



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

**CIN:** L25209DL1971PLC005535

**Tel. No.:** +91-11-47385300

**Email:** [pearl@pearlpet.net](mailto:pearl@pearlpet.net), **Website:** [www.pearlpet.net](http://www.pearlpet.net)

April 19, 2024

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

**Sub:** Notice of Postal Ballot

**Ref:** Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

With reference to our letter dated 18<sup>th</sup> April, 2024, we are enclosing herewith a copy of Notice of Postal Ballot seeking approval of the shareholders.

In compliance with the relevant circulars issued by Ministry of Corporate Affairs ('MCA') and Securities and Exchange Board of India ('SEBI'), the Notice of Postal Ballot has been sent to all the Shareholders of the Company whose email addresses are registered with the Company/ Depository Participant(s).

The Remote E-Voting period commences on Saturday, 20<sup>th</sup> April, 2024 at 9:00 A.M. (IST) and ends on Sunday, 19<sup>th</sup> May, 2024, at 5:00 P.M. (IST). The results of the Postal Ballot will be declared on or before Tuesday, 21<sup>st</sup> May, 2024. The Postal Ballot Notice is also available on the website of the Company at <https://pearlpet.com/pages/about-us-1#investor> and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

You are requested to take the same on record.

Thanking you,

Yours faithfully,  
For Pearl Polymers Limited

Aman Thakran  
Company Secretary

Encl as above

## Pearl Polymers Limited

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

(CIN: L25209DL1971PLC005535)

Tel. No.:+91-11-47385300, Email: [pearlsecretarial@pearlpet.net](mailto:pearlsecretarial@pearlpet.net), Website: [www.pearlpet.net](http://www.pearlpet.net)

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### NOTICE OF POSTAL BALLOT

**NOTICE** is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), and the Companies (Management and Administration) Rules, 2014 (“Rules”) read together with the General Circular Nos. 14/2020 dated April 8, 2020; 17/2020 dated April 13, 2020; 22/2020 dated June 15, 2020; 33/2020 dated September 28, 2020; 39/2020 dated December 31, 2020; 10/2021 dated June 23, 2021; 20/2021 dated December 8, 2021; 03/2022 dated May 5, 2022; 11/2022 dated December 28, 2022 and 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA Circulars”), Secretarial Standard on General Meetings, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time) and other applicable laws, rules and regulations, that the Resolution(s) as set out below are proposed to be passed by Shareholders of the Company through Postal Ballot by way of Remote E-Voting process.

In accordance with the MCA Circulars, the Company will send Postal Ballot Notice (“Notice”) by email to the Shareholders whose email addresses are registered with the Company/Depositories and accordingly please follow the process provided in this Notice. The Notice is also available on the Company’s website at <https://pearlpet.com/pages/about-us-1#investor> and on the website of the Stock Exchanges i.e. BSE Limited (“BSE”), National Stock Exchange of India Limited (“NSE”) and on the website of National Securities Depository Limited (“NSDL”) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the Resolution(s) setting out the material facts and reasons thereof, is appended to this Notice.

The Board of Directors (“the Board”) of the Company at its meeting held on April 18, 2024 has appointed Ms. Rashmi Sahni, Practicing Company Secretary (Membership No. ACS: 25681; CP No: 10493), to act as the Scrutinizer for conducting the Postal Ballot / remote e- voting process in a fair and transparent manner.

The remote e-voting period commences on **Saturday, April 20, 2024 at 9.00 a.m. (IST)** and ends on **Sunday, May 19, 2024 at 5.00 p.m. (IST)**. The Scrutinizer shall submit his report to the Chairman of the Company or a person authorised by him upon completion of the scrutiny of the votes cast through remote e- voting. The results of Postal Ballot along with the Scrutinizer Report will be declared on or before **Tuesday, May 21, 2024**.

The said results shall be communicated to the BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com) where the shares of the Company are listed. The results shall also be placed on the website of the Company at <https://pearlpet.com/pages/about-us-1#investor> and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

### **SPECIAL BUSINESS**

#### **1. Appointment of Mrs. Anupama Halder (DIN: 07170733) as an Independent Director**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013; Companies (Appointment and Qualification of Directors) Rules, 2014 (“Act”), Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), (including any statutory modification(s) or re-enactment thereof for the time being in force) and upon the

recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors; Mrs. Anupama Halder (DIN: 07170733) and who is eligible and meets the criteria of Independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Shareholder proposing her candidature for the office of a Director, be and is hereby appointed as a Non- Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from 27<sup>th</sup> May, 2024 to 26<sup>th</sup> May, 2029 (both days inclusive).

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

By Order of the Board of Directors  
Aman Thakran  
Company Secretary  
(M. No. ACS66476)

Place: New Delhi  
Date: 18<sup>th</sup> April, 2024

**NOTES:**

1. The explanatory statement pursuant to Section 102 and 110 of the Act read with applicable rules framed thereunder concerning the special business as set out above is annexed hereto and forms part of this Notice. The terms and conditions/documents of appointment of independent director(s) are available for inspection at the Registered Office during business hours on all working days, until the last date of remote e-voting.
2. In accordance with the MCA Circulars issued from time to time by the Ministry of Corporate Affairs, this Notice is being sent to the Shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories on cut-off date **Friday, April 12, 2024**. Shareholders may please note that the Notice will also be available on the Company’s website at <https://pearlpet.com/pages/about-us-1#investor> and websites of the Stock Exchanges i.e. BSE, NSE and NSDL.
3. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Physical copies of the Notice and pre-paid business reply envelopes are not being sent to Shareholders for this Postal Ballot. A person who is not a Shareholder on the cut- off date should treat this notice for information purpose only.
4. Resolution passed by the Shareholders through Postal Ballot is deemed to have been passed as if it has been passed at a general meeting of the Shareholders.
5. The resolution, if passed by the requisite majority, shall be deemed to have been passed on **Sunday, May 19, 2024** i.e., the last date of Remote E-voting process.
6. All the relevant documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the remote e-voting process. Shareholders seeking to inspect such documents can send an email to [pearlsecretarial@pearlpet.net](mailto:pearlsecretarial@pearlpet.net)
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc:
  - a. **For shares held in electronic form:** to their Depository Participants (DPs)
  - b. **For shares held in physical form:** to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-POD-1/P/CIR/2023/37 dated March 16, 2023. The Company has sent letters on 30<sup>th</sup> May, 2023, for furnishing the required details. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed

companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company’s website at [www.pearlpet.net/noticetoshareholders.html](http://www.pearlpet.net/noticetoshareholders.html) and on the website of the Company’s Registrar and Transfer Agents, MAS Services Limited at [www.masserv.com](http://www.masserv.com). It may be noted that any service request can be processed only after the folio is KYC Compliant.

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

**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 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. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under “<b>IDeAS</b>” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is 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</b>” Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. 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</li> </ol>

	<p>will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or <b>e-Voting service provider - 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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. 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>3. 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>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <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.
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**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022 - 48867000 and 022 - 24997000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 18800225533

**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 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 to your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (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.co.in](mailto:evoting@nsdl.co.in) 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.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csrashmi3011@gmail.com](mailto:csrashmi3011@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). 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 toll free no.: 022 - 48867000 and 022 - 24997000 or send a request to Amit Vishal, Assistant Vice president, NSDL [atevoting@nsdl.co.in](mailto:atevoting@nsdl.co.in). Further, members may also contact Mr. Deepanshu Rastogi, Assistant Manager, MAS Services Limited, RTA of the Company at T-34, 2<sup>nd</sup> Floor, Okhla Industrial Area, Phase-II, New Delhi-110020, Phone No. 011-26387281/82/83, Email [investor@masserv.com](mailto:investor@masserv.com)

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

1. In case shares are held in physical mode please send ISR-1 (can-be download from [www.masserv.com](http://www.masserv.com)) with complete detail to MAS Services Limited, T-34 2<sup>nd</sup> Floor Okhla Industrial Area Phase-ii New Delhi 110020.
2. In case shares are held in demat mode, please update your email id with your depository. 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.](#)**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) 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 PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 1**

In accordance with the provisions of Section 149 of the Companies Act, 2013 and Regulations 17 and 25 of SEBI Listing Regulations, the Board of Directors at their meeting held on 18<sup>th</sup> April, 2024 appointed Mrs. Anupama Halder (DIN: 07170733) as a Non-Executive Independent Director of the Company, for a term of five years commencing from 27<sup>th</sup> May, 2024 till 26<sup>th</sup> May, 2029, not liable to retire by rotation, subject to the approval of the Shareholders by way of a Special Resolution and the brief resume is as below:

Mrs. Anupama Halder is a qualified Chartered Accountant, holding a membership of Institute of Chartered Accountants of India (ICAI). She has an extensive experience of over 11 years in the field of Taxation, Accounting, Banking & Finance, and Audit and has also been indulged in providing Advisory Services to various industry leaders. She has worked with various organizations and contributed in their success.

The Nomination and Remuneration Committee (“NRC”), on the basis of qualifications, experience, independence, balance of skills is of the view that Mrs. Anupama Halder possesses the requisite skills and capabilities for the role, which would be of immense benefit to the Company, and hence, it is desirable to appoint her as an Independent Director.

The Company has received a declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability



to discharge her duties. She has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

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

In the opinion of the Board and based on the evaluation, Mrs. Anupama Halder fulfils the conditions for appointment of Independent Director of the Company as specified in the Act and the Listing Regulations.

Based on the recommendation of the NRC, the Board, recommended the appointment of Mrs. Anupama Halder as an Independent Director, not liable to retire by rotation, for a term of 5 (five) years effective from 27<sup>th</sup> May, 2024 to 26<sup>th</sup> May, 2029 (both days inclusive).

The resolution seeks the approval of Shareholders for the appointment of of Mrs. Anupama Halder as an Independent Director, for a term of 5 (five) years effective from 27<sup>th</sup> May, 2024 to 26<sup>th</sup> May, 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and her office shall not be liable to retire by rotation.

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

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

The Board of Directors recommends the resolution at Item No. 1 of this Notice for approval of Shareholders.

**By Order of the Board of Directors**  
Aman Thakran  
Company Secretary  
(M. No. ACS66476)

Place: New Delhi  
Date: 18<sup>th</sup> April, 2024

## Annexure A

Additional information under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard-2	
Particulars	Mrs. Anupama Halder (DIN: 07170733)
Age (years)	36 Years
Qualification	*Qualified Chartered Accountant
Experience and expertise	Mrs. Anupama Halder has an extensive experience of over 11 years in the field of Taxation, Accounting, Banking & Finance, and Audit and has also been indulged in providing Advisory Services to various industry leaders. She has worked with various organizations and contributed in their success.
Terms & Conditions of appointment/ Reappointment	Appointment as an Independent Director for a term of 5 (five) consecutive years with effect from 27 <sup>th</sup> May, 2024 to 26 <sup>th</sup> May, 2029. Her office shall not be liable to retire by rotation.
Details of Remuneration sought to be paid	Sitting fees for Board/ Committee Meeting(s)
Remuneration last drawn	Not Applicable
Date of first appointment on the Board	27 <sup>th</sup> May, 2024
Shareholding in the Company	Nil
Relationship with other Directors, Manager and Key Managerial Personnel	None
Number of board meeting(s) attended during the year	Not Applicable
Other directorships	<u>Private Companies:</u> -  <u>Public Companies:</u> Pearl Engineering Polymers Limited
Memberships / Chairpersonship of committees	Pearl Engineering Polymers Limited  #Chairperson: Audit Committee and Stakeholders Relationship Committee
Name of listed entities from where the person has resigned in the past three years	None

\* Mrs. Anupama Halder is a member of Institute of Chartered Accountants of India

# Only two committees i.e. Audit Committee and Stakeholders' Relationship Committee have been considered as per provisions of Regulation 26 of the Listing Regulations.