



NOTICE

Notice is hereby given that the 21st Annual General Meeting of the Members of the House of Pearl Fashions Limited, will be held on Saturday, 25th September, 2010 at 4.00 p.m. at Air Force Auditorium, Subroto Park, New Delhi-110 010, to transact the following business:

ORDINARY BUSINESS

- To receive, consider and adopt the Audited Balance Sheet as at March 31, 2010 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. Pallak Seth, who retires by rotation and being eligible, offers himself for re-appointment.
- To appoint a Director in place of Mr. Sanjay Pershad, 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 in supersession of the resolution passed at the Annual General Meeting of the Company held on 26th August, 2006 and pursuant to the provisions of Section 293(1)(d) and all other applicable provisions of the Companies Act, 1956 and Memorandum and Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow in foreign currency and/or Indian Rupees from time to time at their discretion either from Bank(s), All Indian Financial Institution(s) or any other lending institution(s) or persons (including monies that may be borrowed by issue of debentures or other securities) on such terms and conditions, as may be considered suitable by the Board of Directors, notwithstanding, that the moneys to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business), may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purposes provided that the maximum amount of moneys so borrowed by the Board, apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business shall not at any time exceed Rs.500 Crores."

By order of the Board of Directors
for **HOUSE OF PEARL FASHIONS LIMITED**

Place : Gurgaon.
Date : 29.05.2010

(Sandeep Sabharwal)
Company Secretary

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 Saturday, 18th September, 2010 to Saturday, 25th September 2010 (both days inclusive).
 - The relevant Explanatory Statement 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 is mentioned below.
 - Members/Proxies are requested to bring their copy of Annual Report at 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 the Auditorium 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 un-paid Dividend | Due date for transfer to IEP Fund |
|----------------------|---|---------------------------------|---|-----------------------------------|
| 31.03.2008 | 15% | 29.08.2008 | 27.09.2015 | 26.10.2015 |
- Members who have not encashed the dividend warrant(s) so far, for the financial year ended 31st March 2008, 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.
- 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.
 - NO GIFT(S) SHALL BE DISTRIBUTED AT THE ENSUING 21ST 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. Pallak Seth, born on August 13, 1977, completed his Graduation from Northwestern University, USA, in the year 1988. After Graduation, Mr. Pallak Seth joined the family business and established sourcing platform from Hong Kong, China and Bangladesh. He established Norwest Industries Ltd., in Hong Kong in 1998. After having established sourcing base in Hong Kong, he joined Poeticgem Ltd., UK, as Managing Director and played a major role in turning around the Company and made it one of the fastest growing readymade garments brand in UK.

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

Directorship

(i) Pearl Global Limited (ii) Pearl Academy of Fashion India Limited (iii) Nim International Commerce Pvt. Limited (iv) Pearl Retail Solutions Pvt. Limited (v) PS Arts Pvt. Limited (vi) Casa Forma Limited (vii) Depa International Inc, USA (viii) FX Imports Company Limited, UK (ix) FX Imports Hongkong Company Limited HK (x) Grand Pearl Trading Ltd, China (xi) House of Pearl Fashions (US) Limited (xii) Lerros Moden GmbH, Germany (xiii) Magic Global Fashions Limited, HK (xiv) Magic Global Fashions Limited, UK (xv) Pallas Holding Limited (xvi) SACB Holding Limited (xvii) Transnational Textile Group Limited (xviii) NAFS Limited (ixx) Multinational Textile Group Limited (xx) PAF International Limited (xxi) Poeticgem Limited (xxii) Pacific Logistics Limited (xxiii) Norp Knit Industries Limited (xxiv) Global Textile Group Limited (xxv) Tamarind Holdings Limited (xxvi) Zamira Fashion Limited, HK (xxvii) Zamira Fashions Europe Limited, UK (xxviii) Pearl GES Group Limited, HK (ixx) Pearl GES Home Group Limited HK (xxx) Pearl GES Home Group SPA, Chile (xxxi) Simple Approach Limited, HK (xxxii) Poetic Hongkong Limited, HK (xxxiii) Poeticgem (Canada) Limited (xxxiv) Poetic Knitwear Limited, UK (xxxv) Nor Pearl Knitwear Limited (xxxvi) Pacific Supply Chain Limited, UK

Committee Membership

He is a member of Audit Committee of Pearl Global Ltd.

No remuneration except sitting fee for attending each meeting of the Board of Directors is proposed to be paid to Mr. Pallak Seth. Mr. Pallak Seth holds 6.70% equity shares in the Company.

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

Directors of your Company propose to re-appoint Mr. Pallak Seth as 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. Pallak Seth, himself, Mr. Deepak Seth and Mr. Pulkit Seth, being relatives, are interested, whether directly or indirectly, in this Resolution.

Item No. 3

Mr. Sanjay Pershad, born on 15th December, 1965, completed his Graduation from Delhi University in the year 1985. He is associated with the Readymade Garment Industry for over 19 years and is well versed with all the facets of Garment Trade and the International Scenario.

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

Directorship

i) Pearl Global Ltd. ii) Repute Land & Leasing Private Ltd. iii) Vastras Exports Pvt. Limited

Committee Membership

He is a member -director of Audit Committee and Remuneration committee of your Company. He is a member -director of Shareholder's Grievance and Transfer committee of Pearl Global Limited.

No remuneration except sitting fee for attending each meeting of the Board of Directors is proposed to be paid to Mr. Sanjay Pershad. Mr. Pershad does not hold any shares in the Company.

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

Directors of your Company propose to appoint Mr. Sanjay Pershad 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. Sanjay Pershad is interested, whether directly or indirectly, in this Resolution.

Item No.5

In terms of the provisions of Section 293(1)(d) of the Companies Act,1956, the Board of Directors of public Company shall not except with the consent of members in general meeting, borrow monies in excess of aggregate of the paid-up capital of the Company and its free reserves.

Keeping in view the various plans for diversification/expansion which may necessitate borrowings by your Company in excess of the limit as above mentioned, it is proposed at item no.5 to authorize the Board of Directors to borrow monies which may exceed limits of Section 293(1)(d) of the Companies Act, 1956, but not exceeding Rs.500 crores

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

By order of the Board of Directors
for HOUSE OF PEARL FASHIONS LIMITED

Place : Gurgaon.
Date : 29.05.2010

(Sandeep Sabharwal)
Company Secretary

