



## **NOTICE**

### **TO THE MEMBERS OF PGP GLASS PRIVATE LIMITED**

**NOTICE** is hereby given that the 1<sup>st</sup> Annual General Meeting of the Members of PGP Glass Private Limited will be held on Thursday, 14<sup>th</sup> day of October, 2021 at 12:00 Noon at the Office situated at 6<sup>th</sup> Floor, Piramal Tower Annexe, Ganpatarao Kadam Marg, Off Worli Naka, Lower Parel (West), Mumbai – 400013, Maharashtra, India, to transact the following business:

#### **Ordinary Business:**

##### **1. Adoption of Financial Statements**

To receive, consider and adopt the Audited Financial Statements of the Company (including Consolidated Financial Statements) for the financial year ended 31<sup>st</sup> March, 2021, together with the Reports of the Board of Directors and Auditors thereon.

##### **2. To appoint Auditors to hold office from the conclusion of the First Annual General Meeting until the conclusion of the Sixth Annual General Meeting, and to fix their remuneration by passing the following resolution as an ordinary resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder (including any amendments, modifications or re-enactment for the time being in force), and pursuant to the recommendations of the Board of Directors of the Company, M/s. BSR & Co. LLP (Firm Registration No. 101248WIW-100022), Chartered Accountants, Mumbai be and are hereby appointed as the Auditors of the Company, to hold office from the conclusion of the First Annual General Meeting until the conclusion of the Sixth Annual General Meeting and that the Board of Directors be and is hereby authorized to fix such remuneration as may be determined in consultation with the said Auditors.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things (including but not limited to filing of statutory forms, return, etc. with the concerned Registrar of Companies and/or Ministry of Corporate Affairs) which are necessary for the purpose of giving effect to the aforesaid Resolution.”

#### **Special Business:**

##### **3. Appointment of Mr. Vijay Shah 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 Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Vijay Shah (DIN: 00021276), who was appointed as an Additional Director of the Company under section 161 of the Companies Act, 2013 with effect from 30<sup>th</sup> March, 2021 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.

**PGP Glass Private Limited**

(Formerly known as Pristine Glass Private Limited)

CIN: U74999MH2020PTC349649

Registered Office: Office No. 1, 1<sup>st</sup> Floor, Fine Mansion 203 DN Road, Fort, Mumbai– 400001

Corporate Office : Piramal Tower Annexe, 6<sup>th</sup> Floor, Peninsula Corporate Park, Off. Worli Naka, Lower Parel (West) Mumbai 400013

India T +91 22 3046 6969

**RESOLVED FURTHER THAT** the Directors or the Company Secretary of the Company be and is hereby severally authorised to do all the acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

#### **4. Appointment of Mr. Uwe Rohrhoff 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 Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Uwe Rohrhoff (DIN: 05225437), who was appointed as an Additional Director of the Company under section 161 of the Companies Act, 2013 with effect from 30<sup>th</sup> March, 2021 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** the Directors or the Company Secretary of the Company be and is hereby severally authorised to do all the acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

#### **5. Appointment of Mr. Anand Kripalu Thirumalachar 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 Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Anand Kripalu Thirumalachar (DIN: 00118324), who was appointed as an Additional Director of the Company under section 161 of the Companies Act, 2013 with effect from 27<sup>th</sup> July, 2021 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** the Directors or the Company Secretary of the Company be and is hereby severally authorised to do all the acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

#### **6. Appointment of Mr. Amit Dalmia 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 Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Amit Dalmia (DIN: 05313886), who was appointed as an Additional Director of the Company under section 161 of the Companies Act, 2013 with effect from 27<sup>th</sup> July, 2021 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** the Directors or the Company Secretary of the Company be and is hereby severally authorised to do all the acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS BEHALF. 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 later than 48 hours before the commencement of the Meeting.
3. Corporate Members/ Trusts intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing 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 hereto.
5. Details of Mr. Vijay Shah, Mr. Uwe Rohrhoﬀ, Mr. Anand Kripalu Thirumalachar and Mr. Amit Dalmia as required to be given pursuant to Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is attached to this Notice as "Annexure 1".
6. Route Map giving directions to reach the venue of the meeting is given at the end of the notice.

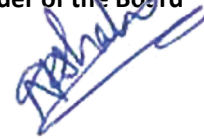
**Registered Office:**

Office No. 1, 1<sup>st</sup> Floor,  
Fine Mansion 203 DN Road,  
Fort Mumbai – 400001,  
Maharashtra, India

**Date:** 13<sup>th</sup> October, 2021

**Place:** Mumbai

**By Order of the Board**



**Nirali Shah  
Company Secretary**



## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

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### **Item No. 3**

#### **Appointment of Mr. Vijay Shah as Director of the Company:**

Mr. Vijay Shah (DIN: 00021276), was appointed as an Additional Director of the Company with effect from 30<sup>th</sup> March, 2021 and he holds office up to the date of ensuing Annual General Meeting (“AGM”).

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 (“the Act”) approval of the members of the Company is required for regularization of Mr. Vijay Shah as Director of the Company.

Mr. Vijay Shah is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given their consent to act as Directors of the Company.

Brief profile of Mr. Vijay Shah is provided in the Annexure 1 to this Notice.

The Board recommends the passing of the resolution set out in Item No. 3 in the Notice convening the meeting.

Except Mr. Vijay Shah, none of the Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

### **Item No. 4**

#### **Appointment of Mr. Uwe Rohrhoff as Director of the Company:**

Mr. Uwe Rohrhoff (DIN: 05225437), was appointed as an Additional Director of the Company with effect from 30<sup>th</sup> March, 2021 and he holds office up to the date of ensuing AGM.

Accordingly, in terms of the requirements of the provisions of the Act, approval of the members of the Company is required for regularization of Mr. Uwe Rohrhoff as Director of the Company.

Mr. Uwe Rohrhoff is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given their consent to act as Directors of the Company.

Brief profile of Mr. Uwe Rohrhoff is provided in the Annexure 1 to this Notice.

The Board recommends the passing of the resolution set out in Item No. 4 in the Notice convening the meeting.

Except Mr. Uwe Rohrhoff, none of the Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

**Item No. 5**

**Appointment of Mr. Anand Kripalu Thirumalachar as Director of the Company:**

Mr. Anand Kripalu Thirumalachar (DIN: 00118324), was appointed as an Additional Director of the Company with effect from 27<sup>th</sup> July, 2021 and he holds office up to the date of ensuing AGM.

Accordingly, in terms of the requirements of the provisions of the Act, approval of the members of the Company is required for regularization of Mr. Anand Kripalu Thirumalachar as Director of the Company.

Mr. Anand Kripalu Thirumalachar is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given their consent to act as Directors of the Company.

Brief profile of Mr. Anand Kripalu Thirumalachar is provided in the Annexure 1 to this Notice.

The Board recommends the passing of the resolution set out in Item No. 5 in the Notice convening the meeting.

Except Mr. Anand Kripalu Thirumalachar, none of the Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

**Item No. 6**

**Appointment of Mr. Amit Dalmia as Director of the Company:**

Mr. Amit Dalmia (DIN: 05313886), was appointed as an Additional Director of the Company with effect from 27<sup>th</sup> July, 2021 and he holds office up to the date of ensuing AGM.

Accordingly, in terms of the requirements of the provisions of the Act, approval of the members of the Company is required for regularization of Mr. Amit Dalmia as Director of the Company.

Mr. Amit Dalmia is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given their consent to act as Directors of the Company.

Brief profile of Mr. Amit Dalmia is provided in the Annexure 1 to this Notice.

The Board recommends the passing of the resolution set out in Item No. 6 in the Notice convening the meeting.

Except Mr. Amit Dalmia, none of the Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

**Registered Office:**

Office No. 1, 1<sup>st</sup> Floor,  
Fine Mansion 203 DN Road,  
Fort Mumbai – 400001,  
Maharashtra, India

**Date:** 13<sup>th</sup> October, 2021

**Place:** Mumbai

**By Order of the Board**

  
**Nirali Shah**  
**Company Secretary**

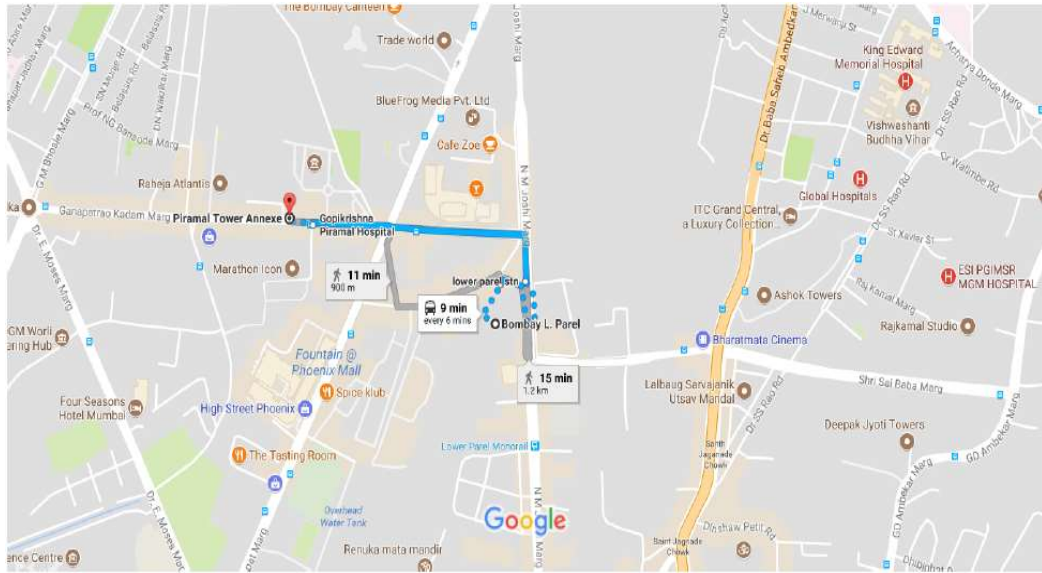
## Annexure 1

**Information required to be furnished under Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India**

Name of Director	Mr. Vijay Shah	Mr. Uwe Rohrhoff
DIN	00021276	05225437
Age	63 years	59 years
Date of birth	16 <sup>th</sup> June 1958	29 <sup>th</sup> April 1962
Nationality	Indian	German
Date of first appointment on the board	30 <sup>th</sup> March 2021	30 <sup>th</sup> March 2021
Relationship with other directors and KMP	None	None
Qualification	Graduation in Commerce and he is a rank holder of Institute of Chartered Accountants of India (1981), pursued Management Education Programme from IIM, Ahmedabad and Advanced Management Program from the Harvard Business School, Boston, USA.	Diploma Kaufmann from the University of Cologne
Terms and conditions of appointment/re-appointment	As per the resolution at Item No. 3 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Vijay Shah is proposed to be appointed as a Director of the Company	As per the resolution at Item No. 4 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Uwe Rohrhoff is proposed to be appointed as a Director of the Company
Remuneration sought to be paid	Nil	Nil
Remuneration last drawn	Nil	Nil
Nature of experience/ expertise	Management Consulting in manufacturing industry with more than 39 years of experience	33 years of experience in glass industry
Number of shares	Nil	Nil
List of directorships held in other companies	<ul style="list-style-type: none"> <li>• Piramal Enterprises Limited</li> <li>• Piramal Glass Private Limited</li> <li>• PHL Fininvest Private Limited</li> <li>• India Resurgence Asset Management Business Private Limited</li> <li>• Vijasmi Consultancy Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• EPL Limited</li> </ul>
Chairmanships/ memberships of committees of other companies	<ul style="list-style-type: none"> <li>• Piramal Glass Private Limited (Vice Chairman)</li> </ul>	Nil
Relationship with other Directors and KMP	Not related to any Directors / KMP	Not related to any Directors / KMP
Number of Board Meetings attended during the FY 2020-21	Nil	Nil

<b>Name of Director</b>	<b>Mr. Anand Kripalu Thirumalachar</b>	<b>Mr. Amit Dalmia</b>
DIN	00118324	05313886
Age	63 years	46 years
Date of birth	2 <sup>nd</sup> October 1958	30 <sup>th</sup> October 1975
Nationality	Indian	Indian
Date of first appointment on the board	27 <sup>th</sup> July 2021	27 <sup>th</sup> July 2021
Relationship with other directors and KMP	None	None
Qualification	Bachelor of Technology in Electronics from IIT, Madras. He holds an MBA from IIM, Calcutta, where he received the Distinguished Alumnus Award. He has also completed the Advanced Management Program from Wharton Business School.	Graduation in Commerce (Hons.) from St. Xaviers' College from the University of Kolkatta, India, Chartered Accountant, Company Secretary and Cost Accountant with three Gold Medals for securing first-ranks in the country.
Terms and conditions of appointment/re-appointment	As per the resolution at Item No. 5 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Anand Kripalu Thirumalachar is proposed to be appointed as a Director of the Company	As per the resolution at Item No. 6 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Amit Dalmia is proposed to be appointed as a Director of the Company
Remuneration sought to be paid	Nil	Nil
Remuneration last drawn	Nil	Nil
Nature of experience/ expertise	With over 30 years of experience in the fast-moving consumer goods (FMCG) industry.	Operational experience of over 23 years in various management and business leadership roles ranging from finance and accounts to commercial and supply chain.
Number of shares	Nil	Nil
List of directorships held in other companies	<ul style="list-style-type: none"> <li>EPL Limited</li> </ul>	<ul style="list-style-type: none"> <li>Mphasis Limited</li> <li>S H Kelkar and Company Limited</li> </ul>
Chairmanships/ memberships of committees of other companies	Nil	Nil
Relationship with other Directors and KMP	Not related to any Directors / KMP	Not related to any Directors / KMP
Number of Board Meetings attended during the FY 2020-21	Nil	Nil

# 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, 1<sup>st</sup> Floor, Fine Mansion, 203 DN Road, Fort, Mumbai – 400001, Maharashtra, India**

Name of the Member(s):
Registered address:
E-mail Id:
Folio No:

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 1<sup>st</sup> Annual General Meeting of the Company, to be held on Thursday, 14<sup>th</sup> October 2021 at 12:00 Noon (IST) at Office situated at 6<sup>th</sup> Floor, Piramal Tower Annexe, Ganpatarao Kadam Marg, Off Worli Naka, Lower Parel (West), Mumbai – 400013, Maharashtra, India and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No.:**

1. Adoption of Financial Statements;
2. To appoint Auditors to hold office from the conclusion of the First Annual General Meeting until the conclusion of the Sixth Annual General Meeting, and to fix their remuneration;
3. To approve the appointment of Mr. Vijay Shah as the Director of the Company;
4. To approve the appointment of Mr. Uwe Rohrhoﬀ as the Director of the Company;
5. To approve the appointment of Mr. Anand Kripalu Thirumalachar as the Director of the Company;
6. To approve the appointment of Mr. Amit Dalmia as the Director of the Company.

Signed this \_\_\_\_ Day of \_\_\_\_ 2021

Signature of Shareholder:

Signature of Proxy holder(s)

Affix Revenue
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**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.**