



## NOTICE

**NOTICE is hereby given that the 1<sup>st</sup> Extra-Ordinary General Meeting of FY2025-26 of the Members of PGP Glass Private Limited (“the Company”) is scheduled to be held at a shorter notice on Friday, the 9<sup>th</sup> day of January, 2026 at 10:00 a.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, Prabhadevi (West), Mumbai-400013, Maharashtra, India to transact the following businesses:**

---

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 & approve conversion of the Company from Private Limited to Public Limited:**

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 Section 13, 14, 15 and 18 read with Section 4,5 and other applicable provisions, if any, of the Companies Act, 2013, to the extent notified and as amended, and along with the rules and regulations framed thereunder (including any amendment(s) thereto and re-enactment thereof for the time being in force) (the “**Companies Act**”), Rule 33 of the Companies (Incorporation) Rules, 2014, as amended, the applicable provisions of the Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) Rules, 1957, as amended, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the listing requirements of the stock exchange(s) where the securities of the Company are proposed to be listed memorandum of association, articles of association and subject to the receipt of such approvals as may be required under the Act and the Registrar of Companies, Maharashtra at Mumbai/Ministry of Corporate Affairs, and any other necessary approval from any government, statutory or regulatory authority, the consent and approval of the shareholders of the Company be and is hereby accorded for the conversion of the Company from a private limited company limited by shares to a public limited company limited by shares and consequently, the name of the Company be and is hereby changed from “PGP Glass Private Limited” to “PGP Glass Limited” by deletion of the word “Private” from the name of the Company;

**RESOLVED FURTHER THAT** pursuant to Section 13 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the existing Clause No. 1 of the memorandum of association of the Company be and is hereby substituted by the following:

“The name of the Company is **PGP Glass Limited**”

**RESOLVED FURTHER THAT** the deletion of the word “Private” wherever appearing in the name of the Company in the memorandum of association and articles of association, letterheads, name plates, website, etc., resulting from such change in status of the Company from a private company to a public company, be and is hereby approved;

### **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: U74999MH2020PTC349649 GSTN No: 27AALCP5737F1Z4  
W: www.pgpfirst.com E: info@pgpfirst.com T: +91 22 3046 6969





**RESOLVED FURTHER THAT** Mr. Vijay Shah, Managing Director & Chief Executive Officer, Ms. Ayshwarya Vikram, Non-Executive Director, Mr. Dinesh Dahivelkar, Chief Financial Officer and Ms. Vaishali Jain, Company Secretary of the Company be and are hereby severally authorized to sign and file all forms and other necessary documents as may be required with the Registrar of Companies/Ministry of Corporate Affairs and such other authorities as may be required and to do all such acts and deeds that may be required for the purpose of implementation of the aforesaid resolution and to authorize such person or persons to give effect to the above resolution and to liaise with the concerned authorities with regard to the same;

**RESOLVED FURTHER THAT** Mr. Vijay Shah, Managing Director & Chief Executive Officer and/or Ms. Ayshwarya Vikram, Non-Executive Director and/or Mr. Dinesh Dahivelkar, Chief Financial Officer and/or Ms. Vaishali Jain, Company Secretary of the Company be and are hereby severally authorized by the Company to certify a copy of this resolution and provide the same to all concerned parties and relevant statutory authorities, if any."

**Item No. 2: To consider & approve new set of the Articles of Association in substitution of the existing Articles of Association of the Company:**

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

**"RESOLVED THAT** pursuant to Section 14 and other applicable provisions of the Companies Act, 2013, and rules made thereunder, each as amended, in accordance with the enabling provisions of the memorandum and articles of association of the Company, in order to align the articles of association with the requirements of the applicable provisions of the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended and the relevant stock exchanges on which the equity shares of the Company are proposed to be listed, the new set of articles of association of the Company, a copy of which has been placed before the meeting be and is hereby approved and adopted as the articles of association of the Company in total exclusion and substitution of the Company's existing articles of association;

**RESOLVED FURTHER THAT** Mr. Vijay Shah, Managing Director & Chief Executive Officer, Ms. Ayshwarya Vikram, Non-Executive Director, Mr. Dinesh Dahivelkar, Chief Financial Officer or Ms. Vaishali Jain, Company Secretary of the Company be and are hereby severally authorized 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**, certified true copies of the resolutions be provided to those concerned under the signature of Mr. Vijay Shah, Managing Director & Chief Executive Officer, Ms. Ayshwarya Vikram, Non-Executive Director, Mr. Dinesh Dahivelkar, Chief Financial Officer or Ms. Vaishali Jain, Company Secretary of the Company wherever required."

**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: U74999MH2020PTC349649 GSTN No: 27AALCP5737F1Z4

W: www.pgpfirst.com E: info@pgpfirst.com T: +91 22 3046 6969





**Item No. 3: To amend partially the main Objects clause of the Memorandum of Association of the Company:**

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

**“RESOLVED THAT** pursuant to Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules made thereunder, including the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) (collectively referred to as the **“Companies Act”**), the consent and approval of the shareholders of the Company be and is hereby accorded for amending the Main Object Clause of Memorandum of Association of the Company to elaborate and specify the Company’s business activities more clearly by replacing the existing clause 3(a)(1) and 3(a)(2) with the following clauses:

3(a)(1) *“To carry on the business of manufacturers, sellers, exporters and dealers in all types of packaging, bottles, vials, ampules, containers, foils, boxes, packagings, packages, wrappings, wrappers and receptacles of all kinds, nature and description made from glass, plastic, metal, alloys, polypropylene paper and boards, and other materials of all kinds whether synthetic or not.*

3(a)(2) *To carry on the business of manufacturers, sellers, exporters and dealers in all kinds of glass, glassware, tableware, tumblers and all other articles and things which can or may conveniently be manufactured from glass and/or china clay.”*

**RESOLVED FURTHER THAT** Mr. Vijay Shah, Managing Director & Chief Executive Officer, Ms. Ayshwarya Vikram, Non-Executive Director, Mr. Dinesh Dahivelkar, Chief Financial Officer or Ms. Vaishali Jain, Company Secretary of the Company be and are hereby severally authorized 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**, certified true copies of the resolutions be provided to those concerned under the signature of Mr. Vijay Shah, Managing Director & Chief Executive Officer, Ms. Ayshwarya Vikram, Non-Executive Director, Mr. Dinesh Dahivelkar, Chief Financial Officer or Ms. Vaishali Jain, Company Secretary of the Company wherever required.”

**Registered Office:**

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

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

**Date:** January 07, 2026  
**Place:** Mumbai



**Vaishali Jain  
M. no.: A50319  
Company Secretary**

**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: U74999MH2020PTC349649 GSTN No: 27AALCP5737F1Z4  
W: www.pgpfirst.com E: info@pgpfirst.com T: +91 22 3046 6969



**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 weblink for joining the meeting is being sent through electronic mode to those members whose email addresses are registered with the Company.
10. Those shareholders 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.

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: U74999MH2020PTC349649 GSTN No: 27AALCP5737F1Z4  
W: [www.pgpfirst.com](http://www.pgpfirst.com) E: [info@pgpfirst.com](mailto:info@pgpfirst.com) T: +91 22 3046 6969





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).
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.

V. Jain



### 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: U74999MH2020PTC349649 GSTN No: 27AALCP5737F1Z4  
W: [www.pgpfirst.com](http://www.pgpfirst.com) E: [info@pgpfirst.com](mailto:info@pgpfirst.com) T: +91 22 3046 6969



## 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 in the accompanying Notice of the Extra-ordinary General Meeting.

### Item No. 1

#### **To consider & approve the conversion of the Company from Private Limited to Public Limited:**

The Company is proposing a potential capital raise which may inter-alia include an initial public offering of its equity shares of face value of ₹ 10 each (the "**Equity Shares**") which may comprise of offer for sale of Equity Shares by certain existing shareholders ("**Selling Shareholders**") ("the "**Offer**") and listing of the Equity Shares on one or more of the recognised stock exchanges in India in accordance with the applicable laws, regulations, policies, rules, guidelines, notifications, circulars, directions, clarifications and orders, as may be applicable including, without limitation, the Securities Contracts (Regulation) Act, 1956, along with the rules notified thereunder, each as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Companies Act, 2013 as amended, along with the rules notified thereunder, as amended (collectively the "**Applicable Laws**"). The Company is exploring options to undertake the Offer and list its Equity Shares at an opportune time in consultation with the book running lead managers ("**BRLMs**") and other advisors to be appointed for the Offer and subject to applicable law and regulatory and other approvals, to the extent necessary.

In order to undertake the Offer, the Company is required to be converted into a public limited company in accordance with the applicable provisions of the Companies Act, 2013, as amended, and the rules and regulations made thereunder.

Further, the shareholders are requested to note that pursuant to the approval of the conversion, the word "**Private**" shall be deleted wherever it appears in the name of the Company, including in the Memorandum of Association, Articles of Association, letterheads, name plates, website, and all other statutory and non-statutory records and documents, consequent upon the change in the status of the Company from a private company to a public company.

None of the directors, key managerial personnel, senior management personnel 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 to the extent of their shareholding, if any, in the Company.

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

### PGP Glass Private Limited

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

CIN: U74999MH2020PTC349649 GSTN No: 27AALCP5737F1Z4  
W: www.pgpfirst.com E: info@pgpfirst.com T: +91 22 3046 6969





## Item No. 2

### **To consider & approve new set of the Articles of Association in substitution of the existing Articles of Association of the Company:**

Pursuant to the approval accorded under the previous agenda item for conversion of the Company into a public limited company as part of the preparatory steps towards the proposed Initial Public Offer (IPO), the name of the Company shall stand changed by deletion of the word "Private" from its name.

In furtherance of the aforesaid approval, and in order to give effect to the conversion and the consequential change in the name of the Company, it is proposed to adopt the new set of Articles of Association of the Company to align the same with the provisions applicable to a public limited company and to ensure compliance with the requirements prescribed by the Securities and Exchange Board of India and the relevant stock exchanges, as applicable, prior to the filing of the Draft Red Herring Prospectus (DRHP) with SEBI and the stock exchanges.

The draft of the new set of articles of association of the Company is enclosed along with the EGM Notice.

The shareholders are requested to approve the adoption of new set of Articles of Association as applicable to the public Company in view of the proposed conversion of the Company from Private Limited to Public Limited Company.

None of the directors, key managerial personnel, senior management personnel 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 to the extent of their shareholding, if any, in the Company.

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

## Item No. 3

### **To amend partially the main Objects clause of the Memorandum of Association of the Company:**

In order to elaborate, clarify and more specifically articulate the business activities of the Company, and to ensure that the objects clause of the Memorandum of Association accurately reflects the operations of the Company, it is proposed to partially modify the Main Object Clause of the Memorandum of Association.

Accordingly, pursuant to Sections 4, 13 and 15 of the Companies Act, 2013 and the rules made thereunder, it is proposed to replace the existing Clause 3(a)(1) and Clause 3(a)(2) of the Main Object Clause of the Memorandum of Association with a revised clause, without altering the remaining provisions of the Memorandum of Association. The proposed modification is intended to provide greater clarity and specificity to the Company's principal business activities.

### PGP Glass Private Limited

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

CIN: U74999MH2020PTC349649 GSTN No: 27AALCP5737F1Z4  
W: www.pgpfirst.com E: info@pgpfirst.com T: +91 22 3046 6969

*(Signature)*





The memorandum of association with proposed revised main object clause is enclosed along with the EGM Notice. Further, upon receipt of the requisite approvals, the Company shall take all necessary steps to give effect to the said alteration.

None of the directors, key managerial personnel, senior management personnel 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 to the extent of their shareholding, if any, in the Company.

The board of directors of the Company recommends the resolutions set out at Item No. 3 of the accompanying Notice for your approval as special resolution.

**Registered Office:**

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

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

**Vaishali Jain  
M. no.: A50319  
Company Secretary**

**Date:** January 07, 2026

**Place:** Mumbai



**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: U74999MH2020PTC349649 GSTN No: 27AALCP5737F1Z4  
W: www.pgpfirst.com E: info@pgpfirst.com T: +91 22 3046 6969



## 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 PRIVATE 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 Private 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:



*Handwritten signature/initials in blue ink.*



### 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: U74999MH2020PTC349649 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

*Join*



### 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: U74999MH2020PTC349649 GSTN No: 27AALCP5737F1Z4  
W: [www.pgpfirst.com](http://www.pgpfirst.com) E: [info@pgpfirst.com](mailto:info@pgpfirst.com) T: +91 22 3046 6969