



# 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: pearlelectroniclimited@gmail.com Website: www.pearl-eletronics.com

Date: 1<sup>st</sup> October, 2015

To,  
The Secretary,  
**Bombay Stock Exchange Limited**  
Phirozee Jeejeeboy Towers,  
Dalal Street, Fort,  
Mumbai - 400 001

Re.: Scrip Code-535205  
Sub.: **Clause 35A of the Listing Agreement - Details of voting results of the 4<sup>th</sup> Annual General Meeting of the Company**

Dear Sir/Madam,

Pursuant to 35A of the Listing Agreement, we furnish below the details of the voting results for the resolutions passed at the 4<sup>th</sup> Annual General meeting of the Company held on 30<sup>th</sup> September, 2015 at **Conference Room, Axis Bank, Springfield's, Lokhandwala Complex, Andheri (West), Mumbai - 400 053:**

Date of the AGM: 30<sup>th</sup> September, 2015

Total number of shareholders on record date: 1552

No. of shareholders present in the meeting either in person or through proxy:

Category	Present in person	Present through Proxy	Total
Promoters and Promoter Group	7	4	11
Public	28	3	31
<b>Total</b>	<b>35</b>	<b>7</b>	<b>42</b>

No. of Shareholders attended the meeting through Video Conferencing: Not Arranged

Mode of Voting on all Resolutions: E-voting / Poll (Ballot Paper)

In accordance with clause 35A of the Listing Agreement, the details of business transacted at the 4<sup>th</sup> Annual General Meeting of the Company, Agenda-wise, are furnished below:

**Resolution 1: To receive, consider and adopt the Audited Financial statements for the year ended 31<sup>st</sup> March, 2015 and the Report of the Directors and the Auditors thereon.**

Resolution required: Ordinary

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]	% of Votes against on votes polled (7)=[(5)/(2)]
	(1)	(2)		(4)	(5)		(7)=[(5)/(2)]



			100			*100	*100
Promoter and Promoter Group	30838050	30838050	100.00	30838050	0	100.00	0.00
Public - Institutional holders	0	0	0.00	0	0	0.00	0.00
Public-Others	166824430	9711147	5.82	9711147	0	100.00	0.00
Total	197662480	40549197	20.51	40549197	0	100.00	0.00

**Resolution 2: To appoint a Director in place of Mr. Krishan Khadaria (DIN: 00219096), who retires by rotation and being eligible, offers himself for re-appointment.**

Resolution required: Ordinary

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	30838050	23577350	76.46	23577350	0	100.00	0.00
Public - Institutional holders	0	0	0.00	0	0	0.00	0.00
Public-Others	166824430	9711147	5.82	9711147	0	100.00	0.00
Total	197662480	33288497	16.84	33288497	0	100.00	0.00

**Resolution 3: Appointment of M/s Bansal Bansal & Company in place of M/s. CPM & Associates as Auditors and fixing their remuneration.**

Resolution required: Special

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	30838050	30838050	100.00	30838050	0	100.00	0.00
Public - Institutional holders	0	0	0.00	0	0	0.00	0.00
Public-Others	166824430	9711147	5.82	9711147	0	100.00	0.00
Total	197662480	40549197	20.51	40549197	0	100.00	0.00

**Resolution 4: Regularisation and Appointment of Mrs. Madhumati Gawade(DIN: 06868063 as Non Executive Director of the Company.**

Resolution required: Ordinary

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding	No. of Votes - in	No. of Votes -	% of Votes in favour on votes	% of Votes against on votes



	(1)	(2)	g shares (3)=[(2)/(1)]* 100	favour (4)	against (5)	polled (6)=[(4)/(2)] *100	polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	30838050	30838050	100.00	30838050	0	100.00	0.00
Public - Institutional holders	0	0	0.00	0	0	0.00	0.00
Public-Others	166824430	9711147	5.82	9711147	0	100.00	0.00
Total	197662480	40549197	20.51	40549197	0	100.00	0.00

Resolution 5: Approval of Existing Material Related Party Contracts And Arrangements under clause 49 of the listing agreement with Stock Exchanges.

Resolution required: Special

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	30838050	0	0.00	0.00	0	0.00	0.00
Public - Institutional holders	0	0	0.00	0	0	0.00	0.00
Public-Others	166824430	9708597	5.82	9708597	0	100.00	0.00
Total	197662480	9708597	4.91	9708597	0	100.00	0.00

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.

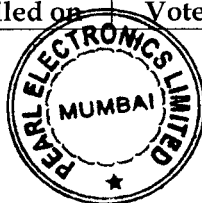
Resolution required: Special

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	30838050	0	0.00	0.00	0	0.00	0.00
Public - Institutional holders	0	0	0.00	0	0	0.00	0.00
Public-Others	166824430	9708597	5.82	9708597	0	100.00	0.00
Total	197662480	9708597	4.91	9708597	0	100.00	0.00

Resolution 7: To approve Increase in Borrowing Powers of the Company under section 180[1(c)].

Resolution required: Special

Promoter/Public	No. of shares	No. of votes	% of Votes Polled on	No. of Votes	No. of Votes	% of Votes in favour	% of Votes against on



	held (1)	polled (2)	outstandin g shares (3)=[(2)/(1)]* 100	- in favour (4)	- against (5)	on votes polled (6)=[(4)/(2)] *100	votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	30838050	30838050	100.00	30838050	0	100.00	0.00
Public - Institutional holders	0	0	0.00	0	0	0.00	0.00
Public-Others	166824430	9711147	5.82	9711147	0	100.00	0.00
Total	197662480	40549197	20.51	40549197	0	100.00	0.00

**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.**

**Resolution required: Special**

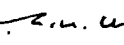

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	30838050	30838050	100.00	30838050	0	100.00	0.00
Public - Institutional holders	0	0	0.00	0	0	0.00	0.00
Public-Others	166824430	9711147	5.82	9711147	0	100.00	0.00
Total	197662480	40549197	20.51	40549197	0	100.00	0.00

Based on the above, all resolutions have been passed with requisite majority.

You are requested to take the same on your records.

Kindly acknowledge the receipt.

Thanking you,  
Yours faithfully,  
For Pearl Electronics Limited,

  
  
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

# ARVIND BAID & ASSOCIATES

## Chartered Accountants

Flat No. 501, Ruby Palace, Plot No. 74, Ceaser Road, Opp. Filmalaya Studio, Amboli,  
Andheri (West), Mumbai - 400 058  
Mobile :09699116581 E-mail : caarvindbaid@gmail.com

---

### Scrutinizer's Report- Combined (Consolidated Report of Scrutinizer's on Postal Ballot, remote e-voting and voting by poll at the Annual General Meeting)

To,  
The Chairman  
4<sup>th</sup> Annual General Meeting of  
Pearl Electronics Limited  
401/A, Pearl Arcade, Opp. P. K. Jewellers,  
Dawood Baug Lane, Off J. P. Road,  
Andheri (West), Mumbai - 400 058  
Dear Sir,

**Ref.: Combined Scrutinizer's Report in terms of provisions of the Companies Act, 2013 read with the Rules issued there under, Secretarial Standards, remote e-voting and voting by poll at the 4<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of Pearl Electronics Limited held on Wednesday, the 30<sup>th</sup> day of September, 2015 at 11.30 a.m. at Conference Room, Axis Bank, Springfield's, Lokhandwala Complex, Andheri (West), Mumbai - 400 053.**

1. I, Arvind Dhanraj Baid, Practicing Chartered Accountant, Proprietor of M/s. Arvind Baid & Associates, Mumbai, have been appointed as a Scrutinizer by the Board of Directors of Pearl Electronics Limited (the Company) at their meeting held on August 28, 2015 for conducting the Remote e-voting process pursuant to the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) as amended by Companies (Management and Administration) Amendment Rules, 2015 and the Secretarial Standards (SS-2) on General Meetings issued by the Institute of Company Secretaries of India;
2. I have been appointed as a Scrutinizer by the Chairman of the 4<sup>th</sup> AGM of the Company for conducting voting under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 and the Secretarial Standards (SS-2) on General Meetings issued by the Institute of Company Secretaries of India, at the AGM held on September 30, 2015.
3. The Company had availed the remote e-voting facility provided by Central Depository Services (India) Limited for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced from Sunday, September 27, 2015 (10:00 a.m. IST) to Tuesday, September 29, 2015 (5:00 p.m. IST) and the CDSL remote e-voting platform was blocked thereafter.



4. On the basis of the votes exercised by the Shareholders of the Company through remote e-voting, I have issued separate Scrutinizer's Report dated October 01, 2015 on the remote e-voting.
5. Under the provisions of Section 109 of the 2013 Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment Rules, 2015 and in terms of Secretarial Standard, the Chairman in the Annual General Meeting appointed me as Scrutinizer for the Poll on the resolutions contained in the notice to the 4<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company.
6. On the basis of the votes cast by the Shareholders through poll, I have issued separate Scrutinizers' Report dated October 01, 2015 on the poll taken on the resolutions contained in the notice to the AGM.
7. As requested by management I submit herewith my combined report on the result of voting through e-voting and Poll is as under:

Item of Notice	No. of votes cast- in favour	No of votes cast- against	No. of invalid votes cast	% of votes cast in favour	% of votes cast against
<b>A. Ordinary Business:</b>					
1. To receive, consider and adopt the Audited Financial Statement comprising of the Balance Sheet as at March 31, 2015 and the Statement of Profit & Loss (Profit & Loss Account) for the year ended on that date, together with the Cash Flow Statement, Notes, Reports of the Board of Directors (the Board) and the Auditors thereon (Ordinary Resolution)	40549197	0	0	100.00	0.00
2. To appoint a Director in place of Mr. Krishan Khadaria (DIN: 00219096), who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)	33288497	0	7260700	100.00	0.00
3. To Appoint M/s Bansal Bansal & Company in place of M/s. CPM & Associates as Auditors and fixing their remuneration. (Special Resolution)	40549197	0	0	100.00	0.00
<b>B. Special Business:</b>					
4. To regularize and appoint Mrs. Madhumati Gawade(DIN: 06868063 as Non Executive Director of the Company (Ordinary Resolution)	40549197	0	0	100.00	0.00
5. To approve Existing Material Related Party Contracts And Arrangements under clause 49 of the listing agreement	9708597	0	2865164 0	100.00	0.00

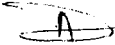


with Stock Exchanges (Special Resolution)					
6. To approve transactions with related parties under section 188 of the companies act, 2013 and clause 49 of the listing agreement with Stock Exchanges (Special Resolution)	9708597	0	2865164 0	100.00	0.00
7. To approve Increase in Borrowing Powers of the Company under section 180[1(c)]. (Special Resolution)	40549197	0	0	100.00	0.00
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)	40549197	0	0	100.00	0.00

The invalid votes are not considered for the purpose of calculating the percentage

Thanking you,

For Arvind Baid & Associates  
Chartered Accountants

  
Arvind D. Baid  
Proprietor

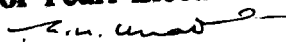
Mem. No.: 155532

Scrutnizer

Date: October 01 , 2015

Place: Mumbai

Acknowledge receipt of the same  
**For Pearl Electronics Limited**

  
Krishan Khadaria Auth. Sign  
DIN: 00219096  
Chairman of 4<sup>th</sup> AGM of  
Pearl Electronics Limited

Date: October 01 , 2015

Place: Mumbai