

PGIL/SE/2023-24/101

Date: February 23, 2024

**THE GENERAL MANAGER,**  
DEPARTMENT OF CORPORATE SERVICES  
CRD  
BSE LIMITED  
1<sup>ST</sup> FLOOR, NEW TRADING RING  
ROTUNDA BUILDING, P. J. TOWERS  
DALAL STREET, FORT,  
MUMBAI – 400 001

**THE GENERAL MANAGER,**  
LISTING DEPARTMENT  
NATIONAL STOCK EXCHANGE OF INDIA  
LTD.  
“EXCHANGE PLAZA”, PLOT NO. C- 1,  
G- BLOCK, BANDRA - KURLA COMPLEX,  
BANDRA ( E ),  
MUMBAI - 400 051

**Reg: Scrip Code: BSE-532808;**

**NSE - PGIL**

**Sub: Postal Ballot Notice**

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Postal Ballot Notice dated February 12, 2024, along with Explanatory Statements sent to the Members of the Company on February 23, 2024, through e-mails, seeking their approval for the Resolutions as set out in the Postal Ballot Notice through Remote e-voting facility only. The date of events relevant to Postal Ballot are as below:

Sr. No.	Particulars	Date
1.	Cut-off date for dispatch of Notice by electronic means to Members whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories as on the cut-off date.	February 16, 2024
2.	Date of start and completion of dispatch of Notice (by Electronic Means)	February 23, 2024
3.	Date of publication of notice in Newspapers	February 24, 2024
4.	Date and time of Commencement of e-voting	Monday, February 26, 2024, at 10:00 A.M. (IST)
5.	Date of ending of e-voting	Tuesday, March 26, 2024, at 05:00 P.M. (IST)
6.	Date on which resolution will be deemed to be passed	March 26, 2024
7.	Declaration of results of Postal Ballot	On or before March 28, 2024

The Company has engaged the services of National Securities Depositories Limited (NSDL) for providing Remote e Voting facility to its members. The Postal Ballot Notice along with the Explanatory Statement is also available on the Company's website at [www.pearlglobal.com](http://www.pearlglobal.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

You are requested to take the same on your records.

Thanking you,

Yours faithfully,  
for Pearl Global Industries Limited

(Shilpa Budhia)  
Company Secretary  
ICSI Mem. No. ACS-23564

Encl: As above

**Pearl Global Industries Limited**

Corp. Office: Pearl Tower, Plot No. 51, Sector-32, Gurugram – 122001, Haryana (India)

T: +91-124-4651000 | E: info@pearlglobal.com

CIN: L74899DL1989PLC036849

Regd. Office: C-17/1, Paschimi Marg, Vasant Vihar, New Delhi - 110057

## PEARL GLOBAL INDUSTRIES LIMITED

CIN: L74899DL1989PLC036849

Registered Office: C-17/1, Paschimi Marg, Vasant Vihar, New Delhi-110 057

Corporate Office: Plot No.51, Sector-32, Gurugram-122001 (Haryana)

Tel: 0124-4651000, Website: [www.pearlglobal.com](http://www.pearlglobal.com)

E-mail: [investor.pgil@pearlglobal.com](mailto:investor.pgil@pearlglobal.com)

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### POSTAL BALLOT NOTICE

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

Dear Member(s),

**NOTICE** is hereby given pursuant to Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("Rules"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 9/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the resolutions set out in this Notice is proposed to be passed by the members of Pearl Global Industries Limited ("the Company") by means of Postal Ballot, only by way of remote e-voting process.

The proposed resolutions and explanatory statements setting out all material facts relating thereto, as required in terms of Section 102(1) of the Act read with the Rules and the MCA Circulars, are appended below.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the Company is sending this Notice ONLY in electronic form to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent ('RTA')/ Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the 'Notes' section to this Notice. The Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-Voting facility to the Members. The instructions for remote e-Voting are appended to this Notice.

The Notice is available on the website of the Company at <https://www.pearlglobal.com/>, stock exchanges websites i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) where the shares of the Company are listed and on the NSDL website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Members desiring to exercise their vote through the remote e-Voting process are requested to carefully read the instructions indicated in this Notice and record their assent or dissent by following the procedure as stated in the 'Notes' section of this Notice for casting of votes by remote e-Voting not later than 5.00 p.m. (IST) on Tuesday, March 26, 2024. The remote e-Voting facility will be disabled by NSDL immediately thereafter.

### **SPECIAL BUSINESSES:**

#### **1. Appointment of Dr. Rajiv Kumar (DIN: 02385076) as an Independent Director of the Company**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the rules made thereunder, read with Schedule IV of the Act, Regulation 16(1)(b) and 17(1A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Rajiv Kumar (DIN 02385076), who was appointed as an Additional Director of the Company with effect from February 12, 2024, pursuant to Section 161(1) of the Act and the Articles of Association of the Company and who has submitted the declaration that he meets the criteria of Independence as provided under the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from February 12, 2024, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to any Committee of Director(s)/ any other Officer(s) of the Company to give effect to the aforesaid resolution.”

#### **2. Appointment of Mr. Sanjay Kapoor (DIN: 00264602) as an Independent Director of the Company**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the rules made thereunder, read with Schedule IV of the Act, Regulation 16(1)(b) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sanjay Kapoor (DIN 00264602), who was appointed as an Additional Director of the Company with effect from February 12, 2024, pursuant to Section 161(1) of the Act and the Articles of Association of the Company and who has submitted the declaration that he meets the criteria of Independence as provided under the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from February 12, 2024, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to any Committee of Director(s)/ any other Officer(s) of the Company to give effect to the aforesaid resolution.”

**3. Appointment of Mr. Ashwini Agarwal (DIN: 00362480) as an Independent Director of the Company**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the rules made thereunder, read with Schedule IV of the Act, Regulation 16(1)(b) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ashwini Agarwal (DIN: 00362480), who was appointed as an Additional Director of the Company with effect from February 12, 2024, pursuant to Section 161(1) of the Act and the Articles of Association of the Company and who has submitted the declaration that he meets the criteria of Independence as provided under the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from February 12, 2024, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to any Committee of Director(s)/ any other Officer(s) of the Company to give effect to the aforesaid resolution.”

By Order of the Board  
**For Pearl Global Industries Limited**

(Shilpa Budhia)  
**Company Secretary & Compliance Officer**  
**ICSI M. No.: ACS-23564**

Place: Gurugram

Date: February 12, 2024

**NOTES:**

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out the material facts relating to the proposed resolutions and the reasons thereof are annexed hereto and forms part of this Postal Ballot Notice (“Notice”).
2. Pursuant to the General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/ CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 issued by SEBI (hereinafter collectively referred to as “the Circulars”), the Company is sending this Postal Ballot Notice only through e-mail to all the Members of the Company whose names will appear in the Register of Members/ List of Beneficial Owners from the National Securities

Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL"), (collectively referred as "Depositories"), as on Friday, February 16, 2024 (the "Cut-off Date") and who have registered their e-mail address in respect of electronic holdings with the Depository through the concerned Depository Participants ("DP") and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, M/s Link Intime India Private Limited ("RTA") or the Company.

3. In terms of the MCA Circulars, since the matters as proposed in the Postal Ballot Notice shall be passed by the Members of the Company through remote e-voting only, therefore, the vote in this Postal Ballot cannot be exercised through proxy.
4. In terms of the MCA Circulars, the Company will send this Postal Ballot Notice in electronic form only and the hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through Remote e-Voting only.
5. Members who have not registered their e-mail address so far are requested to register their e-mail to receive all communications including Notices and Circulars etc. from the Company electronically. Members can do this by updating their email addresses with their DP.
6. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, SS-2 and MCA Circulars, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its Members. The detailed procedure with respect to e-voting is mentioned in the Notice.
7. The Postal Ballot Notice is also available on the website of the Company at [www.pearlglobal.com](http://www.pearlglobal.com). The same can also be accessed from the website of the Stock Exchanges i.e. BSE Limited ("BSE") at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchanges of India Limited ("NSE") [www.nseindia.com](http://www.nseindia.com) , website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. Documents, if any, referred to in this Notice are available for inspection at the Registered Office and/or Corporate Office of the Company during business hours on any working day from date of dispatch of this Notice till the date of declaration of the results of Postal Ballot.
9. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the Cut-off Date, i.e. Friday, February 16, 2024, only shall be entitled to avail the facility of Remote e-Voting. A person who is not a member as on the Cut-off date should treat this Notice for information purposes only. It is however, clarified that all Members of the Company as on the Cut-off Date, including those Members who may not have received this Notice due to non-registration of their e-mail IDs with the Company/RTA/Depositories, shall be entitled to vote in relation to the resolutions specified in this Notice in accordance with the process specified hereinafter, in this Notice.
10. The voting rights of the Members shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on the Cut-off Date i.e. Friday, February 16, 2024.
11. The Board of Directors in its meeting held on February 12, 2024, has appointed CS Jayant Sood (C.P. No. 22410) proprietor of M/s Jayant Sood and Associates (Company Secretaries), as the Scrutinizer for conducting the Postal Ballot / remote e-voting process in a fair and transparent manner.



12. The Scrutinizer will after the conclusion of Remote e-Voting, unblock the votes cast through Remote e-Voting in the presence of at least two witnesses not in the employment of the Company and submit his report to the Chairman or any other person authorised by the Board who shall countersign the same and declare the results of the voting forthwith. The results of the Postal Ballot will be declared within two working days from the conclusion of e-voting.
13. The results of the Postal Ballot and Report of Scrutinizer will also be displayed at Company's website at [www.pearlglobal.com](http://www.pearlglobal.com), websites of the Stock Exchanges i.e. BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com) and website of NSDL, remote e-voting facility provider at <https://www.evoting.nsdl.com/>
14. All papers relating to Postal Ballot including voting by Remote e-Voting shall be under the safe custody of the scrutinizer till the Chairman or any other person authorized by the Board, considers, approves, and signs the minutes.
15. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the details pertaining to this Postal Ballot will be published in one National daily newspaper circulating throughout India (in English language) and one daily newspaper circulating in Delhi (in vernacular language, i.e. Hindi).
16. Some of the important details regarding the Remote e-Voting facility are provided below:

<b>Cut-off date for determining the Members entitled to vote through remote e-voting</b>	Friday, February 16, 2024
<b>Commencement of e-voting period</b>	Monday, February 26, 2024, at 10.00 A.M. (IST)
<b>End of e-voting period</b>	Tuesday, March 26, 2024, at 05:00 P.M. (IST)

The remote e-voting module will be disabled after 5:00 P.M. on **Tuesday, March 26, 2024**.

Institutional/Corporate Shareholders (i.e. other than HUF, NRI etc.) intending to vote on the Postal Ballot through their authorized representatives are requested to send a scanned copy of certified true copy of the Board Resolution authorizing their representative to vote on their behalf electronically to the Scrutinizer at email [jayantksood@benchwalklaw.com](mailto:jayantksood@benchwalklaw.com) with copies marked to the Company at [investor.pgil@pearlglobal.com](mailto:investor.pgil@pearlglobal.com).

Resolutions, if passed by the Members through Postal Ballot are deemed to have been duly passed on the last date specified for the remote e-voting i.e. Tuesday, March 26, 2024, in terms of Secretarial SS-2 issued by the Institute of Company Secretaries of India.

**17. Remote e-Voting Instructions for shareholders:**

**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:*

## Access to NSDL e-Voting system

### A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="582 627 1437 1086">1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>‘IDeAS’</b> section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li data-bbox="582 1131 1437 1288">2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li data-bbox="582 1332 1437 1825">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 <b>“Login”</b> which is available under <b>‘Shareholder/Member’</b> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period .</li><li data-bbox="582 1870 1437 1982">4. Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li></ol>

	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <p style="text-align: center;">  App Store               Google Play       </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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 Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company on clicking the e-voting 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. 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 CDSL 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>



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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

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

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

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

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****

c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [jayantksood@benchwalklaw.com](mailto:jayantksood@benchwalklaw.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to [at evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investor.pgil@pearlglobal.com](mailto:investor.pgil@pearlglobal.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investor.pgil@pearlglobal.com](mailto:investor.pgil@pearlglobal.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at (A) i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013, (“the Act”) the following Explanatory Statement sets out the material facts relating to the businesses under Item Nos. 1 to 3 of the accompanying Notice.

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Members may kindly note that Mr. Anil Nayar (DIN: 01390190), Mr. Chittranjan Dua (DIN: 00036080) and Mr. Rajendra Kumar Aneja (DIN: 00731956), were re-appointed as Non-Executive, Independent Directors for a second term of five consecutive years, with effect from April 1, 2019, by the members in their 30<sup>th</sup> Annual General Meeting held on September 24, 2019. The second term of the above Directors will be completed on March 31, 2024.

To fulfill the composition of the Board in terms with the provisions of Regulation 17 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, (“Listing Regulations”) the Board of Directors on the recommendation of Nomination and Remuneration Committee, have in its meeting held on February 12, 2024, appointed Dr. Rajiv Kumar, Mr. Sanjay Kapoor and Mr. Ashwini Agarwal as Additional Directors in the category of Independent Director, effective from February 12, 2024.

Brief profiles of Dr. Rajiv Kumar, Mr. Sanjay Kapoor and Mr. Ashwini Agarwal is provided below along with the necessary declarations /confirmations received from them and other terms and conditions:

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

Dr. Rajiv Kumar, aged about 73 years, holds a PhD in Economics from Lucknow University and D. Phil from Oxford University.

Dr. Rajiv Kumar is the Chairman of Pahle India Foundation, a non-profit making research think tank. He is the former Vice Chairman of NITI Aayog. He is currently a Member of the Global Leadership Council, GASP, New York. He is also a Director on Parley India Foundation. He also serves as the Chancellor of Gokhale Institute of Politics and Economics, Pune and Chairman of the Board of Governors of the Giri Institute of Development Studies, Lucknow.

He has wide experience of having worked in academia, government, industry as well as in multilateral institutions. He started his academic career in Indian Council for Research on International Economic Relations (ICRIER) as a Researcher during 1977-1982. He later became the Director & CEO of ICRIER between 2006 and 2011. He was a Professor at the Indian Institute of Foreign Trade (IIFT) and a Senior Fellow at the Centre for Policy Research (CPR), Delhi.

In the government, he was Economic Advisor with Department of Economic Affairs (DEA), Ministry of Finance (1991-1995) and Senior Consultant at the Bureau of Industrial Costs and Prices (BICP), Ministry of Industry (1989-1991).

His experience in the multilateral financial institutions was with Asian Development Bank (ADB), Manila, where he spent 10 years before returning to India in 2004. He was also the Chief Economist of the Confederation of Indian Industries (CII) during 2004-2006 and Secretary General of Federation of Indian Chambers of Commerce and Industry (FICCI) during 2011-2013. He served on the Central Boards of State Bank of India for two terms and was also on the Central Board of Reserve Bank of India (RBI).

Dr. Rajiv Kumar is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 (“the Act”) and has given consent for appointment as an Independent Director for a term of five consecutive years. The Company has received notice in writing from a member proposing his candidature for appointment as an Independent Director, in terms of Section 160(1) of the Act.

The Company has also received a declaration from Dr. Rajiv Kumar confirming that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. He is also registered with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

He is not debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority. Copy of the draft letter of appointment of Dr. Rajiv Kumar as an Independent Director setting out the terms and conditions is available for inspection as per the procedure of inspection on the website of the Company [www.pearlglobal.com](http://www.pearlglobal.com).

In the opinion of the Board of Directors, Dr. Rajiv Kumar, fulfils the conditions as specified in the Act and the Rules made thereunder and he is independent of the management.

Dr. Rajiv Kumar possesses the requisite skills, experience, knowledge and capabilities required for the role of an Independent Director of the Company. His expertise in managing, leading and advising businesses globally, deep insights into the global markets and strength in sustainability and risk management will be of great value for the Company.

As per Regulation 17(1A), no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy five years unless a special resolution is passed to that effect. Dr. Rajiv Kumar is currently 73 years old and will attain the age of seventy-five in the current term of five consecutive years, however, considering his immense experience, your Directors recommend to appoint him to avail his expertise in the interest of the Company.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Dr. Rajiv Kumar is concerned or interested, financially or otherwise, in the resolution set out at the Item No. 1 of the Notice.

The approval of the members is sought by way of a special resolution as set out in Item No. 1 of the Notice.

## **ITEM NO. 2:**

Mr. Sanjay Kapoor, aged about 56 years, holds B.Com degree from Shri Ram College of Commerce and MBA from the University of Rochester, New York (USA).

A banker turned entrepreneur, Mr. Kapoor entered the Indian fashion Industry in the mid-90s and gets substantial credit for leading to the corporatization of the industry.

He expanded his vision of luxury retailing by the introduction of several international luxury brands into India such as Giorgio Armani, Emporio Armani, Armani Exchange, Paul Smith, and many others with the formation of Genesis Luxury which is now a part of Reliance Brands Limited (RBL), a subsidiary of Reliance Industries Limited.

Mr. Kapoor is a member of Young Presidents Organization (YPO) and is a recipient of several awards for his innovative initiatives in fashion retailing.

He is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given consent for appointment as an Independent Director for a term of five consecutive years. The Company has, in terms of Section 160(1) of the Act, received notice in writing, proposing his candidature for appointment as an Independent Director.

The Company has also received a declaration from Mr. Sanjay Kapoor confirming that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. He is also registered with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

He is not debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority. Copy of the draft letter of appointment of Mr. Sanjay Kapoor as an Independent Director setting out the terms and conditions is available for inspection as per the procedure of inspection on the website of the Company [www.pearlglobal.com](http://www.pearlglobal.com).

In the opinion of the Board of Directors, Mr. Sanjay Kapoor, fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the management.

Mr. Sanjay Kapoor possesses the requisite skills, experience, knowledge and capabilities required for the role of an Independent Director of the Company. His expertise in managing, leading and advising businesses globally, deep insights into the global markets and strength in sustainability and risk management will be of great value for the Company.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Sanjay Kapoor is concerned or interested, financially or otherwise, in the resolution set out in Item No. 2 of the Notice.

The approval of the members is sought by way of a special resolution as set out in Item No. 2 of the Notice.

### **ITEM NO. 3:**

Mr. Ashwini Agarwal, aged about 55 years, holds B.Com degree from Shri Ram College of Commerce and MBA from IIM Bangalore.

Mr. Ashwini Agarwal is the founder and partner of Demeter Advisors LLP, a Mumbai-based family office firm. He is a seasoned equity investor with over 31 years of experience across emerging markets, especially India and South Asia.

Prior to setting up Demeter Advisors, Mr. Ashwini worked at Ashmore Group plc (2006-2021), a UK based emerging markets investment manager. At Ashmore, he was a Portfolio Manager and head of the India team. In addition to broader portfolios, he started and managed funds dedicated to investing in smaller companies in the South Asia region. In this role, he identified and invested in several small companies that have become well-followed mid to large-cap names over time.

He started his career with SBI Mutual Fund in 1992. Between 1994 & 2006, he was the Head Institutional Equities at UBS and Kotak Securities, and Head of Equity Research at SSKI.



He is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given consent for appointment as an Independent Director for a term of five consecutive years. The Company has, in terms of Section 160(1) of the Act, received notice in writing, proposing his candidature for appointment as an Independent Director.

The Company has also received a declaration from Mr. Ashwini Agarwal confirming that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. He is also registered with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. Ashwini Agarwal is not debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority. Copy of the draft letter of appointment of Mr. Ashwini Agarwal as an Independent Director setting out the terms and conditions is available for inspection as per the procedure of inspection on the website of the Company [www.pearlglobal.com](http://www.pearlglobal.com).

In the opinion of the Board of Directors, Mr. Ashwini Agarwal, fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the management.

Mr. Ashwini Agarwal possesses the requisite skills, experience, knowledge and capabilities required for the role of an Independent Director of the Company. His expertise in managing, leading and advising businesses globally, deep insights into the global markets and strength in sustainability and risk management will be of great value for the Company.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Ashwini Agarwal is concerned or interested, financially or otherwise, in the resolution set out in Item No. 3 of the Notice.

The approval of the members is sought by way of a special resolution as set out in Item No. 3 of the Notice.

By Order of the Board  
**For Pearl Global Industries Limited**

**(Shilpa Budhia)**  
**Company Secretary & Compliance Officer**  
**ICSI M. No.: ACS-23564**

Place: Gurugram  
Date: February 12, 2024

**Details of Directors appointment as required under Regulation 36 of the Listing Regulations and Secretarial Standard – 2 for Item Nos. 1, 2 & 3 of the accompanying Notice.**

<b>Name</b>	<b>Dr. Rajiv Kumar</b>	<b>Mr. Sanjay Kapoor</b>	<b>Mr. Ashwini Agarwal</b>
<b>DIN</b>	02385076	00264602	00362480
<b>Age</b>	73 years	56 years	55 years
<b>Brief resume and nature of expertise in specific functional areas, Skills and Capabilities</b>	As provided in the explanatory statement in Item No.1.	As provided in the explanatory statement in Item No.2.	As provided in the explanatory statement in Item No.3.
<b>Date of first appointment on the Board</b>	February 12, 2024	February 12, 2024	February 12, 2024
<b>Directorships held in listed entities, other public companies and private companies Memberships/ Chairmanships of committees across all companies</b>	<ul style="list-style-type: none"> <li>• DSP Trustee Private Limited</li> <li>• Parley India Foundation</li> </ul>	<ul style="list-style-type: none"> <li>• GML India Fashion Private Limited</li> <li>• GLB Body Care Private Limited</li> <li>• GLF Lifestyle Brands Private Limited</li> <li>• Reliance Lifestyle Products Private Limited</li> <li>• Canali India Private Limited</li> <li>• Reliance Brands Luxury Fashion Private Limited</li> <li>• Genesis Overseas Private Limited</li> <li>• Genesis LA Mode Private Limited</li> <li>• Genesis Colors Limited</li> <li>• Burberry India Private Limited</li> </ul> <p>He holds membership in CSR Committee of Genesis LA Mode Private Limited and GLF Lifestyle Brands Private Limited.</p>	None
<b>Directorships held in listed entities from which the person has resigned in the past three years</b>	None	None	None

<b>Number of Equity Shares held in the Company</b>	NIL	NIL	NIL
<b>Relationship between Directors and other KMPs inter-se</b>	None	None	None
<b>Number of meetings of the Board Meeting attended during the year</b>	1	1	1
<b>Remuneration (including sitting fees, if any) last drawn</b>	Rs. 0.25 Lakh	Rs. 0.25 Lakh	Rs. 0.25 Lakh
<b>Remuneration proposed to be paid</b>	Remuneration as may be approved by the Board from time to time, in accordance with the provisions of the Companies Act, 2013 and other applicable Laws.		
<b>Terms and conditions of Appointment</b>	As per the details provided under the resolution and explanatory statement for Item no. 1, 2 and 3.		

By Order of the Board  
For Pearl Global Industries Limited

(Shilpa Budhia)  
Company Secretary & Compliance Officer  
ICSI M. No.: ACS-23564

Place: Gurugram  
Date: February 12, 2024