



## NOTICE

**NOTICE is hereby given that the 3<sup>rd</sup> Extra-Ordinary General Meeting of FY2025-26 of the Members of PGP Glass Limited (“the Company”) is scheduled to be held at a shorter notice on Wednesday, the 4<sup>th</sup> day of March, 2026 at 04.00 P.M. (IST) through video conference (VC) facility at the Registered Office of the Company situated at 1102, 11<sup>th</sup> Floor, Tower 2B, One World Center, Senapati Bapat Marg, Delisle Road, Prabhadevi (West), Mumbai-400013, Maharashtra, India to transact the following businesses:**

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Subject to receipt of consent of the members of the Company for convening the meeting at shorter notice, the following special business is to be conducted at the meeting:

### **Special Business:**

#### **Item no. 1: To consider and approve the appointment of Ms. Neela Bhattacharjee as an Independent Director (“ID”) on the Board of the Company:**

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

**“RESOLVED THAT** pursuant to the recommendation of the Board of Directors by way of meeting held on March 2, 2026 and pursuant to the provisions of Sections 149, 150, 152 and 161, read with Schedule IV and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or re-enactment) and the rules and regulations made thereunder, each as amended (collectively referred to as the **“Companies Act”**), Regulations 16, 17 and other applicable provisions, if any, of the SEBI Listing Regulations and other applicable law and pursuant to the provisions of the articles of association of the Company, Ms. Neela Bhattacharjee, DIN: 01912483 possesses relevant expertise and experience and is not being disqualified under Section 164 of the Companies Act, 2013 (including the rules framed thereunder) and who has provided her consent to act as an Independent Director of the Company and Listing Regulations and submitted a declaration that she meets the criteria for appointment as an Independent Director under Section 149(6) of the Companies Act, and SEBI Listing Regulations and who is eligible for appointment and who was appointed as an Additional Independent Director of the Company with effect from March 02, 2026, be and is hereby appointed as an Independent Director of the Company for a period of five consecutive years from March 02, 2026 to March 01, 2031, whose office shall not be liable to retire by rotation, and who shall be entitled to a sitting fees and remuneration in terms of the appointment letter;

**RESOLVED FURTHER THAT** any of the Director and/or Chief Financial Officer and/or Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to file necessary forms with the Registrar of Companies, Maharashtra at Mumbai and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution;

**RESOLVED FURTHER THAT** any of the Director and/or Chief Financial Officer and/or Company Secretary & Compliance Officer of the Company are hereby severally authorised to certify the true copy of the aforesaid resolution which may be forwarded to any concerned authorities for necessary action.”

### PGP Glass Limited

(formerly known as PGP Glass Private Limited)

Registered Office: 1102, 11<sup>th</sup> Floor, Tower 2B, One World Center, Senapati Bapat Marg, Prabhadevi (West),  
Mumbai – 400013, Maharashtra, India.

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**Item no. 2: To consider and approve the appointment of Mr. Animesh Agrawal as a Non-Independent Non-Executive Director of the Company:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 152, 161(1) and all other applicable provisions of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the “Applicable Laws”), Mr. Animesh Agrawal (DIN: 08538625) be and is hereby appointed as Non-Independent Non-Executive Director with effect from March 2, 2026 and whose office shall be liable to retire by rotation;

**RESOLVED FURTHER THAT** any of the Director and/or Chief Financial Officer and/or Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to certify the true copy of the aforesaid resolution which may be forwarded to any concerned authorities for necessary action.”

**Item No. 3: To consider and approve the Remuneration to be paid to Independent Directors of the Company:**

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

**“RESOLVED THAT** pursuant to the provision of Section 149, 197, 198 of the Companies Act, 2013 read with the Schedule V of Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013, the rules, regulations, directions, and notifications issued/framed thereunder, and such other provisions under other laws that are or may become applicable, including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the Articles of Association of the Company and based on the recommendation of board of directors of the Company (“**Board**”) pursuant to its meeting dated March 2, 2026, the consent of the members be and is hereby accorded for payment of annual remuneration to Non-Executive Independent Directors, in terms of their respective appointment letter, and as may be determined by the Board for the individuals appointed as Independent Directors of the Company, including as a member of any Board committee and a director of any of the subsidiaries of the Company, within such overall limits set out below, which remuneration shall be valid and payable (i) in the event the Company is profit making, for the entire term of appointment of the Independent Director with effect from the date of appointment; and (ii) for a period not exceeding 3 (three) years from the date of the Independent Director’s appointment in the event that the Company has no profits or has inadequate profits in any financial year with the authority to the Board, on the recommendations of the Nomination and Remuneration Committee, to alter, vary, increase, enhance or widen the scope of (i) remuneration every subsequent financial year during the entire term over the remuneration paid to the Non-Executive, Independent Directors in the immediately preceding financial year; and (ii) other terms and conditions of the said appointment from time to time **AND THAT** for any period of directorship less than one full financial year, such annual remuneration shall be pro-rated:

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No. of Independent Directors	Annual Remuneration per Financial Year (INR)
Mr. D Shivakumar	Upto INR 5 million
Dr. V.S. Parthasarathy	Upto INR 4 million
Ms. Neela Bhattacharjee	Upto INR 4 million

**RESOLVED FURTHER THAT** the maximum annual remuneration as mentioned above to be paid to the Independent Directors shall be inclusive of sitting fees drawn for attending the meetings of Board and its Committees of which they are members thereof, as determined by the Board in accordance with applicable laws, but shall be exclusive of the reimbursement of expenses (at actuals) incurred in accordance with applicable policies of the Company for attending Board/Committee meetings i.e., expenses towards Flight, Transportation, Hotel stays etc.;

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorised to increase, determine and revise the annual remuneration payable to the existing Independent Directors as set out above, by such amount as the Board may consider appropriate, within the overall limits as approved by the Members of the Company and in accordance with the applicable provisions of the Companies Act, 2013 and other applicable laws;

**RESOLVED FURTHER THAT** any of the Directors or the Chief Financial Officer or the Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to do all such acts, things, matters and deeds on behalf of the Company to effectively implement this resolution and to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action.”

**Item No. 4: To consider and approve the limit for creation of security on the assets of the Company as per Section 180 of the Companies Act, 2013:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (‘the Act’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, and the recommendation of the Board of Directors of the Company at its meeting held on March 2, 2026, the consent and approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof), to create mortgage/charge (fixed or floating)/hypothecation/pledge/lien or any other security interest as may be necessary, on all or any of the immovable and movable assets and properties of the Company, both present and future, including whether such assets or properties constitute the whole, or substantially the whole of the undertaking of the Company, ranking pari-passu with or second or subservient or subordinate to the mortgages/charges/hypothecation already created or to be created in future by the Company for securing any loans and/or advances and/or guarantees and/or debentures and/or any financial assistance obtained or may be obtained from financial institutions, banks or any other persons or institutions providing finance for purchase of assets/business of the Company or for working capital or for purchase of specific items of assets under any deferred payment scheme or bills rediscounting scheme or investing agencies (hereinafter collectively referred to as “Loans”), with power to take over the management, business and concern thereof in certain events of

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default, in favour of such persons or institutions abovementioned, including bankers, lenders, or debenture trustees acting on behalf of debenture holders or security trustees on such terms and conditions and at such times and in such form and manner as the Board may deem fit, so that the total amount of loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, on pre-payments, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans at any time so secured shall not exceed the aggregate of the amount authorised under Section 179(3)(d) read with Section 180(1)(c) of the Companies Act, 2013, as applicable from time to time;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee or Director(s) or Chief Financial Officer or Company Secretary and Compliance Officer or any other Officer(s)/Authorised Representative(s) of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that shareholders shall be deemed to have been given approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT** any of the Director and/or Chief Financial Officer and/or Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”



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Mumbai- 400013, Maharashtra, India

**By Order of the Board**  
**PGP Glass Limited**

**Date:** March 2, 2026  
**Place:** Mumbai

**Vaishali Jain**  
**Company Secretary and Compliance Officer**  
**M. no.: A50319**

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**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business is annexed herewith and forms part of the notice.
2. Corporate Members are requested to send a duly certified copy of the Board Resolution or Power of Attorney authorizing its representatives who would be attending & voting in the said EGM together in accordance with Section 113 of the Companies Act, 2013.
3. All the documents referred to in the notice and in the accompanying explanatory statement are open for inspection at the Registered Office of the Company during office hours on all working days, except holidays, between 09:00 AM and 06:00 PM up to the date of the extraordinary general meeting.
4. Pursuant to the provisions of the Companies Act and Rules made thereunder as amended, companies are permitted to send official documents to their shareholders electronically.
5. This meeting is being called at a shorter notice than the statutory required minimum of 21 clear days. Pursuant to the provisions of Section 101 of the Companies Act, 2013, a general meeting other than AGM may be called after giving a shorter notice (in the form attached as **Annexure- 1** to this notice) if consent is given in writing or by electronic mode by not less than ninety-five per cent of the members entitled to vote thereat. The members are accordingly requested to give their consents to hold the meeting at a shorter notice.
6. Instructions with regard to attending the meeting through audio-video conferencing is herewith attached as Annexure- 2 for the convenience of the members attending the meeting.
7. The attendance of the members attending the EGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act.
8. Since this EGM is being held pursuant to the MCA Circulars through VC, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
9. In compliance with the aforesaid MCA Circulars, Notice of the EGM as well as the web link for joining the meeting is being sent through electronic mode to those members whose email addresses are registered with the Company.
10. Those members whose email IDs are not registered, are requested to register their email ID with the Company, by providing their Name, Address, email ID, PAN, DPID/Client ID or Folio Number and Number of shares held by them by sending an email to [vaishali.jain@pgpfirst.com](mailto:vaishali.jain@pgpfirst.com).
11. All documents referred to in the Notice will be open for inspection through electronic mode during the EGM.
12. Since the EGM will be held through VC, the scheduled venue of the meeting as set forth in the notice convening the meeting, shall be deemed to be the place of the said meeting and all recordings of the proceedings at the meeting shall be deemed to be made at such place.
13. The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance at [vaishali.jain@pgpfirst.com](mailto:vaishali.jain@pgpfirst.com).

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14. The Ministry of Corporate Affairs (“MCA”) has vide its Circular No. 3/2025 dated September 22, 2025, Circular No. 9/2024 dated September 19, 2024, Circular No. 9/2023 dated September 25, 2023, Circular No. 11/2022 dated December 28, 2022, Circular No. 3/2022 dated May 5, 2022, Circular No 39/2020 dated December 31, 2020, Circular No 33/2020 dated September 28, 2020 read with Circular No 22/2020 dated June 15, 2020, Circular No 14/2020 dated April 8, 2020 and Circular No 17/2020 dated April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the EGM without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Companies Act”), MCA Circulars, the EGM of the Company is being held through video conferencing (“VC”) facility. Hence, members must attend and participate in the ensuing EGM through VC.

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## EXPLANATORY STATEMENT

**(Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts concerning the item of special business to be transacted at the Extra-Ordinary General Meeting is detailed hereunder)**

The following Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 sets out all material facts relating to the business mentioned in item no. 1, 2, 3 & 4 in the accompanying Notice of the Extra-ordinary General Meeting.

### Items No. 1&2

**To consider & approve the appointment of Ms. Neela Bhattacharjee, Independent Director and Mr. Animesh Agrawal, Non-Independent Non- Executive Director on the Board of the Company:**

The Members are informed that it is proposed to appoint Ms. Neela Bhattacharjee as an Independent Director and Mr. Animesh Agrawal as a Non-Independent Non-Executive Director on the Board of the Company in view of the Company's proposed initial public offering and in order to ensure compliance with the corporate governance requirements under the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), prior to filing of the draft red herring prospectus with the Securities and Exchange Board of India.

Information of director seeking appointment at the forthcoming extra-ordinary general meeting (pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India) is annexed in Annexure 3.

Ms. Neela Bhattacharjee is proposed to be appointed as the Women Independent Director and Mr. Animesh Agarwal is proposed to be appointed as Non-Independent Non- Executive Director of the Company, in accordance with applicable law, including the Companies Act, 2013 and the SEBI Listing Regulations. In this connection, the Board is of the opinion that Ms. Neela Bhattacharjee fulfils the criteria of independence, as set out in the Companies Act, 2013, SEBI Listing Regulations and that she is independent of the management of the Company.

The proposed Independent Director has submitted a declaration in writing to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. Further, the Company has received the consent in writing from Ms. Neela Bhattacharjee to act as Independent Director and from Mr. Animesh Agarwal to act as Non-Independent Non-Executive Director in Form DIR-2, intimation to the effect that they are not disqualified to be appointed as a Director in other companies in Form DIR-8. The Company has received the certificate issued by the Indian Institute of Corporate Affairs, in compliance with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 from Ms. Neela Bhattacharjee.

The Board of Directors has recommended the appointment of the Independent Director for a term of 5 (five) years subject to such Director continuing to satisfy the criteria of independence in terms of the Companies Act, 2013, the rules made thereunder and the SEBI Listing Regulations, whose office shall not be liable to retire by rotation.

The Board of Directors has recommended that the Non-Independent Non-Executive Director shall be liable to retire by rotation.

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### **Brief Biography of Ms Neela Bhattacharjee:**

Ms. Neela Bhattacharjee is an accomplished professional with extensive experience in business strategy, M&A, sales & marketing, and product development in the global Information technology and services industry. She has over 32 years of post – qualification experience. She is an active member of the Indian Angel Network (IAN) and TalentNomics through which she works with, and mentors' women in the corporate world. She also serves as an Independent Director on the boards and committees of S.H. Kelkar & Co. Ltd., Keva Fragrances Pvt. Ltd. and Alkem Laboratories Ltd.

### **Brief Biography of Mr. Animesh Agarwal:**

Mr. Animesh Agrawal is a Managing Director in the Private Equity Group based in Mumbai, where he focusses on investments in Technology and Business services and Consumer derivative sectors. Mr. Agrawal worked at Blackstone from 2014 to 2016 and, following the completion of an MBA, rejoined back in 2018. Since joining Blackstone in 2014, Mr. Agrawal has been involved in Blackstone's investments in VFS, Mphasis, R Systems, PGP Glass, EPL, Intelenet and IBS Software. Before joining Blackstone in 2014, Mr. Agrawal worked as a management consultant with McKinsey & Company.

Mr. Agrawal received a Bachelor's in Mechanical Engineering from Indian Institute of Technology, Delhi. He holds an MBA from the Stanford Graduate School of Business, where he was named a Siebel Scholar and an Arjay Miller Scholar. He currently serves on the board of R Systems, PGP Glass and EPL.

The proposed Directors have significant professional expertise and rich experience across a wide spectrum of functional areas and hence the Board considered that their association with the Company would be of immense benefit to the Company.

None of the directors, key managerial personnel, senior management (as defined under the Companies Act and the SEBI ICDR Regulations) of the Company or the relatives of the aforementioned persons are in any way, financially or otherwise concerned or interested in the said resolution. Except the Directors whose appointment has been made in the said resolution.

The board of directors of the Company recommends the resolutions set out at Item No. 1&2 of the accompanying Notice for your approval as special resolution.

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**Item No. 3:**

**To consider and approve the Remuneration to be paid to Independent Directors of the Company:**

The shareholders are hereby informed that, it is proposed to pay remuneration to Non-Executive Independent Directors of the Company in accordance with the provisions of Sections 149, 197, 198 read with Schedule V of the Companies Act, 2013 and all other applicable provision of the Companies Act, 2013 ('the Act'), (i) in the event the Company is profit making, for the entire term of appointment of the Independent Director with effect from the date of appointment; and (ii) for a period not exceeding 3 (three) years from the date of the Independent Director's appointment in the event that the Company has no profits or has inadequate profits in any financial year.

Further considering the critical role played by the Independent Directors/Non-Executive Director in the governance of the Company and the responsibilities cast on them and the time devoted by them, the Management consider that it would be appropriate to provide for payment of annual remuneration as mentioned herein below:

<b>Name of Independent Directors</b>	<b>Annual Remuneration per Financial Year (Rs.)</b>
Mr. D Shivakumar	Upto INR 5 million
Dr. V.S. Parthasarathy	Upto INR 4 million
Ms. Neela Bhattacharjee	Upto INR 4 million

The maximum annual remuneration as mentioned above to be paid to the Independent Directors shall be inclusive of sitting fees drawn for attending the meetings of Board and its Committees of which they are members thereof, as determined by the Board in accordance with applicable laws, but shall be exclusive of the reimbursement of expenses (at actuals) incurred in accordance with applicable policies of the Company for attending Board/Committee meetings i.e., expenses towards Flight, Transportation, Hotel stays etc.

In this regard, please note that the Board on March 2, 2026, has approved the following sitting fees for Independent Directors, for attending meeting of the Board and the committees:

<b>Particulars of Meeting</b>	<b>Amount of Sitting Fees (Rs.) (for each meeting)</b>
Board of Directors	1,00,000/-
Audit Committee	50,000/-
Nomination and Remuneration Committee	50,000/-
Stakeholders Relationship Committee	50,000/-
Risk Management Committee	50,000/-
Corporate Social Responsibility Committee	50,000/-

Further, the Board of Directors is also authorised to determine, increase, revise or fix the remuneration payable to the Non-Executive Independent Directors, as set out above, within the overall limits as approved by the shareholders and in accordance with the applicable provisions of the Companies Act, 2013 and other applicable laws.

While the Company can pay the remuneration when the Company has sufficient profits for the full term, in the event that the Company does not have profits or has inadequate profits in any financial year, pursuant to applicable provisions of Schedule V of the Act, the Company can pay remuneration, to its directors, higher than the amounts set out in Section II of Part II of Schedule V of Act by passing a special resolution in the general meeting and such remuneration shall be valid for a period not exceeding 3 (three) years.

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The board of directors of the Company recommends the special resolution set out at Item No. 3 of the accompanying Notice for your approval as special resolution. The copies of the appointment and remuneration related documents are available for inspection by the members at the registered office of the Company on all working days, during business hours up to the date of the meeting and will also be made available at the meeting.

None of the directors, key managerial personnel, senior management (as defined under the Companies Act and the SEBI ICDR Regulations) of the Company or the relatives of the aforementioned persons are in any way, financially or otherwise concerned or interested in the said resolution. Except the Independent Directors to the extent remuneration payable to them.

**Item No. 4:**

**To consider and approve the limit for creation of security on the assets of the Company as per Section 180 of the Companies Act, 2013:**

The borrowings of the Company are, in general, required to be secured by suitable mortgage or charge on all or any of the movable and/or immovable properties of the Company in such form, manner and ranking as may be required by the lender(s).

The mortgage and/or charge by the Company of its movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company in favour of the lenders/agent(s)/trustees and further the takeover of secured assets in certain events of default by the Company by the lenders, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180(1)(a) of the Companies Act, 2013.

As the company was a private company prior to its conversion into a public company, the provisions of Section 180 of the Companies Act, 2013 were not applicable. However, post conversion, the provisions of said Section 180 of the Companies Act 2013 have become applicable and accordingly the board of directors requires an enabling prior approval of the shareholders by way of a special resolution for creating security on the assets of the company as mentioned herein before.

It is proposed to obtain the enabling approval of shareholders of the company for creation of securities as above up to the amount the company is authorised to borrow under section 180(1)(c) of the Companies Act, 2013.

The board of directors of the Company recommends the special resolution set out at Item No. 4 of the accompanying Notice for your approval as special resolution

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Maharashtra, India

**By Order of the Board  
PGP Glass Limited**

**Date:** March 2, 2026

**Place:** Mumbai



**Vaishali Jain  
M. no.: A50319  
Company Secretary and Compliance Officer**

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## Annexure 1

### Consent by Shareholder for shorter notice (Pursuant to proviso to Section 101(1) of the Companies Act, 2013)

To,

The Board of Directors,  
**PGP GLASS LIMITED**  
1102, 11th Floor, Tower 2B,  
One World Center, Senapati Bapat Marg,  
Prabhadevi (West), Mumbai- 400013,  
Maharashtra, India

Subject: Consent for holding Extra-Ordinary General Meeting at shorter notice.

Dear Sirs,

With reference to the notice dated \_\_\_\_, we, \_\_\_\_\_, member of PGP Glass Limited ("**Company**"), having registered office at \_\_\_\_\_, holding \_\_\_\_\_ equity shares of INR 10/- in the Company, hereby give consent, pursuant to the proviso to Section 101(1) of the Companies Act, 2013 and the rules made thereunder, to convene an extra-ordinary general meeting of the members of the Company at shorter notice on \_\_\_\_\_ at \_\_\_\_ (IST) through video conference facility at the Registered office of the Company situated at 1102, 11<sup>th</sup> Floor, Tower 2B, One World Center, Senapati Bapat Marg, Prabhadevi (West), Mumbai- 400013 at shorter notice, in order to transact the items specified in the said notice.

Signature:

Name:

Date:

**PGP Glass Limited**

(formerly known as PGP Glass Private Limited)

Registered Office: 1102, 11<sup>th</sup> Floor, Tower 2B, One World Center, Senapati Bapat Marg, Prabhadevi (West),  
Mumbai – 400013, Maharashtra, India.

CIN: U74999MH2020PLC349649      GSTN No: 27AALCP5737F1Z4  
W: www.pgpfirst.com      E: info@pgpfirst.com      T: +91 22 3046 6969



## Annexure-2

### Instructions for attending the meeting through Video Conferencing:

1. The facility for joining the meeting shall be kept open for 15 (fifteen) minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.
2. Proxies are not allowed to attend the meeting.
3. Corporates Members intending to attend meeting through their authorized representatives are requested to send a duly certified copy of the Board Resolution or Power of Attorney authorizing the representatives to attend and vote at the Extraordinary General Meeting.
4. Attendance of members joining through this mode shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. During the meeting, where a poll on any item is required, the members shall cast their vote on the resolutions only by sending emails through their email addresses which are registered with the Company. The said emails shall only to be sent to the designated email address i.e. vaishali.jain@pgpfirst.com.
6. The members may join the meeting through zoom call, the meeting Id and passcode for which shall be shared with all the members separately through a mail.
7. Members are required to download Zoom app in their systems and to click on “Join a meeting” option as shown at the top of the Home page of that app. Enter the meeting Id, passcode and click on ‘Join’ option for joining the meeting.
8. In case if any member proposes to inspect any document before or during the meeting, then, the member is required to inform the same to the Company through e-mail at the below mentioned mail address and the same shall be provided to the member through e-mail only.
9. The documents required to be placed in the meeting for discussion and taking an informed decision shall be shared through electronic mode with the members.
10. For any further assistance in joining and participating in meeting, you may contact at the below mentioned details:

**E-mail:** [vaishali.jain@pgpfirst.com](mailto:vaishali.jain@pgpfirst.com)

**Ph. No.:** +91 8655862789

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### Annexure 3

**Details of Directors Seeking Appointment / Fixation of Director's Remuneration at the Extraordinary General Meeting, as required under Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI)**

Name of the Director(s)	Mr. Animesh Agarwal	Ms. Neela Bhattacharjee
DIN	08538625	01912483
Designation	Non-Independent Non-Executive Director	Independent Director
Age Date of Birth	35 years July 19, 1990	66 years January 22, 1960
Nationality	Indian	Indian
Qualifications	Mr. Agrawal received a Bachelor's in Mechanical Engineering from Indian Institute of Technology, Delhi. He holds an MBA from the Stanford Graduate School of Business, where he was named a Siebel Scholar and an Arjay Miller Scholar.	Ms. Neela has completed BSC Maths from Bombay Univ, Post Grad BSC, Computer Science from Pune Univ. She has also completed several short courses (like Program on Negotiation from Harvard Business School Boston and Marketing from ISB Hyderabad).
Experience	As specified in the explanatory statement above	As specified in the explanatory statement above
Expertise in specific functional area	Investments in Technology and Business services and Consumer derivative sectors, Management Consulting	Business strategy, M&A, sales & marketing, product development in the global Information Technology and Services Industry
Terms and Conditions of appointment	Appointed as a Non-Independent Non- Executive Director w.e.f _2 <sup>nd</sup> March, 2026	Appointed as Independent Director for a term of 5 years w.e.f., March 2, 2026.
Details of Remuneration sought to be paid	No remuneration is payable	Annual remuneration not exceeding Rs. 40 Lakhs inclusive of sitting fees
Remuneration last drawn	Nil	Nil
Date of first appointment on the Board	NA	March 2, 2026
Shareholding in the Company	None	None
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil	Nil
Number of Meetings of the Board attended during the Financial year 2024-25	4 out of 5 meetings held.	NA (The Director has been appointed in the current financial year i.e. 2025-26)
Other Directorships (All Companies excluding this Company and Foreign Companies)	1. AGS Health Private Limited 2. R Systems International Limited 3. EPL Limited	1. S H Kelkar and Company Limited 2. Alkem Laboratories Limited 3. Keva Fragrances Private Limited
Membership/Chairmanship of Committees of other Boards	<b>1. AGS Health Private Limited</b> CSR Committee - Member <b>2. R Systems International Limited</b> Stakeholders Relationship Committee – Member	<b>1. S H Kelkar and Company Limited</b> Audit Committee – Member Nomination & Remuneration Committee – Chairperson & Member

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	<p>CSR Committee – Member Risk Management Committee - Member</p> <p><b>3. EPL Limited</b> Audit Committee – Member Stakeholders Relationship Committee – Chairperson CSR Committee – Member Risk Management Committee - Member</p>	<p><b>2. Alkem Laboratories Limited</b> Nomination &amp; Remuneration Committee –Member Risk Management Committee - Member</p>
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