

**Notice to the Shareholders**

NOTICE is hereby given that the **45th Annual General Meeting** of the Members of **Pearl Polymers Limited** will be held on **Friday, the 30 September, 2016, at 11.30 A:M** at the Registered Office of the Company at A-97/2, Okhla Industrial Area, Phase-II, New Delhi-110 020, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company as at 31 March 2016 and the Reports of the Board of Directors' and the Auditors' thereon.
2. To appoint a Director in place of **Mr. Ramesh Mehra (DIN: 00003334)**, who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of the Statutory Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to section 139, 142 and other applicable provisions of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the approval of the shareholders of the Company be and is hereby accorded to ratify the appointment of M/s. Sehgal Mehta & Co., Chartered Accountants (Firm Registration No. 003330N) as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 46th Annual General Meeting, to examine and audit the accounts of the Company for Financial Year 2016-2017, on such remuneration as may be agreed upon by the Board of Directors in consultation with the Auditors."

SPECIAL BUSINESS:

4. **To consider and, if thought fit, to pass with or without modification(s) following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed thereunder, the consent of the members of the Company be and is hereby accorded to charge from a member in advance, a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any request has been made by such member for delivery of such document to him through such mode of service, provided such request along with the requisite fee has been duly received by the Company at least one week in advance of the dispatch of the document by the Company.

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

By Order of the Board of Directors**For Pearl Polymers Limited****Place: New Delhi
Date: August 11, 2016****Shilpa Verma
Company Secretary****Registered Office:****A-97/2, Okhla Industrial Area,
Phase-II, New Delhi-110020****NOTES:**

1. The Explanatory Statement as required under Section 102 of the Companies Act, 2013 in respect of the special business is annexed to this Notice.
2. In terms of Section 152 of the Companies Act, 2013, Mr. Ramesh Mehra (DIN 00003334) Non-Independent Director, is liable to retire by rotation at the Annual General Meeting and being eligible, offer himself for re-appointment. The Board of Directors of the Company commends his respective reappointment.
3. **A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE MEETING SHALL BE ENTITLED TO APPOINT ANOTHER PERSON AS HIS/HER PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
4. The instrument appointing proxy, in order to be effective, must be received by the Company at the Registered Office not later than 48 hours before the commencement of the Annual General Meeting. Members / Proxies are requested to sign the attendance slip annexed to the proxy form and hand it over at the gate of the venue of the Annual General Meeting.
5. Pursuant to the provisions of Section 105 of the Companies Act, 2013 and Rule 19(2) of the Companies (Management & Administration) Rules, 2014, a person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such proxy shall not act as a proxy for any other person or Member.
6. Corporate Members are requested to send a Board Resolution duly certified, authorising their representative to attend and vote on their behalf at the Annual General Meeting.
7. The proxy form should be signed by the appointer or his/her attorney duly authorised in writing or, if the



appointer is a body corporate, the proxy form should be under its seal or be signed by an officer of the body corporate under his/her official seal or an attorney duly authorised by the body corporate.

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. The Register of Members and Share Transfer Books of the Company will remain closed from **24 September, 2016 to 30 September, 2016 (both days inclusive)**.
10. Members holding securities in physical form are requested to intimate any change in address, change of name, bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, E-mail address, contact numbers, etc., to the Company's Registrar & Transfer Agent, **MAS Services Limited**, at T-34, IInd Floor, Okhla Industrial Area, Phase-II, New Delhi-110020 (Phone No. 011-26387281/82/83), E-mail: info@masserv.com for providing efficient and better services. Members holding securities in dematerialised form are requested to intimate such changes to their respective depository participants.
11. Members can avail of the facility of nomination in respect of securities held by them in physical form pursuant to the provision of Section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed form duly filled-in to the Registrar & Transfer Agent. Members holding shares in electronic mode may contact their respective Depository Participant (DP) for availing this facility.
12. **TRANSFER OF UNCLAIMED DEPOSITS TO INVESTORS EDUCATION AND PROTECTION FUND (IEPF)**

The Company has transferred the unclaimed deposits upto the financial year 2007-2008 from time to time on due dates to the Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to the provision of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with the Companies) Rules, 2012, the Company has uploaded the details of unclaimed deposit lying with the Company as on 30 September, 2015 (date of last Annual General Meeting) on the website of the Company as also on the website of the Ministry of Corporate Affairs.
13. In line with the Green Initiative of the Ministry of Corporate Affairs, the Annual Report for the year ended 31 March, 2016 is being sent by electronic mode to those Shareholders whose E-mail addresses are registered with the Company / Depository Participant(s), unless a Shareholder has requested for a physical copy of the same. For Shareholders who have not registered their E-mail addresses, physical copies of the Annual Report are being sent by the permitted mode. However, any Shareholder who wish to have a physical copy of the Annual Report may write to the Company's Registrar at info@masserv.com and

Company Secretary at pearlsecretarial@pearlpet.net

14. To ensure that shareholders' queries are answered in full, shareholders are requested to write to the Company at an early date at an E-mail Id : pearlsecretarial@pearlpet.net
15. The Notice of the Annual General Meeting and the Annual Report will also be available on the Company's website at www.pearlpet.net and these documents will remain open for inspection at the Registered Office of the Company on all working days between 10:00 A.M to 1:00 P.M excluding Saturdays, Sundays and public holidays up to the date of the Annual General Meeting.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar & Transfer Agents.

Voting through Electronic Means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its Members facility to exercise their right to vote on Resolutions proposed to be considered at the 45th Annual General Meeting by electronic means which includes "remote e-voting" i.e., from a place other than venue of the Annual General Meeting, provided by National Securities Depository Limited (NSDL). Member of the Company holding shares in physical form or in dematerialized form may exercise their right to vote by electronic means in respect of the resolutions contained in the Notice.

17. The Company has fixed Friday, September 23, 2016, as a cut-off date to record the entitlement of the shareholders to cast their vote at the 45th Annual General Meeting by electronic means under the Companies Act, 2013 and rules made there under.
18. The Members desiring to vote through electronic mode may refer to the detailed procedure for Remote E-voting given in the Attendance Slip, as annexed to this Annual Report.
19. The Remote E-voting period will commence on Tuesday, September 27, 2016 (9.00 A.M.) and ends on Thursday, September 29, 2016 (5:00 P.M.).
20. Ms. Rashmi Sahni, Practicing Company Secretary (Certificate of Practice Number 10493) has been appointed as Scrutinizer to scrutinize the remote e-voting process and voting at the Annual General Meeting in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the Annual General Meeting, a



consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

21. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.pearlpet.net and on the website of NSDL. The same will be communicated to the listed Stock Exchanges viz. National Stock Exchange of India Limited and BSE Limited.
22. As per requirement of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 the particulars of a Director retiring by rotation and eligible for reappointment are given herein below :

S. No.	Particulars	Details
1	Name of the Director	Mr. Ramesh Mehra
2	Date of Birth	18 th February, 1950
3	DIN No.	00003334
4	Qualification	Bachelors in Engineering (Industrial Production)
5	Experience in specific functional area	He has over 38 years of rich experience in Commercial Production, Sales Administration, Account and Personnel in Industrial and Manufacturing concerns. He also underwent onsite training in Japan during initial assignments. His knowledge and expertise in various fields will benefit the Company in an indispensable manner. We look forward to his expert guidance and mentorship.
6	Directorship held in other Listed Company	Pearl Engineering Polymers Limited Pearl Apartments Limited
7	Membership/ Chairmanship of committee of Listed entities (includes only Audit Committee and Stakeholder's Relationship Committee	Pearl Engineering Polymers Limited Pearl Apartments Limited
8	Number of shares held in the Company	NIL
9	Relationship with any Director/ KMP of the Company	He is not related to any Director/ KMP of the Company

EXPLANATORY STATEMENTS AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 4**

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivery at his office or residence address or by such electronic or other mode as may be prescribed.

Further, proviso to sub-section (2) of Section 20 states that a member may request for delivery of any document through a particular mode, for which he/ she shall pay such fees in advance as may be determined by the Company in its Annual General Meeting. Accordingly, the Board of Directors in their meeting held on 11th August, 2016 has proposed that a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any request has been made by any member for delivery of such documents to him through such mode of service, be taken to cover the cost of such delivery.

None of the Directors or Key Managerial Personnel including their relatives is concerned or interested, financial or otherwise, in the said resolution. The Board recommends the Ordinary Resolution as set out in the Notice for approval of the Members.

By Order of the Board of Directors

For Pearl Polymers Limited

Shilpa Verma

Company Secretary

Place: New Delhi

Date: August 11, 2016

Registered Office:

A-97/2, Okhla Industrial Area,

Phase-II, New Delhi-110020

LOCATION TO THE ANNUAL GENERAL MEETING

