

PEARL AGRICULTURE 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: 26781187CIN: L1403MH2011PLC221387

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

Date: 1st October, 2015

To,
Dept. of Corporate Services
BSE Ltd.
 Phiroze Jeejeebhoy Towers,
 Dalal Street, Mumbai – 400 001

Dear Sir, Ma'am

Re.: Scrip Code-535204

Sub: Disclosure as per Clause 35A of the Listing Agreement

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

Date of the AGM: 30th September, 2015

Total number of shareholders on record date: 1487

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	22	5	27
Total	29	9	38

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 4th Annual General Meeting of the Company, Agenda-wise, are furnished below:



Resolution 1:

Adoption of the audited Balance Sheet of the Company as at 31st March, 2015, Statement of Profit and Loss for the year ended on that date, and the Reports of the Board of Directors and Auditors thereon

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	30349350	30349350	100.00	30349350	0	100.00	0.00
Public - Institutional Holders	0	0	0.00	0	0	0.00	0.00
Public-Others	186468360	7632390	4.10	7632390	0	100.00	0.00
Total	216817710	37981740	17.99	37981740	0	100.00	0.00

Resolution 2:

Reappointment of Mr. Krishan Khadaria, who retires by rotation

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	30349350	23203710	76.46	23203710	0	100.00	0.00
Public - Institutional Holders	0	0	0.00	0	0	0.00	0.00
Public-Others	186468360	7632390	4.10	7632390	0	100.00	0.00
Total	216817710	30836100	14.70	37981740	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	30349350	30349350	100.00	30349350	0	100.00	0.00
Public - Institutional Holders	0	0	0	0	0	0.00	0.00
Public-Others	186468360	7632390	4.10	7632390	0	100.00	0.00
Total	216817710	37981740	17.99	37981740	0	100.00	0.00

Resolution 4:**Regularisation and Appointment of Ms. Madhumati Gawade as Non Executive Director****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	30349350	30349350	100.00	30349350	0	100.00	0.00
Public - Institutional Holders	0	0	0	0	0	0.00	0.00
Public-Others	186468360	7632390	4.10	7632390	0	100.00	0.00
Total	216817710	37981740	17.99	37981740	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	30349350	0	0	0	0	0.00	0.00
Public - Institutional Holders	0	0	0	0	0	0.00	0.00
Public-Others	186468360	7629880	3.52	7629880	0	100.00	0.00
Total	216817710	7629880	3.52	7629880	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	30349350	0	0	0	0	0.00	0.00
Public - Institutional Holders	0	0	0	0	0	0.00	0.00
Public-Others	186468360	7629880	3.52	7629880	0	100.00	0.00
Total	216817710	7629880	3.52	7629880	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 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	30349350	30349350	100.00	30349350	0	100.00	0.00
Public - Institutional Holders	0	0	0.00	0	0	0.00	0.00
Public-Others	186468360	7632390	4.10	7632390	0	100.00	0.00
Total	216817710	37981740	17.99	37981740	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	30349350	30349350	100.00	30349350	0	100.00	0.00
Public - Institutional Holders	0	0	0.00	0	0	0.00	0.00
Public-Others	186468360	7632390	4	7632390	0	100.00	0.00
Total	216817710	37981740	17.99	37981740	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 AGRICULTURE LIMITED


Krishan Khadavla
Director
DIN: 00219096



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

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

To,
The Chairman
4th Annual General Meeting of
Pearl Agriculture Limited
401/A, Pearl Arcade,
Opp. Daut Baug Lane,
Off J.P. Road, Andheri (W),
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 4th Annual General Meeting (AGM) of the Equity Shareholders of PEARL AGRICULTURE LIMITED held on Wednesday, the 30th day of September, 2015 at 11.00 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 AGRICULTURE LIMITED** (the Company) at their meeting held on 28th August, 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 4th 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 30th September, 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, 27th September, 2015 (10:00 a.m. IST) to Tuesday, 29th September, 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 1st October, 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 4th 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 1st October, 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 (as per the data generated by CDSL) 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
A. Ordinary Business:					
1. Adoption of the audited Balance Sheet of the Company as at 31st March, 2015, Statement of Profit and Loss for the year ended on that date, and the Reports of the Board of Directors and Auditors thereon- Ordinary Resolution	37981740	0	0	100	0.00
2. Reappointment of Mr. Krishan Khadaria, Director who retires by rotation- Ordinary Resolution	30836100	0	7145640	100	0.00
3. Appointment of M/s Bansal Bansal & Company in place of M/s. CPM & Associates as Auditors and fixing their remuneration- Special Resolution	37981740	0	0	100	0.00
B. Special Business:					
4. Regularisation and Appointment of Ms. Madhumati Gawade as Non Executive Director- Ordinary Resolution	37981740	0	0	100	0.00
4. Approval of Existing Material	7629880	0	30349350	100	0.00

the Companies Act, 2013 and Clause 49 of the Listing Agreement with Stock Exchanges- Special Resolution					
7. To approve Increase in Borrowing Powers of the Company under section 180[1(c)]- Special Resolution	37981740	0	0	100	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	37981740	0	0	100	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: 1st October, 2015
Place: Mumbai

Acknowledge received as same

Krishan Khadar
DIN: 00219096
Chairman of 4th AGM of
PEARL AGRICULTURE Limited

Date: 1st October , 2015
Place: Mumbai

