 2014 (iii) November 14, 2014 and (iv) February 13, 2015. The meetings were scheduled well in advance and the time gap between any two meetings did not exceed more than four months. The composition of the Audit Committee and the attendance record of members for 2014-15 are as follows:

Name	Category	Designation	No. of Meetings Attended
Mr. Manoj Bhatia	Non Executive Independent Director	Chairman	4 of 4
Mr. Tarun Keram	Non-Executive Independent Director	Member	4 of 4
Mr. Krishan Khadaria	Non-executive Director	Member	4 of 4

c) Terms of Reference in brief:

(i) Financials

- Review of the quarterly/half-yearly/annual financial statements with reference to changes, if any in accounting policies and reasons for the same.
- Major accounting entries involving estimates based on exercise of judgment by management, adjustments, if any arising out of audit findings.
- Compliance with listing and legal requirements relating to financial statements, qualifications, if any in the draft audit report.

(ii) Internal Controls and Risk Management

- Review of internal audit function and discussion on internal audit reports
- Review of vigil mechanism and above all adequacy of internal control systems.
- Review of risk management policies especially enterprise level risk management.

(iii) Compliance and Other Related Aspects

- Disclosure of related party transactions and subsequent modifications, if any.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the company.
- Uses/application of funds raised through an issue.
- Review and recommendation of appointment, remuneration and terms of appointment of statutory auditors.
- Review of other services rendered by the statutory auditors.
- Review of the management discussion and analysis of the financial conditions and results of operations, significant related party transactions, management letters issued by statutory auditors, internal audit reports.

The Audit Committee also looks into the matters as are specifically referred to it by the Board of Directors besides looking into the mandatory requirements of the Listing Agreement and provisions of Section 177 of the Companies Act, 2013.

Board has made performance evaluation of independent Directors as per the Nomination and remuneration Policy in order to determine whether to extend or continue the terms of appointment of independent director and has been satisfied with the performance and contribution made by them.

B. NOMINATION AND REMUNERATION COMMITTEE

Pursuant to the requirements of Clause 49 of the Listing Agreement and Section 178 of the Act, the Board has re-constituted and renamed the Nomination and Remuneration Committee and adopted new terms of reference at its meeting held on May 30, 2014.

a) Composition and Meetings:

During the financial year 2014-15, the Committee met Four times viz., on May 30, 2014, August 14, 2014, November 14, 2014 and March 27, 2015. The below table gives the composition and attendance record of the Nomination & Remuneration Committee.

Name	Category	Designation	No. of Meetings held during Directors' Tenure	No. of Meetings Attended
Mr. Tarun Keram	Non Executive Independent Director	Chairman	4	4
Mr. Manoj Bhatia*	Non Executive Independent Director	Member	3	3
Mr. Krishan Khadaria	Non-executive and Promoter Director	Member	4	4
Mrs. Asha Khadaria**	Non-executive and Promoter Director	Member	3	3

*Appointed as member w.e.f. June 5, 2014

** Ceased as a member w.e.f. February 13, 2015

b) Terms of reference:

- Formulate Remuneration Policy and a policy on Board Diversity.
- Formulate criteria for evaluation of Directors and the Board.
- To ensure that the Remuneration Policy shall also include the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.
- Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance.
- To ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully; relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

c) Details of remuneration

Details of Payments made to Non-executive Directors -

No commission and sitting fees has been paid to any Non- Executive Director for the year ended March 31, 2015.

The Remuneration Policy has been annexed with this Report and is also available on the Company's website www.pearl-electronics.com.

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

a) Composition, Meetings and Attendance

Pursuant to Clause 49 of the Listing Agreement and Section 178 of the Act the Board has re-constituted and renamed the Shareholders'/Investors' Grievances Committee as Stakeholders Relationship Committee w.e.f. May 30, 2014.

During the period under review, the Stakeholders Relationship Committee met four times on May 30, 2014; August 26, 2014; November 13, 2014 and February 19, 2015.

Details of constitution and attendance details of the Stakeholders Relationship Committee as on March 31, 2015 are given below:

Name of the Director	Category	Designation	No. of Meetings held during Directors' Tenure	No. of Meetings Attended
Mr. Manoj Bhatia	Non Executive Independent Director	Chairman	4	4
Mr. Tarun Keram*	Non Executive Independent Director	Member	3	3
Mr. Krishan Khadaria	Non-executive and Promoter Director	Member	4	4
Mrs. Asha Khadaria**	Non-executive and Promoter Director	Member	3	3

*Mr. Tarun Keram was appointed as member of the Committee w.e.f. from June 5, 2014.

** Mrs. Asha Khadaria ceased to be the member of the Committee w.e.f. from February 13, 2015.

b) Terms of reference:

The Stakeholders Relationship Committee is empowered to perform the functions of the Board relating to handling of stakeholders' queries and grievances.

The Stakeholders Relationship Committee primarily focuses on:

1. Review of investor complaints and their redressal
2. Review of queries received from investors
3. Review the performance of the share transfer agent
4. Review of corporate actions related to shareholder issues
5. Review of stakeholders' queries & grievances

In addition, the Committee advises on matters which can facilitate better investor services.

c) Investor Grievance Redressal:

In accordance with the provisions of Clause 49VIII (E)(5) of the Listing Agreement, the power to approve transfers, transmissions, etc. of shares in the physical form has been delegated to the Share Transfer Agent (STA). As per the certificate issued by our Registrar and Share Transfer Agents (RTA), Bigshare Services Pvt. Ltd. during the year under review, there was no pending request for dematerialisation or for physical transfer of shares. Also there were no complaints from shareholders pending as on March 31, 2015.

Miss. Disha Jain, Company Secretary is the Secretary to the Stakeholders Relationship Committee and the Compliance Officer of the Company.

IV. **SUBSIDIARY COMPANIES**

The Company does not have any Subsidiary Company.

V. **GENERAL BODY MEETINGS**

A. **ANNUAL GENERAL MEETING (AGMS):**

The particulars of Annual General Meeting held till date and the special resolution(s) passed thereat, are as follows:

Year	Date	Time	Venue	Number of Special Resolution Passed
31st March, 2012	20th July, 2012	12:00 a.m.	401/A, Pearl Arcade, Opp. P. K. Jewellers, Dawood Baug Lane, Off J. P. Road, Andheri (West), Mumbai - 400 058	NONE
31st March, 2013	30th September, 2013	12:00 a.m.	Conference Room, Axis Bank, Springfield's, Lokhandwala Complex, Andheri (West), Mumbai - 400 053	NONE
31st March, 2014	30th September, 2014	11.30 a.m.	Classique Club, Emerald Hall, Near Infinity Mall, New Link Road, Andheri (West), Mumbai - 400 053	NONE

B. **POSTAL BALLOT**

The Company had not conducted any postal ballot during the year and there is no resolution proposed to be passed by postal ballot at the ensuing Annual General Meeting.

VI. **DISCLOSURES**

A. **DISCLOSURES ON MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS THAT MAY HAVE POTENTIAL CONFLICT WITH THE INTEREST OF COMPANY AT LARGE**

None of the transactions with any of the related parties were in conflict with the interest of the Company. Attention of members is drawn to the mandatory disclosure of transactions with related parties in compliance with the Accounting Standard (AS-18), which are included in the Notes to the Accounts forming part of this Annual Report.

The details of the transactions with related parties entered into by the Company, if any, are placed before the Audit Committee from time to time.

The Board of Directors has adopted a policy on Related Party Transactions in compliance with the provisions of the Companies Act, 2013 and Listing Agreement. The same is displayed on the website of the Company under the web link www.pearl-electronics.com

B. The Company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters related to capital markets during the last three years. There were no penalties imposed on the Company by the Stock Exchanges, SEBI or any other statutory authority relating to the above.

C. SHAREHOLDING OF NON-EXECUTIVE DIRECTORS IN THE COMPANY

The details of shares held by the non executive directors of the Company in their individual names as on March 31, 2015 are furnished below:

Name of the Director	No. of equity shares held	Designation
Krishan Khadaria	7260700	Director
Asha Khadaria*	4137610	Director

*Ceased as a Director w.e.f. February 13, 2015.

D. DISCLOSURE OF ACCOUNTING TREATMENT

Your Company has not adopted any alternative accounting treatment prescribed differently from the Accounting Standards issued by The Institute of Chartered Accountants of India. The significant accounting policies which are consistently applied have been set out in the Notes to the financial statements.

E. WHISTLE BLOWER POLICY

Your Company has established a Vigil Mechanism/ Whistle Blower Policy to enable stakeholders (including Directors and employees) to report unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The Policy provides adequate safeguards against victimisation of Director(s)/ employee(s) and direct access to the Chairman of the Audit Committee in exceptional cases. The Protected Disclosures, if any reported under this Policy will be appropriately and expeditiously investigated by the Chairman.

Your Company hereby affirms that no Director/ employee has been denied access to the Chairman of the Audit Committee and that no complaints were received during the year.

The Whistle Blower Policy has been disclosed on the Company's website under the web link <http://www.pearl-electronics.com> and circulated to all the Directors/employees.

F. COMPLIANCE CERTIFICATE FROM THE AUDITORS

Certificate from the auditors of the company confirming compliance with the mandatory requirements under Clause 49 of the Listing Agreement is annexed to this report. This certificate has also been forwarded to the Stock Exchanges where the shares of Company are listed.

G. RISK MANAGEMENT COMMITTEE

In accordance with the requirement of Listing Agreement, your Company constituted a Risk Management Committee during the year. The Committee comprises Mr. Krishan Khadaria as the Chairman and Mr. Manoj Bhatia and Mr. Tarun Keram as members of the Committee.

The role of Risk Management Committee is as follows:

- Identifies potential risks associated with the Company's business
- Implementation of Risk Management Systems and Framework;
- Reviewing the Company's financial and risk management policies;
- Assessing risk and minimizing the procedures;
- Framing, implementing and monitoring the risk management plan for the Company.

During the Financial Year ended March 31, 2015, the Committee met once on March 19, 2015.

H. All mandatory requirements are complied with. Non mandatory requirements to extent possible have been complied with and will be reviewed from time to time for due implementation of same.

VII. MEANS OF COMMUNICATION TO SHAREHOLDERS

Quarterly/ Annual Results	The results of the Company are published in the newspapers and intimated 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
Presentation made to institutional investors or to the analysts	The Company's official news releases and any presentations be made to the institutional investors or analysts, will be made available on the Company's website
E-mail id for investor grievance	pearlelectronicslimited@gmail.com

VIII. SHAREHOLDERS' INFORMATION:

1.	4th Annual General Meeting Day, Date & Time Venue	Wednesday, September 30, 2015 at 11.30 A.M. Conference Room, Axis Bank, Springfield's, Lokhandwala Complex, Andheri (West), Mumbai - 400 053
2.	Financial Year	April 01 - March 31
3.	Date of Book Closure	September 22, 2015, Tuesday - September 30, 2015, Wednesday (Both days inclusive)
4.	Dividend payment date	N.A.
5.	Financial Results Calendar	Results for the Quarter ended June 30, 2015 - By August 14, 2015 Results for the Quarter ended September 30, 2015 - By November 14, 2015 Results for the Quarter ended December 31, 2015 - By February 14, 2016 Results for the Quarter ended March 31, 2016 - By May 30, 2016
6.	Listing on Stock Exchanges	Bombay Stock Exchange Limited, Mumbai
7.	Stock Code	535205
8.	Annual Listing Fee	Annual listing fee for the financial year 2015-16 has been paid to the Stock Exchange.
9.	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)
10.	Corporate Identification Number (CIN)	L72300MH2011PLC221448

11. 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 ended March 31, 2015 are as follows:

Share Price Rs.

Month	High	Low	Close
April 2014	401.8	340	378.05
May 2014	593	378	580.8
June 2014	610	476	572.8
July 2014	553.9	473.35	501.4
August 2014	526.05	44.15	44.95
September 2014	52.75	40.9	50
October 2014	68.2	46.5	63.95
November 2014	61.5	49.7	54.4
December 2014	54.95	29.7	29.7
January 2015	28.25	15.7	15.7
February 2015	15.4	11.45	11.45
March 2015	11.23	8.2	8.2

Note: The Shareholders at the Extra-Ordinary General Meeting held on July 18, 2014 had approved the sub-division of each equity share of nominal value of Rs. 10/- (Rupees Ten Only) into 10 (Ten) Equity Shares of nominal value of Re. 1/- (Rupee One Only) each fully paid-up. The record date for sub-division was August 19, 2014. The number of shares for the period prior to August 19, 2014 (record date) reflects the effect of sub-division.

12. PERFORMANCE IN COMPARISON TO BROAD-BASED INDICES:

The Company's share price performance versus BSE Sensex during April 2014 - March 2015



13. 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

14. 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. Share transfers are registered and returned within 15 days from the date of lodgement if documents are complete in all respects. 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.

As per the requirement of clause 47(c) of the listing agreement, company has regularly obtained the necessary certificate from a company secretary in practice and submitted the same to BSE Limited on half-yearly basis, confirming due compliance of share transfer related activities by the Company.

15. DISTRIBUTION SCHEDULE OF SHAREHOLDING AS ON MARCH 31, 2015

Range (in Rs.)	Total Shareholders	% of Total Shareholders	Total Holding in Rupees	% of Total Capital
Up to 5000	1021	67.17	814281	0.412
5001 - 10000	69	4.53	511446	0.259
10001 - 20000	71	4.67	1104660	0.559
20001 - 30000	41	2.69	1088250	0.551
30001 - 40000	23	1.51	822630	0.416
40001 - 50000	22	1.44	1023377	0.518
50001 - 100000	64	4.21	4829865	2.443
100001 and above	209	13.75	187467971	94.842
TOTAL		100	197662480	100

16. SHAREHOLDING PATTERN AS ON 31st MARCH, 2015

	CATEGORY	Nos. of Equity Shares	TOTAL %
A	Promoters Holding		
1	Indian Promoters	30838050	15.60
2	Foreign Promoters	0	0.00
	SUB TOTAL (A)	30838050	15.60
B.	Public Shareholding		
1.	Institutional Investors	0	0.00
2.	Non-Institutional Investors		
	Bodies Corporate	47506477	24.03
	Individuals		
	Having Nominal Share Capital up to Rs. 1 Lakh	3943679	2.00
	Having Nominal Share Capital in excess of Rs. 1 Lakh.	111107553	56.21
	Others	0	0.00
	NRI's	2740	0.001
	Clearing Member	4263981	2.16
	SUBTOTAL (B)	166824430	84.40
	TOTAL (A+B)	197662480	100

17. DEMATERIALIZATION OF SHARES AS ON MARCH 31, 2015:

Form	No. of Shares	% of Total
Held in dematerialized form in CDSL	81503738	41.23
Held in dematerialized form in NSDL	54601932	27.63
Physical	61556810	31.14
Total	197662480	100.00

18. OUTSTANDING GDR/ADR/WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATES AND LIKELY IMPACT ON EQUITY: N.A.

19. PLANT LOCATION: The Company does not have any manufacturing facility.

20 . ADDRESS FOR INVESTORS CORRESPONDENCE

Shareholders should address their correspondence to the Company's Registrar & Transfer Agents at the following 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

For any other general matters or in case of any difficulties/ grievances ,Shareholders may also contact Ms. Disha Jain, Company Secretary and Compliance Officer at the Registered Office of the Company situated at:

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.: disha.ngvl@gmail.com ;

pearlelectroniclimited@gmail.com

ANNEXURE I**DECLARATION ON ADHERENCE TO THE CODE OF CONDUCT UNDER CLAUSE 49(II) E OF THE LISTING AGREEMENT**

In accordance with Clause 49 (II) (E) of the Listing Agreement with the Stock Exchange, We the undersigned, hereby confirm that all the Board Members and Senior Management Personnel of the Company have confirmed compliance to the Code of Conduct, as applicable to them for the Financial Year ended March 31, 2015.

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

Sd/-
Krishan Khadaria
Director
DIN: 00219096

Sd/-
Manoj Bhatia
Director
DIN:01953191

Place : Mumbai
Date : August 14, 2015

ANNEXURE II

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, 2015, 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 a review of procedures and implementation thereof, adopted by the Company for ensuring compliance of the conditions of Corporate Governance as stipulated in the said Clause. 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 of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **CPM & Associates**
Chartered Accountants

Sd/-

C. P. Maheshwari
Partner

Mem. No. : 036082

Place : Mumbai
Date : August 14, 2015

ANNEXURE III

Chief Executive Officer (CEO)/Manager and Chief Financial Officer (CFO) Certification

To
The Board of Directors
Pearl Electronics Ltd.

Dear Sir(s)/Ma'am,

We Parvati Nirban, Manager and Rajesh Agarwal, Chief Financial Officer of Pear Electronics Limited, to the best of our knowledge, information and belief, certify that:

1. We have reviewed financial statements and the cash flow statement for the year ended March 31, 2015:
 - 1.1 These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - 1.2 These statements together present, in all material respects, a true and fair view of the Company's affairs, the financial condition and results of operations and are in compliance with applicable accounting standards, laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or which violate the Company's code of conduct.
3. We are responsible for establishing and maintaining internal controls over financial reporting by the Company and we have:
 - 3.1 Designed such controls to ensure that material information relating to the Company is made known to us by others;
 - 3.2 Designed or caused to be designed, such internal control systems over financial reporting, so as to provide reasonable assurance regarding the preparation of financial statements in accordance with Generally Accepted Accounting Principles (GAAP) in India; and
 - 3.3 Evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting.
4. During the year, we have disclosed to the Company's Auditors and the Audit Committee of the Board of Directors:
 - 4.1 Any change, that has materially affected or is reasonably likely to materially affect, the Company's internal control over financial reporting;
 - 4.2 Any significant changes in accounting policies during the year, and that the same have been disclosed appropriately in the notes to the financial statements;
 - 4.3 Instances of significant fraud, if any, that we are aware especially, if any, Member of management or employee involved in financial reporting related process. No such instances were noticed during the year 2014-15;
 - 4.4 All significant changes and deficiencies, if any, in the design or operation of internal controls, which could adversely affect the Company's ability to record, process, summarize and report financial data; and
 - 4.5 Any material weaknesses in internal controls over financial reporting including any corrective actions with regard to deficiencies.
5. We affirm that we have not denied any employee, access to the Audit Committee of the Company (in respect of matters involving alleged misconduct) and we have provided protection to whistleblowers from unfair termination and other unfair or prejudicial employment practices.

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

Place : Mumbai
Date : August 14, 2015

Sd/-
Parvati Nirban
Manager

Sd/-
Rajesh Agarwal
CFO

ANNEXURE IV

APPOINTMENT AND REMUNERATION POLICY OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES

1. **OBJECTIVE:**

We design our Remuneration Policy to attract, motivate and retain the Directors, KMP and other employees who are the drivers of organization's success and help us to run the company successfully and to retain our industry competitiveness.

2. **POLICY ON BOARD DIVERSITY:**

The Board of Directors shall have the optimum combination of Directors including one Woman Director from different areas/fields like production, Technology management, Finance, Sales & marketing, Human Resources, Administration etc or as may be considered appropriate.

The Board shall have at least one Board member who has accounting or related financial management expertise and at least three members who are financially literate.

2.1 **Policy for Appointment and Removal of Director, Senior Management Personnel & KMP:**

❖ **Selection Criteria for Directors:**

The Company shall consider the following aspects while appointing a person as a Director on the Board of the Company:

- i) **Skills and Experience:** The candidate shall have appropriate skills and experience in one or more fields of finance, law, management, sales, marketing, administration, public administrative services, research, corporate governance, technical operations or any other discipline related to the Company's business.
- ii) **Age Limit:** The candidate should have completed the age of twenty-one (21) years and should not have attained the age of seventy (70) years.
- iii) **Directorship:** The number of companies in which the candidate holds Directorship should not exceed the number prescribed under the Companies Act, 2013 or under the Listing Agreement requirements.
- iv) **Independence:** The candidate proposed to be appointed as Independent Director, should not have any direct or indirect material pecuniary relationship with the Company and must satisfy the requirements imposed under the Act or under the Listing Agreement requirements.

The policy provides that while appointing a Director to the Board, due consideration will be given to:

- Approvals of the Board and/or shareholders of the Company in accordance with the Companies Act, 2013; and
- The Articles of Association of the Company.

❖ **Selection Criteria for Senior Management Personnel & KMP**

For the purpose of this policy Senior Management shall mean all the members of management one level below the executive directors, including all functional heads of the Company. The policy provides that the candidate should have appropriate qualifications, functional expertise and experience for discharging the role. The qualifications, skills and experience of each such position shall be defined in the job description, which will be maintained by the Company.

❖ **Removal:**i) **Directors & KMPs:**

The Committee may recommend, to the Board with reasons recorded in writing, removal of a Director and KMP subject to the provisions and compliance of the Companies Act, 2013 rules and regulations thereunder.

ii) **Senior Management Personnel:**

The Senior Management Personnel shall retire as per the prevailing policy of the Company. The Committee will have the discretion to retain the Senior Manager Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company based on the recommendation of Board of Directors.

3. PERFORMANCE EVALUATION OF DIRECTORS:

The Nomination & Remuneration Committee of the Board laid down the criteria for performance evaluation of all Directors. The performance evaluation has been done by the entire Board of Directors, except the Director concerned being evaluated. The criteria for performance evaluation are as follows:

3.1 Role & Accountability

- Understanding the nature and role of Directors' position.
- Understanding of risks associated with the business.
- Application of knowledge for rendering advice to management for resolution of business issues.
- Offer constructive challenge to management strategies and proposals.
- Active engagement with the management and attentiveness to progress of decisions taken.

3.2 Objectivity

- Non-partisan appraisal of issues.
- Own recommendations given professionally without tending to majority or popular views.

3.3 Leadership & Initiative

- Heading Board Sub-committees.
- Driving any function or identified initiative based on domain knowledge and experience.

3.4 Personal Attributes

- Commitment to role & fiduciary responsibilities as a Board member.
- Attendance and active participation.
- Proactive, strategic and lateral thinking.

4. REMUNERATION FOR DIRECTORS, KMP AND OTHER EMPLOYEES**4.1 Key Principles for determining Remuneration**

The policy provides that the remuneration of Directors, KMP and other employees shall be based on the following key principles:

- **Pay for performance:** Remuneration of Executive Directors, KMP and other employees is a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goal. The remuneration of Non-Executive Directors shall be decided by the Board based on the profits of the Company and industry benchmarks.

- **Balanced rewards to create sustainable value:** The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate the Directors and employees of the Company and encourage behavior that is aligned to sustainable value creation.
- **Recognition:** Utilize effective practices that are supported by innovative programs that reinforce our desired culture and make us a special place to work.
- **Annual Performance Linked Enhancement -** Enhancement that recognizes the performance of the resource keeping in view the achievement of organizational goals & Departmental goals.
- **Competitive compensation:** Total target compensation and benefits are comparable to peer companies in the same industry and commensurate to the qualifications and experience of the concerned individual.

4.2 Remuneration:

a. **Remuneration to Managing/Whole-time /Executive -Director**

The NRC shall ensure that the Remuneration/ Compensation/ Commission etc. to be paid to Managing Director(s), C.E.O. , Whole-time Directors, Manger, if any are in accordance with the provisions of Chapter XIII (Sections 196 to 203) read with Schedule V of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 or any other enactment for the time being in force and on the recommendation of Committee to the Board for its approval.

b. **Remuneration to Non- Executive / Independent Director:**

The NRC may recommend remuneration / compensation / commission and a suitable sitting fee, to non-executive directors as may be prescribed under the Companies Act, 2013 read with the Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014subject to ceiling/ limits mentioned therein or any other enactment for the time being in force and on the recommendation of Committee to the Board for its approval.

c. **Remuneration to KMP:**

The Committee will recommend the remuneration to be paid to the KMP to the Board for their approval as per the provisions of the Act/ Policy of the Company. The level and composition of remuneration so determined by the Committee shall be reasonable and sufficient to attract, retain and motivate Directors or KMPS of the quality required to run the Company successfully. The relationship of remuneration to performance should be clear and meet appropriate performance benchmarks. The remuneration should also involve a balance between fixed and variable pay reflecting short and long term performance objective appropriate to the working of the Company and its goals.

d. **Remuneration to Senior Management Personnel:**

The Committee will recommend the remuneration to be paid to the Senior Management Personnel to the Board for their approval. The level and composition of remuneration so determined by the Committee shall be reasonable and sufficient to attract, retain and motivate senior management of the quality required to run the Company successfully. The same should be reviewed periodically to make any adjustment based on the market. The remuneration of such persons shall be in accordance with performance criteria defined for the role through

performance management system to achieve the company's goal. The remuneration should be a balance of fixed and incentive pay which will be determined by fixed pay components and executive incentives scheme applicable to their level as and when in place.

5. FAMILIARIZATION PROGRAM

The Management will familiarize the Independent Directors on the following:

- 5.1 Company's History, Structure and the Business Model;
- 5.2 Memorandum & Articles of Association of the Company;
- 5.3 Past 3 (three) years accounts and any important factors in the accounts of the Company;
- 5.4 Interaction with other Directors on the Board and with the Senior Executives of the Company.

6. REVIEW AND AMENDMENT:

- The Nomination & Remuneration Committee or the Board may review the Policy as and when it deems necessary.
- The Nomination & Remuneration Committee may issue the guidelines, procedures, formats, reporting mechanism and manual in supplement and better implementation to this Policy, if it thinks necessary.
- This Policy may be amended or substituted by the Nomination & Remuneration Committee or by the Board as and when required and also by the Compliance Officer where there is any statutory changes necessitating the change in the policy.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF M/S. PEARL ELECTRONICS LIMITED Report on the Financial Statements

We have audited the accompanying financial statements of **M/S PEARL ELECTRONICS LIMITED**, which comprise the Balance Sheet as at 31st March, 2015, and the Statement of Profit and Loss and Cash Flow Statements for the year ended 31st March, 2015, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section

143(10) of the Act. 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 misstatement.

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 auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, 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 on the financial statements.

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, of the state of affairs of the Company as at March 31, 2015, and its profit and its 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, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.

- 2) As required by Section 143 (3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes 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 and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of written representations received from the directors as on 31st March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015, from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the other matters included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
 - i. the Company does not have any pending litigations which would impact its financial position.
 - ii. the Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
- iii. there were no amounts which were required to be transferred to the investor and Education and Protection Fund by the Company.

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

Sd/-
(C. P. Maheshwari)
Partner
M.No. 036082

Place: Mumbai.
Dated: May 30, 2015

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in our report of even date)

Annexure referred to in Paragraph 1 under the heading of "Report on other Legal and regulatory requirements" of our Report of even date to the members of the company on the financial statement for the year ended as on March 31, 2015, we report that:

- (i) The Company does not have Fixed Assets. Therefore the provisions of clause 3(i)(a) and (b) of the Companies (Auditor's Report) Order, 2015 are not applicable to the company.
- (ii) a. As per the information and explanation given to us, the inventories have been physically verified by the management during the year at reasonable intervals.
- b. In our opinion and according to the information and explanations given to us, procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- c. In our opinion and according to the information and explanations given to us, the Company is maintaining proper records of inventory and no material discrepancies were noticed on verification of inventory.
- (iii) a. As per the information and explanation given to us, the company has granted unsecured loans to two body corporate covered in the register maintained under section 189 of the companies Act, 2013.
- b. In the case of the loans granted to the body corporate listed in the register maintained under section 189 of the Act, the borrowers have been regular in the payment of the interest as stipulated. The terms of arrangements do not stipulate any repayment schedule and the loans are repayable on demand.
- Accordingly, paragraph 3(iii)(b) of the Order is not applicable to the Company in respect of repayment of the principal amount.
- c. There are no overdue amounts of more than rupees one lakh in respect of the loans granted to the bodies corporate listed in the register maintained under section 189 of the Act.
- (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 nature of its business with regard to purchase of inventory and fixed assets and for the sales of goods and services. During the course of our audit, no major weakness has been noticed in the internal controls.
- (v) The Company has not accepted any deposits from the public.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- (vii) a. According to the information and explanations given to us and on the basis of our examination of the records of the Company, in respect of undisputed statutory dues including, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance, provident fund and duty of excise.
- According to the information and explanations given to us, no undisputed

- amounts payable in respect of income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31 March 2015 for a period of more than six months from the date they became payable except TDS default of Rs. 37677/- for financial year 2013-14.
- b. 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.
- c. According to the information and explanations given to us there were no amounts which were required to be transferred to the investor and Education and Protection Fund by the Company.
- viii) The Company does not have accumulated losses during the year and has not incurred cash losses in current financial year and the immediately preceding financial year.
- ix) The company has not taken any loan from financial institutions and bank.
- (x) In our opinion and according to the information and the explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xi) In our opinion and according to the information and explanation given to us the company has not taken term loans.
- (xii) According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

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

Sd/-
(C. P. Maheshwari)
Partner
M.No. 036082

Place: Mumbai
Dated: May 30, 2015

BALANCE SHEET AS AT 31ST MARCH, 2015

Amount in Rs. (₹)

PARTICULARS	NOTE NO.	AS AT 31-03-2015	AS AT 31-03-2014
EQUITY AND LIABILITIES :			
<u>SHARE HOLDER'S FUND :</u>			
Share Capital	2	197662480.00	197662480.00
Reserves & Surplus	3	287875984.63	141770777.46
		485538464.63	339433257.46
<u>CURRENT LIABILITIES :</u>			
Trade Paybles	4	41019136.00	81921296.00
Other Current Liabilities	5	115792.00	259088.00
Short Term Provisions	6	325417.00	180789.00
		41460345.00	82361173.00
TOTAL		526998809.63	421794430.46
ASSETS :			
<u>NON-CURRENT ASSETS</u>			
Non-Current Investment	7	44535000.00	27360000.00
Deferred Tax Assets	8	253065.00	356948.00
Long Term Loans and Advances	9	59680151.00	1525000.00
		104468216.00	29241948.00
<u>CURRENT ASSETS</u>			
Trade receivables	10	73371263.00	92325631.00
Cash & cash equivalent	11	4041941.63	33505853.46
Short Term Loans & Advances	12	345117389.00	266720998.00
		422530593.63	392552482.46
TOTAL		526998809.63	421794430.46
SIGNIFICANT ACCOUNTING POLICY	1		
NOTES ON FINANCIAL STATEMENTS :	2 to 24		

As per our report of even date attached

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

Krishan Khadaria
Director
DIN: 00219096

Manoj Bhatia
Director
DIN:01953191

Place : Mumbai
Dated : May 30, 2015

(C. P. Maheshwari)
Partner
Mem No. 036082

Disha Jain
Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

Amount in Rs. (₹)

PARTICULARS	NOTE NO.	FOR THE YEAR ENDED 31-03-2015	FOR THE YEAR ENDED 31-03-2014
INCOME :			
Revenue from operation	13	4126400.00	234440568.00
Other Income	14	12817312.00	4544563.00
Total revenue		16943712.00	238985131.00
EXPENSES :			
Purchases of Stock -in -trade	15	4081200.00	232458290.00
Employee Benefits Expenses	16	1946048.00	1437149.00
Other Expenses	17	2222573.83	1938359.84
Total expenses		8249821.83	235833798.84
Profit before tax		8693890.17	3151332.16
Tax Expenses			
Current Tax		2585600.00	1100000.00
Deferred Tax		103883.00	(122614.00)
		2689483.00	977386.00
Profit after tax		6004407.17	2173946.16
Earning per share	18		
Basic		0.03	0.12
Diluted		0.03	0.12
SIGNIFICANT ACCOUNTING POLICY	1		
NOTES ON FINANCIAL STATEMENTS	2 to 24		

As per our report of even date attached

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

Krishan Khadaria
Director
DIN: 00219096

Manoj Bhatia
Director
DIN:01953191

Place : Mumbai
Dated : May 30, 2015

(C. P. Maheshwari)
Partner
Mem No. 036082

Disha Jain
Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

Amount in Rs. (₹)

Sr. No.	Particulars	For the year ended 31-03-2015	For the year ended 31-03-2014
A.	Cash Flow from Operating Activities:		
	Net profit before tax & extra ordinary items	8693890	3151332
	Adjustment for:		
	- Share Issue Expenses	17971	733000
	- Interest	12817312	4544563
	- Preliminary & Pre-operative expenses written off	-	-
	Operating profit before working capital changes	21529173	8428895
	Adjustment for:		
	Loans & Advances	(136551542)	(190665961)
	Trade Receivables	18954368	216107293
	Trade Payables	(40900828)	(197971693)
	Cash Generated from Operations	(158498002)	(172530361)
	Taxes Paid	(136968829)	(164101466)
	Extra Ordinary Item	(2585600)	(1100000)
	Net Cash from Operating activities	-	-
		(139554429)	(165201466)
B.	Cash Flow From Investing Activities:		
	Interest received	(12817312)	(4544563)
	Investment	(17175000)	(27360000)
	Net Cash from Investing activities	(29992312)	(31904563)
C.	Cash Flow From Financing Activities:		
	Share Issue Expenses	(17971)	(733000)
	Proceeds From issue of shares	-	92300000
	Security Premium Received on issue of shares	140100800	138450000
	Transfer of Capital Reserve on demerger	-	-
	Net Cash from Financing activities	140082829	230017000
	Net increase in Cash and Cash Equivalents	(29463912)	32910971
	Cash & Cash Equivalents (Opening)	33505853	594882
	Cash & Cash Equivalents (Closing)	4041941	33505853

- Note : 1. 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.
2. 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	As at 31-03-2015	As at 31-03-2014
Cash in Hand	809118	233046
Balances with Banks	3232824	33272807
Total	4041942	33505853

3. 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 Registration No. : 114923W)

Krishan Khadaria
Director
DIN: 00219096

Manoj Bhatia
Director
DIN:01953191

Place : Mumbai
Dated : May 30, 2015

(C. P. Maheshwari)
Partner
Mem No. 036082

Disha Jain
Company Secretary

NOTE : 1**SIGNIFICANT ACCOUNTING POLICIES :****1. Basis of Accounting**

- a) The Financial Statements have been prepared in compliance with mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI).
- 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 recognized 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 on going 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, 2015

Note No.	PARTICULARS	AS AT 31-03-2015 Amount Rs. (₹)	AS AT 31-03-2014 Amount Rs. (₹)
2	SHARE CAPITAL :		
	Authorized Capital:		
	210000000 Equity Shares of Re. 1/- each (Previous year 210000000 Equity Shares of Rs. 10/- each)	<u>210000000.00</u>	<u>210000000.00</u>
	Issued, Subscribed & Paid up Capital :		
	197662480 Equity Shares of Re. 1/- each fully paid-up (Previous year 19766248 Equity Shares of Rs. 10/- each fully paid-up)	197662480.00	197662480.00
		<u>197662480.00</u>	<u>197662480.00</u>

- 2.1. The reconciliation of number of shares outstanding and the amount of share capital as at March 31, 2015 and March 31, 2014 is set out below :

Particular	As at March 31, 2015		As at March 31, 2014	
	Numbers	Amount	Numbers	Amount
Number of shares at the beginning of the year	197662480	197662480.00	10536248	105362480.00
Add: Shares Issued during the year	-	-	9230000	92300000.00
Number of share at the end of the year	<u>197662480</u>	<u>197662480.00</u>	<u>19766248</u>	<u>197662480.00</u>

- 2.2. In respect of 92300000 of Re. 1/- each (Previous year 9230000 Equity shares of Rs. 10/- each) allotted on Preferential basis in the previous year, additional amount is receivable towards Security Premium based on the pricing formula prescribed under chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2009.

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

Particular	As at March 31, 2015		As at March 31, 2014	
	Numbers	Amount	Numbers	Amount
Sanjay Singal	10000000	5.06%	1000000	5.06%
Sanjay Singal-HUF	10000000	5.06%	1000000	5.06%
Aarti Singal	10000000	5.06%	1000000	5.06%

- 2.4. 105362480 Equity Shares of Re 1/- each (Previous year 10536248 Equity shares of Rs. 10/- each) with voting rights issued on 12.12.2012 pursuant to scheme of demerger sanctioned u/s 391 to 394 by the High Court.

Note No.	PARTICULARS	AS AT 31-03-2015 Amount Rs. (₹)	AS AT 31-03-2014 Amount Rs. (₹)
3	<u>RESERVES & SURPLUS:</u>		
	Capital Reserve		
	Opening Balance	808434.00	808434.00
	A	808434.00	808434.00
	Security Premium		
	Opening Balance	138450000.00	0.00
	Add: Premium on Shares received during the year	140100800.00	138450000.00
	B	278550800.00	138450000.00
	Profit & Loss Account		
	Opening Balance	2512343.46	338397.30
	Add: Profit for the Year	6004407.17	2173946.16
	C	8516750.63	2512343.46
	(A+B+C)	287875984.63	141770777.46
3.1.	Company has received Security Premium Rs. 1.50 per share on Shares of Re. 1/- at the time issue of preferential allotment 92300000. Additional Premium receivable Rs. 3.574 per share based on the pricing formula prescribed under chapter VII of SEBI (Issue of capital and disclosure Requirements Regulation, 2009) in respect of 92300000 Equity Shares of Re. 1/- each (Previous year 92300000 Equity shares of Rs. 10/- each) are as under:		
	Additional Premum Receivable	329880200.00	0.00
	Less: Premium Received during the year	140100800.00	0.00
	Balance Receivable at the end of the year	189779400.00	0.00
4	<u>TRADE PAYABLES:</u>		
	Trade Payables	41019136.00	81921296.00
		41019136.00	81921296.00
4.1	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.		
5	<u>OTHER CURRENT LIABILITIES:</u>		
	Other Payables:		
	Statutory Remittances	25792.00	28366.00
	Others	90000.00	230722.00
		115792.00	259088.00
6	<u>SHORT TERM PROVISIONS:</u>		
	Provision for Tax (Net of Advance Tax)	325417.00	180789.00
		325417.00	180789.00

Note No.	PARTICULARS	AS AT 31-03-2015 Amount Rs. (₹)	AS AT 31-03-2014 Amount Rs. (₹)
7	<u>NON-CURRENT INVESTMENTS:</u>		
	Long term Investments :		
	(Valued at cost less other than temporary diminution in value,if any)		
	Other than Trade Investments:		
	In equity shares.(unquoted) (Fully paid up)		
	662250 (Previous Year 456000) shares of		
	Gayatrishakti Paper & Board Ltd. of Rs. 10 each	39735000.00	27360000.00
	In 2% Compulsory Convertible Preference shares.		
	(unquoted) (Fully paid up)		
	80000 (NIL) of Gayatrishakti Paper & Board Ltd of Rs. 10 each	4800000.00	-
		44535000.00	27360000.00
7.1	Aggregate amount of unquoted Investments	44535000.00	27360000.00
8	<u>DEFERRED TAX ASSETS:</u>		
	Disallowance u/s 35D of the Income Tax Act,1961	253065.00	356948.00
		253065.00	356948.00
9	<u>LONG TERM LOANS & ADVANCES</u>		
	(Unsecured Considered Good)		
	Advances Against Property	54500000.00	-
	Share Application Money	4970000.00	1500000.00
	Security Deposits	133000.00	25000.00
	Income Tax Paid (Net of Provision)	77151.00	-
		59680151.00	1525000.00
10	<u>TRADE RECEIVABLES:</u>		
	(Unsecured, considered good)		
	Outstanding for a period exceeding six months	73371263.00	92325631.00
		73371263.00	92325631.00
11	<u>CASH & CASH EQUIVALENTS:</u>		
	Cash on Hand	809118.00	233046.00
	Balances with scheduled banks		
	In current accounts	3232823.63	11969255.46
	In Fixed Deposits	-	21303552.00
		4041941.63	33505853.46
12	<u>SHORT TERM LOANS & ADVANCES:</u>		
	(Unsecured Considered Good)		
	Loans and advances to related parties	129452553.00	103784465.00
	Inter Corporate Deposit	81351733.00	59590322.00
	Security Deposit	4000000.00	-
	Prepaid Expenses	-	6742.00
	Loans and advances to others	19563103.00	28339469.00
	Advance to Suppliers	110750000.00	75000000.00
		345117389.00	266720998.00

Note No.	PARTICULARS	AS AT 31-03-2015 Amount Rs. (₹)	AS AT 31-03-2014 Amount Rs. (₹)
13	<u>REVENUE FROM OPERATIONS:</u>		
	Sales of Products and Services:		
	Computer Hardware	4126400.00	233640568.00
	Commission	-	800000.00
		4126400.00	234440568.00
14	<u>OTHER INCOME:</u>		
	Interest on Fixed Deposit	604921.00	1906357.00
	Other Interest	12212391.00	2638206.00
		12817312.00	4544563.00
15	<u>PURCHASES OF STOCK-IN-TRADE:</u>		
	Computer Hardware	4081200.00	232458290.00
		4081200.00	232458290.00
16	<u>EMPLOYEE BENEFITS EXPENSES:</u>		
	Salaries & Bonus	1946048.00	1408909.00
	Staff Welfare	-	28240.00
		1946048.00	1437149.00
17	<u>OTHER EXPENSES:</u>		
	Annual Listing Fees	112360.00	44944.00
	Auditors Remuneration	100000.00	100000.00
	Bank Charges	87449.83	7634.84
	Business Promotion Expenses	12542.00	-
	Compliance & Legal Expenses	136765.00	276571.00
	Conveyance Expenses	16000.00	20835.00
	Demat Charges	843.00	-
	Electricity Charges	91244.00	-
	Filing Fees	38300.00	10712.00
	General Expenses	6600.00	-
	Interest on TDS	934.00	225.00
	Legal & Professional Fees	560618.00	357472.00
	Miscellaneous Expenses	20831.00	96210.00
	Office Rent	763419.00	96000.00
	Postage & Courier Charges	17971.00	38840.00
	Printing & Stationery	54288.00	29125.00
	Publication Charges	51695.00	48056.00
	Repairs & Maintenance	80923.00	-
	Service Tax	-	12360.00
	Share Issue Expenses	-	733000.00
	Share Transfer Charges	47358.00	33115.00
	Telephone Charges	22433.00	33260.00
		2222573.83	1938359.84

Note No.	PARTICULARS	AS AT 31-03-2015 Amount Rs. (₹)	AS AT 31-03-2014 Amount Rs. (₹)
18	<u>Earnings Per Share (EPS)</u>		
	(I) Net Profit after tax as per statement of Profit and Loss attributable to Equity Shareholders	6004407.17	2173946.16
	(ii) Weighted Average number of equity shares used as denominator for calculating EPS	197662480.00	18071974.00
	(iii) Basic Earning Per Share (in Rs.)	0.03	0.12
	(iv) Diluted Earning Per Share (In Rs.)	0.03	0.12
	(v) Face value per share	1.00	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.		
19	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.		
20	<u>Payment to Auditors includes payment for :</u>		
	Audit Fees	100000.00	70000.00
	Tax Audit fees	-	30000.00
		100000.00	100000.00
21	<u>Commitments and Contingent Liabilities:(Rs. In Lacs)</u>	AS AT 31.03.2015	AS AT 31.03.2014
	Estimated amount of contracts remaining to be executed on capital account not provided (Net of advances).	505.00	NIL
22	<u>Related Party Disclosures</u>		
	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 Shares & Securities Limited Nouveau Global Ventures Limited Attribute Shares & Securities Private Limited Forever Flourishing Finance and Investment Private Limited Golden Medows Export Private Limited Hilton Vyaper Private Limited Kashish Multitrade Private limited Kasturi Overseas Private Limited Laxmiramuna Investments Private Limited Bhaskar Realty Private Limited		

Navyug Telefilm Private Limited
 Slogan Infotech Private Limited
 Keemaya Housing Finance Private Limited
 Pearl Arcade Consultant Private Limited
 Pearl Arcade Property Developers Private Limited
 Pearl Agriculture Limited
 Pearl Arcade Trading Private Limited
 Rajat Commercial Enterprises Pvt. Ltd.
 Thai Malai Golf Resort & SPA Private Limited
 K.K.Khadria & Co.
 Khadaria & Associates
 Global Enterprises

- d) Transactions with the enterprises out of (c) above:
 Nouveau Global Ventures Limited
 Laxmiramuna Investments Private Limited
 Bhaskar Realty Private Limited
 Pearl Arcade Property Developers Private Limited
 Pearl Agriculture Limited

(Previous years figures in bracket)

(Rs. in Lacs)

Nature of Transactions	In relation to (a) above	In relation to (b) above	In relation to (c) above
Unsecured Loan taken			0.50 (NIL)
Repayment of Loan taken			0.50 (NIL)
Loans & Advances given			1025.50 (786.5)
Loans & Advances received back			810.80 (524.06)
Share Application Money Given			149.70 (NIL)
Share Application Money Received back			100.00 (NIL)
Interest Received			54.16 (7.09)
Office Rent	0.96 (0.96)		
Amount Outstanding as on 31st March, 2015			
Loans & Advances given			1294.53 (1037.84)

Note No.	PARTICULARS	AS AT 31-03-2015 Amount Rs. (₹)	AS AT 31-03-2014 Amount Rs. (₹)
23	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).		
24	Foreign Currency Transactions:		
	Value of Imports on CIF Basis:	-	-
	Expenditure in Foreign Currency:	-	-
	Earning in Foreign Currency:	-	-

As per our report of even date attached

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

Place : Mumbai
Dated : May 30, 2015

(C. P. Maheshwari)
Partner
Mem No. 036082

Krishan Khadaria
Director
DIN: 00219096

Manoj Bhatia
Director
DIN:01953191

Disha Jain
Company Secretary



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

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*	Folio No.	
Client Id*	No. of Shares	

NAME OF THE SHAREHOLDER / PROXY HOLDER: _____

I hereby record my presence at the **4th Annual General Meeting** of the Company held on **Wednesday, September 30, 2015** at the **Conference Room, Axis Bank, Springfield's, Lokhandwala Complex, Andheri (West), Mumbai - 400 053.**

Signature of Shareholder/Proxy holder

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.



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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 :

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 **Wednesday, September 30, 2015 at 11:30 a.m.** at Conference Room, Axis Bank, Springfield's, Lokhandwala Complex, Andheri (West), Mumbai - 400 053. 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, 2015, 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 Mr. Krishan Khadaria , Director who retires by rotation.
3. Appointment of M/s. Bansal Bansal & Company, Chartered Accountant in place of M/s. CPM & Associates, Chartered Accountant as Auditors and fixing their remuneration.
Special Business
4. Regularisation and Appointment of Ms. Madhumati Gawade as Non Executive Director.
5. Approval of Existing Material Related Party Contracts and Arrangements under Clause 49 of the Listing Agreement with Stock Exchanges.
6. Approval of transactions with related parties under section 188 of the Companies Act, 2013 and Clause 49 of the Listing Agreement with Stock Exchanges.
7. To approve Increase in Borrowing Powers of the Company under section 180[1(c)].
8. To authorize Board to invest up to Rs. 100 Crores by way of subscription, purchase or otherwise, securities of any other body corporate.

Signed this day of 2015.

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 August 28, 2015 convening the 4th Annual General Meeting of the Company to be held on September 30, 2015, 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 held 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, 2015, 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 Mr. Krishan Khadaria who retires by rotation	Ordinary Resolution			
3	Appointment of M/s. Bansal Bansal & Co. Chartered Accountant in place of M/s. CPM & Associates, Chartered Accountant as Auditors and fixing their remuneration.	Special Resolution			
4	Regularisation and Appointment of Ms. Madhumati Gawade as Non Executive Director.	Ordinary Resolution			
5	Approval of Existing Material Related Party Contracts And Arrangements under Clause 49 of the Listing Agreement with Stock Exchanges.	Special Resolution			
6	Approval of transactions with related parties under section 188 of the Companies Act, 2013 and Clause 49 of the Listing Agreement with Stock Exchanges.	Special Resolution			
7	To approve Increase in Borrowing Powers of the Company under section 180[1(c)].	Special Resolution			
8	To authorize Board to invest up to Rs. 100 Crores by way of subscription, purchase or otherwise, securities of any other body corporate.	Special Resolution			

Place : _____

Date : _____

Signature of the Shareholder

NOTE: Kindly read the instructions printed overleaf before filing the form. Valid Ballot Forms received by the Scrutinizer by **5.00 p.m. on September 27, 2015** shall only be considered.

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, Flat No. 501, Ruby Palace, Plot No. 74, Ceaser Road, Opp. Filmalaya Studio, Amboli, Andheri (West), Mumbai - 400 058.

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