

PEARL ENGINEERING POLYMERS LIMITED

Annual Report 2020-21

NOTICE

NOTICE is hereby given that the 27th (Twenty Seventh) Annual General Meeting of Pearl Engineering Polymers Limited will be held on **Thursday, the 30th Day of December, 2021 at 04:00 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, 2021 together with the Reports of the Board of Directors and Auditorsthereon.
2. To appoint M/s. Nikhil Goel & Associates, Chartered Accountants, (FRN: 020934C) as Statutory Auditors of the Company to fill the casual vacancy on resignation of M/s. Sehgal Mehta & Co., Chartered Accountants, (FRN:003330N)and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139(8), 141 & 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (The Rules), and other applicable provisions of the Companies Act, 2013, if any, (including any statutory modification(s) thereof for the time being in force) and pursuant to recommendation made by the Audit Committee at its duly held meeting, consent of the members of the Company be and is hereby accorded for the appointment of M/s. Nikhil Goel & Associates, Chartered Accountants, (Firm Registration No. 020934C), as statutory auditor of the company for the financial year 2021-2022, to fill the casual vacancy caused by resignation of M/s. Sehgal Mehta & Co., Chartered Accountants, (Firm Registration No.003330N), who shall hold office from the conclusion of this Annual General Meeting till the conclusion of the 28th Annual General Meeting of the Company to be held in the year 2022, on such remuneration plus applicable taxes, and out of pocket expenses.

RESOLVED FURTHER THATthe Board of Directors of the Company be and is hereby authorised to do all acts and to take all such steps as may be necessary, proper or expedient including filing of necessary e-Forms with the Registrar of Companies."

SPECIAL BUSINESS:

3. Regularization of Additional Director, Mr. Brahm Prakash Bhardwaj (DIN:09036602) as a Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 152 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Brahm Prakash Bhardwaj (DIN:09036602), who was appointed as an Additional Director of the Company w.e.f. 22/01/2021 by the Board of Directors pursuant to section 161 of the Act and as recommended by the Nomination & Remuneration Committee and who holds office upto the date of this Annual General Meeting of the Company and who is eligible for appointment and has consented to act as a Non-Executive Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Director of the Company based on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company and performance evaluation, whose period of office will be liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER THATthe Board of Directors of the Company be and is hereby authorised to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board
Sd/-

Anupama Halder
Director
DIN:07170733

Place:NewDelhi

Date: 06th December,2021

Registered Office:

D-17, M.I.D.C. Industrial Area

Kurkumbh, Taluk Daund, Dist.

Pune-413 802, Maharashtra

PEARL ENGINEERING POLYMERS LIMITED

Annual Report 2020-21

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs, physical attendance of the Members to the AGM venue is not required and in compliance with the provisions of the MCA Circulars, the Act, the AGM of the Company is being held through video conferencing (VC) or other audio visual means (OAVM). The deemed venue for the 27th 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 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.
4. In terms of Section 161 of the Companies Act, 2013, the office of Mr. Brahm Prakash Bhardwaj (DIN: 09036602) who was appointed as an Additional Director of the Company w.e.f. 22/01/2021 by the Board of Directors and as recommended by the Nomination & Remuneration Committee and who holds office upto the date of this Annual General Meeting of the Company, is liable to retire at the ensuing AGM and who is eligible for appointment and has consented to act as a Non-Executive Director of the Company and being eligible, offer himself for appointment. Brief profile, information and relevant details, in respect of Director seeking appointment/reappointment at this AGM is annexed hereto.
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 pacsabhishekgupta@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.

PEARL ENGINEERING POLYMERS LIMITED

Annual Report 2020-21

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”) read with MCA Circulars, 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. 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.
11. 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.
12. 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”).
13. The Government & the Securities Market Regulator 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.
14. The Register of Members and Share Transfer Books of the Company will remain closed from **Friday, 24th December, 2021 to Thursday, 30th December, 2021 (both days inclusive).**
15. The Members whose names appear on the Company’s Register of Members as on **Thursday, December 23, 2021 (“cut-off date”)** will be eligible to attend and vote at the AGM.
16. 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.
17. 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.
18. 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.

PEARL ENGINEERING POLYMERS LIMITED

Annual Report 2020-21

19. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with relevant Rules framed thereunder, the Annual Report for financial year 2020-2021 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.
20. Once the vote on a resolution is cast by the member, he/she/it shall not be allowed to change it subsequently.
21. Members holding shares in physical form are requested to intimate immediately to the Registrar & Share Transfer Agent of the Company, MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020 Ph:- 011-26387281/82/83 Fax:- 011-26387384 quoting registered Folio No. (a) Details of their bank account/change in bank account, if any, with original cancelled cheque and (b) change in their address, if any, with pin code number.

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

22. 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.
23. In compliance with the aforesaid MCA Circulars, the Annual Report including audited financial statements for the financial year 2020-21 and notice of 27TH 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	Send a signed request to Registrar and Transfer Agents of the Company, MAS Services Limited at info@masserv.com providing Folio number, Name of the shareholder, scanned copy of the share certificate (Front and Back), PAN (Self attested scanned copy of PAN Card), AADHAR (Self attested scanned copy of Aadhar Card) for registering email address. 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 along with letter mentioning folio no. If not registered already.) For any query related to this, Members may contact the RTA at 01126387281/82/83.
Demat Holding	Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.

24. 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.

PEARL ENGINEERING POLYMERS LIMITED

Annual Report 2020-21

25. All shareholders/members attending AGM through VC or OAVM, who wish to speak or pose questions shall register themselves on or before 30th December, 2021 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.
26. The remote e-voting period begins on Monday, December 27, 2021 at 09:00 A.M. and ends on Wednesday, December 29, 2021 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 cutoff date Thursday, December 23, 2021 (end of day), may cast their vote electronically. 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 Thursday, December 23, 2021. During the period when facility for remote e-voting is provided, the members of the company, holding shares either in physical form or in dematerialised form, as on the cut-off date, may opt for remote e-voting. At the end of the remote e-voting period, the facility for remote e-voting shall forthwith be blocked.

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode 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.nsd.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.nsd.com Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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

PEARL ENGINEERING POLYMERS LIMITED

	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.

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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. After successful login of Easi/Easiest the user will be also able to see the EVoting Menu. The Menu will have link of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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.
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 above mentioned website.

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

Logintype	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 toll free no.: 18001020990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

PEARL ENGINEERING POLYMERS LIMITED

Annual Report 2020-21

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

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.
2. Once the homepage 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 UserID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL e services i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL e services 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 UserID details are given below:

Manner of holding shares i.e. Demat(NSDL or CDSL) or Physical	Your UserID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DPID followed by 8 Digit Client ID For example if your DPID 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 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 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 'UserID' 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 checkbox.
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.

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" 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.

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

27. General Guidelines for shareholders for e-Voting:

- (a) 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 pcsabhishekgupta@gmail.com with a copy marked to evoting@nsdl.co.in.
- (b) 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.
- (c) 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.: 1800 1020 990 and 1800 22 44 30 or send a request to Amit Vishal, Assistant Vice President, NSDL 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 info@maserv.com

PEARL ENGINEERING POLYMERS LIMITED

Annual Report 2020-21

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

- (a) 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 info@maserv.com
- (b) In case shares are held in demat mode, please update your email ID with your depository. 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 for Individual shareholders holding securities in demat mode.**
- (c) 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.
- (d) 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.

vi. **Other instructions**

- (a) Your login id and password can be used by you exclusively for remote e-voting on the resolutions placed by the companies in which you are the shareholder and the EVSN Number of our company M/s Pearl Engineering Polymers Limited can be used for e-voting.
- (b) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (c) Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as on the cut-off date, i.e. **Thursday, December 23, 2021** (end of day), may obtain the login ID and password by sending a request to NSDL at evoting@nsdl.co.in or to the Company's Registrar - Mas Services Limited at info@masserv.com.

However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote.

PEARL ENGINEERING POLYMERS LIMITED

Annual Report 2020-21

Note: If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or 1800 1020 990 and 1800 22 44 30 or send a request to at evoting@nsdl.co.in.

- (d) The Company has appointed Mr. Abhishek Gupta, Practicing Company Secretary (Fellow Membership No. 9857 & C.P. No. 12262) as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (e) The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting, in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, forthwith to the Managing Director of the Company or any person authorized by him in writing and the Results shall be declared by the Managing Director or any person authorized by him thereafter.
- (f) The result declared along with the report of the Scrutinizer shall be placed on the website of the Company www.peplindia.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing.
- (g) The Company’s shares are admitted in both the Depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for custody and dematerialization of securities. Members can avail of the depository facilities by approaching any of the Depository Participants (DPs) of NSDL or CDSL or by approaching the RTA of the Company.

PEARL ENGINEERING POLYMERS LIMITED

Annual Report 2020-21

Brief Profile of the Directors seeking re-appointment

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 CharanSingh University, Meerut, UttarPradesh. He has the vast experience over 40 years in the field of Finance and Law and has vast exposure of the industry.
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

PEARL ENGINEERING POLYMERS LIMITED

Annual Report 2020-21

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

ITEM NO. 02: TO APPOINT M/S. NIKHIL GOEL & ASSOCIATES, CHARTERED ACCOUNTANTS, (FRN: 020934C) AS STATUTORY AUDITORS OF THE COMPANY TO FILL THE CASUAL VACANCY ON RESIGNATION OF M/S. SEHGAL MEHTA & CO., CHARTERED ACCOUNTANTS, (FRN: 003330N)

M/s. Sehgal Mehta & Co. (Firm Registration No. 003330N), Chartered Accountants, have tendered their resignation from the position of Statutory Auditors of the Company w.e.f. 22.11.2021 due to their pre-occupation, resulting into casual vacancy in the office of statutory auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013. Therefore, the casual vacancy due to the resignation of Statutory Auditors can only be filled by the approval of the members of the Company within three months of the recommendation of the Board. Hence, the Board of Directors of the Company in consultation with the Audit Committee recommended that M/s. Nikhil Goel & Associates, Chartered Accountants, (FRN: 020934C) be appointed as the Statutory Auditors of the Company to fill the casual vacancy made by M/s. Sehgal Mehta & Co., Chartered Accountants, who shall hold office from the conclusion of this Annual General Meeting till the conclusion of the 28th Annual General Meeting of the Company to be held in the year 2022.

M/s. Nikhil Goel & Associates, Chartered Accountants, have conveyed their written consent along with a certificate indicating satisfies the criteria provided in section 141 of the Companies Act, 2013, their appointment, if made by the members, would be in accordance within the limits prescribed under the Companies Act, 2013.

Relevant documents in respect of the said item are open for inspection by the members at the Registered Office of the Company on all working days up to the date of the Meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 2 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 2 for approval by the Members.

ITEM NO. 03: REGULARIZATION OF ADDITIONAL DIRECTOR, MR. BRAHM PRAKASH BHARDWAJ (DIN: 09036602) AS A DIRECTOR OF THE COMPANY

Mr. Brahm Prakash Bhardwaj was appointed by the Board as an Additional Director with effect from 22/01/2021 in terms of provisions of Section 161 of the Companies Act, 2013, rules made thereunder and also in terms of the Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee. As per the provisions contained under Section 161 of the Companies Act, 2013, the "Additional Director" so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Accordingly, Mr. Brahm Prakash Bhardwaj, as an Additional Director, holds office upto the date of this Annual General Meeting.

In terms of provisions contained under Section 160 of the Companies Act, 2013 and the rules made thereunder, a person who is not a retiring director in terms of Section 152 shall, subject to the provisions of this Act, be eligible for appointment to the Office of Director at any General Meeting, if he or some member intending to propose him as a Director, has, not less than fourteen days before the meeting, left at the Registered Office of the company, a notice in writing under his hand signifying his candidature as a Director, or the intention of such member to propose him as a candidate for that office, as they case may be,. However, Mr. Brahm Prakash Bhardwaj has left the notice in writing for appointment and has consented to act as a Non-Executive Director of the Company and being eligible, offer himself for appointment as per the proviso to Section 160 of the Companies Act, 2013.

Accordingly, the Company has received a notice in writing from Mr. Brahm Prakash Bhardwaj for the office of Non Executive Director in terms of Section 160 of the Companies Act, 2013.

Relevant documents in respect of the said item are open for inspection by the members at the Registered Office of the Company on all working days up to the date of the Meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 3 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 3 for approval by the Members.