

# Pearl Global Industries Limited

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

Tel: +91-0124-4651000, Website: [www.pearlglobal.com](http://www.pearlglobal.com);

e-mail: [investor.pgil@pearlglobal.com](mailto:investor.pgil@pearlglobal.com) CIN: L74899HR1989PLC140150

## Notice

Notice is hereby given that the 37<sup>th</sup> Annual General Meeting of the Members of **M/s. Pearl Global Industries Limited** ("**the Company**") will be held on Monday, July 20, 2026, 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, 2026, including the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Pulkit Seth (DIN: 00003044), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

#### 3. APPOINTMENT OF MR. RAJESH KUMAR SINGH (DIN: 11690324) AS AN INDEPENDENT DIRECTOR 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 Sections 149, 150 and 152 and read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the rules made thereunder and Regulations 16(1)(b), 17 and 25(2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company, Nomination and Remuneration Policy of the Company and based on the recommendation of Nomination & Remuneration Committee and the Board of Directors of the Company, Mr. Rajesh Kumar Singh (DIN: 11690324), who was appointed as an Additional Director of the Company in the capacity of Non-Executive Independent Director, with effect from May 14, 2026 pursuant to the provisions of Section 161(1) of the Act, to hold office upto the date of this Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Section 149(6) of the

Act and Regulation 16(1)(b) of Listing Regulations and in respect of whom the Company has received notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director (Non-Executive) of the Company, not liable to retire by rotation, to hold office for a period of three (3) consecutive years with effect from May 14, 2026 upto May 13, 2029.

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

#### 4. TO APPROVE THE MATERIAL RELATED PARTY TRANSACTIONS BETWEEN PEARL GLOBAL INDUSTRIES FZCO, A WHOLLY OWNED SUBSIDIARY COMPANY AND NORP KNIT INDUSTRIES LIMITED, A SUBSIDIARY COMPANY

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

**"RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23 and other relevant regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time, Sections 188 and other applicable provisions of the Companies Act, 2013 ("Act") read with rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) , the Company's Policy on Materiality of Related Party Transactions and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, the consent of Members of the Company be and is hereby accorded, to the material related party transaction(s)/contract(s)/ arrangement(s) for financial year 2026-27, between Pearl Global Industries FZCO, a wholly owned subsidiary company and Norp Knit Industries Limited a subsidiary company, in nature of Purchase/Sale of Goods and Services, such that the maximum value of the Related Party Transactions, (whether by way of an individual transaction or transactions taken together

or series of transactions or otherwise) does not exceed ₹ 1,000 Crore in the financial year 2026-27, provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the

Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

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

**(Shilpa Saraf)**

Company Secretary  
ICSI M. No.: ACS-23564

Place: Gurugram  
Date: May 14, 2026

**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 and 4 of the notice, is provided.
2. Pursuant to the General Circular No. 03/2025 dated September 22, 2025, circular no. 09/2024 dated September 19, 2024, circular no. 09/2023 dated September 25, 2023, circular no. 10/2022 dated December 28, 2022, circular no. 20/2020 dated May 5, 2020 read with general circular no. 14/ 2020 dated April 8, 2020 and general circular no. 17/ 2020 dated April 13, 2020 (collectively referred to as 'MCA Circulars') read with Circulars issued from time to time by SEBI ('SEBI Circulars'), the Annual General Meeting ('AGM') of the Company is being held (through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM will be conducted through VC / OAVM.
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 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 Directors seeking appointment/re-appointment at this AGM is annexed herewith as annexure I.
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 appointing their authorized 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. authorizing 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](mailto:investor.pgil@pearlglobal.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com).
7. The Members may join the 37<sup>th</sup> 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 37<sup>th</sup> AGM and the Company may close the window for joining the VC/OAVM facility 30 (Thirty) minutes after the scheduled time to start the 37<sup>th</sup> 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 37<sup>th</sup> AGM without any restriction on account of 'first come first served' basis.
8. The attendance of the Members participating in the 37<sup>th</sup> 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 13, 2026. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
10. In compliance with the Circulars, the Annual Report FY 2025-26, the Notice of the 37<sup>th</sup> AGM, and instructions for e-voting are being sent through electronic mode to those members whose email addresses are registered with the Company / Registrar to an Issue and Share Transfer Agents (RTA)/ Depository Participant(s) (DP). Additionally, in accordance with Regulation 36(1)(b) of the Listing Regulations, the Company is also sending the letter to the Members whose e-mail ids are not registered with the Company/RTA/DP providing the weblink of Company's website from where the Annual Report for the financial year 2025-26 can be accessed.
11. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Annual Report including Notice of 37<sup>th</sup> AGM of the Company has been uploaded on the website of the Company at [www.pearlglobal.com](http://www.pearlglobal.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.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 RTA, MUFUG Intime India Private Limited (Formerly 'Link Intime India Private Limited') at [delhi@in.mpms.mufg.com](mailto:delhi@in.mpms.mufg.com) to receive copies of the Annual Report 2025-26 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, MUFG Intime India Private Limited (Formerly 'Link Intime India Private Limited') either by email to <a href="mailto:delhi@in.mpms.mufg.com">delhi@in.mpms.mufg.com</a> or by post to MUFG Intime India Private Limited, Noble Heights, 1 <sup>st</sup> 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.

Pursuant to the notification dated November 18, 2025, SEBI mandated that all payments towards dividends, interest, redemption or repayment amounts shall be made through Electronic Mode only. Accordingly the Company has sent notices to shareholders on January 12, 2026 to register their bank account details with the Depository Participants (for demat shares) or with the RTA for physical shares so that the dividend can be directly credited into their bank account.

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](mailto: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	2 <sup>nd</sup> Interim Dividend FY 2025-26	1 <sup>st</sup> Interim Dividend FY 2025-26
Date of Declaration	May 14, 2026	November 11, 2025
Record Date	May 21, 2026	November 17, 2025
Rate of Dividend per share (Face Value of ₹ 5/- per share)	₹ 8.50/- per Share	₹ 6/- per Equity Share
%	170	120
<b>Total Payout (₹ in lakhs)</b>	<b>3,925.65</b>	<b>2,762.45</b>

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, 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
March 31, 2025	₹ 6.50/- (Interim)	May 20, 2025	June 19, 2032	July 18, 2032
March 31, 2026	₹ 6.00/- (Interim)	November 11, 2025	December 10, 2032	January 09, 2033
March 31, 2026	₹ 8.50/- (Interim)	May 14, 2026	June 13, 2033	July 12, 2033

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, 1<sup>st</sup> Floor, Plot NH-2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi-110058.

- Members who wish to obtain any information about the Company or the financial statements for the financial year ended March 31, 2026, may send their queries at [investor.pgil@pearlglobal.com](mailto:investor.pgil@pearlglobal.com) at least 7 (Seven) days before the date of 37<sup>th</sup> AGM. The same will be replied by/ on behalf of the Company suitably.
- In case of joint holders attending the 37<sup>th</sup> 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 37<sup>th</sup> AGM using electronic voting system ('remote e-voting') and e-voting (during the 37<sup>th</sup> AGM), provided by NSDL and the businesses may be transacted through such voting.

Only those Members who will be present in the 37<sup>th</sup> 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 37<sup>th</sup> AGM.

Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of 37<sup>th</sup> 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](mailto:investor.pgil@pearlglobal.com) or [delhi@in.mpms.mufg.com](mailto:delhi@in.mpms.mufg.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.

### THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The voting period begins on July 17, 2026 (10:00 AM IST) and ends on July 19, 2026 (5:00 PM IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. July 13, 2026, may cast their vote electronically. 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 July 13, 2026.

#### 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
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>‘IDeAS’</b> section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon <b>“Login”</b> which is available under <b>‘Shareholder/Member’</b> section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> <li>5. Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

**NSDL Mobile App is available on**



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>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 &amp; 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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**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 digits client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) “**Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto: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.
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 authorized signatory(ies) who are authorized to vote, to the Scrutinizer CS Jayant Sood (C.P. No.: 22410) proprietor of M/s Jayant Sood and Associates (Company Secretaries) by e-mail to [jayantksood@benchwalklaw.com](mailto:jayantksood@benchwalklaw.com) with a copy marked to [evoting@nsdl.com](mailto: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](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022- 4886 7000 or send a request to Ms. Pallavi Mhatre, NSDL Official at [evoting@nsdl.com](mailto:evoting@nsdl.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 provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investor.pgil@pearlglobal.com](mailto:investor.pgil@pearlglobal.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investor.pgil@pearlglobal.com](mailto:investor.pgil@pearlglobal.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholders/members may send a request to [evoting@nsdl.com](mailto: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 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](mailto: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 in NSDL portal at the link <https://vcnow.live/portal/event/pearlglobal-speaker-registration> between July 13, 2026 till July 16, 2026.
- 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. 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 37<sup>th</sup> 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 submit the Scrutinizer Report not later than 2 working days of conclusion of the meeting to the Chairman or a person authorised by him in writing or Company Secretary who shall countersign the same.
21. The Results of the 37<sup>th</sup> 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](http://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 under Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 3 and 4 of the 37<sup>th</sup> AGM Notice.**

### ITEM NO. 3

Members may kindly note that the tenure of Ms. Neha Khanna as an Independent Director of the Company will conclude on June 20, 2026. In terms of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), any vacancy arising due to the expiration of the term of a director is required to be filled by the listed entity no later than the date on which such office is vacated.

Accordingly, the Nomination and Remuneration Committee ("NRC") after considering and evaluating the skills, experience and knowledge that would be available to the Board of Directors and pursuant to the provisions of the Articles of Association of the Company and Section 149 and 161(1) of the Companies Act, 2013 ("the Act") and Regulation 16(b), 17, 25(2A) of Listing Regulations, recommended the appointment of Mr. Rajesh Kumar Singh (DIN: 11690324) as an Independent Director of the Company to the Board of Directors.

The Board of Directors of the Company, at its meeting held on May 14, 2026, appointed Mr. Rajesh Kumar Singh as an Additional Director (Non-Executive Independent Director) of the Company, pursuant to Section 161 of the Act, to hold office upto the date of ensuing Annual General Meeting.

#### Brief Profile

Mr. Rajesh Kumar Singh is a retired General Manager from the State Bank of India, possessing over 36 years of expertise in finance, operations and strategic planning. A Bachelor of Science (Hons.) and CAIIB professional, he has held pivotal leadership roles, including 12 years in the Corporate Clients Group as General Manager and Business Head. His diverse career includes significant international experience as the Chief Operating Officer of the Indian Visa Application Centre in Dhaka, Bangladesh and a specialized governance role as Chairman of the Central Electricity Authority's Bid Evaluation Committee for more than two years.

The Board is of the opinion that Mr. Rajesh Kumar Singh will bring substantial value to the Company through his extensive experience in banking, financial management and strategic leadership gained over a distinguished career. His deep expertise in evaluating the large scale businesses and understanding of the risk management will strengthen the Company's decision-making processes.

Overall, his multidimensional experience, professional qualifications and proven leadership abilities will significantly contribute to the Board's effectiveness, particularly in areas of financial discipline, strategic planning and risk mitigation.

The Company has received declaration from Mr. Rajesh Kumar Singh that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from him stating that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. Mr. Rajesh Kumar Singh is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority. He has registered himself with the databank maintained by IICA as an Independent Director in compliance with the provisions of Section 150 of the Act and Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time.

Mr. Rajesh Kumar Singh shall be paid remuneration by way of Sitting Fees 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. He will not be liable to retire by rotation.

A copy of the letter of appointment setting out the terms and conditions for the appointment of Mr. Rajesh Kumar Singh as an Independent Director is available for inspection on the website of the Company i.e. [www.pearlglobal.com](http://www.pearlglobal.com).

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

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

In accordance with the provisions of Sections 149, 150, 152 read with Schedule IV of the Act and other applicable provisions of the Act, the appointment of Mr. Rajesh Kumar Singh as an Independent Director for a period of three (3) consecutive years with effect from May 14, 2026 upto May 13, 2029 (both days inclusive) is subject to the approval of Members of the Company.

Further, in terms of Regulation 25(2A) of the Listing Regulations, appointment of Mr. Rajesh Kumar Singh as an Independent Director requires approval of members of the Company by passing a special resolution.

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

Except Mr. Rajesh Kumar Singh, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution as set out in this Notice. Further, Mr. Rajesh Kumar Singh is not related to any Director or Key Managerial Personnel of the Company.

#### ITEM NO.4

Your Company, Pearl Global Industries Limited (PGIL) is engaged into the business of manufacturing, sourcing and trading of ready to wear apparels in India and overseas, through its overseas subsidiaries. The Manufacturing facilities of the Company are established In India, Bangladesh, Indonesia, Vietnam and Guatemala. Given the nature of business, the Company and its subsidiaries work closely with related parties (including group companies) to achieve overall business objectives and enter into various operational transactions with its related parties, from time to time, in the ordinary course of business and on arm's length basis.

One of the manufacturing facilities of the Company at Bangladesh is operated through Subsidiary, Norp Knit Industries Limited ("Norp Knit") wherein your Company holds 99.99% of the equity share capital. The said Company is engaged into manufacturing of ready-to-wear apparel. Also, the Company has its overseas trading and sourcing arm at UAE, through its Wholly Owned Subsidiary, Pearl Global Industries FZCO ("PGFZCO").

The proposed transactions are part of an internal business restructuring initiative aimed at improving operational efficiency and customer convenience. Certain customers and business operations currently serviced through Hong Kong will gradually transition to UAE under PGFZCO. Accordingly, billing for these customers will shift from Hong Kong to UAE, which may result in revenues shifting from Hong Kong to UAE. The restructuring is intended to streamline the operations while diversifying geographically revenue booking, optimizing logistics and commercial processes, and strengthen the Group's regional business platform. The overall economic benefit remains within the Group.

These transactions, being operational and critical in nature, play a significant role in Company's business at a group level. Therefore, in order to secure continuity of operations in normal course of the business and meet the requirements of overseas customers, trading and sourcing activities are being undertaken by PGFZCO with Norp Knit. It is in the above context that the Resolution is proposed for the approval of the Shareholders of the Company.

Amongst the transactions that the Company and its various subsidiaries enter into with the related parties, the estimated value of the contract(s)/arrangement(s)/transaction(s) between the above two group companies may exceed the threshold prescribed for material Related Party Transactions within the meaning of Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') i.e. for entities with consolidated turnover up to ₹ 2,00,00,00,00,000 (Rupees Twenty Thousand Crore), threshold is 10% (Ten percent) of the annual consolidated turnover of the Company, as per the last audited financial statements.

Members may note that the group companies have been undertaking such inter-se transactions of similar nature in the past financial years also, in the ordinary course of business and on arms' length after obtaining requisite approvals from

the Audit Committee, Board of Directors and Shareholders (wherever applicable). The maximum annual value of the proposed transactions is estimated on the basis of current transactions and also on future business projections.

In line with Company's well-defined and structured governance process for related party transactions, the transactions are undertaken after review and certification by leading accounting firms (Big 4 accounting firms) confirming that the proposed pricing mechanism for a particular transaction meets the arm's length criteria and ensure compliance with applicable tax laws, transfer pricing regulations and governance standards. The Audit Committee considers the certifications of accounting firm and conducts a review before granting approval to any related party transaction. It may be noted that the related party transactions are approved by only non-interested Independent Directors who are members of the Audit Committee. In terms of Company's policy on related party transactions, the Audit Committee of the Company reviews the details of all Related Party Transactions entered into by the Company during the previous quarter, pursuant to its approval.

Members may note that the said Related Party Transactions, placed for Members' approval, shall, at all times, be subject to prior approval of the Audit Committee of the Company and shall continue to be in the ordinary course of business and at arm's length. The transactions shall also be reviewed/ monitored on periodic basis by the Audit Committee of the Company in terms of the applicable provisions of SEBI Listing Regulations and relevant circular(s) made thereunder and shall remain within the proposed amount(s) being placed before the Members. Any subsequent material modifications in these transactions, as may be defined by the Audit Committee as a part of Company's Policy on Related Party Transactions, shall be placed before the Members for approval, in terms of Regulation 23(4) of SEBI Listing Regulations.

As required under Regulation 23 of the SEBI Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 and read with SEBI Circular bearing reference no. SEBI/HO/CFD/CFD-PoD2/P/CIR/2025/93 dated June 26, 2025, as per revised Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions, Audit Committee has reviewed and approved the transactions proposed to be entered between the two subsidiary companies.

The Board of Directors of the Company, at its meeting held on May 14, 2026, on the approval and recommendation of the Audit Committee and subject to approval of the Members, approved the above proposals such that the maximum value of the Related Party Transactions with the particular related party in the financial year does not exceed the amount as proposed aforesaid in the resolutions. It is hereby confirmed that the value of the transactions (for which the approval is being sought) for the period commencing from April 1, 2026 till the date of approval of shareholders will not exceed the materiality threshold.

The details as required under Regulation 23 of the SEBI Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 and read with SEBI Circular bearing reference no. SEBI/HO/CFD/CFD-PoD2/P/CIR/2025/93 dated June 26, 2025, as per revised Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” are as follows:

**Information related to the Related Party Transaction, disclosed to the Audit Committee as per SEBI Circular bearing reference no. SEBI/HO/CFD/CFD-PoD2/P/CIR/2025/93 dated June 26, 2025**

Sr. No.	Particulars of the information	Information provided by the Management																	
<b>A(1): Basic details of the related party</b>																			
1	Name of the Related Party(ies)	Pearl Global Industries FZCO Norp Knit Industries Limited																	
2	Country of incorporation of the related party	Pearl Global Industries FZCO- UAE Norp Knit Industries Limited- Bangladesh																	
3	Nature of business of the related party	Norp Knit Industries Limited – Manufacturing of Apparels Pearl Global Industries FZCO – Trading of Apparels																	
<b>A(2): Relationship and ownership of the related party</b>																			
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party — including nature of its concern (financial or otherwise) and the following:	Pearl Global Industries FZCO – It is the Wholly-Owned Subsidiary of Pearl Global (HK) Limited which is 100% subsidiary of Pearl Global Industries Limited Norp Knit Industries Limited – It is the Subsidiary of Pearl Global Industries Limited																	
	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Pearl Global Industries Limited is holding 100% stake in Pearl Global Industries FZCO (PGFZCO) through its wholly owned subsidiary Pearl Global (HK) Limited Pearl Global Industries Limited is holding 99.99% stake in Norp Knit Industries Limited (Norp Knit)																	
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable																	
	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	Not Applicable																	
<b>A(3): Details of previous transactions with the related party</b>																			
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	<table border="1"> <thead> <tr> <th style="text-align: center;">Year</th> <th style="text-align: center;">Nature of Transactions</th> <th style="text-align: center;">Amount (₹ in Crores)</th> <th style="text-align: center;">Parties</th> </tr> </thead> <tbody> <tr> <td rowspan="4" style="text-align: center;">2025-26</td> <td>Sale of Goods</td> <td style="text-align: right;">21.43</td> <td>Norp Knit to PGFZCO</td> </tr> <tr> <td>Dividend paid</td> <td style="text-align: right;">23.11</td> <td>Norp Knit to PGIL</td> </tr> <tr> <td>Sale of Goods</td> <td style="text-align: right;">0.82</td> <td>PGIL to Norp Knit</td> </tr> <tr> <td>Sale of Goods</td> <td style="text-align: right;">27.77</td> <td>PGIL to PGFZCO</td> </tr> </tbody> </table>	Year	Nature of Transactions	Amount (₹ in Crores)	Parties	2025-26	Sale of Goods	21.43	Norp Knit to PGFZCO	Dividend paid	23.11	Norp Knit to PGIL	Sale of Goods	0.82	PGIL to Norp Knit	Sale of Goods	27.77	PGIL to PGFZCO
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	Sale of Goods	27.77	PGIL to PGFZCO																
2	Total amount of all the transactions undertaken by the listed entity or Subsidiary with the related party in current financial year upto the quarter immediately preceding the quarter in which the approval is sought.	<table border="1"> <thead> <tr> <th style="text-align: center;">Q4 –2025-26</th> <th style="text-align: center;">Nature of Transactions</th> <th style="text-align: center;">Amount (₹ in Crores)</th> <th style="text-align: center;">Parties</th> </tr> </thead> <tbody> <tr> <td></td> <td>Sale of Goods</td> <td style="text-align: right;">7.99</td> <td>Norp Knit to PGFZCO</td> </tr> <tr> <td></td> <td>Sale of Goods</td> <td style="text-align: right;">0.79</td> <td>PGIL to Norp Knit</td> </tr> <tr> <td></td> <td>Sale of Goods</td> <td style="text-align: right;">19.10</td> <td>PGIL to PGFZCO</td> </tr> </tbody> </table>	Q4 –2025-26	Nature of Transactions	Amount (₹ in Crores)	Parties		Sale of Goods	7.99	Norp Knit to PGFZCO		Sale of Goods	0.79	PGIL to Norp Knit		Sale of Goods	19.10	PGIL to PGFZCO	
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Sr. No.	Particulars of the information	Information provided by the Management																	
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the Listed Entity or its Subsidiary during the last financial year.	Not Applicable																	
<b>A(4): Amount of Proposed Transaction(s)</b>																			
1	Amount of Proposed Transactions being placed for approval in the meeting of the Audit Committee/ Shareholders.	The monetary value for transaction is estimated to be up to ₹ 1,000 crore for FY 2026-27.																	
2	Whether proposed transaction taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? (Yes/ No)	Yes																	
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	The consolidated turnover of the Company is ₹ 5,024.60 crore for FY 2025-26. The proposed transaction will be 19.90% of the company's consolidated turnover for the FY 2025-26.																	
4	Value of proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).	The value of the proposed transactions will be 375.73% of standalone annual turnover of Pearl Global Industries FZCO for FY 2025-26 93.48% of standalone annual turnover of Norp Knit Industries Limited for FY 2025-26																	
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Consolidated Turnover of the Related Parties is not applicable. The value of the proposed transactions will be 375.73% of standalone annual turnover of Pearl Global Industries FZCO for FY 2025-26 93.48% of standalone annual turnover of Norp Knit Industries Limited for FY 2025-26																	
6	Financial performance of the related party for the immediately preceding financial year:  Explanations: The above information is to be given on Standalone basis. If Standalone is not available, provided on Consolidated basis.	The key financial parameters of the related parties is provided below: <table border="1" data-bbox="726 1288 1442 1556"> <thead> <tr> <th>Related Parties</th> <th>Particulars</th> <th>FY 2025-26 (₹ In Crores)</th> </tr> </thead> <tbody> <tr> <td rowspan="3">Pearl Global Industries FZCO</td> <td>Turnover</td> <td>266.15</td> </tr> <tr> <td>Profit after Tax</td> <td>15.25</td> </tr> <tr> <td>Net Worth</td> <td>26.65</td> </tr> <tr> <td rowspan="3">Norp Knit Industries Limited</td> <td>Turnover</td> <td>1,069.75</td> </tr> <tr> <td>Profit after Tax</td> <td>52.24</td> </tr> <tr> <td>Net Worth</td> <td>282.10</td> </tr> </tbody> </table>	Related Parties	Particulars	FY 2025-26 (₹ In Crores)	Pearl Global Industries FZCO	Turnover	266.15	Profit after Tax	15.25	Net Worth	26.65	Norp Knit Industries Limited	Turnover	1,069.75	Profit after Tax	52.24	Net Worth	282.10
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	Net Worth	282.10																	
<b>A(5): Basic details of the Proposed Transaction</b>																			
1	Specific type of the proposed transaction	Purchase/ sale of goods (Apparels) to meet the business objectives/ requirements																	
2	Details of each type of the proposed transaction	Purchase/ sale of goods (Apparels) to meet the business objectives/ requirements																	
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	The approval is being sought for FY 2026-27																	
4	Whether omnibus approval is being sought	No																	
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	The monetary value for transaction is estimated to be up to ₹ 1,000 crore for FY 2026-27																	

Sr. No.	Particulars of the information	Information provided by the Management
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed related party transactions, being operational and critical in nature, play a significant role in Company's business at a group level. Therefore, in order to secure continuity of operations in normal course of the business and meet the requirements of overseas customers, the proposed Related Party Transaction is in the interest of the Company.
7	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</p> <p>Name of the director/ KMP.</p> <p>Shareholding of the director/ KMP, whether direct or indirect, in the related party</p>	<p>Dr. Deepak Kumar Seth (Non-Executive Director- Promoter), Mr. Pulkit Seth (Non-Executive Director- Promoter) and Mrs. Shifalli Seth (Non-Executive Director- Promoter) and Mrs. Payel Seth (Promoter) are direct/indirect beneficial owners in the related parties and are considered to be interested in the transaction.</p> <p>The three Non-Executive Directors, Dr. Deepak Kumar Seth, Mr. Pulkit Seth and Mrs. Shifalli Seth hold 42.04% stake in the listed company (Pearl Global Industries Limited).</p> <p>Pearl Global Industries Limited holds 100% stake in Pearl Global Industries FZCO and 99.99% In Norpknit Industries Limited. The balance 0.01% stake in Norpknit Industries Limited is being held equally by Dr. Deepak Kumar Seth and Mr. Pulkit Seth.</p>
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9	Other Information relevant for decision making	All relevant / important information forms part of this statement setting out material facts pursuant to Section 102 of the Companies Act, 2013
<b>B(1): Disclosure in case of transactions related to Sale, purchase or supply of goods or services or any other similar business transaction and trade advances.</b>		
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	Not Applicable
2	Basis of determination of price	Cost Plus Model
3	<p>In case of Trade Advances (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:</p> <p>Amount of trade advance</p> <p>Tenure</p> <p>Whether same is self-liquidating?</p>	Not Applicable

**Information related to the Related Party Transaction, disclosed to the Shareholder as per  
SEBI Circular bearing reference no. SEBI/HO/CFD/CFD-PoD2/P/CIR/2025/93 dated June 26, 2025**

<b>Sl No.</b>	<b>Particulars of the Information</b>	<b>Details</b>
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable.	Refer above table (Point A1 to A5)
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.	Refer above table (Point A1 to A5)
3	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificates issued by the Managing Director, Group CFO and CFO of the Company, as required under the RPT Industry Standards.
4	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The material RPT has been approved by the Audit Committee, and the Board has recommended the proposed transaction(s) to the shareholders for approval.
5	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not applicable
6	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision making.	Not applicable
7	Any other information that may be relevant.	All relevant / important information forms part of this statement setting out material facts pursuant to Section 102 of the Companies Act.

The Board accordingly recommends the resolutions set forth at item no. 4 of the Notice for approval of the Members as Ordinary Resolution. Pursuant to Regulation 23 of SEBI Listing Regulations, Members may also note that no related party of the Company shall vote to approve item no. 4 of the Notice.

None of the other Directors (except Promoter Directors) and/ or Key Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested, financially or otherwise, in the said resolutions except to the extent of their shareholding and common directorships.

## Annexure I

**Details of Directors seeking appointment/reappointment under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2.**

The following details sets out the material facts relating to the business mentioned under Item No. 2 and 3 of the 37<sup>th</sup> AGM notice.

Name	Mr. Pulkit Seth	Mr. Rajesh Kumar Singh
DIN	00003044	11690324
Date of birth	February 05, 1980	February 01, 1965
Age	46 years	61 years
Nationality	Indian	Indian
Qualification	Bachelor of Business Management Degree from Leonard N. Stern School of Business, University of New York, USA.	B.Sc (Hons.) and CAIIB (Part I and II)
Brief resume and nature of expertise in specific functional areas	He has over twenty-three years of experience in the Apparel Industry spearheading the domestic & overseas operations of the Group and has played an important role in streamlining business processes.	As provided in the explanatory statement in Item No.3.
Disclosure of relationships between directors inter-se	Mr. Pulkit Seth is the son of Dr. Deepak Kumar Seth, Chairman and Non-Executive Director; and Spouse of Mrs. Shifalli Seth, Non-Executive Director of the Company.	Nil
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board (along with listed entities from which the person has resigned in the past three years);	Pearl Global Industries Limited He holds membership in Stakeholders Relationship Committee and Chairmanship in Finance Committee of the Company.	Nil
Directorships in Unlisted Companies (excluding foreign Companies)	Pearl Global Kaushal Vikas Limited Gogreen Apparel Limited (formerly SBUYS E-Commerce Limited) PS Arts Private Limited Sead Apparels Private Limited	Nil
Shareholding of Non-Executive directors in the listed entity, including shareholding as a beneficial owner	1,38,95,242 Equity Shares of ₹ 5/- each i.e. 30.11%	None
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	As provided in the explanatory statement in Item No.3.
Date of first appointment on the Board	November 01, 2004	May 14, 2026
Number of Board Meeting attended during the year	4 out of 4 Meetings in FY 2025-26 and; 1 out of 1 Meeting in FY 2026-27	Not applicable
Terms and conditions of re-appointment	Mr. Pulkit Seth, the retiring Director, being eligible, offers himself for re-appointment. The Board of Directors of the Company propose to appoint Mr. Pulkit Seth as a Director, liable to retire by rotation.	Not Applicable

<b>Name</b>	<b>Mr. Pulkit Seth</b>	<b>Mr. Rajesh Kumar Singh</b>
Remuneration (including sitting fees, if any) last drawn and proposed remuneration	Remuneration by way of sitting fees 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.	Remuneration by way of sitting fees 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	Mr. Rajesh Kumar Singh, has held top positions with SBI (India's Largest Public Sector Bank), brings with him over 36 years of distinguished experience in Marketing, Finance, Operations, Leadership and Strategic Planning in India and Overseas. His deep expertise in evaluating the large scale businesses and understanding of the risk management will strengthen the Company's decision-making processes. Overall, his multidimensional experience, professional qualifications, and proven leadership abilities will significantly contribute to the Board's effectiveness, particularly in areas of financial discipline, strategic planning and risk mitigation.

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

Place: Gurugram  
Date: May 14, 2026

(Shilpa Saraf)  
**Company Secretary**  
ICSI M. No.: ACS-23564