PEARL GLOBAL
Exceeding Expectations...Always

PEARL GLOBAL INDUSTRIES LIMITED
CIN: L74899HR1989PLC140150
Registered & Corporate Office: Pearl Tower, Plot No.51, Sector-32, Gurugram-122001 (Haryana)
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E-mail: investor.pgil@pearlglobal.com

POSTAL BALLOT NOTICE

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

VOTING STARTS ON	VOTING ENDS ON
Friday, August 07, 2026 at 10:00 a.m. (IST)	**Saturday, September 05, 2026 at 5:00 p.m.(IST)**

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rule(s) 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/conducting postal ballot process through e-Voting vide General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 read with other relevant circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as 'MCA Circulars'), to transact the special business as set out hereunder by passing Resolutions, by way of postal ballot only, by voting through electronic means ('remote e-Voting').

Pursuant to Section 102(1) read with Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/rationale thereof ('Statement') is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms an integral part of this Notice.

The detailed procedure for remote e-Voting forms part of the 'Notes' section to this Notice. The Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-Voting facility to the Members. The instructions for remote e-Voting are appended to this Notice.

SPECIAL BUSINESS:

Item No. 1. Appointment of Major General Sandeep Vohra (Retd.) (DIN: 11824360) as Director of the 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 the Section 152 of the Companies Act, 2013 ("the Act"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Articles of Association of the Company, the Nomination and Remuneration Policy of the Company and on the basis of approval and recommendation of the Nomination and Remuneration Committee, Major General Sandeep Vohra (Retd.) (DIN: 11824360), who was appointed by the Board of Directors as an Additional Director with effect from August 05, 2026 in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company with effect from August 05, 2026, not liable to retire by rotation**.**

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."

Item No. 2. Appointment of Major General Sandeep Vohra (Retd.) (DIN: 11824360) as Whole-Time Director of the 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 Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and in terms of Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and other applicable provisions, if any (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), Articles of Association of the Company, Nomination and Remuneration Policy of the Company and on the recommendation of Nomination and Remuneration Committee and the Board of Directors, approval of the members of the Company be and is hereby accorded to appoint Major General Sandeep Vohra (Retd.) (DIN: 11824360) as Whole-Time Director of the Company for a period of three (3) consecutive years effective from August 05, 2026 to August 04, 2029.

RESOLVED FURTHER THAT Major General Sandeep Vohra (Retd.) shall be entitled to an annual remuneration not exceeding Rs. 40.00 Lakh per annum (Basic Salary, Allowances, Variable pay/Incentives/Bonus), reimbursement of actual business expenses and other benefits as per the Company's rules.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to revise, modify or vary the remuneration, perquisites and other benefits from time to time subject to the limits prescribed under Schedule V and other applicable provisions of the Act and the rules made thereunder.

RESOLVED FURTHER THAT in terms of applicable provisions and Schedule V of the Act wherein in any financial year during the currency of tenure of Major General Sandeep Vohra (Retd.) as a Whole-Time Director, the Company has no profits or its profits are inadequate, the Company may pay the remuneration to Major General Sandeep Vohra (Retd.), in his professional capacity, within the limits as set out under Schedule V of the Act (including any statutory modification(s) or re-enactment) as the minimum remuneration.

RESOLVED FURTHER THAT Major General Sandeep Vohra (Retd.), shall manage the facilities across India and will be responsible for execution of various expansion projects and other administrative functions of the Company and shall perform such other duties and services as shall from time to time be entrusted to him by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be required with respect to the above and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) or Company Secretary to give effect to the aforesaid resolution and to take all necessary steps, including filing of requisite forms with the Registrar of Companies (ROC) and stock exchanges, to give effect to this resolution."

Item No. 3: Issuance of Bonus Equity Shares to the Shareholders of the 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 Section 63 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Share Capital and Debentures) Rules, 2014, Article XXV of the Articles of Association of the Company and in accordance with the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Foreign Exchange and Management Act, 1999 ("FEMA"), and all other applicable provisions, circulars, regulations and guidelines issued from time to time by the Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI) and other statutory authorities and subject to such consents and approvals as may be required from the appropriate authorities and subject to such terms and modifications as may be specified while according such approvals, and pursuant to the recommendation of the Board of Directors of the Company (including any Committee duly constituted by the Board or any authority as may be approved by the Board for the time being exercising the powers conferred on the Board), the consent of the members of the Company be and is hereby accorded to capitalize a sum of Rs. 23,09,52,710/- (Rupees Twenty-Three Crore Nine Lakh Fifty-Two Thousand Seven Hundred Ten only) out of the sum standing to the credit of General Reserve, Capital Redemption Reserve, Securities Premium, Retained Earnings and/or any other permitted reserves/ surplus of the Company, as may be considered appropriate for the purpose of issue and allotment of bonus equity shares and that the said amount be transferred to the Share Capital Account and be applied for issue and allotment of equity shares not exceeding 4,61,90,542 (Four Crore Sixty-One Lakh Ninety Thousand Five Hundred Forty-Two) equity shares of Rs. 5/- each, as fully paid-up bonus shares credited as fully paid up, to the eligible Members of the Company, whose names appear in the Register of Members /List of Beneficial Owners, on such date ("Record Date") as may be determined by the Company for this purpose, in the proportion of 1:1 i.e., 1 (One) new Bonus Equity Share of Rs. 5/- each for 1 (One) existing Equity Share of Rs. 5/- each held as on the Record Date and that the new bonus shares so issued and allotted shall be treated for all purposes as an increase of the nominal amount of the equity share capital of the Company held by each of such member(s) and not as income.

RESOLVED FURTHER THAT the new equity shares of face value of Rs. 5/- each to be issued and allotted as bonus shares shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari-passu* in all respects and carry the same rights as the existing fully paid-up equity shares of the Company.

RESOLVED FURTHER THAT the issue and allotment of the new bonus equity shares to the extent that they relate to Non-Resident Indians ('NRIs') , Foreign Portfolio Investors ('FPIs'), Persons of Indian Origin ('PIO'), Overseas Corporate Bodies ('OCBs') and other foreign investors of the Company, shall be subject to the approval, if any, of the RBI under the FEMA and other applicable rules/regulations/ guidelines issued/amended by RBI from time to time or any other regulatory authority, if any, in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make appropriate adjustments due to the aforesaid issue of Bonus shares with respect to the Employee Stock Options ("ESOPs") of the Company, effective as on the Record Date, pursuant to SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time, such that the exercise price for all outstanding ESOPs (vested but not exercised and unvested stock options including lapsed and forfeited ESOPs available for re-issuance), the number thereof and the number of ESOPs available for future grant(s) as on the Record Date shall be proportionately adjusted under the "Employee Stock Option Plan 2022" ("ESOP 2022") of the Company.

RESOLVED FURTHER THAT pursuant to the SEBI ICDR Regulations and SEBI Listing Regulations, the allotment of shares under bonus issue shall be made in dematerialized form only and thus, in case of members who hold equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the bonus equity shares shall be credited to the Suspense Escrow Demat Account, either new or existing, to hold these shares till they are credited to the beneficiary accounts of the respective members holding shares in physical form within such time as prescribed by law and the relevant authorities, subject to guidelines issued by SEBI in this regard and accordingly, no letter of allotment shall be issued to the allottees of newly issued Bonus equity shares and that the voting rights of the bonus equity shares held in the Suspense Escrow Demat Account shall remain frozen.

RESOLVED FURTHER THAT approval be and is hereby accorded to take necessary steps for listing of the bonus equity shares on BSE Limited & National Stock Exchange of India Limited ("the Stock Exchanges") as per the statutory guidelines/ regulations prescribed by SEBI and any other regulatory authority.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company and/or Ms. Shilpa Saraf, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to perform and execute all such acts, matters, deeds and things as it may consider necessary, expedient, usual or proper to give effect to the resolutions, including but not limited to filing of necessary forms/documents/returns with the Registrar of Companies, SEBI, Stock Exchanges, RBI, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL), Registrar to an Issue and Share Transfer Agent (RTA) of the Company and/ or any other authorities and to deposit requisite amount(s)/fees with said authority(ies) or any other authorities and to comply with all other requirements in this regard and for any matters connected herewith or incidental hereto."

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

Sd/-
(Shilpa Saraf)
Company Secretary & Compliance Officer
ICSI Mem. No. A23564

Place: Gurugram
Date: August 05, 2026

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out the material facts relating to the proposed resolutions and the reasons thereof are annexed hereto and forms part of this Postal Ballot Notice ("Notice"). The Statement also contains the recommendations (along with the rationale) of the Board of Directors of the Company in terms of Regulation 17(11) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the "SEBI Listing Regulations").

2. Necessary information of the Director(s) as required under Regulation 36(3) of the Listing Regulations and the Revised Secretarial Standard on General Meetings (SS-2) issued by the ICSI is annexed to this Notice. The Statement read together with the Annexure hereto and these Notes form an integral part of this Notice.

3. In terms of the MCA Circulars, the Company will send this Postal Ballot Notice in electronic form only and the hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take

place through Remote e-Voting only. Further, the vote in this Postal Ballot cannot be exercised through proxy.

4. In conformity with the regulatory requirements, the Company is sending this Postal Ballot Notice only through e-mail to all the Members of the Company whose names appear in the Register of Members/ List of Beneficial Owners from the National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL"), (collectively referred as "Depositories"), as on **Friday**, **July 31, 2026** (the "Cut-off Date") and who have registered their e-mail address in respect of electronic holdings with the Depository through the concerned Depository Participants ("DP") and in respect of physical holdings with the Company's Registrar to an Issue and Share Transfer Agent, M/s MUFG Intime India Private Limited ("RTA") (Earlier name M/s Link Intime India Private Limited) or the Company.

5. Members who have not registered their e-mail address so far are requested to register their e-mail to receive all communications including Notices and Circulars etc. from the Company electronically. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company, www.pearlglobal.com) duly filled and signed along with requisite supporting documents to the Company's Registrar to an Issue and Share Transfer Agent, M/s MUFG Intime India Private Limited.

6. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and MCA Circulars, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its members. The detailed procedure with respect to e-voting is mentioned in the Notice.

7. The Postal Ballot Notice is also available on the website of the Company at www.pearlglobal.com. The same can also be accessed from the website of the Stock Exchanges i.e. BSE Limited ("BSE") at www.bseindia.com and National Stock Exchanges of India Limited ("NSE") www.nseindia.com, website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

8. Documents, if any, referred to in this Notice are available for inspection at inspection on the website of the Company www.pearlglobal.com till the date of declaration of the results of Postal Ballot.

9. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the Cut-off Date, i.e. **Friday, July 31, 2026,** only shall be entitled to avail the facility of Remote e-Voting. A person who is not a member as on the Cut-off date should treat this Notice for information purposes only. It is however, clarified that all Members of the Company as on the Cut-off Date, including those Members who may not have received this Notice due to non-registration of their e-mail IDs with the Company/RTA/Depositories, shall be entitled to vote in relation to the resolutions specified in this Notice in accordance with the process specified hereinafter, in this Notice.

10. The voting rights of the Members shall be in proportion to their shares in the Paid-up Equity Share Capital of the Company as on the Cut-off Date i.e. **Friday, July 31, 2026**.

11. The Board of Directors in its meeting held on Wednesday, August 05, 2026, have appointed CS Jayant K Sood (C.P. No. 22410), Proprietor of M/s Jayant Sood and Associates (Company Secretaries), as the Scrutinizer for conducting the Postal Ballot / remote e-voting process in a fair and transparent manner.

12. The Scrutinizer will after the conclusion of Remote e-Voting, unblock the votes cast through Remote e-Voting in the presence of at least two witnesses not in the employment of the Company and submit his report to the Chairman or any other person authorised by the Board who shall countersign the same and declare the results of the voting forthwith. The results of the Postal Ballot will be declared within two

working days from the conclusion of e-voting. The Scrutinizer's decision on the validity of remote e-Voting will be final.

13. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars, the details pertaining to this Postal Ballot will be published in one National daily newspaper circulating throughout India (in English language) and one daily newspaper in vernacular language.

14. The results of the Postal Ballot and Report of Scrutinizer will also be displayed at Company's website at www.pearlglobal.com , websites of the Stock Exchanges i.e. BSE at www.bseindia.com and NSE at www.nseindia.com and website of NSDL, remote e-voting facility provider at www.evoting.nsdl.com

15. Details regarding the Remote e-Voting facility are provided below:

Cut-off date for determining the Members entitled to vote through remote e-voting	**Friday, July 31, 2026**
Commencement of e-voting period	**Friday, August 07, 2026 at 10.00 A.M (IST)**
End of e-voting period	**Saturday, September 05, 2026 at 5.00 P.M (IST)**

The remote e-voting module will be disabled after 5:00 PM on Saturday, September 05, 2026.

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

Resolutions, if passed by the Members through Postal Ballot are deemed to have been duly passed on the last date specified for the remote e-voting i.e. Saturday, September 05, 2026, in terms of SS-2 issued by the Institute of Company Secretaries of India.

1. Remote e-Voting Instructions for shareholders:

The steps 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 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 depository account maintained with 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.	1. 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. 2. 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. 3. 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 4. 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. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

	NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	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 use 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 e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 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.

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

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

Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user 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.

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 on NSDL e-Voting system.

How to cast your vote electronically 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 is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to CS Jayant Sood (C.P. No.: 22410), Proprietor of M/s Jayant Sood and Associates (Company Secretaries) 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 at 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Assistant Vice-President, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: evoting@nsdl.com or at telephone no. 022- 48867000.

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.

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 shareholders 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 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 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013, ("the Act") setting out the material facts relating to the businesses under Item Nos. 1 to 3 of the accompanying Notice.

Item Nos. 1 and 2

The Members may kindly note that Mr. Shailesh Kumar, Whole-Time Director ceased to be a Director of the Company upon his resignation from the office of Whole-Time Director with effect from **June 6, 2026**.

Considering the organizational requirements and keeping in view the experience, expertise and skills of Major General Sandeep Vohra (Retd.) (DIN: 11824360), presently serving as Chief Facilitation Officer & Senior Vice President (Projects & Administration), the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on August 05, 2026, approved the appointment of Major General Sandeep Vohra (Retd.) as an Additional Director in the Capacity of Whole-Time Director of the Company, for a period of three years with effect from August 05, 2026 to August 04 2029, subject to the approval of the Members by way of an Ordinary Resolution through Postal Ballot.

The appointment has been made in accordance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule V to the Act and the applicable rules made thereunder, as well as the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015(SEBI Listing Regulations).

A brief profile of Major General Sandeep Vohra (Retd.) has been provided below for members' consideration.

Brief Profile

Major General Sandeep Vohra (Retd.) holds B.Tech. (Civil Engineering) - College of Military Engineering, Pune (JNU), M.Sc. (Defense & Strategic Studies) – University of Madras, Master of Management Studies– Osmania University, Leadership Program for Strategic Leaders - IIM, Indore, Masters Diploma in Public Administration - Indian Institute of Public Administration, New Delhi, M.Phil. (Social Sciences) - Panjab University.

Major General Sandeep Vohra (Retd.) is a distinguished leader with over 37 years of cross-functional experience across strategic planning, large-scale infrastructure development, operational logistics, risk management, and human resources. A veteran of the Indian Army, he brings a proven track record of managing multi-thousand-person teams, directing capital-intensive projects, and navigating complex operational environments with strict adherence to governance and efficiency.

The Board is of the opinion that Major General Sandeep Vohra (Retd.)'s multidimensional experience, professional qualifications, and proven leadership abilities will significantly contribute to the Board's effectiveness.

He shall manage the facilities across India and will be responsible for execution of various expansion projects and other administrative function of the Company and shall perform such other duties and services as shall from time to time be entrusted to him by the Board of Directors of the Company.

Major General Sandeep Vohra (Retd.) has declared that he is not debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority. He is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given consent for appointment as Whole-Time Director for a term of three consecutive years.

Broad particulars of the terms of appointment and remuneration payable to Major General Sandeep Vohra (Retd.) are as under:

A) Gross salary not exceeding Rs. 40.00 Lakh per annum (Basic Salary, Allowances, Variable pay/Incentives/Bonus) from the Company

B) Reimbursement of actual business expenses and other benefits as per Company's rules.

In the event of any change taking place in the relevant laws, rules, schedules, regulations or guidelines or in the event of their being withdrawn, repealed, substituted or differently interpreted at any time hereafter, the Board of Directors of the Company, including a Committee of the Board, if necessary, may revise the terms of remuneration and perquisites as set out hereinabove.

The proposed remuneration is proportionate with the size of the Company and nature of its business and is aligned with the Nomination and Remuneration Policy of the Company as prescribed under the Act and SEBI Listing Regulations. The appointment of Major General Sandeep Vohra (Retd.), as Whole-Time Director and Remuneration payable is within the limits provided under Section 196, 197 and 203 read with Schedule V and other applicable provisions of the Act.

Detailed particulars of Major General Sandeep Vohra (Retd.), including disclosures as required under the Act, the Secretarial Standard on General Meetings (SS-2), and the SEBI Listing Regulations, are provided in the **Annexure-1** forming part of this Postal Ballot Notice.

Accordingly, the approval of the members is sought by way of Ordinary Resolution as set out in Item Nos.1 and 2 of the Notice.

Except Major General Sandeep Vohra (Retd.), 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.

THE STATEMENT PURSUANT TO SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013

I. GENERAL INFORMATION		
1	Nature of industry	Pearl Global Industries Limited is engaged in manufacture and exports of Ready to wear apparels.
2	Date or expected date ofcommencement of commercial production	The date of commencement of commercial production (in erstwhile Pearl Global Limited, since merged with the Company) was December 7, 1987.
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable.

4	Financial performance based on given indicators	(see table below)

Particulars	2025-26 Standalone	2025-26 Consolidated	2024-25 Standalone	2024-25 Consolidated	2023-24 Standalone	2023-24 Consolidated
(in Crore)						
Revenue	1,081.28	5,024.60	1,196.16	4,506.29	953.66	3,436.15
Profit Before Tax	77.92	309.30	62.95	267.33	30.47	192.06
Profit after Tax	68.82	270.02	54.90	230.77	28.23	169.12

5	Foreign investments or collaborators, if any	Apart from 62,21,640 equity shares of Rs. 5/- each of your Company being held by NRI/FPI/ Members/Folios representing approx. 13.39% of the total paid up Capital of the Company as on June 30, 2026, there is no other foreign investment in the Company.

II. INFORMATION ABOUT THE APPOINTEE

	Information	Major General Sandeep Vohra (Retd.) (DIN: 11824360)
1	Background Details	Major General Sandeep Vohra (Retd.), 59 years, holds B.Tech. (Civil Engineering) - College of Military Engineering, Pune (JNU), MSc (Defence & Strategic Studies) – University of Madras, Master of Management Studies– Osmania University, Leadership Programme for Strategic Leaders - IIM, Indore, Masters Diploma in Public Administration - Indian Institute of Public Administration, New Delhi, M.Phil. (Social Sciences) - Panjab University. Major General Sandeep Vohra (Retd.) is a distinguished leader with over 37 years of cross-functional experience across strategic planning, large-scale infrastructure development, operational logistics, risk management, and human resources. A veteran of the Indian Army, he brings a proven track record of managing multi-thousand-person teams, directing capital-intensive projects, and navigating complex operational environments with strict adherence to governance and efficiency.
2	Past Remuneration	Not Applicable as it is his first appointment as a Director.
3	Recognition or Awards	Awarded 4 times in Service for Professional Competence in the Indian Army.
4	Job Profile and their Suitability	Major General Sandeep Vohra (Retd.), Whole-Time Director shall manage the facilities across India and will be responsible for execution of various expansion projects and other administrative function of the Company and shall perform such other duties and services as shall from time to time be entrusted to him by the Board of Directors of the Company.
5	Remuneration Proposed	Not exceeding Rs. 40.00 Lakh per annum, excluding reimbursements and other benefits as per company's policy.
6	Comparative Remuneration profile with respect to industry, size of the company profile of position and person	Considering the experience and responsibilities of Major General Sandeep Vohra (Retd.), the remuneration being proposed to be paid to him is reasonable and in line with remuneration levels in the industry.
7	Pecuniary relationship	Not related.

	directly or indirectly with the company or with the managerial personnel, if any.	
III. OTHER INFORMATION		
1	Reasons of loss or inadequate profits	The profit on standalone basis is inadequate, however on consolidated level the performance of the Company is exceptionally well. The revenue segmentation of India Business is majorly from outside India, in a highly competitive and transparent industry, leaving a lower space for margins for India Entity. Additionally, the USA tariff burden had significantly impacted the Company's operations in FY 2025-26.
2	Steps taken or proposed to be undertaken for improvements	The Company is taking suitable steps to increase the profit of the Company like operational efficiencies, better products mix, new customer addition.
3	Expected increase in productivity and profits in measurable terms	The Standalone Turnover of your Company during the year 2025-26 was Rs. 1081.28 Crores and Profit after tax was Rs. 68.82 crore. As per the current market scenario, the Company aims at achieving ~ 12-14% CAGR of revenue over the next 3 to 4 years driven by volume growth between 12-14% and aim to achieve a double-digit EBITDA over the coming years
IV. OTHER DETAILS		
The Company has not defaulted in payment of dues to any Bank or Public Financial Institution or any other Secured Creditor.		

<u>Item No. 3</u>

The Board of Directors at their meeting held on Wednesday, August 05, 2026 have recommended the issue of bonus shares in the proportion of 1:1 i.e. 1 (One) new fully paid up bonus equity share of Rs.5/- each for every 1 (One) existing fully paid up equity share of Rs. 5/- each of the Company held by the members of the Company as on the Record Date, as may be fixed by the Company, by capitalization of a sum of Rs. 23,09,52,710 (Rupees Twenty-Three Crore Nine Lakh Fifty-Two Thousand Seven Hundred Ten Only) out of the sum standing to the credit of General Reserve, Capital Redemption Reserve, Securities Premium and Retained Earnings and/or any other permitted reserves/ surplus of the Company, as may be considered appropriate for the purpose of issue and allotment of bonus equity shares and that the said amount be transferred to the Share Capital Account and be applied for issue and allotment of equity shares not exceeding 4,61,90,542 (Four Crore Sixty-One Lakh Ninety Thousand Five Hundred Forty-Two) equity shares of Rs. 5/- each, as fully paid-up bonus shares.

Consequently, the paid-up equity share capital of the Company would increase to Rs. 46,19,05,420/- (Rupees Forty-Six Crore Nineteen Lakh Five Thousand Four Hundred Twenty Only) consisting of 9,23,81,084 (Nine Crore Twenty Three Lakh Eighty One Thousand and Eighty-Four) Equity Shares of Rs. 5/- each.

The Board is of the opinion that the proposed issuance of bonus equity shares will facilitate participation of retail investors in the Company's future growth and improve the liquidity of the equity shares thereby making equity shares of the Company affordable and will broaden the shareholder base in the Company.

Pursuant to Section 63 of the Companies Act, 2013 ("the Act"), the Company can issue the fully paid-up Bonus Shares by capitalizing the reserves and surplus and further the Article XXV of the Articles of Association of the Company permit capitalization of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts (including Capital Redemption Reserve and /or General Reserves), or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the members as fully paid bonus shares.

In terms of Section 63 of the Act read with rules made thereunder and other applicable statutory and regulatory approvals, the issue of bonus equity shares requires members' approval. The bonus issue shall be implemented within two months from the date of the meeting of its Board of Directors i.e. Wednesday, August 05, 2026, wherein the decision to announce the bonus issue was taken subject to members' approval. Accordingly, approval of members is sought for passing the ordinary resolution set out at Item No. 3 of this Postal Ballot Notice.

The issue of bonus shares, if approved by the members, will be made in line with the provisions of Section 63 of the Act, Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Foreign Exchange and Management Act, 1999 ("FEMA"), or any other statutory provisions for the time being in force and subject to consents and approvals as may be required from the appropriate authorities.

Pursuant to SEBI ICDR Regulations and SEBI Listing Regulations, the allotment of shares in bonus issue shall be made only in dematerialized form and thus, in case of members who hold equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the bonus equity shares shall be credited to the Suspense Escrow Demat Account opened in this regard, within such time as prescribed by law and the relevant authorities, subject to guidelines issued by SEBI in this regard. No letter of allotment shall be issued to the allottees of newly issued Bonus shares.

The new equity shares of Rs. 5/- each to be issued and allotted as bonus shares shall be subject to the provisions of the Memorandum & Articles of Association of the Company and shall rank *pari-passu* in all respects and carry the same rights as the existing fully paid-up equity shares of the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise in the said resolution except to the extent of their respective shareholding, if any, in the Company. Promoter and Promoter Group are deemed to be interested to the extent of their respective shareholding, if any, in the Company.

Accordingly, the Board of Directors of the Company recommends Resolution No. 3 of this notice for your approval as an Ordinary Resolution.

Annexure 1

Details of Directors being appointed/re-appointed as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard - 2.

Name	**Major General Sandeep Vohra (Retd.)**
DIN	11824360
Date of birth	June 21, 1967
Age	59 years
Nationality	Indian
Qualification	B.Tech. (Civil Engineering) - College of Military Engineering, Pune (JNU), M.Sc. (Defence & Strategic Studies) – University of Madras, Master of Management Studies– Osmania University, Leadership Program for Strategic Leaders - IIM, Indore, Masters Diploma in Public Administration - Indian Institute of Public Administration, New Delhi, M.Phil. (Social Sciences) - Panjab University

Brief resume and nature of expertise in specific functional areas,	Major General Mr. Sandeep Vohra (Retd.) is a distinguished leader with over 37 years of cross-functional experience across strategic planning, large-scale infrastructure development, operational logistics, risk management, and human resources. A veteran of the Indian Army, he brings a proven track record of managing multi-thousand-person teams, directing capital-intensive projects, and navigating complex operational environments with strict adherence to governance and efficiency.
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	August 05, 2026
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)	NIL
Memberships/ Chairmanships of Committees across all companies	Not applicable
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	Not applicable
Relationship between Directors and other KMPs inter-se	None
Number of meetings of the Board Meeting attended during the year	Not applicable
Terms and conditions of re-appointment	As per the resolutions at Item No.1&2 of the Notice of the Postal Ballot read with explanatory statement thereto, Major General Mr. Sandeep Vohra (Retd.) is proposed to be appointed Director in the capacity of Whole-Time Director w.e.f. August 05, 2026, not liable to retire by rotation.
Remuneration (including sitting fees, if any) last drawn and proposed remuneration	As provided in the explanatory statement
Justification for choosing the appointees for appointment as Independent Directors	Not Applicable

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

Sd/-
(Shilpa Saraf)
Company Secretary & Compliance Officer
ICSI Mem. No. A23564

Place: Gurugram
Date: August 05, 2026