



NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting of FY 2021-22 of the Members of PGP Glass Private Limited ("the Company") will be held at a shorter notice, on Friday, 19th November 2021 at 12:00 Noon at the Registered Office of the Company situated at 6th Floor, Piramal Tower Annexe, Ganpatarao Kadam Marg, Off Worli Naka, Lower Parel (West), Mumbai – 400013, Maharashtra, India, to transact the following special business:

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: Increase of Authorized Share Capital of the Company and consequent amendment of the Memorandum of Association of the Company

The Company intends to offer bonus equity shares to its existing shareholders from its securities premium account. Pursuant to the above objective, the Company is required to increase its authorized share capital in order to accommodate the infusion of capital through bonus issue of its equity shares.

In terms of Section 4, 13, 61 and 64 of Companies Act, 2013 read with relevant rules of the Companies Act, 2013, the Company seeks approval of the members to:

- (a) increase the authorized share capital of the Company from the existing INR 501,60,00,000 (Rupees Five Hundred One Crore and Sixty Lakhs Only) to INR 1500,00,00,000 (Rupees Fifteen Hundred Crore Only); and
- (b) amend the Memorandum of Association of the Company pursuant to the change in the authorized share capital of the Company.

In light of the above, the members to consider, approve and pass the following resolutions unanimously, as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 4, 13, Section 61 and Section 64 and other applicable provisions, if any, of the Companies Act, 2013, read along with the rules framed thereunder (including any statutory modifications, amendments thereto or re-enactment thereof, the regulations, rules, guidelines, if any, issued by the Government of India), the Memorandum of association of the Company and articles of association of the Company and the recommendation made by the Board of the Directors of the Company at its meeting held on 16th November 2021, the consent of the members be and is hereby accorded to increase the authorized share capital of the Company from the existing INR 501,60,00,000 (Indian Rupees Five Hundred One Crore and Sixty Lakhs Only) to INR 1500,00,00,000 (Rupees Fifteen Hundred Crore Only).

RESOLVED FURTHER THAT pursuant to the provisions of Section 4, 13, Section 61 and Section 64 and other applicable provisions, if any, of the Companies Act, 2013, read along with the rules framed thereunder (including any statutory modifications, amendments thereto or re-enactment thereof, the regulations, rules, guidelines, if any, issued by the Government of India), the Memorandum of Association of the Company and Articles of Association of the Company and the recommendation made by the Board of the Directors of the Company at its meeting held on 16th November 2021, the consent of the members be and is hereby accorded to alter the existing Clause 5 of the Memorandum

PGP Glass Private Limited

(Formerly known as Pristine Glass Private Limited)

CIN: U74999MH2020PTC349649

Registered Office: Office No. 1, 1st Floor, Fine Mansion 203 DN Road, Fort, Mumbai– 400001
Corporate Office : Piramal Tower Annexe, 6th Floor, Peninsula Corporate Park, Off. Worli Naka, Lower Parel (West) Mumbai 400013
India T +91 22 3046 6969

of Association of the Company in the following manner:

- (a) Delete the following existing Clause 5 of the memorandum of association of the Company: "The Share Capital of the Company is Rs. 5,01,60,00,000 (Rupees Five Hundred One Crore and Sixty Lakhs Only) divided into 50,16,00,000 (Fifty Crore and Sixteen Lakhs) Equity Shares of Rs. 10 (Rupees Ten only) each"; and
- (b) Substitute and replace with the following Clause 5 in the memorandum of association of the Company: "**The Authorized share capital of the Company is INR 1500,00,00,000 (Rupees Fifteen Hundred Crore Only) divided into INR 150,00,00,000 (One Hundred and Fifty Crore) equity shares of INR 10/- (Rupees Ten Only) each.**"

RESOLVED FURTHER THAT all the Directors and the Company Secretary of the Company be and are hereby severally authorised to sign and file all the requisite e-forms and other necessary documents as may be required with the statutory authorities including the concerned registrar of companies, do such acts, deeds, matters and things that may be required to give effect to this resolution; and authorise such person or persons to give effect to this resolution and to submit all documents to the concerned authorities with regard to the same.

RESOLVED FURTHER THAT all the Directors and the Company Secretary of the Company be and are hereby severally authorised to sign and file all the requisite e-forms and other necessary documents as may be required with the statutory authorities including the concerned registrar of companies, do such acts, deeds, matters and things that may be required to give effect to this resolution; and authorize such person or persons to give effect to this resolution and to submit all documents to the concerned authorities with regard to the same.

RESOLVED FURTHER THAT all the Directors and the Company Secretary of the Company be and are hereby severally authorized to certify a copy of this resolution and deliver the same to all concerned parties."

Item No. 2: To approve issuance of bonus shares to the equity shareholders of the Company.

The Company intends to offer bonus equity shares to its existing Shareholders from its Securities Premium Account.

In terms of Section 63 of Companies Act, 2013 read with relevant rules of the Companies Act, 2013, approval of the Members is required to capitalize its Securities Premium Account and issue bonus shares to the Equity Shareholders of the Company.

In light of the above, the members to consider, approve and pass the following resolutions unanimously, as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 63 and all other applicable provisions, if any, of the Companies Act, 2013, read along with the rules framed thereunder (including any statutory modifications, amendments thereto or re-enactment thereof, the regulations, rules, guidelines, if any, issued by the Government of India), the Memorandum of Association of the Company and Articles of Association of the Company and pursuant to the recommendation of the Board of Directors ("**Board**") of the Company, the consent of the Members be and is hereby accorded to the Board of the Company for capitalization of a sum of INR 813,02,00,000/- (Rupees Eight Hundred Thirteen Crore and Two Lakh only) out of the Company's Securities Premium Account and that such amounts be transferred to the Share Capital Account and be applied for issuance and allotment of 813020000 (Eight One Crore Thirty Lakh Twenty Thousand) Equity Shares of face value INR 10 (ten) each ("**Equity Shares**") of the Company as bonus shares ("**Bonus Equity Shares**") credited as fully paid up, to the eligible shareholders of the

Company holding Equity Shares whose names appear in the Register of Members of the Company on 16th November 2021 (“**Record Date**”), in the proportion of 2 (two) new Equity Shares for every 1 (one) Equity Share of the Company held as on the Record Date and that the new Bonus Equity Shares so issued and allotted shall be treated for all purposes as an increase of the nominal amount of the equity share capital of the Company held by such equity shareholders and not as income in lieu of dividend credited.

RESOLVED FURTHER THAT the Bonus Equity Shares of the Company so issued and allotted shall be subject to the provisions of the memorandum of association and articles of association of the Company and shall rank *pari passu* in all respects with and carry the same rights as the existing fully paid Equity Shares of the Company.

RESOLVED FURTHER THAT in case of equity shareholders who hold Equity Shares in dematerialisation form, the Bonus Equity Shares shall be credited to the respective beneficiary accounts of the equity shareholders with their respective Depository Participant(s) and in case of the equity shareholders who hold Equity Shares in physical form, the share certificate(s) in respect of the Bonus Equity Shares shall be dispatched, within such times as prescribed under the law and by the relevant authorities.

RESOLVED FURTHER THAT the allotment of Bonus Equity Shares to the extent that they relate to non-resident members of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999, as may be necessary or applicable.

RESOLVED FURTHER THAT all the Directors and the Company Secretary of the Company be and are hereby severally authorised to sign and file all the requisite e-forms and other necessary documents as may be required with the statutory authorities including the concerned registrar of companies, and do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary or desirable for such purpose, including, without limitation, to issue necessary share certificates with respect to the Equity Shares so allotted pursuant to the bonus issue, make requisite entries in its register of members in this respect and settle any questions, difficulties or doubts that may arise in relation to any such issue and allotment.

RESOLVED FURTHER THAT all the Directors and the Company Secretary of the Company be and are hereby severally authorised to certify a copy of this resolution and the same may be forwarded to any concerned authorities for necessary action.”

Registered Office:

6th Floor, Piramal Tower Annexe,
Ganpatarao Kadam Marg, Off Worli Naka,
Lower Parel (West), Mumbai – 400013,
Maharashtra, India



By Order of the Board


Nirali Shah
Company Secretary

Date: 16th November, 2021

Place: Mumbai

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. Route Map giving directions to reach the venue of the meeting is given at the end of the notice.



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)

Item No. 1

Increase of Authorized Share Capital and amendment of Memorandum of Association of the Company:

At present the Authorized Share Capital of the Company is INR 5,01,60,00,000 (Rupees Five Hundred One Crore and Sixty Lakhs Only) divided into 50,16,00,000 (Fifty Crore and Sixteen Lakhs) Equity Shares of INR 10 (Rupees Ten only) each.

The Company intends to offer bonus equity shares to its existing shareholders from its securities premium account. Pursuant to the above objective, the Company is required to increase its authorized share capital in order to accommodate the infusion of capital through bonus issue of its Equity Shares.

The Authorized Share Capital is to be increased to INR 1500,00,00,000 (Rupees Fifteen Hundred Crore Only) divided into INR 150,00,00,000 (One Hundred and Fifty Crore) Equity Shares of INR 10/- (Rupees Ten Only) each.

This change would necessitate an amendment to Clause 5 of the Memorandum of Association (the “**Memorandum**”) of the Company, which, in terms of the Companies Act, 2013, requires the members of the Company to approve the same.

None of the Directors, Key Managerial Personnel and/or their relatives, is in anyway concerned with or interested, financially or otherwise, in the resolution.

The amended Memorandum would be available for inspection at the registered office of the Company from the date of issue of this notice, till the date of this general meeting.

The Board of Directors at its meeting held on 16th November 2021, had approved the increase of Authorized Share Capital of the Company and the revised Memorandum and recommends the adoption of the resolution as set out in item no. 1 of the Notice as an Ordinary Resolution.

Item No. 2

To approve issuance of bonus shares to the equity shareholders of the Company:

The Company intends to offer bonus equity shares to its existing shareholders from its Securities Premium Account. The Articles of Association of the Company permit capitalization of Reserves and issuance of bonus shares.

In terms of Section 63 of Companies Act, 2013 read with relevant rules of the Companies Act, 2013, the Board requires approval of the members to capitalize the Securities Premium Account of the Company and issue bonus shares to the Equity Shareholders of the Company.

The Board intends to capitalize a sum of INR 813,02,00,000/- (Rupees Eight Hundred Thirteen Crore and Two Lakh only) out of the Company's Securities Premium Account. This amount will be transferred to the Share Capital Account and be applied for issuance and allotment of 813020000 (Eight One Crore Thirty Lakh Twenty Thousand) Equity Shares of face value INR 10/- (Ten) each ("**Equity Shares**") of the Company as bonus shares ("**Bonus Equity Shares**") credited as fully paid up, to the eligible shareholders of the Company holding Equity Shares whose names appear in the Register of Members/ Beneficial Owners' position of the Company on 16th November 2021 ("**Record Date**"), in the proportion of 2 (two) new Equity Shares for every 1 (one) Equity Share of the Company held as on the Record Date.

None of the Directors, Key Managerial Personnel and/or their relatives, is in anyway concerned with or interested, financially or otherwise, in the resolution.

The Board of Directors at its meeting held on 16th November 2021, had approved the capitalization of the securities premium account and the issue of the Bonus Equity Shares and recommends the adoption of the resolution as set out in item no. 2 of the Notice as an Ordinary Resolution.

Registered Office:

6th Floor, Piramal Tower Annexe,
Ganpatarao Kadam Marg, Off Worli Naka,
Lower Parel (West), Mumbai – 400013,
Maharashtra, India



By Order of the Board



Virali Shah
Company Secretary

Date: 16th November, 2021

Place: Mumbai

Annexure A

**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
6th Floor, Piramal Tower Annexe,
Ganpatarao Kadam Marg, Off Worli Naka,
Lower Parel (west) Mumbai, Maharashtra – 400013

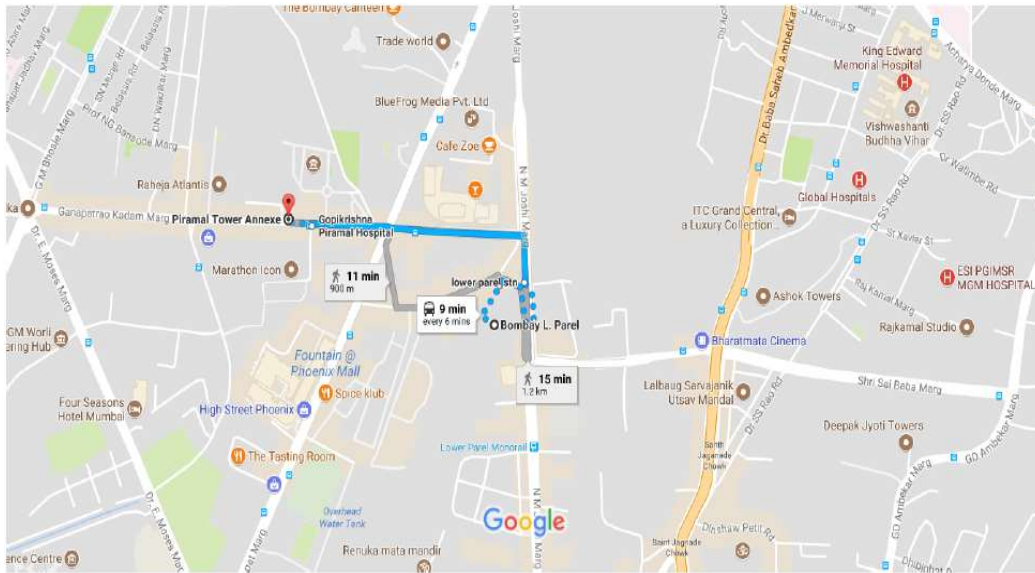
We, _____, having our registered office at _____, holding _____ Equity Shares of INR 10 each representing ___% in the Company in our own name, hereby give consent, pursuant to Section 101 and other applicable provisions, if any, of the Companies Act, 2013, to hold the Extraordinary General Meeting of the Company at short notice on Friday, 19th November, 2021.

Signature:

Name:

Date:

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: **6th Floor, Piramal Tower Annexe, Ganpatarao Kadam Marg, Off Worli Naka, Lower Parel (West), Mumbai – 400013, 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, 19th November 2021 at 12:00 Noon (IST) at Registered Office of the Company situated at 6th 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 resolution as are indicated below:

Resolution No.:

1. Increase of Authorized Share Capital and amendment of Memorandum of Association of the Company.
2. Issuance of bonus shares to the equity shareholders of the Company.

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.