

NOTICE

Notice is hereby given that the 23rd Annual General Meeting of the Members of the Pearl Global Industries Limited (Formerly House of Pearl Fashions Limited), will be held on Wednesday, 19th September, 2012 at 11:00 A. M. at Shri Sathya Sai International Centre, Pragati Vihar (Near Pragati Vihar Hostel), Lodhi Road, New Delhi-110 003, to transact the following businesses:

ORDINARY BUSINESS

- To receive, consider and adopt the Audited Balance Sheet as at March 31, 2012 and the Profit & Loss Account of the Company for the year ended on that date together with the Reports of Directors and Auditors thereon.
- To appoint a Director in place of Mr. Deepak Seth, who retires by rotation and being eligible, offers himself for re-appointment.
- To appoint a Director in place of Mr. Pulkit Seth, who retires by rotation and being eligible, offers himself for re-appointment.
- To appoint a Director in place of Mr. Chittrnanjan Dua, who retires by rotation and being eligible, offers himself for re-appointment.
- To appoint a Director in place of Mr. Rajendra K Aneja, who retires by rotation and being eligible, offers himself for re-appointment.
- To appoint M/s S. R. Dinodia & Co., Chartered Accountants, (Regn. No. 001478N), New Delhi, the retiring Auditors of the Company, as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

- To consider and if thought fit, to pass with or without modification(s) the following resolution as an ordinary resolution:

"RESOLVED THAT Mr. Anil Nayar, who was appointed by the Board as an additional Director with effect from 19th January, 2012 and who holds office upto the date of this Annual General Meeting and is eligible for appointment as Director and in respect of whom the company has received a notice in writing from a member pursuant to section 257 of the Companies Act, 1956, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

- To consider and if thought fit, to pass with or without modification(s) the following resolution as an ordinary resolution:

"RESOLVED THAT Mrs. Shefali Seth, who was appointed by the Board as an additional Director with effect from 19th January, 2012 and who holds office upto the date of this Annual General Meeting and is eligible for appointment as Director and in respect of whom the company has received a notice in writing from a member pursuant to section 257 of the Companies Act, 1956, proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

- To consider and if thought fit, to pass with or without modification(s) the following resolution as an ordinary resolution:

"RESOLVED THAT Mr. Vinod Vaish, who was appointed by the Board as an additional Director with effect from 19th January, 2012 and who holds office upto the date of this Annual General Meeting and is eligible for appointment as Director and in respect of whom the company has received a notice in writing from a member pursuant to section 257 of the Companies Act, 1956, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

- To consider and if thought fit, to pass with or without modification(s) the following resolution as a special resolution:

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 308, 309 and 310 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956, and subject to approval of Central Government, if required, consent of the company be and is hereby accorded to the appointment of Mrs. Shefali Seth as Whole-time Director of the Company for a period of three years commencing from 19th January, 2012 to 18th January, 2015.

RESOLVED FURTHER THAT the Company approves the following remuneration of Mrs. Shefali Seth:

Salary	: Rs.4.00 Lacs per month.
Car	: A Company maintained car for official purpose.
Mobile/Telephone	: A mobile for official purpose.
Provident Fund & Gratuity	: As per Company's rules.

RESOLVED FURTHER THAT Mrs. Shefali Seth, Whole-time Director shall be responsible for affairs of the Company with special focus on Design and Development of Products of the Company and also perform such other duties and services as shall from time to time be entrusted to her by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts and deeds as may be necessary to give effect to this Resolution.

- To consider and if thought fit, to pass with or without modification(s) the following resolution as a special resolution:

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 308, 309 and 310 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956, and subject to approval of Central Government, if required, consent of the company be and is hereby accorded to the appointment of Mr. Vinod Vaish as Whole-time Director of the Company for a period of three years commencing from 19th January, 2012 to 18th January, 2015.

RESOLVED FURTHER THAT the Company approves the following remuneration of Mr. Vinod Vaish:

Basic Salary	: 56,960/- per month
HRA	: 28,480/- per month
Spl. Allowance	: 14,530/- per month
Medical Reimbursement	: 15,000/- per annum
Mobile/Telephone	: A mobile for official purpose
Provident Fund	: As per Company's rules

He shall also be entitled for reimbursement of actual expenses for business of the Company.

RESOLVED FURTHER THAT Mr. Vinod Vaish, Whole-time Director shall be responsible for affairs of the Company with special focus on HR & Administration functions of the Company and also perform such other duties and services as shall from time to time be entrusted to him by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts and deeds as may be necessary to give effect to this Resolution.

By order of the Board of Directors
for PEARL GLOBAL INDUSTRIES LIMITED

Sd/-

(Sandeep Sabharwal)
Company Secretary

Place: Gurgaon.
Date: 29th May, 2012

Notes:

- A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED MUST REACH THE COMPANY'S REGISTERED OFFICE ATLEAST 48 HOURS BEFORE THE TIME OF THE MEETING.**
- The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, the 12th September, 2012 to Wednesday, the 19th September 2012 (both days inclusive).
- The relevant Explanatory Statements pursuant to Section 173 (2) of the Companies Act, 1956 and Clause 49 of the Listing Agreement in respect of re-appointment(s) of Directors are mentioned below.
- Members/Proxies are requested to bring their copy of Annual Report to the Meeting and **are requested not to bring any article, briefcase, hand bag, carry bag etc., as the same will not be allowed to be taken inside for security reasons.** Further, the Company or any of its officials shall not be responsible for their articles, bags etc., being misplaced, stolen or damaged at the Meeting place.
- Members/Proxies should fill the attendance slip for attending the meeting. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those hold shares in Physical forms are requested to write their Folio Number in the attendance slip for attending the meeting.
- In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- Corporate members intending to send their authorised representative are requested to send a duly certified copy of the Board resolution authorizing their representatives to attend and vote at the Annual General Meeting.
- Pursuant to Section 205A of the Companies Act, 1956, dividends for the financial year ended 31st March, 1996 and thereafter, which remain unpaid or unclaimed/un-encashed for a period of 7 years will be accordingly transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government.

Information in respect of such unclaimed dividend including when due for transfer to the said Fund is given below:

Financial year ended	Rate of Dividend Declared on the paid-up equity share capital	Date of declaration of Dividend	Last date for claiming unpaid Dividend	Due date for transfer to IEP Fund
31.03.2006	30% #	30.11.2006	28.12.2013	26.01.2014
31.03.2007	20% #	27.08.2007	24.09.2014	23.10.2014
31.03.2008	15%	29.08.2008	27.09.2015	26.10.2015

Dividend of erstwhile Pearl Global Ltd since merged with the Company.

Members who have not encashed the dividend warrant(s) so far, are requested to make their claim to the Company or to the Registrar and Share Transfer Agent of the Company at Link Intime India Pvt. Limited, A-40, 2nd Floor, Naraina Industrial Area, Phase - I, New Delhi-110028.

9. Members are requested to send their queries, if any, on the accounts and operations of the Company to the Compliance Officer (email address is sandeep.sabharwal@houseofpearl.com) at least 7 days before the Annual General Meeting.
10. **NO GIFT(S) SHALL BE DISTRIBUTED AT THE ENSUING 23RD ANNUAL GENERAL MEETING OF YOUR COMPANY.**

EXPLANATORY STATEMENT

(Pursuant to Section 173 (2) of the Companies Act, 1956 and Clause 49 of the Listing Agreement)

A brief Resume of the Director(s) offering themselves for re-election is given below:

Item No. 2

Mr. Deepak Seth, born on 22nd May 1951, is Chairman of the Company. He is an Economics Graduate from St. Stephens College, Delhi University and holds a MBA Degree from Jamnalal Bajaj Institute of Management Studies, Bombay, India.

Mr. Deepak Seth is one of the pioneers in the field of ready made garments and being a visionary, identified the potential of the Far East region as a major supplier to the garment industry worldwide and set up the Company as a global outfit. With his vision, Mr. Seth enabled the group to be fully geared to face the post quota regime from 2005 with major trust in setting up manufacturing units across the entire Far East to present every option to the buyer and make the group a **ONE STOP SHOP** for their valued customers.

Mr. Seth is an active member of the Apparel Export Promotion Council of India and held the post of "Vice Chairman" of the Eastern Region of AEPIC for 2 years, he is also executive member of the Apparel Exporters & Manufacturers Association (AEMA) and was awarded the "Udyog Ratna" Award by the Haryana Govt. in 2006 for his entrepreneurial skills.

Details of other directorship/committee membership held by him in other Companies are as follows:

Directorship

Pearl Apparels Limited, PDS Multinational Fashions Limited, Aries Travels Pvt. Ltd, Nim International Commerce Pvt. Ltd, PS Arts Pvt. Ltd., Pearl Retail Solutions Pvt. Limited, Pallas Holdings Ltd., SACB Holdings Ltd., Transnational Textile Group Ltd., NAFS Ltd., Multinational Textiles Group Ltd, Global Textile Group Ltd, Poeticgem (Canada) Ltd, House of Pearl Fashions (US) Ltd., FX Import Company Limited, FX Imports Hongkong Limited, Nor Lanka Manufacturing Limited, PG Group Limited, PG Home Group Limited, Spring Near East Manufacturing Co. Ltd. Nor India Manufacturing Co. Ltd., Pearl Global (HK) Limited, JSM Trading (F.Z.E.), UAE, Pearl Global Fareast Limited, Zamira Fashion Limited, Premier Pearl Garment Joint Stock Co. Limited, Vietnam.

He is not a member of any committee of the Company.

No remuneration except sitting fee for attending each meeting of the Board of Directors is proposed to be paid to Mr. Deepak Seth. Mr. Seth holds 7.13% equity shares in the Company.

Mr. Seth, the retiring Director, being eligible, offers himself for re-appointment.

Directors of your Company propose to appoint Mr. Deepak Seth as a Director, liable to retire by rotation and therefore this Resolution is recommended for approval of the Shareholders of the Company.

None of the Directors, except Mr. Deepak Seth, himself and Mr. Pulkit Seth and Mr. Pallak Seth and Mrs. Shefali Seth, being relatives, are interested, whether directly or indirectly, in this Resolution.

Item No. 3

Mr. Pulkit Seth, aged 32 years a resident Indian, is Managing Director of the Company. He has a Bachelor of Business Management degree from Leonard N. Stern School of Business, University of New York, USA. He has over Eight years of experience in the Apparel Industry. He has been overseeing the domestic & overseas operations of the Group and has played an important role in streamlining business processes and enhancing our relationship with leading retailers in the U.S. He was also the Joint Managing Director of Norwest Industries Limited (Hong Kong) and Details of other Directorship/Committee Membership held by him in other Companies are as follows:

Directorship

Mr. Pulkit Seth is Director of Pearl Retail Solutions Pvt. Ltd., Aries Travels Pvt. Ltd, Nim International Commerce Pvt. Ltd, Lerros Fashions India Ltd, Pallas Holdings Ltd., SACB Holdings Ltd., Transnational Textile Group Ltd., NAFS Ltd., PAF International Ltd., Norp Knit Industries Ltd., Norwest Industries Ltd., PT Norwest Industry, Poeticgem (Canada) Ltd, House of Pearl Fashions (US) Ltd., FX Import Company Limited, Lerros Moden GmbH, Pearl Global Fareast Limited, PS Arts Pvt.Ltd. Premier Pearl Garment Joint Stock Company Ltd, Nor India Manufacturing Co. Ltd, Pearl Global (HK) Ltd

Committee Membership

- Shareholder Grievance and Transfer Committee –
- Finance Committee

Mr. Pulkit Seth, the retiring Director, being eligible, offers himself for re-appointment.

Directors of your Company propose to appoint Mr. Pulkit Seth as a Director, liable to retire by rotation and therefore this Resolution is recommended for approval of the Shareholders of the Company.

None of the Directors, except Mr. Pulkit Seth, himself and Mr. Deepak Seth, Mr. Pallak Seth and Mrs. Shefali Seth being relatives, are interested, whether directly or indirectly, in this Resolution.

Item No. 4

Mr. Chitranjan Dua, born on 3rd November 1951, has a Bachelor Degree in Arts from Delhi University, Masters Degree in Economics from Delhi School of Economics and Bachelors Degree in Law from Delhi University. He has been a practicing advocate for over 32 years. Mr. Chitranjan Dua has vast experience in Corporate Laws, Merger & Amalgamation, Public Issues, Corporate Structuring, infrastructure projects, International trade & taxation.

Details of other directorship/committee membership held by him in other Companies are as follows:

Directorship

- Cabot India Ltd (ii) Gillette India Ltd (iii) Vodafone India Limited (iv) TVS Motor Company Limited (v) Wipro Limited (vi) Tractors and Farm Equipment Limited (vii) Alcoa India Private Ltd (viii) Amit Investments Pvt Ltd (ix) Associated Corporate Consultants (India) Pvt. Ltd (x) Becton Dickinson India Pvt.Ltd (xi) Emerson Process Management Power & Water Solutions India Pvt. Limited (xii) Fila Sport India Pvt. Ltd (xiii) Inapex Pvt. Ltd (xiv) Lex Sphere Pvt. Ltd (xv) Linde Engineering India Pvt. Ltd (xvi) McCann-Erickson (India) Pvt. Ltd (xvii) McDonald's India Pvt. Ltd (xviii) Result Services Pvt. Ltd (xix) Sella Synergy India Private Limited (xx) UL India Pvt. Ltd. (xxi) PBE India Private Limited.

He is not a member of any committee of the Company.

No remuneration except sitting fee for attending each meeting of the Board of Directors is proposed to be paid to Mr. Chitranjan Dua. Mr. Dua does not hold any share in the company.

Mr. Chitranjan Dua, the retiring Director, being eligible, offers himself for re-appointment.

Directors of your Company propose to appoint Mr. Chitranjan Dua as a Director, liable to retire by rotation and therefore this Resolution is recommended for approval of the Shareholders of the Company.

None of the Directors, except Mr. Chitranjan Dua is interested, whether directly or indirectly, in this Resolution.

Item No. 5

Mr. Rajendra K Aneja, born on 9th December, 1949, has a Bachelor Degree in Commerce (1971) from Bombay University and Master of Management Studies (1973). He has done Advanced Management Programme at Harvard Business School for CEOs' and Directors, in 2008. Mr. Aneja was a Sir Dorabji Tata Special Scholar and Government Merit Scholar.

Mr. Rajendra K Aneja has 32 years robust business management experience in Multinational and family businesses, in Asia, Latin America, Middle East, across international businesses/brands i.e. FMCG, Industrial, Retail, Consumer, etc., covering detergents, foods, soaps, cosmetics, retailing in fashion, electronics, foods, etc. He spent 28 years with Unilever in India, Latin America and African operations. He has also been the CEO of a large Retail Business in Middle East handling about 75 large retail outlets in fashion, cosmetics, electronics goods, in the Middle East, Far East countries.

Details of other directorship/committee membership held by him in other Companies are as follows:

Directorship

- Aneja Management Consultants Pvt. Ltd. (ii) Aneja Assurance Pvt. Ltd. (iii) Aneja Advisory Pvt. Ltd.

Committee Membership

Pearl Global Industries Limited – Remuneration Committee

No remuneration except sitting fee for attending each meeting of the Board of Directors is proposed to be paid to Mr. Rajendra K Aneja. Mr. Aneja does not hold any share in the company.

Mr. Rajendra K Aneja, the retiring Director, being eligible, offers himself for re-appointment.

Directors of your Company propose to appoint Mr. Rajendra K Aneja as a Director, liable to retire by rotation and therefore this Resolution is recommended for approval of the Shareholders of the Company.

None of the Directors, except Mr. Rajendra K Aneja is interested, whether directly or indirectly, in this Resolution.

Item No.7

MR. ANIL NAYAR

Mr. Anil Nayar aged about 62 years, holds a B. Tech. Degree in Mechanical Engineering from Indian Institute of Technology, Kanpur and Post Graduate Diploma in Business Administration from Indian Institute of Management, Ahmedabad. He joined the Board of Directors of Erstwhile Pearl Global Ltd. subsidiary of your Company in the year 1994. He is a Non - Executive and Independent Director of your Company. He has over 33 years' experience in the area of Corporate Strategy, Corporate Restructurings, Structured Finance, and HR Initiatives.

He is not a director in any other Company.

He is a member of Audit Committee of the Company.

The Board recommends re-appointment of Mr. Anil Nayar, as a Director, liable to retire by rotation.

Except Mr. Anil Nayar, no other Director is interested, whether directly or indirectly, in this Resolution.

Item No. 8, 9, 10 & 11

MRS. SHEFALI SETH

Mrs. Shefali Seth aged about 31 years, a Bachelor of Science in Business Administration from University of Bradford, U. K., has varied exposure in Garments and Textiles Industry. Before joining Pearl Global Industries Limited, she was Whole Time Director in Pearl Global Limited, heading Design & Product Development functions. Prior to that, she was managing Product Development Department of M/s Norwest Industries Limited, Hong Kong. She is having International experience in trading, marketing of Readymade Garments and knowledge of Southeast Asia region for over two years. She is wife of Mr. Pulkit Seth, Managing Director of your Company.

The Board has appointed Mrs. Seth as Additional Director and Whole-time Director of the Company.

In terms of Article 81 of the Articles of Association of your Company read with Section 260 of the Companies Act, 1956, Mrs. Shefali Seth ceases to hold the office of Additional Director at the ensuing 23rd Annual General Meeting of your Company.

The Company has received a Notice under Section 257 of the Companies Act, 1956, for her appointment.

MR. VINOD VAISH

Mr. Vinod Vaish, aged 53 years, is a Bachelor of Science and Long Logistics & Management. He had been in the Indian Navy for 28 years at various levels in various capacities and has achieved in depth knowledge of all aspects of Administration and Logistics Management. He has been conferred President Gold Medal for overall outstanding best officer in Naval Academy. He has over 4 years experience in private sector, specifically in Administration and production. He joined Pearl Global Limited in 2009 as Head of Administration and Purchase. He will be heading Administration and HR functions of the Company besides such other managerial functions as may be entrusted upon him by the Board.

The Board has appointed Mr. Vinod Vaish as Additional Director and Whole-time Director of the Company.

In terms of Article 81 of the Articles of Association of your Company read with Section 260 of the Companies Act, 1956, Mr. Vinod Vaish ceases to hold the office of Additional Director at the ensuing 23rd Annual General Meeting of your Company.

The Company has received a Notice under Section 257 of the Companies Act, 1956, for his appointment.

THE STATEMENT PURSUANT TO PARAGRAPH 1(B) OF SECTION II OF PART II OF SCHEDULE XIII OF THE COMPANIES ACT, 1956 FOR ITEM NO. 8, 9, 10 & 11

I. GENERAL INFORMATION:

1. NATURE OF INDUSTRY

Pearl Global Industries Limited is engaged in manufacture and exports of Readymade Garments. Textile Industries plays a major role in the economy of the country. Indian textile industry is the largest in the country in terms of employment generation. Indian textile industry currently generates employment to more than 35 million people. Today, around 45% of the total textile exports in India account for ready-made garments. There are various international brands which source readymade garments from the Indian markets.

The Company has large capacity plants for apparel manufacturing with state-of-the-art machinery and work process for supplying high quality products to Customers and with the continuous up-gradation of manufacturing facilities, the Company shall record further increase in Turnover and Profits in future years.

2. DATE OF COMMENCEMENT OF COMMERCIAL PRODUCTION

The date of commencement of commercial production (in erstwhile Pearl Global Limited, since merged with the Company) was 7th December, 1988..

IN CASE OF NEW COMPANIES, EXPECTED DATE OF COMMENCEMENT OF ACTIVITIES AS PER PROJECT APPROVED BY FINANCIAL INSTITUTIONS APPEARING IN THE PROSPECTUS

Not Applicable

3. FINANCIAL PERFORMANCE BASED ON GIVEN INDICATORS

The gross income of the company stood at Rs 637.78 Crores. The PBIDT for the year is Rs 26.08 Crores against Rs.3.72 Crores last year. The company managed to have PAT of Rs.3.66 Crores.

4. EXPORT PERFORMANCE AND NET FOREIGN EXCHANGE COLLABORATIONS

The Readymade Garment saw exit of Multi Fibre Agreement regime to a new regime of quota free regime, this has resulted in a changing scenario in the Indian Readymade Garment Industry, which is to going through a changing face in which the Industry will have to improve upon its bottom line and upgrade its technology in line with the International norms.

The FOB value of Export earnings of Rs.608.89 Crores (post merger) during the current financial year 2011-12, and Rs. 21.50 Crores in the last year.

5. FOREIGN INVESTMENTS OR COLLABORATORS, IF ANY

The Company has no foreign collaboration.

Apart from holding 3,59,421 equity shares of Rs.10/- each of your Company by 142 NRI / OCB's Members/ Folios representing 1.66 % of the total paid up Capital of the Company as on 31st March 2012, there is no other foreign investment in the Company

II. INFORMATION ABOUT THE APPOINTEE:

Information	Mrs. Shefali Seth	Mr. Vinod Vaish
Background Details	Mrs. Shefali Seth aged about 31 years and is a Bachelor of Science in Business Administration from University of Bradford, U. K. and having varied exposure in Garments and Textiles Industry. Before joining Pearl Global Industries Limited, She was Whole Time Director of Pearl Global Limited, heading Design & Development Functions. Prior to that, she was managing Product Development Department of Norwest Industries Limited, Hong Kong. She is having International experience in trading, marketing of Readymade Garments and knowledge of Southeast Asia region.	Mr. Vinod Vaish, aged 53 years, is a Bachelor of Science and Long Logistics & Management. He had been in the Indian Navy for 28 years at various levels in various capacities and has achieved in depth knowledge of all aspects of Administration and Logistics Management. He has over 4 years experience in private sector, specifically in Administration and production. He joined Pearl Global Limited in 2009 as Head of Administration and Purchase. He will be heading Administration and HR functions of the Company besides such other managerial functions as may be entrusted upon him by the Board.
Past Remuneration	Rs. 4 Lacs p.m. (Pearl Global Limited)	Rs. 84,220 p.m. (Pearl Global Ltd)
Recognition or Awards	Nil	Nil
Job Profile and their Suitability	Mrs. Shefali Seth, shall be responsible for affairs of the Company with special focus on Design and Development of Products of the Company and also perform such other duties and services as shall from time to time be entrusted to her by the Board of Directors of the Company. Considering the contribution, Board considered her suitable for this position.	Mr. Vinod Vaish shall be responsible for affairs of the Company with special focus on HR & Administration functions of the Company and also perform such other duties and services as shall from time to time be entrusted to him by the Board of Directors of the Company. Considering the contribution, Board considered him suitable for this position.

Remuneration Proposed	Salary: Rs.4.00 Lacs per month. Car: A Company maintained car for official purpose. Mobile/ Telephone: A mobile for official purpose. Provident Fund & Gratuity: As per Company's rules.		Basic Salary : 56,960/- per month HRA : 28,480/- per month Spl. Allowance : 14,530/- per month Medical Reimbursement : 15,000/- per annum Mobile/Telephone : A mobile for official purpose Provident Fund : As per Company's rules He shall also be entitled for reimbursement of actual expenses for business of the Company
Comparative Remuneration profile with respect to industry, size of the company profile of position and person	Arvind Limited Period: 2010-11 Turnover: Rs.2,691Crore Managerial Personnel: 2 Annual Managerial Remuneration: Rs. 4.66 Crore	Gokaldas Exports Ltd Period: 2010-11 Turnover: Rs.1081 Crore Managerial Personnel: 3 Annual Managerial Remuneration: Rs.134 Lacs	Bombay Rayon Fashions Ltd Period:- 2010-11 Turnover: Rs.2,254 Crore Managerial Personnel: 4 Annual Managerial Remuneration: Rs 523.25 Lacs
Pecuniary relationship directly or indirectly with the company or with the managerial personnel, if any	Relating to Pecuniary Relationship, information provided under Past and proposed Remuneration hereinabove. Mrs. Shefali Seth is related to Mr. Deepak Seth, Mr. Pallak Seth and Mr. Pulkit Seth.		Pecuniary Relationship other than Remuneration proposed above, is NIL. No relationship with Managerial Personnel.

III. OTHER INFORMATION:

1. REASONS OF LOSS OR INADEQUATE PROFITS

The Readymade Garments Export Industry had yet another tough year where Revenues have grown but profitability was impaired due to higher cost of production coupled with pressure on margins due to recession.

2. STEPS TAKEN OR PROPOSED TO BE UNDERTAKEN FOR IMPROVEMENTS

Your Company realises that the Buyers can only be attracted through a proper blend of cost, speed / logistics, plant efficiency, supply chain, compliance, reliability and relationship.

The Company is laying special focus on technological up-gradation, lesser breakdown time, use labour saving devices, training of managers, supervisors and operators. Besides, the Company is also outsourcing manufacturing from low cost destinations.

Maintaining quality, reducing cost with better productivity will help the Company to operate profitably.

3. EXPECTED INCREASE IN PRODUCTIVITY AND PROFITS IN MEASURABLE TERMS

The Sales Turnover of your Company during the year 2011-12 was Rs.613.13 Crores. The Company's PAT stood at Rs.3.66 Crores during 2011-12.

Your Company has since identified and prioritized its targets and has been gearing up to face the perceived challenges and further enhance its presence in the International Markets. Barring under seen circumstances, your company profitability during 2012-13 should increase by 15% and productivity by 10%.

IV. DISCLOSURES:

Remuneration package of the Managerial Person(s) paid for the year 2011-12:

(Amount in Rs.)

Name of the Director(s)	Mr. Pulkit Seth	Mrs. Shefali Seth	Mr. Vinod Vaish	All other Directors
Designation	Managing Director	Whole Time Director	Whole Time Director	–
Salary	48,00,000	9,67,742	2,44,886	–
Others (Provident Fund)	9,360	1,887	1,887	–
Service Contract	3 years	3 years	3 years	–
Notice Period, Severance fees	Nil	Nil	–	Nil
Sitting Fees	Nil	Nil	Nil	*Rs. 20,000/- for attending each Board Meeting
Total	48,09,360	9,69,629	2,46,773	–

* Sitting fee has been revised by Rs. 7,500/- for attending each Board Meeting w.e.f. 12th November, 2011.

The Company has no policy for stock option, pension, and performance linked incentives. The company is not paying any bonus, commission or other benefits except as above, to the Executive Directors. The details of Directors remuneration are also disclosed in Corporate Governance Report.

Keeping in view, Mrs. Shefali Seth's vast experience and long association with your Company, it will be in the interest of your Company to appoint her as Director and Whole Time Director on the Board of your Company. Your Directors recommend the passing of the resolutions by way of Ordinary and Special Resolution at item no. 8 & 10, respectively. None of the Directors, except Mrs. Shefali Seth, herself, Mr. Deepak Seth, Mr. Pallak Seth and Mr. Pulkit Seth, being relatives, are interested, whether directly or indirectly, in these resolutions.

Keeping in view, Mr. Vinod Vaish's vast experience, performance and long association with your group, your directors recommend passing of the resolutions by way of Ordinary and special resolution as per item no. 9 & 11, respectively.

The above said terms and conditions of appointment and remuneration are duly considered, approved and recommended by the Remuneration Committee in their Committee Meeting held on 19th January 2012 for Mrs. Shefali Seth and for Mr. Vinod Vaish.

The above Statement is in addition to the Abstract of Appointment under Section 302 of the Companies Act, 1956.

Copies of the resolutions passed by the Board in respect of the above may be inspected at the Corporate Office of your Company between 11:00 a.m. and 1:00 p.m. on all working days except Saturday and holidays.

The Directors commend the resolution for your approval as an Ordinary Resolution.

None of the Director of your company is any way concerned or interested in this resolution.

By order of the Board of Directors
for **PEARL GLOBAL INDUSTRIES LIMITED**

Sd/-

(Sandeep Sabharwal)
Company Secretary

Place: Gurgaon
Date: 29th May, 2012