

PRISTINE GLASS PRIVATE LIMITED

OFFICE NO. 1, 1ST FLOOR, FINE MANSION 203, DN ROAD, FORT MUMBAI – 400001

CIN: U74999MH2020PTC349649

NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting of the Members of **Pristine Glass Private Limited** will be held at a shorter notice on Monday, 30th November, 2020 at 5:00 p.m. at 5th Floor, Express Towers, Nariman Point, Mumbai – 400021 to transact the following business:

SPECIAL BUSINESS:

- 1. APPROVAL FOR CHANGE IN NAME OF THE COMPANY AND CONSEQUENT ALTERATION TO THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY:**

To consider and, if thought fit, to approve the following resolution as a **Special resolution**:

“**RESOLVED THAT** pursuant to Section 13 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any amendment thereto or re-enactment thereof for the time being in force) and the provisions of the Memorandum of Association and Articles of Association of the Company and subject to the approval of the Central Government (power delegated to the Registrar of Companies) consent of the members be and is hereby given for changing the name of the Company from “**Pristine Glass Private Limited**” to “**PGP Glass Private Limited**”

RESOLVED FURTHER THAT the name clause being Clause I of the Memorandum of Association of the Company be altered accordingly.

RESOLVED FURTHER THAT in accordance with Section 14 of the Companies Act 2013, the Articles of Association of the Company be altered by substituting the existing name of the Company by its new name.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorised to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution, including but not limited to (i) signing and executing the application under Section 13 of the Companies Act, 2013 and other documents which are required to be submitted to the Registrar of companies as per the provisions of the Act and (ii) certifying true copies of these resolutions and forwarding the same to any person or authority for their record and necessary action.

RESOLVED FURTHER THAT after obtaining the Fresh Certificate of Incorporation consequent to Change of name of the company from the Registrar of Companies, the change in name of the Company be and is hereby effected in all the copies of the Memorandum and Articles of Association of the Company and also on the bills, letterheads and all the other documents wherein the name of the company is mentioned.

RESOLVED FURTHER THAT any Director of the Company is hereby severally authorized to issue and deliver certified true copies of this resolution, if required.

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2. APPROVAL FOR INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to approve the following resolution as a **Special resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions of the Companies Act, 2013 (including any re-enactment(s) and modification(s) made there under, if any, for the time being in force) and the rules framed thereunder and the provisions of the Memorandum of Association and Articles of Association of the Company, consent of the Members of the Company be and is hereby given to increase the Authorised Share Capital of the Company from Rs. 1,00,000/- (Rupees One Lakh Only) consisting of 10,000 (Ten Thousand) Equity Shares of Rs. 10/- each to Rs. 1,60,00,000/- (Rupees One Crore Sixty Lakhs Only) consisting of 16,00,000 (Sixteen Lakhs) Equity Shares of Rs. 10/- each by addition of further 15,90,000 (Fifteen Lakhs Ninety Thousand) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 read with Section 61 and Section 64 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder, consent of the Members of the Company be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following Clause:

“The Share Capital of the Company is Rs. 1,60,00,000 (Rupees One Crore Sixty Lakhs Only) divided into 16,00,000 (Sixteen Lakhs) Equity Shares of Rs.10 (Rupees Ten only) each”.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorised to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution, including but not limited to filing of necessary forms with the Registrar of Companies and to comply with all other requirements in this regard.

RESOLVED FURTHER THAT any Director of the Company is hereby severally authorized to issue and deliver certified true copies of this resolution, if required.

3. APPROVAL FOR INVESTMENTS TO BE MADE BY 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 the provisions of Section 186 of the Companies Act, 2013 and the rules framed thereunder; and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the board resolution dated November 28, 2020, the consent of the members of the Company be and is hereby accorded to the board of directors of the Company to:

- (a) give any loan to any person or other body corporate;
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or

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person; and

(c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

in one or more tranches, from time to time, up to a maximum of INR 1,500 crores, outstanding at any point of time, notwithstanding that the aggregate amount of all loans and investment so far made, the amount for which guarantee or security is so far provided to or in all other bodies corporate along with the investment, loan, guarantee or security proposed to be made or given exceeds 60% of the Company's paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more.

RESOLVED FURTHER THAT the board of directors of the Company be and are hereby authorised to do all acts as required to give effect to the aforementioned resolution and severally delegate all or any of its powers herein conferred to any officer or authorised signatory of the Company in order to give effect to the above resolution.

RESOLVED FURTHER THAT all actions taken by the board of directors of the Company in connection with any matter referred to or contemplated in the above resolution are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT any Director of the Company is hereby severally authorized to issue and deliver certified true copies of this resolution, if required.

For Pristine Glass Private Limited



Mukesh Gulraj Mehta

Director

DIN: 08319159

Address: 606, A Deep Tower,

Opp Jain Mandir,

Andheri (W), Mumbai - 400053



Date: 28th November, 2020

Place: Mumbai

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NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”) relating to the special business to be transacted at the meeting is annexed hereto.
2. A member entitled to vote is entitled to appoint one or more proxies to attend and vote instead of him /her and a proxy need not be a member of the Company.
3. Proxies, in order to be valid shall be lodged, duly executed with the Company at its registered Office at least forty-eight hours before the commencement of the meeting.
4. Members are requested to promptly notify any change in their postal address/ E-mail address to the Registered Office of the Company.
5. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company, a certified copy of the Board Resolution/ Authority Letter authorising their representatives to attend and vote on their behalf at the meeting.
6. Members/Proxies should bring the attendance slip duly filled in and signed for attending the Meeting.
7. All documents referred to in this Notice and Explanatory Statement annexed hereto shall be available for inspection at any time during the working hours from Monday to Friday at the registered office of the Company.



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

ITEM NO. 1: APPROVE THE CHANGE IN NAME OF THE COMPANY AND CONSEQUENT ALTERATION TO THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY:

The Company intends to change its name from “Pristine Glass Private Limited” to “PGP Glass Private Limited” and therefore, the Company had made an application for Reservation of the Name through **RUN Application** on 26th November, 2020.

The name “**PGP Glass Private Limited**” has been duly approved and made available for changing the name of the Company by the Central Registration Center/Registrar of Companies vide their name approval letter dated 27th November, 2020.

As per Section 13 & 14 of the Companies Act, 2013 approval of the shareholders is necessary to be accorded for changing the name of the Company and consequent alteration to Memorandum and Articles of Association of the Company by way of a **Special Resolution**.

The Board has, at its meeting held on 28th November, 2020 accorded its approval for the change in name of the Company and consequent amendment to Name Clause of the Memorandum of Association of the Company and amendment to the Articles of Association of the Company by substituting the existing name of the Company by its new name.

Further, the Board recommends the passing of the resolution at Item No. 1 of the Notice as a **Special resolution**. Therefore, the members are requested to consider and approve the proposed resolution.

None of the directors or their relatives is in any way concerned or interested financially or otherwise in the said resolution.

All documents in relation to this resolution will be available for inspection at the registered office of the Company on all business days (i.e. Monday to Saturday) during working hours (9 AM to 6 PM).

ITEM NO. 2: INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

The Authorized Share Capital of the Company at present is Rs. 1,00,000/- (Rupees One Lakh Only) consisting of 10,000 (Ten Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each which is not adequate considering the future growth of the Company and consequent requirement of funds. The Board of Directors therefore proposes that the Authorized Share Capital of the Company be increased from Rs. 1,00,000/- (Rupees One Lakh only) consisting of 10,000 (Ten Thousand) Equity Shares of Rs. 10 (Rupees Ten only) each to Rs. 1,60,00,000/- (Rupees One Crore Sixty Lakhs Only) consisting of 16,00,000 (Sixteen Lakhs) Equity Shares

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of Rs. 10/- each by addition of further 15,90,000 (Fifteen Lakhs Ninety Thousand) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking pari passu with the existing Equity Shares.

As per Section 13 and 61 of the Companies Act, 2013 approval of the shareholders is necessary to be accorded for increase in authorised share capital of the Company and consequent alteration to Memorandum of Association of the Company by way of a **Special Resolution**.

The Board has, at its meeting held on 28th November, 2020 accorded its approval for increase in authorised share capital of the Company and consequent amendment to Capital Clause of the Memorandum of Association of the Company.

Further, the Board recommends the passing of the resolution at Item No. 2 of the Notice as a **Special resolution**. Therefore, the members are requested to consider and approve the proposed resolution.

None of the directors or their relatives is in any way concerned or interested financially or otherwise in the said resolution.

All documents in relation to this resolution will be available for inspection at the registered office of the Company on all business days (i.e. Monday to Saturday) during working hours (9 AM to 6 PM).

ITEM NO. 3: APPROVE THE INVESTMENTS TO BE MADE BY THE COMPANY:

The Company intends to acquire the glass manufacturing and packaging business of Piramal Glass Private Limited, within India and outside India, which shall lead to purchase of securities of the relevant companies and/or bodies corporate.

As per Section 186 of the Companies Act, 2013 approval of the shareholders is necessary to be accorded for investments to be made by the Company beyond the limits as prescribed under the said section, by way of a **Special Resolution**.

The Board has, at its meeting held on 28th November, 2020 accorded its approval for acquisition of glass manufacturing and packaging business of Piramal Glass Private Limited, within India and outside India which shall lead to investments to be made by the Company beyond the limits as prescribed under Section 186 of the Companies Act, 2013 subject to approval by the members of the Company. Further, the Board recommends the passing of the resolution at Item No. 3 of the Notice as a **Special resolution**. Therefore, the members are requested to consider and approve the proposed resolution.

None of the directors or their relatives is in any way concerned or interested financially or otherwise in the said resolution.

All documents in relation to this resolution will be available for inspection at the registered office of the Company on all business days (i.e. Monday to Saturday) during working hours (9 AM to 6 PM).

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For Pristine Glass Private Limited



Mukesh Gulraj Mehta

Director

DIN: 08319159

Address: 606, A Deep Tower,

Opp Jain Mandir,

Andheri (W), Mumbai - 400053



Date: 28th November, 2020

Place: Mumbai

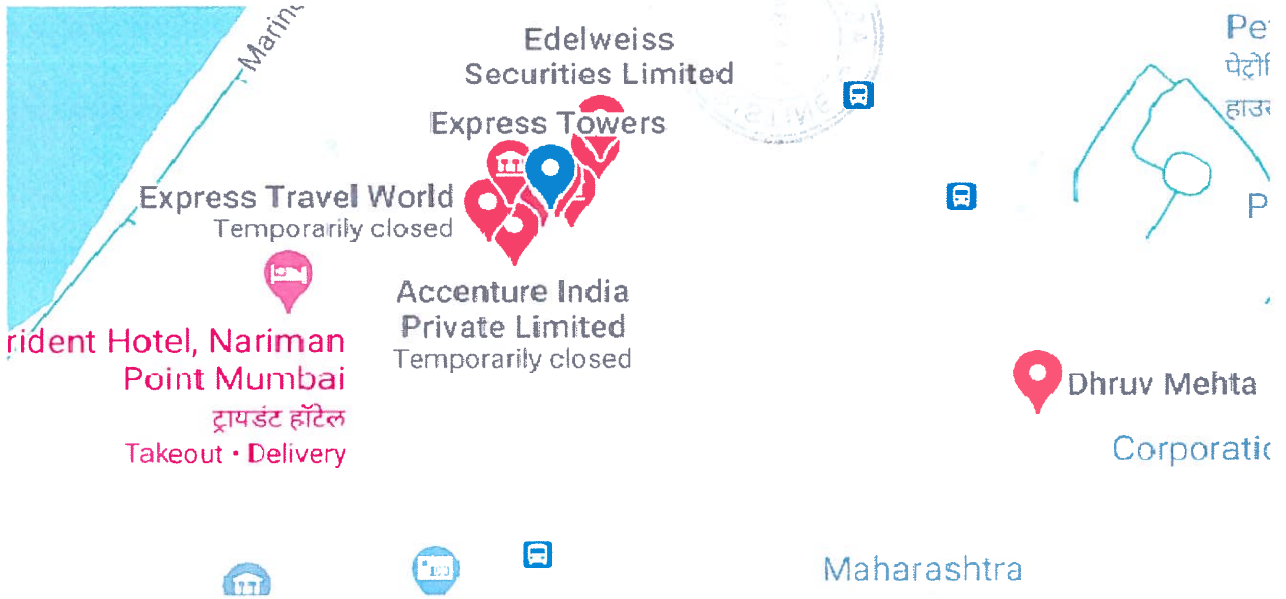
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Route Map for Extra-ordinary General Meeting: 5th Floor, Express Towers, Nariman Point, Mumbai – 400021

Prominent Landmark: Nariman Point, Mumbai



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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 : Pristine Glass Private Limited
Registered Office : Office No. 1, 1st Floor, Fine Mansion 203, DN Road, Fort Mumbai – 400001

Name of the Member(s) :	
Registered Address :	
E-mail Id :	
Folio No. / Client Id :	
DP ID :	

I/We, being the member(s) of shares of the above named Company, hereby appoint:

1. Name :
Address :
E-mail Id :
Signature :, or failing him
2. Name :
Address:
E-mail Id :
Signature :, or failing him
3. Name :
Address:
E-mail Id :
Signature :

as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Monday, 30th November, 2020 at 5:00 p.m. at 5th Floor, Express Towers, Nariman Point, Mumbai – 400021 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.:

1. Approval for Change in Name of the Company and consequent Alteration to the Memorandum and Articles of Association of the Company;

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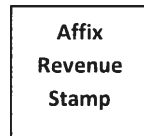
CIN: U74999MH2020PTC349649

2. Increase in Authorised Share Capital of the Company and Consequent Alteration to the Memorandum of Association of the Company;
3. Approval for investments to be made by the Company.

Signed this day of 2020

Signature of Shareholder

Signature of Proxy holder



Note:

- a) **Revenue Stamp to be affixed on this form.**
- b) **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

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ATTENDENCE SLIP

Please complete this Attendance Slip and hand it over at the entrance of the place of the meeting

Folio No. _____

Client ID No. _____

Name of the Shareholder/Proxy _____

Address _____

No. of shares held _____

I hereby record my presence at the Extra-ordinary General Meeting of the Company held on Monday, 30th November, 2020 at 5:00 p.m. at 5th Floor, Express Towers, Nariman Point, Mumbai – 400021.

Signature of Shareholder/Proxy

Notes:

1. Only Member / Proxy can attend the meeting.
2. Member/Proxy who wishes to attend the meeting must bring this attendance slip to the meeting and hand over at the entrance duly filled in and signed.