

NOTICE

NOTICE is hereby given that the 29th (Twenty Ninth) Annual General Meeting of Pearl Engineering Polymers Limited will be held on **Saturday, the 25th Day of November, 2023 at 12:30 P.M.** through video conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2023 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint Director in place of Mr. Brahm Prakash Bhardwaj (DIN: 09036602), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. TO CONSIDER AND APPROVE THE VOLUNTARY LIQUIDATION OF THE COMPANY

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

"RESOLVED THAT pursuant to section 59 and other applicable provisions of the Insolvency and Bankruptcy Code 2016 ("IBC Code") read with the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017 ("Regulations") made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), and the provisions of the Companies Act 2013, as may be applicable, and subject to the receipt of the requisite approval of the lenders and creditors and any other third party (if necessary) and the sanction of application for dissolution by the NCLT, and such other competent authorities as may be applicable, the consent of the Members of the Company, be and is hereby accorded to liquidate the Company by way of voluntary liquidation.

RESOLVED FURTHER THAT declaration of solvency, along with audited financial statements for the period [FY 2021-22, 2022-23], a business record for the previous two years and Unaudited Provisional Financial Statement as on 31st August, 2023, be and is hereby noted."

4. TO APPOINT MR. LOVENEET HANDA, INSOLVENCY PROFESSIONAL, HOLDING REGISTRATION NUMBER IBBI/IPA-002/IP-N01048/2020-2021/13386, AS A LIQUIDATOR OF THE COMPANY

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

"RESOLVED THAT the consent of the Members of the Company be and is hereby accorded to the appointment of Mr. Loveneet Handa, Insolvency Professional, holding registration number IBBI/IPA-002/IP-N01048/2020-2021/13386, eligible to be appointed as a liquidator in terms of Regulation 6 of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017 for the purpose of voluntary liquidation of the Company on such terms & conditions including remuneration as may be decided by and between the Board and Mr. Loveneet Handa.

RESOLVED, FURTHER THAT pursuant to Section 3, Section 37 and other applicable provisions of IBC and other applicable provisions of IBC Code, Chapter IV of the Regulations and other applicable provisions, if any, the liquidator shall, inter alia, exercise the following powers:

- (a) to verify the claims of all the creditors;
- (b) to take into his custody or control all the assets, property, effects and actionable claims of the Company;
- (c) to evaluate the assets and property of the Company in the manner as may be specified by the Board and prepare a report;
- (d) to take such measures to protect and preserve the assets and properties of the Company as he considers necessary;

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- (e) to carry on the business of the Company for its beneficial liquidation as he considers necessary;
- (f) to obtain any professional assistance from any person or appoint any professional, in discharge of his duties, obligations and responsibilities;
- (g) to invite and settle claims of creditors and claimants and distribute proceeds in accordance with the provisions of this Code;
- (h) to institute or defend any suit, prosecution or other legal proceedings, civil or criminal, in the name of on behalf of the Company;
- (i) to open separate bank account on behalf of the Company as per the requirement of the IBC Code or to change the name of the existing bank account of the Company as may be deemed appropriate;
- (j) to discharge all power functions duties as required under section 35 of the IBC Code read with Regulations or any other applicable provisions;
- (k) to perform such other functions as may be specified by the Board.”

Place: New Delhi

Date: 10th October, 2023

Registered Office:

D-17, M.I.D.C. Industrial Area
Kurkumbh, Taluk Daund, Dist.
Pune-413 802, Maharashtra

By order of the Board

Sd/-

Brahm Prakash Bhardwaj

Director

DIN: 09036602

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed. The Ministry of Corporate Affairs vide General Circular No. 14/2020 dated 8th April 2020, Circular No.17/2020 dated 13th April 2020, Circular No. 20/2020 dated 5th May 2020, Circular No. 02/2021 dated 13th January 2021, Circular No. 19/2021 dated 8th December 2021, Circular No. 21/2021 dated 14th December 2021, Circular No. 2/2022 dated 5th May 2022, Circular No. 10/2022 dated 28th December 2022 and Circular No. 09/2023 dated 25th September 2023 (hereinafter collectively referred to as "MCA Circulars") has allowed the Companies to convene their general meetings through VC/OAVM. The deemed venue for the 29th AGM shall be the Registered Office of the Company.
2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. 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.
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 Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to Special Business as set out in the notice is annexed.
5. In terms of Section 161 of the Companies Act, 2013, the office of Mr. Brahm Prakash Bhardwaj (DIN: 09036602) is liable to retire at the ensuing AGM and being eligible has offered himself for re-appointment. Brief profile, information and relevant details, in respect of Director seeking appointment/reappointment at this AGM is annexed hereto.
6. 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 shawetagupta2010@gmail.com with a copy marked to evoting@nsdl.co.in Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
7. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. 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.

9. 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.
10. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.peplindia.com. The AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
11. 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") 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.
12. National Securities Depository Limited ("NSDL") will be providing the remote e-voting facility for participation in the AGM through VC/ OAVM Facility and e-voting during the AGM.
13. Only those members, who are present through VC 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.
14. All correspondence relating to change of address, transfer/ transmission of shares, issue of duplicate share certificates, consolidation of folios, bank mandates and all other matters relating to the shareholding in the Company may be made to MAS Services Ltd., the registrar and share transfer agent ("RTA"). The Members holding shares in dematerialized form may send such communication to their respective Depository Participants ("DP's").
15. The Government mandated the dematerialization of shares of all the public companies for effecting transfer of shares. No transfer can be affected of physical shares. So, in view of this, you are hereby requested to apply for dematerialization of the shares.
16. The Register of Members and Share Transfer Books of the Company will remain closed from **Sunday, 19th November, 2023** to **Saturday, 25th November, 2023 (both days inclusive)**.
17. The Members whose names appear on the Company's Register of Members as on **Saturday, 18th November, 2023** ("cut-off date") will be eligible to attend and vote at the AGM.
18. Members can avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form no. SH-13 duly filled in to the Company / RTA / DP's.
19. Members holding shares in more than one folio in identical order of names are requested to write to Registrar and Share Transfer Agent enclosing their share certificates to enable them to consolidate the

holdings in one folio to facilitate better service.

20. As an eco-friendly measure intending to benefit the society at large, we request you to be part of the e-initiative and register your e-mail address to receive all communication and documents including Annual Reports from time to time in electronic form to the e-mail ID provided by you. Members holding shares in dematerialised form may send such communication to their respective DP's and those holding shares in physical form may send such communication to the Company/ RTA. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to avail the benefits of dematerialisation, which include easy liquidity.
21. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with relevant Rules framed thereunder, the Annual Report for financial year 2022-23 and the Notice of the AGM, inter-alia indicating the process and manner of remote e-voting and video conferencing (VC) or other audio visual means (OAVM) are being sent by e- mail to those Members who have registered their e-mail ID either with the Company/RTA or with the DP's.
22. Once the vote on a resolution is cast by the member, he/she/it shall not be allowed to change it subsequently.
23. 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 shares are in demat form members are requested to update their bank detail with their depository participant

24. 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.
25. In compliance with the aforesaid MCA Circulars, the Annual Report including audited financial statements for the financial year 2022-23 and notice of 29th AGM are 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 in following manner.

Physical Holding	<p>Send a signed request 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) 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 as per the process advised by DP.

26. 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 to consolidate their holdings in one folio.
27. All shareholders/members attending AGM through VC or OAVM, who wish to speak or pose questions shall register themselves on or before 24th November, 2023 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 pearl.secretarial@pearlmail.com . 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. 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.
28. The remote e-voting period begins on Wednesday, November 22, 2023 at 09:00 A.M. and ends on Friday, November 24, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date Friday, October 27, 2023 (end of day), may cast their vote electronically.

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

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 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. **Though the Company is not a listed Company still 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
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<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"><li data-bbox="581 268 1468 636">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<li data-bbox="581 688 1468 791">2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp
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	<p>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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR Code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. 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.</p>

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.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

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:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) 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.
- c) How to retrieve your 'initial password'?
 - (i) 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 from 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'.

- (ii) 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:
 - a) 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.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) 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.
 - d) 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. How to cast your vote electronically and join General Meeting on NSDL e-Voting system ?

1. 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" (e-voting even number) of "Pearl Engineering Polymers Limited" 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 Meeting";
3. Now you are ready for e-Voting as Cast Vote page opens;
4. Cast your vote by selecting appropriate option 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 have voted on the resolution, you will not be allowed to modify your vote;

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 provide Folio No., Name of 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) by email to pearl.secretarial@pearlmail.com ;
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to pearl.secretarial@pearlmail.com . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in 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. Though the Company is not a listed Company still 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 THE 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" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join 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 pearl.secretarial@pearlmail.com. The same will be replied by the company suitably.

Other Instructions:

- a) 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.nsd.com to reset the password.
- b) 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.nsd.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Amit Vishal- Assistant Vice President at evoting@nsdl.co.in. 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

General Information

- a) There will be one vote for every Client ID / registered folio number irrespective of the number of joint holders.
- b) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 18th November, 2023.
- c) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e Saturday, November 18, 2023, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA, MAS Services Limited at investor@masserv.com.
- d) 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.
- e) Ms. Shaweta Gupta, Practicing Company Secretary (Membership No. 58265), Proprietor of M/s Shaweta Loya & Associates has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the remote e-voting process in a fair and transparent manner.

- f) The Results of voting will be declared within three days of the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The declared Results, along with the Scrutinizer's Report, will be available forthwith on the website of NSDL.

Additional information on Director recommended for re-appointment as required under the Companies Act and the Secretarial Standard-2

S. No	Particulars	Details
1.	Name of the Director	Mr. Brahm Prakash Bhardwaj
2.	DIN	09036602
3.	Date of Birth	September 01, 1960
4.	Brief profile/ Nature of Expertise	Mr. Brahm Prakash Bhardwaj has done B.Com from Delhi University, Master of Business Administration (MBA) from MDU Rohtak, Haryana in Finance and Bachelor of Legislative Law (L.L.B) from Choudhary Charan Singh University, Meerut, Uttar Pradesh. He has the vast experience over 40 years in the field of Finance and Law and has vast exposure of the industry.
5.	Terms & Conditions of appointment/ Reappointment	Liable to retire by rotation
6.	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	NIL
7.	Number of Equity Shares held in the Company	40

EXPLANATORY STATEMENT IN PURSUANCE OF SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM 3&4

The Company was incorporated in the year 1992 and was engaged in the business of manufacturing of PET chips of various qualities at its plant located at Kurkumbh. The company commenced commercial production in September, 1995.

Due to various technical problems and subsequent squeeze in margins in PET Chips, the Company incurred operating and cash losses. In view of abnormal market conditions & financial liquidity constraints, the Company discontinued its manufacturing activity in February 2013.

The Company is not carrying any business activity in the Company. Due to the lack of any promising contracts and projects in the near future and after thorough consideration, the Board at its meeting held on 10th October 2023 approved the proposal to wind up the affairs of the Company, by way of voluntary liquidation in accordance with the provisions of section 59 and other applicable provisions of the IBC Code read with Regulations made thereunder and the provisions of the Companies Act 2013 as may be applicable in this regard.

The Board has made full enquiry into the affairs of the Company and formed an opinion that the Company will be able to pay off its debts in full from the proceeds of the assets to be sold in the voluntary liquidation. In this regard, the declaration of solvency, the record of business operations including the annual return, records, documents, reports, etc. as prepared under section 134 and Audited financial statements for the period [FY 2021-22, 2022-23], a business record for the previous two years and Unaudited Provisional Financial Statement as on 31st August, 2023, has been duly approved and taken into consideration by the Board at the time of considering the proposal of voluntary liquidation of the Company.

As per the recommendation made by the Board, Mr. Loveneet Handa, Insolvency Professional, holding registration number [IBBI/PA-002/IP-N01048/2020-2021/13386], is being appointed to act as a liquidator for the Company's voluntary liquidation. The liquidator is entrusted with the powers and duties as per the applicable provisions of the IBC Code, Regulations and other applicable provisions as may be in the beneficial liquidation of the Company.

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

The Board recommends the passing of the resolution as set out above as a Special Resolution.

Place: New Delhi

Date: 10th October, 2023

Registered Office:

D-17, M.I.D.C. Industrial Area Kurkumbh,
Taluk Daund, Dist. Pune-413 802,
Maharashtra

By order of the Board Sd/-

Brahm Prakash Bhardwaj

Director

DIN: 09036602