

PEARL AGRICULTURE LIMITED

2ND ANNUAL REPORT

2012-2013

Company Information

BOARD OF DIRECTORS

MR. KRISHAN KHADARIA	DIRECTOR	
MRS. ASHA KHADARIA	DIRECTOR	
MR. MANOJ BHATIA	DIRECTOR	& COMPLIANCE
OFFICER		

AUDITORS

M/S. CPM & ASSOCIATES
CHARTED ACCOUNTANTS, MUMBAI

BANKER

AXIS 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.: 26778155 / 26797750 / 32459097
EMAIL ID: pearlagriculture@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: 022-28470652 EMAIL: investor@bigshare.com

AUDIT COMMITTEE

MR. MANOJ BHATIA	CHAIRMAN
MR. KRISHAN KHADARIA	MEMBER
MRS. ASHA KHADARIA	MEMBER

SHAREHOLDERS' / INVESTORS' GRIEVANCE COMMITTEE

MR. MANOJ BHATIA	CHAIRMAN
MR. KRISHAN KHADARIA	MEMBER
MRS. ASHA KHADARIA	MEMBER

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NOTICE

Notice is hereby given that the Second Annual General Meeting of the Members of Pearl Agriculture Limited will be held on Monday, 30th September, 2013, at 11.00 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 Balance Sheet of the Company as on 31st March, 2013, the statement of Profit and Loss for the year ended on that date, the Auditors' Report thereon and the Report of the Board of Directors.
2. To appoint Director in place of Mr. Manoj Bhatia, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 224 of the Companies Act, 1956, **M/s CPM & Associates**, Chartered Accountants (Firm Registration No. 114923W) who being eligible, have offered themselves for re-appointment, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to examine and audit the accounts of the Company for the financial year 2013-2014 on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Statutory Auditors, in addition to reimbursement of service tax and out-of-pocket expenses, in connection with the audit of the Company."

By and on behalf of the Board
for Pearl Agriculture Limited

Krishan Khadaria
Director

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: 29th May, 2013

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING MAY APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE VALID MUST REACH THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE MEETING.**
2. Corporate members intending to send their authorized representatives to attend the Meeting are required to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. The Register of Members and the share transfer books of the Company shall remain closed from Monday, 23rd September, 2013 to Monday, 30th September, 2013 (both days inclusive).
4. The shares of the Company are mandated by the Securities and Exchange Board of India ("SEBI") for trading in dematerialized form by all investors. Members holding shares in physical form are advised to dematerialize their shares to avoid the risks associated with the physical holding of such share certificates.
5. For convenience of the members and for proper conduct of the Meeting, entry to the place of the Meeting will be regulated by way of attendance slip, which is enclosed with the Annual Report. 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.
6. Members are requested to notify immediately any change in their address to the R & T agent quoting folio no.
7. As part of the Green Initiative in Corporate Governance, the Ministry of Corporate Affairs("MCA"), Government of India, through its Circular nos. 17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011 respectively, has allowed companies to send official documents through electronic mode.

In the spirit of the above circulars and as part of the Company's Green Initiative, we henceforth propose to send documents like Notice convening the general meetings, Financial Statements, Directors' Report, etc. to the e-mail address provided by the members.

We, therefore, appeal to the members to register their name in getting the said documents in electronic mode by sending an e mail giving their Registered Folio No. and/or DP Id/Client Id to the dedicated e-mail address at pearlagriculture@gmail.com.

8. All correspondence with regard to share transfer and matters related therewith may directly be addressed to the Company's Share Registrar and Transfer Agents (RTA) at the address given below:

Bigshare Services Pvt. Ltd.

E-2, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai - 400 072

Tel: 022-28470652 Email: investor@bigshare.com

9. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit 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. Members holding shares in physical form are also requested to quote their PAN details on the share transfer deed submitted for transfer of their shares.
10. Copies of all documents referred to in notice and the statutory registers under Section 301 and 307 of the Companies Act, 1956 are available for inspection at the registered office of the Company between 11:00 A.M. to 1:00 P.M. on all working days i.e. Monday to Friday, till the date of meeting and will also be available at the venue of the meeting.
11. Brief resume of Director 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, is provided as follows:

Name	Mr. Manoj Bhatia
Designation	Non-Executive Independent Director
Date of Birth	15/11/1968
Qualification	B.Com, CA Inter
Director in Company since	29/08/2011

Other Directorships:

Name of the Company	Member of Committee	Status
Sukaniya Properties Pvt. Ltd.	NIL	Director
Nouveau Global Ventures Limited	Chairman & Member	Director
Ashadeep Multitrade Private Ltd.	NIL	Director
Automagical Software Pvt. Ltd.	NIL	Director
Perfect Square Pvt. Ltd.	NIL	Director
Omni Strategic Management Consultants Pvt. Ltd.	NIL	Director
Pearl Arcade Trading Private Ltd.	NIL	Director
Pearl Electronics Ltd.	Chairman & Member	Director
Nouveau Shares & Securities Ltd.	NIL	Director

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

**Krishan Khadaria
Director**

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: 29th May, 2013

DIRECTORS' REPORT

To,
The Shareholders

The Directors present their Second Annual Report and the Audited Statement of Accounts for the year ended 31st March, 2013.

FINANCIAL HIGHLIGHTS

Particulars	(Rs. In Lakhs) 31 st March 2013
Profit before interest, depreciation, tax and Extra Ordinary Items	5.00
Depreciation/amortization	-
Profit before interest, tax and Extra Ordinary Items	5.00
Finance Costs	-
Profit before tax and Extra Ordinary Items	5.00
Less: Provision for taxes on income	
--Current tax	3.90
--Deferred tax liability / (asset)	(2.31)
Profit before Extra Ordinary Items	3.41
Extra Ordinary Items (Net of Tax)	-
Profit for the year	3.41

The Company commenced its business activities from the Financial Year 2012 - 13.

PERFORMANCE AND FUTURE PROSPECTS

Profit after tax from the operations of the Company amounted to Rs. 3.41 lakhs in this fiscal year.

The Company is involved in the in the business of trading of agriculture goods & products. With the development of Agricultural industry and liberal policies of the government, the Board of Directors of your Company feels that proposed new activities will help the Company to expand its activities and intensify its area of operations. The Company also intends to grab the opportunities available in this field.

DIVIDEND

For conservation of resources your Directors do not recommend any dividend for the year 2012-2013.

DEMERGER

During this year under review, the Company had filed a petition under section 391-394 of the Companies Act, 1956 for a scheme of Arrangement and Demerger between Nouveau Global Ventures Ltd. (NGVL), Pearl Electronics Ltd. (PEL) and Pearl Agriculture Ltd. (PAL) and their respective shareholders & creditors which was approved by the shareholders & creditors of the respective companies in the court convened meetings. The Hon'ble High Court of Bombay vide its orders dated 9th October, 2012 has sanctioned the Scheme of Arrangement and Demerger pursuant to which the Agriculture Business Undertaking of NGVL stood vested in your Company w.e.f. 1st October, 2011. The Company, in consideration, of the Agriculture Business undertaking has allotted 10369271 equity shares of Rs. 10/- each on 12th December, 2012 to the shareholders of NGVL in the ratio of 55.89 Equity Share of Rs. 10/- each for every 100 shares held by the shareholders of NGVL as on record date fixed for the purpose.

LISTING WITH THE STOCK EXCHANGES

The Equity Shares of the Company were listed with Bombay Stock Exchange Ltd. (BSE Ltd) w.e.f 18th March, 2013. The listing fees payable to the stock exchange for the year 2013-2014 have been paid.

DIRECTORS

Mr. Manoj Bhatia who retires from the Board by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. His brief profile is furnished in the explanatory statement to the notice of the ensuing Annual General Meeting.

CHANGE IN CAPITAL STRUCTURE

Pursuant to the Scheme of Demerger, the Authorised Share Capital of the company of Rs. 5,00,000/- (Rupees Five Lakhs) consisting of 50000 Equity Shares of Rs. 10/- each as well as the Issued, Subscribed & Paid-up Capital of the Company of Rs. 5,00,000/- (Rupees Five Lakhs) consisting of 50000 Equity Shares of Rs. 10/- each in terms of clause V of its MOA shall stand enhanced by an amount of Rs. 103700000/- (Rupees Ten Crore Thirty Seven Lakhs only) divided into 10370000 Equity Shares of Rs. 10/- each.

The Company pursuant to the scheme of demerger, issued and allotted 10369271 fully paid up Equity Shares of Rs. 10/- each at par on a proportionate basis to each member of NGVL whose name was recorded in the register of members of NGVL as holding Equity Shares on 12th December, 2012 being the specified date in the following ratio:

For every 100 Equity Shares of Rs. 10/- each fully paid up of NGVL, 55.89 Equity Shares of Rs. 10/- each fully paid up of PAL.

PREFERENTIAL ISSUE

During the year under review the Company made a Preferential Issue of 12500000 Equity Shares of Rs.10/- each at a Premium of Rs.10/- per share. The Company made allotment of 11312500 Equity Shares on 9th May, 2013.

Pursuant to Preferential Issue, the Authorised Share Capital of the Company has been enhanced from Rs. 10,37,00,000/- (Rupees Ten Crore Thirty Seven Lakhs) consisting of 10370000 Equity Shares of Rs.10/- each to Rs. 23,00,00,000/- (Rupees Twenty Three Crores) consisting of 23000000 Equity Shares of Rs. 10/- each and consequently the Issued, Subscribed & Paid-up Capital of the Company has been enhanced from Rs. 10,36,92,710 (Rupees Ten Crore Thirty Six Lacs Ninty Two Thousand Seven Hundred & Ten only) consisting of 10369271 Equity Shares of Rs.10/- each fully paid up to Rs. 21,68,17,710/- (Rupees Twenty One Crore Sixty Eight Lacs Seventeen Thousand Seven Hundred & Ten only) consisting of 21681771 Equity Shares of Rs.10/- each fully paid up.

DIRECTORS' RESPONSIBILITY STATEMENT

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

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

AUDITORS' REPORT

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

AUDITORS

You are requested to appoint Auditors for the current year and to authorize the Board to fix their remuneration. The retiring Auditors, M/s. CPM & Associates, Chartered Accountants, are eligible for reappointment. A certificate from the Auditors has been received to the effect that their reappointment, if made, would be within the limits prescribed under Section 224(1B) of the Companies Act, 1956.

MANAGEMENT DISCUSSION AND ANALYSIS

A detailed report on Management Discussion and Analysis is enclosed as an annexure to this report, which includes the following:-

- Industry Structure and Developments
- Opportunities and Threats
- Outlook
- Risk and Concerns

PERSONNEL

During the year under review there were no employees who were in receipt of the remuneration beyond the limits prescribed under Section 217 (2A) of the Companies Act, 1956. Therefore, the details as required by the provisions of the aforesaid Section of the Companies Act, 1956, read with the Companies (Particulars of Employees) (Amendment) Rules, 2002 are not applicable.

CORPORATE GOVERNANCE

The Company complies with Clause 49 of the Listing Agreement, as amended from time to time. The Board of Directors of the Company has adopted a Corporate Governance Policy meant to ensure fair and transparent practices and a Code of Conduct for its Directors and senior management.

CONSERVATION OF ENERGY AND TECHNOLOGICAL ABSORPTION

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

FOREIGN EXCHANGE EARNINGS AND OUTGO

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

ACKNOWLEDGEMENT

Your Directors place on record their deep appreciation to employees at all levels for their hard work, dedication and commitment. The enthusiasm and unstinting efforts of employees have contributed largely to the growth and success of the Company.

The Board of Directors also wish to take this opportunity to thank all the clients, business associates, bankers, regulatory and government authorities for their continued support during the year.

The Board of Directors specially thank all the shareholders for their continued confidence and faith in the Company.

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

Krishan Khadaria
Director

Manoj Bhatia
Director

Place: Mumbai

Dated: 29th May, 2013

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENTS

With the development of Agricultural industry and liberal policies of the Government the Company has expanded its activities and intensified its area of operations. The Company has entered in the Agriculture Business in the state of Gujarat.

The Company has started business of lease farming and trading in agricultural products by its own retail outlet or by way of franchisee agreement. The Company is planning to start contract farming and also to carry on the business of commercial agricultural activities including rising of crops and plantations and to carry on business of trading in the agricultural products spices and products such as grains, cereals, pulses, rubber, latex, paper, coffee, tea, cinchona, minerals, clove, cardamom, cassia, saffron, cumin seeds, pepper, ginger, cashew, banana, coconut, sugarcane, jute, bamboo, dry and green fruits, seeds, roots, plants, creepers, flowers and vegetables.

As part of the business, Company also plans to acquire, own, hold, possess, manage, supervise, organize, develop, conduct, cultivate, till and improve lands, farms, fields, creeks, areas and sites, whether for agricultural, horticultural, sericulture, botanical or garden purposes or for vegetable or other plantations.

OPPORTUNITIES AND THREATS

Food and Agriculture are important national activities and affect the wellbeing of the population of the Country. Although the contribution of agriculture to India's GDP has declined from 14.1% in 2011-12 to 13.7% in 2012-13, its importance in the country's economic, social, and political fabric goes well beyond this indicator. The larger size of the Indian economy continues to provide an opportunity to the Company to bring in differentiated and value added products for addressing customer requirements.

However, competition from global players, market fluctuations, climatic changes, water availability, growing urbanization and various other factors are the biggest challenges faced by the agricultural industry.

OUTLOOK

The company is expanding its business activities and 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.

RISKS AND CONCERNS

The sources of risk in agriculture are numerous and diverse, ranging from events related to climate and weather conditions to animal diseases; from changes in agriculture

commodities prices to changes in fertilizer and other input prices; and from financial uncertainties to policy and regulatory risks.

The Company follows well-established and detailed risk assessment and minimization procedures, which are periodically reviewed by the Board.

FINANCIAL PERFORMANCE

The Company's financial performance has been consistent. The Company's financial performance is discussed in detail under the head "Performance and Future prospects" in Directors Report to the Members.

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis, describing the Company's objectives, projections and estimates may be forward-looking statements within the meaning of applicable securities laws and regulations. Actual results may vary from those expressed or implied, depending upon conditions, Government policies and other incidental / related factors.

COMPLIANCE

The Compliance function of the Company is responsible for independently ensuring that operating and business units comply with regulatory and internal guidelines. The Compliance Department of the Company is continued to play a pivotal role in ensuring implementation of compliance functions in accordance with the directives issued by regulators, the Company's Board of Directors and the Company's Compliance Policy. The Audit Committee of the Board reviews the performance of the Compliance Department and the status of compliance with regulatory/internal guidelines on a periodic basis. New Instructions/Guidelines issued by the regulatory authorities were disseminated across the Company to ensure that the business and functional units operate within the boundaries set by regulators and that compliance risks are suitably monitored and mitigated in course of their activities and processes. The Company has complied with all requirements of regulatory authorities. No penalties/ strictures were imposed on the Company by stock exchanges or SEBI or any statutory authority on any matter related to capital market during the last three years.

By and on behalf of the Board
for Pearl Agriculture Limited

Krishan Khadaria
Director

Manoj Bhatia
Director

Place: Mumbai

Dated: 29th May, 2013

REPORT ON CORPORATE GOVERNANCE

Based on the norms laid down by the Board; the company strictly adhere and practice the corporate governance policies and procedures within the overall framework of rules and regulations.

Your Directors hereby present the Company's Report on Corporate Governance.

THE COMPANY'S GOVERNANCE PHILOSOPHY

Pearl Agriculture believes that transparent accounting policies, appropriate disclosure norms, best in class board practices and consistently high standards of corporate conduct towards its stakeholders are essential for sustained corporate growth. The Corporate Governance comprises of a unique combination of factors like regulations, compliance, policies and economic environments, voluntary practices and disclosures. The management Team and all other employees of the Company maintain a high level of ethical values for achieving business success.

BOARDS OF DIRECTORS

The Company has been promoted by Mr. Krishan Khadaria & Mrs. Asha Khadaria. The Company has a professional team of Directors consisting of Mr. Krishan Khadaria, Mrs. Asha Khadaria & Mr. Manoj Bhatia with an objective to make the Company reach new heights in the field of agriculture related activities & businesses thereof.

1. Mr. Krishan Khadaria (Non - Executive Director & Promoter Director)

- Mr. Krishan Khadaria is the Promoter Director of our Company.
- A Chartered Accountant as well as a Bachelor of Law.
- His early career was spent promoting Nouveau as a financial consultants firm and build invaluable relationships in varied industries through his many clients.
- Fond of media & film made him undertake production of a few movies in the regional industry of Bhojpuri.
- A sense of giving back to the local culture caused him to release two film trade magazines; One on the Bhojpuri film industry and another one on the Marathi film industry.
- He is on the board of the trustees of Kanoria PG Mahila Mahavidyalaya Charitable trust.
- As part of Nouveau's Corporate Social Responsibility, he recently donated prime property in Mumbai for operation and management of a Non-Profit Chartered Accountancy Girls Hostel.
- He is also the member of Audit Committee and Share Holders Grievances Committee.

2. Mrs. Asha Khadaria
(Non - Executive Director & Promoter Director)

- Mrs. Asha Khadaria is the Promoter Director of our Company.
- She is a Bachelor of Arts.
- She has an experience in the field of Investment activities.
- She is also the member of Audit Committee and Share Holders Grievances Committee.

3. Mr. Manoj Bhatia
(Non - Executive & Independent Director)

- Mr. Bhatia is the Independent director of our Company.
- He is a Bachelor of Commerce and has cleared the Inter Chartered Accountant exam.
- He advises the company in the field of finance, taxation and audit has helped the company in making critical financial decisions.
- He is also the Chairman and Member of the Audit Committee and Shareholders Grievances committee.

During the Financial Year 2012-13, seven Board meetings were held on 21st April, 2012, 15th June, 2012, 31st July, 2012, 10th October, 2012, 12th December, 2012, 14th February, 2013 and 15th March, 2013.

Details of composition of the Board, category, attendance of Directors at the Board Meetings and last Annual General Meeting (AGM), number of other Directorships and Committee Memberships as on 31st March, 2013 are given below:

Sr. No.	Name of the Director	Category	No. of Board meetings attended	Attendance at last AGM	*No. of other Directorships held in other Companies	No. of Committee positions held in other Companies @	
						Member	Chairman
1	Mr. Krishan Khadaria	NED(P)	7	Yes	25	6	0
2	Mrs. Asha Khadaria	NED(P)	7	Yes	11	5	0
3	Manoj Bhatia	NED(I)	7	Yes	9	5	5

*Including Directorships of Private Limited Companies

ED - Executive Director, ED (P) - Executive Director, Promoter, NED (P) - Non-Executive Director, Promoter, NED (I) - Non Executive Director, Independent.

Mr. Krishan Khadaria and Mrs. Asha Khadaria are related to each other.

COMMITTEES OF THE BOARD

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

1) AUDIT COMMITTEE

The Audit Committee of the Company is constituted pursuant to Clause 49 of the listing agreement and Section 292A of the Companies Act 1956. The Committee came into existence w.e.f. 12th December, 2012.

During the Financial Year 2012-13, the committee met twice on 12th December, 2012 and 19th March, 2013.

Details of composition of the Committee and attendance of the members at the meetings are given below:

Sr No.	Name	Designation	Category	No. of meetings attended
1.	Mr. Manoj Bhatia	Chairman	NED(I)	2/2
2.	Mr. Krishan Khadaria	Member	NED(P)	2/2
3.	Mrs. Asha Khadaria	Member	NED(P)	2/2

The powers and terms of reference of the Committee are as specified in Clause 49 of the Listing Agreement with the Stock Exchanges and Section 292A of the Companies Act, 1956.

2) SHAREHOLDERS' / INVESTOR' GRIEVANCES COMMITTEE:

The Investors Grievance Committee of the Board, under the nomenclature 'Investor Services Committee', oversees redressal of shareholder and investor grievances, and, inter alia, approves sub-division / consolidation / transmission of shares, issue of duplicate share certificates. The Committee came into existence w.e.f. 12th December, 2012.

During the Financial Year 2012-13, the Committee met twice on 12th December, 2012 and 19th March, 2013.

Details of composition of the Committee and attendance of the members at the meetings are given below:

Sr No.	Name	Designation	Category	No. of meetings attended
1.	Mr. Manoj Bhatia	Chairman	NED(I)	2/2
2.	Mr. Krishan Khadaria	Member	NED(P)	2/2
3.	Mrs. Asha Khadaria	Member	NED(P)	2/2

Accordance with Clause 49(IV)(G)(iv) of Listing Agreement with the Stock Exchanges, the Board has authorised Mr. Manoj Bhatia, as Compliance Officer to approve share transfers / transmissions, in addition to the powers with the members of the Shareholders' / Investors' Grievance Committee. Share Transfer formalities are regularly attended to and atleast once a fortnight.

Investor Grievance Redressal:

The Committee specifically looks into the shareholders redressal and investor complaints on matters relating to transfer of shares, dematerialization / rematerialization, subdivision, consolidation of share certificates, issue of duplicate share certificates, non-receipt of annual report etc. In addition, the Committee advises on matters which can facilitate better investor services. As per the certificate issued by our Registrar and Share Transfer Agents (RTA), Bigshare Services Pvt. Ltd. during the year under review, NIL complaints were received from shareholders / investors.

3) ANNUAL GENERAL MEETING (AGMS):

The particulars of Annual General Meeting held during the last year is as follows:

Year	Date	Time	Venue
31 st March, 2012	20 th July, 2012	11.00 a.m.	401/A, Pearl Arcade, Opp. P. K. Jewellers, Dawood Baug Lane, Off. J. P. Road, Andheri (W), Mumbai - 400 058

No Special Resolution was passed during the year ended 31st March, 2012.

CODE OF CONDUCT

The Company has laid down the code of conduct for all the Board members and members of the Senior Management of the Company. All the Board members and Senior Management personnel have affirmed compliance with the code of conduct for the year ended 31st March, 2013.

WHISTLE BLOWING POLICY

Company does not have a Whistle Blowing Policy.

DISCLOSURES

1. The disclosure of related party transactions has been made in the Point No. 21 of the Notes to Accounts annexed to the Balance sheet as on 31st March 2013.
2. The Board has received disclosures from key managerial personnel relating to material, financial and commercial transactions where they and/or their relatives have personal interest. There are no materially significant related party transactions which have potential conflict with the interest of the Company at large.
3. There was no non-compliance during the last year by the Company on any matter related to Capital Market. There were no penalties imposed nor strictures passed on the Company by Stock Exchanges, SEBI or any statutory authority.
4. All mandatory requirements as per Clause 49 of the Listing Agreement has been complied with by the Company.
5. The Company follows Accounting Standards issued by The Institute of Chartered Accountants of India and there are no statutory audit qualifications in this regard.
6. In terms of Clause 49(V) of the Listing Agreements, the Managing Director and the Executive Director (Finance) made a certification to the Board of Directors in the prescribed format for the year under review, which has been reviewed by the Audit Committee and taken on record by the Board.

COMMUNICATION TO SHAREHOLDERS

- The main source of the information to the Shareholder is the Annual Reports, which include, interalia, the Director's report, the report of Board of Directors on Corporate Governance, Management Discussion and Analysis Report and the Auditor's Report.
- The Unaudited quarterly/Audited results and Notices of General Meetings are published in the following newspapers : The Asian Age and Mahanayak, regional daily newspapers and
- Intimation to the Stock Exchanges as required under the Listing Agreements

WEBSITE

Comprehensive information about the Company, its business and operations and Investor information can be viewed at the Company's website www.pearl-agriculture.com. The 'Investor Relations' section serves to inform the investors by providing key and timely information like Financial Results, Annual Reports, shareholding pattern, etc. Members also have the facility of raising their queries/complaints on share related matters through a facility provided.

GENERAL SHAREHOLDERS INFORMATION

Annual General Meeting (Day , Date, Time and Venue)	30 th September, 2013 Conference Room, Axis Bank, Springfield's, Lokhandwala Complex, Andheri (West), Mumbai - 400 053 Time - 11:00 a.m.
Financial Year	1 st April, 2012 - 31 st March, 2013
Date of Book Closure	23 rd September, 2013, Monday - 30 th September, 2013, Monday
Dividend payment date	N.A.
Financial Results Calendar	First quarter results: By 14 th August, 2013 Second quarter results: By 14 th November, 2013 Third quarter results: By 14 th February, 2014 Fourth quarter results: By 29 th May, 2014
Listing on Stock Exchanges	Bombay Stock Exchange Limited, Mumbai (Code - 535204)
International Securities Identification Number (ISIN)	INE160O01015
Corporate Identification Number (CIN)	U01403MH2011PLC221387

DEMATERIALIZATION OF SHARES AS ON 31ST MARCH, 2013

Form	No. of Shares	% of Total
Held in dematerialized form in CDSL	3276801	31.60%
Held in dematerialized form in NSDL	6914867	66.69%
Physical	177603	1.71%
Total	10369271	100%

STOCK MARKET PRICE ON BSE

Share prices for one equity share of Rs. 10/- each after the Company got listed on 18th March, 2013 were as under:

Share Price(Rs.)

Month	Low	High	Close
April 2012 – February 2013	N.A.	N.A.	N.A.
March 2013			
19 th March 2013	10.05	10.05	10.05
20 th March, 2013	10.55	10.55	10.55
21 st March, 2013	11.05	11.05	11.05
22 nd March, 2013	11.60	11.60	11.60
25 th March, 2013	12.15	12.15	12.15
26 th March, 2013	12.75	12.75	12.75

REGISTRAR & TRANSFER AGENT

Bigshare Services Pvt. Ltd.

E-2, Ansa Industrial Estate, Saki Vihar Road,
Saki Naka, Andheri (East), Mumbai – 400 072

Tel. No.: 022-28470652

Email id.: investor@bigshare.com

SHARE TRANSFER SYSTEM

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

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

DISTRIBUTION SCHEDULE OF THE SHAREHOLDING AS ON 31ST MARCH, 2013

Range (In Rs.)	Total Holders	% of Total Holders	Total Holding in Rupees	% of Total Capital
Up to 5000	1351	80.5125	1228890	1.1851
5001 - 10000	78	4.6484	502020	0.4841
10001 - 20000	59	3.5161	806960	0.7782
20001 - 30000	35	2.0858	885570	0.8540
30001 - 40000	8	0.4768	287100	0.2769
40001 - 50000	3	0.1788	128800	0.1242
50001 - 100000	34	2.0262	2421180	2.3350
100001 and above	110	6.5554	97432190	93.9624
TOTAL	1678	100.00	103692710	100.00

SHAREHOLDING PATTERN AS ON 31ST MARCH, 2013

	Category	Nos. Of Equity Shares	Total %
A	Promoters Holding		
1	Indian Promoters	3802081	36.67
2	Foreign Promoters	00	00.00
	SUB TOTAL	3802081	36.67
B.	Public Shareholding		
1.	Institutional Investors	00.00	00.00
2.	Non-Institutional Investors		
	Bodies Corporate	3668171	35.3754
	Individuals		
	Having Nominal Share Capital up to Rs. 1 Lakh	481377	4.6423
	Having Nominal Share Capital in excess of Rs. 1 Lakh	2405824	23.2015
	Others	00.00	00.00
	NRI's	11818	0.1140
	Clearing Member	00.00	00.00
	SUBTOTAL	6567190	63.33
	TOTAL	10369271	100.00

SHAREHOLDING OF NON-EXECUTIVE DIRECTORS

Name of the Directors	No. of Shares
Mrs. Asha Khadaria	407203
Mr. Krishan Khadaria	714564
Mr. Manoj Bhatia	Nil

ADDRESS FOR CORRESPONDENCE

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

By and on behalf of the Board
for Pearl Agriculture Limited

Krishan Khadaria
Director

Manoj Bhatia
Director

Place: Mumbai

Dated: 29th May, 2013

Declaration of compliance with the Code of conduct as provided in Clause 49 of the Listing Agreement with the Exchanges

The Company has obtained from all the members of the Board and Senior Management affirmation that they have complied with the Code of Business conduct and Ethics for Directors and Senior Management in respect of the financial year 2012-2013.

By and on behalf of the Board
for Pearl Agriculture Limited

Krishan Khadaria
Director

Place: Mumbai

Dated: 29th May, 2013

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

**To
Member,
Pearl Agriculture Limited**

We have examined the compliance of the conditions of Corporate Governance procedures implemented by Pearl Agriculture Limited for the year ended 31st March, 2013, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchange of India.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance (as stipulated in Clause 49 of the listing agreement), issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanation given to us, and the representations made by the directors and the management, we hereby certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above-mentioned Listing Agreement during the year 2012-13.

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

For CPM & Associates.
Chartered Accountants

Chandra Prakash Maheshwari
Partner
Mem. No. : 036082

Place : Mumbai
Date : 29th May , 2013

INDEPENDENT AUDITORS' REPORT

**TO THE MEMBERS OF
PEARL AGRICULTURE LIMITED.**

Report on the Financial Statements

We have audited the accompanying financial statements of **M/S PEARL AGRICULTURE LIMITED ("the Company")**, which comprise the Balance Sheet as at 31st March, 2013, the Statement of Profit and Loss Account and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India including Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

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

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

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

Opinion

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

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2013;
- (b) in the case of the Statement of Profit and Loss Account, of the Loss for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by The Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of Section 227(4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
2. As required by Section 227(3) of the Act, we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit & Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement comply with the Accounting Standards referred to in section 211 (3C) of Act 1956;
 - e. On the basis of the written representations received from the Directors as on 31st March 2013 taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2013 from being appointed as a Director in terms of Section 274(1)(g) of the Companies Act, 1956.

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

Place: Mumbai
Dated: 29th May, 2013

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

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

- (i) In respect of its fixed assets:
 - a) The Company has generally maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
 - b) All the assets have been physically verified by the Management in accordance with a phased programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
 - c) No substantial part of fixed assets has been disposed off during the year, which has a bearing on the going concern assumption.
- (ii) In respect of its inventories:
 - a) The inventories have been physically verified by the management during the year at reasonable intervals.
 - b) The procedures of physical verification of the inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business
 - c) The Company has maintained proper records of its inventories. No material discrepancies were noticed on physical verification as compared to book records.
- (iii) In respect of the loans, secured or unsecured, granted or taken by the company to/from companies, firms or other parties covered in the register maintained under section 301 of the companies Act, 1956:

The Company has granted unsecured loans to 1 company, covered in the register maintained u/s 301 of the Companies Act, 1956 on call basis. The maximum amount outstanding during the year was Rs. 3.90 lacs and the year-end balance was NIL .

 - a) The said loan is interest free. Other terms and conditions of such loans is prima facie not prejudicial to the interest of the Company.
 - b) In view of our comments in para (iii)(a) and (b) above, clauses 4(iii)(c) and (d) of the said Order are not applicable.

- d) The Company has taken unsecured loans from one company covered in the register maintained under Section 301 of the Companies Act, 1956 on call basis. The maximum amount outstanding during the year was Rs. 726.88 lacs and the year-end balance was Rs. 596.88.
 - e) The said loans are interest free. Other terms and conditions on which the loans have been taken are prima facie, not prejudicial to the interest of the Company;
 - f) In view of our comments in para (iii) (d) & (e) above, clauses 4 (iii) (g) of the said Order is not applicable.
- (iv) In our opinion the internal control systems in respect of purchase of fixed assets and inventory and sale of goods and services needs to be strengthened considering the size of the Company and the nature of its business. We have not observed continuing failure to correct any major weaknesses in internal control system of the company.
- (v) a. The particulars of contracts or arrangements referred to in Section 301 of the Companies Act, 1956 that needs to be entered into the register maintained under that section have been so entered.
- b. The transactions made in pursuance of such contracts or arrangements have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- (vi) The Company has not accepted any deposits from the public.
- (vii) The Company does not have a formal internal audit system commensurate with its size and nature of business but its financial and other internal checks, ensures proper recording of financial transactions.
- (viii) The Central Government has not prescribed for maintenance of cost records under Section 209(1)(d) of the Companies Act, 1956 for the Company.
- (ix) a) In our opinion and according to the information and explanations given to us, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Customs Duty, Excise Duty and cess
 b) with the appropriate authorities.
 According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, sales tax, customs duty, excise duty and cess were in arrears, as at 31st March, 2012 for a period of more than six months from the date they became payable.

- c) According to the information and explanations given to us there are no dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and Cess which have not been deposited on account of any dispute.
- (x) The Company does not have accumulated losses as at the end of the financial year and has not incurred cash losses during the financial year and the immediately preceding financial year.
- (xi) In our opinion and according to the information and explanation given to us, the Company has not defaulted in repayment of dues to any financial institution or bank.
- (xii) The Company has not granted loan and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) The provisions of any special statute applicable to chit fund, nidhi or mutual benefit fund / societies are not applicable to the Company.
- (xiv) The Company has maintained proper records of transactions and contracts in respect of dealing in shares and timely entries have been made therein. All the shares have been held by the Company in its own name except to the extent of exemption granted under section 49 of the Act.
- (xv) The Company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xvi) To the best of our knowledge and belief and according to the information and explanations given to us, term loans availed by the company were, prima facie, applied by the company during the year for the purposes for which the loans were obtained.
- (xvii) According to the information and explanations given to us and on an overall examination of balance sheet of the company, funds raised on short-term basis have not been used for long-term investments.
- (xviii) The Company has not made any preferential allotment of shares to parties covered in the register maintained under Section 301 of the Act during the year.
- (xiv) The Company has not issued any debentures during the year.
- (xx) The Company has not raised money through a public issue during the year.

- (xxi) According to the information and explanation given to us, no fraud on or by the Company has been noticed or reported by the Company during the course of audit.

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

Place: Mumbai
Dated: 29th May, 2013

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

BALANCE SHEET AS AT 31ST MARCH, 2013

	NOTE NO.		AS AT 31.03.2013	AS AT 31.03.2012
(Amount in Rupees)				
EQUITY AND LIABILITIES :				
SHARE HOLDER'S FUND :				
Share Capital	1	103692710		500000
Reserves & Surplus	2	1247708		0
			104940418	500000
CURRENT LIABILITIES :				
Short Term Borrowing	3	59688377		0
Trade Paybles	4	13556118		0
Other Current Liabilities	5	110637		15281
Short Term Provisions	6	240000		0
			73595132	15281
TOTAL			178535550	515281
ASSETS :				
NON-CURRENT ASSETS				
Pre Operative Expenses	7	0		15589
Long-Term Loans and Advances	8	93725000		0
Deferred Tax Assets	9	231078		0
			93956078	15589
CURRENT ASSETS				
Trade receivables	10	79302130		0
Cash & cash equivalent	11	5263858		85192
Short Term Loans & Advances	12	13484		390000
Other Current Assets:				
Un-Amortised Expenses		0		24500
			84579472	499692
TOTAL			178535550	515281

SIGNIFICANT ACCOUNTING POLICY :

NOTES ON FINANCIAL

STATEMENTS :

1 TO 24

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

For and on behalf of the board of directors
for Pearl Agriculture Limited

C.P. MAHESHWARI
Partner
Mem No. 36082
Place : Mumbai
Dated : 29th May, 2013

Krishan Khadaria
Director

Manoj Bhatia
Director

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH ,2013

	NOTE NO.	FOR THE YEAR ENDED 31.03.2013
INCOME :		
Revenue from operation	13	400860057
Total revenue		400860057
EXPENSES :		
Purchases of Stock -in -trade	14	397999926
Employee Benefits Expenses	15	341694
Other Expenses	16	2017962
Total expenses		400359582
Profit before tax		500475
Tax Expenses		
Current Tax		390000
Deferred Tax		(231078)
		158922
Profit after tax		341553
Earning per share		
Basic	17	0.11
Diluted		0.11

**SIGNIFICANT ACCOUNTING POLICY
NOTES ON FINANCIAL
STATEMENTS**

1 TO 24

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

For and on behalf of the board of directors
for Pearl Agriculture Limited

C.P. MAHESHWARI
Partner
Mem No. 36082
Place : Mumbai
Dated : 29th May, 2013

Krishan Khadaria
Director

Manoj Bhatia
Director

Cash Flow Statement for the year ended 31st March, 2013

Sr. No. Particulars	Amount (Rs.)	
	For the year ended 31.03.2013	For the year ended 31.03.2012
A. Cash Flow from Operating Activities:		
Net profit before tax & extra ordinary items	500475	0
Adjustment for:		
- Share Issue Expenses	919193	0
- Preliminary & Pre-operative Expenses witten off	40089	0
Operating profit before working capital changes	<u>1459757</u>	<u>0</u>
Adjustment for:		
Loans & Advances	(93348484)	(390000)
Trade Receivables	(79302130)	0
Other Current Assets	0	0
Trade Payables	13891474	15281
	<u>(158759140)</u>	<u>(374719)</u>
Cash Generated from Operations	(157299383)	(374719)
Taxes Paid	(390000)	0
Extra Ordinary Item	0	0
Net Cash from Operating activities	<u>(157689383)</u>	<u>(374719)</u>
B. Cash Flow From Investing Activities:		
Interest received	0	0
Net Cash from Investing activities	<u>0</u>	<u>0</u>
C. Cash Flow From Financing Activities:		
Share Issue Expenses	(919193)	(40089)
Proceeds From issue of shares	103192710	500000
Transfer of Capital Reserve on demerger	906155	0
Proceeds of Short term borrowings	59688377	0
Net Cash from Financing activities	<u>162868049</u>	<u>459911</u>
Net increase in Cash and Cash Equivalents	5178667	85192
Cash & Cash Equivalents (Opening)	<u>85192</u>	<u>0</u>
Cash & Cash Equivalents (Closing)	<u><u>5263858</u></u>	<u><u>85192</u></u>

Note :

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

Particulars	Amount (Rs.)	
	As at '31-03-2013	As at '31-03-2012
Cash in Hand	507977	75346
Balances with Banks	4755881	9846
Total	<u><u>5263858</u></u>	<u><u>85192</u></u>

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

As per our report of even date attached

For CPM & Associates

Chartered Accountants

Firm Reg. No. 114923W

C.P. MAHESHWARI

Partner

Mem No. 36082

Place: Mumbai

Dated : 29th May 2013

For and on behalf of the board of directors

Krishan Khadaria

Director

Manoj Bhatia

Director

SIGNIFICANT ACCOUNTING POLICIES :

1. Basis of Accounting

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

2. Use of Estimates

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

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

3. Revenue Recognition

Profits or Losses from Stock-in-trade are recognized on trade date on "First-in-first-out" basis.

4. Miscellaneous Expenditure:

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

5. Inventories

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

6. Employee Benefits

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

7. Provisions and Contingent Liabilities

- a) Provisions are recognized in terms of Accounting Standard 29- "Provisions, Contingent Liabilities and Contingent Assets issued by The Institute of Chartered Accountants of India (ICAI), when there is a present legal or statutory obligation as a result of past events where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made.

- b) Contingent Liabilities are recognized only when there is a possible obligation arising from past events due to occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or where reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for.
- c) Contingent Liabilities are disclosed by way of notes.

8. Accounting for Taxation of Income :

Current Taxes

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

Deferred Taxes

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

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013

NOTE PARTICULARS NO.	AS AT 31.03.2013	AS AT 31.03.2012
	(Amount in Rupees)	
1 SHARE CAPITAL :		
Authorised Capital: 10370000 (50000) Equity Shares of Rs. 10/- each	103700000	500000
Issued, Subscribed & Paid up Capital : 10369271 (50000) Equity Shares of Rs. 10/- each fully paid-up	103692710	500000
	103692710	500000

- 1.1. The reconciliation of number of shares outstanding and the amount of share capital as at March 31, 2013 and March 31, 2012 is set out below :

Particular	As at March 31, 2013		As at March 31, 2012	
	Numbers	Amount	Numbers	Amount
Number of share at the beginning	50000	500000	NIL	NIL
year	10369271	103692710	50000	500000
Less: Cancelled during the year due to demerger	50000	500000	NIL	NIL
Number of share at the end	10369271	103692710	50000	500000

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

Particular	As at March 31, 2013		As at March 31, 2012	
	Number of Shares	%	Number of Shares	%
Krishan Khadaria	714564	6.89%	10000	20.00%
Asha Khadaria	407203	3.93%	10000	20.00%
M/s. Kasturi Overseas Pvt. Ltd.	767146	7.40%	0	0.00%
M/s Navyug Telefilms Pvt. Ltd.	747864	7.21%	0	0.00%
M/s Octopus Infotel Pvt.Ltd.	571595	5.51%	0	0.00%
M/s. Attribute Shares and Securities Pvt. Ltd.	367003	3.54%	10000	20.00%
M/s Forever Flourishing Finance & Investments Pvt. Ltd.	43121	0.42%	5000	10.00%
M/s Kashish Multitrade Pvt. Ltd.	31685	0.31%	5000	10.00%
M/s Laxmiramuna Investments Pvt. Ltd.	0	0.00%	5000	10.00%
M/s Vibhuti Properties Pvt. Ltd.	0	0.00%	5000	10.00%

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

Particular	As at 31.03.2013	As at 31.03.2012
Equity shares with Voting Rights: Fully paid up issued pursuant to Scheme of demerger sanctioned u/s 391 to 394 by the High Court.	10369271	0
	10369271	0

NOTE PARTICULARS NO.	AS AT 31.03.2013	AS AT 31.03.2012
	(Amount in Rupees)	
2 RESERVES & SURPLUS:		
Capital Reserve		
Opening Balance	0	0
Add:Additions during the year:		
Transfer from Nouveau Global Venture Ltd. on demerger	906155	0
A	<u>906155</u>	<u>0</u>
Profit & Loss Account		
Opening Balance	0	0
Add: Profit for the Year	341553	0
B	<u>341553</u>	<u>0</u>
(A+B)	<u>1247708</u>	<u>0</u>
3 SHORT-TERM BORROWING (Unsecured)		
Loans and advances from related parties:	59688377	0
	<u>59688377</u>	<u>0</u>
4 TRADE PAYABLES:		
Micro,Small and Medium Enterprises	0	0
Others	13556118	0
	<u>13556118</u>	<u>0</u>
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		
5 OTHER CURRENT LIABILITIES:		
Other Payables:		
Statutory Remmitances	12676	0
Others	97961	15281
	<u>110637</u>	<u>15281</u>
6 SHORT TERM PROVISIONS:		
Provision for Tax (Net of Advance Tax)	240000	0
	<u>240000</u>	<u>0</u>
7 PRE-OPERATIVE EXPENSES:		
Auditors Remuneration:		
For Audit	0	11236
For Certification	0	4045
Bank Charges	0	154
General Expenses	0	154
	<u>0</u>	<u>15589</u>
8 LONG-TERM LOANS & ADVANCES (Unsecured Considered Good)		
Capital Advances(Against Property)	2500000	0
Security Deposits	25000	0
Other Loans & Advances	9120000	0
	<u>93725000</u>	<u>0</u>

NOTE PARTICULARS NO.	AS AT 31.03.2013	AS AT 31.03.2012
	(Amount in Rupees)	
9 DEFERRED TAX ASSETS: Disallowance u/s 35D of the Income Tax Act,1961	231078	0
	231078	0
10 TRADE RECEIVABLES: (Unsecured, considered good) Outstanding for a period exceeding six months Others	47821740 31480390	0 0
	79302130	0
11 CASH & CASH EQUIVALENTS: Cash on Hand Balances with scheduled banks In current accounts	507977 4755881	75346 9846
	5263858	85192
12 SHORT TERM LOANS & ADVANCES: (Unsecured Considered Good) Loans and advances to related parties Prepaid Expenses	0 13484	390000 0
	13484	390000
13 REVENUE FROM OPERATIONS: Sales of Agricultural Products	400860057	0
	400860057	0
14 PURCHASES OF STOCK-IN-TRADE: Agricultural Products	397999926	0
	397999926	0
15 EMPLOYEE BENEFITS EXPENSES: Salaries and Bonus Conveyance Allowance	315000 26694	0 0
	341694	0
16 OTHER EXPENSES: Annual Listing Fees Auditors Remuneration Service Tax Bank Charges Compliance & Legal Expenses Filing Fees Internet Charges Office Expenses Office Rent Share Issue Expenses Pre-operative Expenses written Preliminary Expenses written off Legal & Professional Fees Publishing Charges Postage & Courier Cahrges Printing & Stationery Telephone Charges Travelling Expenses Vat Registration Charges	67416 50000 6180 146424 197889 9900 1100 89144 123000 919193 15589 24500 80000 89943 6273 20148 27987 138276 5000	0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0
	2017962	0

NOTE PARTICULARS NO.	AS AT 31.03.2013	AS AT 31.03.2012
	(Amount in Rupees)	
17 Earnings Per Share(EPS)		
(i) Net Profit after tax as per statement of Profit and Loss attributable to Equity Shareholders	341553	0
(ii) Weighted Average number of equity shares used as denominator for calculating EPS	3124986	50000
(iii) Basic Earning Per Share (in Rs.)	0.11	0
(iv) Diluted Earning Per Share (In Rs.)	0.11	0
(v) Face value per share	10	10
Note:		
The Company does not have any dilutive potential equity shares. Consequently the basic and diluted earning per share of the company remain the same.		
18	In the Opinion of the Board, the Current assets, loans and advances are approximately of the value stated if realised in the ordinary course of business. The provisions for all known liabilities are	
19	NIL	NIL
20 Payment to Auditors includes payment for :		
Audit Fees	35000	10000
Tax Audit fees	15000	0
Certification and Other Services	0	3600
	50000	13600

21 **Related Party Disclosures**

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

a) Key Management Personnel

Mr. Krishan Khadaria
Director

b) Shareholder's of the company

Mr. Krishan Khadaria

c) Name of the enterprises having same Key Management Personnel and/or their relatives as the reporting enterprise with whom the Company has entered into transactions during the year.

Nouveau Global ventures Limited
Aastha Broad Casting Network Limited
Ambit Multitrade Private Limited
Ashadeep Multitrade Private Limited
Attribute Shares & Securities Private Limited
Automagical Software Private Limited
Basic Real Estate Private Limited
Betterhomes Buildcon Private Limited
Coronation Polymers Limited
Forever Flourishing Finance and Investment Private Limited
Golden Medwos Export Private Limited
Hilton Vyaper Private Limited
limited
Kasturi Overseas Private Limited
Laxmiramuna Investments Private Limited
Mitesh Polypack Private Limited
Mumbadevi Finance & Investment Company Private
Navyug Telefilm Private Limited
Omni Strategic Managements Consaltants Private
ONA Farms Private Limited
Pearl Arcade Consultant Private Limited
Pearl Arcade Amusement Private Limited
Pearl Arcade Canteens and Caterers Private Limited
Pearl Arcade Property Developers Private Limited
Pearl Arcade Trading Private Limited
Pearl Electronics Limited
Perfect Square Multimedia Private Limited
Safal Investment Limited
Spectrum Venture Private Limited
Subhkam Multimedia Private Limited
Sukaniya Properties Private Limited
Suman multitrade Private Limited
Thai Malai Golf Resort & SPA Private Limited
Vibhuti Properties Private Limited
K.K.Khadria & Co.
Global Enterprises

NOTE PARTICULARS NO.	AS AT 31.03.2013	AS AT 31.03.2012
-------------------------	---------------------	---------------------

(Amount in Rupees)

Nature of Transactions	(Previous years figures in bracket) (Rs. In Lacs)	
	In relation to (a) above	In relation to (b) above
Unsecured Loan taken		1467.78 (NIL)
Repayment of Loan taken		870.90 (NIL)
Amount Outstanding as on 31st March, 2013		
Loans & Advances		NIL (3.90)
Unsecured Loan		596.88 (NIL)

22 Segment reporting (AS - 17):

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

23 **Foreign Currency Transactions:**

Value of Imports on CIF Basis:	0	0
Expenditure in Foreign Currency:	0	0
Earning in Foreign Currency:	0	0

24 Pursuant to the scheme of Arrangement (Scheme) approved by the Hon'able High Court of Bombay, all the assets and liabilities of the Agriculture division of Nouveau Global Ventures Limited (Demerged Company) have been transferred to and vested in the company at their respective book values on a going concern basis from 1st October 2011 being the appointed date. As per the scheme, appointed date as approved by the Hon'able High court is 1st Octobe 2011 and effective date is 9th October 2012 being the date on which the certified copy of the order sactioning the said scheme is filed with the Registrar of Comapnies, Maharashtra in accordance with the companies Act,1956. In view of this Previous period figures are not comparable with Current year's figure.

24.1 Previous period's figures are not provided in the Statement of Profit and loss as the same has been prepared first time since the incorporation of the company.

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

For and on behalf of the board of directors
for Pearl Agriculture Limited

C.P. MAHESHWARI
Partner

Krishan Khadaria
Director

Manoj Bhatia
Director

Mem No. 36082

Place : Mumbai

Dated : 29th May, 2013

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Pearl Agriculture Limited

401/A, Pearl Arcade, Opp. P. K. Jewellers, Dawood Baug Lane, Off J. P. Road, Andheri (West), Mumbai - 400 058
Fax: 26781187 Website: www.pearl-agriculture.com

ATTENDANCE SLIP

Please complete this Attendance Slip and hand it over at the entrance of the meeting hall

Ledger Folio/DP & Client ID No.:	No. of Shares held:
Name:	
Address:	

I hereby record my presence at the **Annual General Meeting** of the Company held on Monday 30th September, 2013 at 11:00 a.m. at Conference Room, Axis Bank, Springfield's, Lokhandwala Complex, Andheri (West), Mumbai - 400 053

Signature of Shareholder/Proxy:
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Pearl Agriculture Limited

401/A, Pearl Arcade, Opp. P. K. Jewellers, Dawood Baug Lane, Off J. P. Road, Andheri (West), Mumbai - 400 058
Fax: 26781187 Website: www.pearl-agriculture.com

PROXY FORM

I/We of being a member of Pearl Agriculture Limited, hereby appoint of or failing him of as my/our proxy, to attend and vote for me/us and on my/our behalf at the **Annual General Meeting** of the Company to be held on Monday 30th September, 2013 at 11.00 a.m. at Conference Room, Axis Bank, Springfield's, Lokhandwala Complex, Andheri (West), Mumbai - 400 053 and/or at any adjournment thereof.

Signed this day of, 2013

Affix Rs1/- Revenue Stamp

(Signature of the Shareholder across the stamp)

Ledger Folio / DP & Client ID No.	No. of shares held
Name:	
Address	

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself, and a proxy need not be a Member.
2. A One Rupee Revenue Stamp should be fixed to this and it should then be signed by the Member.
3. The instrument appointing the proxy and the power of attorney or other authority, if any, under which it is signed, or a copy of that power of authority duly certified by a notary or other proper authority, shall be deposited at the Registered Office of the Company not later than forty-eight hours before the time for the holding of the Meeting, in default, the instrument of proxy shall not be treated as valid.

BOOK POST

If undelivered, please return to:

Pearl Agriculture Limited

401/A, Pearl Arcade, Opp. P. K. Jewellers,
Dawood Baug Lane, Off J. P. Road,
Andheri (West), Mumbai - 400 058
Tel.: 26778155 / 26797750 / 32459097
Email id: pearlagriculture@gmail.com

PEARL AGRICULTURE LIMITED

401/A, Pearl Arcade, Daut Baug Lane, Off J. P. Road, Opp. P. K. Jewellers, Andheri (West), Mumbai - 400 058
Tel.: 26778155 / 26797750 / 32459097. Fax: 26781187. Email: contact@pearl-agriculture.com

FORM A

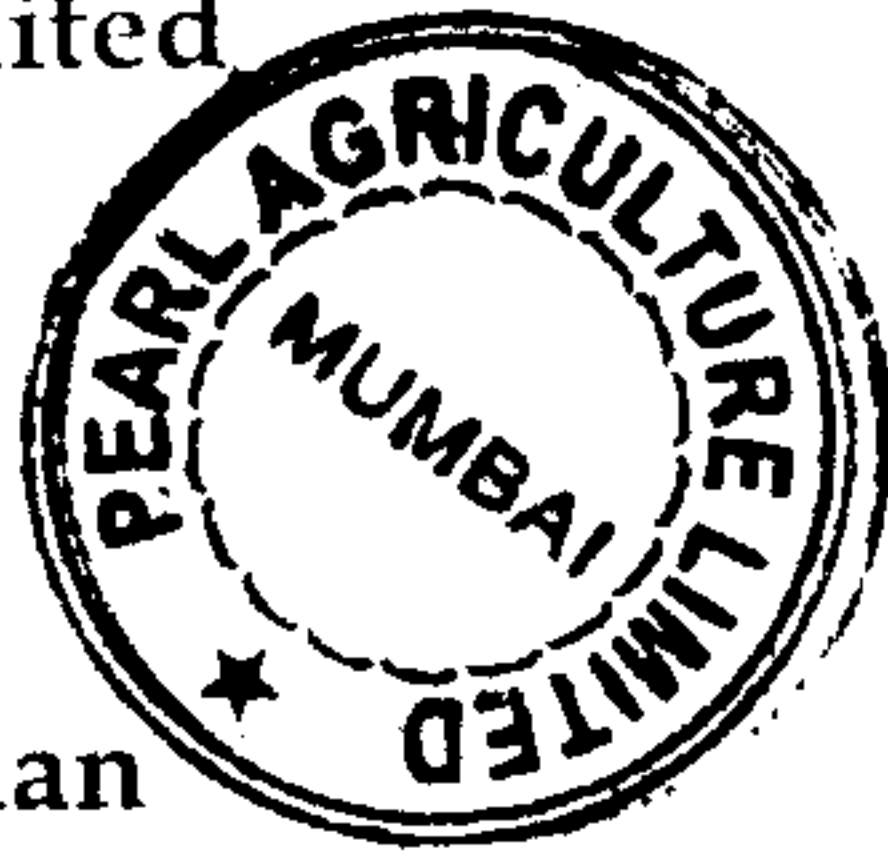
Pursuant to clause 31(a) of Listing Agreement

1.	Name of Company	Pearl Agriculture Limited
2.	Annual Financial Statements for the year ended	31 st March, 2013
3.	Type of Audit Observation	Unqualified
4.	Frequency of Observation	N.A.

For Pearl Agriculture Limited

M. Bhatia

Manoj Bhatia
Audit Committee Chairman



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

C.P. Maheshwari

C.P. Maheshwari
Partner
Mem No. 36082