

PEARL ELECTRONICS LIMITED

401/A, Pearl Arcade, Opp. P. K. Jewellers, Dawood Baug Lane, Off. J. P. Road, Andheri (West), Mumbai – 400058
Tel.: 26778155 / 26797750 / 26783178 / 26790471 Fax: 26781187 CIN: L72300MH2011PLC221448
Email: pearlelectronicslimited@gmail.com Website: www.pearl-electronics.com

POSTAL BALLOT NOTICE

[Notice Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), that the Resolutions appended below are proposed to be passed by the Members by way of Postal Ballot/Electronic voting (e-voting). The explanatory statement pertaining to the aforesaid Resolutions setting out the material facts concerning each item and the reasons thereof are annexed hereto with the Postal Ballot Form for your consideration.

In compliance with Clause 35B of the Listing Agreement with the Stock Exchanges and provisions of Section 110 of the Act, read with the Rules, the Company is pleased to extend e-Voting facility as an alternative, to enable the members to cast their votes electronically instead of through Form.

Mr. Arvind Dhanraj Baid, Practising Chartered Accountant (Membership No. 155532) has been appointed as the Scrutinizer (the "Scrutinizer") for conducting the postal ballot/e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the same duly completed in the enclosed self-addressed business reply envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post/speed-post at the expense of the member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed business reply envelope. The duly completed Postal ballot Form(s) should reach the Scrutinizer not later than 5.00 p.m. on 13th January, 2016 to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member. Also note that, no other form or photocopy thereof is permitted.

Members desiring to opt for e-voting facilities arranged by the Company are requested to read the instructions mentioned in the Notes to this Notice under the section 'Voting through Electronic Means.' References to Postal Ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny of the postal ballots (including e-voting). The result of postal ballot shall be declared on or before 16th January, 2016 and communicated to the Stock Exchange and shall be displayed at the Registered Office of the

Company in addition to Company's website viz. www.pearl-electronics.com and on the website of Central Depository Services Limited (CDSL) viz. www.cdslindia.com

SPECIAL BUSINESS PUT THROUGH POSTAL BALLOT :

ITEM NO. 1

Consolidation of the Authorized Share Capital and alteration of the Capital Clause of the Memorandum of Association of the Company as per the Companies Act, 2013.

To consider and, if thought fit, to pass with or without modification the following Resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 61(1) (b) and 64 of the Companies Act (“Act”) and other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and also subject to such approvals, consents, permissions and sanctions, if any, as may be required from any authority, (including SEBI and Stock Exchange) and subject to such conditions as may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall also include any duly constituted and authorized committee thereof), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to consolidate every 10 (Ten) existing equity shares of nominal face value of Re. 1/- (Rupee One Only) each fully paid up into 1 (One) Equity Share of nominal face value of Rs. 10/- (Rupees Ten Only) each fully paid up and pursuant to the consolidation of the Equity Shares of the Company, the issued, subscribed and paid up equity shares of face value of Rs. 10/- (Rupees Ten) each, fully paid up.

RESOLVED FURTHER THAT upon consolidation of 10 (Ten) Equity Shares of Re. 1/- (Rupee One Only) each into One Equity Share of Rs. 10/- (Rupees Ten Only) each, the total number of Consolidated Equity Shares constituting Fractions of less than one equity share of Rs. 10/- each shall be transferred to a person or persons appointed by the Board as Trustee or Trustees for and on behalf of such fractional equity shareholders. The details of such fractional equity shareholders will be provided to the Trustee so as to enable Trustee to distribute the net proceeds of sale of such fractional shares amongst the shareholders in proportion to their entitlement over such fractional shares after payment of all expenses of the sale and other related expense.

RESOLVED FURTHER THAT pursuant to Section 13 of the Companies Act, 2013, and pursuant to provisions of the Article of Association of the Company, the consent of the members be and is hereby accorded to alter Clause V of the Memorandum of Association of the Company and replace it with the following clause:

V. “The Authorized Share Capital of the Company is Rs. 21,00,00,000/- (Rupees Twenty- One Crores only) divided into 2,10,00,000 (Two Crores Ten Lakhs only) Equity Share of Company of Rs 10/- (Rupees Ten) each, subject to be increased or decreased in accordance with the Company's regulations and legislative provisions for the time being in force in this behalf, and power to divide the Shares in the Capital for the time being into Equity Share Capital, Preference Share Capital with or without Voting Rights as May be permissible by law, and to attach thereto respectively, any preferential qualified or special rights, privileges or conditions as may be determined by or in accordance with the provisions of the Companies Act, 2013 and rules framed there under and the regulations of the Company, and to vary, modify or abrogate any such rights, privileges or conditions in such a manner as may for the time being be provided by the regulations of the Company.

RESOLVED FURTHER THAT the Board of Directors (including any committee thereof) of the Company be and is hereby authorized to issue new share certificates where required representing the shares with new distinctive numbers in the aforesaid proportion subject to the rules as laid down in the Companies (Share Capital And Debentures) Rules, 2014 with an option to either exchange the new share certificates in lieu of cancellation of the old share certificates or without the physically exchanging the share certificates, by treating the old share certificates as deemed to be cancelled and also to inform to the depositories to take the necessary corporate action with regard to dematerialized shares to give effect to the above and do all such acts, deeds, matters and things as may be necessary, required, desirable or expedient in connection with or incidental to the consolidation of the equity shares of the Company.

RESOLVED FURTHER THAT the Board of Directors (including any committee thereof) of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may consider necessary expedient, usual or proper to give effect to this Resolution including but not limited to fixation of Record Date as per the requirement of the Listing Agreement, execution of all necessary documents with Stock Exchanges where company's equity shares are listed, National Securities Depository Limited and Central Depository Services(India)Limited, Reserve Bank of India and/or any other relevant statutory authority if any, appointment of Registrar, cancellation or rectification of the existing share certificates in lieu of the old certificates and to settle any question or difficulty that may arise in regard to the consolidation of the equity shares of the Company."

ITEM NO. 2

To change the name of the Company from "Pearl Electronics Limited" to "Mystic Electronics Limited" under the Companies Act, 2013.

To consider and, if thought fit, to pass with or without modification the following Resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 4, 13, 14 & 15 and other provisions, if any, of the Companies Act, 2013 (the "Act") read with Companies (Incorporation) Rules, 2014, (including any statutory modification or re-enactment thereof, for the time being in force) and subject to the approval of the Central Government (power delegated to Registrar of Companies) and any other regulatory authorities as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company for changing the name of Company from "**Pearl Electronics Limited**" to "**Mystic Electronics Limited**" as made available by the Registrar of Companies, Mumbai, Maharashtra.

RESOLVED FURTHER THAT upon receipt of fresh Certificate of Incorporation consequent upon change of name, the old name, i.e., "**Pearl Electronics Limited**", be substituted with the new name, i.e., "**Mystic Electronics Limited**" and Clause I of the Memorandum of Association of the Company be substituted by the following clause:

- I. The Name of the Company is "**Mystic Electronics Limited**".

RESOLVED FURTHER THAT subject to the above, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with new name of the Company.

RESOLVED FURTHER THAT any of the Directors and/ or Company Secretary be and are hereby authorised to do and perform or cause to be done and performed all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with any statutory authorities and to settle and finalise all issues that may arise in this regard and the Board of Directors is also authorized to delegate all or any of the powers or authorities herein conferred to any Directors or other officials of the Company, without further reference to the shareholders of the Company and to do all such acts and things as may be necessary for giving effect to this Resolution.”

ITEM NO. 3

Adoption of new set of Articles of Association of the Company pursuant to the provisions of Companies Act, 2013.

To consider and, if thought fit, to pass with or without modification the following Resolution as a Special Resolution :

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, and other rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), the approval of the members of the Company be and is hereby accorded to the adoption of new set of Articles of Association as per Companies Act, 2013 in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof) or any person(s) authorised by the Board to exercise the powers conferred on the Board, be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 4

To make loans or investments and to give guarantees or to provide security in connection with a loan made under Section 186 of the Companies Act, 2013.

To consider and, if thought fit, to pass with or without modification the following Resolution as a **SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 (the “Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary and provisions of other applicable laws, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any person(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to (a) give any loan(s) to any person or other body corporate; and (b) give any guarantee(s) or to provide any security(ies) in connection with a loan(s) to any other body corporate or person; subject to the limits set out below on such terms and conditions as the Board may deem fit and proper, notwithstanding the fact that the aggregate of the loans so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with

the additional loans, guarantees or securities proposed to be made or given or provided by the Company as set out below:

Sr. No.	Particulars	Upto a limit outstanding at any point of time
1.	Loans to any person(s), or bodies corporate	Rs. 250 Crores
2.	Guarantees/ Securities in connection with loan to any person(s) or bodies corporate	Rs. 50 Crores
	Total	Rs. 300 Crores

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize, sign and execute such documents as may be necessary and to carry out modifications thereto, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed loans or guarantees or securities and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution.”

**By Order 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: 9th December, 2015**

NOTES

1. The relevant Explanatory Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 in respect of Item Nos. 1 to Item 4 set out in the Notice is annexed hereto.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from Central Depository Services (India) Limited as on 4th December, 2015. The Postal Ballot Notice is being sent to Members in electronic form to the email address registered with their Depository Participant (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding). In case of Members whose email id is not registered, physical copy of Postal Ballot Notice is being sent by Courier along with a postage pre-paid self-addressed Business Reply Envelope.
3. The Members whose name appears on the Register of Members / List of Beneficial Owners as on 4th December, 2015 will be considered for the purpose of voting.
4. There shall be one Postal Ballot for every Folio/DP ID & Client ID irrespective of the number of joint holders. Please complete and sign the Postal Ballot Form (no other Form or photo copy thereof is permitted) and send it so as to reach the Scrutinizer at the Office of the Registrar and Share Transfer Agent of the Company in the enclosed postage pre-paid self-addressed business reply envelope not later than Friday, 15th January, 2016 (5:00 p.m.). Postal Ballot Form(s) deposited in person or sent by post or courier at the expense of the Member will also be accepted. Postal Ballot Form received after Friday, 15th January, 2016 (5:00 p.m.) will be strictly treated as if no reply has been received from the Member.
5. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a General Meeting of the Members.
6. The Members can opt for only one mode of voting, i.e. either by postal ballot or e-voting. In case Members cast their votes through both the modes, voting by e-voting shall prevail and votes cast through postal ballot form will be treated as invalid.
7. In case a Member is desirous of obtaining Postal Ballot Form in printed form or a duplicate, the Member may send an email to pearlelectroniclimited@gmail.com. The Registrar and Transfer Agent / Company will forward the same along with postage pre-paid self-addressed Business Reply Envelope to the Member.
8. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made there under, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by CDSL. The instructions for electronic voting are annexed to this Notice.

VOTING THROUGH ELECTRONIC MEANS

In compliance with Clause 35B of the Listing Agreement and Section 108, 110 and other applicable provisions of the Companies Act, 2013 read with Rule 20 of the Companies [Management and Administration] Rules, 2014, [including any statutory modifications or re-enactments thereof for the

time being in force] as amended from time to time, the Company is pleased to offer the option of e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of Central Depository Services [India] Limited [“CDSL”] for the purpose of providing e-voting facility to all its Members.

The voting period begins from 9:00 a.m. on Tuesday 15th December, 2015 and ends at 5:00 p.m. on Wednesday, 13th January, 2016. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the relevant date i.e. 4th December, 2015, may cast their vote electronically. The remote e-voting module shall be disabled by 15th January, 2016 (beyond 5:00 p.m.) for voting thereafter. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it subsequently.

- (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 voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user 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 same 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 folio number 1 then enter RA00000001 in the PAN field.
DOB	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.
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 number of shares held by you as on the cut off date 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 “PEARL ELECTRONICS LIMITED”.
- (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
- Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - 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.

(xix) In case of queries or issues regarding e-voting, members may refer to the Frequently Asked Questions (“FAQs”) and remote e-voting user manual available at www.evotingindia.com, under help section or call on toll free number 18002005533 write an email to helpdesk.evoting@cdslindia.com or to company secretary at pearlelectronicslimited@gmail.com for any grievances related to voting through remote e-voting or postal ballot.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

The Authorised Share Capital of the Company as reflected in the Memorandum and Articles of Association as on date is Rs. 21,00,00,000/- (Rupees Twenty- One Crores only) divided into 21,00,00,000 (Twenty-One Crores) Equity shares of face value of Re. 1/- (Rupee One) each. The Board of Directors of the Company subject to requisite approval and consent resolved to consolidate 10 Equity Shares of Company of the face value of Re. 1/- each into 1 Equity share of the face value of Rs.10/- each and consequently alter the Memorandum and Articles of Association.

The Board is of the view that the aforesaid restructuring would help the Company to give a better picture of earning per share to the equity shareholders of the Company.

It is observed that many Brokerage houses, Financial Institutions and Institutional Investors reframe from investing in low-priced stocks. The Board believes that the Reverse Stock Split should make the Company's Share more attractive to the broader range of institutional and other investors, as the Board has been advised that the current market price of the Company's Share may affect its acceptability to certain institutional investors, professional investors and other members of the investing public.

The approval is sought to be given to the Board of Directors of the Company to fix record date and issue fresh Equity Share certificates of the denomination of Rs. 10/- each to the members in place of existing Equity Shares of Re. 1/- each. In case of members having fractional shares not divisible by 10/- the same will be transferred to a trust which will be formed by the Board for this purpose. All the fractional shares will be transferred as on the record date. The trustee(s) will consolidate the fractional shares transferred to it and will sell the total shares. The proceeds from the total shares will be paid to the respective shareholders after deducting the expenses incurred in this regard, if any. The said resolution, if passed, will have the effect of allowing the Board to all such matters and deeds as are necessary to affect the said matter.

Considering the above, the Board recommends the resolution as set out at Item No. 1 of the Notice for approval of Members as a Special Resolution.

None of the Promoters, Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding as Members.

ITEM NO. 2

Company has been receiving calls from the Shareholders showing their anxiety about Pearl Electronics Limited (PEL) having some business connectivity with *Pearl Agrotech Corp (PACL)* and its promoters. Hence, in order to avoid creation of any kind of misapprehension in the mind of the stakeholders it is proposed to change the name of the Company from **Pearl Electronics Limited** to **Mystic Electronics Limited** as made available by the Registrar of Companies, Mumbai, Maharashtra.

Board of Directors of the Company at their meeting held on 14th November, 2015 approved the proposed name change. Pursuant to the Company's application filed with the Registrar of Companies, Mumbai, Maharashtra, the Registrar vide their letter dated 25th November, 2015 have made available the name "Mystic Electronics Limited" for a period of 60 days.

Pursuant to Sections 13 and 14 of the Companies Act, 2013, approval of the members is sought by way of special resolution for alteration of the Memorandum of Association and Articles of Association of the Company consequent to name change.

The Board recommends the resolution as set out at Item No. 2 of the Notice for approval of Members as a Special Resolution.

None of the Promoters, Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding as Members.

ITEM NO. 3

The Articles of Association of the Company as currently in force were adopted when the Company was incorporated under the Companies Act, 1956 and further amendments were carried out from time to time, over the past years. The references to specific sections of the Companies Act, 1956 in the existing Articles may no longer be in conformity with the Companies Act, 2013.

Considering that substantive Sections of the Companies Act, 2013 which deal with the general functioning of the companies stand notified, it is proposed to amend / replace the existing Articles of Association with new Articles aligned with the provisions of Companies Act, 2013 including the Rules framed there under and adoption of specific sections from Table "F" to Schedule I to the Companies Act, 2013 which sets out the model Articles of Association for a company limited by shares.

While some of the Articles of existing Articles of Association of the Company require alteration or deletions, certain provisions of existing Articles of Association have been simplified by providing reference to relevant Sections to the Companies Act, 2013 and the Rules framed there under, to avoid repetition in its entirety.

The Board recommends the resolution as set out at Item No. 3 of the Notice for approval of Members as a Special Resolution.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No.3 of the Notice.

ITEM NO. 4

Pursuant to the provisions of Section 186 of the Companies Act, 2013 and the Companies(Meeting of Board and its Powers) Rules, 2014 with Rule 22 of the Companies(Management and

Administration) Rules 2015, a company cannot make investment, give any loan to any person or other body corporate, give any guarantee or provide any security in connection with any loan or acquire by way of subscription, purchase or otherwise securities of any other body corporate in excess of 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, unless it is previously authorized by way of Special Resolution.

As a measure of achieving greater financial flexibility and to enable the Company to enter into appropriate transactions it is proposed that the Board of Directors be authorized to invest up to 300 crores in any body corporate (any person) by way of grant of loan(s) and/or provide any other form of debt to and/or place inter-corporate deposit(s) with and/or give guarantee(s) or provide security (ies) in connection with loan(s) made by any other person to anybody corporate or entity.

The investment(s), loan(s), guarantee(s) and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under. These investments are proposed to be made out of own/ surplus funds/internal accruals and or any other sources including borrowings, if necessary, to achieve long term strategic and business objectives.

As per the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the aforesaid approval under Section 186 is to be obtained by passing of a Special resolution through postal ballots.

Your Directors recommend the resolution as set out in Item No. 4 of the Postal Ballot Notice for your approval.

None of the Promoters, Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding as Members.

All documents referred to in the accompanying Notice and Statement pursuant Section 102(1) of the Companies Act 2013 will be available for inspection at the Registered Office of the Company during working hours on all working days from date of dispatch of the notice, up to the date of last date of voting.

**By Order 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: 9th December, 2015**

PEARL ELECTRONICS LIMITED

401/A, Pearl Arcade, Opp. P. K. Jewellers, DawoodBaug Lane, Off. J. P. Road, Andheri (West), Mumbai – 400058

Tel.: 26778155 / 26797750 / 26783178 / 26790471 Fax: 26781187 CIN: L72300MH2011PLC221448

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

Serial No.

POSTAL BALLOT FORM

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(s) in respect of the following Businesses pursuant to Section 13 read with Section 110 of the Companies Act, 2013 set out in the Notice dated 9th December, 2015 read with relevant statement setting out material facts attached thereto to be passed through Postal Ballot by conveying my/our assent (**FOR**) or dissent (**AGAINST**) to the said Resolutions by placing tick (√) mark in the appropriate box below:

Item No.	Description of Resolution	No. of Equity Shares for which vote(s) cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Special Resolution under Section 61 of the Companies Act, 2013 for Consolidation of Face value of Company from Re. 1/- per share to Rs. 10/- per share.			
2	Special Resolution under Section 13 of the Companies Act, 2013 for Change of Name of the Company Subject to Central Government's Approval.			
3	Special Resolution under Section 14 of the Companies Act, 2013 for Adopting of New Article of Association of the Company.			
4.	Special Resolution under Section 186 of the Companies Act, 2013 for authorizing the Board of Director to make loans or investments and to give guarantees or to provide security in connection with a loan made upto Rs. 300 Crores.			

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 Friday, 15th January, 2016** 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, Anderi West, Mumbai- 400058 .