

**NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF PGP GLASS PRIVATE LIMITED (FORMERLY KNOWN AS PRISTINE GLASS PRIVATE LIMITED) WILL BE HELD AT SHORTER NOTICE ON THURSDAY, 11<sup>TH</sup> FEBRUARY, 2021 AT 5:00 P.M. AT 5<sup>TH</sup> FLOOR, EXPRESS TOWERS, NARIMAN POINT, MUMBAI 400 021, MAHARASHTRA TO TRANSACT THE FOLLOWING BUSINESSES:**

**SPECIAL BUSINESS:**

**1. ALTERATION OF OBJECT CLAUSE 3.(b) "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF OBJECTS SPECIFIED IN CLAUSE 3.(a)" 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 Sections 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any amendment thereto or re-enactment thereof for the time being in force), and subject to other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned Statutory Authority(ies), consent of the members of the Company be and is hereby accorded for addition of three new objects as Sub-Clauses 21, 22 and 23 (as mentioned below) after existing Sub-Clause 20 under Clause 3.(b) i.e *Matters which are necessary for furtherance of the objects specified in Clause 3.(a)* of the existing MOA of the Company and subsequently renumber the existing Sub-Clause 21 as Sub-Clause 24 of Clause 3.(b):

21. *"To enter into any and all contracts/agreements/transactions with banks, financial institution or any other institution for the purpose of hedging risks emerging out of exposure to foreign currency and to carry out and participate in transactions including but not limited to foreign exchange transactions like spot, swaps, forwards, forward exchange contracts, futures contracts, forward rate agreements, derivatives transactions, hedging transactions or any combination thereof, etc., for this purpose, as the Board of Directors of the Company may deem fit."*
22. *"To receive loan or borrow or raise money other than public deposits, in Indian Rupees or such other currency and in such manner as the Company shall think fit without doing Banking business within the meaning of the Banking Regulation Act, 1949 and Rules or Regulations framed thereunder and in particular by the issue of debentures, and to secure the repayment of any money borrowed, raised or owing by mortgage, hypothecation, pledge, charge or lien upon all or any of the properties or assets of the Company (both present and future) and also by a similar mortgage, hypothecation, pledge,*

**PGP Glass Private Limited**  
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*charge or lien to secure and guarantee the performance of contracts or obligations undertaken by the Company or any other person on behalf of the Company as the case may be.”*

23. *“To acquire, and take over either the whole or any part of the business, goodwill, trademarks, patents, property, assets and liabilities of any person or persons, company partnership firms or corporation carrying on similar or different business than that of the Company and to take or otherwise acquire and hold shares or securities of any person, firm or company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorized to carry on or engage in or any allied capable of being carried on or conducted so as to directly or indirectly benefit the Company, and to sell, hold, reissue with or without guarantee or otherwise deal with such shares and securities.”*

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby severally authorized to sign and file necessary e-form(s) and documents with the jurisdictional Registrar of Companies and other statutory authorities and to do all such acts, deeds, matters and things as may be required or necessary in connection with or incidental for giving effect to the above mentioned resolution 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.”

**2. 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 an Ordinary 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 accorded to increase the Authorised Share Capital of the Company from present Rs. 1,60,00,000/- (Rupees One Crore Sixty Lakhs Only) consisting of 16,00,000 (Sixteen Lakhs) Equity Shares of Rs. 10/- each to Rs. 5,01,60,00,000/- (Rupees Five Hundred One Crore and Sixty Lakhs Only) consisting of 50,16,00,000 (Fifty Crore and Sixteen Lakhs) Equity Shares of Rs. 10/- each by addition of further 50,00,00,000 (Fifty Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking paripassu with the existing Equity Shares.

**RESOLVED FURTHER THAT** consent of the Members of the Company be and is hereby accorded for substituting Clause 5 of the Memorandum of Association of the Company with the following Clause:

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5. *"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".*

**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".

**3. APPOINTMENT OF MR. ANIMESH AGRAWAL (DIN: 08538625) AS DIRECTOR OF THE COMPANY:**

To consider and, if thought fit, to approve the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Animesh Agrawal (DIN:08538625) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 10<sup>th</sup> December, 2020 in terms of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and whose term of office expires at the next General Meeting, be and is hereby appointed as a Director of the Company."

**By order of the Board of Directors**  
**PGP Glass Private Limited**  
(Formerly known as Pristine Glass Private Limited)



**Mukesh Gulraj Mehta**  
**Director**  
**DIN- 08319159**

Date: 4<sup>th</sup> February, 2021  
Place: Mumbai

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**Notes:**

1. 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.
2. The explanatory statement, pursuant to Section 102 of the Companies Act, 2013, with respect to abovementioned business is enclosed.
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 address to the Registered Office of the Company.
5. Members are requested to quote ledger folio number in all their correspondences.
6. Members/Proxies should bring the attendance slip duly filled in and signed for attending the Meeting.
7. Corporate Members intending to send their authorized representatives to attend the Extra-ordinary General Meeting (EGM) are requested to send a certified copy of the Board Resolution/Letter of Authority authorizing their representative to attend and vote on their behalf at the Meeting
8. Necessary documents 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**

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), sets out all material facts relating to the business mentioned under item no. 1, 2 and 3 of the accompanying Notice:

**ITEM NO. 1: ALTERATION OF OBJECT CLAUSE 3.(b) "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF OBJECTS SPECIFIED IN CLAUSE 3.(a)" OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

It is proposed to add three new objects as Sub-Clauses 21, 22 and 23 after existing Sub-Clause 20 under Clause 3.(b) i.e. *matters which are necessary for furtherance of the objects specified in Clause 3.(a)* of the existing MOA of the Company in order to include the below mentioned business activities in the MOA of the Company and accordingly renumber existing Sub-Clause 21 as Sub-Clause 24 of Clause 3.(b):

- a. Currency Hedging i.e. Currency Trading on ongoing basis;
- b. Avail Loans/ Borrowings as and when required including External Commercial Borrowings; and
- c. Acquisition and Investments.

The Board has granted its approval to amend the existing Memorandum of Association of the Company, at its Meeting held on 4<sup>th</sup> February, 2021. The approval of the Members of the Company is sought, by way of a Special Resolution, pursuant to the provisions of Sections 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, for approval of the amended Memorandum of Association of the Company.

The proposed new draft Memorandum of Association shall be available for inspection at the Registered Office of the Company on any working day upto and till the conclusion of this Extra-ordinary General Meeting.

The Board recommends the passing of the resolutions at Item No. 1 of the notice as a Special Resolution.

None of the Directors or their relatives are in any way concerned or interested financially or otherwise in this resolution.

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

The Authorised Share Capital of the Company at present is Rs. 1,60,00,000/- (Rupees One Crore Sixty Lakhs Only) consisting of 16,00,000 (Sixteen Lakhs) 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 Authorised Share Capital of the Company be increased from Rs. 1,60,00,000/- (Rupees One Crore Sixty Lakhs Only) consisting of 16,00,000 (Sixteen Lakhs) Equity Shares of Rs. 10 (Rupees Ten only) to Rs. 5,01,60,00,000/- (Rupees Five Hundred One Crore and Sixty Lakhs Only) consisting of 50,16,00,000 (Fifty Crore and Sixteen Lakhs) Equity Shares of Rs. 10/- each by addition of further 50,00,00,000 (Fifty Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking paripassu with the existing Equity Shares.

Pursuant to 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 an **Ordinary Resolution**.

The Board has, at its meeting held on 4<sup>th</sup> February, 2021 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.

The proposed new draft Memorandum of Association shall be available for inspection at the Registered Office of the Company on any working day upto and till the conclusion of this Extra-ordinary General Meeting.

The Board recommends the passing of the resolutions at Item No.2 of the notice as a Ordinary Resolution.

None of the Directors or their relatives are in any way concerned or interested financially or otherwise in this resolution.

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**ITEM NO. 3: APPOINTMENT OF MR. ANIMESH AGRAWAL (DIN: 08538625) AS DIRECTOR OF THE COMPANY:**

Mr. Animesh Agrawal (DIN:08538625) was inducted into the Board of Directors on 10<sup>th</sup> December, 2020 as an Additional Director, to hold office until the conclusion of next General Meeting of the Company.

Mr. Animesh Agrawal (DIN:08538625) has completed Master of Business Administration from Stanford Graduate School of Business and also holds a degree in B. Tech in Mechanical Engineering from Indian Institute of Technology, Delhi. He has an experience of more than 10 years.

The Board therefore recommends the resolution stated in item 3 for appointment of Mr. Animesh Agrawal (DIN: 08538625) for the approval of the members.

Additional information in respect of Mr. Animesh Agrawal pursuant to the Secretarial Standard on General Meetings, is appearing in Annexure I to this Statement.

Mr. Animesh Agrawal (DIN: 08538625) is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Except Mr. Animesh Agrawal (DIN: 08538625) or his relatives, none other Directors or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

**By order of the Board of Directors**  
**PGP Glass Private Limited**  
**(Formerly known as Pristine Glass Private Limited)**



**Mukesh Gulraj Mehta**  
**Director**  
**DIN- 08319159**

Date: 4<sup>th</sup> February, 2021  
Place: Mumbai

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**Annexure I**

**Disclosures pursuant to Secretarial Standard- 2 issued by the Council of the Institute of Company Secretaries of India and approved by the Central Government**

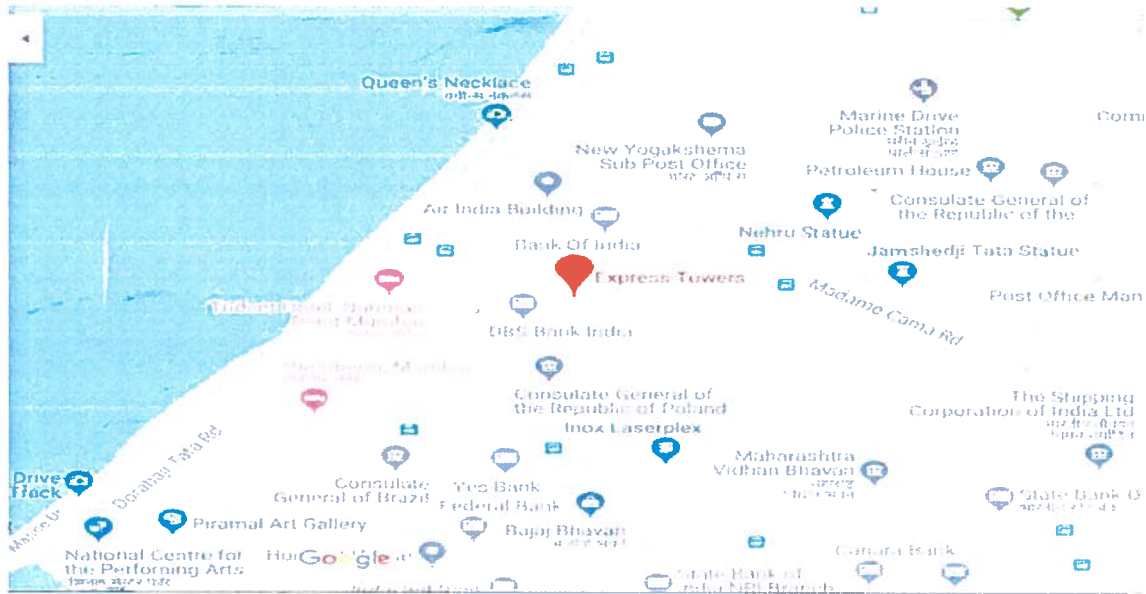
<b>Name of Director &amp; DIN</b>	<b>Animesh Agrawal (DIN: 08538625)</b>
Date of Birth	19/07/1990
Age	About 30 Years
Date of first appointment of the Board	10/12/2020
Qualification	Master of Business Administration and B.Tech in Mechanical Engineering
Experience	About 10 Years
Directorships held in other companies	1.EPL Limited
No. of shares held in company	Nil
Relationships between Directors inter-se	Nil
Number of meetings of the Board attended during the year	3
Membership/Chairmanship of Committees of other Boards	NA
Terms and Conditions of appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	As per the Letter of Appointment
Justification for choosing the appointees for appointment as Independent Directors	NA



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**ROUTE MAP OF THE VENUE OF EXTRA ORDINARY GENERAL MEETING OF**  
**PGP GLASS PRIVATE LIMITED**

**LANDMARK: NARIMAN POINT**



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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 : **PGP GLASS PRIVATE LIMITED**  
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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 **Thursday, 11<sup>th</sup> February, 2021 at 5:00 p.m.** at 5<sup>th</sup> Floor, Express Towers, Nariman Point, Mumbai 400021 and at any adjournment thereof in respect of such resolutions as are indicated below:

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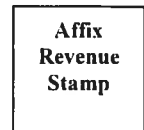
**Resolution No.:**

1. Alteration of object Clause 3.(b) "*Matters which are necessary for furtherance of objects specified in Clause 3.(a)*" of the Memorandum of Association of the Company.
2. Increase in Authorised Share Capital of the Company and consequent alteration of the Capital Clause of the Memorandum of Association of the Company.
3. Appointment of Mr. Animesh Agrawal (DIN:08538625) as Director of the Company.

Signed this ..... day of..... 2021

Signature of Shareholder .....

Signature of Proxyholder .....



**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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**ATTENDANCE SLIP**

**PGP GLASS PRIVATE LIMITED**  
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Registered office: Office No. 1, 1st Floor, Fine Mansion 203 DN Road, Fort Mumbai -400001.

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 at 5<sup>th</sup> Floor, Express Towers, Nariman Point, Mumbai-400021, on **Thursday, 11<sup>th</sup> February, 2021 at 05:00 p.m.**

\_\_\_\_\_  
Signature of Member

\_\_\_\_\_  
Signature of Proxy