

NOTICE TO MEMBERS

NOTICE is hereby given that the Forty Ninth Annual General Meeting (“AGM”) of the Members of Pearl Polymers Limited will be held on Wednesday, the 30th day of December 2020, at 11.00 A.M. through video conferencing (“VC”)/Other Audio Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt, the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020, together with reports of the Board of Directors and the Auditors thereon
2. To consider re-appointment of Mr. Varun Seth (DIN: 00017552), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS**3. Re-appointment of Mr. Chand Seth as Chairman & Managing Director of the Company**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions if any, read with Schedule V of the Companies Act, 2013 (‘Act’) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the SEBI (LODR) Regulations, 2015 and any subsequent amendment / modification in the Rules, Act and/or applicable laws in this regard and based on the recommendation of the Nomination and Remuneration Committee and performance evaluation, the approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Chand Seth (DIN:00002944) as Chairman and Managing Director of the Company for a further period of three (3) years w.e.f. April 01, 2020 to March 31, 2023 on the terms and conditions including remuneration as set out in explanatory statement attached hereto, with the liberty to the Board of Directors (hereinafter referred to as ‘the Board’ which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Chand Seth, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT Mr. Chand Seth shall be liable to retire by rotation in pursuance of the provisions of Section 152 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary and deemed expedient to put the aforesaid resolution into effect including but not limited to filing and signing of requisite e-forms with the Registrar of Companies and any other concerned Statutory Authorities.”

4. Re-appointment of Mr. Ramesh Mehra as Whole Time Director of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions if any, read with Schedule V of the Companies Act, 2013 (‘Act’) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the SEBI (LODR) Regulations, 2015 and any subsequent amendment / modification in the Rules, Act and/or applicable laws in this regard and based on the recommendation of the Nomination and Remuneration Committee and performance evaluation, the approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Ramesh Mehra (DIN:00003334) as Whole Time Director of the Company for a further period starting w.e.f. September 01, 2020 to March 31, 2020 on the terms and conditions including remuneration as set out in explanatory statement attached hereto, with the liberty to the Board of Directors (hereinafter referred to as ‘the Board’ which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Ramesh Mehra, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT Mr. Ramesh Mehra, Whole Time Director of the Company, shall be liable to retire by rotation in pursuance of the provisions of Section 152 read with the Companies (Appointment and Qualification of Directors) Rules, 2014.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary and deemed expedient to put the aforesaid resolution into effect including but not limited to filing and signing of requisite e-forms with the Registrar of Companies and any other concerned Statutory Authorities.”

5. Alteration of Memorandum of Association of the Company thereby adopting new set of Memorandum of Association in accordance with the provisions of the companies act, 2013 and altering the object clause of Memorandum of Association by inserting and adding the new objects in the main objects of the Company and in the matters which are necessary for furtherance of the main objects

To consider and, if thought fit, to pass with or without modification the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with rules made there under and Schedule I to the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded to adopt new set of Memorandum of Association in accordance with Table A of Schedule I to the Companies Act, 2013, thereby deleting the reference of the provisions of Companies Act, 1956 which are no longer in force and also by deleting the Clause III(C)-other objects and by merging the relevant sub clauses mentioned under Clause III (C) – ‘Other Objects’ with Clause III (B) – ‘Objects Incidental or Ancillary to the attainment of the Main Objects’ and consequently changing the object numbering as may be appropriate.

RESOLVED FURTHER THAT in accordance with the Table A of the Schedule I of the Act, the Clause III (B) of the Memorandum of Association of the Company, be renamed as under:

Clause III (B) – MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE MAIN OBJECTS.

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded to insert new objects to the main objects of the memorandum of association of the Company in addition to the existing ones and also to insert the new matters under Clause III (B) – MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE MAIN OBJECTS in addition to the existing ones in the object clause of Memorandum.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and is hereby authorised to do all such acts, deeds and things as may

be necessary and deemed expedient to put the aforesaid resolution into effect including but not limited to filing and signing of requisite e-forms with the Registrar of Companies and any other concerned Statutory Authorities.”

By Order of the Board of Directors
For Pearl Polymers Limited

Place: New Delhi
Date: November 11, 2020

Sd/-
Vineet Gupta
Company Secretary
M. No: ACS-47642

Registered Office:
A-97/2, Okhla Industrial Area,
Phase-II, New Delhi-110020
CIN: L25209DL1971PLC005535

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs has allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed the personal presence of the members at the meeting vide its Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM. In terms of the said circulars, the 49th Annual General Meeting (AGM) of the members will be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as given in this notice and available at the Company's website www.pearlpet.net
2. Information regarding appointment/re-appointment of Directors and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. The Company has appointed Ms. Rashmi Sahni, Practicing Company Secretary (Membership No. ACS: 25681; CP No: 10493, to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system during the AGM, in a fair and transparent manner.

The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through Remote e-voting and E-Voting at AGM, in the presence of at least two witnesses not in the employment of the

Company and make, not later than 48 hours of the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or any person authorized by him in writing and the Results shall be declared by the Chairman or any person authorized by him thereafter. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.pearlpet.net and on the website of CDSL viz. www.evotingindia.com immediately after the declaration of Result by the Chairman or any person authorized by him in writing. The Results shall also be simultaneously forwarded to the National Stock Exchange of India Limited, BSE Limited.

5. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through remote e-voting before the AGM or e-voting during the AGM. Corporate members intending to attend the AGM through authorised representatives are requested to send a scanned copy of duly certified copy of the board or governing body resolution authorising the representatives to attend and vote at the Annual General Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by email to csrashmi3011@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.
6. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars, the Notice of AGM along with Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ RTA/Depository Participants as on 04th December, 2020. Member may note that Notice and Annual Report 2019-20 has been uploaded on the website of the Company at www.pearlpet.net. The Notice and Annual Report can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
7. Pursuant to Section 125 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the amount of fixed deposit remaining unpaid /unclaimed for a period of seven years has been transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government of India. Further, the Company has uploaded the necessary information in respect of the unclaimed amount on the website of IEPF viz. www.iepf.gov.in and on the Company's website at www.pearlpet.net
8. a. The Register of members and share transfer books of the Company will remain closed from **Thursday, December 24, 2020 to Wednesday, December 30, 2020** (both days inclusive) for the purpose of Annual General Meeting.
b) The remote e-voting period commences on **Sunday, December 27, 2020 (09:00 am) and ends on Tuesday, December 29, 2020 (05:00 pm)**. The remote e-voting module shall be disabled for voting after 5.00 PM on Tuesday, December 29, 2020. No e-voting shall be allowed beyond the said date and time. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **December 23, 2020**, may cast their vote by remote e-voting before the AGM.
9. Once the vote on a resolution is cast by the member, he/she/it shall not be allowed to change it subsequently.
10. Members holding shares in physical form are requested to intimate immediately to the Registrar & Share Transfer Agent of the Company, MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020 Ph:- 011-26387281/82/83 Fax:- 011-26387384 quoting registered Folio No. (a) Details of their bank account/change in bank account, if any, with original cancelled cheque and (b) change in their address, if any, with pin code number.

In case share are in demat form members are requested to update their bank detail with their depository participant.

As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. 1st April, 2019. In view of the above, members holding shares in physical form are requested to convert their holdings to dematerialized form to eliminate all risks associated with physical shares, for ease of portfolio management and to avail various benefits of dematerialisation. Members can contact the Company or RTA for assistance in this regard.
11. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual shareholders holding shares in the physical mode. The shareholders, who are desirous of availing this facility, may kindly write to Company's R & T Agent for nomination form by quoting their folio number/ DP ID & Client ID.
12. In respect of the matters pertaining to Bank details, ECS mandates, nomination, power of attorney, change in name/address etc., the members are requested to approach the Company's Registrars and Share Transfer Agent, in respect of shares held in physical form and the respective Depository Participants, in case of shares held in electronic form.

In all correspondence with the Company/Registrar and Share Transfer Agent, members are requested to quote their folio numbers or DP ID and Client ID for physical or electronic holdings respectively.

13. All documents referred to in the accompanying Notice and statutory registers maintained as per the Companies Act shall be open for inspection at the request of the shareholders in e-form at the AGM. The shareholder wanting to inspect the documents/records will have to put in prior requests so that the Company can facilitate the request.
14. The Chairman of the Board will commence the proceedings of the Meeting. Unless the Articles of the Company require any specific person to be appointed as a Chairman for the meeting, the Chairman of the meeting shall be appointed in the following manner:
 - a. Where there are less than 50 members present, the Chairman shall be appointed in accordance with Section 104.
 - b. In all other cases, the Chairman shall be appointed by a poll.
15. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN to the Registrar of the Company viz MAS Services Limited.
16. All shareholders/members attending AGM through VC or OAVM, who wish to speak or pose questions shall register themselves on or before 25th December, 2020 with their Folio no. DP ID/Client ID, E-mail id and Mobile no. by sending questions they want to pose on the below mentioned e-mail ID at pearlsecretarial@pearlpet.net. The Shareholders will be allowed to pose questions to the Board after the commencement of the Annual General Meeting as registered on or before the abovementioned date.
17. Members who hold shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar, for consolidation into a single folio.
18. The recorded transcript of the forthcoming AGM, shall also be made available on the website of the Company www.pearlpet.net as soon as possible after the Meeting is over.
19. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, the Annual Report including audited financial statements for the financial year 2020 including notice of 49TH AGM is being sent only through electronic mode to those Members who have registered their mail address. The Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

In case you have not registered your email id and Bank details with the Company/RTA/Depository Participant you may register your email id/Bank Details in following manner.

Physical Holding	<p>Send a signed request to Registrar and Transfer Agents of the Company, MAS Services Limited at info@masserv.com providing Folio number, Name of the shareholder, scanned copy of the share certificate (Front and Back), PAN(Self attested scanned copy of PAN Card), AADHAR (Self attested scanned copy of Aadhar Card) for registering email address.</p> <p>Please send your bank details with original cancelled cheque to our RTA (i.e. MAS Services Limited, T-34, 2nd floor, Okhla industrial area phase-II, New Delhi 110020 alongwith letter mentioning folio no. If not registered already.) For any query related to this, Members may contact the RTA at 011 26387281/82/83.</p>
Demat Holding	Please contact your Depository Participant (DP) and register your email address /bank details as per the process advised by DP.

20. The Members can join the AGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

21. Process and manner for members opting for voting through Electronic means:

i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting before the AGM and e-voting during the AGM to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM for such Members who are attending the Meeting and have not already cast their vote(s) by Remote e-voting will be provided by CDSL.

ii. Only those members, who are present through VC

INSTRUCTION FOR REMOTE E VOTING, E VOTING AT THE AGM AND JOINING OF AGM THROUGH VIDEO CONFERENCING

(i) The shareholders need to visit the e-voting website <http://www.evotingindia.com/>.

(ii) Click on “**Shareholders**” module.

(iii) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

(iv) Next enter the Image Verification as displayed and Click on Login.

(v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

(vi) If you are a first time user follow the steps given below:

or OAVM facility and have not cast their vote on resolutions through remote e-voting before the AGM and are not otherwise barred from doing so, shall be allowed to vote through e-voting system in the meeting.

iii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. **December 23, 2020**, shall be entitled to avail the facility of remote e-voting before the AGM as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

iv. A person who has acquired the shares and has become a member of the Company after sending the Notice of the AGM and holding shares as on the Cut-off date December 23, 2020, shall be entitled to exercise his/her vote electronically i.e. either by remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this notice.

22. In case of any query or grievance pertaining to remote e-voting or voting at the AGM, Members may contact Mr, Rakesh Dalvi, Manager, CDSL, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel, East M u m b a i 4 0 0 0 1 3 . E m a i l : helpdesk.evoting@cdslindia.com, Tel: 1800-225-533. Further, Members may also contact with Mr. Deepanshu Rastogi, Assistant Manager, MAS Services Limited, RTA of the Company at T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi-110020, Phone No. 011 26387281/82/83, email:- info@masserv.com for any query related to above or attending the AGM through VC/OAVM.

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> ● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence/PAN number which is mentioned in email..
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> ● If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

(vii) After entering these details appropriately, click on **“SUBMIT”** tab.

(viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 also to be used by the demat holders for voting on resolutions of any other company for which they are eligible to vote, provided that the 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.

(ix) For shareholders holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.

(x) Click on the **EVSN 201201020** for the Pearl Polymers Limited.

(xi) 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.

(xii) Click on the **“RESOLUTIONS FILE LINK”** if you wish to view the entire Resolution details.

(xiii) After selecting the resolution on which you have decided to vote, 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.

(xiv) Once you **“CONFIRM”** your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take a print of the votes cast by clicking on **“Click here to print”** option on the Voting page.

(xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on **Forgot Password &** enter the details as prompted by the system.

(xvii) Shareholders can also cast their vote using CDSL’s mobile app **“m-Voting”**. The **m-Voting** app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHO WISH TO OBTAIN LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE BUT WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES:

1. For Physical shareholders- Kindly send an email with a scanned request letter duly signed by 1st shareholder, scan copy of front and back of one share certificate, copy of PAN card and Aadhar card to info@masserv.com
2. For Demat shareholders - Kindly update your email id with your depository participant and send copy of client master to info@masserv.com

INSTRUCTIONS FOR JOINING MEETING THROUGH VC:

- (I) To join the meeting, the shareholders should log on to the e-voting website <http://www.evotingindia.com/> and login as explained above. After logging-in, kindly click on 'live streaming' tab and you will be redirected to 'cisco' website.

In the "Name" field - Put your USERID as informed in e-email..

In the "last name" field - Enter your Name

In the "Email ID" field - Put your email ID

In the "Event password" field - The Event Password is already filled in the Event Password field. However, if the shareholder/member inadvertently reset the password, kindly put the password as "**cdsi@1234**".
Click join now button.

Event No. 201201020 will start and you will be in the AGM through Video conferencing.

You can join meeting through laptop, tablet, and desktop. In case you want to join through mobile, you need to download the webex meet app from the respective play store.

PRE-REQUISITE FOR JOINING OF MEETING THROUGH DESKTOP OR LAPTOP:**1. System requirement:**

- ✓ Windows 7, 8 or 10
- ✓ I3
- ✓ Microphone, speaker
- ✓ Internet speed minimum 700 kbps
- ✓ Date and time of computer should be current date and time

PRE-REQUISITE FOR JOINING OF MEETING THROUGH MOBILE:

- ✓ Please download **Webex application** from play store

NOTE: IT IS ADVISABLE TO LOGIN BEFOREHAND AT E-VOTING SYSTEM AS EXPLAINED IN E-VOTING INSTRUCTIONS ABOVE, TO BE FAMILIAR WITH THE PROCEDURE, SO THAT YOU DO NOT FACE ANY TROUBLE WHILE LOGGING-IN DURING THE AGM.

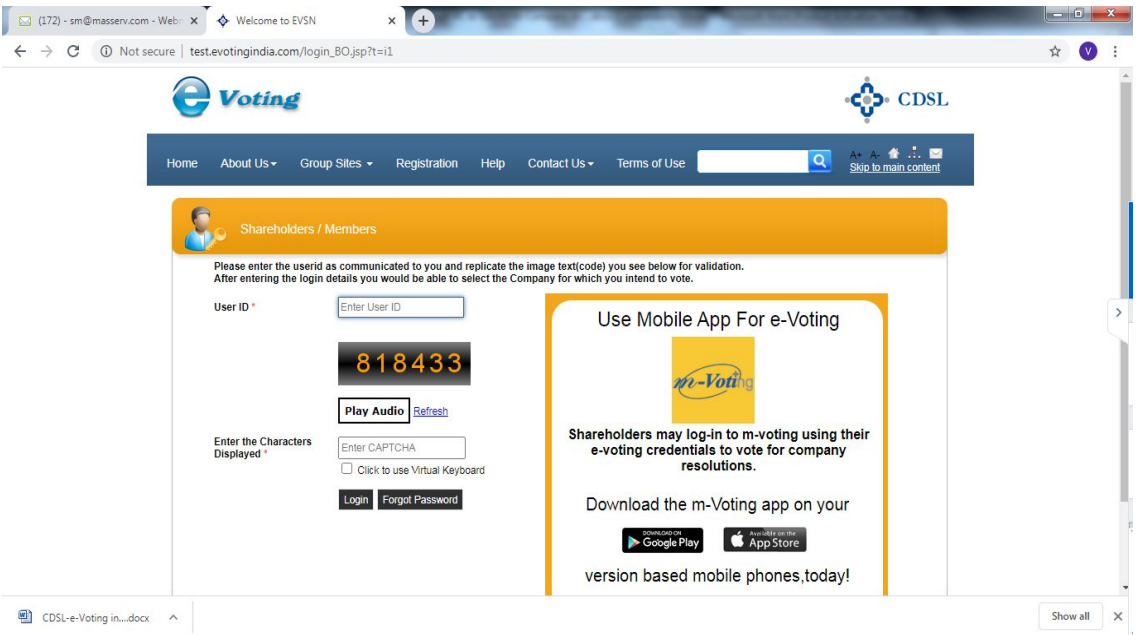
PROCEDURE FOR E-VOTING AND JOINING OF MEETING THROUGH VC

(EXPLAINED USING SCREENSHOTS):

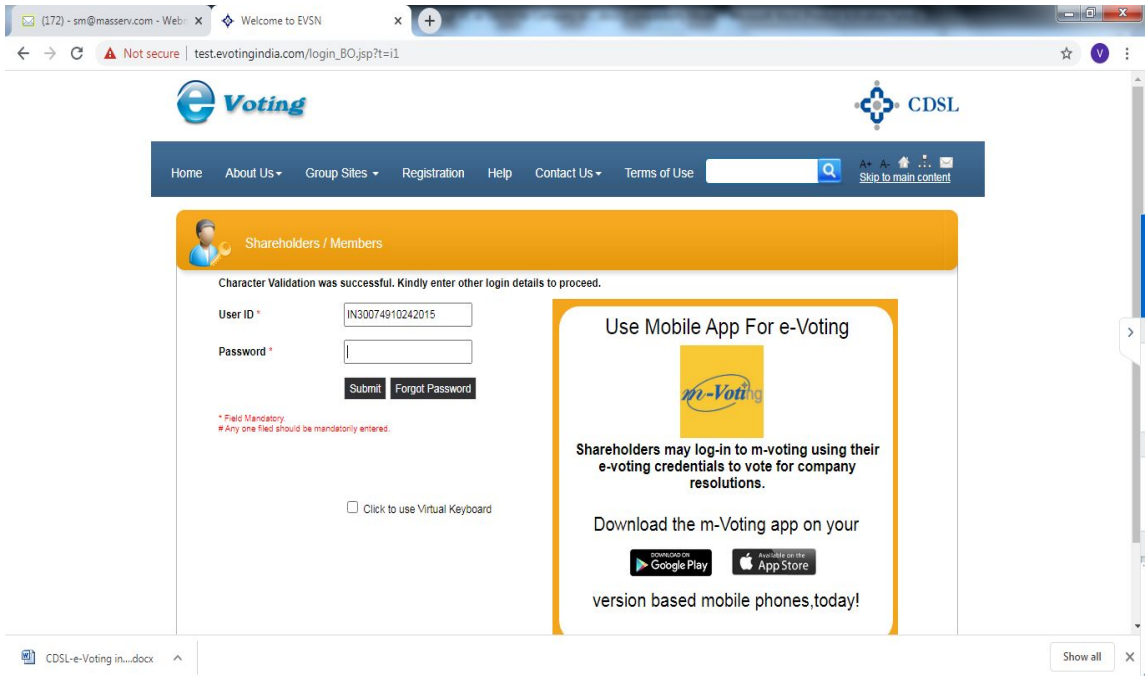
I. The shareholders should log on to the e-voting website <http://www.evotingindia.com/> Below screen will appear.



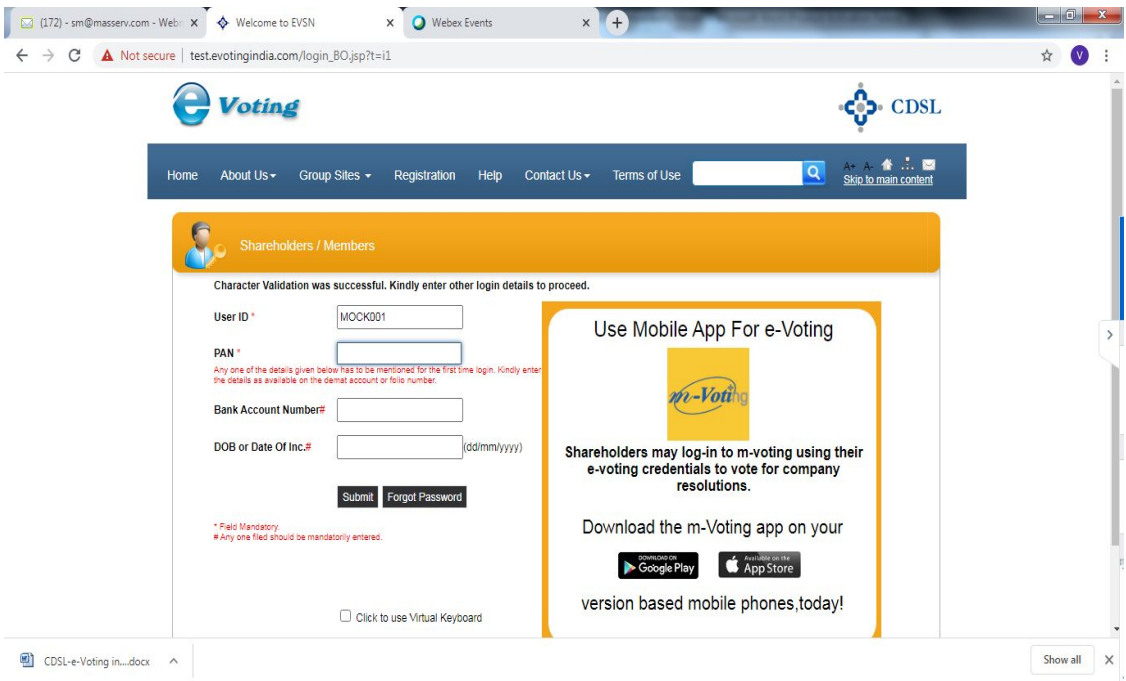
ii. Press Shareholders/Members tab, after which the below screen will be appear.



iii. Enter user id as mentioned in your invite email, or read point number (iii) as given above. Since you are a registered user, below screen will be appear. Enter your existing CDSL password in password field.

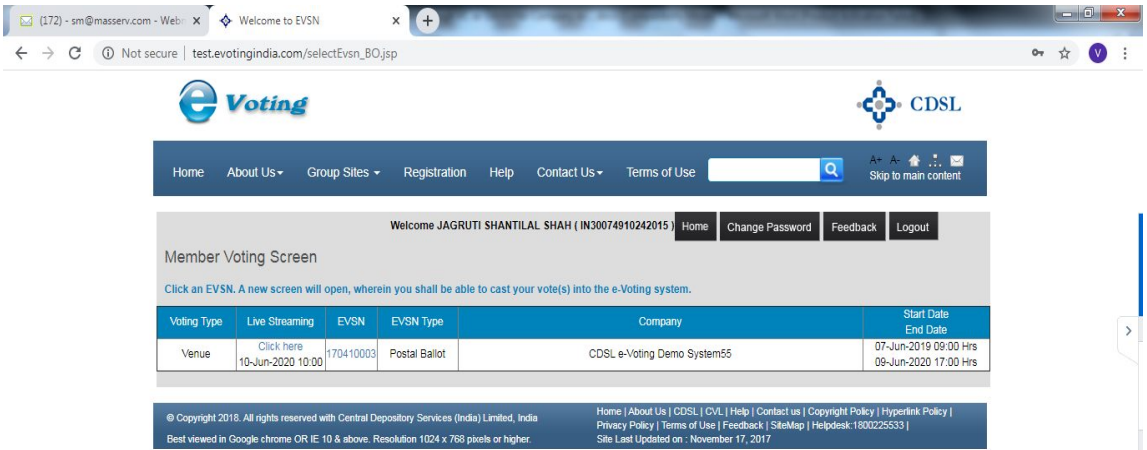


iv. In case you are 1st time user of CDSL e-voting system, then below screen will be appear.



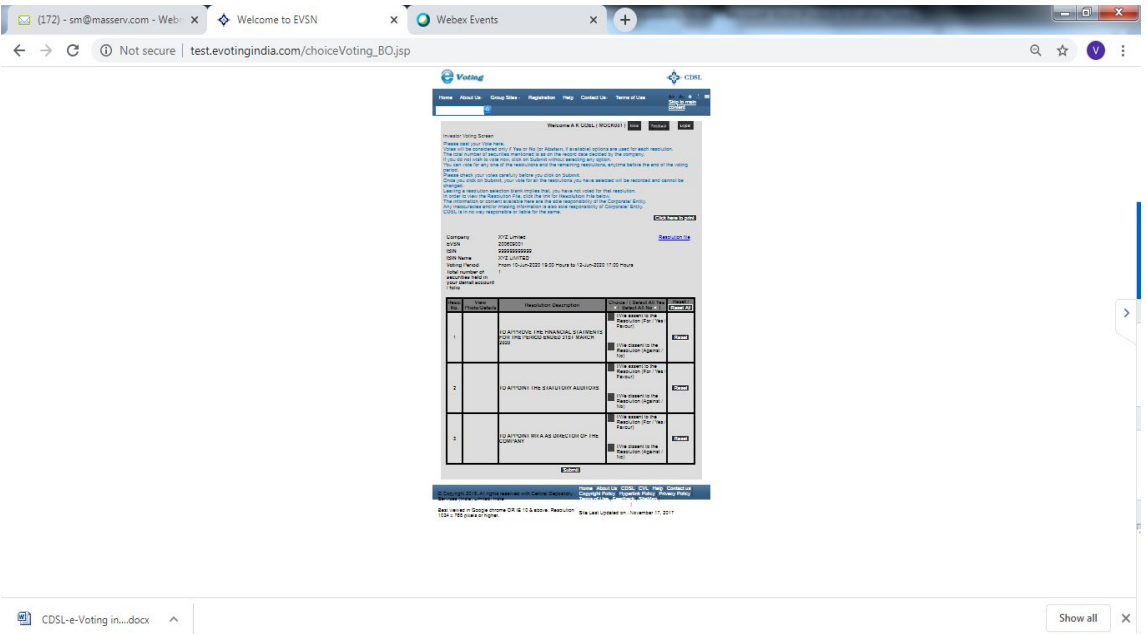
PEARL Polymers Limited

v. Enter your PAN and bank detail/DOB or follow instruction as given point number (vi) above or mentioned in invite email; then below screen will be appear.

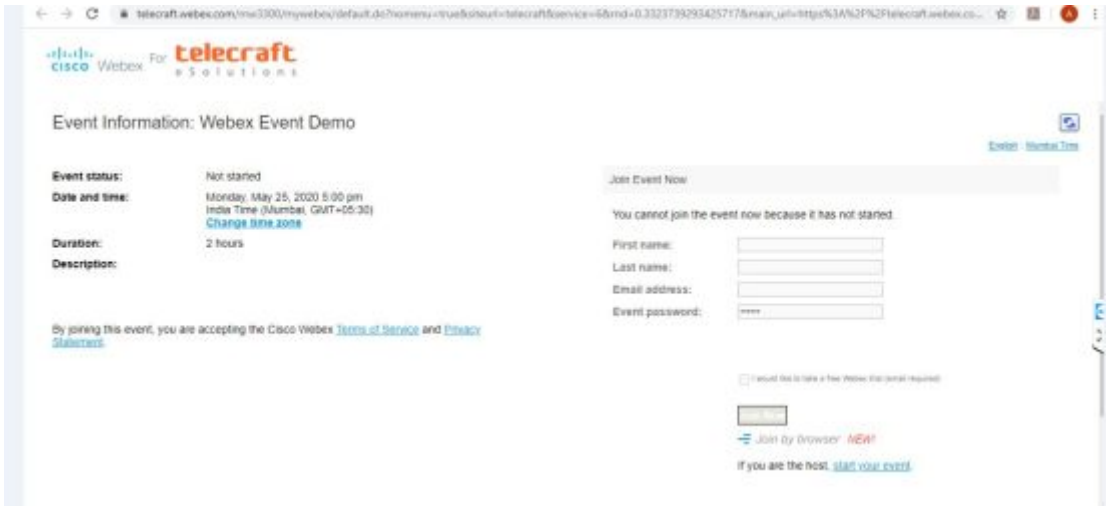


vi. For e-voting, press EVSN number given in EVSN column; and for joining AGM through video conferencing, click on “Click here” tab under the live streaming column.

E-voting screen will be shown as below, where you can cast your vote and press submit button given at the bottom of the screen.



Screen for login into Video Conferencing is shown below:



Fill the details as:

- In the "Name" field - Enter your USERID as given in email
- In the "last name" field - Enter your Name
- In the "Email ID" field - Put your email ID
- In the "Event password" field - The Event Password is already filled in the Event Password field. However, if the shareholder/member inadvertently reset the password, kindly put the password as "cdsl@1234"

Click join now button.

You can join meeting through laptop, tablet, and desktop. In case you want to join through mobile, you need to download the **Webex meet app** from the respective play store.

vii. Once you click on 'Join now' tab, the following screen will appear :



viii. Now, Kindly click on 'Run a temporary application', after which a Webex driver will get downloaded. After downloading Webex driver, run the application and you will be directed to the AGM.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3

Mr. Chand Seth was re-appointed as Chairman and Managing Director of the Company w.e.f. April 01, 2017 for a period of three years by the members of the Company in 46th Annual General Meeting of the Company through special resolution. The said tenure of his re-appointment ended on March 31st, 2020. The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee and performance evaluation has in its meeting held on February 13, 2020 re-appointed Mr. Chand Seth (DIN: 00002944) as the Chairman & Managing Director of the Company for a further period of three (3) years w.e.f 1st April, 2020 subject to the approval of the members of the Company by Special Resolution in 49th Annual General Meeting.

Mr. Chand Seth has attained the age of 76 years; hence continuation of his employment as Chairman and Managing Director requires the approval of Members by way of a Special Resolution. Section 196(3) of the Companies Act, 2013, inter alia, provides that no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole time director or Manager unless it is approved by the Members by passing a Special Resolution. Further, as the Company has suffered losses in the FY 2019-20, the said re-appointment of Mr. Chand Seth as per the remuneration below also requires the approval of the members of the Company as per the provisions of Companies Act, 2013 as mentioned in the Resolution. Except Mr. Chand Seth and his relatives, none of the Directors or Key Managerial Personnel or their relatives is in any way, concerned or interested in the resolution, except in their capacity as shareholders.

In view of above, it is proposed to seek the Members' approval by way of Special Resolution for the re-appointment of and remuneration payable to Mr. Chand Seth as the Chairman & Managing Director in terms of the applicable provisions of the Companies Act, 2013.

The terms of re-appointment of and remuneration payable to Mr. Chand Seth are as under:

A. REMUNERATION

including Basic salary, House rent allowance, Medical Reimbursement, Leave Travel Concession etc. aggregating to, but not exceeding Rs.4,95,000/- (Rupees Four Lacs Ninety Five Thousand Only) per month.

B. PERQUISITES IN ADDITION TO THE ABOVE

1. Provident Fund: Company's contribution to Provident Fund, if applicable, as per rules of the Company will be subject to a ceiling of 12% of the salary as laid down

under the Income Tax Rules, 1962.

2. Earned/ Privileged Leave: As per the Rules of the Company, the leaves accumulated but not availed of during the tenure may be allowed to be encashed at the end of the tenure.
3. Free use of Company's car with driver for business of the Company.
4. Free telephone and mobile facility at the Company's cost. However, personal long distance cost shall be billed to the appointee.

For the purpose of calculating the above ceiling, perquisites shall be evaluated in accordance with the Income Tax Rules, wherever applicable in the absence of any such Rules, perquisites shall be valued at actual cost.

In the event of absence or inadequacy of profits calculated as per Section 198 of the Companies Act, 2013 in any Financial Year(s) Mr. Chand Seth shall be entitled to a minimum remuneration as aforesaid or as may be agreed by him not exceeding the aforesaid limits and the permissible perquisites in accordance with schedule V to the Companies Act, 2013.

ITEM NO. 4

Mr. Ramesh Mehra was re-appointed as Whole Time Director of the Company w.e.f. September 01, 2017 for a period of three years by the members of the Company in 46th Annual General Meeting of the Company through ordinary resolution. The said tenure of his re-appointment ends on August 31, 2020. The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee and performance evaluation has in its meeting held on August 31, 2020 re-appointed Mr. Ramesh Mehra (DIN: 00003334) as the Whole Time Director of the Company for a period starting from September 01, 2020 and ending on March 31, 2021 subject to the approval of the members of the Company by Special Resolution in 49th Annual General Meeting.

Mr. Ramesh Mehra has attained the age of 71 years; hence continuation of his employment as Whole Time Director requires the approval of Members by way of a Special Resolution. Section 196(3) of the Companies Act, 2013, inter alia, provides that no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole time director or Manager unless it is approved by the Members by passing a Special Resolution. Further, as the Company has suffered losses in the FY 2019-20, the said re-appointment of Mr. Ramesh Mehra as per the remuneration below also requires the approval of the members of the Company as per the provisions of Companies Act, 2013 as mentioned in the Resolution. None of the Directors, Key Managerial Personnel or their relatives except Mr. Ramesh Mehra is in any way, concerned or interested in the resolution, except in their capacity as shareholders.

In view of above, it is proposed to seek the Members' approval by way of Special Resolution for the re-appointment of and remuneration payable to Mr. Ramesh Mehra as the Whole Time Director in terms of the applicable provisions of the Companies Act, 2013.

The terms of re-appointment of and remuneration payable to Mr. Ramesh Mehra are as under:

A. REMUNERATION including Basic salary, House rent allowance, Medical Reimbursement, Leave Travel Concession, other perquisites and reimbursement of expenditure on gas, electricity, water, maintenance etc. aggregating to, but not exceeding Rs.1,50,000/- (Rupees One Lakh Fifty Thousand Only) per month.

B. PERQUISITES IN ADDITION TO THE ABOVE

1. Provident Fund: Company's contribution to Provident Fund, if applicable, as per rules of the Company will be subject to a ceiling of 12% of the salary as laid down under the Income Tax Rules, 1962.
2. Earned/ Privileged Leave: As per the Rules of the Company, the leaves accumulated but not availed of during the tenure may be allowed to be encashed at the end of the tenure.
3. Free use of Company's car with driver for business of the Company.
4. Free telephone and mobile facility at the Company's cost. However, personal long distance cost shall be billed to the appointee.

For the purpose of calculating the above ceiling, perquisites shall be evaluated in accordance with the Income Tax Rules, wherever applicable in the absence of any such Rules, perquisites shall be valued at actual cost.

In the event of absence or inadequacy of profits calculated as per Section 198 of the Companies Act, 2013 in any Financial Year(s) Mr. Ramesh Mehra should be paid a minimum remuneration as aforesaid or as may be actually paid to him at the discretion of the Company not exceeding the aforesaid limit of Rs.1,50,000/- (Rupees One Lakh Fifty Thousand Only) per month and the permissible perquisites in accordance with schedule V to the Companies Act, 2013.

ADDITIONAL INFORMATION'S AS REQUIRED UNDER SCHEDULE V OF THE COMPANIES ACT, 2013 AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ARE GIVEN BELOW:

A. GENERAL INFORMATION:

- (i) **Nature of Industry:** The Company is a leading Manufacturer of PET Jars and Bottles/Rigid Packaging.
- (ii) **Expected date of commencement of commercial production:** The Company is an existing Company.
- (iii) **Financial Performance based on given indicators:** The relevant financial figures (Audited) as under:

(Rs. In Lakhs)

Total Income	Total Expenses	Profit/Loss before Tax	Tax Expenses	Net Profit/Loss after Tax
13953.26	15451.36	(1246.78)	131.90	(1114.88)

(iv) **Foreign Investments or collaborators, if any:** Not Applicable.

B. INFORMATION ABOUT THE DIRECTORS RETIRING BY ROTATION / SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING:

Description	Mr. Chand Seth	Mr. Ramesh Mehra	Mr. Varun Seth
Background details/Qualification	Mr. Chand Seth holds a degree in B.Tech (Mech.) from IIT (Kharagpur) and MS from Michigan University, USA, he has a rich experience of over 50 years in the field of Polymers.	Mr. Ramesh Mehra holds Bachelor degree in Engineering and Law. He has a rich experience of over 42 years in Commercial and Marketing field.	Mr. Varun Seth holds Bachelor degree in Engineering (Industrial Production). He has a rich experience of over 24 years in various fields like marketing, manufacturing etc.
Age	76 years	71 years	47 years
Past remuneration- Approved	Rs. 59.40 Lakhs P. A. However, they have drawn remuneration at lesser rates during the FY 2019-20	Rs. 18.00 Lakhs P. A.	Rs. 42.00 Lakhs P. A.
Shareholding	1,152,525 Equity Shares	NIL	7,58,311 Equity Shares
Recognition or Awards	The Company won various awards namely World Star Award, Asia Star Award and Johnson & Johnson Worldwide Sustainability Award under their leadership. Mr. Chand Seth had been honored by Lifetime Achievement Award for contribution to innovations and growth of the PET packaging sector in India.		
Job profile and responsibility	He is overall in charge of entire affairs of the Company. His experience in the field of polymers and his qualifications are ideally suited to the nature of our Industry, the benefits of which the Company has reaped over the years.	He has rich experience in Commercial and Marketing field and has immensely contributed towards achievement of our corporate goals	He has been actively involved in planning and framing of business strategies for introducing new products and clients for the Company. He has made significant contributions in the growth of Company.
Remuneration proposed	As provided in the resolution However, the Remuneration proposed is the maximum amount, the Company can pay to the appointees and is not the actual amount the appointees are withdrawing as of now. They are withdrawing the remuneration at lesser rates.		Not Applicable
Comparative profile with respect to industry, size of the Company, profile of the position & person	Considering the size of the Company, the profile of the Managing Director & Whole Time Director, the responsibilities shouldered by them, in depth knowledge in operations and the industry benchmarks, the remuneration proposed is commensurate with the remuneration paid to similar appointees in other Companies.		
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Mr. Chand Seth is one of the Promoters of the Company. He is related to Mr. Varun Seth; Whole time Director of the Company.	Besides the remuneration paid to Mr. Ramesh Mehra as Director, does not hold any other pecuniary relationship with the Company and not related with any KMP.	Mr. Varun Seth is one of the persons forming part of Promoter Group. He is related to Mr. Chand Seth, Chairman & Managing Director of the Company.
Outside Directorships	I. Pearl Telephonics Ltd II. Theta Investment Pvt. Ltd III. Pacific Pearl Finance & Leasing Private Ltd IV. Indo Nippon Chemical Co. Ltd (All are unlisted)	(i) Pearl Engineering Polymers Ltd (ii) Pearl Apartments Ltd (Listed) (iii) Amit Apartments Ltd (iv) Speedshore Trading Company Pvt Ltd	I. Pacific Pearl Finance & Leasing Private Ltd II. Theta Investment Pvt. Ltd (All are unlisted)

C. OTHER INFORMATION:

- I. Reasons of Losses:** The operations of the company during the year were adversely impacted due to the declining and subdued sales. Further, cut throat competition by local players in the market has led to lower turnover. The detailed reason is given in the Board Report and Management Discussion and Analysis Report.
- II. Steps taken or proposed to be taken for Improvement:** The Company has been taking all measures within its control to maximize efficiencies and optimize costs to lower the cost of production.
- III. Expected increase in Productivity and Profits in measurable terms:** The Company is seeking to make favourable changes and making all possible efforts for the well being of the Company and its stakeholders.
- D. Disclosures:** The information and disclosures of the remuneration package and committee position held by the managerial personnel have been provided in the Corporate Governance Report.

ITEM NO. 5

The Existing set of Memorandum of Association of the Company is based on erstwhile Companies Act, 1956 which is no longer in force. In view of this, the Company needs to adopt the new set of Memorandum of Association in accordance with Table A of Schedule I to the Companies Act, 2013 thereby deleting the reference of the provisions of Companies Act, 1956 which are no longer in force and also by deleting the Clause III(C)-other objects and by merging the relevant sub clauses under other objects to the Clause III (B) 'Objects Incidental or Ancillary to the attainment of the Main Objects' and renaming the Clause III (B) as MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE MAIN OBJECTS.

Further, in order to widen the scope of business of the Company, if required in future, it is proposed to insert new objects to the main objects of the memorandum of association of the Company in addition to the existing ones and also to insert the new matters accordingly under Clause III (B).

By virtue of Section 13 of the Companies Act, 2013 read rules made thereunder; the approval of members by way of special resolution is a prerequisite to amend the object clause of the Company. The Board has in its meeting held on February 13, 2020 approved the proposed alteration subject to the approval of the members of the Company by Special Resolution in 49th AGM of the Company and therefore, recommends the Special Resolution for the approval of the Members of the Company for giving effect to such amendments in the Memorandum of Association of the Company.

None of the Directors of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company.

**By Order of the Board of Directors
For Pearl Polymers Limited**

Place: New Delhi
Date: November 11, 2020

Registered Office:
A-97/2, Okhla Industrial Area,
Phase-II, New Delhi-110020
CIN: L25209DL1971PLC005535

**Sd/-
Vineet Gupta**
Company Secretary
M. No: ACS-47642