

PUBLIC ANNOUNCEMENT FOR THE SHAREHOLDERS OF PEARL ELECTRONICS LIMITED

Company Registration No.: U72300MH2011PLC221448

(A public limited company incorporated on 30th August, 2011 under the provisions of the Companies Act, 1956)
Registered office: 401/A, Pearl Arcade, opp. P.K. Jewellers, Dawood Baugh Lane, Off. J.P. Road, Andheri (West), Mumbai-400058
Phone: 022- 26778155, Fax.: 022-26781187, email id.: nouveauglobal@gmail.com

STATUTORY ADVERTISEMENT ISSUED IN COMPLIANCE OF CIRCULAR NO. SEBI/CFD/SCRR/012009/03/09 DATED SEPTEMBER 3, 2009 PURSUANT TO THE GRANT OF PERMISSION BY SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) VIDE THEIR LETTER DATED 3, 2012 FOR THE RELAXATION OF THE RULE 19(2)(b) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957.

A) About the Scheme of Arrangement:

Pearl Electronics Limited was incorporated on 30th August, 2011. The company was primarily engaged in the business of trading Electronics goods/products.. Pursuant to the Scheme of Demerger sanctioned by Hon'ble Bombay High Court on 09th October, 2012, the Electronics Division of Nouveau Global Ventures Limited was demerged into Pearl Electronics Limited.

Name and Registered office address of the Company:

PEARL ELECTRONICS LIMITED

401/A, Pearl Arcade, opp. P.K. Jewellers, Dawood Baugh Lane, Off. J.P. Road, Andheri (West), Mumbai-400058

B) Details of change of name and/or Object clause:

Change of Name of the Company:

Company was incorporated in the name of "Pearl Electronics Limited" and has not changed its name and objects since incorporation.

Objects of the Company:

- To Carry on the business of as manufacturer, producer, processor, makers, inventors, designer, converters, repairers, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockiest, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaires Franchise Holders, Service Providers, licensees or dealer in all types Computer Hardware and Software, Electronic Systems and accessories, related Technologies and Services, mobile handsets and other telecom equipments including walkie-talkie sets, VSAT terminal, car telephones, modems, telephone answering machines, fax machines attachments for telephones, ISDN terminals, video telephones, transportable telephones, and all kinds of varieties of subscriber-end telecom equipments and other related Equipment, Materials and Services and to setup and to run Training Centers or Institutes in Computer and Electronic related Software either directly or through licensees or Franchisees, both in India and outside India.

(C) Capital Structure:

A) Pre Scheme of Arrangement:

Particulars	Amount (Rs.)
a. Authorized Share Capital 50000 equity shares @ 10/-	500000.00
b. Issued, Subscribed & Paid up Share Capital 50000 equity shares @ 10/-	500000.00

B) Post Scheme of Arrangement:

Particulars	Amount (Rs.)
a. Authorized Share Capital 10540000 equity shares @ 10/-	105,400,000.00
b. Issued, Subscribed & Paid up Share Capital 10536248 equity shares @ 10/-	105,362,480.00

D) Shareholding of the Company as on 12/12/2012:

S.No.	Category	No. of Shares	% to total Capital
1	Promoters Holding	3863304	36.66679
2	Indian Financial Institutions	0	0
3	Central Govt./State Govt.	0	0
4	Mutual Funds	0	0
5	Bodies Corporates	3996608	37.93198
6	NRIs/OCB	12008	0.11397
7	Individuals and Others	2664328	25.2875
	Total	10536248	100

E) Top Ten Shareholders of the company after allotment are as follows:

S. No	Name of the Shareholders	No of Equity Shares	% of Paid up Capital
1	M/s. Nirnidhi Consultant Pvt. Ltd.	525307	4.98571
2	M/s. Skylight Disributors Pvt. Ltd.	314476	2.98471
3	Praveen Kumar Agarwal	283950	2.69498
4	Babita Patwari	227160	2.15599
5	Sneha Patwari	227160	2.06123
6	Suryamukhi Projects Pvt. Ltd.	217176	1.72099
7	Esha Securities Ltd.	181328	1.34749
8	Deepak Patwari	141975	1.34749
9	Comfort Dealcom Pvt. Ltd.	134628	1.27776
10	Pinky Agarwal	113580	1.07799

F) Details of Promoters:

1. Mr. Krishan Khadaria:

He is a Chartered Accountant as well as a Bachelor of Law. He is the member of Audit Committee & Shareholders/Investor Grievances Committee.

2. Mrs. Asha Khadaria

She is a Bachelor of Arts. She has an experience in the field of Investment Activities. She is the member of Audit Committee & Shareholders/Investor Grievances Committee.

3. M/s. Attribute Shares & Securities Private Limited

Name	Attribute Shares & Securities Pvt. Ltd.
Type of Organization	Private Limited Company
Brief Description of the business	Company is currently in the business of investment and trading in shares.
Brief Corporate Information	Company was incorporated on 18/03/1996. The Company Identification number is U67120MH1996PTC098226. The registered office is situated at 401/A, Pearl Arcade, opp. P.K. Jewellers, Dawood Baugh Lane, Off. J.P. Road, Andheri (West), Mumbai-400058. The permanent Account Number is AACCA6671L.

4. M/s. Forever Flourishing Finance & Investment Private Limited

Name	Forever Flourishing Finance & Investment Pvt. Ltd.
Type of Organization	Private Limited Company
Brief Description of the business	Company is currently in the business of financing & trading in shares.
Brief Corporate Information	Company was incorporated on 24/05/1996. The Company Identification number is U65900MH1996PTC098226. The registered office is situated at 1-A, Hill View Apartment, Next to Navrang Cinema, J.P. Road, Andheri (West), Mumbai-400058. The permanent Account Number is AACF4311Q

5. M/s. Kashish Multitrade Private Limited

Name	Kashish Multitrade Pvt. Ltd.
Type of Organization	Private Limited Company
Brief Description of the business	Company is currently in the business of exporters, importers distribution in commodities, goods, articles, materials of every description.
Brief Corporate Information	Company was incorporated on 05/01/2004. The Company Identification number is U51909MH2004PTC143847. The registered office is situated at 401/A, Pearl Arcade, opp. P.K. Jewellers, Dawood Baugh Lane, Off. J.P. Road, Andheri (West), Mumbai-400058. The permanent Account Number is AACCK7596A.

6. M/s. Laxmiramuna Investment Private Limited

Name	Laxmiramuna Investment Pvt. Ltd.
Type of Organization	Private Limited Company
Brief Description of the business	Company is currently in the business of investment and trading in shares.
Brief Corporate Information	Company was incorporated on 26/08/1996. The Company Identification number is U67120MH1996PTC102139. The registered office is situated at 401/A, Pearl Arcade, opp. P.K. Jewellers, Dawood Baugh Lane, Off. J.P. Road, Andheri (West), Mumbai-400058. The permanent Account Number is AAACL5864E.

7. M/s. Vibhuti Properties Private Limited

Name	Vibhuti Properties Pvt. Ltd.
Type of Organization	Private Limited Company
Brief Description of the business	Company is currently in the business of investment and trading in properties.
Brief Corporate Information	Company was incorporated on 15/03/2004. The Company Identification number is U45200MH2004PTC145064. The registered office is situated at 1-A, Hill View Apartment, Next to Navrang Cinema, J.P. Road, Andheri (West), Mumbai-400058.. The permanent Account Number is AABCV9756A.

G) Business and its Management:

The company is basically engaged in the trading of Electronics goods/products.

Sr. No.	Name of Director	Status
1	Mr. Krishan Khadaria	Director
2	Mrs. Asha Khadaria	Director
3	Mr. Manoj Bhatia	Independent Director

H) Reason for Demerger:

The significant reasons, benefits and rationale that have necessitated or justified the Scheme of Demerger hereto summarized as under:

- The promoters of the Demerged Company, are of the opinion that the all division of the Company require focused attention as a separate entity to make it more competitive under the present economic environment in view of inter alia (a) the business opportunities available, (b) the significant impact of changing demand and customer profiles.

- The Scheme aims to achieve the business purposes and objectives of inter Alia, enabling greater management focus on the respective division, permitting them to focus their resources on their respective businesses.
- The public shareholders of the Demerged Company would, upon implementation of the scheme, apart from continuing to be shareholders of the Demerged Company also be the shareholders of the resulting companies thereby providing them an opportunity to participate in the management, operations, decision making process and profits both the Demerged Company and the resulting companies.
- Demerger of three businesses will also provide Flexibility to shareholders who want to invest only in one or more of four companies and thus create value for such shareholders.

I) AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2012 Balance Sheet

	Note No.	As on 31st March, 2012
EQUITY & LIABILITIES		
Shareholders' Funds :		
Share Capital	3	500,000.00
Current Liabilities:		
Other Current Liabilities	4	15,281.00
Total		515,281.00
ASSETS		
Non Current Assets		
Pre-operative Expenses	5	15,589.40
Current Assets		
Cash & cash equivalent	6	85191.60
Short Term Loans & advances	7	390,000.00
Other Current Assets:		
Un-Amortized Expenses		24,500.00
Total		515,281.00

SIGNIFICANT ACCOUNTING POLICIES:

a) Method of Accounting:

The accounts are prepared under historical cost convention, on the accounting principles of a going concern as per provisions of the Companies Act, 1956, the applicable Accounting Standards and Generally Accepted Accounting Principles.

b) Fixed Assets and Capital Work in Progress:

Fixed Assets are stated at cost of acquisition including incidental cost thereof less accumulated depreciation. Pre-operative Expenditure during construction period; Direct expenses as well as identifiable indirect expenses, incurred on the project during the period of construction are being capitalized or treated as deferred revenue expenses, as considered appropriate by the Management.

c) Depreciation:

The Depreciation on fixed assets are provided on written down value method at the rate specified in Schedule XIV of the Companies Act, 1956.

d) Revenue Recognition:

The company follows mercantile system of accounting and recognizes income and expenditure on accrual basis unless otherwise expressly stated and expect those with significant uncertainties.

e) Other Accounting Policies:

These are consistent with the generally accepted accounting practices.

NOTES ON ACCOUNTS FOR YEAR ENDED MARCH 31, 2012

- Statement of Profit and Loss Account has not been prepared since the Company is in the process of implementation of the operations. The Company has instead prepared the 'Statement of Pre-operative Expenditure during the Construction Period (Pending allocation)'. The Pre-operative Expenditure incurred during the construction period will apportioned to fixed assets relating to the project, treated as deferred revenue expenditure or charged to the revenue account as the case may be, in accordance with the generally accepted accounting principles, upon commencement of its operations.
- No provision towards deferred taxation has been considered in the accounts, since no commercial activities are carried out by the company during the year and no Profit and Loss Account has been prepared.

3. SHARE CAPITAL:

	As at
AUTHORISED CAPITAL	31.03.2012
50000 equity shares of Rs. 10/-	500000.00
ISSUED, SUBSCRIBED & PAID-UP CAPITAL	
50000 equity shares of Rs. 10/-	500000.00

The details of shareholder holding more than 5 % as at 31st March, 2012 are set out below:

Sr. No	Name of the Shareholder	No. of shares as on 31st March, 2012	% held as on 31st March, 2012
1.	Asha Khadaria	10000	20.00%
2.	Krishan Khadaria	10000	20.00%
3.	M/s. Attribute Shares and Securities Pvt. Ltd.	10000	20.00%
4.	M/s. Forever Flourishing Finance & Investments Pvt. Ltd.	5000	10.00%
5.	M/s. Kashish Multitrade Pvt. Ltd.	5000	10.00%
6.	M/s. Laxmiramuna Investements Pvt. Ltd.	5000	10.00%
7.	M/s. Vibhuti Properties Pvt. Ltd.	5000	10.00%

Sr.No.	Particulars	As on 31.03.2012
4.	CURRENT LIABILITIES:	
	Other Current Liabilities	15281.00
		15281.00
5.	PRE-OPERATIVE EXPENSES:	
	Auditors Remuneration:	
	For Audit	11236.00
	For Certification	4045.00
	Bank Charges	154.00
	General Expenses	154.00
		15589.40

6. CASH & CASH EQUIVALENTS:	
Cash in Hand	75346.00
Balances with scheduled banks	9845.60
- In current accounts of Axis Bank Ltd.	85191.60
7. SHORT TERM LOANS & ADVANCES:	
Loans to related parties:	390000.00
- Secured considered Good	390000.00

AS PER OUR REPORT OF EVEN DATE ATTACHED

For CPM & ASSOCIATES

Chartered Accountants
(Firm Registration No. 114923W)
Sd/-
(C.P. Maheshwari)

Partner

(M. No 36082)

Place: Mumbai

Date: 15th June, 2012

J) DETAILS OF ITS OTHER GROUP COMPANIES INCLUDING THEIR CAPITAL STRUCTURE AND FINANCIAL STATEMENTS:

The company submitted its Information Memorandum containing Information about itself, its promoters and promoter companies made disclosures in line with disclosure requirement of Public Issue as applicable. For capital structure, financial and other Information of Group Companies, please see the official website of the Nouveau Global Ventures Limited i.e. www.nouveauglobal.com.

LISTED GROUP COMPANY:

NOUVEAU GLOBAL VENTURES LIMITED

The company was originally incorporated as a private limited company in the name of "Nouveau Consultancy Services Private Limited" on November 1988. Further the name of the Company was subsequently changed to Nouveau Finance Private Limited in February 1992 with the vision for expansion and diversification of current business.

Understanding the needs and requirement of the company went from private to public and thereby name of company changed to Nouveau Finance in 1995. The name of the company was then changed to Nouveau Multimedia in 2000 with the vision to enter into the entertainment industry along with its current business.

The Company Nouveau Finance Limited diversified into the lucrative business of entertainment and changed its name to "Nouveau Multimedia Limited" in 2000. "Nouveau Multimedia Limited" is a media and entertainment, Public Limited BSE Listed Company with a market capitalization of over 300 crore.

Further to start new business activities and intensify its area of operations it has changed its name to 'Nouveau Global Ventures Limited' vide Fresh Certificate of Incorporation consequent on change of name on March 26, 2011.

The CIN of the Company is L01407MH1988PLC049645. The Company's Registered office is situated at 401/A, Pearl Arcade, Opp. P.K. Jewellers, Dawood Baugh Lane, Off. J.P. Road, Andheri (Weat), Mumbai-400058.

Board of Directors:

- Mr. Krishan Khadaria
- Mr. Narendra Gupta
- Mr. Manoj Bhatia
- Mr. Mohit Khadaria
- Ms. Garima Kukkar (Company Secretary)

Shareholding Pattern:

S.No.	Category	No. of Shares	% to total Capital
A	Promoters Holding	6802799	36.6668
2	Indian Financial Institutions	0	0
3	Central Govt./State Govt.	0	0
4	Mutual Funds	0	0
5	Bodies Corporates	7037279	37.9307
6	NRIs/OCB	21151	0.1140
7	Individuals and Others	4691771	25.2885
	Total	18553000	100

Financial Data:

Particulars	2011-12	2010-11	2009-10
Net Sales	1978504467	1438932805	1350214945
Other Income	4912351	4587349	720111
PAT/(Loss)	5247746	5452462	1782002
Equity Share Capital	185530000	154280000	154280000
Reserves & Surplus	279167822	55170076	49717612
(excl. revaluation reserve)			
EPS (Rs.)	0.03	0.04	0.02

K) OUTSTANDING LITIGATIONS AND DEFAULTS OF THE TRANSFEREE ENTITY, PROMOTER, DIRECTORS OR ANY OF THE GROUP COMPANIES:

Sr.No.	By Promoters/Promoter/ Directors	No. of Cases	Amount (Rs. In Lakhs)
1	Civil Case	1	25.65

As on date of this advertisement there are no pending litigation and defaults against or by the transferee entity.

Subsequent to the effective date there are no outstanding or pending material litigations or suits, criminal or civil prosecutions, proceedings initiated against Nouveau Global Ventures Limited. There are no litigations pending against the Electronics Division of the Demerged Company.

L) PARTICULARS HIGH AND LOW PRICES DURING PRECEDING THREE YEARS OF ERSTWHILE NOUVEAU GLOBAL VENTURES LIMITED:

YEAR	HIGH	LOW	CLOSE
2010	176.85	40.95	176.00
2011	206.90	2.36	2.39
2012	6.45	2.30	4.83

In the year 2012 the stock was consolidated from Re. 1/- to Rs.10/-

Material Information after the date of Balance Sheet:

(1) Approval for listing of 10536248 Equity Shares of the company received from Bombay High Court on 09th October, 2012.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF

PEARL ELECTRONICS LIMITED

SD/-

DIRECTOR

Place: Mumbai