

# PULSAR INTERNATIONAL LIMITED

Regd. Office: Adarsh Laxmi Building, Office No.3, Sai Babanagar Navghar Road, Bhayandar (E), Thane 401101

Mob No: 7202853326, Email: pulsar.intltd@gmail.com CIN: L46209MH1990PLC131655

Corporate Office Address: S/44, Shreeji Business World, Under Ahmedabad Highway, Palanpur, Banaskantha, Gujarat 385001

**Date: 09.02.2024**

To,  
Corporate Relations Department  
BSE Limited  
Dalal Street,  
Mumbai – 400 001.  
**SCRIP CODE: 512591**

**Sub: Outcome of Board Meeting**

Dear Sir/ Madam,

With reference to the above captioned subject matter, this is to inform you that Board of Directors of the Company in its meeting held today at the corporate office of the Company on February 09, 2024 had inter alia, considered and approved the following matters:

1. Alteration in the capital of the Company by sub-division/split of existing equity share of the Company from 1 (one) equity share having face value of Rs. 10/- (Rupees Ten only) each, fully paid-up into 10 (ten) equity shares having face value of Re. 1/- (Rupee One) each fully paid-up, subject to the approval of shareholders of the Company. The Record Date will be intimated in due course. Other requisite details regarding split / sub-division of shares in terms of the SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015 are as attached herewith in Annexure-A.
2. Alteration of the Capital Clause (Clause V) of the Memorandum of Association of the Company (MOA) on account of sub-division of equity shares, subject to approval of shareholders through postal Ballot of the Company.
3. The Board of Directors of the Company has approved Postal Ballot to be conducted in accordance with the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration), Rules, 2014 for above mentioned resolutions for approval of the Members of the Company.
4. Appointed M/s. Ankur Gandhi & Associates, (CP Number 17548), Practicing Company Secretaries to act as "The Scrutinizer" for conducting the Postal Ballot by way of remote e-voting process in accordance with the Act and in a fair and transparent manner.

The Board Meeting commenced at 05:30 P.M. and concluded at 07:00 P.M.

You are requested to kindly take the same on record.

Thanking you,  
Yours faithfully

**For Pulsar International Limited**

**Vikas Gohil**  
**Director**  
**DIN: 09578828**

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## ANNEXURE-A

### DISCLOSURE FOR SPLIT/ SUB-DIVISION OF SHARES UNDER REGULATION 30 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Sl No.	Particulars	Disclosure																																		
1	Split ratio	Split/sub division of 1 (One) Equity Share of the Company having Face Value of ₹10/- (Rupees TEN Only) each into 10 (Ten) Equity Shares of the Company having Face Value of ₹1/- (Rupee One Only) each.																																		
2	Rationale behind the Split	To enhance the liquidity of Equity Shares and widen the shareholders base by making the Equity Shares more economical to the investors.																																		
3	Pre and post share capital, authorized, paid-up and subscribed																																			
	<table border="1"><thead><tr><th rowspan="2">Particulars</th><th colspan="3">Pre-Split/Sub-division</th><th colspan="3">Post-Split/Sub-division</th></tr><tr><th>No. of Shares</th><th>Face Value (Rs.)</th><th>Total Share Capital (in Rs.)</th><th>No. of Shares</th><th>Face Value (Rs.)</th><th>Total Share Capital (in Rs.)</th></tr></thead><tbody><tr><td>Authorized</td><td>1,20,00,000</td><td>10/-</td><td>12,00,00,000/-</td><td>12,00,00,000</td><td>1/-</td><td>12,00,00,000/-</td></tr><tr><td>Paid-up</td><td>64,90,000</td><td>10/-</td><td>6,49,00,000/-</td><td>6,49,00,000</td><td>1/-</td><td>6,49,00,000/-</td></tr><tr><td>Subscribed</td><td>64,90,000</td><td>10/-</td><td>6,49,00,000/-</td><td>6,49,00,000</td><td>1/-</td><td>6,49,00,000/-</td></tr></tbody></table>	Particulars	Pre-Split/Sub-division			Post-Split/Sub-division			No. of Shares	Face Value (Rs.)	Total Share Capital (in Rs.)	No. of Shares	Face Value (Rs.)	Total Share Capital (in Rs.)	Authorized	1,20,00,000	10/-	12,00,00,000/-	12,00,00,000	1/-	12,00,00,000/-	Paid-up	64,90,000	10/-	6,49,00,000/-	6,49,00,000	1/-	6,49,00,000/-	Subscribed	64,90,000	10/-	6,49,00,000/-	6,49,00,000	1/-	6,49,00,000/-	
Particulars	Pre-Split/Sub-division			Post-Split/Sub-division																																
	No. of Shares	Face Value (Rs.)	Total Share Capital (in Rs.)	No. of Shares	Face Value (Rs.)	Total Share Capital (in Rs.)																														
Authorized	1,20,00,000	10/-	12,00,00,000/-	12,00,00,000	1/-	12,00,00,000/-																														
Paid-up	64,90,000	10/-	6,49,00,000/-	6,49,00,000	1/-	6,49,00,000/-																														
Subscribed	64,90,000	10/-	6,49,00,000/-	6,49,00,000	1/-	6,49,00,000/-																														
4	Expected time of Completion	Tentatively within 2 months from the date of Board's meeting																																		
5	Class of shares which are subdivided	Equity Shares (There is only one class of equity shares)																																		
6	Number of shares of each class pre and post-split.	Not Applicable since the company has only one class of shares.																																		
7	Number of shareholders who did not get any shares in consolidation and their pre-consolidation shareholding.	Not Applicable																																		

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## NOTICE OF POSTAL BALLOT

### [Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

**Notice** is hereby given that the resolution as set out below is proposed to be passed by the members of Pulsar International Limited ("**the Company**") by means of Postal Ballot, only by way of remote e-voting process ("**e-voting**"), pursuant to Section 108 and Section 110 of the Companies Act, 2013 ("**the Act**"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") and all other applicable provisions, if any, of the Act and the Rules made thereunder read with General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard by the Ministry of Corporate Affairs ("MCA"), the latest being 09/2023 dated 25th September, 2023 (collectively referred to as "MCA Circulars"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with the equity listing agreement executed with the stock exchange on which the equity shares of the Company are listed, for seeking approval of the shareholders by way of ordinary/special resolutions (as indicated) for matters as considered in the Resolutions appended below through remote e-voting process.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Shareholders whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communication of the assent or dissent of the Shareholders would only take place through the remote e-voting system. In compliance with the requirements of the above circular hard copy of the Postal Ballot Notice along with Postal Ballot Forms will not be sent to shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The Statement pursuant to Section 102(1) and all other applicable provisions, if any, of the Act read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto.

The Board of Directors of the Company have appointed Mr. Ankur Gandhi, proprietor of M/s. Ankur Gandhi & Associates, Practicing Company Secretaries, Bilimora, Gujarat, India (Membership No. ACS – 48016 & Certificate of Practice No. 17543) as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a true, fair and transparent manner and he has communicated his willingness for his appointment and will be available for the said purpose. The Scrutinizer's decision on the validity of the remote e-voting shall be final.

The remote e-voting period commences from 9.00 a.m. (IST) on Wednesday, February 14, 2024, and ends at 05.00 pm. (IST) on Friday, March 15, 2024. The Scrutiniser will submit his report to the Chairman of the Company, or any person authorized by the board upon completion of the scrutiny of the votes cast through remote e-voting.

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The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the agency to provide e-voting facility. In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their votes electronically not later than 05:00 pm. IST on 15<sup>th</sup> Day of March 2024 (the last day to cast vote electronically) to be eligible for being considered.

The results of the E-voting will be declared within two working days from the conclusion of remote e-voting and the same, along with the Scrutiniser's Report, will be placed on the website of the Company at [www.pulsarinternationallimited.wordpress.com](http://www.pulsarinternationallimited.wordpress.com) and will also be communicated to the Stock Exchange and Central Depository Services (India) Limited ("CDSL").

## **SPECIAL BUSINESSES:**

### **ITEM NO.: 1:**

**SUB- DIVISION OF EVERY 1 (ONE) EQUITY SHARE OF THE NOMINAL/FACE VALUE OF RS. 10/- (RUPEES TEN ONLY) EACH INTO 10 (TEN) EQUITY SHARES OF THE NOMINAL/FACE VALUE OF RS. 1/- (RUPEES ONE ONLY) EACH.**

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 61 read with Section 64 and all other applicable provisions, of the Companies Act, 2013, Companies (Share Capital and Debentures) Rules, 2014, ("the Act"), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (in each case, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in accordance with relevant provisions of the Articles of Association of the Company and subject to receipt of such other approvals, consents, permissions and sanctions, as may be required from concerned statutory authorities and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, and on recommendation of the Board of Directors of the Company (hereinafter referred to as 'the Board', which expression shall include any Committee constituted/to be constituted by the Board thereof or any other person(s) as may be authorized by the Board in that behalf), consent of the shareholder(s) of the Company, be and are hereby accorded for sub-dividing/splitting the existing equity shares of the Company, such that each equity share having face value of Rs.10/- (Rupees Ten only) each fully paid-up, be sub-divided into 10 equity shares having face value of Rs.1/- (Rupee One only) each, fully paid-up, ranking pari-pasu with each other in all respects, with effect from such date as may be fixed by the Board as the Record Date ("Record Date").

**"RESOLVED FURTHER THAT**, pursuant to the sub-division of equity shares of the Company, all the share capital, authorized, paid-up and subscribed of equity shares of face value of Rs.10/- (Rupees Ten only) each existing on the Record Date, shall stand sub-divided as follows:

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Particulars	Pre-Split/Sub-division			Post-Split/Sub-division		
	No. of Shares	Face Value (Rs.)	Total Share Capital (in Rs.)	No. of Shares	Face Value (Rs.)	Total Share Capital (in Rs.)
Authorized	1,20,00,000	10/-	12,00,00,000/-	12,00,00,000	1/-	12,00,00,000/-
Paid-up	64,90,000	10/-	6,49,00,000/-	6,49,00,000	1/-	6,49,00,000/-
Subscribed	64,90,000	10/-	6,49,00,000/-	6,49,00,000	1/-	6,49,00,000/-

**“RESOLVED FURTHER THAT** upon Sub-division of the Equity Shares as aforesaid, the existing Share Certificates of the Equity Shares of the face value of Rs.10/- (Rupees Ten Only) each in the physical form shall be deemed to have been automatically cancelled and be of no value or effect from the Record Date. Further the Company without requirement of surrendering of the old/ existing Share Certificate(s), do directly issue and dispatch the new Share Certificates of the Equity Shares of the face value of Rs.1/- (Rupees One Only) each of the Company to its Shareholders holding Shares in physical form, in lieu of such old/existing Share Certificates, within the prescribed timelines as per the act or that may be prescribed in this behalf, from time to time, and in the case of Equity Shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders maintained with their respective the Depository Participants, in lieu of the existing credits representing the Equity Shares before sub-division.”

**“RESOLVED FURTHER THAT** the sub-divided shares shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Association of the Company.”

**“RESOLVED FURTHER THAT,** the Board and Key Managerial Personal(s) be and are hereby authorized to do all such acts, deeds, matters and things, to give such directions as they may in their absolute discretion deem necessary, to apply for requisite approvals, sanctions of the statutory or regulatory authorities, as may be required, to sign, execute necessary applications, papers, documents, undertakings and other declarations for submission with stock exchanges, Registrar of Companies, Registrar & Share Transfer Agents, depositories and/or any other regulatory or statutory authorities, to appoint legal representatives, advocates, attorneys, to settle any question, difficulty that may arise with regard to the sub-division of the equity shares as aforesaid and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including delegate all or any of its powers herein conferred to any Committee of Directors and/or any person(s) without any further approval of the shareholders.”

## **ITEM NO. 2: - TO CONSIDER AND APPROVE ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules framed thereunder (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and on recommendation of the Board of Directors of the Company (hereinafter referred to as ‘the Board’, which expression shall include any Committee constituted/to be constituted by the Board thereof or any other person(s) as may be authorized by the Board in that behalf) and subject to such other applicable approval(s) and/ or sanction(s) of the statutory or regulatory authorities, as may be required in this regard, consent of the shareholder(s) of the

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Company be and are hereby accorded to replace the existing Clause V of the Memorandum of Association of the Company with the following:

*V. "The Authorised Share Capital of the Company is Rs.12,00,00,000 (Rupees Twelve Crores only) divided into 12,00,00,000 (Twelve Crores) Equity Shares of Rs.1/- (Rupees One only) each."*

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deed and things including delegating powers to any person(s), as they may in their absolute discretion deem necessary or expedient in respect of matters and things incidental or related thereto and to settle any question or doubt, to give effect to the aforesaid resolution."

### **ITEM NO.3: REGULARISATION OF ADDITIONAL DIRECTOR OF MR. PANKAJKUMAR DALPATBHAI PANCHAL (DIN: 09578844) AS A WHOLE TIME DIRECTOR OF THE COMPANY.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 203 of the Companies Act, 2013 read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force), and provision of Article of Association of the Company and Regulation 17(1C) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 on recommendation of Nomination and Remuneration Committee, Mr. Pankajkumar Dalpatbhai Panchal holding DIN : 09578844 be and is hereby appointed as a Whole Time Director (designated) of the Company for a period of 3 years, with effect from 9<sup>th</sup> December 2023 with the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice and as recommended by Nomination and Remuneration Committee ("Committee") and approved by the Board, with liberty to the Board of Directors (including Committee) to alter and vary the terms and conditions of the said re-appointment /remuneration in such manner as deemed fit necessary.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Pankajkumar Dalpatbhai, shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** any Director/s of the Board or Key Managerial Personnel be and is hereby authorized to sign and file requisite forms with the Registrar of Companies and to do all other deeds, things and act that are necessary to give effect to the matter including all necessary returns and declarations and to make necessary entries in statutory records and registers of the company in relation to the appointment of Mr. Pankajkumar Dalpatbhai Panchal as Whole Time Director of the company."

### **ITEM NO. 4: REGULARISATION OF ADDITIONAL DIRECTOR OF MR. ARVINDKUMAR GULABJI PARMAR (DIN: 09356562) AS AN EXECUTIVE DIRECTOR OF THE COMPANY.**

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

**RESOLVED THAT** pursuant to the provisions of Sections 152, read with and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules,

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2014 and pursuant to Regulation 17 (1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), Mr. Arvindkumar Gulabji Parmar (DIN: 09356562), who was appointed as an additional director for a period of 5 years, with effect from 9<sup>th</sup> December, 2023 for office of a Director of the Company and who has given his consent for appointment as Director of the Company, consent of the members of the Company be and is hereby accorded to appoint Mr. Arvindkumar Gulabji Parmar (DIN: 09356562) as an Executive Director who is liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to revise, enhance, alter and vary from time to time the terms and conditions of the appointment and/or remuneration based on the recommendation of the Nomination and Remuneration Committee in such manner as may be agreed to by the Board of Directors.

**RESOLVED FURTHER THAT** any Director/s of the Board or Key Managerial Personnel be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

**For Pulsar International Limited**

**Sd/-**

**Nitin Mistry**

**Company Secretary and Compliance Officer**

Date: 09.02.2024

Place: Palanpur

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## NOTES FOR MEMBERS' ATTENTION:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") setting out material facts of the aforesaid items is annexed hereto as an Annexure and which forms part of this Postal Ballot Notice.
2. All documents required to be kept open for inspection, if any, shall be open for inspection at the Corporate office of the Company between 11.00 a.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays). Such documents shall also be made available on the Company's website [www.pulsarinternationallimited.wordpress.com](http://www.pulsarinternationallimited.wordpress.com) to facilitate online inspection till the date of announcement of the results of this Postal Ballot.
3. The Company has appointed Mr. Ankur Gandhi, proprietor of Ankur Gandhi & Associates, Practicing Company Secretaries, Bilimora, Gujarat, India (Membership No. ACS – 48016 & Certificate of Practice No. 17543), as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer will submit his report after completion of the scrutiny on or before Tuesday, 19<sup>th</sup> March 2024. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith and the same will be communicated to the BSE Limited and shall also be available on the Company's website [www.pulsarinternationallimited.wordpress.com](http://www.pulsarinternationallimited.wordpress.com) as also displayed at the registered office and the corporate office of the Company. The resolutions, if assented by the requisite majority, shall be deemed to be passed on the last date specified for e-voting i.e. 15<sup>th</sup> March 2024, in terms of the Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India.
4. In terms of Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the advertisement pertaining to this Postal Ballot is being published in one English national daily newspaper circulating throughout India (in English language) and one Marathi daily newspaper circulating in Mumbai (in vernacular language, i.e. Marathi).
5. The cut-off date for the purpose of ascertaining shareholders entitled for voting through this Postal Ballot is Friday, 2<sup>nd</sup> February 2024 (hereinafter referred to as the "Cut-off Date"). A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories for fully paid-up shares as on the Cut-off Date only, shall be entitled to vote in this Postal Ballot. A person who is not a shareholder as on the Cut-off Date should treat this Postal Ballot Notice for information purpose only.
6. Postal Ballot Notice is being sent in electronic form to those shareholders whose email address is registered with the KFin Technologies Ltd, the Company's Registrar and Share Transfer Agent or Depository Participants and such shareholders are requested to record their assent or dissent through remote e-voting facility provided for this Postal Ballot. Shareholders must note that voting for the postal ballot notice can only be accepted through remote e-voting facility.
7. Once the vote cast by the member on remote-voting, he/she not be allowed to change it subsequently or cast the vote again.
8. A copy of this Postal Ballot Notice, Explanatory Statement, remote e-voting instructions is available on the Company's website [www.pulsarinternationallimited.wordpress.com](http://www.pulsarinternationallimited.wordpress.com), KFin's website at



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(<https://evoting.kfintech.com>) and also on the website of Central Depository Services (India) Limited ([www.cdslindia.com](http://www.cdslindia.com)) and BSE Limited ([www.bseindia.com](http://www.bseindia.com)).

9. Members who have still not registered their email IDs are requested to do so at the earliest as under:

- Members holding shares in electronic mode can get their email ID registered by contacting their respective Depository Participant where they maintain their demat accounts.
- Members holding shares in physical mode or who have not registered / updated their email address are requested to register their email ID with KFin. Requests can be sent by email to ([einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)) or by logging into <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>.

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Wednesday 14<sup>th</sup> February 2024 at 9:00 a.m. and ends on Friday 15<sup>th</sup> March 2024 at 05:00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 2<sup>nd</sup> February 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat

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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.

Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"><li>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 to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li><li>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 &amp; 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.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li></ol>

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<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"><li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li><li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 hold 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li></ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></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. After Successful 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</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.

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

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

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	<ul style="list-style-type: none"><li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li></ul>

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant Pulsar International Limited on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

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- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [pulsar.intltd@gmail.com](mailto:pulsar.intltd@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

For Physical shareholders- please provide necessary details like 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 **Company/RTA email id.**

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

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All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33.

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## Annexure to the Notice Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

### SPECIAL BUSINESSES:

#### ITEM NO. 1 & 2:

The equity shares of the Company are listed and traded on the BSE Limited. In order to provide enhanced liquidity in the capital market through widening shareholder base and to make it more affordable for small investors, the Board of Directors of the Company in its meeting held on 9<sup>th</sup> February 2024 considered and approved the sub-division/splitting of the existing equity shares of the Company, such that each Equity Share having face value of Rs.10/- (Rupees Ten Only) Each fully paid-up, be sub-divided into 10 (Ten) Equity Shares having face value of Rs.1/- (Rupee One Only) each, fully paid-up, ranking *pari-pasu* with each other in all respects, with effect from such date as may be fixed by the Board as the Record Date ("Record Date"), subject to approval of shareholders of the Company.

The sub-division of Equity Shares of the Company as aforesaid would require consequential alteration to the existing Capital Clause i.e. Clause V of the Memorandum of Association of the Company.

There will not be any change in the amount of authorized, subscribed, issued and paid-up share capital of the Company on account of sub-division of Equity Shares. Additionally, such sub-division shall not be construed as reduction in Share Capital of the Company.

In terms of the provisions of Sections 13 and 61 of the Companies Act, 2013, approval of the shareholders of the Company is sought by way of Ordinary and Special resolutions for sub-division of equity shares and consequential alteration to Capital Clause (Clause V) of the Memorandum of Association of the Company respectively.

A draft copy of the modified Memorandum of Association and Articles of Association is available for inspection by the Shareholders of the Company. They may follow the process for inspection of document as mentioned in 'Notes' section forming part of this Notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested (financially or otherwise), in the proposed resolutions mentioned at Item Nos. 1 & 2 except to the extent of their shareholding in the Company.

The Board recommends passing of the resolutions as set out at Item No.1 by way of Ordinary Resolution and No. 2 by way of Special Resolution.

#### ITEM NO.: 3

Mr. Pankajkumar Dalpatbhai Panchal (DIN: 09578844) has completed his Bachelors of Science (B.Sc.) with Chemistry and having experience in Administration and Accounting for more than 20 years and has been appointed as an Additional Director (Whole Time Director) on the Board of the Company with effect from December 09, 2024 pursuant to Section 196, 197 and 203 read with Schedule V and Section 161(1) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions thereof. In terms of the provisions of Section 161 of the Companies Act, 2013, he holds office up to the next Annual General Meeting and as such the approval of the



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shareholders is required to be taken at the next Annual General Meeting, in terms of the provisions of the Companies Act, 2013. However, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), a listed entity shall ensure that the approval of the shareholders for the appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The terms and conditions of his appointment are as under:

Remuneration:

1. Basic Salary: Rs.50,000/- (Rupees Fifty Thousand only) per month, with such increment(s) as may be decided by the Nomination and Remuneration Committee from time to time in accordance with the policy of the Company;
2. He shall be entitled to the perquisites, benefits, and allowance as may be decided by Board and / or Nomination and Remuneration Committee from time to time;
3. Overall Remuneration: The aggregate of salary, together with perquisites, allowance, benefits and amenities payable to Mr. Pankajkumar Dalpatbhai Panchal in any financial year shall not exceed the limits prescribed from time to time under section 196, 197 of the Act read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force);
4. Mr. Pankajkumar Dalpatbhai Panchal shall not be entitled to any sitting fees for attending meetings of the Board or Committees thereof.

Mr. Pankajkumar Dalpatbhai Panchal is not related to any of the Directors of the Company. The Board recommends to pass the said resolution as a Special Resolution.

Further, as stipulated under Secretarial Standard-2, brief profile Mr. Pankajkumar Dalpatbhai Panchal (DIN: 09578844) below in Table:

## Brief Profile

<b>Date of Birth &amp; Age</b>	24/06/1977 46 years
<b>Qualifications &amp; Experience</b>	Mr. Pankajkumar Dalpatbhai Panchal has completed his Bachelors of Science in Chemistry and having vide experience of Administration and Accounting for more than 20 years.
<b>Terms and Conditions of appointment or reappointment along with remuneration sought to be paid.</b>	Appointed as Additional Director (Whole Time Director) by Board of Directors in the Meeting held on December 09, 2023 subject to approval of Shareholders.  Term of Appointment: Three years from the date of appointment i.e December 09, 2023 to December 08, 2026.
<b>Date of first appointment</b>	December 09, 2023

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<b>Shareholding in the Company</b>	4,00,050
<b>Relationship with other director/Manager and other KMP</b>	-
<b>Number of meetings attended from the date of appointment till the date of Notice of this Postal Ballot</b>	02
<b>Directorships of other Board</b>	Scorpius Global Outsourcing Private Limited
<b>Membership/Chairmanship of Committees of other Board</b>	-

## ITEM NO.: 4

Mr. Arvindkumar Gulabji Parmar has done his Masters of Business Administration having experience in Finance and Accounts and has been appointed as an Additional Director (Executive) on the Board of the Company for a period of 5 years with effect from December 09, 2023 pursuant to Section 152 and Section 161(1) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions thereof. In terms of the provisions of Section 161 of the Companies Act, 2013, he holds office up to the next Annual General Meeting (AGM) and as such the approval of the shareholders is required to be taken at the next AGM, in terms of the provisions of the Companies Act, 2013. However, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), a listed entity shall ensure that the approval of the shareholders for the appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mr. Arvindkumar Gulabji Parmar is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as an Executive Professional Director in compliance with applicable provisions of Companies Act, 2013.

Mr. Arvindkumar Gulabji Parmar is not related to any of the Directors of the Company. The Board recommends to pass the said resolution as a Special Resolution.

Further, as stipulated under Secretarial Standard-2, brief profile Mr. Arvindkumar Gulabji Parmar (DIN: 09356562) below in Table:

### Brief Profile

<b>Date of Birth &amp; Age</b>	19/07/1999 24 years
<b>Qualifications &amp; Experience</b>	Mr. Arvindkumar Gulabji Parmar has done Master of Business Administration in Commerce with over 4 years of experience in Finance and Accounts.
<b>Terms and Conditions of appointment or reappointment along with remuneration sought to be paid.</b>	Appointed as Additional Director (Executive) by Board of Directors in the Meeting held on December 09, 2023 subject to approval of Shareholders.  Term of Appointment:

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	Five years from the date of appointment i.e December 09, 2023 to December 08, 2028
<b>Date of first appointment</b>	December 09, 2023
<b>Shareholding in the Company</b>	-
<b>Relationship with other director/Manager and other KMP</b>	-
<b>Number of meetings attended from the date of appointment till the date of Notice of this Postal Ballot</b>	02
<b>Directorships of other Board</b>	1. Scorpius Global Outsourcing Private Limited 2. DNL Core Design Limited
<b>Membership/Chairmanship of Committees of other Board</b>	-

**For Pulsar International Limited**

**Sd/-**

**Nitin Mistry**

**Company Secretary and Compliance Officer**

Date: 09.02.2024

Place: Palanpur