



PEARL
Polymers Limited

PET
POLYETHYLENE TEREPHTHALATE
JARS
BOTTLES

Regd. Office: A-97/2, Okhla Industrial Area, Phase-II, New Delhi-110020, INDIA

CIN: L25209DL1971PLC005535

Tel. No.: +91-11-47385300

Email: pearl@pearlpet.net, **Website:** www.pearlpet.net

August 31, 2024

National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor Plot No. C1, G Block Bandra, Kurla Complex Bandra (East), Mumbai- 400051 (Stock Code: PEARLPOLY)	BSE Ltd. Phiroze Jeejeebhoy Towers, 25 th Floor, Dalal Street, Mumbai-400001 (Stock Code: 523260)
--	---

Dear Sir/Madam,

Sub: Submission of Annual Report for FY 2023-24 and Notice of 53rd Annual General Meeting ('AGM') of the Company

Pursuant to Regulation 34(1) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, we are enclosing herewith the Annual Report for the Financial Year 2023-24 including Notice of 53rd AGM of the Company which is scheduled to be held on Tuesday, the 24th September, 2024 at 04:30 p.m. through Video Conferencing/ Other Audio Visual Means, in terms of the relevant circulars issued by the Ministry of Corporate Affairs and Securities Exchange Board of India.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,
For Pearl Polymers Limited

Aman Thakran
Company Secretary

Encl: As above

Own Your
PEARLPET
Happiness

ANNUAL REPORT **2023-24**





WHO WE ARE

INDUSTRY LEADERS IN
INNOVATION, DESIGN AND
HOUSEWARE !

Welcome to PearlPET!

PearlPet is the house ware brand of Pearl Polymers, the leading house ware products since its inception in 1971. We offer the widest range of jars and bottles for usage in the kitchen, home and offices manufacturing in India.

PearlPET is proud to be seen as a mark of quality in the minds of all our consumers. We endeavor to give you a wide & unique variety of storage options to help keep your food safe and hygienic using state of the art technology and precision engineering.

We are proud to have brought a new thought process to the Indian kitchen by making the first safe, transparent, unbreakable, odourless plastic jars & bottles. We are now expanding our range to include trendy steel and other products.

We believe that our products should be safe for everyone to use from sneaking a snack in the dark to drinking water on the go.

CORPORATE INFORMATION

CHAIRMAN EMERITUS

Mr. Chand Seth

BOARD OF DIRECTORS

MR. UDIT SETH – Chairman & Managing Director

MR. VARUN SETH – Whole Time Director

MR. AMIT SETH – Whole Time Director

MRS. MEERA JOHRI – Independent Director

MR. ASHISH HARISH BHUVA – Independent Director

MR. ANANT KANOI – Independent Director

CHIEF FINANCIAL OFFICER

Mr. Sanjeev Rikhi

COMPANY SECRETARY

Mr. Aman Thakran

REGISTERED OFFICE

Pearl Polymers Limited

A-97/2, Okhla Industrial Area

Phase-II, New Delhi- 110020

Phone No.:011-47385300

E-mail: Pearlsecretarial@pearlpet.net

Website: www.pearlpet.net

REGISTRAR & SHARE TRANSFER AGENT

Mas Services Limited

T-34, 2nd Floor, Okhla Industrial Area,

Phase-II, New Delhi-110020

Phone No.:011-26387281-83

Fax No.: 011-26387384

E-mail: info@masserv.com

Website: www.masserv.com

STATUTORY AUDITORS

Goel Goyal & Co., Chartered Accountants

Flat No. 205, Mudgal – 5, Balaji Enclave, Shahberi,

Greater Noida – 201309, U.P.

SECRETARIAL AUDITOR

Rashmi Sahni, Practicing Company Secretary

184, Azad Market, Delhi - 110006

Work

MAHAD: B-3/2, M.I.D.C. Industrial Area Mahad,

Distt.- Raigad, Maharashtra - 402309

BANKERS

ICICI Bank

Yes Bank

Bank of Baroda

CONTENTS

	Page No.
Chairman's Message.....	02
Notice of 53rd Annual General Meeting.....	03
Board's Report and Management's Discussion & Analysis Report	23
Corporate Governance Report	43
Independent Auditor's Report	59
Financial Statements and Notes thereon	70

CHAIRMAN'S MESSAGE

Dear Shareholders,

I am honored to address you today as we present the 53rd Annual Report for Pearl Polymers Limited for the financial year 2023-24. This year marks my third year as Chairman & Managing Director of your Company, and I am grateful for the continued trust and support you have shown in our company.

Reflecting our Journey

Founded in 1984, Pearlpet has emerged as an organisation of trust and credibility among the plastic manufacturers. Since its inception, Pearlpet has been the ideal choice for the food processing and packaging industry as well as household storage.

Pearlpet products are safe, environment-friendly, sturdy, and non-toxic. This is the result of a robust and award-winning R&D department that has been innovating safe and durable kitchenware, packaging and storage for more than 40 years.

Keeping up with the times, Pearlpet has been rigorous with its quality control and worked towards providing safe packaging and storage solutions to consumers and industries.

Performance and Transformation

As we review the financial year 2023-24, I am pleased to highlight our significant achievements and strategic advancements. This year, we increased our focus on expanding e-commerce and digital market places. This move has helped us enhance our market reach as to a state-of-the-art e-commerce platform as well as reaching the new and young consumers. It represents a strategic move to enhance our market reach, improve customer engagement, and streamline our operations. The successful launch of our online platform has made our products more accessible to a global audience, unlocking new growth opportunities and expanding our market presence.

Looking Ahead: Building a Stronger tomorrow at Pearlpet

Our current position is strong, reflecting consistent progress in recent quarters. We are buoyed by our momentum and the promising opportunities that lie ahead. Our strategy moving forward is focused on sustaining growth, driving innovation, and delivering exceptional value to our stakeholders. We are committed to refining our strategies and leveraging our strengths to build a more prosperous future. This approach strengthens our foundation today and sets the stage for an even more prosperous future.

As we embark on a new financial year, we are filled with optimism and determination. We recognize that our success is not solely our own but is also a result of the strong partnerships we have cultivated with our customers, suppliers, and partners. We look forward to continuing these collaborations and exploring new avenues for mutual growth.

Acknowledgments and Gratitude

I would like to extend my heartfelt gratitude to each of you, our shareholders, for your unwavering support and confidence in Pearl Polymers Limited. Your trust is a great source of motivation for us. I also want to acknowledge the dedication and hard work of our employees, whose commitment and expertise are integral to our success.

Together, we will continue to build on our strengths, seize new opportunities, and work towards achieving our long-term vision. Thank you for being a vital part of our journey. Your support drives us forward, and we are excited about the future we are building together.

Thank you.

Udit Seth
Chairman & Managing Director

Pearl Polymers Limited

Regd. Office: A-97/2, Phase-II, Okhla Industrial Area, New Delhi-110020

(CIN: L25209DL1971PLC005535)

Tel. No.:+91-11-47385300, Email: pearlsecretarial@pearlpet.net, Website: www.pearlpet.net

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 53rd (**Fifty Third**) **Annual General Meeting** (“AGM”) of the Members of PEARL POLYMERS LIMITED will be held on **Tuesday**, the **24th day of September, 2024**, at **04.30 P.M.** through video conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company.

ORDINARY BUSINESS

1. To receive, consider and adopt, the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with reports of the Board of Directors and the Auditors thereon.
2. To appoint director in place of Mr. Udit Seth (DIN: 00005403), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. **To approve re-appointment of Mr. Udit Seth (DIN: 00005403) as Chairman & Managing Director of the Company**

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

“**RESOLVED THAT** in accordance with the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force); approval of the Members of the Company be and is hereby accorded for the re- appointment of Mr. Udit Seth (DIN: 00005403) as Chairperson & Managing Director of the Company, liable to retire by rotation, for a period of 3 (three) years with effect from 16th August, 2024, and such other applicable statutes, rules, regulations and guidelines, on the terms and conditions as set out below:

A. REMUNERATION including Basic salary, House rent allowance and other allowances aggregating to, but not exceeding Rs.3,50,000/- (Rupees Three Lacs Fifty Thousand Only) per month.

B. PERQUISITES AND OTHER BENEFITS

In addition to the aforesaid remuneration, Mr. Udit Seth will be entitled to the following perquisites and the monetary value of such perquisites and benefits being limited to 50% of the Remuneration as aforesaid:

1. Leave Travel Concession, House maintenance together with reimbursement of expenses and / or allowances for utilisation of gas, electricity, water, furnishing and repairs
2. **Provident Fund, Superannuation Fund, Gratuity**: Company's contribution to Provident Fund and Superannuation Fund and payment of Gratuity would be as per the rules of the Company subject to a ceiling as laid down under the Income Tax Rules, 1962
3. Telephone and mobile facility at the Company's cost
4. Medical expenses for self and family as per the rules of the Company
5. Medical Insurance as per the Company's policy
6. Use of Company's car with driver
7. Any other expenses incurred/reimbursed not specifically included hereinabove for not for official purposes

The aggregate of the remuneration and perquisites/ benefits, including contributions towards Provident Fund, Superannuation Fund and Gratuity Fund, payable to Mr. Udit Seth shall be within the limit prescribed under the Companies Act, 2013, or any amendment thereto or modification thereof ('the Act').

The Company's contribution to Provident Fund and Superannuation Fund to the extent these (either singly or together) are not taxable under the Income Tax Act, Gratuity payable as per the rules of the Company and Encashment of Leave at the end of the tenure shall not be included in the computation of limits for the perquisites aforesaid.

Use of Company's car with driver for business of the Company as per the rules of the Company and free telephone and mobile facility at the Company's cost for official purposes shall not be included in the computation of perquisites and benefits for the purpose of calculating the said ceiling. However, personal long distance cost shall be billed to the appointee.

For the purpose of calculating the above ceiling, perquisites shall be evaluated in accordance with the Income Tax Rules, wherever applicable in the absence of any such Rules, perquisites shall be valued at actual cost.

RESOLVED FURTHER THAT the aforesaid remuneration shall be payable as minimum remuneration in the event of loss and / inadequacy of profits in any of the financial year during the aforesaid period.

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), approval of the Members be and is hereby accorded for payment of remuneration to Mr. Udit Seth, Chairman & Managing Director notwithstanding that the remuneration payable to Mr. Udit Seth in any year exceeds Rs. 5 Crores (Rupees Five Crores only) or 2.5% of the net profits of the Company, whichever is higher or the aggregate annual remuneration of all the executive directors exceeds 5% of the net profits of the Company, during tenure of his appointment.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary terms and conditions of appointment and to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub- delegate, in order to give effect to this resolution or as otherwise considered fit by the Board to be in the best interest of the Company, as it may deem fit."

4. To approve re-appointment of Mr. Amit Seth (DIN: 00017395) as Whole Time Director of the Company.

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

"RESOLVED THAT in accordance with the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force); approval of the Members of the Company be and is hereby accorded for the re- appointment of Mr. Amit Seth (DIN: 00017395), as a Whole Time Director liable to retire by rotation, for a period of 3 years with effect from 16th August, 2024, and such other applicable statutes, rules, regulations and guidelines, on the terms and conditions as set out below:

- A. **REMUNERATION** including Basic salary, House rent allowance and other allowances aggregating to, but not exceeding Rs.3,50,000/- (Rupees Three Lacs Fifty Thousand Only) per month.
- B. **PERQUISITES AND OTHER BENEFITS**

In addition to the aforesaid remuneration, Mr. Amit Seth will be entitled to the following perquisites and the monetary value of such perquisites and benefits being limited to 50% of the Remuneration as aforesaid:

1. Leave Travel Concession, House maintenance together with reimbursement of expenses and / or allowances for utilisation of gas, electricity, water, furnishing and repairs

2. **Provident Fund, Superannuation Fund, Gratuity:** Company's contribution to Provident Fund and Superannuation Fund and payment of Gratuity would be as per the rules of the Company subject to a ceiling as laid down under the Income Tax Rules, 1962
3. Telephone and mobile facility at the Company's cost
4. Medical expenses for self and family as per the rules of the Company
5. Medical Insurance as per the Company's policy
6. Use of Company's car with driver
7. Any other expenses incurred/reimbursed not specifically included hereinabove for not for official purposes

The aggregate of the remuneration and perquisites/ benefits, including contributions towards Provident Fund, Superannuation Fund and Gratuity Fund, payable to Mr. Amit Seth shall be within the limit prescribed under the Companies Act, 2013, or any amendment thereto or modification thereof ('the Act').

The Company's contribution to Provident Fund and Superannuation Fund to the extent these (either singly or together) are not taxable under the Income Tax Act, Gratuity payable as per the rules of the Company and Encashment of Leave at the end of the tenure shall not be included in the computation of limits for the perquisites aforesaid.

Use of Company's car with driver for business of the Company as per the rules of the Company and free telephone and mobile facility at the Company's cost for official purposes shall not be included in the computation of perquisites and benefits for the purpose of calculating the said ceiling. However, personal long distance cost shall be billed to the appointee.

For the purpose of calculating the above ceiling, perquisites shall be evaluated in accordance with the Income Tax Rules, wherever applicable in the absence of any such Rules, perquisites shall be valued at actual cost.

RESOLVED FURTHER THAT the aforesaid remuneration shall be payable as minimum remuneration in the event of loss and / inadequacy of profits in any of the financial year during the aforesaid period.

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), approval of the Members be and is hereby accorded for payment of remuneration to Mr. Amit Seth, Whole Time Director notwithstanding that the remuneration payable to Mr. Amit Seth in any year exceeds Rs. 5 Crores (Rupees Five Crores only) or 2.5% of the net profits of the Company, whichever is higher or the aggregate annual remuneration of all the executive directors exceeds 5% of the net profits of the Company, during tenure of his appointment.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary terms and conditions of appointment and to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub- delegate, in order to give effect to this resolution or as otherwise considered fit by the Board to be in the best interest of the Company, as it may deem fit."

5. To approve re-appointment of Mr. Varun Seth (DIN: 00017552) as Whole Time Director of the Company.

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

"RESOLVED THAT in accordance with the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force); approval of the Members of the Company be and is hereby accorded for the

re-appointment of Mr. Varun Seth (DIN: 00017552), as Whole Time Director of the Company, liable to retire by rotation, for a period of 3 years with effect from 1st July, 2024, and such other applicable statutes, rules, regulations and guidelines, on the terms and conditions as set out below:

A. REMUNERATION including Basic salary, House rent allowance and other allowances aggregating to, but not exceeding Rs.4,00,000/- (Rupees Four Lacs Only) per month.

B. PERQUISITES AND OTHER BENEFITS

In addition to the aforesaid remuneration, Mr. Varun Seth will be entitled to the following perquisites and the monetary value of such perquisites and benefits being limited to 50% of the Remuneration as aforesaid:

1. Leave Travel Concession, House maintenance together with reimbursement of expenses and / or allowances for utilisation of gas, electricity, water, furnishing and repairs
2. **Provident Fund, Superannuation Fund, Gratuity:** Company's contribution to Provident Fund and Superannuation Fund and payment of Gratuity would be as per the rules of the Company subject to a ceiling as laid down under the Income Tax Rules, 1962
3. Telephone and mobile facility at the Company's cost
4. Medical expenses for self and family as per the rules of the Company
5. Medical Insurance as per the Company's policy
6. Use of Company's car with driver
7. Any other expenses incurred/reimbursed not specifically included hereinabove for not for official purposes

The aggregate of the remuneration and perquisites/ benefits, including contributions towards Provident Fund, Superannuation Fund and Gratuity Fund, payable to Mr. Varun Seth shall be within the limit prescribed under the Companies Act, 2013, or any amendment thereto or modification thereof ('the Act').

The Company's contribution to Provident Fund and Superannuation Fund to the extent these (either singly or together) are not taxable under the Income Tax Act, Gratuity payable as per the rules of the Company and Encashment of Leave at the end of the tenure shall not be included in the computation of limits for the perquisites aforesaid.

Use of Company's car with driver for business of the Company as per the rules of the Company and free telephone and mobile facility at the Company's cost for official purposes shall not be included in the computation of perquisites and benefits for the purpose of calculating the said ceiling. However, personal long distance cost shall be billed to the appointee.

For the purpose of calculating the above ceiling, perquisites shall be evaluated in accordance with the Income Tax Rules, wherever applicable in the absence of any such Rules, perquisites shall be valued at actual cost.

RESOLVED FURTHER THAT the aforesaid remuneration shall be payable as minimum remuneration in the event of loss and / inadequacy of profits in any of the financial year during the aforesaid period.

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), approval of the Members be and is hereby accorded for payment of remuneration to Mr. Varun Seth, Whole Time Director notwithstanding that the remuneration payable to Mr. Varun Seth in any year exceeds Rs. 5 Crores (Rupees Five Crores only) or 2.5% of the net profits of the Company, whichever is higher or the aggregate annual remuneration of all the executive directors exceeds 5% of the net profits of the Company, during tenure of his appointment.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary terms and conditions of appointment and to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub- delegate, in order to give effect to this resolution or as otherwise considered fit by the Board to be in the best interest of the Company, as it may deem fit.”

6. Appointment of Mr. Brej Behari Gupta (DIN: 01514670) as an Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013; Companies (Appointment and Qualification of Directors) Rules, 2014 (“Act”), Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), (including any statutory modification(s) or re-enactment thereof for the time being in force) and upon the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors; Mr. Brej Behari Gupta (DIN: 01514670) and who is eligible and meets the criteria of Independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Shareholder proposing his candidature for the office of a Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from 28th September, 2024 to 27th September, 2029 (both days inclusive).

RESOLVED FURTHER THAT Mr. Udit Seth, Chairman & Managing Director, Mr. Varun Seth, Whole Time Director and Mr. Amit Seth, Whole Time Director be and are hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution”

By Order of the **Board of Directors**

Place: New Delhi
Date: 13th August, 2024

Aman Thakran
Company Secretary
(M. No. ACS66476)

NOTES:

1. An Explanatory Statement in respect of Item No. 3 to Item No. 6 under Special Business of this Notice is annexed hereto.
2. **IN VIEW OF COVID-19 PANDEMIC, PURSUANT TO THE CIRCULAR NO. 14/2020 DATED APRIL 08, 2020; CIRCULAR NO. 17/2020 DATED APRIL 13, 2020; CIRCULAR NO. 20/2020 DATED MAY 5, 2020, CIRCULAR NO. 02/2021, DATED JANUARY 13, 2021, CIRCULAR NO. 19/ 2021 DATED DECEMBER 12, 2021, CIRCULAR NO. 2/2022; DATED MAY 5, 2022; CIRCULAR NO. 09/ 2023 DATED SEPTEMBER 25, 2023; CIRCULAR NO. SEBI/HO/CFD/CFD-POD-2/P/CIR/2023/167 DATED OCTOBER 07, 2023 AND ALL OTHER RELEVANT CIRCULARS ISSUED FROM TIME TO TIME BY THE MINISTRY OF CORPORATE AFFAIRS, PHYSICAL ATTENDANCE OF THE MEMBERS IN THE ANNUAL GENERAL MEETING (“AGM”) IS NOT REQUIRED AND GENERAL MEETING BE HELD THROUGH VIDEO CONFERENCING (VC) OR OTHER AUDIO VISUAL MEANS (OAVM). HENCE, MEMBERS CAN ATTEND AND PARTICIPATE IN THE ENSUING AGM THROUGH VC/ OAVM.**
3. **SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE. HOWEVER, THE CORPORATE MEMBERS INTENDING TO SEND THEIR AUTHORIZED**

REPRESENTATIVES TO ATTEND THE AGM THROUGH VC/OAVM ARE REQUESTED TO SEND A CERTIFIED COPY OF THE BOARD RESOLUTION/POWER OF ATTORNEY AUTHORIZING THEIR REPRESENTATIVE TO ATTEND AND CAST THEIR VOTES THROUGH E-VOTING.

4. The Company has appointed Ms. Rashmi Sahni, Practicing Company Secretary (Membership No. ACS: 25681; CP No: 10493, to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system during the AGM, in a fair and transparent manner.
5. Corporate/Institutional members (i.e. other than individuals, HUF, NRI, etc) are required to send scanned copy of its Board or governing body resolution/authorization etc., authorizing its representative to attend AGM through VC/ OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization be sent to the Scrutinizer by email through its registered email address to csrashmi3011@gmail.com with a copy marked to evoting@nsdl.co.in
6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Members can login and join the AGM 15 minutes prior to the scheduled time to start the AGM and the window for joining shall be kept open till the expiry of 15 minutes after the scheduled time to start the AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members, on first-come-first-served basis. However, the participation of large members (members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Auditors can attend the AGM without restriction of first-come-first served basis. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General meeting (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) read with MCA Circulars and SEBI Circular, the Company is providing (i) facility of remote e-voting for voting before the AGM and (ii) facility of e-voting at the AGM to its Members in respect of the business to be transacted at the AGM to be held through VC/ OAVM. For this purpose, the Company has entered into an agreement with National securities Depository Limited (NSDL) as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM for such Members who are attending the Meeting and have not already cast their vote(s) by Remote e-voting will be provided by NSDL.
10. For ease of conduct, members who would like to ask questions/express their views on the items of the business to be transacted at the meeting can send in their questions/ comments in advance mentioning their name, demat account number/ folio number, email id, mobile number at pearlsecretarial@pearlpet.net. The same will be replied by the Company suitably. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
11. **The Register of members and share transfer books of the Company will remain closed from Wednesday, September 18, 2024 to Tuesday, September 24, 2024 (both days inclusive) for the purpose of annual closure of books.**
12. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc:
 - a. For shares held in electronic form: to their Depository Participants (DPs)
 - b. For shares held in physical form: to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-POD-1/P/CIR/2023/37 dated March 16, 2023 (subsumed as a part of the SEBI master circular no. SEBI/HO/MIRSD/POD-1/PLCIR/2024/37 dated May 07, 2024) in suppression of earlier circulars issued on the subject. The Company has sent letters on 30th May, 2023, for furnishing the required details. Members may please

note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at www.pearlpet.net/noticetoshareholders.html and on the website of the Company's Registrar and Transfer Agents, MAS Services Limited at www.masserv.com. It may be noted that any service request can be processed only after the folio is KYC Compliant.

Members holding shares in physical form are requested to dematerialize their holdings at the earliest.

13. In compliance with the MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice calling AGM along with the explanatory statement and Annual Report 2023-24 are available on the website of the Company at www.pearlpet.net and on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of National Securities Depository Limited (NSDL) i.e. evoting@nsdl.com (the Authorised agency for providing voting through electronic means and AGM through VC/OAVM). Company's web-link on the above will also be provided in advertisement being published in Financial Express (English edition) and Hari Bhoomi (Hindi edition).
14. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company Secretary or Mas Services Limited, Company's Registrar and Share Transfer Agents ("RTA") (Tel. No. 011 26387281/82/83) for assistance in this regard.
15. Members who have not yet registered their e-mail addresses are requested to register the same with their Depository Participants ("DP") in case the shares are held by them in electronic form and with the Company/RTA in case the shares are held by them in physical form.
16. For receiving all future correspondence (including Annual Report) from the Company electronically–

In case you have not registered your email ID with the Company/ Depository, please follow below instructions to register your email ID for obtaining Annual Report for FY 2023-2024 and login details for e-voting.

Physical Holding

Send a signed request letter to Registrar and Transfer Agents of the Company, MAS Services Limited at investor@masserv.com providing Folio Number, Name of the Shareholder, scanned copy of the Share Certificate (Front and Back), PAN (Self attested scanned copy of PAN Card), AADHAR (Self attested scanned copy of Aadhar Card) with subject line (Register E-mail ID Folio No (Mention Folio No) of Pearl Polymers Limited.

Demat Holding

Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.

17. Further, those members who have not registered their e-mail addresses and mobile nos. and in consequence could not be served the Notice of the AGM and Annual Report may temporarily get themselves registered with RTA by emailing for obtaining the same. Members are requested to support our commitment to environmental protection by choosing to receive the Company's communications through e-mail going forward.
18. In case a person has become a member of the Company after dispatch of the AGM Notice, but on or before the cut-off date for e-voting i.e. Tuesday, September 17, 2024, such person may obtain the User ID and Password from RTA by e-mail request on investor@masserv.com

19. With a view to helping us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company/ RTA to consolidate their holdings in one folio.
20. In terms of Section 72 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit the requisite nomination form.
21. Pursuant to Section 125 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the amount of fixed deposit remaining unpaid /unclaimed for a period of seven years has been transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government of India. Further, the Company has uploaded the necessary information in respect of the unclaimed amount on the website of IEPF viz. www.iepf.gov.in and on the Company's website at www.pearlpet.net
22. In terms of SEBI Circular dated 09/12/2020, the depository shall send SMS/email alerts regarding the details of the upcoming AGM to the demat holders atleast 2 days prior to the date of commencement of e-voting. Hence members are requested to update the mobile no./email ID with their respective depository participants.
23. The documents referred to in the proposed resolutions are available for inspection at its Registered Office of the Company during normal business hours on any working day except Saturdays, upto the date of meeting.
24. Instructions for e-voting and joining the AGM are as follows:

In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the SEBI Listing Regulations, the Company is providing facility of remote e-voting to exercise votes on the items of business given in the Notice 53rd Annual General Meeting (AGM) through electronic voting system, to members holding shares as on **Tuesday, September 17, 2024** (end of day), being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by NSDL or to vote at the e-AGM.

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

The remote e-voting period commences on Saturday, September 21, 2024 (09:00 am) and ends on Monday, September 23, 2024 (05:00 pm). The remote e-voting module shall be disabled for voting after 5.00 PM on Monday, September 23, 2024. No remote e-voting shall be allowed beyond the said date and time. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, September 17, 2024, may cast their vote electronically by way of remote e-voting or by e-voting at the AGM. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, September 17, 2024.

How do I vote electronically using NSDL e-Voting system?




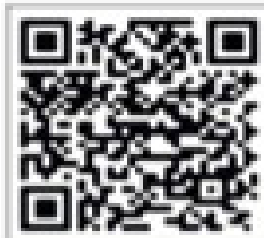
The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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
<p>Individual Shareholders holding securities in dematmode with NSDL.</p>	<ol style="list-style-type: none"> <li data-bbox="571 241 1441 640">1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="571 658 1441 779">2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="571 797 1441 1196">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="571 1214 1441 1312">4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p data-bbox="571 1330 1441 1375">NSDL Mobile App is available on</p> <div data-bbox="571 1420 1441 1509">  App Store  Google Play </div> <div data-bbox="651 1541 916 1778">  </div> <div data-bbox="1098 1541 1362 1778">  </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li data-bbox="571 1805 1441 1957">1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. <li data-bbox="571 1975 1441 2063">2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at toll free no.: 022-48867000 and 022-24997000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 5533

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

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

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

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

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL to your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - 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:

- 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.
- [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

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

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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 csrashmi3011@gmail.com with a copy marked to evoting@nsdl.co.in.
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 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 or call on toll free no.: 022-48867000 and 022-24997000 or send a request to Amit Vishal, Assistant Vice president, NSDL at evoting@nsdl.com. Further, members may also contact Mr. Deepanshu Rastogi, Assistant Manager, MAS Services Limited, RTA of the Company at T-34, 2nd Floor, okhla Industrial Area, Phase-II, New Delhi-110020, Phone No. 011-26387281/82/83, EMail investor@masserv.com

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 send signed ISR1- to RTA
2. In case shares are held in demat mode, please update your email id with your depository and generate password as per instruction given above
3. Alternatively, shareholder/members may send a request to HYPERLINK “<mailto:evoting@nsdl.com>” evoting@nsdl.com 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting

on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGHVC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at pearlsecretarial@pearlpet.net. The same will be replied by the company suitably.

General Instructions

- i. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- ii. The Company has appointed Ms. Rashmi Sahni, Practicing Company Secretary (Membership No. ACS: 25681; CP No: 10493, to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system during the AGM, in a fair and transparent manner.
- iii. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, for all those members who are present VC / OAVM at the AGM but have not cast their votes by availing the remote e-voting facility.
- iv. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- v. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.pearlpet.net and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3

Mr. Udit Seth was appointed as Chairman & Managing Director of the Company with effect from August 16, 2021 for a period of 3 years.

It is now proposed to re-appoint Mr. Udit Seth as Chairman & Managing Director for a further period of three years w.e.f. 16th August, 2024 on the terms and conditions, inter alia, as set out in the proposed resolution which is in accordance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Nomination & Remuneration Committee in its meeting held on 27th May, 2024 recommended his re- appointment & remuneration for the period of 3 (three) years with effect from August 16, 2024. The Board of Directors in its meeting held on 27th May, 2024, on the recommendation of Nomination & Remuneration Committee approved his reappointment & remuneration, subject to approval of Members for a period three years commencing from August 16, 2024.

Mr. Udit Seth has been associated with the Company since April 2006. He has an experience of more than 18 years. He holds Bachelor's degree in science from University of Michigan, USA and has worked with the Company as the Vice President-Sales & Marketing in past for reviewing and developing new marketing strategies and improving company operations and was associated with the Company in the capacity of Executive Director (related party's appointment in Office or place of profit- not on the Board) before his appointment. With his vast knowledge and expertise in the field, Mr. Udit Seth has contributed tremendously in accomplishing the corporate goals. Keeping in view his experience and association with the Company, it is considered prudent to re-appoint Mr. Udit Seth as Director and Chairman & Managing Director of the Company.

1. GENERAL INFORMATION

- (i) Nature of the Industry: The Company is engaged in the business of trading of pet bottles and jars.
- (ii) Date of commencement of commercial production: Not Applicable (The Company is not into manufacturing/ production)
- (iii) Financial Performance: The financial performance (Standalone) of the Company (audited) during last three years is as under:

(Rs. in lacs)

Financial parameters	*Year ended March 31, 2022	Year ended March 31, 2023	Year ended March 31, 2024
Total Revenue (including revenue from other income)	*10,477.17	1949.40	2435.88
Net profit before taxation	*2786.52	(803.17)	32.71

* The Financial results for the year 2022 are not comparable with that for the year 2023 & 2024 due to completion of slump sale transaction with Manjushree Technopack Limited ("MTL").

- (iv) **Foreign investments or collaborations:** The Company does not have any collaboration and investment from foreign except for general public shareholding as shown in the quarterly shareholding reports filed by the Company in stock exchanges from time to time

2. INFORMATION ABOUT THE APPOINTEE

- (i) **Background Details:** The appointee holds Bachelor's degree in science from University of Michigan, USA and has experience of more than 18 years and he has been associated with the Company since the year 2006.
- (ii) **Past Remuneration:** Rs. 48.51 Lacs during the FY 2023-24.
- (iii) **Recognition or awards:** The Company has won numerous awards and accolades from customers and external agencies.
- (iv) **Job profile and suitability:** The appointee will be re-appointed as Chairman & Managing Director of the Company and is responsible for the management of the whole of affairs of the Company. Keeping in view of his experience and knowledge, he is best suited for the position.
- (v) **Remuneration Proposed:** As per details mentioned in the resolution.
- (vi) **Comparative remuneration profile with respect to industry, size, profile of the position and person:** The appointee holds Bachelor's degree in science from University of Michigan, USA and he has been associated with the Company since the year 2006. He has experience of over 18 years in the manufacture of pet bottles, Process Control, Design and Quality. He has proved his expertise in very effective manner and drove the Company towards the growth over a period of time and also successfully sailed the Company through Covid -19 pandemic. Hence, the remuneration proposed is justified and commensurate with other companies in the same sector.
- (vii) **Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:** Except to the extent of his employment with the Company, he does not have any pecuniary relationship directly or indirectly with the Company or has any relationship with the managerial personnel.

3. **OTHER INFORMATION:** Not applicable

4. DISCLOSURE

The disclosure has been mentioned in the Board of Director's Report under the heading "Corporate Governance".

None of the Directors / Key Managerial Personnel of the Company / their relatives are, except himself, Mr. Amit Seth and Mr. Varun Seth are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice.

The Board recommends passing of the resolution as set out in Item No. 3 of this Notice as a Special Resolution.

ITEM NO. 4

Mr. Amit Seth was appointed as Whole Time Director of the Company with effect from August 16, 2021 for a period of 3 years.

It is now proposed to re-appoint Mr. Amit Seth as Whole Time Director for a further period of three years w.e.f. 16th August, 2024 on the terms and conditions, inter alia, as set out in the proposed resolution which is in accordance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Nomination & Remuneration Committee in its meeting held on 27th May, 2024 recommended his re- appointment & remuneration for the period of 3 (three) years with effect from August 16, 2024. The Board of Directors in its meeting held on 27th May, 2024, on the recommendation of Nomination & Remuneration Committee approved his reappointment & remuneration, subject to approval of Members for a period three years commencing from August 16, 2024.

Mr. Amit Seth has been associated with the Company since April 2011. He has rich experience of over 30 years in various fields like operations, legal, financial, taxation etc. He has been actively involved in planning and framing of business strategies for introducing new products and clients for the Company. He has made significant contributions in the growth of Company. He holds Bachelor's degree in Business Administration from Western Michigan University, USA. It is considered prudent to re-appoint Mr. Amit Seth as Whole Time Director of the Company.

1. GENERAL INFORMATION

- Nature of the Industry: The Company is engaged in the business of trading of pet bottles and jars.
- Date of commencement of commercial production: Not Applicable (The Company is not into manufacturing/ production)
- Financial Performance: The financial performance (Standalone) of the Company (audited) during last three years is as under:

(Rs. in lacs)

Financial parameters	*Year ended March 31, 2022	Year ended March 31, 2023	Year ended March 31, 2024
Total Revenue (including revenue from other income)	*10,477.17	1949.40	2435.88
Net profit before taxation	*2786.52	(803.17)	32.71

* The Financial results for the year 2022 are not comparable with that for the year 2023 & 2024 due to completion of slump sale transaction with Manjushree Technopack Limited ("MTL").

- Foreign investments or collaborations:** The Company does not have any collaboration and investment from foreign except for general public shareholding as shown in the quarterly shareholding reports filed by the Company in stock exchanges from time to time

2. INFORMATION ABOUT THE APPOINTEE

- Background Details:** The appointee holds Bachelor's degree in Business Administration from Western Michigan University, USA and has rich experience of over 30 years in various fields like operations, legal, financial, taxation etc.
- Past Remuneration:** Rs. 48.51 Lacs during the FY 2023-24.
- Recognition or awards:** The Company has won numerous awards and accolades from customers and external agencies.
- Job profile and suitability:** The appointee will be re-appointed as Whole Time Director of the Company and is responsible for the management of affairs of the Company. Keeping in view of his experience and knowledge, he is best suited for the position.
- Remuneration Proposed:** As per details mentioned in the resolution.
- Comparative remuneration profile with respect to industry, size, profile of the position and person:** The appointee holds Bachelor's degree in Business Administration from Western Michigan University, USA.

University, USA from University of Michigan, USA and he has been associated with the Company since the year 2011. He has rich experience of over 30 years in various fields like operations, legal, financial, taxation etc. He has been actively involved in planning and framing of business strategies for introducing new products and clients for the Company. Hence, the remuneration proposed is justified and commensurate with other companies in the same sector.

vii. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any: Except to the extent of his employment with the Company, he does not have any pecuniary relationship directly or indirectly with the Company or has any relationship with the managerial personnel.

3. OTHER INFORMATION: Not applicable

4. DISCLOSURE

The disclosure has been mentioned in the Board of Director's Report under the heading "Corporate Governance".

None of the Directors/ Key Managerial Personnel of the Company / their relatives are, except himself, Mr. Udit Seth and Mr. Varun Seth are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

The Board recommends passing of the resolution as set out in Item No. 4 of this Notice as a Special Resolution.

ITEM NO. 5

Mr. Varun Seth was re-appointed as Whole Time Director of the Company with effect from July 01, 2021 for a period of 3 years.

It is now proposed to re-appoint Mr. Varun Seth as Whole Time Director for a further period of three years w.e.f. 01st July, 2024 on the terms and conditions, inter alia, as set out in the proposed resolution which is in accordance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Nomination & Remuneration Committee in its meeting held on May 27, 2024 recommended his re- appointment & remuneration for the period of 3 (three) years with effect from July 01, 2024. The Board of Directors in its meeting held on 27th May, 2024, on the recommendation of Nomination & Remuneration Committee approved his reappointment & remuneration, subject to approval of Members for a period three years commencing from July 01, 2024.

Mr. Varun Seth has been associated with the Company since April 2006. He has rich experience of over 25 years in various fields like marketing, manufacturing etc. He has been actively involved in planning and framing of business strategies for the Company. He has made significant contributions in the growth of Company. He holds Bachelor's degree in Engineering (Industrial Production) from BMS College of Engineering, Bangalore. It is considered prudent to re-appoint Mr. Varun Seth as Whole Time Director of the Company.

1. GENERAL INFORMATION

- i. Nature of the Industry: The Company is engaged in the business of trading of pet bottles and jars.
- ii. Date of commencement of commercial production: Not Applicable (The Company is not into manufacturing/ **production**)
- iii. Financial Performance: The financial performance (Standalone) of the Company (audited) during last three years is as under:

(Rs. in lacs)

Financial parameters	*Year ended March 31, 2022	Year ended March 31, 2023	Year ended March 31, 2024
Total Revenue (including revenue from other income)	*10,477.17	1949.40	2435.88
Net profit before taxation	*2786.52	(803.17)	32.71

* The Financial results for the year 2022 are not comparable with that for the year 2023 & 2024 due to completion of slump sale transaction with Manjushree Technopack Limited ("MTL").

- i. **Foreign investments or collaborations:** The Company does not have any collaboration and investment from foreign except for general public shareholding as shown in the quarterly shareholding reports filed by the Company in stock exchanges from time to time

2. INFORMATION ABOUT THE APPOINTEE

- i. **Background Details:** The appointee holds Bachelor's degree in Engineering (Industrial Production) from BMS College of Engineering, Bangalore and has experience of over 25 years in various fields like marketing, manufacturing etc.
- ii. **Past Remuneration:** Rs. 51.70 Lacs during the FY 2023-24.
- iii. **Recognition or awards:** The Company has won numerous awards and accolades from customers and external agencies.
- iv. **Job profile and suitability:** The appointee will be re-appointed as Whole Time Director of the Company and is responsible for the management of affairs of the Company. Keeping in view of his experience and knowledge, he is best suited for the position.
- v. **Remuneration Proposed:** As per details mentioned in the resolution.
- vi. **Comparative remuneration profile with respect to industry, size, profile of the position and person:** The appointee holds Bachelor's degree in Engineering (Industrial Production) from BMS College of Engineering, Bangalore and he has been associated with the Company since the year 2006. He has rich experience of over 25 years in various fields like marketing, manufacturing etc. He has been actively involved in planning and framing of business strategies for introducing new products and clients for the Company. Hence, the remuneration proposed is justified and commensurate with other companies in the same sector.
- vii. **Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:** Except to the extent of his employment with the Company, he does not have any pecuniary relationship directly or indirectly with the Company or has any relationship with the managerial personnel.

3. **OTHER INFORMATION:** Not applicable

4. DISCLOSURE

The disclosure has been mentioned in the Board of Director's Report under the heading "Corporate Governance".

None of the Directors/ Key Managerial Personnel of the Company / their relatives are, except himself, Mr. Udit Seth and Mr. Amit Seth are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice.

The Board recommends passing of the resolution as set out in Item No. 5 of this Notice as a Special Resolution.

ITEM NO. 6

In accordance with the provisions of Section 149 of the Companies Act, 2013 and Regulations 17 and 25 of SEBI Listing Regulations, the Board of Directors at their meeting held on 13th August, 2024 appointed Mr. Brej Behari Gupta (DIN: 01514670) as a Non-Executive Independent Director of the Company, for a term of five years commencing from 28th September, 2024 to 27th September, 2029, not liable to retire by rotation, subject to the approval of the Shareholders by way of a Special Resolution and the brief resume is as below:

Mr. Brej Behari Gupta has an experience of more than 30 years in professionally managing the companies in the field of human resources, industrial relations, CSR Administration and Legal functions. He has also worked in Marketing and Sales functions of many big Companies. He completed his Bachelor degree in Science (Biology), from Rohilkhand University, Bareilly, in the year 1979 and after that he did L.L.B. from Delhi University, Delhi in the year 1983

The Nomination and Remuneration Committee ("NRC"), on the basis of qualifications, experience, independence, balance of skills is of the view that Mr. Brej Behari possesses the requisite skills and capabilities for the role, which would be of immense benefit to the Company, and hence, it is desirable to appoint him as an Independent Director.

The Company has received a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of

Independent Directors maintained by the Indian Institute of Corporate Affairs.

He has also confirmed that he is not disqualified from being appointed as Director, in terms of the provisions of Section 164 (2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given his consent to act as Director of the Company. There is no inter se relationship between him and any other member of the Board and other Key Managerial Personnel of the Company.

In the opinion of the Board and based on the evaluation, Mr. Brij Behari Gupta fulfils the conditions for appointment of Independent Director of the Company as specified in the Act and the Listing Regulations.

Based on the recommendation of the NRC, the Board, recommended the appointment of Mr. Brij Behari Gupta as an Independent Director, not liable to retire by rotation, for a term of 5 (five) years effective from 28th September, 2024 to 27th September, 2029 (both days inclusive).

The resolution seeks the approval of Shareholders for the appointment of Mr. Brij Behari Gupta as an Independent Director, for a term of 5 (five) years effective from 28th September, 2024 to 27th September, 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

The details as required under the provisions of Regulation 36(3) of the Listing Regulations, SS-2 and other applicable provisions are provided in 'Annexure' to this Notice.

None of the Directors, Key Managerial Personnel and relatives thereof except the appointee, has any concern or interest, financial or otherwise.

The Board of Directors recommends the resolution at Item No. 6 of this Notice for approval of Shareholders.

By Order of **the Board of Directors**

Place: New Delhi
Date: 13th August, 2024

Aman Thakran
Company Secretary
(M. No. ACS66476)

Additional information on Director recommended for re-appointment as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard-2				
Particulars	Mr. Udit Seth (DIN: 00005403)	Mr. Amit Seth (DIN: 00017395)	Mr. Varun Seth (DIN: 00017552)	Mr. Brej Behari Gupta (DIN: 01514670)
Age (years)	43 Years	53 Years	51 Years	63 Years
Qualification	Bachelor's degree in science from University of Michigan, USA	Bachelor's degree in Business Administration from Western Michigan University, USA	Bachelor's degree in Engineering (Industrial Production) from BMS College of Engineering, Bangalore	Bachelor degree in Science (Biology), from Rohilkhand University, Bareilly & L.L.B. from Delhi University
Experience and expertise	Mr. Udit Seth has an experience of more than 18 years has worked with the Company as the Vice President-Sales & Marketing in past for reviewing and developing new marketing strategies and improving company operations and was associated with the Company in the capacity of Executive Director before his appointment. With his vast knowledge and expertise in the field, Mr. Udit Seth has contributed tremendously in accomplishing the corporate goals	Mr. Amit Seth has a rich experience of over 30 years in various fields like operations, legal, financial, taxation etc. He has been actively involved in planning and framing of business strategies for introducing new products and clients for the Company. He has made significant contributions in the growth of Company. Mr. Amit Seth has been working with the Company as Executive Director of the Company since 2011.	Mr. Varun Seth has a rich experience of over 25 years in various fields like marketing, manufacturing etc. He has been actively involved in planning and framing of business strategies for introducing new products and clients for the Company. He has made significant contributions in the growth of Company. Mr. Varun Seth has been Whole Time Director of the Company since 2006.	Mr. Brej Behari Gupta has an experience of more than 30 years in professionally managing the companies in the field of human resources, industrial relations, CSR Administration and Legal functions. He has also worked in Marketing and Sales functions of many big Companies
Terms & Conditions of appointment/ Reappointment	Liable to retire by rotation	Liable to retire by rotation	Liable to retire by rotation	Not liable to retire by rotation
Details of Remuneration sought to be paid	As detailed in the resolution and explanatory statement	As detailed in the resolution and explanatory statement	As detailed in the resolution and explanatory statement	Sitting fees for Board/ Committee Meeting(s)
Remuneration last drawn	As per existing terms and conditions	As per existing terms and conditions	As per existing terms and conditions	Not Applicable
Date of first appointment on the Board	16 th August, 2021	16 th August, 2021	1 st July, 2006	Not Applicable

Shareholding in the Company	6,50,069	7,22,533	7,58,311	Nil
Relationship with other Directors, Manager and Key Managerial Personnel	Mr. Udit Seth is son of Mr. Chand Seth, Chairman Emeritus, and brother of Mr. Amit Seth and Mr. Varun Seth, who are Whole Time Directors of the Company.	Mr. Amit Seth is son of Mr. Chand Seth, Chairman Emeritus, and brother of Mr. Udit Seth and Mr. Varun Seth, who are Chairman & Managing Director and Whole Time Director of the Company, respectively.	Mr. Varun Seth is son of Mr. Chand Seth, Chairman Emeritus, and brother of Mr. Udit Seth and Mr. Amit Seth, who are Chairman & Managing Director and Whole Time Director of the Company, respectively.	None
Number of board meeting(s) attended during the year	Four (4)	Four (4)	One (1)	Not Applicable
Other directorships	<p><u>Private Companies:</u></p> <ul style="list-style-type: none"> MRK Shares and Stocks Private Limited Pearl Telefonics Private Limited Pacific Pearl Finance & Leasing Private Limited Theta Investments Private Limited PS Arts Private Limited Nustechconnect Software Private Limited <p><u>Public Companies:</u></p>	<p><u>Private Companies:</u></p> <ul style="list-style-type: none"> MRK Shares and Stocks Private Limited Pearl Telefonics Private Limited Pacific Pearl Finance & Leasing Private Limited Theta Investments Private Limited <p><u>Public Companies:</u></p>	<p><u>Private Companies:</u></p> <ul style="list-style-type: none"> Pacific Pearl Finance & Leasing Private Limited Theta Investments Private Limited <p><u>Public Companies:</u></p>	<p><u>Private Companies:</u></p> <p>Bharat Prakashan Delhi Limited</p>
Memberships / Chairpersonship of committees	None	None	None	None
Name of listed entities from where the person has resigned in the past three years	None	None	None	None

BOARD'S REPORT

TO THE MEMBERS,

Your Directors are pleased to present the 53rd Annual Report of Pearl Polymers Limited (“the Company”) for the financial year ended March 31, 2024.

FINANCIAL SUMMARY

The Company's financial performance for the financial year ended March 31, 2024 in comparison to previous financial year is summarized below:

(Rs. in lacs)

Particulars	2023-24	2022-23
Total Revenue	2435.88	1949.40
Total expenses	2403.17	2752.57
Profit/(loss) before exceptional items and tax	32.71	(803.17)
Less: Tax Expenses	(32.70)	14.10
Profit/Loss after tax	65.41	(817.27)

The Financial Statements of the Company for the FY 2023-24, have been prepared in accordance with the Indian Accounting Standards ('Ind AS') notified under Section 133 of the Act, the Companies (Indian Accounting Standards) Rules, 2015 and recognised accounting practices, to the extent applicable. Accordingly, the Financial Statements for current year, including comparative figures of previous year are based on Ind AS and in accordance with the recognition and measurement principles stated therein.

STATE OF THE COMPANY'S AFFAIRS/ CHANGES IN THE NATURE OF BUSINESS, IF ANY

During the year under consideration on Standalone basis your Company has achieved total Revenue of Rs. 2435.88 Lacs as against Rs. 1949.40 Lacs in the relevant previous financial year. There is a net profit of Rs. 65.41 Lacs as compared to net loss of Rs. 817.27 Lacs in the previous year.

ECONOMIC OUTLOOK, KEY CHALLENGES AND RESPONSE

The industry's performance is often closely tied to the overall global economic situation. Economic growth or recession can impact consumer spending on non-essential items like pet-bottles and kitchenware. India's beverage and packaged food industries were experiencing robust growth, which was driving the demand for PET bottles and jars. The convenience and cost-effectiveness of PET packaging contributed to this trend.

The Indian government had initiated campaigns like “Make in India” and “Atmanirbhar Bharat” (self-reliant India) to boost domestic manufacturing, which could benefit the PET packaging industry. There was increasing pressure on industries to adopt more sustainable and eco-friendly practices due to concerns about plastic waste and pollution. This posed a challenge to PET manufacturers as PET is a type of plastic.

Innovations in materials, manufacturing processes, and distribution channels can significantly impact the industry's competitiveness. There is a growing demand for sustainable and circular solutions in the plastic industry, such as the use of recycled materials, biodegradable plastics, increase recycling and up-cycling efforts, developing biodegradable or sustainable materials and closed-loop recycling systems. The PET industry is sensitive to fluctuations in the prices of raw materials, such as petrochemicals. Any substantial increase in these costs could affect profitability.

The PET packaging industry in India was highly competitive, with many players vying for market share. Maintaining competitiveness while meeting sustainability goals was a challenge. Manufacturers needed to invest in modern machinery and technology to enhance efficiency and reduce production costs.

India's revival in consumer spending is likely to be driven by households that earn more than a million rupees a year. Consumer sentiments survey data suggest that while all income groups are worse off than they were earlier, richer households are doing better than the rest on the sentiments front. These are the least affected households and most likely with the best savings.

India is going digital and the pandemic has accelerated this shift. Even before the COVID-19 pandemic, India's e-commerce sector had begun to gain immense traction as people swayed from physical shopping and gravitated towards online shopping. The pandemic accelerated this adoption of e-commerce and India, today, is one of the fastest-growing e-commerce markets in the world with an estimated 330 million online shoppers.

Consumers are flocking online for almost all their needs - from groceries and essentials to clothing and accessories. Moreover, goods that will come in useful during long periods at home are seeing increased sales. Brands have been compelled to develop an online presence even if they had none before. This has led to a massive spurt in Direct to Consumer (D2C) brands.

The economy is now enabling people to cater to niche segments of consumers economically and there is also a rise in digital entrepreneurs. Brands are also realizing the need to approach consumers directly rather than going to marketplaces to build private labels. Moreover, payment infrastructure and integration with multiple payment options and the demand for niche products has led to the surge in the number of D2C brands.

We are proud to have brought a new thought process to the Indian kitchen by making the first safe, transparent, unbreakable, odorless plastic jars & bottles. We have been expanding our range to include trendy steel, glass, biodegradable and other products. Pearlpet is synonymous with quality and consumer satisfaction as the leading manufacturer of kitchen jars, containers, bottles, and other storage solutions. Pearlpet is the one-stop-shop for those seeking safe and durable storage solutions. We also produce durable products in rust-free materials and are the pioneers of primary food packaging in India. Constantly seeking to improvise and grow, Pearlpet is heavily focused on innovating through its thorough R&D department, accelerating Pearlpet towards the international market and garnered several awards nationally and internationally. Taking pride in our products' utility to our consumers, Pearlpet has made conscious choices to develop and produce air-tight, highly durable, and 100% recyclable products.

RESERVES

The Reserves and Surplus (excluding Revaluation Reserve) of the Company as on March 31, 2024 stood at Rs. 2050.86 Lacs. No amount is proposed to be transferred to reserves during the year.

DIVIDEND

With a view to conserve resources for expansion of business, the Board of Directors have thought it prudent not to recommend any dividend for the year under review.

SHARE CAPITAL

The Company's Capital Structure remains unchanged during the financial year 2023-24.

MATERIAL CHANGES AFFECTING FINANCIAL POSITION BETWEEN END OF FINANCIAL YEAR AND DATE OF REPORT

There are no material changes and commitments that affect the financial position of the Company between the date of closure of Financial Year and the date of this report.

MATERIAL ORDERS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY

There was no order passed by any regulatory authority or court or tribunal against the Company, impacting the going concern status and future operations of the Company.

DEPOSITS

Your Company has not accepted any deposits during the year under review, falling within the ambit of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to Section 125 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the amount of fixed deposit remaining unpaid /unclaimed for a period of seven years has been transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government of India. Further, the Company has uploaded the necessary information in respect of the unclaimed amount on the website of IEPF viz. www.iepf.gov.in and on the Company's website at <https://pearlpet.net/about-us/#investor-relations>

CORPORATE SOCIAL RESPONSIBILITY

The Company has formulated a Corporate Social Responsibility (CSR) Policy to undertake CSR initiatives as specified under Schedule VII of the Companies Act, 2013, the policy is available on the website of the Company <https://pearlpet.net/about-us/#investor-relations>. The Annual Report on CSR activities is annexed as **Annexure - 'III'** and forms an integral part of this report.

HOLDING, SUBSIDIARY, ASSOCIATE OR JOINT VENTURE COMPANIES

The Company has no Holding, Subsidiary, Associate or Joint Venture Company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review, following changes took place in the Board and Key Managerial Personnel of your Company:

- i. Pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Udit Seth, Chairman & Managing Director of the Company retires by rotation at the ensuing Annual General Meeting, offers himself for re-appointment. The brief resume of Mr. Udit Seth as required under the Listing Regulations and Secretarial Standards is provided in the Notice of the 53rd Annual General Meeting of the Company. The requisite resolution pertaining to the re-appointment appears at the respective item of the Notice along with the Statement and is recommended to the Members for approval.
- ii. The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) has appointed Mrs. Anupama Halder as a Non-Executive Independent director for a period of five (5) years commencing from May 27, 2024. The Company has sought approval of the members of the Company for her appointment by means of special resolution through Postal Ballot dated 18th April, 2024.
- iii. The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) has re-appointed Mr. Udit Seth (DIN: 00005403) as Chairman & Managing Director of the Company for a period of three (3) years with effect from 16th August, 2024 till 15th August, 2027, upon the terms & conditions and remuneration as stated in the AGM Notice, subject to approval of the Members. A brief profile of Mr. Udit Seth has been provided in the AGM Notice.
- iv. The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) has re-appointed Mr. Amit Seth as Whole Time Director of the Company for a period of three (3) years with effect from August 16, 2024 till August 15, 2027 upon the terms & conditions and remuneration as stated in the AGM Notice, subject to approval of the Members. A brief profile of Mr. Amit Seth has been provided in the AGM Notice.
- v. The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) has re-appointed Mr. Varun Seth as Whole Time Director of the Company for a period of three (3) years with effect from July 01, 2024 till June 30, 2027 upon the terms & conditions and remuneration as stated in the AGM Notice, subject to approval of the Members. A brief profile of Mr. Varun Seth has been provided in the AGM Notice.
- vi. The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Brej Behari Gupta as a Non-Executive Independent Director, of the Company with effect from September 28, 2024. The term of his appointment as a Non-Executive Independent director will be for a period of 5 (five) years and the appointment is subject to approval of the shareholders. In the opinion of the Board, Mr. Brej Behari Gupta possess requisite expertise, integrity, experience and proficiency. A brief profile of Mr. Brej Behari Gupta has been provided in the AGM Notice.

DECLARATION BY INDEPENDENT DIRECTOR

The Company has received declarations from the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. They have stated that they are unaware of any circumstances that could impede their ability to fulfill their duties objectively and independently, free from external influence. The terms and conditions of their appointment adhere to Schedule IV of the Act.

Further, in terms of Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Independent Directors of the Company have confirmed that they have registered themselves with the databank maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Independent Directors fulfill the conditions specified in the Act, Rules made thereunder and Listing Regulations and possess relevant expertise & experience and are independent of the management.

As of the report date, none of the Directors are disqualified, according to Section 164 of the Act, from being appointed as a Director. A certificate verifying this, signed by the Practicing Company Secretary, is attached to the Corporate Governance Report, which forms an integral part of Annual Report.

BOARD EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance, board committees and individual Directors as per the formal mechanism for such evaluation adopted by the Board pursuant to Companies Act, 2013 and Regulation 17 (10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The exercise of performance evaluation was carried out through a structured evaluation process covering various aspects of evaluation. Any member of the Board did not participate in the discussion of his/her evaluation. Performance evaluation of Independent Directors was carried out by the entire board, excluding the Independent Director being evaluated.

A meeting of the Independent Directors was also held, to review the performance of the Non-Independent Directors, the Board as a whole and the Chairperson on the parameters of effectiveness and to assess the quality, quantity and timeliness of the flow of information between the Management and the Board.

NOMINATION AND REMUNERATION POLICY

Your Company has adopted a Nomination and Remuneration Policy as required by Section 178 of the Companies Act, 2013, which provides for the appointment and removal of Directors, Key Managerial Personnel & senior management, board diversity and their remuneration including criteria for determining qualifications, positive attributes, independence of a director etc. The remuneration paid is as per the Policy. The details of such policy can be viewed on the Company's website <https://pearlpet.net/about-us/#investor-relations>.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors met 4 (Four) times during the financial year 2023-24, the details of which are given in the Corporate Governance Report which forms part of this Annual Report. The intervening gap between any two meetings was within the period prescribed under the Companies Act, 2013.

A separate meeting of the Independent Directors was also held to review the performance of Non-independent Directors and overall performance of the board.

AUDIT COMMITTEE

The Composition of Audit Committee of the Company is described in Corporate Governance Report as stipulated under Listing Regulations, which forms integral part of this Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees or Investments, if any, covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

RISK MANAGEMENT AND INTERNAL FINANCIAL CONTROL

The Company has in place a Risk Management policy that encompasses identification, assessment, monitor and mitigation risk across all levels and functions. The main objective of Policy is to proactively managing uncertainty and changes in the internal and external environment, to limit negative impacts and capitalize on opportunities, so as to ensure business stability. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on continuing basis. There are no risks which in the opinion of the Board threaten the existence of the Company. Your Company has an Internal Financial Control System which was operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

INSIDER TRADING CODE

The details regarding insider trading code are given in the Corporate Governance section of the Annual Report. Your Company has also adopted a policy for determination of legitimate purposes in line with the PIT

(Amendment) Regulations, 2018 as a part of Code of practices and procedures of fair disclosures of unpublished price sensitive information.

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

Your Company is committed to highest standards of ethical, moral and legal business conduct. The Company has a policy on whistle blower and vigil mechanism for providing a framework to promote responsible and secure whistle blowing. It protects Directors and employees wishing to raise a concern about serious irregularities within the Company. The Policy is available on the Company's website at <https://pearlpet.net/about-us/#investor-relations>.

During FY 2023-24, no complaint was received. Further, no individual was denied access to the Audit Committee for reporting concerns, if any.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMAN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL ACT), 2013

Your Company has a policy on prevention of Sexual Harassment in line with the requirement of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and has constituted the Internal Complaints Committee. All employees (Permanent, Contractual, Temporary, Trainees) are covered under this policy. The Company has not received any complaint of sexual harassment during the financial year 2023-24..

PARTICULARS OF EMPLOYEES AND REMUNERATION

The Disclosure required under Section 197(12) of the Act read with the Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed as **Annexure - 'IV'** and forms an integral part of this Report. A statement comprising the names of top 10 employees and other details in terms of remuneration drawn in terms of Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms an integral part of this annual report but the said statement is not being sent along with this annual report to the members of the Company in line with the provisions of Section 136 of the Act. However, the said information is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of ensuing AGM. Members who are interested in obtaining these particulars may write to the Company Secretary at the Registered Office of the Company on any working day of the Company up to the date of the ensuing Annual General Meeting.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars in respect of Conservation of Energy, Technology absorption and Foreign Exchange earnings and outgo as required under section 134 (3)(m) of the Companies Act, 2013, read with the rules there under, are provided in **Annexure -'I'** to this report.

DIRECTORS' RESPONSIBILITY STATEMENT

The Board of Directors of the Company, to the best of their knowledge and belief confirm that:

- I. In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- II. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2024 and of the profit and loss of the Company for that period;
- III. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- IV. The Directors have prepared the annual accounts on a going concern basis;
- V. The Directors have laid down internal financial controls which were followed by the Company and such internal financial controls are adequate and were operating effectively; and
- VI. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems were adequate and operating effectively.

AUDITORS

a) Statutory Auditors

Statutory Auditors and Auditor's Report

The shareholders of the Company at 51st AGM held on September 29, 2022 had appointed M/s. Nikhil Goel & Associates (ICAI Registration No-020934C) (Now Goel Goyal & Co.), as the Statutory Auditors of the Company for a term of 5 years.

The Notes on financial statement referred to in the Auditor's Report are self-explanatory and do not call for any further comments. The Auditor's Report does not contain any qualification, reservation, adverse remark or disclaimer. There are no frauds reported in the reports of the Auditors as mentioned under sub-section (12) of Section 143 of the Act.

b) Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors appointed Ms. Rashmi Sahni (Certificate of Practice No. 10493) Practising Company Secretary, to undertake the Secretarial Audit of the Company for FY 2023-24. Copy of Secretarial Audit Report is annexed as **Annexure-II** to this report

The Secretarial Audit Report of your Company does not contain any qualification, reservation or adverse remark.

c) Internal Auditor

Pursuant to the provisions of Section 138 of the Companies Act, 2013, the Board of Directors of the Company appointed Sehgal Mehta and Co., Chartered Accountants, (ICAI Registration No – 003330N) as the Internal Auditors of the Company, to conduct the Internal Audit functions and activities of the Company for the Financial Year 2023-24.

d) Cost Auditor

The provisions regarding maintenance of Cost Records and conducting the Cost Audit as prescribed under section 148 of the Companies Act, 2013 are not applicable to the Company.

COMPLIANCE WITH THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (“ICSI”) SECRETARIAL STANDARDS

The Company has adhered to Secretarial Standards issued by the Institute of Company Secretaries of India on meetings of Board of Directors, its Committee(s) and General Meetings.

STATUTORY COMPLIANCES

The Board periodically reviews the mechanism put in place by the management to ensure the compliances with Laws and Regulations as may be applicable to the Company as well as the steps taken by the Company to rectify the instances of non-compliances, if any.

RELATED PARTY TRANSACTIONS

During the year, there were no transactions with related parties which were not at arm's length and not in the ordinary course of business as per the provisions of section 188 of the Companies Act, 2013 or materially significant or which were in conflict with the interests of the Company and that require an approval of the Company's shareholders in terms of the Companies Act or SEBI Listing Regulations. Accordingly, the disclosure of the transactions in Form AOC-2 is not applicable to your Company.

All Related Party Transactions are placed before the Audit Committee and the Board for review and approval. The transactions entered into pursuant to the omnibus approval so granted are placed before the Audit Committee and the Board of Directors for their review on a quarterly basis. The detailed policy on Related Party Transactions is available on the website of the Company at <https://pearlpet.net/about-us/#investor-relations>. The details regarding Related Party Transactions are contained in the Notes to Financial Statements.

ANNUAL RETURN

Pursuant to Sec 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and

Administration) Rules, 2014, the copy of Annual Return can be accessed at Company's website at <https://pearlpet.net/about-us/#investor-relations>.

CORPORATE GOVERNANCE REPORT

A Separate report on Corporate Governance along with certificate from Ms. Rashmi Sahni, Practicing Company Secretary confirming compliance with the requirement of Corporate Governance as stipulated under SEBI (LODR) Regulations, 2015 as amended from time to time, forms an integral part of the Annual Report.

PROCEEDING OR SETTLEMENT UNDER INSOLVENCY AND BANKRUPTCY CODE

During the reporting period, the Company was not subject to any proceedings under the Insolvency and Bankruptcy Code, 2016, nor were there any such proceedings pending as of the year-end.

ONE TIME SETTLEMENT AND VALUATION

During the year under review, the Company was not required to undertake any valuation or one-time settlement, as prescribed under Section 134 of the Act, read with Rule 8(5) of the Companies (Accounts) Rules, 2014.

CAUTIONARY STATEMENT

Statements in this report, particularly those which relate to Management Discussion & Analysis, describing the Company's objectives, projections, estimates and expectations may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Actual results may differ materially from those either expressed or implied.

ACKNOWLEDGEMENT

The Board of Directors would like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review. The Boards of Directors also wish to place on record its deep sense of appreciation for the committed services by the Company's executives, staff and workers.

Last but not least, your Directors wish to place on record their warm appreciation to you for your continuous support and encouragement.

For & on behalf of the Board of Directors

Udit Seth
Chairperson and Managing Director
(DIN: 00005403)

Place: New Delhi
Date: 13th August, 2024

A. CONSERVATION OF ENERGY

I. The steps taken or impact on conservation of energy;

Pearlpet is committed to transform energy conservation into a strategic business goal alongwith technological sustainable development of Energy Management System. We constantly endeavor to reduce energy consumption in all our operations.

The activism in energy conservation & its management comes from the increased demand of energy and its cost in the current scenario. The interest in energy efficiency is increasing at local consumption level, corporate level and the national level. It is important to address the environmental concerns resulting from the use of energy and also there are concerns about energy security. This issue has gained prominence in achieving sustainable development of the industry.

Pearlpet always focus on reducing energy consumption as it opens up opportunities for innovation and improved efficiency, while reducing risks arising from price volatility and helping us manage natural resources. Effective measures have been taken to monitor consumption of energy during the process of manufacture. Continuous monitoring and awareness amongst employees have helped to avoid wastage of energy.

II. The steps taken by the Company for utilizing alternate sources of energy;

The company has switched to low power lights in all its offices and warehouses.

III. The capital investment on energy conservation equipment's;

During the year, there has been no capital investment by the Company on energy conservation equipment.

B. TECHNOLOGY ABSORPTION

I. The efforts made towards technology absorption;

New moulds and processes are being used to create products for the new Indian kitchen.

II. The benefits derived like product improvement, cost reduction, product development or import substitution;

- i. Through its rigorous R&D, your Company managed to manufacture 100% recyclable and environment friendly products which are Non-toxic, Food-grade and Re-usable.
- ii. Also developed new designs to attract more consumers.

III. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year);

The Company has not imported any technology during the last three years.

IV. The expenditure incurred on Research and Development;

To reduce our rejection levels and enhance customer satisfaction level, we have improved the quality of our products by making the significant development in moulds and other R&D. The amount spent on the same is Rs. 20.97 Lacs.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

(Rs. in Lacs)

Particulars	2023-24	2022-23
Total Foreign Exchange earned	Nil	Nil
Total Foreign Exchange outgo	2.87	6.92

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Pearl Polymers Limited,
A-97/2, Okhla Industrial Area,
Phase-II, New Delhi-110020

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by "**Pearl Polymers Limited**" (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Management's Responsibility for Secretarial Compliances

The Company's Management is responsible for preparation and maintenance of Secretarial records and for devising proper system to ensure compliance with the provisions of applicable laws and regulations.

Auditor's Responsibility

My responsibility is to express an opinion on the Secretarial records, Standards, Procedures followed by the Company with respect to Secretarial Compliances.

Opinion

Based on my verification of the Company's books, papers, minute books, forms and returns filed and soft copies of other records maintained by the Company and also the information electronically provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit and subject to Management Representation Letter and Compliance Certificates confirming compliance with all laws applicable to the Company. I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2024 ("**Audit Period**"), complied with the statutory provisions listed hereunder and also that the Company has in proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder, as applicable;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (*not applicable since there is no action/ event in pursuance of said regulation*)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations");

- b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; *(not applicable during the Audit Period)*
- e. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; *(not applicable during the Audit Period)*
- f. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; *(not applicable during the Audit Period)*
- g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; *(not applicable during the Audit Period)*
- h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; *(not applicable during the Audit Period)* and
- i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *(not applicable during the Audit Period)*

Other laws specifically applicable to the Company and/or followed by the Company:

- (i) The Legal Metrology Act, 2009
- (ii) Trade Mark Act, 1999
- (iii) Design Act, 2000

I have also examined compliance with the applicable clauses of the Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India ("Standards").

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned except as follows:

The Company has paid fine due to delay of 1 day in submission of prior intimation about the meeting of the board of directors held on 08th August 2023 with the Stock Exchange within the prescribed time as per Regulation 29 (2) and 29 (3) of the SEBI Regulations. Further, the Company made representation on valid grounds before concerned Committee of the BSE (Bombay Stock Exchange) and NSE (National Stock Exchange) and requested for waiver of fine paid and reply from the both exchanges are awaited as on the date of this report.

Recommendations as a matter of best practice:

In the course of our audit, we have made certain recommendations for good corporate practices to the compliance team, for its necessary consideration and implementation by the Company.

I further report that

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition, if any, of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in compliance to applicable provisions of the Companies Act, 2013 and Secretarial Standards, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

3. The minutes of the Board Meetings and Committee Meetings have not identified any dissent by members of the Board/Committee of the Board, respectively hence I have no reason to believe that the decisions by the Board were not approved by all the directors present.
4. The Company has proper Board processes except as aforesaid.

I further report that based on information provided and also on the review of compliance certificates/reports taken on record by the Board of Directors of the Company, in my opinion, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the financial year under review, there are no specific events having any major bearing on the Company's affairs in pursuance of the law, regulations, guidelines, standards, etc., referred to above.

Place: Delhi
Date: 13th August, 2024

Rashmi Sahni
Practicing Company Secretaries
Membership No. 25681
Certificate Practice No. 10493
PRC No.:1614/2021
UDIN: A025681F000964190

To,
The Members
Pearl Polymers Limited,
A-97/2, Okhla Industrial Area,
Phase-II, New Delhi-110020

My report of even date is to be read along with this letter:

Management's Responsibility:

- a. The compliance of provisions of all laws, rules, regulations, standards applicable to Pearl Polymers Limited (hereinafter called 'the Company') is the responsibility of the management of the Company. My examination was limited to the verifications of records and procedures on test check basis for the purpose of issue of the Secretarial Audit Report.
- b. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.

Auditor's Responsibility:

- c. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
- d. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- e. Wherever required, I have obtained the Management Representation Letter and Compliance Certificates about the compliance of laws, rules and regulations and happening of events etc.
- f. Wherever our Audit has required our examination of books and records maintained by the Company, we have also relied upon electronic versions of such books and records, as provided to us through online communication.
- g. The Compliance of the provisions of corporate and other applicable laws, and regulations, standards is the applicability of management. My examination was limited to the verification of procedures on test basis.
- h. For the purpose of other laws, we relied on the reports of the internal auditor and Compliance certificates provided by the Company.

Disclaimer:

- i. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Delhi
Date: 13th August, 2024

Rashmi Sahni
Practicing Company Secretaries
Membership No. 25681
Certificate Practice No. 10493
PRC No.:1614/2021
UDIN: A025681F000964190

THE ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (“CSR”) ACTIVITIES

1. Brief outline on CSR Policy of the Company

The Company's approach towards CSR is to contribute in the welfare of all its Stakeholders including the community and the Society at large. The Company has contributed towards CSR through Kalyani Kala Mandir for Proliferation of arts and cultural sciences, a Company incorporated under Section 25 of the Companies Act, 1956. Company's vision is to create value for the nation, enhance quality of life across the entire socio-economic spectrum and build an inclusive India. The major areas and projects that have been undertaken are (i) School adoption program. (ii) Civil works and resources availability in schools. (iii) Enhancing education of girl child and poor kids. (iv) Modernization/ development of education resources.

2. Composition of CSR Committee:

Since the amount to be spent towards CSR was less than the limit given for formation of the Committee, Mr. Udit Seth, Managing Director of the Company was duly authorized to do all such acts and deeds as are necessary to carry out all the activities that related to the amount to be spent towards CSR.

3. Provide the web-link where composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the company: **www.pearlpet.net**
4. Provide the details of impact assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report):
Not Applicable
5. Average net profit of the Company as per section 135(5): **Rs. 169.88 Lacs**
6. (a) Two percent of average net profit of the company as per section 135(5): **Rs. 3.40 Lacs**
(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years:
NIL
(c) Amount required to be set off for the financial year, if any: **NIL**
(d) Total CSR obligation for the financial year (6a+6b-6c): **Rs. 3.40 Lacs**
7. (a) Amount Spent on CSR Project (both on ongoing and other than ongoing): **Rs. 5.00 Lacs**
(b) Amount spent on administrative overheads: **NIL**
(c) Amount spent on impact assessment, if any: **NA**
(d) Total amount spent on CSR for the financial year (7a+7b-7c): **Rs. 5.00 Lacs**
8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (Rs. in Lacs)	Amount Unspent (Rs. in Lacs)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
1	Nil				

(b) Excess amount for set off, if any.

S. No.	Particulars	Amount (in Rs. Lacs)
1	Two percent of average net profit of the Company as per sub-section (5) of section 135	3.40
2	Total amount spent for the Financial Year	5.00
3	Excess amount spent for the Financial Year [(ii)-(i)]	1.60
4	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	-
5	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	1.60

9. (a) Details of Unspent CSR amount for the preceding three financial years: **NIL**
- (b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): **NIL**
10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: **Not Applicable**
11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): **Not Applicable**

Place: New Delhi

Date: 13th August, 2024

Udit Seth
(Chairman & Managing Director)

DIN: 00005403

STATEMENT OF DISCLOSURE OF REMUNERATION UNDER SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- (1) Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2023-24:

Name of the Director	Designation	Ratio of remuneration of Directors to Median remuneration of all Employees*
Mr. Udit Seth	Chairman & Managing Director	10.70
Mr. Varun Seth	Whole Time Director	12.77
Mr. Amit Seth	Whole Time Director	10.70

*Median Remuneration is calculated after taking into consideration the Cost to the Company

- (2) Percentage increase in remuneration of each Director on the Board, CFO and CS during the Financial Year 2023-24:

Name of the Directors	Designation	% increase
Mr. Udit Seth	Chairman & Managing Director	1.18
Mr. Varun Seth	Whole Time Director	3.38
Mr. Amit Seth	Whole Time Director	1.18
Mr. Sanjeev Rikhi	Chief Financial Officer	-
Mr. Aman Thakran	Company Secretary	-

* Appointed as KMP during the Financial Year

Notes:-

- There is no increase in the salary of Mr. Sanjeev Rikhi and Mr. Aman Thakran during the year.
- The change in the salaries of Mr. Udit Seth, Mr. Amit Seth and Mr. Varun Seth is due to the Director's perquisites and there is no increase in the salaries drawn by them.
- During the year, no Independent & Non-Executive Director is paid any remuneration except sitting fee as mentioned in the Corporate Governance Section of the Annual Report.

- (3) Percentage increase in the Median Remuneration of Employees in the Financial Year 2023-24: **7.21**

2023-24	2022-23	Increase %
438648	409128	7.21

- (4) The number of permanent employees on the rolls of the Company: **64 as on 31.03.2024**
- (5) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in managerial remuneration:

Particulars	Increase %
% increase in median salary of employees	7.21
% increase in average salary of managerial personnel	-

Notes: 1. Median Remuneration is calculated after taking into consideration the Cost to the Company

- (6) Affirmation that the remuneration is as per the remuneration policy of the Company: **We affirm that remuneration paid by the Company is as per the Remuneration policy of the Company.**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENT

In the face of an evolving macro-environment, the global economy demonstrated remarkable resilience. Despite challenges such as the Ukraine-Russia conflict, supply chain disruptions, and inflation, the global economy grew by 3.2% in 2023. However, growth is expected to slow in 2024 and 2025 due to high borrowing costs and geopolitical tensions. Companies are increasingly focusing on sustainable practices to reduce their environmental impact and appeal to conscious consumers.

Global companies are focusing their efforts on introducing sustainable practices into their operations which reduces their environmental impact and appeals to a more environmentally conscious customer base.

It is expected that collective policy responses of governments and the resilience of economies worldwide will be instrumental in shaping a sustainable and inclusive growth trajectory in the months ahead.

India remains one of the fastest-growing major economies, with GDP growth projected at 7.6% in FY 2023-24. The country's digital transformation, accelerated by the pandemic, has made it one of the world's fastest-growing e-commerce markets. This shift, along with infrastructure improvements, has bolstered India's global investment appeal. The country's focus on advancing both physical and digital infrastructure has significantly boosted productivity and sectoral performance. The government's economic strategy revolves around revitalizing growth drivers, rejuvenating the financial sector, and streamlining business operations to encourage economic activity. Infrastructure enhancements are designed to improve connectivity and manufacturing competitiveness, thereby creating a more business-friendly environment and strengthening governance.

The rigid plastic packaging market is expected to grow at a CAGR of 9.36% from 2024 to 2029, driven by demand for sustainable and cost-effective solutions. The Indian kitchen storage market, valued at INR 11.3 billion in 2021, is projected to reach INR 24.1 billion by 2028, fueled by rising incomes, urbanization, and the growth of e-commerce.

Due to their recyclability and reusability, rigid plastic packaging is increasingly replacing traditional packaging materials. The market for rigid plastic packaging is projected to grow at a compound annual growth rate (CAGR) of 9.36% from 2024 to 2029, driven by cost-effective packaging solutions and technological advancements.

Key factors driving the market include the rise in consumer demand for packaged goods—particularly among middle-class consumers and through modern retail formats—and an increasing preference for higher-quality products. Additionally, innovations, a heightened focus on product safety and extended shelf life, the need for sustainable packaging solutions, and advancements in manufacturing technology are significant market drivers.

Consumers are flocking online for almost all their needs - from groceries and essentials to clothing and accessories. Moreover, goods that will come in useful during long periods at home are seeing increased sales. Brands have been compelled to develop an online presence even if they had none before. This has led to a massive spurt in Direct to Consumer (D2C) brands.

The economy is now enabling people to cater to niche segments of consumers economically and there is also a rise in digital entrepreneurs. Brands are also realizing the need to approach consumers directly rather than going to marketplaces to build private labels. Moreover, payment infrastructure and integration with multiple payment options and the demand for niche products has led to the surge in the number of D2C brands.

PearlPET has strategically embraced the e-commerce boom, significantly enhancing its online presence to tap into the growing market of digital shoppers. Recognizing the shift in consumer behavior towards online purchasing, especially for household essentials, PearlPET has optimized its digital platforms to offer a seamless shopping experience. This includes a robust Direct-to-Consumer (D2C) strategy, which allows the brand to engage directly with consumers, understand their needs, and quickly adapt to market demands.

In addition, PearlPET has invested in digital marketing and data analytics to reach and engage its target audience more effectively. The brand's focus on e-commerce is not just about expanding sales channels but also about building long-term relationships with customers by offering convenience, personalized experiences,

and high-quality, sustainable products.

RECENT DEVELOPMENT

- **Increasing Popularity of E-Commerce Platforms:** Technological advancements have significantly influenced both rural and urban areas, leading to a transformative shift in the industry. Enhanced accessibility to e-commerce platforms has made it more convenient for consumers access to a wider range of kitchen storage options according to their preferences.
- **Urbanization and Smaller Living Spaces:** The trend toward urbanization and the rise of nuclear families are leading to smaller kitchen sizes, fueling the need for space-efficient storage solutions.
- **Evolving Market Dynamics:** The household plastic products sector is focusing on innovation and adaptability to address changing consumer demands. Companies are adjusting their product portfolios to cater to diverse consumer preferences and stay ahead in the market.

Consumers are seeking kitchenware that is hygienic, safe, and aesthetically pleasing. This demand has intensified competition among local manufacturers to deliver innovative products, leading to a dynamic and evolving market environment. Key drivers of industry growth include a rising population, increased income levels, and shifting lifestyles. The rural sector's demand is bolstered by greater media exposure through the internet and television.

With advancements in technology and increased awareness, the Indian plastic sector is well-positioned for growth, supported by the abundant availability of raw materials. Additionally, heightened per capita spending is transforming rural markets and expanding the middle class's appetite for high-quality products, prompting the adoption of advanced technologies in the industry.

OPPORTUNITIES AND THREATS

The Indian economy is the third largest in the world by nominal GDP and the fourth largest by purchasing power parity. It is a rapidly growing economy with a young and growing population. The economy is driven by services, followed by industry and agriculture.

The following are some of the opportunities for the Indian economy:

Opportunities:

1. **Expanding Domestic Market:** With India's population exceeding 1.3 billion and a rising middle class, the Company can capitalize on the growing consumer base for houseware products. This large domestic market offers a substantial pool of potential customers.
2. **Youthful Workforce:** The young and expanding workforce in India presents an opportunity for the company to leverage a skilled and cost-effective labor force for manufacturing and operational activities.
3. **Expanding Market:** India's large and growing middle class offers a significant consumer base for PearlPET's houseware products.
4. **Urbanization:** The trend towards smaller living spaces increases demand for space-efficient and functional kitchen storage solutions.
5. **Sustainability:** Increasing consumer preference for sustainable products aligns with PearlPET's focus on using recyclable materials.
6. **Retail Boom:** The houseware sector in India is witnessing a surge in organized retail and e-commerce to increased retail space allocation and online sales channels, which offer greater visibility and market reach.
7. **Technological Advancements:** Innovations in product design and manufacturing technologies present opportunities to develop and market cutting-edge houseware products that meet evolving consumer preferences.

The following are some of the threats to the Indian economy:

1. **Inflation and Interest Rates:** High inflation and rising interest rates may reduce consumer spending and increase operational costs.
2. **Regulatory Compliance:** Stringent environmental regulations could challenge profitability if not effectively managed. **High Unemployment:** Persistent high unemployment rates can lead to economic instability, affecting consumer spending and overall market conditions.
3. **Infrastructure Bottlenecks:** Despite improvements, ongoing infrastructure challenges, such as inadequate logistics and transportation networks, may hinder efficient distribution of products across the country.
4. **Fluctuating Demand Patterns:** Variability in consumer demand and shifting trends can create market uncertainty, potentially affecting sales and inventory management.

PearlPET, the houseware brand of Pearl Polymers, is leveraging its reputation for quality and innovation to capture growth in the evolving market. With a strong focus on e-commerce, digital transformation, and sustainable product development, PearlPET is well-positioned to meet the demands of a growing and increasingly conscious consumer base. The brand's continued investment in technology-driven design and direct consumer engagement ensures it remains a leader in the houseware industry.

Environmental Consciousness

In FY23-24, our products continue to be designed with environmental considerations at the forefront. We utilize fully recyclable materials that are endorsed by leading global certification agencies.

As global awareness of environmental issues grows, there is increasing interest in biodegradable solutions. However, the market faces several challenges in adopting these eco-friendly alternatives. The high investment required for research and development of biodegradable solutions has limited their availability. Additionally, these solutions often come with a higher cost, which both the industry and consumers are currently reluctant to accept. As a result, manufacturers are hesitant to invest in production that may not justify the higher price point.

Stringent Regulations

In FY23-24, stringent regulations on plastic products continue to be a significant consideration, though their impact may be somewhat mitigated. Adhering to these regulations is crucial, as even minor defects can lead to product rejection and negatively affect profitability.

Some industry players resort to unethical practices, selling substandard products that, while visually similar, are harmful to the environment.

Addressing these challenges can be achieved through technological solutions that create a cohesive and integrated system. A comprehensive approach is essential, with automation applied at every stage of the procurement process. Implementing real-time supply chain visibility will enable business leaders to respond more effectively to demand fluctuations.

India remains a complex and challenging market for business operations. It demands a deep understanding of consumer behavior and is characterized by price sensitivity and a lack of organization. Despite these complexities, the potential for growth in the Indian houseware market continues to attract significant interest from major international players.

HUMAN RESOURCES AND INDUSTRIAL RELATIONS

Employees are the most important asset of any company. They are the ones who make the company run, and they are the ones who contribute to its success. Employees are responsible for providing the products or services that the company offers, and they are also responsible for creating a positive customer experience.

Pearlpet is committed to creating a workplace where employees feel valued and appreciated. We are doing this by:

- Providing competitive salaries, health insurance, paid time off, and retirement savings plans.

- Offering opportunities to learn new skills and advance careers through training programs and tuition reimbursement.
- Allowing employees to have a flexible schedule and to take time off when they need it.
- Creating a respectful and supportive workplace where employees feel comfortable and valued.
- Recognizing employees' contributions through awards, public recognition, and thank-you notes.
- Engaging employees in the company's mission and values by providing opportunities for employees to share their ideas and to be involved in decision-making.
- Empowering employees to make decisions and to take ownership of their work by giving them the freedom and resources to do their jobs effectively.

We believe that by doing these things, we can create a workplace where employees feel valued and appreciated, which can lead to increased productivity, innovation, and customer satisfaction.

We are committed to continuing to evaluate our practices and to make changes as needed to ensure that we are creating a workplace where all employees feel valued and respected.

As on 31st March, 2024, there were 64 employees including the Executive Directors recorded on roll of the Company.

OPERATIONS AND FINANCIAL REVIEW

The operations and financial review is covered in the Board's Report and is to be read as a part of this report itself.

KEY FINANCIAL RATIOS

Ratios	FY 2023-24	FY 2022-23	% of Variance	Reason
Current Ratio	7.28	6.70	8.66%	-
Debt-Equity Ratio	0.00	0.01	-100.00%	A
Debt Service Coverage Ratio	2.09	-30.96	-106.75%	B
Return on Equity (ROE)	1.71%	-19.43%	-108.79%	B
Inventory Turnover Ratio	5.18	5.08	1.97%	-
Trade Receivable Turnover Ratio	8.63	8.00	7.88%	-
Trade Payable Turnover Ratio	2.48	2.65	-6.42%	-
Net Capital Turnover Ratio	4.40	2.07	112.56%	C
Net Profit Ratio	3.99%	-47.73%	-109.36%	B
Return on Capital Employed	0.95%	-20.20%	-104.72%	B

Note: Explanations given where the change in the ratio is more than 25% as compared to the preceding year

- Due to repayment of debt
- Due to increase in earnings during the year
- Due to better management of working capital for business

SEGMENT-WISE PERFORMANCE

During the Year under review, your Company was operating only in one segment.

RISK MANAGEMENT

The Company is also exposed to several potential risks both from internal and external sources. By addressing the risk in its nascent stages allows for long-term corporate success. Risks such as industry segment risks,

technological changes, political risks, product distribution and supply can be anticipated and curbed.

Your Company believes that the products should not be hazardous to the environment. Our products are made of virgin plastics which are universally approved by USFDA, EU Directive 2002/72/ EC, BIS IS: 12252 -1987 and other regulating bodies for Food, Beverage and Water storage.

Some of the features that give an advantage to the Company over other local players in the market which may help the Company in increasing the revenue are:-

- Non-toxic, Food-grade and Re-usable.
- Unbreakable, Strong and Light-weight.
- Manufacturing process integrates the finest quality certified raw materials, with state-of-the-art equipment and stringent quality control procedures, at every station on the line.
- PearlPET products & raw material do not use Bisphenol A (BPA) or other harmful plasticizers/chemicals.
- All of our products have good barrier properties that protect and preserve the food content.
- Good strength, premium quality, Air tight.
- 100% recyclable and environment friendly.

DISCLOSURE OF ACCOUNTING TREATMENT

The financial statements have been prepared in accordance with Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the companies (Indian Accounting Standards) (Amendment) Rules, 2016 and notified under Section 133 of the Companies Act, 2013 (“the Act”) and other relevant provisions of the Act and other accounting principles generally accepted in India.

BUSINESS OUTLOOK

The Consumer Products market is expected to grow by 15% to 20% in the medium term in a normal business environment with potentially higher growth rates in the near term. Verified Market Research points out that the non-biodegradable properties of plastic products have been reported to have a serious impact on the environment, which has slowed growth. Fluctuating raw material prices are also hindering growth. However, the plastics commodity market is expected to rise from \$468.3 billion in 2020 to \$596.1 billion by 2025 at a CAGR of 6.0% as plastics continue replace metals in the marketplace.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

Pearlpet has in place an adequate system of internal control procedures for business processes, operations, financial reporting, fraud control and compliance with applicable laws and regulations, among others. They commensurate with the size of the company and the nature of the business and is in line with requirements of the regulations.

During the year under review, no material weakness in the policy or procedures was observed. Your Company has put in place an independent internal audit system conducted by a professional to ensure adequacy of internal financial control system, adherence to Company policies and compliance.

REPORT ON CORPORATE GOVERNANCE

To comply with Regulation 34 read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR) Regulations, 2015"] as amended from time to time, the report containing the details of Corporate Governance of Pearl Polymers Limited ("the Company") is as follows:

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Company places a profound emphasis on its Corporate Governance framework, driven by the overarching vision of achieving excellence across all aspects of its operations. Rooted in a commitment to value-based policies that cater to the aspirations of society, customers, vendors, employees, shareholders. The Company believes that good Corporate Governance goes beyond compliance and disclosures. The driving forces of Corporate Governance at Pearl are transparency, fairness, integrity, equity and accountability. Doing the 'right things' in the 'right manner' reflects the spirit of Corporate Governance at Pearl. It is a reflection of us - our value system, work culture & thought process.

The Company continues to focus on building trust with its stakeholders, based on the principles of good Corporate Governance, in compliance with all applicable laws and regulations. The Company's business objective and that of its management and employees is to market the Company's products in such a way as to create value that can be sustained over the long term for consumers, shareholders, employees, business partners and the national economy.

The Company relentlessly strives to align its vision and business strategy with the welfare and best interest of all stakeholders. The Company is conscious of the fact that the success of a Corporation is a reflection of the professionalism, conduct and ethical values of its management and employees. In addition to compliance with regulatory requirements, the Company endeavors' to ensure that highest standards of ethical and responsible conduct are met throughout the organization.

THE BOARD OF DIRECTORS

The Board of Directors plays a crucial role in offering impartial insights and guidance to the Company, while fulfilling their fiduciary responsibilities, ensuring alignment with sustainable growth and long-term value creation. It also ensures that good corporate governance policies and practices are implemented in the Company. In the course of discharging its duties, the Board acts in good faith, with due diligence and care, and in the best interests of the Company and its shareholders.

COMPOSITION

In conformity with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and applicable provisions of the Companies Act, 2013 ('Act'), as amended from time to time, your Company has a professional Board with right mix of knowledge, skills, experience and expertise in diverse areas with an optimum combination of Executive and Non-Executive Directors including a Woman Director and requisite number of Independent Director's.

The Board of your Company consists of 6 (Six) Directors as on March 31, 2024, out of which 3 (three) are Executive Directors and other 3 (three) are Non-Executive Independent Directors (including one Woman Director). The Board has an Executive Chairperson.

According to Regulation 17(1)(b) of SEBI (LODR) Regulations, 2015 as well as relevant provisions under the Companies Act, 2013, where the Chairperson is an Executive Director or a Promoter of the Company, at least one half of the Board of the Company should consist of Independent Directors and this provision is met at your Company .

The composition of the Board as on March 31, 2024 along with their Chairmanship and Membership on the Board Committees is tabled below:

Name of the Director	Category	No. of Board meetings attended	Whether attended last AGM	No. of Directorships in other companies#	Committees positions held in other public companies @	
					Chairperson	Member
Mr. Udit Seth Chairman & Managing Director	Non Independent, Executive	4 of 4	Yes	1	-	1
Mr. Varun Seth	Non Independent, Executive	1 of 4	Yes	1	-	1
Mr. Amit Seth	Non Independent, Executive	4 of 4	Yes	1	-	1
Mrs. Meera Johri	Independent, Non-executive	4 of 4	Yes	1	2 [^]	-
Mr. Ashish Harish Bhuva	Independent, Non-executive	1 of 4	Yes	3	-	1
Mr. Anant Kanoi	Independent, Non-executive	4 of 4	Yes	2	2 [^]	2

@ In accordance with Regulation 26 of the Listing Regulations, Membership/ Chairmanship of only Audit Committee and Stakeholders Relationship Committee in public companies have been considered.

Other than Foreign & Private Companies and includes this Company

[^] Mr. Anant Kanoi was appointed as chairperson of Audit and Stakeholder's relationship committee in place of Mrs. Meera Johri w.e.f 10th November, 2023

*Director's Inter-se relation: Mr. Udit Seth, Mr. Amit Seth and Mr. Varun Seth are the sons of Mr. Chand Seth and forms the part of promoter group. Other than that there is no inter-se relation amongst any other Director.

DIRECTORSHIPS IN OTHER LISTED ENTITIES

None of the Directors is a Director in other listed Companies

CORE SKILL/EXPERTISE/COMPETENCIES

As stipulated under Schedule V of the SEBI Listing Regulations, core skills/expertise/competencies, as required in the context of the business and sector for it to function effectively and those actually available with the Board have been identified by the Board of Directors.

The Board has identified the following core skills / expertise / competencies as required in the context of our business(es) and sector(s) for it to function effectively and those actually available with the Board:

Skills/Expertise/Competencies	Mr. Udit Seth	Mr. Varun Seth	Mr. Amit Seth	Mrs. Meera Johri	Mr. Ashish Harish Bhuva	Mr. Anant Kanoi
Management & Strategy	✓	✓	-	✓	✓	✓
Operations & Engineering	✓	✓	✓	-	✓	✓
Commercial Purchase and Supply Chain	✓	✓	✓	-	✓	✓
Sales & Marketing	✓	✓	✓	✓	✓	-
Research & Development	✓	-	-	-	✓	✓
Regulatory Framework Knowledge	✓	-	-	-	✓	-
Knowledge of PET Industry	✓	✓	✓	-	✓	-
Identifying the growth areas for expanding the business	✓	✓	✓	✓	✓	✓

Corporate Governance & Ethics	✓	✓	✓	✓	✓	✓
Finance and Taxation	✓	-	-	✓	✓	✓
Risk Management	✓	-	-	✓	✓	✓
Law	✓	-	✓	-	-	-
Human Resources & Industrial Relations	✓	✓	✓	-	✓	-
Information Technology, systems and computers	✓	✓	-	-	✓	-

BOARD MEETINGS

During the FY 2023-24, the Board met four times viz. on May 30, 2023; August 08, 2023; November 10, 2023; and February 09, 2024.

The gap between any two consecutive meetings of the Board of Directors of the Company was not more than 120 days. The leave of absence ("LOA") was granted to the Directors as and when requested by them. The Board was made available with necessary information as required to be placed before the Board as per SEBI (LODR) Regulations, 2015 for their discussion and consideration.

Directors' attendance at Board meetings and the Annual General Meeting of the Company held during the year is listed as follows:

Name of the Director	Attendance at the Board Meetings held on				Attendance at the last AGM held on
	30.05.2023	08.08.2023	10.11.2023	09.02.2024	28.09.2023
Mr. Udit Seth	Yes	Yes	Yes	Yes	Yes
Mr. Varun Seth	LOA	LOA	LOA	Yes	Yes
Mr. Amit Seth	Yes	Yes	Yes	Yes	Yes
Mr. Ashish Harish Bhuvra	LOA	LOA	LOA	Yes	Yes
Ms. Meera Johri	Yes	Yes	Yes	Yes	Yes
Mr. Anant Kanoi	Yes	Yes	Yes	Yes	Yes

INDEPENDENT DIRECTORS (ID)

Separate Meetings

In line with the mandate given in the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, separate meeting of Independent Directors was held on February 09, 2024, without the presence of Non Independent Directors and the Management of the Company. During the meeting, the Directors discussed, among other matters, the performance of Non Independent Directors and Board as a whole and assessed the quality, quantity and timeliness of flow of information.

Tenure of Independent Directors

The tenure of the Independent Directors is fixed in accordance with the requirements laid down in the Companies Act, 2013 and clarifications/circulars issued by the Ministry of Corporate Affairs, in this regard, from time to time.

Further, in the opinion of the Board, the Independent Directors fulfill the conditions specified in SEBI Listing Regulations and are independent of the Management and the Company has received declaration in this regard from the Independent Directors.

BOARD FAMILIARIZATION PROGRAMME

In accordance with Section 149 read with Schedule IV of the Act and Regulation 25 (7) of the Listing Regulations, the Company has put in place a system to familiarise the Independent Directors regarding their rights, duties,

roles and responsibilities in the Company, nature of the industry in which the Company operates, Company's Strategy, business model and performance updates of the Company, etc. The details of the familiarization programme are available on the Company's website at the link <https://pearlpet.net/about-us/#investor-relations>.

CODE OF CONDUCT

The Company's Code of Conduct provides guidelines to be followed by all members of the Board of Directors and Senior Management Personnel. The Company has received confirmations from all members of the Board of Directors as well as Senior Management Personnel regarding compliance of the Code during the year. A declaration signed by Chairman and Managing Director to this effect is annexed to this report.

COMMITTEES OF THE BOARD

The Board delegates its powers and authorities from time to time to committees in order to ensure that operational efficiency and specific issues are being handled with relevant expertise. All decisions and recommendations of the Committees are placed before the Board for information or approval.

The following four Board Committees have been established and each of them has its specific duties and authorities set out in its own terms of reference.

A) Mandatory Committees	B) Non Mandatory Committees
i) Audit Committee ii) Stakeholders' Relationship Committee iii) Nomination and Remuneration Committee	i) Finance Committee

A) MANDATORY COMMITTEE

(i) Audit Committee

The objective of the Audit Committee is to monitor and effectively supervise the Company's financial reporting process with a view to provide accurate, timely and proper disclosures. The terms of reference of the Audit Committee are well defined and are in accordance with the Companies Act, 2013 and the SEBI Listing Regulations. The detailed terms of reference of audit committee are placed on the Company's website at <https://pearlpet.net/about-us/#investor-relations>.

Composition

The composition of the Audit Committee is as per the provisions of Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

The Company Secretary acts as a Secretary to the Committee. The members of Audit Committee comprises of majority of Independent Directors. All the Members of the Audit Committee have the required qualification and expertise for appointment on the Committee and possess requisite knowledge of accounting and financial management.

The composition of the Audit Committee during the Financial Year and the attendance of the members in the meetings held during the Financial Year 2023-24 are as follows:

Name of the Member	Designation	Attendance at the Meetings held on			
		30.05.2023	08.08.2023	10.11.2023	09.02.2024
Mr. Anant Kanoi	Chairperson*	Yes	Yes	Yes	Yes
Mr. Varun Seth	Member	LOA	LOA	LOA	Yes
Mr. Ashish Harish Bhuvra	Member	LOA	LOA	LOA	Yes
Mrs. Meera Johri	Member*	Yes	Yes	Yes	Yes

*Mr. Anant Kanoi was appointed as chairperson of Audit committee in place of Mrs. Meera Johri w.e.f 10th November, 2023

(ii) Stakeholders' Relationship Committee

Pursuant to the Companies Act, 2013 and the SEBI Listing Regulations, the Company has constituted a Stakeholders' Relationship Committee. This Committee was constituted to specifically look into the process of share transfers, grievances of security holders, if any, and also reviews the working of Company's Registrar & Share Transfer Agent.

The terms of reference of the Stakeholders' Relationship Committee are well defined and are in accordance with the SEBI Listing Regulations as amended from time to time. The detailed terms of reference of Stakeholders' Relationship Committee are placed on the Company's website at <https://pearlpet.net/about-us/#investor-relations>.

Composition

The composition of the Stakeholders' Relationship Committee is as per the provisions of Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

The composition of the Stakeholders' Relationship Committee during the Financial Year and the attendance of the members in the meetings held during the Financial Year 2023-24 are as follows:

Name of the Director	Designation	Attendance at the Meetings held on			
		30.05.2023	08.08.2023	10.11.2023	09.02.2024
Mr. Anant Kanoi	Chairperson*	Yes	Yes	Yes	Yes
Mr. Udit Seth	Member	Yes	Yes	Yes	Yes
Mr. Amit Seth	Member	Yes	Yes	Yes	Yes
Mrs. Meera Johri	Member*	Yes	Yes	Yes	Yes

*Mr. Anant Kanoi was appointed as chairperson of Stakeholder's Relationship committee in place of Mrs. Meera Johri w.e.f 10th November, 2023

Status of Investors' complaints:

The status of Investors' complaints as on March 31, 2024 is as follows:

Number of complaints as on April 01, 2023	NIL
Number of complaints received during the year ended on March 31, 2024	NIL
Number of complaints resolved/disposed of up to March 31, 2024	NIL
Number of complaints pending as on March 31, 2024	NIL

Nomination and Remuneration Committee

The Terms of Reference of the Nomination and Remuneration Committee are well defined and are in line with the provisions of the SEBI Listing Regulations and the Companies Act, 2013, as amended from time to time. The detailed terms of reference of committee are placed on the Company's website at <https://pearlpet.net/about-us/#investor-relations>.

Composition

The composition of the Nomination and Remuneration Committee is as per the provisions of Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

The composition of the Nomination and Remuneration Committee during the Financial Year and the attendance of the members in the meetings held during the Financial Year 2023-24 are as follows:

SI No.	Name of the Director	Designation	Attendance at the Meeting held on 10.11.2023
1	Mr. Anant Kanoi*	Chairperson	Yes
2	Mrs. Meera Johri*	Member	Yes
3	Mr. Ashish Harish Bhuvra	Member	LOA

*Mr. Anant Kanoi was appointed as chairperson of Nomination and Remuneration Committee in place of Mrs. Meera Johri w.e.f 10th November, 2023

Performance Evaluation Criteria for Independent Directors

Pursuant to the provisions of the Act, the Listing Regulations and Performance Evaluation Policy of the Company, the annual performance evaluation of the Board, its Committees and of each director was carried out. A structured questionnaire was circulated to the Directors for each of the evaluation.

An indicative list of factors that may be evaluated include adherence to ethical standards and code of conduct, constructive participation inboard and committees' meetings, availability of quality information in timely manner, implementing good corporate governance practices and review of integrity of financial information etc.

REMUNERATION OF DIRECTORS

PECUNIARY RELATIONSHIP/TRANSACTION WITH NON-EXECUTIVE DIRECTORS

During the year under review, there was no pecuniary relationship/transaction with any non-executive directors of the Company except payment of sitting fees.

CRITERIA OF MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS

Non-executive directors of the Company play a crucial role in the independent functioning of the Board. They bring in an external perspective to decision-making and provide leadership and strategic guidance while maintaining objective judgment.

The Remuneration Policy, inter alia, disclosing the criteria of making payments to directors and key managerial personnel is placed on the Company's website at <https://pearlpet.net/about-us/#investor-relations>.

The Non-Executive Directors of the Company were not paid any remuneration during the FY 2023-24.

NON-EXECUTIVE DIRECTORS

Non-executive directors (Independent Directors) were paid sitting fees during the FY 2023-24 as earlier stated in this Report. Apart from the payment of sitting fees there was no remuneration drawn by the Non-Executive Directors

EXECUTIVE DIRECTORS

Remuneration paid to Executive Directors for the financial year 2023-24 is as follows:

(Rs. in Lacs)

SI No.	Name of the Director	Salary and Allowances	Perquisite	Incentive/ Stock option etc.	Total
1	Mr. Udit Seth ¹	41.94	6.57	-	48.51
2	Mr. Varun Seth ²	47.88	3.82	-	51.70
3	Mr. Amit Seth ¹	41.94	6.57	-	48.51

Notes:

- 1) Apart from above mentioned, the total contribution towards Provident Fund and Superannuation of Mr. Udit Seth and Mr. Amit Seth is Rs. 2,16,000 and Rs. 8,52,000 respectively, each.
- 2) Apart from above mentioned, the total contribution towards Provident Fund and Superannuation of Mr. Varun Seth is Rs. 3,96,000 and Rs. 2,64,000 respectively.
- 3) Each of the above Directors was entitled to Director's remuneration which was determined by the Board with authorization granted by the shareholders at the Company's AGM. The remuneration of Executive Directors and Senior Management of the Company was determined with reference to the Company's performance and policy and in accordance with the provisions of the Companies Act, 2013, as well as remuneration benchmarks in the industry and the prevailing market conditions.

Sitting fee paid to Non-Executive & Independent Directors for the financial year 2023-24 is as follows:

(Rs. in Lacs)

SI No.	Name of the Director	Sitting Fee	Total	No of Shares/ convertible instrument held
1	Ms. Meera Johri	0.20	0.20	0
2	Mr. Ashish Harish Bhuvra	0.05	0.05	0
3	Mr. Anant Kanoi	0.20	0.20	0

The sitting fee paid to Non-executive and Independent Directors was within the limits as prescribed under the Companies Act, 2013. No remuneration other than the sitting fee for attending Board meetings was paid to the Non-Executive and Independent Directors. The above sitting fees is calculated as per accrued amounts.

B) NON MANDATORY COMMITTEES

In addition to the above referred Committees, the Board of Directors has constituted the Finance Committee of Directors.

Finance Committee

The Finance Committee of Directors has been constituted by the Board of Directors of the Company with necessary powers delegated to it with a view to conduct the affairs of the Company smoothly.

The terms of reference are in accordance with the applicable provisions and are placed on the Company's website at <https://pearlpet.net/about-us/#investor-relations>.

The committee comprised of three members namely Mr. Udit Seth as Chairperson and Mr. Varun Seth, Mr. Amit Seth as Members.

PAYMENT TO AUDITORS

During the year, the total fee for all the services paid by the Company to the Auditors was Rs. 12.36 Lacs, the breakup of which is given in the notes to Financial Statements.

MANAGEMENT DISCUSSION AND ANALYSIS

A detailed report on Management's Discussion and Analysis forms part of this Annual Report.

GENERAL BODY MEETINGS

Annual General Meeting

The details of last three AGM held and Special Resolution passed therein are as mentioned below:

AGM	Financial Year	Venue	Date and Time	Special Resolution Passed
50 th AGM	2020-21	Through video conferencing ("VC")/ Other Audio Visual Means (OAVM)	30.09.2021 12.30 P.M.	<ul style="list-style-type: none"> i. Appointment of Mr. Udit Seth as Director and Chairman & Managing Director ii. Appointment of Mr. Amit Seth as Director and Whole Time Director iii. Re-appointment of Mr. Varun Seth as Whole Time Director of the Company iv. To revise the managerial remuneration payable to Mr. Varun Seth v. To approve the Remuneration paid to Mr. Ramesh Mehra as Additional Director (Non-Executive and Non-Independent) vi. Appointment of Mr. Anant Kanoi as Director and Independent Director vii. Increase in Remuneration/Fee of Mr. Chand Seth, Chairman Emeritus

				viii. Payment of compensation /consideration to Mr. Chand Seth for retirement from the office of Chairman & Managing Director for furtherance of the main objects
51 st AGM	2021-22	Through video conferencing (“VC”)/ Other Audio Visual Means (OAVM)	29.09.2022 04.30 P.M.	NA
52 nd AGM	2022-23	Through video conferencing (“VC”)/ Other Audio Visual Means (OAVM)	28.09.2023 05.00 P.M.	i. To approve the limits under Section 186

Extra-Ordinary General Meeting

No Extra-Ordinary General Meeting of the Shareholders was held during the financial year 2023-24.

E-VOTING FACILITY

The Company extends the facility for Remote E-voting to the shareholders to exercise their voting rights electronically on all resolutions passed or proposed to be passed in the AGMs.

DETAILS OF POSTAL BALLOT

No special resolution was passed through postal ballot last year.

Person who conducted the postal ballot exercise: Not applicable

None of the business proposed to be transacted at the ensuing AGM requires passing of special resolution through postal ballot.

Note: The Board of Directors appointed Mrs. Anupama Halder as a Non-Executive Independent Director of the Company for a period of 5 (Five) Years, effective from 27th May, 2024 subject to the approval of members, the approval of members was sought by the way of postal ballot dated 18th April, 2024.

DISCLOSURES

Insider Trading

In terms of the SEBI (Prohibition of Insider Trading) Regulations, 2015 ('PIT Regulations') as amended from time to time, the Company has a comprehensive Code of Conduct for regulating, monitoring and reporting of trading by Insiders ('the Code'). The said Code lays down guidelines which provide for the procedure to be followed and disclosures whilst dealing with shares of the Company. The Company has also put in place the policy on leakage of unpublished price sensitive information laying down the procedure/inquiry in case of leak of unpublished price sensitive information or suspected leak of such information by the Associate Person of the Company and has access to such information.

Related Party Transactions

During the year, there were no transactions with related parties which were materially significant or in conflict with the interests of the Company and that require an approval of the Company's shareholders in terms of the Companies Act or SEBI Listing Regulations. All Related Party Transactions are placed before the Audit Committee and the Board for review and approval. Prior omnibus approval of the Audit Committee was obtained for the transactions which are of a foreseen and repetitive nature. The transactions entered into pursuant to the omnibus approval so granted are placed before the Audit Committee and the Board of Directors for their review on a quarterly basis. The detailed policy on Related Party Transactions is available on the website of the Company at <https://pearlpet.net/about-us/#investor-relations>. The details regarding Related Party Transactions are contained in the Notes to Financial Statements.

COMPLIANCE WITH REGULATIONS

The Company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to capital markets during the last three years.

The Company has paid fine due to delay of 1 day in submission of prior intimation about the meeting of the board

of directors held on 08th August 2023 with the Stock Exchange within the prescribed time as per Regulation 29 (2) and 29 (3) of the SEBI Regulations. Further, the Company made representation on valid grounds before concerned Committee of the BSE (Bombay Stock Exchange) and NSE (National Stock Exchange) and requested for waiver of fine paid and reply from the both exchanges are awaited as on the date of this report.

The Company has complied with mandatory requirements of SEBI (LODR) Regulations, 2015 and adopted some of the non-mandatory requirements.

Non-Mandatory

i. Modified opinion(s) in audit report

The Company confirms that its financial statements are with unmodified audit opinion.

ii. Reporting of Internal Auditor

The Internal Auditor reports directly to the Audit Committee.

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

The Company has obtained a certificate from Ms. Rashmi Sahni, Practicing Company Secretary stating that none of the Directors on the board of the company has been debarred or disqualified from being appointed or continuing as Director of the Company by the Board/ Ministry of Corporate Affairs or any other statutory authority which forms the part of this Annual Report.

VIGIL MECHANISM & WHISTLE BLOWER POLICY

The Company has devised a Vigil Mechanism through Whistle Blower Policy for employees and other stakeholders to report their genuine concerns or grievances to the Chairperson of the Audit Committee for any instance of unethical behavior, actual or suspected fraud or violation of the Company's code of conduct. No person was denied access to the Audit Committee in this regard. A detail of Policy is available on Company's website www.pearlpet.net.

CEO AND CFO CERTIFICATION

As required by Regulation 17(8) of SEBI (LODR) Regulations, 2015, Mr. Udit Seth, Chairman & Managing Director and Mr. Sanjeev Rikhi, Chief Financial Officer have given appropriate certifications to the Board of Directors certifying that the financial statement do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed to this report.

MEANS OF COMMUNICATION

Financial Results

The quarterly, half-yearly and annual financial results are regularly submitted to the Stock Exchanges in accordance with the SEBI (LODR) Regulations, 2015 and are generally published in the below mentioned newspaper:

- I. Financial Express (English Language)
- II. Hari Bhoomi (Hindi Language)

The results are also posted on the Company's website <https://pearlpet.net/about-us/#investor-relations> after its submission to the Stock Exchanges. These are available in a freely downloadable format. The Annual Report, Quarterly, Half-Yearly and Annual Financial Results, Shareholding Pattern, Intimation of the Board Meetings and other statutory filings with the Stock Exchanges is posted through the filing system of the BSE Listing Centre and NSE Electronic Application Processing System (NEAPS) portals/ Digital Exchange Portal of NSE.

Apart from above, No official news releases were displayed and presentations were made to the institutional investors or to the analysts by the Company.

GENERAL SHAREHOLDERS' INFORMATION

53rd Annual General Meeting

Date and Time	September 24, 2024 at 04:30 P.M.
Venue	The Company is conducting meeting through VC/ OAVM pursuant to the MCA Circulars dated May 5, 2020 January 13, 2021, May 5, 2022, September 25, 2023 and other applicable circular. For details kindly refer to the Notice of this AGM
Dividend payment date	Not Applicable
Book Closure	September 18, 2024 to September 24, 2024 (Both days inclusive)

Financial Calendar for the year 2024-25 (Tentative)

Financial Year	2024-25	
Results for the Quarter ending	Audited/Un-audited	Tentative date of reporting
June 30, 2024	Un-audited	On or before August 14, 2024
September 30, 2024	Un-audited	On or before November 14, 2024
December 31, 2024	Un-audited	On or before February 14, 2025
March 31, 2025	Audited	On or before May 30, 2025

The above dates are tentative and are subject to the relaxations already granted or to be granted by the regulatory authorities from time to time.

LISTING OF SHARES

The Equity Shares of the Company are at present listed on the following Stock Exchanges:

Name of the Stock Exchange	Stock Code/ Symbol
<u>BSE Limited (BSE)</u> Phiroze Jeejeebhoy Towers, Dalal Street, 25 th Floor, Mumbai - 400 001	523260
<u>National Stock Exchange of India Ltd.</u> Exchange Plaza, 5 th floor, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai-400 051	PEARLPOLY

The annual Listing Fee/ Custodial Fee for the financial year 2023-24 have duly been paid to the Stock Exchanges/ Depositories.

STOCK MARKET DATA FOR THE FINANCIAL YEAR 2023-24

The monthly high- low of the Share price of the Company:

Monthly/Year	NSE				BSE			
	Share Price				Share Price			
	High	Low	Close	CNX Nifty Close	High	Low	Close	Sensex Close
April 2023	26.15	17.65	22.55	18065.00	25.89	17.85	22.75	61112.44
May 2023	23.65	20.30	21.55	18534.40	23.55	20.50	21.59	62622.24
June 2023	24.85	21.55	22.50	19189.05	25.00	19.00	22.61	64718.56
July 2023	25.75	20.15	22.60	19753.80	25.80	20.00	22.54	66527.67
August 2023	26.00	21.65	24.45	19253.80	25.60	21.70	24.76	64831.41
September 2023	30.00	23.90	26.50	19638.30	30.00	24.10	26.34	65828.41
October 2023	31.00	24.20	27.25	19079.60	31.03	24.60	27.64	63874.93
November 2023	34.00	26.30	30.60	20133.15	33.94	26.47	30.50	66988.44

December 2023	40.90	28.60	31.45	21731.40	40.89	28.25	31.42	72240.26
January 2024	35.90	29.60	33.25	21725.70	35.80	29.35	33.33	71752.11
February 2024	43.20	31.15	37.00	21982.80	43.09	31.86	37.28	72500.30
March 2024	40.90	25.80	33.60	22326.90	40.56	25.60	33.91	73651.35

Distribution of Shareholding as on March 31, 2024

Shareholders			Shareholding		
Shareholding of Nominal value	Number of Shareholder	% of total shareholders	Number of shares	Amount in (Rs.)	% to total share capital
01 to 5000	15,226	88.513	17,92,661	1,79,26,610	10.648
5001 to 10000	993	5.773	8,33,783	83,37,830	4.953
10001 to 20000	491	2.854	7,58,048	75,80,480	4.503
20001 to 30000	157	0.913	4,01,276	40,12,760	2.384
30001 to 40000	81	0.471	2,92,702	29,27,020	1.739
40001 to 50000	75	0.436	3,58,864	35,88,640	2.132
50001 to 100000	89	0.517	6,81,294	68,12,940	4.047
100001 and above	90	0.523	11,716,304	1,17,163,040	69.595
Total	17,202	100.000	1,68,34,932	16,83,49,320	100.000

Shareholding Pattern of the Company as on March 31, 2024

SI No.	Category	No. of Shares Held	% of shareholding
1	Promoters	93,56,490	55.58
2	Mutual Fund and UTI	5,410	0.03
3	Banks, Financial Institutions, NBFC, Insurance Companies (Central/State Govt. Institutions/Non-government Institutions)	1,210	0.01
4	Bodies Corporate	2,95,797	1.76
5	Indian Public	69,44,370	41.24
6	NRIs/OCBs/FIIs	93,127	0.56
7	Clearing Member	1,38,528	0.82
	TOTAL	1,68,34,932	100.00

DEMATERIALISATION OF SHARES AND LIQUIDITY

As on March 31, 2024, the status of Equity Shares in demat and physical form is provided hereunder:

Particulars	No. of Shares	% to share capital
Shares in Demat Form held with NSDL	1,20,22,514	71.41
Shares in Demat Form held with CDSL	40,86,039	24.23
Shares in Physical Form	7,26,379	4.31
Total	1,68,34,932	100.00
Depositories	National Securities Depository Limited (NSDL) Central Depository Services (India) Limited (CDSL)	
ISIN	INE844A01013	

COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES

Please refer notes to Financial Statements which forms the part of this Annual Report.

SHARE TRANSFER SYSTEM

In accordance with SEBI LODR (Listing Obligations and Disclosure Requirements) (4th amendment) Regulations, 2018 notified on June 07, 2018 and further notification dated 30/11/2018 any request for physical transfer of shares shall not be processed w.e.f. April 01, 2019.

Further, in compliance with SEBI vide its circular SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022, the following requests received by the Company in physical form will be processed and the shares will be issued in dematerialization form only:-

- i. Issue of duplicate share certificate
- ii. Claim from unclaimed suspense account
- iii. Renewal/Exchange of securities certificate
- iv. Endorsement
- v. Sub-division / splitting of securities certificate
- vi. Consolidation of securities certificates/folios
- vii. Transmission
- viii. Transposition

For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of the company as well as on the website of MAS Services Ltd, Registrar and share transfer agent (RTA) The aforementioned form shall be furnished in hard copy form.

Members holding shares in physical form are requested to dematerialize their holdings at the earliest.

Pursuant to Regulation 40(9) of the SEBI (LODR) Regulations 2015, the Company obtains a half- yearly certificate on compliance with share transfer process from a Practicing Company Secretary and a copy of the same is filed with the Stock Exchanges.

OUTSTANDING GDRS/ ADRS/ WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY

The Company has not issued GDRs or ADRs or Warrants or any Convertible instruments.

CREDIT RATING

No Credit rating was obtained by the Company during the FY 2023-24

COMPLAINTS UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

During the year under review, no complaint received from any woman employee as per Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

ONLINE DISPUTE RESOLUTION

The SEBI, through its circular No. SEBI/HO/OIAE/OIAE_ IAD1/P/CIR/2023/131 dated July 31, 2023, has introduced an Online Dispute Resolution ('ODR') mechanism for investors and clients. Shareholders can initiate dispute resolution through the ODR portal at <https://smartodr.in/> login without using the SCORES portal, if their grievance with the Company is not satisfactorily resolved. The ODR portal can only be used if the complaint or dispute is not already pending before any arbitration process, court, tribunal, or consumer forum. Currently, there are no complaints pending against the Company on the SCORES or ODR platform.

ADDRESS FOR CORRESPONDENCE DURING THE YEAR WAS AS FOLLOWS:

Registrar and Share Transfer Agent	Company Secretary
Mas Services Limited T-34, 2 nd Floor, Okhla Industrial Area, Phase-II, New Delhi-110020 Phone No :011-26387281-83, Fax No : 011-26387384, E-mail: info@masserv.com Website: www.masserv.com	Company Secretary A-97/2, Okhla Industrial Area, Phase-II, New Delhi-110020 Phone No:011-47385300 Fax No : 011-47480746 E-mail: pearlsecretarial@pearlpet.net Website: www.pearlpet.net

PLANT LOCATIONS

S. No.	Location of Plant(s)	Address
1	Mahad	B-3/2, M.I.D.C. Industrial Area, Mahad, Distt.-Raigad, Maharashtra-402309

DECLARATION ON COMPLIANCE OF THE COMPANY'S CODE OF CONDUCT

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that the Company has obtained from all the Members of the Board and Senior Management Personnel, affirmation(s) that they have complied with the code of conduct in respect of financial year ended on March 31, 2024.

Place: New Delhi
Date: 13th August, 2024

For & on behalf of the Board of Directors
Udit Seth
Chairperson and Managing Director
(DIN: 00005403)

CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members

Pearl Polymers Limited

A-97/2, Okhla Industrial Area, Phase II,

New Delhi- 110020

I have examined the compliance of the conditions of Corporate Governance by **Pearl Polymers Limited (“the Company”)** for the year ended on March 31, 2024, as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub regulation (2) of Regulation 46 and Para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

The compliance of the conditions of Corporate Governance is the responsibility of the Management of the Company. My examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, and the representations made by the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended on March 31, 2024.

I further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Rashmi Sahni

Practicing Company Secretaries

Membership No. 25681

Certificate Practice No. 10493

PRC No.:1614/2021

UDIN: A00249125681F0010

Place: New Delhi

Date: 13th August, 2024

CERTIFICATE BY THE CHAIRMAN & MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER

Pursuant to Regulation 17(8) Of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015

To,
The Board of Directors
Pearl Polymers Limited
New Delhi

We, hereby certify that:

- 1 We have reviewed the financial statements and the cash flow statement for the year ended on March 31, 2024 and that to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- 2 There are to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- 3 We accept overall responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps taken or are propose to take to rectify these deficiencies.
- 4 We have indicated to the auditors and the Audit Committee that:
 - i. there were no significant changes in internal control over financial reporting during the year;
 - ii. there were no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. there were no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Date: 27.05.2024

Place: New Delhi

Sanjeev Rikhi

CFO

Udit Seth

Managing Director

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
Pearl Polymers Limited
A-97/2, Okhla Industrial Area, Phase II,
New Delhi- 110020

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Pearl Polymers Limited having CIN: L25209DL1971PLC005535 and having registered office at A-97/2, Okhla Industrial Area, Phase II New Delhi-110020 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	UDIT SETH	00005403	10/08/2021
2.	AMIT SETH	00017395	10/08/2021
3.	VARUN SETH	00017552	01/07/2006
4.	ANANT KANOI	00150667	31/03/2021
5.	ASHISH BHUVA HARISH	06780082	01/09/2014
6.	MEERA JOHRI	06881924	26/05/2014

Ensuring the eligibility of for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Rashmi Sahni
Practicing Company Secretary
Membership No: 25681
Certificate Practice No. 10493
PRC No.:1614/2021
UDIN: A025681F001024448

Place: New Delhi
Date: 13th August, 2024

INDEPENDENT AUDITOR'S REPORT

To

THE MEMBERS OF

M/s PEARL POLYMERS LTD.

A-97/2, Industrial Area, Phase-II,

Okhla, New Delhi-110020

Opinion

We have audited the accompanying financial statements of **M/S PEARL POLYMERS LTD. ("the Company")**, which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements gives the information required by the Companies Act, 2013 ("the Act") in the manner so required and gives a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, the profit and total comprehensive profit, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Contingent liabilities and provisions (refer note 36 to the financial statements)

Key Audit Matter	How the matter was addressed in our audit
<p>The Company operates in various states within India, exposing it to a variety of different Central and State laws, regulations and interpretations thereof. In this complex regulatory environment, there is a risk of litigations and claims.</p> <p>Consequently, provisions and contingent liability disclosures may arise from direct and indirect tax proceedings, legal proceedings, including regulatory and other government/department proceedings, as well as investigations by authorities and commercial claims.</p> <p>At 31 March 2024, the Company's contingent liabilities are disclosed in note 36 to the financial statements.</p>	<p>Our audit procedures on contingent liabilities and provisions included the following:</p> <ul style="list-style-type: none"> • Obtained the outstanding litigations list as compared to the previous year. Enquired and obtained explanations for movement in litigations during the year. • Inquired with management regarding the status of significant litigations and claims including obtaining legal teams views on the likely outcome of each litigation and claim and the magnitude of potential exposure.

Management applies significant judgement in estimating the likelihood of the future outcome in each case when considering whether, and how much to provide or in determining the required disclosure for the potential exposure of each matter. This is due to the highly complex nature and magnitude of the legal matters involved along with the fact that resolution of tax and legal proceedings may span over multiple years, and may involve protracted negotiation or litigation. Management recognises a provision when it has a present obligation as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle obligation. A contingent liability is recognised if there is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity.

These estimates could change substantially over time as new facts emerge and as each legal case progresses.

Given the inherent complexity and magnitude of potential exposures and the judgment necessary to estimate the amount of provision required or to determine required disclosures, this is a key audit matter.

- Examined the Company's legal expenses and read the minutes of Board meetings, to evaluate the completeness of list of the open litigations.
- Read the latest correspondences between the Company and tax/legal authorities and reviewed legal opinions obtained by management where applicable, for significant matters and considered the same in evaluating the appropriateness of the Company's provisions or disclosures on such matters.
- With respect to tax matters, we involved tax specialists to evaluate the significant cases and the technical grounds for Management's conclusions on provisions or disclosure of contingent liabilities.
- For non-tax matters, we evaluated Management's decisions and rationale for provisions established or disclosures made for contingent liabilities.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Management and Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon. The Company's annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. When we read the Company's annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

Management's Responsibility for the Financial Statements

The Company's Management and Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind-AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. (A) As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge

and belief were necessary for the purposes of our audit.

- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Ind-AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- (B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements (Refer Note No.36 to the financial statements).
 - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv)
 - (i) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
 - (ii) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:
 - directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
 - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and
 - (iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under subclause (d) (i) and (d) (ii) contain any material mis-statement.
 - v) The Company has not declared or paid dividend during the year. Hence the provision of section 123 of the Act is not applicable.
 - vi) In terms of Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from 1st April, 2023, and accordingly, we hereby report under

Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 that accounting software used by the company for maintaining its books of account has the feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all transactions recorded in the software. The audit trail feature has not been tampered with and the audit trail has been preserved by the company as per the statutory requirements for record retention.

(C) With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

Place: Greater Noida

Date: 27th May, 2024

UDIN: 24537710BKFNIS2437

For Goel Goyal and Co.

Chartered Accountant

FRN-020934C

CA Nikhil Goel

Partner

M.No. 537710

Annexure - A to the Auditors' Report

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Pearl Polymers Limited of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

We have audited the internal financial controls over financial reporting of **M/s Pearl Polymers Limited ("the Company")** as of 31st March 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- 1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- 2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- 3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Greater Noida

Date: 27th May, 2024

UDIN: 24537710BKFNIS2437

For Goel Goyal and Co.

Chartered Accountant

FRN-020934C

CA Nikhil Goel

Partner

M.No. 537710

Annexure - B to the Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2024, we report that:

- i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipment and relevant details of right-of-use assets.
(B) The Company has maintained proper records showing full particulars of Intangible Assets.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, plant and equipment by which all Property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain Property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, plant and equipment (including Right-of-use assets) or Intangible assets or both during the year.
- (e) According to the information and explanation given to us, no proceedings have been initiated or are pending against the company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder during the year.
- ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year, in our opinion, the coverage and procedure of such verification by the management is appropriate. As informed to us, any discrepancies of 10% or more in the aggregate for each class of inventory were not noticed on such verification.
- (b) The company does not have sanctioned working capital limits in excess of five crore rupees (at any point of time during the year), in aggregate, from banks or financial institutions on the basis of security of current assets. Hence, this clause is not applicable on the Company.
- iii) (a) According to the information and explanation given to us, during the year the company has not provided any guarantee or security, to companies, firms, Limited Liability Partnerships or any other parties. The Company has made investment in and provided loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year, the aggregate amount of investment made and loans provided with outstanding balance at the balance sheet date are as per the table given below:

Particulars	Loans (in Lacs)	Investments (In lacs)
Aggregate amount granted / provided during the year:	210.00	2485.44
- To Subsidiaries, joint venture and associates	Nil	Nil
- To others	210.00	2485.44
Balance outstanding as at balance sheet date in respect of above cases:	80.02	3020.12
- To Subsidiaries, joint venture and associates	Nil	Nil
- To others	80.02	3020.12

- (b) According to the information and explanation given to us, the investments made and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest.
- (c) schedule of repayment of the principal amount and the payment of the interest have not been stipulated and hence we are unable to comment as to whether receipt of the principal amount and the interest is regular.
- (d) According to the information and explanations given to us and based on the audit procedures performed, in respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
- (e) According to the information and explanation given to us, in respect of any loan or advance in the nature of loan granted which has fallen due during the year, none has been renewed or extended or fresh loans granted to settle the over dues of existing loans given to the same parties.
- (f) The loans granted during the year, including to related parties had stipulated the scheduled repayment of principal and payment of interest and the same were not repayable on demand. No loans were granted during the year to promoters.
- iv) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 of the Companies Act, 2013 and the Company has not provided any guarantee or security as specified under Section 186 of the Companies Act, 2013. Further, the Company has complied with the provisions of Section 186 of the Companies Act, 2013 in relation to loans given and investments made.
- v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- vi) To the best of our knowledge and belief, the Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's products/ services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.
- vii) (a) The Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income tax, Sales Tax, Wealth tax, Service tax, Duty of Customs, duty of Excise, Value Added Tax, GST, Cess and other statutory dues with the appropriate authorities to the extent applicable to it. There are no undisputed amounts payable in respect of income tax, wealth tax, service tax, sales tax, value added tax, duty of customs, duty of excise or Cess which have remained outstanding as at March 31, 2024 for a period of more than 6 months from the date they became payable.
- (b) According to the information and explanations given to us, there are no dues of GST, Provident fund, Employees' State Insurance, Income-tax, Sales tax, Service tax, Duty of Customs, Value added tax, Cess or other statutory dues which have not been deposited by the Company on account of disputes, except for the following:

Name of the Statute	Nature of the Dues	Amount (In Lacs)	Period to which the amount relates	Forum where the dispute is pending
The Central Excise Act, 1944	Producing and clearing dutiable and non-dutiable product under Notification No.4/97	360.59	March 1997 to June 1997	Commissioner of Central Excise, Raigad
The Central Excise Act, 1944	Interest on differential duty paid in respect of supplementary invoices	0.4	January 2001 to April 2003	CESTAT
The Central Excise Act, 1944	Disallowance of Cenvat Credit on the supply of pet chips	5.14	July 2004 to August 2004	Commissioner of Customs & Central Excise (Appeals), Mumbai III
	Total	366.13		

- viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.
- ix) (a) In our opinion, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
- (b) Company is not declared wilful defaulter by any bank or financial institution or other lender.
- (c) According to the information and explanation given to us, term loans were applied for the purpose for which the loans were obtained.
- (d) According to the information and explanation given to us, funds raised on short term basis have not been utilised for long term purposes.
- (e) According to the information and explanation given to us, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) According to the information and explanation given to us, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanation given to us and on the basis of the records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanation given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) According to the information and explanation given to us, no whistle-blower complaints, received during the year by the company.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company and the Nidhi rules, 2014 are not applicable to it. Accordingly, paragraph 3(xii) of the Order is not applicable to the company.
- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv) (a) According to the information and explanations given to us, the company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the Internal Audit report of the Company issued till the date for the period under audit.
- xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the reporting on compliance with the provisions of Section 192 of the Act under Clause 3(xv) of the Order is not applicable to the Company.
- xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting under Clause 3(xvi)(a) of the Order is not applicable to the Company.
- (b) The Company has not conducted non-banking financial / housing finance activities during the year. Accordingly, the reporting under Clause 3(xvi)(b) of the Order is not applicable to the Company.

- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under Clause 3(xvi)(c) and (d) of the Order is not applicable to the Company.
- xvii) According to the information and explanations given to us and based on the audit procedures conducted we are of opinion that the company has not incurred cash losses in the financial year and had cash losses in the immediately preceding financial year.
- xviii) There has been no resignation of the statutory auditors during the year and accordingly, the provisions of clause 3(xviii) of the Order is not applicable.
- xix) On the basis of the financial ratios disclosed in Note 49 of the financial statement, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that company is incapable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- xx) The Company has fully spent the required amount towards Corporate Social responsibility (CSR) and there are no unspent CSR amounts for the year requiring a transfer to a fund specified in Schedule VII of the Act or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.

Place: Greater Noida

Date: 27th May, 2024

UDIN: 24537710BKFNIS2437

For Goel Goyal and Co.

Chartered Accountant

FRN-020934C

CA Nikhil Goel

Partner

M.No. 537710

PEARL POLYMERS LIMITED
BALANCE SHEET AS AT 31st March 2024

PARTICULARS		Note No.	As at 31st March 2024 (Rs. in lacs)	As at 31st March 2023 (Rs. in lacs)
1		2	3	4
I	ASSETS			
1	Non-current assets			
(a)	Property, Plant & Equipment	2	462.52	470.74
(b)	Other Intangible Assets	3	4.92	7.86
(c)	Financial Assets			
(i)	Investments	4	139.43	139.43
(ii)	Loans	5	8.91	9.32
(d)	Deffered Tax Assets (Net)	19	14.10	-
(e)	Other Non-Current Assets	6	1.47	1.19
	Sub total Non Current Assets		631.35	628.54
2	Current assets			
(a)	Inventory	7	208.24	174.77
(b)	Financial Assets			
(i)	Investments	8	2,880.69	3,047.77
(ii)	Trade Receivables	9	175.47	204.75
(iii)	Cash and Cash Equivalents	10	276.23	165.20
(iv)	Loans	11	80.02	71.59
(v)	Other Financial Assets	12	49.77	46.99
(c)	Current Tax Assets (Net)	13	33.76	-
(d)	Other Current Assets	14	182.99	185.18
	Sub total Current Assets		3,887.17	3,896.25
	TOTAL ASSETS		4,518.52	4,524.79
II	EQUITY AND LIABILITIES			
1	Equity			
(a)	Equity Share Capital	15	1,682.68	1,682.68
(b)	Other Equity	16	2,172.60	2,121.19
	Sub Total Equity		3,855.28	3,803.87
2	Non-current liabilities			
(a)	Financial Liability			
(i)	Borrowings	17	-	9.95
(b)	Provisions	18	70.40	58.58
(c)	Deffered Tax Liability (Net)	19	-	6.50
(d)	Other Non Current Liabilities	20	58.84	64.65
	Sub total Non Current Liability		129.24	139.68
3	Current liabilities			
(a)	Financial Liability			
(i)	Borrowings	21	9.95	12.87
(ii)	Trade Payables	22	420.25	406.67
(iii)	Other Financial Liabilities	23	31.18	39.81
(b)	Other Current Liabilities	24	60.10	106.88
(c)	Provisions	25	12.52	15.01
	Sub total Current Liability		534.00	581.24
	TOTAL EQUITY AND LIABILITY		4,518.52	4,524.79

Significant Accounting Policies

The accompanying notes are an integral part of the financial statements

As per our report of even date

1

2-50

For Goel Goyal and Co.
CHARTERED ACCOUNTANT
(FRN No.020934C)

On Behalf of the Board

Udit Seth
Chairman & Managing Director
DIN-00005403

Varun Seth
Whole Time Director
DIN-00017552

CA NIKHIL GOEL
Partner
Membership No. 537710
Place: New Delhi
Dated: 27th May 2024

Sanjeev Rikhi
Chief Financial Officer

Aman Thakran
Company Secretary
M.No.66476

PEARL POLYMERS LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31st March 2024

PARTICULARS		Note No.	For the Period ended 31.03.24 (Rs. in lacs)	For the Period ended 31.03.23 (Rs. in lacs)
1		2	3	4
1	Revenue from Operations	26	1,640.15	1,712.40
2	Other Income	27	795.73	237.00
3	Total Income (1+2)		2,435.88	1,949.40
4	Expenses			
	(i) Cost of Materials Sold/Consumed	28	15.38	13.59
	(ii) Purchase of stock in trade	29	1,009.55	1,082.45
	(iii) Changes in inventories of finished goods, Stock-in -Trade and work-in-progress	30	(32.79)	128.35
	(iv) Employees Benefits Expense	31	503.67	509.09
	(v) Finance Costs	32	5.32	6.62
	(vi) Depreciation and Amortization Expense	33	60.36	56.53
	(vii) Other Expenses	34	841.68	955.94
	Total Expenses (4)		2,403.17	2,752.57
5	Profit/(loss) before exceptional items and tax (3-4)		32.71	(803.17)
6	Exceptional Items		-	-
7	Profit/(loss) before tax (5-6)		32.71	(803.17)
8	Tax Expenses:			
	(i) Current Tax		-	12.10
	(ii) Deferred Tax		(20.60)	2.00
	(iii) Tax adjustment for earlier year		(12.10)	-
9	Profit/(loss) for the period (7-8)		65.41	(817.27)
10	Other Comprehensive Income		(14.00)	12.91
	A (i) Items that will not be reclassified to profit or loss		(14.00)	12.91
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
	B (i) Items that will be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
11	Total Comprehensive Income for the period (9+10) (Comprising Profit (Loss) and Other Comprehensive Income for the period)		51.41	(804.36)
12	Earnings per equity share (for continuing operation):			
	(i) Basic		0.39	(4.86)
	(ii) Diluted		0.39	(4.86)
13	Earnings per equity share (for discontinued operation):			
	(i) Basic		0.00	0.00
	(ii) Diluted		0.00	0.00
14	Earnings per equity share (for discontinued & continuing operation):	35		
	(i) Basic		0.39	(4.86)
	(ii) Diluted		0.39	(4.86)

Significant Accounting Policies

1

The accompanying notes are an integral part of the financial statements

As per our report of even date

2-50

For Goel Goyal and Co.
CHARTERED ACCOUNTANT
(FRN No.020934C)

On Behalf of the Board

Udit Seth
Chairman & Managing Director
DIN-00005403

Varun Seth
Whole Time Director
DIN-00017552

CA NIKHIL GOEL
Partner
Membership No. 537710
Place: New Delhi
Dated: 27th May 2024

Sanjeev Rikhi
Chief Financial Officer

Aman Thakran
Company Secretary
M.No.66476

PEARL POLYMERS LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

S. No.	Particulars	For the year Ended March 31, 2024 (Rs. in lacs)	For the year Ended March 31, 2023 (Rs. in lacs)
A.	Cash flow from operating activities:		
	Net profit / (loss) before tax	32.71	(803.17)
	Adjustments for :		
	Depreciation/Amortisation	60.36	56.53
	Interest Expense	5.32	6.62
	Interest Income	(105.97)	(102.19)
	Dividend Income	(20.01)	(8.60)
	Actuarial Gain routed through OCI	(14.00)	12.91
	(Profit)/loss on sale of assets	7.16	0.09
	(Profit)/loss on sale of Investments	(138.40)	(82.55)
	(Profit)/loss on revaluation of Investments	(465.98)	140.11
	Operating profit before working capital changes	(638.81)	(780.25)
	Adjustments for changes in working capital :		
	- (Increase)/Decrease in Sundry Debtors	29.28	18.83
	- (Increase)/Decrease in Other Receivables	(6.10)	450.74
	- (Increase)/Decrease in Inventories	(33.47)	132.34
	- Increase/(Decrease) in Trade and Other Payables	(38.24)	(287.92)
	Cash generated from operations	(687.34)	(466.26)
	- Taxes (Paid) / Received	(21.66)	(12.10)
	Net cash from operating activities (a)	(709.00)	(478.36)
B.	Cash flow from Investing activities:		
	Purchase of fixed assets		
	Additions during the period	(57.01)	(63.67)
	Proceeds from Sale of fixed assets	0.65	0.15
	(Purchase)/ Sale of Investment	771.45	(187.14)
	Interest Received (Revenue)	103.19	101.07
	Dividend Received (Revenue)	20.01	8.60
	Net cash used in investing activities (b)	838.29	(140.99)
C.	Cash flow from financing activities:		
	Proceeds from long term borrowings(Net)	(12.87)	(19.11)
	Proceeds from Short Term Borrowing	0.00	0.00
	Interest Paid	(5.39)	(6.74)
	Net cash used in financing activities (c)	(18.26)	(25.85)
	Net Increase/(Decrease) in Cash & Cash Equivalents (a+b+c)	111.03	(645.20)
	Cash and cash equivalents as at 01.04.2023	165.20	810.40
	Cash and cash equivalents as at 31.03.2024	276.23	165.20
	Cash and cash equivalents comprise		
	Cash in hand	0.08	0.48
	Balance with Scheduled Banks	276.15	164.72
		276.23	165.20

Notes :

- The above Cash flow statement has been prepared under the indirect method set out in Ind AS-7 notified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.
- Figures in brackets indicate cash outgo.
- Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

This is the Cash Flow Statement referred to in our report of even date

For Goel Goyal and Co.
CHARTERED ACCOUNTANT
(FRN No.020934C)

On Behalf of the Board

Udit Seth
Chairman & Managing Director
DIN-00005403

Varun Seth
Whole Time Director
DIN-00017552

CA NIKHIL GOEL
Partner
Membership No. 537710
Place: New Delhi
Dated: 27th May 2024

Sanjeev Rikhi
Chief Financial Officer

Aman Thakran
Company Secretary
M.No.66476

PEARL POLYMERS LIMITED
STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2024

A. EQUITY SHARE CAPITAL

(Rs. in Lacs)

Particulars	As at year ended 31.03.2024	As at year ended 31.03.2023
Balance at the beginning of the year	1682.68	1682.68
Addition/(Deletion) during the year	-	-
Balance at the end of the year	1682.68	1682.68

B. OTHER EQUITY

(Rs. in Lacs)

Particulars	Reserve and Surplus					Other comprehensive income	Total
	Capital Reserve	Capital Redemption Reserve	Securities Premium Reserve	General Reserve	Retained Earnings		
Balance as at 31st March, 2022	144.72	1,733.00	1,868.27	147.42	(1,090.69)	122.83	2,925.55
Profit for the year 2022-23	-	-	-	-	(817.27)	12.91	(804.36)
Balance as at 31st March, 2023	144.72	1,733.00	1,868.27	147.42	(1,907.96)	135.74	2,121.19
Addition/(Deletion) during the year*	-	(1,733.00)	-	1,733.00	-	-	-
Profit for the year 2023-24	-	-	-	-	65.41	(14.00)	51.41
Balance as at 31st March, 2024	144.72	-	1,868.27	1,880.42	(1,842.55)	121.74	2,172.60

* This Capital Redemption reserve was created for issuance of Preference Shares which was already redeemed in earlier years, hence this reserve is not required and now transferred to General Reserve.

Significant Accounting Policies 1
The accompanying notes are an integral part of the financial statements
As per our report of even date 2-50

For Goel Goyal and Co.
CHARTERED ACCOUNTANT
(FRN No.020934C)

On Behalf of the Board

Udit Seth
Chairman & Managing Director
DIN-00005403

Varun Seth
Whole Time Director
DIN-00017552

CA NIKHIL GOEL
Partner
Membership No. 537710
Place: New Delhi
Dated: 27th May 2024

Sanjeev Rikhi
Chief Financial Officer

Aman Thakran
Company Secretary
M.No.66476

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024**1. COMPANY OVERVIEW**

Pearl Polymers Limited is a listed company incorporated and domiciled in India and has its principal place of business at A-97/2, Okhla Industrial Area, Phase-II, New Delhi-110020. The Company is listed on Bombay Stock Exchange (BSE) and National Stock Exchange (NSE). The principal business of the company is manufacturing and trading of PET Jars and Bottles. The financial statements are approved for issue by the company's board of directors on May 27, 2024.

2. SIGNIFICANT ACCOUNTING POLICIES**I. Basis of preparation and presentation of financial statements****A. Basis of preparation of financial statements**

These financial statements have been prepared and presented on a going concern basis under the historical cost convention (except those revalued), on the accrual basis of accounting and comply with the Indian Accounting Standards prescribed by Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, other pronouncements of the Institute of Chartered Accountants of India, guidelines issued by Securities and exchange board of India (SEBI) and the relevant provisions of the Companies Act, 2013/Companies Act, 1956, as adopted consistently by the Company.

B. Statement of compliance with Ind-As

The financial statements have been prepared in accordance with Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under Section 133 of the Companies Act, 2013 ("the Act") and other relevant provisions of the Act and other accounting principles generally accepted in India.

C. Basis of Measurement

The financial statements have been prepared on a historical cost convention and on an accrual basis except for the defined benefit and other long-term employee benefits obligations and Investments measured at fair value through profit and loss (FVTPL)/ fair value through other comprehensive income (FVTOCI) that have been measured at fair value as required by relevant Ind-AS.

D. Use of Estimates and Judgments.

The preparation of financial statements in conformity with Ind-AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the standalone financial statements is included in the following notes:

- i. **Income Taxes:** The Company's tax jurisdiction is India. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.
- ii. **Provisions and Contingencies:** The assessments undertaken in recognizing the provisions and contingencies have been made in accordance with Ind-AS 37, 'Provisions, Contingent Liabilities and Assets'. The evaluation of the likelihood of the contingent events has required best judgment by management regarding the probability of exposure to potential loss. Should circumstances change following unforeseeable developments, this likelihood could alter.
- iii. **Post-Employment benefit plan:** Employee benefits obligations are measured on the basis of actuarial assumptions which include mortality and withdrawal rates as well as assumptions concerning future developments in discount rates, the rate of salary increase and the inflation rate. The company considers that the assumptions used to measure its obligations are appropriate and documented. However, any changes in these assumptions may have a material impact on the resulting calculations.
- iv. **Other estimates:** The preparation of standalone financial statements involves estimates and assumptions that affect the reported amount of assets, liabilities, disclosure of contingent liabilities at the date of standalone financial statements and the reported amount of revenues and expenses for the reporting period. Specifically, the Company estimates the probability of collection of accounts receivable by analyzing historical payment patterns etc.

E. Functional and Presentation Currency

Items included in the standalone financial statements of the company are measured using Indian Rupee (Rs.) which is the functional currency of the company and the currency of the primary economic environment in which the entity

operates. The presentation currency of the company is also Indian Rupee (Rs.) (Rounded off to Rs. lacs up to two decimals)

I. Summary of significant accounting policies

A. Financial Instruments

I. Financial Assets

Financial assets comprise investments in equity and debt instruments, mutual funds, security deposits, inter-corporate deposits, trade receivables, Cash and cash equivalents and other eligible assets.

Initial recognition and measurement

All financial assets are recognized initially at fair value. Transaction costs that are attributable to the acquisition of the financial asset (other than financial assets recorded at fair value through profit or loss) are included in the fair value of the financial assets. Purchase or sale of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent Measurement

Financial Assets measured at amortized cost: Financial assets held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payment of principal and interest (SPPI) on principal amount outstanding are measured at amortized cost using effective interest rate (EIR) method. They are presented as current assets, except for those maturing later than 12 months after the reporting date which are presented as non-current assets. These financial assets are subsequently carried at amortized cost using the effective interest method, less any impairment loss. The EIR amortization is recognized as finance income in the Statement of Profit and Loss. Assets at amortized cost are represented by inter corporate deposits, trade receivables, security deposits, cash and cash equivalents and other eligible current and noncurrent financial assets.

- Financial assets at fair value through other comprehensive income (FVTOCI): Financial assets held within a business model whose objective is achieved by both collecting the contractual cash flows and selling the financial assets and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payment towards principal and interest (SPPI) on principal outstanding are subsequently measured at FVTOCI. Fair value movements in financial assets at FVTOCI are recognized in other comprehensive income. However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain loss in statement of profit and loss. On de-recognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from equity to profit and loss. Interest earned is recognized under the expected interest rate (EIR) model.
- Equity instruments other than investment in associates: The management determines at the initial recognition of investments in Equity instruments whether to measure it at FVTPL or FVTOCI. However, the equity instruments held for trading are always classified at fair value through Profit or Loss (FVTPL). The classification of investments at FVTOCI is irrevocable. Fair value changes on equity instruments at FVTOCI, excluding dividends, are recognized in other comprehensive income (OCI).
- Financial assets at fair value through Profit or Loss (FVTPL): Financial assets are measured at FVTPL if it does not meet the criteria for classification as measured at amortized cost or at fair value through other comprehensive income. Fair value changes are recognized in Statement of Profit and Loss.

De-recognition of financial assets

Financial assets are derecognized when the contractual rights to the cash flows from the financial assets expire or the financial asset is transferred and the transfer qualified for de-recognition. On de-recognition of financial asset in its entirety the difference between the carrying amount (measured at the date of de-recognition) and the consideration received (including any new asset obtained less any new liability assumed) shall be recognized in Statement of Profit and Loss.

Impairment of financial assets

Trade receivables, contract assets, receivables under Ind-AS 109, investments in debt instruments that are carried at amortized cost, investments in debt instruments that are carried at FVTOCI are tested for impairment based on the expected credit losses (ECL) for the respective financial asset. ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/expense in the Statement of Profit and Loss. The approach followed by the company for recognizing the impairment loss is given below:

Trade receivables

An impairment analysis is performed at each reporting date. The expected credit losses over lifetime of the asset are estimated by adopting the simplified approach using a provision matrix which is based on historical loss rates reflecting

current condition and forecasts of future economic conditions. The company estimates the following provision matrix at the reporting date:

Period past due	Default rate
0 to 1 year	0%
2 to 2 year	0%
More than 2 years	10%
More than 3 years	100%
Doubtful receivables	100%

Other financial assets

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If in subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12-month ECL.

ii. Financial liabilities

Financial liabilities comprise trade payables and other eligible liabilities.

Initial recognition and measurement

Financial liabilities are initially recognized at fair value. Any transaction costs that are attributable to the acquisition of the financial liabilities (except financial liabilities at fair value through profit or loss) are deducted from the fair value of financial liabilities.

Subsequent measurement

Financial liabilities at amortized cost: The Company has classified the following under amortized cost:

- a) Trade payables
- b) Other eligible financial liabilities

Amortized cost for financial liabilities represents amount at which financial liability is measured at initial recognition minus the cumulative amortization using the effective interest rate (EIR) method of any difference between that initial amount and the maturity amount.

Financial liabilities at fair value through profit or loss (FVTPL): Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Financial liabilities designated upon initial recognition at fair value through profits or losses are designated as such at the initial date of recognition, and only if the criteria in Ind-AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risks are recognized in OCI. These gains/ losses are not subsequently transferred to P&L. However, the company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognized in the statement of profit or loss. The company has not designated any financial liability as at fair value through profit and loss.

De-recognition of financial liabilities

A financial liability shall be de-recognized when, and only when, it is extinguished i.e. when the obligation specified in the contract is discharged or cancelled or expires.

iii. Off-setting of financial assets and financial liabilities:

Financial assets and liabilities are offset and the net amount is presented in the balance sheet when, and only when, the Company has a legal enforceable right to offset the recognized amounts and intends either to settle on a net basis or to realize the assets and settle the liability simultaneously.

iv. Reclassification of financial assets

The Company determines the classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are categorized as equity instruments at FVTOCI and financial assets or financial liabilities that are specifically designated at FVTPL. For financial assets, which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The management determines change in the business model as a result

of external or internal changes which are significant to the Company's operations. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the company reclassifies financial assets, it applies the reclassification

B. Inventories

Raw materials and stores, work in progress, traded and finished goods are stated at the lower of cost and net realizable value. Cost of raw materials and traded goods comprises cost of purchases. Cost of work-in-progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Cost of inventories also includes all other costs incurred in bringing the inventories to their present location and condition. Costs are assigned to individual items of inventory on the basis of first-in first-out basis. Costs of purchased inventory are determined after deducting rebates and discounts.

C. Property, Plant and Equipment

Property, Plant and Equipment is carried at cost less accumulated depreciation and accumulated impairment losses. The cost comprises its purchase price, including import duties and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use; any trade discounts and rebates are deducted in arriving at the purchase price. Cost of self-constructed asset include the cost of material, direct labour and any other costs directly attributable to bringing the asset to its working condition for its intended use, and the costs of dismantling and removing the items and restoring the site on which they are located. Purchased software that is integral to the functionality of the related equipment is capitalized as part of the equipment.

Gains and losses on disposal of an item of Property, Plant and Equipment are determined by comparing the proceeds from disposal with the carrying amount of Property, Plant and Equipment and are recognized net within "Other income/ Other expenses" in the Statement of Profit and Loss.

The cost of property, plant and equipment not ready for intended use before such date are disclosed under capital work-in-progress.

Subsequent costs

The cost of replacing part of an item of Property, Plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is de-recognized. The costs of the day-to-day servicing of property, plant and equipment are recognized in the Statement of Profit and Loss.

Depreciation

Depreciation on property, plant & equipment is provided on pro-rata to the period of use, on the Straight Line Method rates worked out based on the useful life and in the manner prescribed in the Schedule II to the Companies Act, 2013.

The estimated useful lives of assets for the current and comparative period of significant items of property, plant and equipment are as follows:

Category	Useful life (Years)
Buildings	60
Furniture & Fixture	10
Plant & Machinery	15
Electrical Installation	10
Office Equipments	5
Computer	3
Vehicles	8

The company follows component approach as envisaged in Schedule II to the Companies Act, 2013. The approach involves identification of components of the asset whose cost is significant to the total cost of the asset and has useful life different from the useful life of the remaining assets and in respect of such identified components, useful life is determined separately from the useful life of the main asset.

Assets acquired under finance lease and leasehold improvements are amortized over the lower of estimated useful life and lease term.

Depreciation on additions is provided on a pro-rata basis from the month of acquisition/installation. Depreciation on sale/deduction from property, plant & equipment is provided for up to the date of sale/adjustment, as the case may be.

Modification or extension to an existing asset, which is of capital nature and which becomes an integral part thereof is depreciated prospectively over the remaining useful life of that asset.

The depreciation method, useful lives and residual value are reviewed at each of the reporting date.

D. Intangible assets

Intangible asset are carried at cost of acquisition less amortization. The cost of an item of intangible assets comprises its purchase price, including import duties and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use; any trade discounts and rebates are deducted in arriving at the purchase price.

Amortization of Intangible assets

Intangible assets are amortized on straight line method on pro-rata basis over a period of three years.

E. Investment property

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

The cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met.

When significant parts of the investment property are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognized in profit or loss as incurred.

The Company depreciates building component of investment property over 60 years from the date of original purchase as per the requirement of Schedule II of the Companies Act, 2013. The leasehold investment properties are amortized over the term of the lease.

Though the Company measures investment property using cost-based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer.

Investment properties are de-recognized either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognized in profit or loss in the period of de-recognition.

F. Investments in subsidiaries and associates

Investment in subsidiaries and associates is recognized at cost less impairment. Dividend income from subsidiaries and associates is recognized when its right to receive the dividend is established.

G. Foreign currency transactions and balances

Transactions in foreign currencies are initially recognized in the standalone financial statements using exchange rates prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated to the relevant functional currency at the exchange rates prevailing at the reporting date. Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate prevailing on the date that the fair value was determined. Non-monetary assets and liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction. Foreign currency differences arising on translation are recognized in the Statement of Profit and Loss for determination of net profit or loss during the period.

H. Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of that asset. Other borrowing costs are recognized as expenses in the period in which they are incurred. To the extent the Company borrows funds generally and uses them for the purpose of obtaining a qualifying asset, the Company determines the amount of borrowings costs eligible for capitalization by applying a capitalization rate to the expenditure incurred on such asset. The capitalization rate is determined based on the weighted average of borrowing costs applicable to the borrowings of the Company which are outstanding during the period, other than borrowings made specifically towards purchase of the qualifying asset. The amount of borrowing costs that the Company capitalizes during a period does not exceed the amount of borrowing costs incurred during that period.

I. Leases

Operating leases

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased asset are classified as operating leases. Operating lease charges are recognized as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

J. Deposits provided to lessor

The company is generally required to pay refundable security deposits in order to obtain property leases from various lessors. Such security deposits are financial assets and are recorded at fair value on initial recognition. The difference between the initial fair value and the refundable amount of the deposit is recognized as a lease prepayment. The initial fair value is estimated as the present value of the refundable amount of security deposit, discounted using the market interest rates for similar instruments. "Subsequent to initial recognition, the security deposit is measured at amortized cost using the effective interest method with the carrying amount increased over the lease period up to the refundable amount. The amount of increase in the carrying amount of deposit is recognized as interest income. The lease prepayment is amortized on a straight line basis over the lease term as lease rental expense.

K. Revenue

Revenue from the sale of Flat/Plots is measured at the fair value of the consideration received or receivable, net of returns, trade discounts and volume rebates. Revenue is recognized when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing management involvement with the goods, and the amount of revenue can be measured reliably. Interest income is recognized as it accrues in Statement of Profit and Loss using the effective interest method.

Profit on trading of mutual fund units is recognized only on redemption of units.

L. Impairment of non-financial assets

The carrying amount of the Company's non-financial assets, other than deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risk specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from the continuing use that are largely independent of cash inflows of other assets or group of assets (the cash generating unit).

An impairment loss is recognized if the carrying amount of an asset or its cash generating unit exceeds its estimated recoverable amount. Impairment losses are recognized in the Statement of Profit and Loss. Impairment losses are recognized in respect of cash generating units are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amount of the other assets in the unit or group of units on a pro rata basis.

Reversal of impairment loss

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized directly in other comprehensive income and presented within equity.

M. Earnings per share (EPS)

Basic earnings per share are computed using the weighted average number of equity shares outstanding during the period.

Diluted earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares considered for deriving basic EPS and also weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares, as appropriate.

N. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash on hand, cash at banks, demand deposits, short-term deposits with balance maturity of three months or less as at the balance sheet date, which are subject to an insignificant risk of changes in value.

For the purpose of Statement of Cash Flows, cash and cash equivalents comprise cash on hand, cash at banks, demand deposits, short-term deposits with balance maturity of three months or less from the balance sheet date

and other short term investments, that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

A. Employee Benefits

i. Short Term Benefits

Employee benefits (other than post employment benefits) which fall due wholly within twelve months after the end of the year in which the employees render the related service are recognized at the amount expected to be paid for it.

ii. Post Employment Benefits

The Company participates in various employee benefit plans. Post-employment benefits are classified as either defined contribution plans or defined benefit plans. Under a defined contribution plan, the Company's only obligation is to pay a fixed amount with no obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits. The related actuarial risks fall on the employee. The expenditure for defined contribution plans is recognized as expense during the period when the employee provides service. Under a defined benefit plan, it is the Company's obligation to provide agreed benefits to the employees. The related actuarial and investment risks fall on the Company. The present value of the defined benefit obligations is calculated using the projected unit credit method.

The Company has the following post-employment benefit plans:

Gratuity

In accordance with the Payment of Gratuity Act, 1972, the Company provides for a lump sum payment to eligible employees, at retirement or termination of employment based on the last drawn salary and years of employment with the Company. The Company's obligation in respect of the gratuity plan, which is a defined benefit plan, is provided for based on actuarial valuation using the projected unit credit method. Actuarial gains or losses are recognized in other comprehensive income and are not reclassified to profit or loss in subsequent periods.

I. Other long term employee benefits

Leave Encashment

The employees of the Company are entitled to leave encashment. The employees can carry forward a portion of the unutilized accumulating leaves and utilize it in future periods or receive cash at retirement or termination of employment. The Company records an obligation for leave encashment in the period in which the employee renders the services that increases this entitlement. The Company measures the expected cost of leave encashment as the additional amount that the Company expects to pay as a result of the unused entitlement that has accumulated at the end of the reporting period. The Company recognizes accumulated leave encashment based on actuarial valuation. Non-accumulating leave encashment are recognized in the period in which the absences occur. The Company recognizes actuarial gains and losses immediately in the statement of profit and loss.

P. Provisions & Contingencies

A provision arising from claims, litigation, assessment, fines, penalties, etc. is recognized when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. These are reviewed at each balance sheet date and adjusted to reflect current management estimates. Contingent liabilities are disclosed in respect of possible obligations that have arisen from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the enterprise. When there is a possible obligation or present obligation where the likelihood of an outflow is remote, no disclosure or provision is made.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. A contingent asset is disclosed, where an inflow of economic benefits is probable.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset, if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Q. Income Taxes

Income tax comprises current tax and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in equity or in other comprehensive income.

Current Tax

Current tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period. The tax rates and tax laws used to compute the current tax amount are those that are enacted or substantively enacted by the reporting date and applicable for the period. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis or to realize the asset and liability simultaneously.

Deferred Tax

Deferred tax is recognized using the balance sheet approach. Deferred tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in standalone financial statements, except when the deferred tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

Deferred tax liabilities are recognized for all taxable temporary differences.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

PEARL POLYMERS LIMITED
2A. PROPERTY, PLANT AND EQUIPMENT

The following table shows changes in Property, Plant and Equipment during the year ended 31st March 2024

	Land Freehold	Land Leasehold	Building	Plant & Machinery	QC Equipment	Moulds	Furniture & Fixtures	Office Equipments	Vehicles	Computers	Total
Cost or Valuation											
As at 1.4.2023	1.26	15.23	283.61	15.84	0.30	271.62	25.03	28.39	172.79	18.18	832.25
Additions	-	-	3.30	-	-	20.97	0.38	7.18	23.20	1.98	57.01
Disposals	-	-	-	(0.98)	-	(8.63)	(2.35)	(5.06)	-	(4.73)	(21.75)
As at 31.03.2024	1.26	15.23	286.91	14.86	0.30	283.96	23.06	30.51	195.99	15.43	867.51
Depreciation											
As at 1.4.2023	-	1.46	102.54	10.05	0.18	113.98	13.83	19.54	88.19	11.74	361.51
Charges for the year	-	0.20	11.55	1.29	0.06	16.92	1.64	3.12	19.60	3.03	57.41
Disposals	-	-	-	(0.26)	-	(4.28)	(1.29)	(4.54)	-	(3.56)	(13.93)
As at 31.03.2024	-	1.66	114.09	11.08	0.24	126.62	14.18	18.12	107.79	11.21	404.99
Net Block											
As at 31.03.2024	1.26	13.57	172.82	3.78	0.06	157.34	8.88	12.39	88.20	4.22	462.52
As at 31.3.2023	1.26	13.77	181.07	5.79	0.12	157.64	11.20	8.85	84.60	6.44	470.74

3A. INTANGIBLE ASSETS

	Particulars	Software	Total
Gross Carrying value			
As at 1.4.2023		13.73	13.73
Addition		-	-
Deletions		-	-
As at 31.03.2024		13.73	13.73
Amortization			
As at 1.4.2023		5.86	5.86
Charges for the year		2.95	2.95
Deletions		-	-
As at 31.03.2024		8.81	8.81
Net Carrying Value			
As at 31.03.2024		4.92	4.92
As at 31.3.2023		7.86	7.86

PEARL POLYMERS LTD

NOTES TO FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH 2024

NON CURRENT ASSETS

Particulars		As at 31st March 2024		As at 31st March 2023	
2	Property Plant & Equipment				
	Property, Plant & Equipment		462.52		470.74
	Total Property Plant & Equipment		462.52		470.74

Other Intangible Assets		As at 31st March 2024		As at 31st March 2023	
3	Other Intangible Assets				
	Other Intangible Assets		4.92		7.86
	Total Other Intangible Assets		4.92		7.86

FINANCIAL ASSETS

Investments		As at 31st March 2024		As at 31st March 2023	
4	Investments				
	Investments at fair value through OCI (Fully paid)				
	Investment in Preference Shares-Unquoted				
	i) 84,500 (Previous Year -84,500) 6% Redeemable Non-Cumulative Preference Shares of Rs.100/- each of Pacific Pearl Finance & Leasing Pvt. Ltd.		84.50		84.50
	Investment in Equity Shares-Unquoted				
	i) 54,92,960 Equity Shares (Previous Year - 54,92,960) Equity Shares of Rs.10/- each in Pearl Engineering Polymers Ltd.		54.93		54.93
	Total Investments		139.43		139.43
	Aggregate market value of Quoted Investments		-		-
	Aggregate amount of Quoted Investments		-		-
	Aggregate amount of Unquoted Investments		139.43		139.43

Loans		As at 31st March 2024		As at 31st March 2023	
5	Loans				
	Security Deposits-unsecured-considered good				
	- Considered Good	8.91		9.32	
	- Considered Doubtful	-		-	
	- Less Provision for Doubtful	-	8.91	-	9.32
	Total Loans		8.91		9.32

6	Other Non Current Assets	As at 31st March 2024		As at 31st March 2023	
	Vat/GST Recoverable		0.91		0.37
	Prepaid Expenses		0.56		0.82
	Total Other Non Current Assets		1.47		1.19

CURRENT ASSETS

7	Inventories	As at 31st March 2024		As at 31st March 2023	
	Raw Materials		1.54		2.54
	Packing Materials		3.30		1.61
	Stock in Trade		203.40		169.93
	Scrap-FG		-		0.69
	Total Inventories		208.24		174.77

FINANCIAL ASSETS

8	Investments	As at 31st March 2024		As at 31st March 2023	
	Investment in Quoted Securities				
	Investments in Equity Shares		1,494.83		917.42
	Investments in Mutual Fund		656.12		1,132.39
	Investments in Bonds		675.64		836.12
	Investments in Debentures		54.10		161.84
	Total Investments		2,880.69		3,047.77

9	Trade Receivables	As at 31st March 2024		As at 31st March 2023	
	Unsecured considered good		175.47		204.75
	Unsecured considered doubtful		49.57		49.57
			225.04		254.32
	Less: Provision for Doubtful Debts		(49.57)		(49.57)
	Total Trade Receivables		175.47		204.75

Ageing of Trade Receivable

Ageing of trade receivable	As at March 31, 2024					
	Less than 6 Months	6 months - 1 year	1-2 year	2-3 year	More than 3 year	Total
Undisputed Trade Receivable	144.24	27.48	3.05	0.70	0.00	175.47
Considered goods	144.24	27.48	3.05	0.70	0.00	175.47
Considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00
Disputed Trade Receivable	0.00	0.00	0.00	0.00	0.00	0.00
Considered goods	0.00	0.00	0.00	0.00	0.00	0.00
Considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00
Balance at the end of the year	144.24	27.48	3.05	0.70	0.00	175.47

Ageing of trade receivable	As at March 31, 2023					
	Less than 6 Months	6 months - 1 year	1-2 year	2-3 year	More than 3 year	Total
Undisputed Trade Receivable	197.74	5.26	1.56	0.19	0.00	204.75
Considered goods	197.74	5.26	1.56	0.19	0.00	204.75
Considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00
Disputed Trade Receivable	0.00	0.00	0.00	0.00	0.00	0.00
Considered goods	0.00	0.00	0.00	0.00	0.00	0.00
Considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00
Balance at the end of the year	197.74	5.26	1.56	0.19	0.00	204.75

10	Cash and Cash Equivalents	As at 31st March 2024		As at 31st March 2023	
	Balances with Banks				
	- Current account	143.15		32.01	
	Cash in hand	0.08		0.48	
	Fixed Deposits with Bank	133.00		132.71	
			276.23		165.20
	Total Cash and Cash Equivalents		276.23		165.20

11	Loans	As at 31st March 2024		As at 31st March 2023	
	Inter Corporate Deposit		80.02		71.59
	Total Loans		80.02		71.59

12	Other Financial Assets	As at 31st March 2024		As at 31st March 2023	
	Interest Receivables		49.77		46.99
	Total Other Financial Assets		49.77		46.99

13	Current Tax Assets (Net)	As at 31st March 2024		As at 31st March 2023	
	Income tax advances (net of tax liability)		33.76		-
	Total Current Tax Assets (Net)		33.76		-

14	Other Current Assets	As at 31st March 2024		As at 31st March 2023	
	TDS/TCS Recoverable		-		4.23
	Balances with GST,excise and custom authorities		89.69		98.81
	Prepaid Expenses		7.81		8.73
	Tour & Other advances to Staff		3.82		6.55
	Advance to supplier		70.17		31.83
	MTL Debtors Collection		0.57		0.75
	Others		10.93		34.31
	Total Other Current Assets		182.99		185.21

EQUITY AND LIABILITIES

STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2024

15 EQUITY SHARE CAPITAL

Particulars	As at 31st March 2024		As at 31st March 2023	
AUTHORISED				
3,00,00,000 (Previous Year-3,00,00,000) Equity shares of Rs.10/- each		3,000.00		3,000.00
20,00,000 (Previous Year-20,00,000) Non Cumulative Redeemable Preference Shares of Rs. 100/- each		2,000.00		2,000.00
Total Authorised Capital		5,000.00		5,000.00
ISSUED, SUBSCRIBED & FULLY PAID UP				
168,34,932(Previous Year 168,34,932) Equity shares of Rs.10/-each.	1,683.49		1,683.49	
Less : Calls in Arrears	(0.81)	1,682.68	(0.81)	1,682.68
Total issued, subscribed and paid-up capital		1,682.68		1,682.68

(a) The reconciliation of the number of equity shares outstanding is set out below:-

Particulars	No. of Shares	Amount
As at 1st April 2022	16,834,932	168,349,320
Add/(less): Issued/(redeemed) during the year		-
As at 31st March 2023	16,834,932	168,349,320
Add/(less): Issued/(redeemed) during the year	-	-
As at 31st March 2024	16,834,932	168,349,320

(b) Number of shares held by each equity shareholder holding more than 5 percent of the issued share capital:

Particulars	No. of Shares (in lacs)	% of holding
As at 1st April 2022		
Mr. Chand Seth	12.39	7.36%
Pearl Telephonics Ltd. (formaly known as Sinclair Exports Ltd.)	23.28	13.83%
Pacific Pearl Finance & Leasing Ltd.	12.36	7.34%
Theta Investments Pvt Ltd	20.64	12.26%
As at 31st March 2023		
Mr. Chand Seth	12.39	7.36%
Pearl Telephonics Ltd. (formaly known as Sinclair Exports Ltd.)	23.28	13.83%
Pacific Pearl Finance & Leasing Ltd.	12.36	7.34%
Theta Investments Pvt Ltd	20.64	12.26%
As at 31st March 2024		
Mr. Chand Seth	12.39	7.36%
Pearl Telephonics Ltd. (formaly known as Sinclair Exports Ltd.)	23.28	13.83%
Pacific Pearl Finance & Leasing Ltd.	12.36	7.34%
Theta Investments Pvt Ltd	20.64	12.26%

(c) Details of Shares held by Promoters at the end of the year

Name of the Promotor	March 31, 2024	Change in No of shares	March 31, 2023	% of holding of Equity Shares	% Change during the Year
- Equity Shares					
Chand Seth	12.39	0	12.39	7.36%	0.00
Suneeta Seth	2.05	0	2.05	1.22%	0.00
Varun Seth	7.58	0	7.58	4.50%	0.00
Udit Seth	6.50	0	6.50	3.86%	0.00
Amit Seth	7.23	0	7.23	4.29%	0.00
Pacific Pearl Finance & Leasing Pvt. Ltd.	12.36	0	12.36	7.34%	0.00
Pearl Flats (India) Ltd.	1.54	0	1.54	0.91%	0.00
Theta Investments Pvt. Ltd.	20.64	0	20.64	12.26%	0.00
Pearl Telefonics Pvt. Ltd.	23.28	0	23.28	13.83%	0.00
	93.57	0	93.57	55.58%	0.00

Name of the Promotor	March 31, 2023	Change in No of shares	March 31, 2022	% of holding of Equity Shares	% Change during the Year
- Equity Shares					
Chand Seth	12.39	0	12.39	7.36%	0.00
Suneeta Seth	2.05	0	2.05	1.22%	0.00
Varun Seth	7.58	0	7.58	4.50%	0.00
Udit Seth	6.50	0	6.50	3.86%	0.00
Amit Seth	7.23	0	7.23	4.29%	0.00
Pacific Pearl Finance & Leasing Pvt. Ltd.	12.36	0	12.36	7.34%	0.00
Pearl Flats (India) Ltd.	1.54	0	1.54	0.91%	0.00
Theta Investments Pvt. Ltd.	20.64	0	20.64	12.26%	0.00
Pearl Telefonics Pvt. Ltd.	23.28	0	23.28	13.83%	0.00
	93.57	0	93.57	55.58%	0.00

16 OTHER EQUITY	As at 31st March 2024		As at 31st March 2023	
(a) Reserve and Surplus				
Capital Reserve				
Balance at the commencement of the year		144.72		144.72
Add: Addition/(deletion) during the year		-		-
Balance at the end		144.72		144.72
Capital Redemption Reserve				
Balance at the commencement of the year		1,733.00		1,733.00
Add: Addition/(deletion) during the year*		(1,733.00)		-
Balance at the end		-		1,733.00

Securities Premium Reserve				
Balance at the commencement of the year		1,868.27		1,868.27
Add: Addition/(deletion) during the year		-		-
Balance at the end		1,868.27		1,868.27
General Reserve				
Balance at the commencement of the year		147.42		147.42
Add: Addition/(deletion) during the year*		1,733.00		-
Balance at the end		1,880.42		147.42
Retained Earnings				
Balance at the commencement of the year		(1,907.96)		(1,090.69)
Add: Profit/(loss) during the year		65.41		(817.27)
Balance at the end		(1,842.55)		(1,907.96)
Total (a)		2,050.86		1,985.45
(a) Other Components of Equity				
Remeasurement of net defined benefit plan				
Balance at the commencement of the year		135.74		122.83
Add: Profit/(loss) during the year		(14.00)		12.91
Balance at the end		121.74		135.74
Total (b)		121.74		135.74
Total (a+b)		2,172.60		2,121.19

* This Capital Redemption reserve was created for issuance of Preference Shares which was already redeemed in earlier years, hence this reserve is not required and now transferred to General Reserve.

NON CURRENT LIABILITIES

FINANCIAL LIABILITIES

17	Borrowings	As at 31st March 2024	As at 31st March 2023
	Vehicle Loans from Banks (secured)	-	9.95
	Total Borrowings	-	9.95

I Vehicles Loans

Vehicle loans of 9.95 (Previous Year Rs. 22.82 lacs) are secured against hypothecation of respective vehicles. Repayments - in monthly installment till 01.12.2024

Repayments of above Vehicles Loans are as follows:

- (i) From 0 to 1 years - Rs. 9.95 lacs

NON FINANCIAL LIABILITIES

18	Provisions	As at 31st March 2024		As at 31st March 2023	
	Provision for Employees Benefits				
	Gratuity*		50.95		52.29
	Leave Encashment*		19.45		6.29
	*(Refer note No. 43)				
	Total Provisions		70.40		58.58

19	Deferred Tax Liability/(Assets) (Net)	As at 31st March 2024		As at 31st March 2023	
	Deferred Tax				
	Assets				
	Provision for Doubtful Debt and Advances		12.90		12.90
	Provision for Leave Encashment		6.50		3.30
	Gratuity		15.00		14.50
	Unabsorbed Depreciation		16.20		-
	Bonus		0.80		0.90
			51.40		31.60
	Liabilities				
	Depreciation		37.30		38.10
			37.30		38.10
	Total Deferred Tax Liability (Net)		(14.10)		6.50

The Company has created Deferred Tax Assets only to the extent of sufficient taxable temporary difference (Deferred Tax Liability) available as on balance sheet date as per the prudence norms and as per "Indian Accounting Standard 12 - Income Taxes" applicable to the Company.

20	Other Non Current Liabilities	As at 31st March 2024		As at 31st March 2023	
	Security Deposits Received		58.84		64.65
	Total Other Non Current Liabilities		58.84		64.65

CURRENT LIABILITIES

FINANCIAL LIABILITIES

21	Borrowings	As at 31st March 2024		As at 31st March 2023	
	Vehicle Loans from Banks (secured)		9.95		12.87
	Total Borrowings		9.95		12.87

22	Trade Payables	As at 31st March 2024		As at 31st March 2023	
	Creditors due to Micro and Small Enterprises		20.68		-
	Creditors for Raw materials/FG*	18.66		-	
	Creditors for Capital Goods*	-		-	
	Creditors for Other Service*	2.02		-	

Creditors due to others		399.57		406.67
Creditors for Raw materials/FG	354.22		338.26	
Creditors for Capital Goods	2.77		5.44	
Creditors for Other Service	42.58		62.97	
*(Refer Note No. 44 for details of dues to Micro & Small Enterprises)				
Total Trade Payables		420.25		406.67

Ageing of Trade Payable

Ageing of trade payable	As at March 31, 2024				
	Less than 1 Year	Less than 1-2 Year	Less than 2-3 Year	More than 3 years	Total
MSME	20.68	0.00	0.00	0.00	20.68
Others	367.32	14.23	1.42	16.60	399.57
Disputed Dues - MSME	0.00	0.00	0.00	0.00	0.00
Disputed Dues - Others	0.00	0.00	0.00	0.00	0.00
Balance at the end of the year	388.00	14.23	1.42	16.60	420.25

Ageing of trade payable	As at March 31, 2023				
	Less than 1 Year	Less than 1-2 Year	Less than 2-3 Year	More than 3 years	Total
MSME	0.00	0.00	0.00	0.00	0.00
Others	387.39	2.68	0.00	16.60	406.67
Disputed Dues - MSME	0.00	0.00	0.00	0.00	0.00
Disputed Dues - Others	0.00	0.00	0.00	0.00	0.00
Balance at the end of the year	387.39	2.68	0.00	16.60	406.67

23	Other Financial Liabilities	As at 31st March 2024		As at 31st March 2023	
	Interest accrued but not due		0.06		0.13
	Employee benefits payable				
	-Bonus Payable		3.10		3.41
	-EPF Payable		3.10		3.33
	-ESI Payable		0.06		0.07
	-LTA Payable		0.05		0.10
	-Professional Tax Payable		0.01		0.01
	-Salay Payable		20.42		26.25
	-Directors Remuneration Payable		4.38		6.51
	Total Other Financial Liabilities		31.18		39.81

NON FINANCIAL LIABILITIES

24	Other Current Liabilities	As at 31st March 2024		As at 31st March 2023	
	Expense Payable		26.38		59.31
	GST Payable		0.45		0.17
	TDS Payable		12.31		11.35
	Staff Advance		10.23		9.65

Pearl Employees Thrift Society		-	0.41
Relief Fund		-	0.73
Other Current Liabilities		1.15	1.15
Advance Received from customers		7.22	20.54
Other Payables		2.36	3.57
Total Other Current Liabilities		60.10	106.88

25	Provisions	As at 31st March 2024		As at 31st March 2023	
	Provision for Employees Benefits				
	Gratuity*		6.80		3.65
	Leave Encashment*		5.72		6.34
	*(Refer Note No. 43)				
	Provision for Income Tax (Net of Advance Tax)		-		5.02
	Total Provisions		12.52		15.01

26	Revenue from Operations	As at 31st March 2024		As at 31st March 2023	
	Sale of products		1,614.96		1,712.40
	Other operating revenues		25.19		-
	Total Revenue from Operations		1,640.15		1,712.40

27	Other Income	As at 31st March 2024		As at 31st March 2023	
	Interest income on				
	Bank Deposits		10.19		13.03
	Interest Received on Bonds		78.63		73.83
	Others		17.15		15.33
	Rent Received		32.61		25.57
	Gain on revaluation of investments in Financial Assets		465.98		-
	Insurance Claims Received		15.64		-
	Balances written back		15.02		15.01
	Gain on Sale of Mutual Funds		48.99		46.15
	Gain on sale of Equity Shares		89.41		21.34
	Dividend Received		20.01		8.60
	Profit & Loss on Sale of Bond/NCD		-		15.06
	Misc Income		2.10		3.08
	Total Other Income		795.73		237.00

28 Cost of Raw Materials Consumed	As at 31st March 2024		As at 31st March 2023	
Raw Materials				
Inventory at the beginning of the year	2.53		4.17	
Add: Purchase	0.14		0.03	
Less: Inventory at the end of the year	1.54	1.13	2.53	1.67
Packing Materials				
Inventory at the beginning of the year	1.61		3.97	
Add: Purchase	15.94		9.56	
Less: Inventory at the end of the year	3.30	14.25	1.61	11.92
Total Cost of Raw Materials Consumed		15.38		13.59

Particulars of Raw Materials consumed	Value Rs. in lacs March 31, 2024	Value Rs. in lacs Mar 31, 2023
Pet Chips	0.20	0.12
Polypropylene	0.44	1.55
Other	0.49	0.00
	1.13	1.67

29 Purchase of Traded goods	As at 31st March 2024		As at 31st March 2023	
Bottles & Jars etc		1,009.55		1,082.45
		1,009.55		1,082.45

30 Changes in inventories of Finished Goods, Stock in Process and Stock in Trade	As at 31st March 2024		As at 31st March 2023	
Inventory at the beginning of the year				
Stock in Trade	169.93		294.65	
Scrap-FG	0.69	170.62	4.32	298.97
Inventory at the end of the year				
Stock in Trade	(203.41)		(169.93)	
Scrap-FG	-	(203.41)	(0.69)	(170.62)
		(32.79)		128.35

31 Employee benefit Expenses	As at 31st March 2024		As at 31st March 2023	
Salary, Wages, Bonus & Other Allowance		448.72		458.08
Contribution to P.F, ESI & other Funds		39.35		35.83
Staff Welfare expenses		15.60		15.18
Total Employee benefit Expenses		503.67		509.09

32	Finance Costs	As at 31st March 2024		As at 31st March 2023	
	Interest Expenses		5.21		6.27
	Other Borrowing Cost		0.11		0.35
	Total Finance Cost		5.32		6.62

33	Depreciation and Amortization	As at 31st March 2024		As at 31st March 2023	
	Depreciation		57.41		54.23
	Amortization		2.95		2.30
	Total Depreciation and Amortization		60.36		56.53

34	Other Expenses	As at 31st March 2024		As at 31st March 2023	
	Freight, Octroi & Cartage		92.82		116.68
	Electricity & Water Charges		21.46		24.13
	Advertisement, Publicity & Selling expenses		348.89		306.15
	Printing, Stationery, Postage, Telephone & Telex		8.63		12.38
	Rent		15.29		20.32
	Repairs & Maintenance				
	- Building		3.16		-
	- Others		38.48		29.01
	Insurance		14.67		14.14
	Rates & Taxes		10.21		6.58
	Commission & Brokerage		0.60		3.07
	Conveyance & Travelling expenses		87.77		103.49
	Legal & Professional Fees		122.97		103.83
	Payment to Auditors (Refer details below)		12.36		15.36
	Donations		0.02		-
	Loss on Sale/Write off Fixed Assets		7.16		0.09
	Director's Sitting fees		0.80		-
	Sales Tax Additional Demand		0.23		0.03
	Bad debts written off		0.43		10.52
	Loss on revaluation of Investments		-		140.11
	Advances written off		0.77		1.20
	Gain/loss on Jobbing of Equity Shares		0.04		0.03
	Wages Contractors		-		1.32
	Security Expense		23.10		22.65
	Hire Charges		0.96		1.50
	Listing Fees		7.00		6.50
	Miscellaneous expenses		18.85		15.85
	CSR Expenditure		5.00		1.00
	Total Other Expenses		841.68		955.94

Payment to Auditors		Statutory Auditors		Statutory Auditors
Audit Fees				
Fee as Auditors		8.33		11.33
Tax Audit Fee		4.03		4.03
Total Payment to Auditors		12.36		15.36

35 Earning per share (EPS)		F.Y. 2023-24		F.Y. 2022-23
The following reflects the basic and diluted EPS computations :				
Total operations for the year		(Rs. in lacs)		(Rs. in lacs)
Net Profit/(Loss) for allocation of basic EPS		65.41		(817.27)
		(No.. in lacs)		(No.. in lacs)
Weighted average number of equity shares in calculating basic EPS		168.27		168.27
Basic Earning per share (Rs.)		0.39		(4.86)
Total No of weighted average Equity Shares including diluted potential Equity Shares outstanding during the year		168.27		168.27
Diluted Earning per share (Rs.)		0.39		(4.86)

36 Contingent Liabilities		F.Y. 2023-24 (Rs. in lacs)		F.Y. 2022-23 (Rs. in lacs)
In respect of demands for Excise Duty *		366.13		366.13
* includes: The Company had received for its unit at Mahad show cause notice from:- Dy. Commissioner of Central Excise. Mahad Division issued SCN for producing & clearing both dutiable and non dutiable product under Notification No. 4/1997 Dated 01.03.1997 for Rs. 360.59 lacs for the period from March 1997 to June 1997. It appears that Appeal of department is set aside by CESTAT and department has filed appeal before Supreme Court in same matter for earlier period. This case was in call book and has been heard now by Commissioner of Central Excise, Raigad on 11.12.2013 and order is awaited. Joint Commissioner of Central Excise has given notice fir for excess availment of cenvat credit on the supply of pet chips by SOUTH ASIAN PETRO CHEM. against invoices from 16.07.2004 to 14.08.2004. Duty recoverable Rs. 7,18,752/- (duty Rs.704659/- + EC Rs.14093/-). Department has filed Appeal before CESTAT against dropping of Ed Cess of Rs. 14,093/-. Entire duty demanded has been paid on receipt of notice, hence liability is restricted to penalty at Rs.500000/- and ED Cess at Rs.14093/- only.				

Asst. Commissioner has issued show cause notice relating to supplementary invoices raised from January 2001 to April 2003 and payment of differential duty by the Company. Demand of Rs. 40,000/- approx raised by the department for delay in payment of differential duty.		
--	--	--

37	Expenditure in foreign currency (accrual basis)	F.Y. 2023-24 (Rs. in lacs)	F.Y. 2022-23 (Rs. in lacs)
	Travelling and conveyance	-	3.82
	Membership & Subscription	2.31	2.17
	Others	0.56	0.92

38	Particulars	2023-24	2023-24	2023-24
	Imported and Indigenous Raw Materials, Components and Spare parts consumed	% of Total Consumption	Value	% of Total Consumption
			Rs. in lacs	Value
				Rs. in lacs
	Raw Materials			
	Imported	-	-	-
	Indigenously obtained	100	15.38	100
		100	15.38	100

39 Purchases are net of incentives received.

40	<p>Related party disclosures</p> <p>Name of relative parties and related party relationship</p> <p>Key Management Personnel</p> <p>Mr.Udit Seth - Chairman & Managing Director Mr.Amit Seth - Whole Time Director Mr.Varun Seth - Whole Time Director</p> <p>Relatives of Key Management personnel</p> <p>Mr.Chand Seth Mrs. Suneeta Seth Mrs. Rachna Seth Mrs. Rupali Seth Mrs. Namrata Seth</p> <p>Enterprises where control of Key Management personnel exists</p> <p>Pearl Flats India LLP Pacific Pearl Finance & Leasing Pvt. Ltd. Pearl Telefonics Pvt. Ltd. (Formerly Sinclair Exports Ltd) Theta Investments Pvt Ltd MRK Shares & Stocks Pvt. Ltd. Pearl Engineering Polymers Ltd.</p>				
----	--	--	--	--	--

41 Related party transactions

Key Management Personnel				
<u>Remuneration paid</u>				
Mr Varun Seth			58.30	57.49
Mr. Amit Seth			59.19	55.30
Mr. Udit Seth			59.19	55.30
<u>Outstanding payable</u>				
Mr. Varun Seth			2.09	2.34
Mr. Amit Seth			1.15	2.09
Mr. Udit Seth			1.15	2.09

42 Relatives of Key Management Personnel

<u>Consultancy paid</u>				
Mr Chand Seth			12.00	34.75
<u>Outstanding Payable</u>				
Mr Chand Seth			1.25	1.08

43 Gratuity and other post employment benefit plans

Employees Benefits				
The Company has adopted Accounting Standard (AS)-15, "Employees Benefits" notified in the Companies (Accounting Standards) Rules 2006.				
The Company has classified various employees benefits as under:				
Defined Contribution Plans				
The Company has recognized the following amounts in the Profit & Loss Accounts for the year				
I. Employer's Contribution to Provident Fund			11.66	11.62
II. Employer's Contribution to Superannuation Fund			20.04	14.28
III. Employer's Contribution to Employees' Pension Scheme			6.28	6.72
IV. Employer's Contribution to Employees' State Insurance Scheme			0.55	0.78
Defined Benefit Plans				
Valuations in respect of Gratuity, Leave Encashment and Compensated Absences have been carried out by independent actuary, as at the Balance Sheet date based on the following assumptions:				
a) Discount Rate (per annum)		7.25%		7.50%

b) Rate of increase on compensation levels/escalation in salary	5.00%		5.00%	
c) Expected rate of Return on Plan Assets	7.25%		7.50%	
d) Expected Average remaining working lives of employees in number of years	16.8 Years		16.8 Years	
	Gratuity (Funded) 31.03.2024	Leave En-cashment 31.03.2024	Gratuity (Funded) 31.03.2023	Leave En-cashment 31.03.2023
	Rs. in lacs	Rs. in lacs	Rs. in lacs	Rs. in lacs
Changes in the Present Value of Obligation				
Present value of Obligation as at 1st April, 2023	58.60	9.06	65.89	9.88
Interest Cost	4.40	0.68	4.78	0.72
Past Service Cost	-	-	-	-
Current Service Cost	4.45	2.22	4.95	1.66
Benefits Paid	(4.78)	(2.52)	(11.68)	(2.72)
Benefits Received	-	-	7.66	-
Actuarial Loss/(Gain)	(0.65)	14.72	(13.00)	(0.47)
Present value of Obligation as at 31st March, 2024	62.02	24.16	58.60	9.06
Changes in the Fair Value of Plan Assets				
Fair Value of Plan Assets as at 1st April, 2023	2.66	-	11.91	-
Expected Return on Plan Assets	0.19	-	0.89	-
Actuarial Loss/(Gain)	0.07	-	(0.56)	-
Employers' Contribution	5.00	-	2.10	-
Benefits Paid	(3.66)	-	(11.68)	-
Fair Value of Plan Assets as at 31st March, 2024	4.26	-	2.66	-
Percentage of each Category of Plan Assets to total Fair Value of Plan Assets as at 31st March, 2024				
Insurance Policies	4.26	-	2.66	-
Reconciliation of Present Value of Define Benefit Obligation and the fair value of Assets				
Present value of total Obligation as at 31st March, 2024	62.02	24.16	58.60	9.06
Fair Value of Funded Plan Assets as at 31st March, 2024	4.26	-	2.66	-
Present value of Unfunded Obligation as at 31st March, 2024	57.75	24.16	55.94	9.06
Unrecognized past service cost	-	-	-	-
Unrecognized actuarial (Gain)/Losses	-	-	-	-
Unfunded Net Liability recognized in the Balance Sheet	57.75	24.16	55.94	9.06
Expenses recognized in the Profit & Loss Account				
Current Service Cost	4.45	2.22	4.95	1.66
Past service Cost	-	-	-	-

Interest Cost	4.40	0.68	4.78	0.72
Expected Return on Plan Assets	(0.19)	-	(0.89)	-
Total Expenses recognized in profit and loss a/c	8.66	2.90	8.83	2.37
Other comprehensive (income) / expenses (Remeasurement)				
Cumulative unrecognized actuarial (gain)/loss as on 1st April 2023	(56.27)	(11.71)	(43.83)	(11.24)
Actuarial (gain)/loss - obligation	(0.65)	14.72	(13.00)	(0.47)
Actuarial (gain)/loss - plan assets	(0.07)	-	0.56	-
Total actuarial (Gain)/Loss	(0.72)	14.72	(12.43)	(0.47)
Cumulative total actuarial (gain)/loss as on 31st March 2024	(56.99)	3.01	(56.27)	(11.71)

44 Details of dues to micro enterprises and small enterprises as defined under The Micro, Small and Medium Enterprises Development (MSMED) Act 2006*

Particulars	March 31, 2024 Rs. in lacs	March 31, 2023 Rs. in lacs
a. The principal amount and the interest due thereupon remaining unpaid to any supplier as		
- Principal amount due to micro and small enterprises	-	-
- Interest due on above	-	-
b. The amount of interest paid by the buyer in terms of section 16 of the Micro and Small Enterprise Development Act, 2006, alongwith the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
c. The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro and Small Enterprise Development Act, 2006 by the company in term of Section 16 of Micro, Small	-	-
d. The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
e. The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of Micro and Small Enterprises Development Act, 2006	-	-

*This information as required to be disclosed under Micro and Small Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company during the year.

45 The Company is engaged in the manufacture of PET bottles & jars and there is no separate reportable segment as per the Accounting Standard 17 on 'Segment Reporting' notified in the Companies (Accounting Standard) Rules. 2006

- 46 During the year, Provision for Income Tax has been made on the basis of Income Tax Act, 1961.
- 47 Disclosure for operating leases under Accounting Standard 19 "Lease". The Company has taken various residential flats/godowns/office premises (including furniture and fittings, there in as applicable) under operating lease or leave and license agreements. These are generally not non-cancellable and range between 11 months and 10 years under leave and license, or longer for other leases and are renewable by mutual consent on mutually agreeable terms. The Company has given refundable interest free security deposits in accordance with the agreed terms. No contingent rents are recognized in the P&L Account.
- 48 Other statutory information**
- (i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- (ii) The Company does not have any transactions with companies struck off.
- (iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period,
- (iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (v) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (vi) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (vii) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- (viii) The Company has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961
- (ix) The company do not have any working capital/term loan from Banks or any other financial institutions during the year.

49 Ratio analysis

Particulars	Numerator	Denominator	31st March, 2024	31st March, 2023	% of Variance	Reason for variance
a) Current Ratio	Current Assets	Current Liabilities	7.28	6.70	8.66%	
b) Debt-Equity Ratio	Total Debt	Shareholder's Equity	0.00	0.01	-100.00%	(a)
c) Debt Service Coverage Ratio	Earning available for Debt Service	Debt Service	2.09	(30.96)	-106.75%	(b)
d) Return on Equity (ROE)	Net Profit After Taxes	Average Shareholder's Equity	1.71%	-19.43%	-108.79%	(b)

e) Inventory Turnover Ratio	Cost of Goods Sold or Sales	Average Inventory	5.18	5.08	1.97%	
f) Trade Receivable Turnover Ratio	Net Credit Sales	Average Accounts Receivable	8.63	8.00	7.88%	
g) Trade Payable Turnover Ratio	Other expenses	Average Accounts Payable	2.48	2.65	-6.42%	
h) Net Capital Turnover Ratio	Net Average Sales	Average Working Capital	4.40	2.07	112.56%	(c)
i) Net Profit Ratio	Net Profit after Tax	Net Sales	3.99%	-47.73%	-108.36%	(b)
j) Return on Capital Employed	Earning before Interest and Tax	Capital Employed	0.95%	-20.20%	-104.72%	(b)

Explanations given where the change in the ratio is more than 25% as compared to the preceding year.

Note :

- a) Due to repayment of debt
- b) Due to increase in earnings during the year.
- c) Due to better management of working capital for business.

50 Previous Year figures have been regrouped/reclassified, wherever considered necessary to conform to current year's classification.

For Goel Goyal and Co.
CHARTERED ACCOUNTANT
(FRN No.020934C)

On Behalf of the Board

Udit Seth
Chairman & Managing Director
DIN-00005403

Varun Seth
Whole Time Director
DIN-00017552

CA NIKHIL GOEL
Partner
Membership No. 537710
Place: New Delhi
Dated: 27th May 2024

Sanjeev Rikhi
Chief Financial Officer

Aman Thakran
Company Secretary
M.No.66476

FEATURES OF PEARLPET

Non-toxic, Food Grade and Re-usable.

Unbreakable, Strong and Light-weight.

Our manufacturing process integrates the finest quality certified raw materials, with state-of-the-art equipment and stringent quality control procedures at every station on the line.

PearlPET products & raw material do not use Bisphenol A (BPA) or other harmful plasticizers/chemicals.

All of our products have good barrier properties that protect and preserve the food content.

Good strength, premium quality, Air tight.

All PearlPET products are 100% recyclable and environment friendly.

PearlPET uses virgin PET, PP or LDPE materials which are approved by USFDA, EU Directive 2002/72/EC, BIS IS:12252-1987 and other regulating bodies for Food, Beverage and Water storage.



Pearl Polymers Ltd.

A97/2, Okhla Industrial Area, Phase 2, New Delhi - 110 020 | P: +91 11 4738 5300 | E: pearl@pearlpet.net

for more visit us @: www.pearlpet.net

Catch us on
PearlPET

