

NOTICE

PEARL GLOBAL INDUSTRIES LIMITED

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

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

Tel: 011-46012471; 0124-4651000, **Website:** www.pearlglobal.com;

e-mail: investor.pgil@pearlglobal.com **CIN:** L74899DL1989PLC036849

NOTICE TO MEMBERS

Notice is hereby given that the 36th Annual General Meeting of the Members of Pearl Global Industries Limited will be held on Thursday, July 24, 2025, at 5:00 PM IST through Video Conferencing ("VC")/other Audio-Visual Means ("OAVM") ("hereinafter referred to as "electronic mode") to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2025, including the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Shifalli Seth (DIN 01388430), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

3. TO CONSIDER AND APPROVE THE APPOINTMENT OF M/S. RSM & CO., COMPANY SECRETARIES, (FRN: P1997DE017000) AS SECRETARIAL AUDITORS.

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, if any, and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to receipt of such other approvals, consents and permissions as may be required, M/s. RSM & Co., Company Secretaries, (FRN: P1997DE017000) be and are hereby appointed as Secretarial Auditors of the Company for a period of 5 (Five) consecutive years, to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of 41st AGM of the Company to be held in the Year 2030, at a remuneration to be fixed by the

Board of Directors of the Company or any Committee of the Board of Directors ('the Board').

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto."

4. TO CONSIDER AND APPROVE SHIFTING OF REGISTERED OFFICE OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Section 12(5), 13(4) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 30 of the Companies (Incorporation) Rules, 2014 and other relevant rules applicable, if any, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactments thereof, for the time being in force), and subject to approval of the Central Government (Power delegated to Regional Director), and such other approvals, permissions and sanction, as may be required under the provisions of the Act or under any other law for the time being in force, the consent of the Members be and is hereby accorded for shifting of Registered Office of the Company from "State of Delhi" to the "State of Haryana".

RESOLVED FURTHER THAT upon shifting of the Registered Office being effective, the existing Clause-II of the Memorandum of Association of the Company be and hereby substituted with the following new Clause:

"II. The Registered Office of the Company will be situated in the State of Haryana."

RESOLVED FURTHER THAT upon the aforesaid resolution becoming effective, the Registered Office of the Company be shifted from the State of Delhi to such place in the State of Haryana as may be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter called the "Board", which term

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shall be deemed to include any person(s) authorised and / or Committee, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) be and is hereby authorised to agree to and make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/petitions, issue notice, advertisements, obtain orders of shifting of Registered Office from the concerned authorities and take such steps and to do such acts, deeds and things as they may deem necessary and proper in this matter."

By order of the Board of Directors
for **Pearl Global Industries Limited**

(Shilpa Saraf)

Place: Gurugram

Company Secretary

Date: May 20, 2025

ICSI M. No.: A23564

NOTES:

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") in respect of Special Business under Agenda Item Nos. 3 & 4 of the notice, is annexed herewith as **Annexure-1**
2. Pursuant to the General Circular 09/2024 dated September 19, 2024 read with General Circular No.(s) 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and 20/2020 dated May 05, 2020 issued by the Ministry of Corporate Affairs (MCA) and the SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold Annual General Meeting (AGM) through Video Conferencing (VC) mode, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
3. Since this AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice. The proceedings of the AGM shall be deemed to be conducted at its Registered Office of the Company, which shall be deemed venue of AGM.
4. The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed herewith.
5. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA & SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. Corporate members intending to send their authorised representatives to attend the AGM pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy (in PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. authorising its representatives to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting, by e-mail to investor.pgil@pearlglobal.com with a copy marked to evoting@nsdl.com.
7. The Members may join the 36th AGM through VC/ OAVM facility by following the procedure mentioned herein below in the Notice which shall be kept open for the Members from 04:30 P.M. IST i.e. 30 (thirty) minutes before the time scheduled to start the 36th AGM and the Company may close the window for joining the VC/ OAVM facility 30 (thirty) minutes after the scheduled time to start the 36th AGM. Members may note that the VC/ OAVM facility allows participation of at least 1,000 Members on a 'first come first served' basis. The large Shareholders (i.e. shareholders holding 2% or more), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. can attend the 36th AGM without any restriction on account of 'first come first served' basis.
8. The attendance of the Members participating in the 36th AGM through VC/ OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member/beneficial owners (in case of electronic shareholding) as on the cut-off date i.e. July 17, 2025. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.

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10. In compliance with the Circulars, the Annual Report 2024-25, the Notice of the 36th AGM, and instructions for e-voting are being sent through electronic mode to those members whose email addresses are registered with the Company/ Depository Participant(s) (DP). Additionally, in accordance with Regulation 36(1)(b) of the Listing Regulations, the Company is also sending a letter to Members whose e-mail ids are not registered with Company/RTA/DP providing the weblink of Company's website from where the Annual Report for the financial year 2024-25 can be accessed.
11. Members may please note that the Annual Report including Notice of the 36th AGM of the Company will also be available on the website of the Company at www.pearlglobal.com. The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com.
12. We request members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company's Registrar and Share Transfer Agent (RTA), MUFG Intime India Private Limited (Formerly 'Link Intime India Private Limited') at delhi@in.mpms.mufg.com to receive copies of the Annual Report 2024-25 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the report and update of bank account details for the receipt of dividend.

Type of holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, Link Intime India Private Limited either by email to delhi@linkintime.co.in or by post to Link Intime India Private Limited, Noble Heights, 1 st floor, Plot No. NH 2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi – 110058	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee	Form SH-14
	Form for requesting issue of duplicate certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form ISR-4
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

13. Members must quote their Folio No. /Demat Account No. and contact details such as e-mail address, contact no. etc. in all their correspondence with the Company's RTA.
SEBI has mandated through its circular dated March 16, 2023, for submission of PAN, KYC details and nomination by holders of physical securities. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA, MUFG Intime India Private Limited (formerly 'Link Intime India Private Limited'), at delhi@in.mpms.mufg.com. The forms for updating the same are available at <https://www.pearlglobal.com/investor-relations/>. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant.
14. In terms of Listing Regulations, securities of listed companies can only be transferred in dematerialised form with effect from April 01, 2019. In view of the above, Members are advised to dematerialise shares held by them in physical form.
15. The Members may please note that the Company has declared the following dividends during the year in compliance with the Dividend Distribution Policy:

Particulars	Interim Dividend 2024-25
Date of Declaration	November 12, 2024
Record Date	November 27, 2024
Rate of Dividend per share (Face Value of ₹ 5/- per share)	₹ 5/- per Equity Share
%	100%
Total Payout (₹ in Lakhs)	2,294.80

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Members are requested to note that in terms of Section 124 and 125 of the Act, dividend remaining unclaimed for a period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund ("IEPF") and all shares on which dividend has not been paid or claimed for seven consecutive years or more shall also be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

The Company has been transferring the unpaid or unclaimed dividends from time to time on respective due dates to the Investor Education and Protection Fund ("IEPF"). Information in respect of unclaimed dividend including when due for transfer to the Investor Education and Protection Fund is given below:

Financial year ended	Rate of Dividend per equity share	Date of declaration of Dividend	Last date for claiming unpaid Dividend	Due date for transfer to IEPF
March 31, 2018	₹ 2.00/- (Final)	September 24, 2018	October 23, 2025	November 22, 2025
March 31, 2019	₹ 3.00/- (Final)	September 24, 2019	October 23, 2026	November 22, 2026
March 31, 2022	₹ 5.00/- (Interim)	May 25, 2022	June 24, 2029	July 23, 2029
March 31, 2023	₹ 2.50/- (Interim)	November 11, 2022	December 10, 2029	January 09, 2030
March 31, 2023	₹ 5.00/- (Interim)	May 15, 2023	June 14, 2030	July 13, 2030
March 31, 2024	₹ 5.00/- (Interim)	August 21, 2023	September 20, 2030	October 19, 2030
March 31, 2024	₹ 12.50/- (Interim-Special)	November 08, 2023	December 07, 2030	January 06, 2031
March 31, 2025	₹ 5.00/- (Interim)	November 12, 2024	December 11, 2031	January 10, 2032

Members who have not claimed their dividend so far, are requested to make their claim to the Company or to the RTA of the Company at Noble Heights, 1st Floor, Plot NH-2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi-110058.

16. Members who wish to obtain any information about the Company or the financial statements for the financial year ended March 31, 2025, may please send their queries at investor.pgil@pearlglobal.com at least 7 (Seven) days before the date of 36th AGM. The same will be replied by/ on behalf of the Company suitably.
17. In case of joint holders attending the 36th AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

18. E-VOTING

In compliance with 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 Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of the Listing Regulations, the Company is pleased to provide its Members the facility to cast their votes either for or against each resolutions set forth in the Notice of the 36th AGM using electronic voting system ('remote e-voting') and e-voting (during the 36th AGM), provided by NSDL and the businesses

may be transacted through such voting.

Only those Members who will be present in the 36th AGM through VC / OAVM facility and have not cast 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 during the 36th AGM.

The voting period begins on July 21, 2025 (10:00 AM IST) and ends on July 23, 2025 (5:00 PM IST). During this period, Members holding shares either in physical or dematerialised form, as on cut-off date, i.e., as on July 17, 2025, may cast their votes electronically. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of 36th AGM and holds shares as of the cut-off date, may obtain the login ID and password by sending a request at investor.pgil@pearlglobal.com or delhi@in.mpms.mufig.com (RTA email id). However, if a member is already registered with NSDL for e-voting, then he/she can use existing user id and password/ PIN for casting the vote.

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 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. 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. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period 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 above mentioned 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 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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B) Login Method for e-Voting and joining virtual meeting 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:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password', and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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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 AGM on NSDL e-Voting system.

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

1. 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 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 authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to jayantksood@benchwalklaw.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney /Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost

care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com 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.: 022 - 4886 7000 or send a request to (Name of NSDL Official) at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to (investor.pgil@pearlglobal.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (investor.pgil@pearlglobal.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to 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 09, 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

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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 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 THROUGH VC/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" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join 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 (investor.pgil@pearlglobal.com). The same will be replied by the Company suitably.

- a. Shareholders who would like to speak during the meeting must register their request 7(Seven) days in advance i.e. on or before July 17, 2025, with the Company on the specific email id i.e. investor.pgil@pearlglobal.com.
- b. Shareholders will get confirmation on first cum first serve basis.
- c. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
- d. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
- e. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

19. CS Jayant Sood (C.P. No. 22410) proprietor of M/s Jayant Sood and Associates (Company Secretaries) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting during 36th AGM in a fair and transparent manner.
20. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, 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 make, not later than three days of conclusion of the meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the

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Chairman or a person authorised by him in writing who shall countersign the same.

21. The Results of the 36th AGM of the Company will be declared within the prescribed timeframe. The Results declared along with the Scrutinizer's Report shall be placed immediately on the Company's website www.pearlglobal.com and on the website of NSDL and communicated to the BSE Limited and National Stock Exchange of India Limited simultaneously.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Act)

As required by Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the businesses mentioned under Item No. 3 and 4 of the 36th AGM notice.

ITEM NO.3

Pursuant to the amended provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Companies Act, 2013 ('Act') and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee and the Board of Directors at their respective meetings held on May 20, 2025 have approved and recommended the appointment of M/s. RSM & Co., Company Secretaries, (FRN: P1997DE017000) a Peer Reviewed Firm of Company Secretaries as Secretarial Auditors of the Company for a period of 5(Five) consecutive years to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of 41st AGM of the Company to be held in the Year 2030 on following terms and conditions:

- a. Term of appointment: Up to 5 (Five) consecutive years from the conclusion of this AGM till the conclusion of 41st AGM.
- b. Proposed Fees: ₹ 2,50,000/- plus applicable taxes and other out-of-pocket expenses in connection with the secretarial audit for Financial Year ending March 31, 2026 and for subsequent year(s) of their term, such fee as determined by the Board of Directors, on recommendation of Audit Committee.

The proposed fees are based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmark. The fees for services in the nature of certifications and other professional work will be in addition to the secretarial audit fee as above and will be determined

by the Board of Directors in consultation with the Secretarial Auditors and as per the recommendations of the Audit Committee.

- c. Basis of recommendations: The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and Listing Regulations with regard to the full time partners, secretarial audit, experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past.
- d. Credentials: M/s. RSM & Co., Company Secretaries, (FRN: P1997DE017000), is a reputed firm of Company Secretaries in Practice specialised in Secretarial Audit and other corporate law matters. The firm is registered with the Institute of Company Secretaries of India and has an experience of more than 25 years in providing various corporate law services. The Firm also holds a valid Peer Review Certificate.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors of the Company recommends the resolution set out at Item No. 3 for approval of the Members as an Ordinary Resolution.

M/s. RSM & Co., Company Secretaries, have given their consent to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if made) would be within the prescribed limits under the Act & Rules made thereunder and Listing Regulations. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of provisions of the Act & Rules made thereunder and Listing Regulations.

ITEM NO. 4

Presently, the Company's registered office is situated at C-17/1 Paschimi Marg, Vasant Vihar, New Delhi-110057 and the corporate office at Pearl Tower, Plot No. 51, Sector-32, Gurugram-122001 (Haryana).

The Board of Directors at its meeting held on May 20, 2025, has approved and recommended to the members of the Company for shifting of its registered office of the Company from State of Delhi to the State of Haryana after considering that all the managerial functions pertaining to strategic planning, marketing, and financial management of the Company are being taking care off from the corporate office of the Company, Pearl Tower, Plot No. 51, Sector-32,

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Gurugram-122001 (Haryana). Accordingly, relocating the registered office will support better coordination, streamline operations, and improve overall management and control of the Company's business.

Pursuant to the shifting of the Registered Office as stated above, Clause II of Memorandum of Association of the Company relating to the Registered Office Situated Clause needs to be altered. This requires the approval of Members by way of Special Resolution subject to approval from Central Government. Therefore, the Board recommends the Resolution set forth in Item No. 4 of the notice for the approval of the members, as a Special Resolution.

The proposed change will not adversely impact any member of the public, employee, or any other stakeholder/

person related to the Company. The Board reaffirms its commitment to transparency and good governance.

A copy of the Memorandum of Association of the Company together with the proposed changes is available for inspection at the Corporate Office of the Company during the normal business hours between 11.00 A.M. (IST) to 2:00 P.M. (IST) on all working days except Saturday/ Sunday upto and inclusive of the date of the ensuing Annual General Meeting.

None of the Directors, Key Managerial Personnel (KMP) of the Company or their relatives of such Directors or KMP's, are in any way concerned or interested financially or otherwise in this Resolution.

Your Directors recommend the Resolution as a Special Resolution for the approval of members.

Details of Director seeking appointment/re-appointment under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2, the following Explanatory Statement sets out the material facts relating to the business mentioned under Item No. 2 of the 36th AGM notice.

Name	Mrs. Shifalli Seth
DIN	01388430
Date of birth	February 24, 1981
Age	44 years
Nationality	Indian
Qualification	Bachelor of Science in Business Administration from University of Bradford, U.K.
Brief resume and nature of expertise in specific functional areas,	She has varied exposure in Garments and Textiles Industry including Design & Product Development. She has international experience in trading, marketing of Readymade Garments and knowledge of Southeast Asia region.
In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Not Applicable
Date of first appointment on the Board	January 19, 2012
Names of other listed entities in which the person also holds the directorship (including listed entities from which the person has resigned in the past three years)	Nil
Directorships in Unlisted Companies (excluding foreign companies)	<ul style="list-style-type: none"> Pearl Global Kaushal Vikas Limited Gogreen Apparel Limited (formerly SBUYS E-Commerce Limited) PS Arts Private Limited
Memberships/ Chairmanships of Committees across all companies	She is Chairperson of Corporate Social Responsibility Committee and member of Finance Committee of the Company.
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	4,02,956 Equity shares.
Relationship between Directors and other KMPs inter-se	She is spouse of Mr. Pulkit Seth, Vice-Chairman and daughter-in-law of Dr. Deepak Kumar Seth, Chairman.

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Number of meetings of the Board Meeting attended during the year	2
Terms and conditions of re-appointment	All terms and conditions of appointment as per applicable policies of the Company. As a Director she is liable to retire by rotation.
Remuneration (including sitting fees, if any) last drawn and proposed remuneration	Remuneration by way of sitting fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings
Justification for choosing the appointees for appointment as Independent Directors	Not Applicable

Mrs. Shifalli Seth, the retiring Director, being eligible, offers herself for re-appointment. The Board of Directors of your Company propose to appoint Mrs. Shifalli Seth as a Director, liable to retire by rotation and therefore this Resolution is recommended for approval of the members of the Company.

None of the Directors & Key Managerial Personnel, except Mrs. Shifalli Seth, herself, Dr. Deepak Kumar Seth, Mr. Pulkit Seth and Mrs. Payel Seth, being relatives, are interested, financially or otherwise in this Resolution.

Your Directors recommend the passing of the resolution at Item no. 2 as an Ordinary Resolution.

By order of the Board of Directors
for **Pearl Global Industries Limited**

(Shilpa Saraf)

Place: Gurugram

Date: May 20, 2025

Company Secretary

ICSI M. No.: A23564