



**PEARL**  
**Polymers Limited**

**PET**  
POLYETHYLENE TEREPHTHALATE  
**JARS**  
**BOTTLES**

Regd. Off. : A-97/2, Okhla Industrial Area, Phase-II, New Delhi-110020, India  
CIN : L25209DL1971PLC005535  
Tel. No. : +91-11-47385300, Fax, +91-11-47480746,  
Email : [pearl@pearlpet.net](mailto:pearl@pearlpet.net), Website: [www.pearlpet.net](http://www.pearlpet.net)

PPL/SD/LODR/ 2019

02<sup>nd</sup> September, 2019

<p><b>The Manager,</b> <b>Listing Department</b> <b>National Stock Exchange of India Ltd.</b> Exchange Plaza, 5<sup>th</sup> Floor Plot No. C1, G Block Bandra, Kurla Complex Bandra (East), Mumbai- 400051</p> <p><b>(Stock Code: PEARLPOLY)</b></p>	<p><b>The Manager,</b> <b>Listing Department</b> <b>BSE Ltd.</b> Phiroze Jeejeebhoy Towers, 25<sup>th</sup> Floor, Dalal Street, Mumbai-400001</p> <p><b>(Stock Code: 523260)</b></p>
---	---

**Sub: Intimation of 48<sup>th</sup> Annual General Meeting of Company for the Financial Year 2018-19 and details of Book Closure, Cut-off date and E-voting Period**

**Respected Sir/ Madam,**

We would like to inform your good office that the 48<sup>th</sup> Annual General Meeting ("AGM") of Pearl Polymers Limited ("the Company") is scheduled to be held on Friday, September 27, 2019 at 11:00 A.M. at the registered office of the Company situated at A-97/2, Okhla Industrial Area, Phase-II, New Delhi - 110020. Notice of AGM is attached herewith for your reference.

Further, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Rules, 2015, SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standards (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide Remote e-voting facility to the members of the Company to cast their votes electronically on all resolutions set forth in enclosed notice.

Further, relating to the AGM of the Company, you are requested to take on record the following:

1. The Register of Members and Share Transfer Books shall remain closed from Saturday, September 21, 2019 to Friday, September 27, 2019 (both days inclusive);
2. The cut-off date for determining the eligibility to vote by electronic means or at the AGM is Friday, September 20, 2019;
3. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories/Registrar as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting through ballot paper;
4. The Remote e-voting period shall commence on Tuesday, September 24, 2019 (from 09:00 A.M IST) and ends on Thursday, September 26, 2019 (upto 05:00 PM IST).

Thanking You

Yours faithfully

  
**Vineet Gupta**

**Company Secretary & Compliance Officer**



**NOTICE TO MEMBERS**

**NOTICE** is hereby given that the **Forty Eighth Annual General Meeting** (“AGM”) of the Members of Pearl Polymers Limited will be held on Friday, the 27<sup>th</sup> day of September 2019, at 11.00 A.M. at A-97/2, Okhla Industrial Area, Phase-II, New Delhi-110020, the registered office of the Company, to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2019 together with reports of the Board of Directors’ and the Auditors’ thereon.
2. To appoint a Director in place of Mr. Ramesh Mehra (DIN: 00003334), who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS**

3. **Re-appointment of Mr. Ravi Kumar Mehra as an Independent Director of the Company**

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

“**RESOLVED THAT** pursuant to provisions of section 149, 152 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the ‘Act’), the Rules made thereunder read with Schedule IV to the Companies Act, 2013 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the ‘Listing Regulations’) and amendments thereto (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), based on the recommendation of the Nomination and Remuneration Committee and performance evaluation, Mr. Ravi Kumar Mehra (DIN 06882167), who was appointed as an Independent Director by the Board of Directors of the Company subject to the approval of members in the 43rd AGM of the Company for a term of 5 consecutive years and whose term of office expired on 25<sup>th</sup> May, 2019 is re appointed by the Board of Directors of the Company at its Meeting held on 15<sup>th</sup> May, 2019 w.e.f. 26<sup>th</sup> May, 2019 subject to the approval of the members in the AGM and being eligible and in respect of whom the Company has received notice under section 160 of the Companies Act, 2013, be and is hereby re appointed as an independent director on the Board of the Company to hold office for further 5 consecutive years starting from 26<sup>th</sup> May, 2019 and ending on 25<sup>th</sup> May, 2024.

**RESOLVED FURTHER THAT** pursuant to the provisions of section 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Mr. Ravi Kumar Mehra be paid such fees, remuneration and/or profit-related commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time by or under the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors/ Company Secretary be and is hereby severally authorized to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable to give effect to this resolution.”

4. **Re-appointment of Ms. Meera Johri as an Independent Director of the Company**

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

“**RESOLVED THAT** pursuant to provisions of section 149, 152 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the ‘Act’), the Rules made thereunder read with Schedule IV to the Companies Act, 2013 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the ‘Listing Regulations’) and amendments thereto (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), based on the recommendation of the Nomination and Remuneration Committee and performance evaluation, Ms. Meera Johri (DIN 06881924), who was appointed as an Independent Director by the Board of Directors of the Company subject to the approval of members in the 43rd AGM of the Company for a term of 5 consecutive years and whose term of office expired on 25<sup>th</sup> May, 2019 is re appointed by the Board of Directors of the Company at its Meeting held on 15<sup>th</sup> May, 2019 w.e.f. 26<sup>th</sup> May, 2019 subject to the approval of the members in the AGM and being eligible and in respect of whom the Company has received notice under section 160 of the Companies Act, 2013, be and is hereby re appointed as an independent director on the Board of the Company to hold office for further 5 consecutive years starting from 26<sup>th</sup> May, 2019 and ending on 25<sup>th</sup> May, 2024.

**RESOLVED FURTHER THAT** pursuant to the provisions of section 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Ms. Meera Johri be paid such fees, remuneration and/or profit-related



commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time by or under the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors/ Company Secretary be and is hereby severally authorized to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable to give effect to this resolution.”

**5. Re-appointment of Mr. Ashish Harish Bhuva as an Independent Director of the Company**

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

“**RESOLVED THAT** pursuant to provisions of section 149, 152 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the ‘Act’), the Rules made thereunder read with Schedule IV to the Companies Act, 2013 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the ‘Listing Regulations’) and amendments thereto (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Ashish Harish Bhuva (DIN 06780082), who was appointed as an Independent Director in the 43<sup>rd</sup> Annual General Meeting of the Company and whose term of office expires on 28<sup>th</sup> September, 2019 and being eligible and in respect of whom the Company has received notice under section 160 of the Companies Act, 2013, be and is hereby re appointed as an independent director on the Board of the Company to hold office for further 5 consecutive years starting from 28<sup>th</sup> September, 2019 till the completion of 5 consecutive years.

**RESOLVED FURTHER THAT** pursuant to the provisions of section 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Mr. Ashish Harish Bhuva be paid such fees, remuneration and/or profit-related commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time by or under the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors/ Company Secretary be and is hereby severally authorized to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable to give effect to this resolution.”

**6. Alteration of Articles of Association of the Company thereby adopting new set of Articles of Association of the Company in accordance with the provisions of Companies Act, 2013.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with rules made there under and Schedule I to the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded to adopt new set of Articles of Association pursuant to the Act, primarily based on the Form of Table F under the Act, in substitution of the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to the above stated resolution”.

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

Sd/-

**Vineet Gupta**

Company Secretary

M. No: ACS-47642

Place: New Delhi

Date: August 14, 2019

Registered Office:

A-97/2, Okhla Industrial Area,

Phase-II, New Delhi-110020

**CIN: L25209DL1971PLC005535**



NOTES:

- i. **Proxy: A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING (AGM) IS AUTHORIZED TO APPOINT ANOTHER PERSON AS PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Proxies, in order to be valid and effective, must be delivered at the registered office of the Company not later than 48 hours before the commencement of the meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10%, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Shareholder. Proxies submitted on behalf of Companies, must be supported by an appropriate resolution/authority as applicable. Proxies are requested to bring their Identity proof at the meeting for the purpose of identification.

- ii. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 forms part of this notice.
- iii. In terms of Section 152 of the Companies Act, 2013, Mr. Ramesh Mehra (DIN: 00003334) Director, is liable to retire by rotation at the ensuing AGM and being eligible, offer himself for re-appointment. Brief profile, information and relevant details, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015") and Secretarial Standard on General meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM is annexed hereto.
- iv. Members/proxies are requested to bring their duly filled attendance slip annexed hereto, to attend the AGM mentioning therein details of their DP and Client ID/ Folio No.
- v. In case of joint holders attending the AGM, only such joint holder whose name stands first or higher on the Register of Members shall be entitled to vote.
- vi. As an austerity measure, copies of the Annual Report will not be distributed at the AGM. Members are requested to bring their copy of Annual Report to the meeting.

- vii. Relevant documents referred in accompanying Notice and Explanatory Statement are open and available for inspection by the Members at the registered office of the Company on all working days except Saturdays from 10.00 a.m. to 12.30 p.m. upto the date of AGM.
- viii. All correspondence relating to change of address, change in the e-mail ID already registered with the Company, 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 dematerialised form may send such communication to their respective Depository Participants ("DP's").
- ix. To receive shareholders' communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their e-mail address with MAS Services Limited, the Registrar and Share Transfer Agent of the Company.
- x. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday September 21, 2019 to Friday, September 27, 2019 (both days inclusive).
- xi. The Members whose names appear on the Company's Register of Members as on Friday, September 20, 2019 ("cut-off date") will be eligible to attend and vote at the AGM.
- xii. 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.
- xiii. **TRANSFER OF UNCLAIMED FIXED DEPOSITS TO INVESTORS EDUCATION AND PROTECTION FUND (IEPF)**

The Company has transferred time to time the unclaimed amount of deposits which remained unpaid or unclaimed for seven consecutive years to the Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of Section 125 of Companies Act, 2013, the Company has uploaded the details of



unclaimed fixed deposit lying with the Company as on September 28, 2018 (date of last AGM) on the website of the Company as also on the website of the IEPF-Ministry of Corporate Affairs.

- xiv.** Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with relevant Rules framed thereunder, the Annual Report for financial year 2018-19 and the Notice of the AGM, inter-alia indicating the process and manner of remote e-voting alongwith the attendance slip, proxy form and Route Map 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 unless the Member has requested for a hard copy of the same. For Members who have not registered their e-mail ID, physical copies of the Annual Report for financial year 2018-19 and the Notice of the AGM, inter-alia, indicating the process and manner of remote e-voting along with the attendance slip, proxy form and Route Map, is being sent in the permitted mode.
- xv.** SEBI has mandated the submission of Permanent Account Number (PAN) by every person dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or the RTA.
- xvi.** SEBI vide its notification dated 8 June 2018 as amended on 30 November 2018, has stipulated that w.e.f. 1 April 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialized form. In view of this, members are requested to dematerialize their shares.
- xvii.** Shareholders are requested to send their queries, if any, with regard to Financial Result/ Accounts/ Annual Report, to the Company Secretary, at least seven days before the date of the AGM, so that the requisite information/ explanations can be provided in time.
- xviii.** Notice of the AGM and the Annual Report is made available on the Company's website [www.pearlpet.net](http://www.pearlpet.net).
- xix. VOTING THROUGH ELECTRONIC MEANS**

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard and Regulation 44

of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be considered at the 48<sup>th</sup> AGM by electronic means which includes "remote e-voting" i.e., from a place other than venue of the AGM, provided by National Securities Depository Limited ("NSDL"). Members of the Company holding shares in physical form or in dematerialised form may exercise their right to vote by electronic means in respect of the resolutions contained in the Notice of the AGM.

- The Members desiring to vote through electronic mode may refer to the detailed procedure for remote e-voting given in the attendance slip, annexed to this Annual Report.
- The remote e-voting period will commence on Tuesday, September 24, 2019 (09.00 A.M.) and ends on Thursday, September 26, 2019 (05:00 P.M.). During this period, the Members of the Company holding shares in physical form or in dematerialised form, as on the cut-off date, being Friday, September 20, 2019, may cast their vote by electronic means in the manner and process set out hereinabove. The e-voting module shall be disabled for voting thereafter.
- Facility for voting through ballot/polling paper shall also be made available at the venue of AGM. The Members who are entitled to vote but have not exercised their right to vote through remote e-voting may vote at the AGM through Ballot Papers.
- The Members who have cast their vote by remote e-voting may also attend the AGM but shall not be entitled to cast their vote again.
- Ms. Rashmi Sahni, Practicing Company Secretary (Certificate Practice No: 10493) has been appointed as the Scrutinizer for conducting remote e- voting facility and the voting process at the AGM in a fair and transparent manner.
- The Scrutinizer shall immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizers Report of the total votes cast in favour of or against, if any, not later than 48 hours after the conclusion of the AGM to the Chairperson of the Company. The Chairperson, or any other person authorised by the Chairperson,



shall countersign the same and declare the result of the voting forthwith with details of the number of votes cast for and against the resolution, invalid votes and whether the resolution has been carried or not.

- The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company [www.pearlpet.net](http://www.pearlpet.net) and on the website of NSDL after communication of the same to the BSE Limited and the National Stock Exchange of India Limited.

### **EXPLANATORY STATEMENTS AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013**

#### **ITEM NO. 2**

As regards re-appointment of Mr. Ramesh Mehra referred to in item no. 2 of the Notice, following disclosures are made for the information of the shareholders:

Description	Mr. Ramesh Mehra
<b>Brief profile including area and nature of expertise</b>	Mr. Ramesh Mehra holds the degree in B.Sc. Engineering (Electrical) from Regional Engineering College, Rourkela and L.L.B. from Govt. College Kota. He has over 40 years of rich experience in commercial production, sales administration, account and personnel in industrial and manufacturing concerns. He also underwent onsite training in Japan during initial assignments. His knowledge and expertise in various fields will benefit the company in an indispensable manner.
<b>Date of Birth</b>	February 18, 1950
<b>Relationship with Directors interse</b>	Mr. Ramesh Mehra is not related to any Director of the Company
<b>Names of listed entities in which the person also holds the directorship and the membership of Committees of the board</b>	Mr. Ramesh Mehra holds Directorship and memberships of committees of the Board in M/s Pearl Apartments Limited.

#### **ITEM NO.3 & 4**

#### **Re-appointment of Mr. Ravi Kumar Mehra and Ms. Meera Johri as Independent Directors of the Company**

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges, Mr. Ravi Kumar Mehra and Ms. Meera Johri were appointed as Independent Directors of the Company by the Board of Directors subject to the approval of the members in the 43rd AGM of the Company to hold office for 5 years upto 25<sup>th</sup> May, 2019. The Nomination and Remuneration Committee on the basis of performance evaluation, has recommended their re-appointment as Independent Directors of the Company. On the basis of recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its Meeting held on 15<sup>th</sup> May, 2019 re-appointed Mr. Ravi Kumar Mehra and Ms. Meera Johri as Independent Directors w.e.f 26<sup>th</sup> May, 2019 subject to the approval of the members of the company in the Annual General Meeting. The Company has received a notice in writing under Section 160 of the Act from Mr. Ravi Kumar Mehra and Ms. Meera Johri proposing their candidature for the office of Independent Directors of the Company.

The appointees are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors alongwith a declaration to the effect that they meet the criteria of Independence as provided under section 149(6) of the Act and as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In view of above, the Board of Directors of your company has recommended these resolutions for your approval.

#### **ITEM NO.5**

#### **Re-appointment of Mr. Ashish Harish Bhuvra as an Independent Director of the Company**

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges, Mr. Ashish Harish Bhuvra was appointed as Independent Director of the Company at the 43<sup>rd</sup> Annual General Meeting of the Company to hold office for 5 years upto 28<sup>th</sup> September, 2019. His office comes to an end on 28<sup>th</sup> September, 2019. The Nomination and Remuneration Committee on the basis of performance evaluation, has recommended his re-appointment as Independent Director of the Company. On the basis of



recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has decided to re appoint Mr. Ashish Harish Bhuva as Independent Director of the Company for further period of 5 consecutive years w.e.f. 29<sup>th</sup> September, 2019, subject to the approval of the members of the company in the Annual General Meeting. The Company has received a notice in writing under Section 160 of the Act from Mr. Ashish Harish Bhuva proposing his candidature for the office of Independent Director of the Company.

The appointee is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director alongwith a declaration to the effect that he meets the criteria of Independence as provided under section 149(6) of the Act and as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In view of above, the Board of Directors of your company has recommended this resolution for your approval.

**Brief Profile of Mr. Ravi Kumar Mehra, Ms. Meera Johri and Mr. Ashish Harish Bhuva, is as under:**

**Brief Resume of Mr. Ravi Kumar Mehra:** Mr. Ravi Mehra holds the Bachelor degree in Chemistry and a Bachelor's degree in Chemical Engineering, USA. He also holds a Diploma in 'Marketing & Sales' from YMCA, Delhi. He has over 35 years of Industry experience which includes holding the position of Managing Director in 'Electrical & Industrial Ceramics Pvt. Ltd.' for a period of three years and Ravision Drugs Pvt. Ltd. for a period of 14 years. He also holds experience of working with Shyam Ahuja Pvt. Ltd at the senior level.

He also compiled & published a book 'Chemical & Medical Formulary of India' which listed all names & therapeutic effects of most commonly used drugs in India for usage by doctors & hospitals.

At present he is not a director in any other Company and he also doesn't hold membership/chairmanship of any Committee in other Company. He holds nil equity shares of the Company.

**Brief Resume of Ms. Meera Johri:** Ms. Meera Johri is a renowned personality in the field of book publishing. She is heading a leading publication group by the name of Rajpal & Sons' and is actively widening the focus of publishing by adding on books in English and a range of dictionaries and has published authors like APJ AbdulKalam, J. Krishnamurti, Jaswant Singh, Dalai Lama etc.

She has also written a number of books viz. Women in

Power, Paramveer Chakra: Profiles in Courage; Inspiring Thoughts on Management; Inspiring Thoughts on Successful Leadership etc.

Smt. Meera Johri is a Graduate in Economics (Hons.) from the Indraprastha College, University of Delhi, and has done her Masters in Business Administration from the Faculty of Management Studies, University of Delhi. She was a marketing consultant for 12 years and has had experience of the electronics, plastics and travel industries..

At present she neither holds directorship in any other Company nor a member/chairman of any Committee in other Company. She holds nil equity shares of the Company.

**Brief Resume of Mr. Ashish Harish Bhuva:**

Mr. Ashish Harish Bhuva is a Bachelor of Commerce from University of Mumbai and Diploma holder in Business Management from Welingkar Institute of Management Development & Research, Mumbai. He has also completed Management Development Programme on Marketing for Owner Managed Companies from Narsee Monjee Institute of Management & Higher Studies, Mumbai. Mr. Ashish Harish Bhuva is a results-oriented person with a positive outlook & has comprehensive understanding of management principles.

Mr. Ashish Harish Bhuva has approx. 22 years of experience in the Industry. He is a Director in Indo Nippon Chemical Company Ltd. and is actively involved in the planning & organising the organisation's activities, developing business plans & preparing comprehensive business reports, Reviewing, refining & developing the strategy & direction of the Company etc.

Keeping in view the vast expertise and knowledge of the appointees, it will be in the interest of the Company that Mr. Ravi Kumar Mehra, Ms. Meera Johri and Mr. Ashish Harish Bhuva are re appointed as Independent Directors.

None of the appointee is related to any Key Managerial Personnel (KMP) of the Company and holds any Equity Shares in the Company.

The details regarding sitting fees paid to the appointees in the past are given in the corporate governance report. NO remuneration was drawn by them during their previous term as Independent Directors. The details regarding the basis of performance evaluation are given in the Board Report.

No director, Key Managerial Personnel or their relatives, except Mr. Ravi Kumar Mehra, Ms. Meera Johri and Mr. Ashish Harish Bhuva to whom the resolutions relate are



## **PEARL Polymers Limited**

concerned or interested, financially or otherwise, in the resolution set out at Item no. 3, 4 & 5 of this Notice except to the extent of their shareholding in the Company.

### **ITEM NO.6**

#### **Alteration of Articles of Association of the Company thereby adopting new set of Articles of Association of the Company in accordance with the provisions of Companies Act, 2013.**

The existing Articles of Association (AOA) of the Company is based on the Erstwhile Companies Act, 1956 and several articles / regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 which are no longer in force.

Pursuant to the notification of the Companies Act, 2013, several articles/regulations of the existing AOA of the Company require alteration or deletion. It is therefore, proposed to replace the existing AOA with the new set of AOA in conformity with Table F of Schedule I of the Companies Act, 2013. The revised set of AOA shall be available for the inspection at the Registered Office of the Company during business hours on all working days.

Pursuant to the provisions of Section 14 of Companies Act, 2013, consent of the members by way of Special Resolution is required in this regard to give effect to the proposed alteration. Hence, the Board recommends the Special Resolution set forth in aforesaid item of the notice for approval of the members.

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

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

Sd/-

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

Place: New Delhi

Date: August 14, 2019

**Registered Office:**

**A-97/2, Okhla Industrial Area,**

**Phase-II, New Delhi-110020**

**CIN: L25209DL1971PLC005535**