

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

July 07, 2014

Dear Shareholder,

Pursuant to Section 108 of the Companies Act, 2013 (" the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, **Pearl Agriculture Limited** ("the Company") of which you are a shareholder, is pleased to provide e-Voting facility to its Members through the e-Voting platform of CDSL. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-Voting on the Ordinary Resolution placed by the Company on the e-voting system, in respect of the business as set out in the Notice dated June 05, 2014. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-Voting. e-Voting is optional and Members shall have the option to vote either through e-Voting or in person at the Extra Ordinary General Meeting. The detailed procedure is mentioned below. For the aforesaid purpose, the Company has appointed Mr. Arvind Baid, a practicing Chartered Accountant as scrutinizer for scrutinizing e-Voting process in a fair and transparent manner.

Notice along with Explanatory Statement dated June 05, 2014 and instructions for e-voting can be downloaded from the website of the Company. Proxy form is annexed below.

Process and manner for e-Voting:

1. The voting period begins on July 14, 2014 at 09:30 AM ends on July 14, 2014 at 5.30 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. June 20, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
3. Click on "Shareholders" tab.
4. Now, select the "Pearl Agriculture Limited" from the drop down menu and click on "SUBMIT"
5. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
6. Next enter the Image Verification as displayed and Click on Login.
7. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
8. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details #	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

1. After entering these details appropriately, click on "SUBMIT" tab.
2. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
3. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
4. Click on the EVSN for Pearl Agriculture Limited.
5. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
6. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
7. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
8. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

9. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
10. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
11. Note for Institutional Shareholders
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user should be created who would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
12. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Yours faithfully,
For **Pearl Agriculture Limited**

Sd/-

Krishan Khadaria
Director
DIN: 00219096

This is a system generated Email and hence does not require signature. Please do not reply to this Email.

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REVISED PROXY FORM

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

CIN : L01403MH2011PLC221387
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.