

PEARL AGRICULTURE LIMITED

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

Tel.: 26778155 / 26797750 / 32459097 Fax: 26781187 CIN: L01403MH2011PLC221387

Email: pearlagriculture@gmail.com Website: www.pearl-agriculture.com

NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting of the members of the Company will be held on Friday, 18th day of July, 2014, at 10:00 a.m. at 401/A, Pearl Arcade, Opp. P. K. Jewellers, Dawood Baug Lane, Off. J. P. Road, Andheri (W), Mumbai – 400058 to transact the following business:

SPECIAL BUSINESS:

1. SUB- DIVISION (STOCK SPLIT) OF EQUITY SHARES OF THE COMPANY FOR RS. 10/- (RUPEES TEN ONLY) EACH TO RE. 1/-(RUPEE ONE ONLY) EACH

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 61 of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013, and the provisions of the Memorandum and Articles of Association of the Company and subject to the approval(s), consent(s), permission(s), sanction(s), if any, as may be necessary from the appropriate statutory authority(ies), the consent of the shareholders be and is hereby accorded for sub-dividing the equity shares of the Company, such that each equity share having nominal value of Rs.10/- (Rupees Ten Only) each be sub-divided into 10 (Ten) Equity Shares having nominal value of Re. 1/- (Rupee One Only) each fully paid-up.”

“RESOLVED FURTHER THAT pursuant to the Sub-division of equity shares of the Company, the Authorized, Issued, Subscribed and Paid-up Equity Share Capital of nominal value of Rs. 10/- (Rupees Ten Only) each, shall stand sub-divided into 10 (Ten) Equity Shares of nominal value of Re. 1/- (Rupee One Only) each.”

“RESOLVED FURTHER THAT upon sub-division of equity shares as aforesaid, the existing share certificates of the equity shares of the face value of Rs. 10/- (Rupees Ten Only) each both in the electronic form and in the physical form shall be deemed to have been automatically cancelled and be of no effect on and from the record date (to be decided by the Board of Directors) and the Company may without requiring the surrender of the old share certificates, directly use and dispatch the new share certificates of the Company, in lieu of such old share certificates and give proportionate credit of shares, wherever required to those shareholders in demat form.”

“RESOLVED FURTHER THAT Mr. Krishan Khadaria, and/or Mr. Manoj Bhatia, Directors of the Company be and are hereby jointly/severally authorized to do, perform and execute 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 fixing of the record date as per the requirement of the Listing Agreement, execution of all necessary documents with the Stock Exchanges and the Depositories, and/or any other relevant statutory authority, if any, cancellation or rectification of the existing physical share certificates in lieu of the old certificates and to settle any question or difficulty that may arise with regard to the sub-division of the equity shares as aforesaid or for any matters connected herewith or incidental hereto.”

2. ALTERATION OF MEMORANDUM OF ASSOCIATION

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 13 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, the consent of the Shareholders be and is hereby accorded to alter the Memorandum of Association.”

“RESOLVED FURTHER THAT the Existing Clause V of the Memorandum of Association of the Company, be and is hereby deleted and substituted with the following:

V. The Authorized Share Capital of the Company is Rs. 23,00,00,000/- (Rupees Twenty Three Crores only) divided into 23,00,00,000 (Twenty Three Crores) Equity Shares of Re. 1/- (Rupees One Only) each with the power of the Company to increase or reduce from time to time its capital and to issue any shares in the equity capital and attach to any class of such shares any preference, right, privileges or priorities in payment of dividend or distribution of assets or other matter or to subject the same to any restriction limitation or conditions and to vary regulation of the company as may be necessary to give effect to the same.”

“RESOLVED FURTHER THAT Mr. Krishan Khadaria, Director and/or Mr. Manoj Bhatia, Directors of the Company be and are hereby jointly/severally authorized to do perform and execute all such acts, matters, deeds and things as it may consider necessary, expedient, usual or proper to give effect to this resolution, including but not limited to filling of necessary forms with the Registrar of the companies and to comply with all other requirements in this regards and for any matter connected herewith or incidental hereto.”

By Order of the Board of Directors

Date: 5th June, 2014

Place: - Mumbai

**SD/-
Krishan Khadaria
Director
DIN: 00219096**

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY AND SUCH PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF MEETING**
2. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business under Item no. 1&2 set out above.

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

As required under Section 102 of the Companies Act, 2013, the following explanatory statement sets out the matter in relation to the Special Business mentioned in the accompanying notice:

ITEM NO.1:

The Equity Shares of your Company are listed on the Bombay Stock Exchange Limited (BSE Ltd.).

In order to improve the liquidity of the Company's shares at the stock exchange with higher floating stock in absolute numbers and to make it more affordable for the small retail investors having interest, able to invest in the Company's equity shares, the Board of Directors of the Company (the Board) at its meeting held on 5th June, 2014 has recommended it is desirable to sub-divide (split) the nominal value of each Equity Share having a present face value Rs. 10/- (Rupees Ten Only) each into 10 (Ten) Equity Shares of Re. 1/- (Rupee One Only) each, subject to the approval of the Members and all concerned Statutory Authority(ies).

The shareholders may please note that presently the nominal value of each equity share of the Company is Rs.10/- (Rupees Ten Only) per share and consequent upon the sub-division it is being divided into 10 (Ten) equity shares of Rs. 1/- (Rupee One Only) each. The date on which this sub-division would become effective, will be decided by the Board after obtaining the shareholder's approval, which will be notified through the Stock Exchanges.

As per the provisions of Section 61 of the Companies Act 2013, approval of the Shareholders is required for sub-division of shares. Therefore, the said resolution is being put up before you for your approval.

Your Directors recommend the above Resolution for your approval.

None of the Directors of the Company are in any way interested in the Resolution, except of their shareholding and the shareholding of their relatives in the Company.

ITEM NO.2:

The existing Clause V of Memorandum of Association specifies the present Authorized Share Capital of your Company. In view of sub-division in the nominal value of the equity shares from Rs. 10/- (Rupees Ten Only) per share to Re. 1/- (Rupee One Only) per share, the present Clause V of the Memorandum of Association is required to be altered to reflect the sub-division of the equity shares.

A copy of the existing Memorandum and Articles of Association as well as the specimen of the amended Memorandum and Articles of Association of the Company is available for inspection by members at the Registered Office of the Company on any working day during working hours between 11a.m. to 1 p.m.

As per the provisions of Section 13 of the Companies Act, 2013, approval of the Shareholders is required for amending the Memorandum of Association of the Company. Accordingly, this resolution is being put before the shareholders for their permission on the same.

Your Directors recommend the above Resolution for your approval.

None of the Directors of the Company are in any way interested in the Resolution, except to the extent of their shareholding and the shareholding of their relatives in the Company.

By Order of the Board of Directors

Date: 5th June, 2014
Place: Mumbai

SD/-
Krishan Khadaria
Director
DIN: 00219096

PEARL AGRICULTURE LIMITED

401/A, Pearl Arcade, Opp. P. K. Jewellers, Dawood Baug Lane, Off J. P. Road, Andheri (W), Mumbai – 400058
Tel.: 26778155 / 26797750 / 32459097 Fax: 26781187 CIN: L01403MH2011PLC221387
Email: pearlagriculture@gmail.com Website: www.pearl-agriculture.com

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Management and Administration Rules, 2014]

CIN : L01403MH2011PLC2213
Name of the Company : **Pearl Agriculture Limited**
Registered Office : 401/A, Pearl Arcade, Opp. P. K. Jewellers,
Dawood Baug Lane, Off. J. P. Road,
Andheri (W), Mumbai – 400058

Name of the member(s) :
Registered Address :
Email ID :
Folio No./Client ID/DP ID :

I/We, being the member(s) of shares of the above named Company, hereby appoint:

- 1) Name : Address :
Email ID: Signature : or failing him
- 2) Name : Address:
Email ID: Signature: or failing him
- 3) Name: Address:
Email ID: Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra – Ordinary General Meeting of the Company, to be held on **Friday, July 18, 2014** at **10:00 a.m.** at 401/A, Pearl Arcade, Opp. P. K. Jewellers, Dawood Baug Lane, Off. J. P. Road, Andheri (W), Mumbai – 400058 and at any adjournment thereof in respect of such resolutions as are indicated below:

Special business

1. Sub- Division (Stock Split) of Equity Shares of the Company for Rs. 10/- (Rupees Ten Only) Each to Re. 1/- (Rupee One Only) Each
2. Alteration of Memorandum of Association

Signed this day of 2014.

.....
Signature of shareholder

Signature of Proxy holder(s)

Affix 15 paise
Revenue
Stamp

Notes:

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commence of the meeting.

Notwithstanding the above the Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.