

PGP Glass Private Limited
(Formerly known as Pristine Glass Private Limited)
Registered Office: Office No. 1, 1st Floor, Fine Mansion 203 DN Road, Fort, Mumbai - 400001
CIN: U74999MH2020PTC349649

NOTICE is hereby given that an Extraordinary General Meeting of the Members of PGP Glass Private Limited will be held at short notice on Friday, the 11th day of June, 2021 at the Registered Office of the Company at Office No. 1, 1st Floor, Fine Mansion 203 DN Road, Fort, Mumbai - 400001 at 11.00 a.m. to transact the following Special Business:

SPECIAL BUSINESS:

1. APPOINTMENT OF STATUTORY AUDITORS TO FILL CASUAL VACANCY:

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

“**RESOLVED THAT** pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules, 2014 (the Rules), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to recommendation made by the Board of Directors, M/s. Lodha & Co., Chartered Accountants (Firm Registration No. 301051E), Mumbai be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. S. V. Shah & Associates, Chartered Accountants (Firm Registration No. 139517W), Mumbai **AND THAT** they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2021 on such remuneration as may be fixed by the Board of Directors in consultation with them.”

2. ALTERATION OF ARTICLES OF ASSOCIATION:

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 the Section 14 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or amendment(s) for the time being in force), consent of the members of the Company be and is hereby accorded for alteration to the Articles of Association of the Company by replacing the existing Article 76(ii) of the Articles of Association with below mentioned article:

78(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of such person(s) as authorized by the resolution of the Board or of a committee of the Board as aforesaid and such person(s) as aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence. The seal of the company shall be kept at the registered office of the Company and shall not be carried outside the registered office to any other place for affixation on any instrument or document except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf.



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NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK PROXY FORM IS ENCLOSED WITH THIS NOTICE.**
2. Proxies, to be effective, should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
3. Corporate members/ Trusts intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution/ Trustee Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. The Explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed.
5. Route map giving directions to the venue of the meeting is given at the end of the notice.

Registered Office:
Office No. 1, 1st Floor,
Fine Mansion 203 DN Road,
Fort, Mumbai - 400001

Place: Mumbai.
Date: 08th June, 2021



By Order of the Board

Vijay Shah
Director
(DIN: 00021276)

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 1

APPOINTMENT OF STATUTORY AUDITORS TO FILL CASUAL VACANCY:

M/s. S. V. Shah & Associates, Chartered Accountants (Firm Registration No. 139517W), Mumbai, Statutory Auditors of the Company, have tendered their resignation as the Statutory Auditors of the Company due to their pre-occupation resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013. Casual vacancy caused by the resignation of auditor can be filled by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company.

The Board of Directors of the Company vide Circular Resolution passed on 05th June, 2021 have, subject to the approval of the members of the Company, appointed M/s. Lodha & Co., Chartered Accountants (Firm Registration No. 301051E), Mumbai as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. S. V. Shah & Associates, Chartered Accountants (Firm Registration No. 139517W).

M/s. Lodha & Co., Chartered Accountants (Firm Registration No. 301051E), Mumbai have conveyed their consent to their appointment as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, the Ordinary Resolution as set out in the accompanying notice for the consideration and approval of members which your Directors recommend.

None of the Directors, Key Managerial Persons of their relatives, in any way, concerned or interested in the said resolution.

ITEM NO. 2

ALTERATION OF ARTICLES OF ASSOCIATION:

It is proposed to amend the Articles of Association of the Company by replacing the Article 76(ii) with the below mentioned clause in order to facilitate administrative convenience:

78(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of such person(s) as authorized by the resolution of the Board or of a committee of the Board as aforesaid and such person(s) as aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence. The seal of the company shall be kept at the registered office of the Company and shall not be carried outside the registered office to any other place for affixation on any instrument or document except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf.

The Board recommends the Special Resolution at Item No. 2 of the accompanying Notice for your approval.



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A copy of the Articles of Association with the proposed alteration is open for inspection by the members at the registered office of the Company during normal business hours on any working day up to the date of Extraordinary General Meeting.


No Director, Manager, Key Managerial Personnel or their relatives are, in any way, concerned or interested in the above resolution as appearing in item of the accompanying notice.

Registered Office:
Office No. 1, 1st Floor,
Fine Mansion 203 DN Road,
Fort, Mumbai - 400001

Place: Mumbai.
Date: 08th June, 2021

By Order of the Board

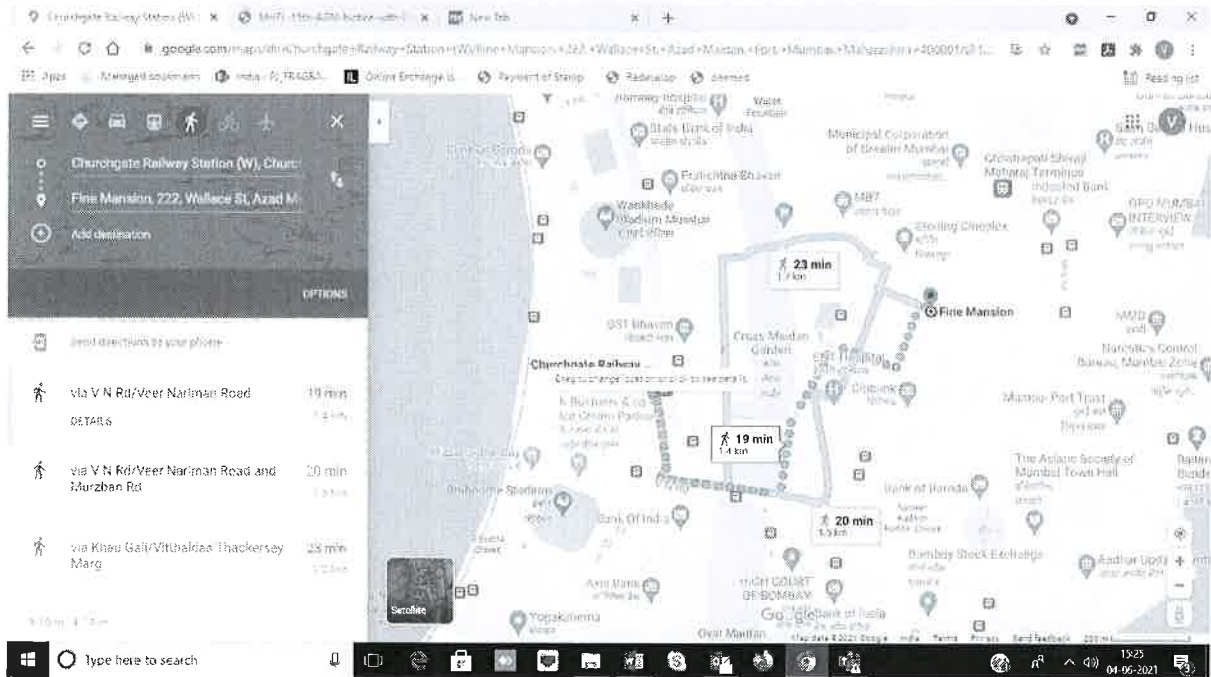




Vijay Shah
Director
(DIN: 00021276)

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Route Map



Form No. MGT-11

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: **U74999MH2020PTC349649**

Name of the Company: **PGP Glass Private Limited**

Registered office: **Office No. 1, 1st Floor, Fine Mansion 203 DN Road, Fort, Mumbai - 400001, Maharashtra, India**

Name of the Member(s): Registered address:

I the member of, holding.....shares, hereby appoint

1. Name:

Address:

E-mail Id:

Signature: or failing him

2. Name:

Address:

E-mail Id:

Signature:,

as my proxy to attend and vote (on a poll) for me and on my behalf at the Extra-ordinary General Meeting of the Company, to be held on Friday, 11th June 2021 at 11:00 a.m. (IST) at Registered Office of the Company situated at Office No. 1, 1st Floor, Fine Mansion 203 DN Road, Fort, Mumbai - 400001, Maharashtra, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.:

1. Appointment of Statutory Auditors to fill casual vacancy.
2. Alteration of Articles of Association.

Signed this ____ Day of ____ 2021

Signature of Shareholder:

Signature of Proxy holder(s)

Affix Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.