

Pearl Polymers Limited

Regd. Office: A-97/2, Phase-II, Okhla Industrial Area, New Delhi-110020

(CIN: L25209DL1971PLC005535)

Tel. No.:+91-11-47385300, Email: pearlsecretarial@pearlpet.net, Website: www.pearlpet.net

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 53rd (**Fifty Third**) **Annual General Meeting** ("AGM") of the Members of PEARL POLYMERS LIMITED will be held on **Tuesday**, the **24th day of September, 2024**, at **04.30 P.M.** through video conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company.

ORDINARY BUSINESS

1. To receive, consider and adopt, the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with reports of the Board of Directors and the Auditors thereon.
2. To appoint director in place of Mr. Udit Seth (DIN: 00005403), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. **To approve re-appointment of Mr. Udit Seth (DIN: 00005403) as Chairman & Managing Director of the Company**

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

"RESOLVED THAT in accordance with the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force); approval of the Members of the Company be and is hereby accorded for the re- appointment of Mr. Udit Seth (DIN: 00005403) as Chairperson & Managing Director of the Company, liable to retire by rotation, for a period of 3 (three) years with effect from 16th August, 2024, and such other applicable statutes, rules, regulations and guidelines, on the terms and conditions as set out below:

- A. **REMUNERATION** including Basic salary, House rent allowance and other allowances aggregating to, but not exceeding Rs.3,50,000/- (Rupees Three Lacs Fifty Thousand Only) per month.

- B. **PERQUISITES AND OTHER BENEFITS**

In addition to the aforesaid remuneration, Mr. Udit Seth will be entitled to the following perquisites and the monetary value of such perquisites and benefits being limited to 50% of the Remuneration as aforesaid:

1. Leave Travel Concession, House maintenance together with reimbursement of expenses and / or allowances for utilisation of gas, electricity, water, furnishing and repairs
2. **Provident Fund, Superannuation Fund, Gratuity**: Company's contribution to Provident Fund and Superannuation Fund and payment of Gratuity would be as per the rules of the Company subject to a ceiling as laid down under the Income Tax Rules, 1962
3. Telephone and mobile facility at the Company's cost
4. Medical expenses for self and family as per the rules of the Company
5. Medical Insurance as per the Company's policy
6. Use of Company's car with driver
7. Any other expenses incurred/reimbursed not specifically included hereinabove for not for official purposes

The aggregate of the remuneration and perquisites/ benefits, including contributions towards Provident Fund, Superannuation Fund and Gratuity Fund, payable to Mr. Udit Seth shall be within the limit prescribed under the Companies Act, 2013, or any amendment thereto or modification thereof ('the Act').

The Company's contribution to Provident Fund and Superannuation Fund to the extent these (either singly or together) are not taxable under the Income Tax Act, Gratuity payable as per the rules of the Company and Encashment of Leave at the end of the tenure shall not be included in the computation of limits for the perquisites aforesaid.

Use of Company's car with driver for business of the Company as per the rules of the Company and free telephone and mobile facility at the Company's cost for official purposes shall not be included in the computation of perquisites and benefits for the purpose of calculating the said ceiling. 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.

RESOLVED FURTHER THAT the aforesaid remuneration shall be payable as minimum remuneration in the event of loss and / inadequacy of profits in any of the financial year during the aforesaid period.

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), approval of the Members be and is hereby accorded for payment of remuneration to Mr. Udit Seth, Chairman & Managing Director notwithstanding that the remuneration payable to Mr. Udit Seth in any year exceeds Rs. 5 Crores (Rupees Five Crores only) or 2.5% of the net profits of the Company, whichever is higher or the aggregate annual remuneration of all the executive directors exceeds 5% of the net profits of the Company, during tenure of his appointment.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary terms and conditions of appointment and to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub- delegate, in order to give effect to this resolution or as otherwise considered fit by the Board to be in the best interest of the Company, as it may deem fit."

4. To approve re-appointment of Mr. Amit Seth (DIN: 00017395) as Whole Time Director of the Company.

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

"RESOLVED THAT in accordance with the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force); approval of the Members of the Company be and is hereby accorded for the re- appointment of Mr. Amit Seth (DIN: 00017395), as a Whole Time Director liable to retire by rotation, for a period of 3 years with effect from 16th August, 2024, and such other applicable statutes, rules, regulations and guidelines, on the terms and conditions as set out below:

- A. **REMUNERATION** including Basic salary, House rent allowance and other allowances aggregating to, but not exceeding Rs.3,50,000/- (Rupees Three Lacs Fifty Thousand Only) per month.
- B. **PERQUISITES AND OTHER BENEFITS**

In addition to the aforesaid remuneration, Mr. Amit Seth will be entitled to the following perquisites and the monetary value of such perquisites and benefits being limited to 50% of the Remuneration as aforesaid:

1. Leave Travel Concession, House maintenance together with reimbursement of expenses and / or allowances for utilisation of gas, electricity, water, furnishing and repairs

2. **Provident Fund, Superannuation Fund, Gratuity:** Company's contribution to Provident Fund and Superannuation Fund and payment of Gratuity would be as per the rules of the Company subject to a ceiling as laid down under the Income Tax Rules, 1962
3. Telephone and mobile facility at the Company's cost
4. Medical expenses for self and family as per the rules of the Company
5. Medical Insurance as per the Company's policy
6. Use of Company's car with driver
7. Any other expenses incurred/reimbursed not specifically included hereinabove for not for official purposes

The aggregate of the remuneration and perquisites/ benefits, including contributions towards Provident Fund, Superannuation Fund and Gratuity Fund, payable to Mr. Amit Seth shall be within the limit prescribed under the Companies Act, 2013, or any amendment thereto or modification thereof ('the Act').

The Company's contribution to Provident Fund and Superannuation Fund to the extent these (either singly or together) are not taxable under the Income Tax Act, Gratuity payable as per the rules of the Company and Encashment of Leave at the end of the tenure shall not be included in the computation of limits for the perquisites aforesaid.

Use of Company's car with driver for business of the Company as per the rules of the Company and free telephone and mobile facility at the Company's cost for official purposes shall not be included in the computation of perquisites and benefits for the purpose of calculating the said ceiling. 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.

RESOLVED FURTHER THAT the aforesaid remuneration shall be payable as minimum remuneration in the event of loss and / inadequacy of profits in any of the financial year during the aforesaid period.

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), approval of the Members be and is hereby accorded for payment of remuneration to Mr. Amit Seth, Whole Time Director notwithstanding that the remuneration payable to Mr. Amit Seth in any year exceeds Rs. 5 Crores (Rupees Five Crores only) or 2.5% of the net profits of the Company, whichever is higher or the aggregate annual remuneration of all the executive directors exceeds 5% of the net profits of the Company, during tenure of his appointment.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary terms and conditions of appointment and to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub- delegate, in order to give effect to this resolution or as otherwise considered fit by the Board to be in the best interest of the Company, as it may deem fit."

5. **To approve re-appointment of Mr. Varun Seth (DIN: 00017552) as Whole Time Director of the Company.**

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

"RESOLVED THAT in accordance with the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force); approval of the Members of the Company be and is hereby accorded for the

re-appointment of Mr. Varun Seth (DIN: 00017552), as Whole Time Director of the Company, liable to retire by rotation, for a period of 3 years with effect from 1st July, 2024, and such other applicable statutes, rules, regulations and guidelines, on the terms and conditions as set out below:

A. REMUNERATION including Basic salary, House rent allowance and other allowances aggregating to, but not exceeding Rs.4,00,000/- (Rupees Four Lacs Only) per month.

B. PERQUISITES AND OTHER BENEFITS

In addition to the aforesaid remuneration, Mr. Varun Seth will be entitled to the following perquisites and the monetary value of such perquisites and benefits being limited to 50% of the Remuneration as aforesaid:

1. Leave Travel Concession, House maintenance together with reimbursement of expenses and / or allowances for utilisation of gas, electricity, water, furnishing and repairs
2. **Provident Fund, Superannuation Fund, Gratuity:** Company's contribution to Provident Fund and Superannuation Fund and payment of Gratuity would be as per the rules of the Company subject to a ceiling as laid down under the Income Tax Rules, 1962
3. Telephone and mobile facility at the Company's cost
4. Medical expenses for self and family as per the rules of the Company
5. Medical Insurance as per the Company's policy
6. Use of Company's car with driver
7. Any other expenses incurred/reimbursed not specifically included hereinabove for not for official purposes

The aggregate of the remuneration and perquisites/ benefits, including contributions towards Provident Fund, Superannuation Fund and Gratuity Fund, payable to Mr. Varun Seth shall be within the limit prescribed under the Companies Act, 2013, or any amendment thereto or modification thereof ('the Act').

The Company's contribution to Provident Fund and Superannuation Fund to the extent these (either singly or together) are not taxable under the Income Tax Act, Gratuity payable as per the rules of the Company and Encashment of Leave at the end of the tenure shall not be included in the computation of limits for the perquisites aforesaid.

Use of Company's car with driver for business of the Company as per the rules of the Company and free telephone and mobile facility at the Company's cost for official purposes shall not be included in the computation of perquisites and benefits for the purpose of calculating the said ceiling. 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.

RESOLVED FURTHER THAT the aforesaid remuneration shall be payable as minimum remuneration in the event of loss and / inadequacy of profits in any of the financial year during the aforesaid period.

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), approval of the Members be and is hereby accorded for payment of remuneration to Mr. Varun Seth, Whole Time Director notwithstanding that the remuneration payable to Mr. Varun Seth in any year exceeds Rs. 5 Crores (Rupees Five Crores only) or 2.5% of the net profits of the Company, whichever is higher or the aggregate annual remuneration of all the executive directors exceeds 5% of the net profits of the Company, during tenure of his appointment.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary terms and conditions of appointment and to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub- delegate, in order to give effect to this resolution or as otherwise considered fit by the Board to be in the best interest of the Company, as it may deem fit.”

6. Appointment of Mr. Brej Behari Gupta (DIN: 01514670) as an Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013; Companies (Appointment and Qualification of Directors) Rules, 2014 (“Act”), Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), (including any statutory modification(s) or re-enactment thereof for the time being in force) and upon the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors; Mr. Brej Behari Gupta (DIN: 01514670) and who is eligible and meets the criteria of Independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Shareholder proposing his candidature for the office of a Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from 28th September, 2024 to 27th September, 2029 (both days inclusive).

RESOLVED FURTHER THAT Mr. Udit Seth, Chairman & Managing Director, Mr. Varun Seth, Whole Time Director and Mr. Amit Seth, Whole Time Director be and are hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution”

By Order of the **Board of Directors**

Place: New Delhi
Date: 13th August, 2024

Aman Thakran
Company Secretary
(M. No. ACS66476)

NOTES:

1. An Explanatory Statement in respect of Item No. 3 to Item No. 6 under Special Business of this Notice is annexed hereto.
2. **IN VIEW OF COVID-19 PANDEMIC, PURSUANT TO THE CIRCULAR NO. 14/2020 DATED APRIL 08, 2020; CIRCULAR NO. 17/2020 DATED APRIL 13, 2020; CIRCULAR NO. 20/2020 DATED MAY 5, 2020, CIRCULAR NO. 02/2021, DATED JANUARY 13, 2021, CIRCULAR NO. 19/ 2021 DATED DECEMBER 12, 2021, CIRCULAR NO. 2/2022; DATED MAY 5, 2022; CIRCULAR NO. 09/ 2023 DATED SEPTEMBER 25, 2023; CIRCULAR NO. SEBI/HO/CFD/CFD-POD-2/P/CIR/2023/167 DATED OCTOBER 07, 2023 AND ALL OTHER RELEVANT CIRCULARS ISSUED FROM TIME TO TIME BY THE MINISTRY OF CORPORATE AFFAIRS, PHYSICAL ATTENDANCE OF THE MEMBERS IN THE ANNUAL GENERAL MEETING (“AGM”) IS NOT REQUIRED AND GENERAL MEETING BE HELD THROUGH VIDEO CONFERENCING (VC) OR OTHER AUDIO VISUAL MEANS (OAVM). HENCE, MEMBERS CAN ATTEND AND PARTICIPATE IN THE ENSUING AGM THROUGH VC/ OAVM.**
3. **SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE. HOWEVER, THE CORPORATE MEMBERS INTENDING TO SEND THEIR AUTHORIZED**

REPRESENTATIVES TO ATTEND THE AGM THROUGH VC/OAVM ARE REQUESTED TO SEND A CERTIFIED COPY OF THE BOARD RESOLUTION/POWER OF ATTORNEY AUTHORIZING THEIR REPRESENTATIVE TO ATTEND AND CAST THEIR VOTES THROUGH E-VOTING.

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.
5. Corporate/Institutional members (i.e. other than individuals, HUF, NRI, etc) are required to send scanned copy of its Board or governing body resolution/authorization etc., authorizing its representative to attend AGM through VC/ OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization be sent to the Scrutinizer by email through its registered email address to csrashmi3011@gmail.com with a copy marked to evoting@nsdl.co.in
6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Members can login and join the AGM 15 minutes prior to the scheduled time to start the AGM and the window for joining shall be kept open till the expiry of 15 minutes after the scheduled time to start the AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members, on first-come-first-served basis. However, the participation of large members (members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Auditors can attend the AGM without restriction of first-come-first served basis. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice.
8. 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.
9. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General meeting (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) read with MCA Circulars and SEBI Circular, the Company is providing (i) facility of remote e-voting for voting before the AGM and (ii) facility of e-voting at the AGM to its Members in respect of the business to be transacted at the AGM to be held through VC/ OAVM. For this purpose, the Company has entered into an agreement with National securities Depository Limited (NSDL) 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 NSDL.
10. For ease of conduct, members who would like to ask questions/express their views on the items of the business to be transacted at the meeting can send in their questions/ comments in advance mentioning their name, demat account number/ folio number, email id, mobile number at pearlsecretarial@pearlpet.net. The same will be replied by the Company suitably. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
11. **The Register of members and share transfer books of the Company will remain closed from Wednesday, September 18, 2024 to Tuesday, September 24, 2024 (both days inclusive) for the purpose of annual closure of books.**
12. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc:
 - a. For shares held in electronic form: to their Depository Participants (DPs)
 - b. For shares held in physical form: to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-POD-1/P/CIR/2023/37 dated March 16, 2023 (subsumed as a part of the SEBI master circular no. SEBI/HO/MIRSD/POD-1/PLCIR/2024/37 dated May 07, 2024) in suppression of earlier circulars issued on the subject. The Company has sent letters on 30th May, 2023, for furnishing the required details. Members may please

note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at www.pearlpet.net/noticetoshareholders.html and on the website of the Company's Registrar and Transfer Agents, MAS Services Limited at www.masserv.com. It may be noted that any service request can be processed only after the folio is KYC Compliant.

Members holding shares in physical form are requested to dematerialize their holdings at the earliest.

13. In compliance with the MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice calling AGM along with the explanatory statement and Annual Report 2023-24 are available on the website of the Company at www.pearlpet.net and on the website 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 on the website of National Securities Depository Limited (NSDL) i.e. evoting@nsdl.com (the Authorised agency for providing voting through electronic means and AGM through VC/OAVM). Company's web-link on the above will also be provided in advertisement being published in Financial Express (English edition) and Hari Bhoomi (Hindi edition).
14. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company Secretary or Mas Services Limited, Company's Registrar and Share Transfer Agents ("RTA") (Tel. No. 011 26387281/82/83) for assistance in this regard.
15. Members who have not yet registered their e-mail addresses are requested to register the same with their Depository Participants ("DP") in case the shares are held by them in electronic form and with the Company/RTA in case the shares are held by them in physical form.
16. For receiving all future correspondence (including Annual Report) from the Company electronically—

In case you have not registered your email ID with the Company/ Depository, please follow below instructions to register your email ID for obtaining Annual Report for FY 2023-2024 and login details for e-voting.

Physical Holding

Send a signed request letter to Registrar and Transfer Agents of the Company, MAS Services Limited at investor@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) with subject line (Register E-mail ID Folio No (Mention Folio No) of Pearl Polymers Limited.

Demat Holding

Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.

17. Further, those members who have not registered their e-mail addresses and mobile nos. and in consequence could not be served the Notice of the AGM and Annual Report may temporarily get themselves registered with RTA by emailing for obtaining the same. Members are requested to support our commitment to environmental protection by choosing to receive the Company's communications through e-mail going forward.
18. In case a person has become a member of the Company after dispatch of the AGM Notice, but on or before the cut-off date for e-voting i.e. Tuesday, September 17, 2024, such person may obtain the User ID and Password from RTA by e-mail request on investor@masserv.com

19. With a view to helping us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company/ RTA to consolidate their holdings in one folio.
20. In terms of Section 72 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit the requisite nomination form.
21. 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
22. In terms of SEBI Circular dated 09/12/2020, the depository shall send SMS/email alerts regarding the details of the upcoming AGM to the demat holders atleast 2 days prior to the date of commencement of e-voting. Hence members are requested to update the mobile no./email ID with their respective depository participants.
23. The documents referred to in the proposed resolutions are available for inspection at its Registered Office of the Company during normal business hours on any working day except Saturdays, upto the date of meeting.
24. Instructions for e-voting and joining the AGM are as follows:

In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the SEBI Listing Regulations, the Company is providing facility of remote e-voting to exercise votes on the items of business given in the Notice 53rd Annual General Meeting (AGM) through electronic voting system, to members holding shares as on **Tuesday, September 17, 2024** (end of day), being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by NSDL or to vote at the e-AGM.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE ASUNDER:-

The remote e-voting period commences on Saturday, September 21, 2024 (09:00 am) and ends on Monday, September 23, 2024 (05:00 pm). The remote e-voting module shall be disabled for voting after 5.00 PM on Monday, September 23, 2024. No remote e-voting shall be allowed beyond the said date and time. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, September 17, 2024, may cast their vote electronically by way of remote e-voting or by e-voting at the AGM. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, September 17, 2024.

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in dematmode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 20px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at toll free no.: 022-48867000 and 022-24997000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 5533

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL to your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- [Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csrashmi3011@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022-48867000 and 022-24997000 or send a request to Amit Vishal, Assistant Vice president, NSDL at evoting@nsdl.com. Further, members may also contact 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 investor@masserv.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please send signed ISR1- to RTA
2. In case shares are held in demat mode, please update your email id with your depository and generate password as per instruction given above
3. Alternatively, shareholder/members may send a request to HYPERLINK "<mailto:evoting@nsdl.com>" for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at pearlsecretarial@pearlpet.net. The same will be replied by the company suitably.

General Instructions

- i. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- ii. 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.
- iii. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, for all those members who are present VC / OAVM at the AGM but have not cast their votes by availing the remote e-voting facility.
- iv. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- v. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.pearlpet.net and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited.

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

ITEM NO. 3

Mr. Udit Seth was appointed as Chairman & Managing Director of the Company with effect from August 16, 2021 for a period of 3 years.

It is now proposed to re-appoint Mr. Udit Seth as Chairman & Managing Director for a further period of three years w.e.f. 16th August, 2024 on the terms and conditions, inter alia, as set out in the proposed resolution which is in accordance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Nomination & Remuneration Committee in its meeting held on 27th May, 2024 recommended his re- appointment & remuneration for the period of 3 (three) years with effect from August 16, 2024. The Board of Directors in its meeting held on 27th May, 2024, on the recommendation of Nomination & Remuneration Committee approved his reappointment & remuneration, subject to approval of Members for a period three years commencing from August 16, 2024.

Mr. Udit Seth has been associated with the Company since April 2006. He has an experience of more than 18 years. He holds Bachelor's degree in science from University of Michigan, USA and has worked with the

Company as the Vice President-Sales & Marketing in past for reviewing and developing new marketing strategies and improving company operations and was associated with the Company in the capacity of Executive Director (related party's appointment in Office or place of profit- not on the Board) before his appointment. With his vast knowledge and expertise in the field, Mr. Udit Seth has contributed tremendously in accomplishing the corporate goals. Keeping in view his experience and association with the Company, it is considered prudent to re-appoint Mr. Udit Seth as Director and Chairman & Managing Director of the Company.

1. GENERAL INFORMATION

- (i) **Nature of the Industry:** The Company is engaged in the business of trading of pet bottles and jars.
- (ii) **Date of commencement of commercial production:** Not Applicable (The Company is not into manufacturing/ production)
- (iii) **Financial Performance:** The financial performance (Standalone) of the Company (audited) during last three years is as under:

(Rs. in lacs)

Financial parameters	*Year ended March 31, 2022	Year ended March 31, 2023	Year ended March 31, 2024
Total Revenue (including revenue from other income)	*10,477.17	1949.40	2435.88
Net profit before taxation	*2786.52	(803.17)	32.71

* The Financial results for the year 2022 are not comparable with that for the year 2023 & 2024 due to completion of slump sale transaction with Manjushree Technopack Limited ("MTL").

- (iv) **Foreign investments or collaborations:** The Company does not have any collaboration and investment from foreign except for general public shareholding as shown in the quarterly shareholding reports filed by the Company in stock exchanges from time to time

2. INFORMATION ABOUT THE APPOINTEE

- (i) **Background Details:** The appointee holds Bachelor's degree in science from University of Michigan, USA and has experience of more than 18 years and he has been associated with the Company since the year 2006.
- (ii) **Past Remuneration:** Rs. 48.51 Lacs during the FY 2023-24.
- (iii) **Recognition or awards:** The Company has won numerous awards and accolades from customers and external agencies.
- (iv) **Job profile and suitability:** The appointee will be re-appointed as Chairman & Managing Director of the Company and is responsible for the management of the whole of affairs of the Company. Keeping in view of his experience and knowledge, he is best suited for the position.
- (v) **Remuneration Proposed:** As per details mentioned in the resolution.
- (vi) **Comparative remuneration profile with respect to industry, size, profile of the position and person:** The appointee holds Bachelor's degree in science from University of Michigan, USA and he has been associated with the Company since the year 2006. He has experience of over 18 years in the manufacture of pet bottles, Process Control, Design and Quality. He has proved his expertise in very effective manner and drove the Company towards the growth over a period of time and also successfully sailed the Company through Covid -19 pandemic. Hence, the remuneration proposed is justified and commensurate with other companies in the same sector.
- (vii) **Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:** Except to the extent of his employment with the Company, he does not have any pecuniary relationship directly or indirectly with the Company or has any relationship with the managerial personnel.

3. OTHER INFORMATION: Not applicable

4. DISCLOSURE

The disclosure has been mentioned in the Board of Director's Report under the heading "Corporate Governance".

None of the Directors / Key Managerial Personnel of the Company / their relatives are, except himself, Mr. Amit Seth and Mr. Varun Seth are in any way, concerned or interested, financially or otherwise, in the

Resolution set out at Item No. 3 of the Notice.

The Board recommends passing of the resolution as set out in Item No. 3 of this Notice as a Special Resolution.

ITEM NO. 4

Mr. Amit Seth was appointed as Whole Time Director of the Company with effect from August 16, 2021 for a period of 3 years.

It is now proposed to re-appoint Mr. Amit Seth as Whole Time Director for a further period of three years w.e.f. 16th August, 2024 on the terms and conditions, inter alia, as set out in the proposed resolution which is in accordance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Nomination & Remuneration Committee in its meeting held on 27th May, 2024 recommended his re- appointment & remuneration for the period of 3 (three) years with effect from August 16, 2024. The Board of Directors in its meeting held on 27th May, 2024, on the recommendation of Nomination & Remuneration Committee approved his reappointment & remuneration, subject to approval of Members for a period three years commencing from August 16, 2024.

Mr. Amit Seth has been associated with the Company since April 2011. He has rich experience of over 30 years in various fields like operations, legal, financial, taxation etc. 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. He holds Bachelor's degree in Business Administration from Western Michigan University, USA. It is considered prudent to re-appoint Mr. Amit Seth as Whole Time Director of the Company.

1. GENERAL INFORMATION

- Nature of the Industry: The Company is engaged in the business of trading of pet bottles and jars.
- Date of commencement of commercial production: Not Applicable (The Company is not into manufacturing/ production)
- Financial Performance: The financial performance (Standalone) of the Company (audited) during last three years is as under:

(Rs. in lacs)

Financial parameters	*Year ended March 31, 2022	Year ended March 31, 2023	Year ended March 31, 2024
Total Revenue (including revenue from other income)	*10,477.17	1949.40	2435.88
Net profit before taxation	*2786.52	(803.17)	32.71

* The Financial results for the year 2022 are not comparable with that for the year 2023 & 2024 due to completion of slump sale transaction with Manjushree Technopack Limited ("MTL").

- Foreign investments or collaborations:** The Company does not have any collaboration and investment from foreign except for general public shareholding as shown in the quarterly shareholding reports filed by the Company in stock exchanges from time to time

2. INFORMATION ABOUT THE APPOINTEE

- Background Details:** The appointee holds Bachelor's degree in Business Administration from Western Michigan University, USA and has rich experience of over 30 years in various fields like operations, legal, financial, taxation etc.
- Past Remuneration:** Rs. 48.51 Lacs during the FY 2023-24.
- Recognition or awards:** The Company has won numerous awards and accolades from customers and external agencies.
- Job profile and suitability:** The appointee will be re-appointed as Whole Time Director of the Company and is responsible for the management of affairs of the Company. Keeping in view of his experience and knowledge, he is best suited for the position.
- Remuneration Proposed:** As per details mentioned in the resolution.
- Comparative remuneration profile with respect to industry, size, profile of the position and person:** The appointee holds Bachelor's degree in Business Administration from Western Michigan University, USA from University of Michigan, USA and he has been associated with the Company since the year 2011. He has rich experience of over 30 years in various fields like operations, legal,

financial, taxation etc. He has been actively involved in planning and framing of business strategies for introducing new products and clients for the Company. Hence, the remuneration proposed is justified and commensurate with other companies in the same sector.

- vii. **Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:** Except to the extent of his employment with the Company, he does not have any pecuniary relationship directly or indirectly with the Company or has any relationship with the managerial personnel.

3. OTHER INFORMATION: Not applicable

4. DISCLOSURE

The disclosure has been mentioned in the Board of Director's Report under the heading "Corporate Governance".

None of the Directors/ Key Managerial Personnel of the Company / their relatives are, except himself, Mr. Udit Seth and Mr. Varun Seth are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

The Board recommends passing of the resolution as set out in Item No. 4 of this Notice as a Special Resolution.

ITEM NO. 5

Mr. Varun Seth was re-appointed as Whole Time Director of the Company with effect from July 01, 2021 for a period of 3 years.

It is now proposed to re-appoint Mr. Varun Seth as Whole Time Director for a further period of three years w.e.f. 01st July, 2024 on the terms and conditions, inter alia, as set out in the proposed resolution which is in accordance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Nomination & Remuneration Committee in its meeting held on May 27, 2024 recommended his re- appointment & remuneration for the period of 3 (three) years with effect from July 01, 2024. The Board of Directors in its meeting held on 27th May, 2024, on the recommendation of Nomination & Remuneration Committee approved his reappointment & remuneration, subject to approval of Members for a period three years commencing from July 01, 2024.

Mr. Varun Seth has been associated with the Company since April 2006. He has rich experience of over 25 years in various fields like marketing, manufacturing etc. He has been actively involved in planning and framing of business strategies for the Company. He has made significant contributions in the growth of Company. He holds Bachelor's degree in Engineering (Industrial Production) from BMS College of Engineering, Bangalore. It is considered prudent to re-appoint Mr. Varun Seth as Whole Time Director of the Company.

1. GENERAL INFORMATION

- Nature of the Industry: The Company is engaged in the business of trading of pet bottles and jars.
- Date of commencement of commercial production: Not Applicable (The Company is not into manufacturing/ **production**)
- Financial Performance: The financial performance (Standalone) of the Company (audited) during last three years is as under:

(Rs. in lacs)

Financial parameters	*Year ended March 31, 2022	Year ended March 31, 2023	Year ended March 31, 2024
Total Revenue (including revenue from other income)	*10,477.17	1949.40	2435.88
Net profit before taxation	*2786.52	(803.17)	32.71

* The Financial results for the year 2022 are not comparable with that for the year 2023 & 2024 due to completion of slump sale transaction with Manjushree Technopack Limited ("MTL").

- Foreign investments or collaborations:** The Company does not have any collaboration and investment from foreign except for general public shareholding as shown in the quarterly shareholding reports filed by the Company in stock exchanges from time to time

2. INFORMATION ABOUT THE APPOINTEE

- i. **Background Details:** The appointee holds Bachelor's degree in Engineering (Industrial Production) from BMS College of Engineering, Bangalore and has experience of over 25 years in various fields like marketing, manufacturing etc.
- ii. **Past Remuneration:** Rs. 51.70 Lacs during the FY 2023-24.
- iii. **Recognition or awards:** The Company has won numerous awards and accolades from customers and external agencies.
- iv. **Job profile and suitability:** The appointee will be re-appointed as Whole Time Director of the Company and is responsible for the management of affairs of the Company. Keeping in view of his experience and knowledge, he is best suited for the position.
- v. **Remuneration Proposed:** As per details mentioned in the resolution.
- vi. **Comparative remuneration profile with respect to industry, size, profile of the position and person:** The appointee holds Bachelor's degree in Engineering (Industrial Production) from BMS College of Engineering, Bangalore and he has been associated with the Company since the year 2006. He has rich experience of over 25 years in various fields like marketing, manufacturing etc. He has been actively involved in planning and framing of business strategies for introducing new products and clients for the Company. Hence, the remuneration proposed is justified and commensurate with other companies in the same sector.
- vii. **Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:** Except to the extent of his employment with the Company, he does not have any pecuniary relationship directly or indirectly with the Company or has any relationship with the managerial personnel.

3. OTHER INFORMATION: Not applicable

4. DISCLOSURE

The disclosure has been mentioned in the Board of Director's Report under the heading "Corporate Governance".

None of the Directors/ Key Managerial Personnel of the Company / their relatives are, except himself, Mr. Udit Seth and Mr. Amit Seth are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice.

The Board recommends passing of the resolution as set out in Item No. 5 of this Notice as a Special Resolution.

ITEM NO. 6

In accordance with the provisions of Section 149 of the Companies Act, 2013 and Regulations 17 and 25 of SEBI Listing Regulations, the Board of Directors at their meeting held on 13th August, 2024 appointed Mr. Brej Behari Gupta (DIN: 01514670) as a Non-Executive Independent Director of the Company, for a term of five years commencing from 28th September, 2024 to 27th September, 2029, not liable to retire by rotation, subject to the approval of the Shareholders by way of a Special Resolution and the brief resume is as below:

Mr. Brej Behari Gupta has an experience of more than 30 years in professionally managing the companies in the field of human resources, industrial relations, CSR Administration and Legal functions. He has also worked in Marketing and Sales functions of many big Companies. He completed his Bachelor degree in Science (Biology), from Rohilkhand University, Bareilly, in the year 1979 and after that he did L.L.B. from Delhi University, Delhi in the year 1983

The Nomination and Remuneration Committee ("NRC"), on the basis of qualifications, experience, independence, balance of skills is of the view that Mr. Brej Behari possesses the requisite skills and capabilities for the role, which would be of immense benefit to the Company, and hence, it is desirable to appoint him as an Independent Director.

The Company has received a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies

(Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

He has also confirmed that he is not disqualified from being appointed as Director, in terms of the provisions of Section 164 (2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given his consent to act as Director of the Company. There is no inter se relationship between him and any other member of the Board and other Key Managerial Personnel of the Company.

In the opinion of the Board and based on the evaluation, Mr. Brej Behari Gupta fulfils the conditions for appointment of Independent Director of the Company as specified in the Act and the Listing Regulations.

Based on the recommendation of the NRC, the Board, recommended the appointment of Mr. Brej Behari Gupta as an Independent Director, not liable to retire by rotation, for a term of 5 (five) years effective from 28th September, 2024 to 27th September, 2029 (both days inclusive).

The resolution seeks the approval of Shareholders for the appointment of Mr. Brej Behari Gupta as an Independent Director, for a term of 5 (five) years effective from 28th September, 2024 to 27th September, 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

The details as required under the provisions of Regulation 36(3) of the Listing Regulations, SS-2 and other applicable provisions are provided in 'Annexure' to this Notice.

None of the Directors, Key Managerial Personnel and relatives thereof except the appointee, has any concern or interest, financial or otherwise.

The Board of Directors recommends the resolution at Item No. 6 of this Notice for approval of Shareholders.

By Order of **the Board of Directors**

Place: New Delhi
Date: 13th August, 2024

Aman Thakran
Company Secretary
(M. No. ACS66476)

Additional information on Director recommended for re-appointment as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard-2				
Particulars	Mr. Udit Seth (DIN: 00005403)	Mr. Amit Seth (DIN: 00017395)	Mr. Varun Seth (DIN: 00017552)	Mr. Brej Behari Gupta (DIN: 01514670)
Age (years)	43 Years	53 Years	51 Years	63 Years
Qualification	Bachelor's degree in science from University of Michigan, USA	Bachelor's degree in Business Administration from Western Michigan University, USA	Bachelor's degree in Engineering (Industrial Production) from BMS College of Engineering, Bangalore	Bachelor degree in Science (Biology), from Rohilkhand University, Bareilly & L.L.B. from Delhi University
Experience and expertise	Mr. Udit Seth has an experience of more than 18 years has worked with the Company as the Vice President-Sales & Marketing in past for reviewing and developing new marketing strategies and improving company operations and was associated with the Company in the capacity of Executive Director before his appointment. With his vast knowledge and expertise in the field, Mr. Udit Seth has contributed tremendously in accomplishing the corporate goals	Mr. Amit Seth has a rich experience of over 30 years in various fields like operations, legal, financial, taxation etc. 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. Mr. Amit Seth has been working with the Company as Executive Director of the Company since 2011.	Mr. Varun Seth has a rich experience of over 25 years in various fields like marketing, manufacturing etc. 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. Mr. Varun Seth has been Whole Time Director of the Company since 2006.	Mr. Brej Behari Gupta has an experience of more than 30 years in professionally managing the companies in the field of human resources, industrial relations, CSR Administration and Legal functions. He has also worked in Marketing and Sales functions of many big Companies
Terms & Conditions of appointment/ Reappointment	Liable to retire by rotation	Liable to retire by rotation	Liable to retire by rotation	Not liable to retire by rotation
Details of Remuneration sought to be paid	As detailed in the resolution and explanatory statement	As detailed in the resolution and explanatory statement	As detailed in the resolution and explanatory statement	Sitting fees for Board/ Committee Meeting(s)
Remuneration last drawn	As per existing terms and conditions	As per existing terms and conditions	As per existing terms and conditions	Not Applicable
Date of first appointment on the Board	16 th August, 2021	16 th August, 2021	1 st July, 2006	Not Applicable

Shareholding in the Company	6,50,069	7,22,533	7,58,311	Nil
Relationship with other Directors, Manager and Key Managerial Personnel	Mr. Udit Seth is son of Mr. Chand Seth, Chairman Emeritus, and brother of Mr. Amit Seth and Mr. Varun Seth, who are Whole Time Directors of the Company.	Mr. Amit Seth is son of Mr. Chand Seth, Chairman Emeritus, and brother of Mr. Udit Seth and Mr. Varun Seth, who are Chairman & Managing Director and Whole Time Director of the Company, respectively.	Mr. Varun Seth is son of Mr. Chand Seth, Chairman Emeritus, and brother of Mr. Udit Seth and Mr. Amit Seth, who are Chairman & Managing Director and Whole Time Director of the Company, respectively.	None
Number of board meeting(s) attended during the year	Four (4)	Four (4)	One (1)	Not Applicable
Other directorships	<u>Private Companies:</u> <ul style="list-style-type: none"> MRK Shares and Stocks Private Limited Pearl Telefonics Private Limited Pacific Pearl Finance & Leasing Private Limited Theta Investments Private Limited PS Arts Private Limited Nustechconnect Software Private Limited <u>Public Companies:-</u>	<u>Private Companies:</u> <ul style="list-style-type: none"> MRK Shares and Stocks Private Limited Pearl Telefonics Private Limited Pacific Pearl Finance & Leasing Private Limited Theta Investments Private Limited <u>Public Companies:-</u>	<u>Private Companies:</u> <ul style="list-style-type: none"> Pacific Pearl Finance & Leasing Private Limited Theta Investments Private Limited <u>Public Companies:-</u>	<u>Private Companies:-</u> Bharat Prakashan Delhi Limited
Memberships / Chairpersonship of committees	None	None	None	None
Name of listed entities from where the person has resigned in the past three years	None	None	None	None