



## NOTICE

**NOTICE is hereby given that the 1<sup>st</sup> Extra-Ordinary General Meeting of FY2024-25 of the Members of PGP Glass Private Limited (“the Company”) is scheduled to be held at a shorter notice on Wednesday, the 19<sup>th</sup> day of June, 2024 at 01:30 p.m. (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, 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 authorization of Buyback of Equity Shares 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 article 43 of the articles of association of the Company and the provisions of sections 68, 69, 70, 100 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) and the Companies (Share Capital and Debentures) Rules, 2014 to the extent applicable, as amended or any statutory modification(s) or re-enactment thereof and subject to such approvals, permissions and sanctions as may be required, consent of the members of the Company be and is hereby accorded for buyback of up to 6,09,76,499 (Six Crores Nine Lakhs Seventy Six Thousand Four Hundred and Ninety Nine) fully paid up equity shares of the face value of Rs. 10/- (Rupees Ten Only) each representing ~5% of the total paid up equity share capital of the Company as on March 31, 2024 (hereinafter referred to as the “**Equity Shares**” or “**Shares**”) at the price of 75.98/- (Rupees Seventy Five and Ninety Eight paise Only) per Equity Share payable in cash (“**Buyback Price**”) for an aggregate total consideration amount not exceeding 4,63,29,94,394/- (Rupees Four Hundred and Sixty Three Crores Twenty Nine Lakhs Ninety Four Thousand Three Hundred and Ninety Four Only) (“**Buyback Offer Size**”), which is less than 25% of the aggregate of the paid-up share capital and free reserves (including securities premium account) of the Company based on audited standalone financial statements of the Company for the financial year ended March 31, 2024, out of the investments, securities premium account of the Company or such other source as may be permitted by the Act and by the members of the Company (such proposed buyback, “**Buyback**”);

**RESOLVED FURTHER THAT** the Company may buyback Shares from the existing members of the Company and on such terms and conditions as the Board may decide from time to time at its absolute discretion;

**RESOLVED FURTHER THAT** the Company shall not use borrowed funds, directly or indirectly, whether secured or unsecured, of any form and nature, from banks and financial institutions for paying the consideration to the equity shareholders who have tendered their Equity Shares in the Buyback.

### PGP Glass Private Limited

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CIN: U74999MH2020PTC349649 GSTN No: 27AALCP5737F1Z4  
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**RESOLVED FURTHER THAT** consent of the members be and is hereby accorded to the Board to split the Equity Share certificates and issue a new consolidated Equity Share certificate for the unaccepted/remaining Equity Shares which are not accepted/not tendered for the Buyback as may be expedient or appropriate to give effect to Buyback;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the power(s) conferred hereinabove as it may in its absolute discretion deem fit, to any Director(s) / Key Managerial Personnel / Officer(s) / Authorised Representative(s) / Committee of the Company in order to give effect to the aforesaid resolution, including but not limited to:

- finalizing/ modifying the terms of the Buyback, as may be permissible under the law;
- the appointment of advisor(s)/consultant(s) as may be required, for the implementation of the Buyback and decide and settle the remuneration for such persons/ advisors/ consultants;
- to make all necessary applications to the appropriate authorities for seeking their approvals including but not limited to approvals, as may be required, from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder;
- to initiate all necessary actions for preparation, signing, issuing and filing of the Letter of Offer and all other documents with respect to the Buyback with the appropriate authorities, as may be required;
- to obtain all necessary certificates and reports from the Statutory Auditors and other third parties as may be required under applicable laws;
- to verify offer/acceptances received, to finalize basis of acceptance, to pay to the members consideration for shares bought back pursuant to the Buyback;
- to adopt the text of Letter of Offer and all offer documents with respect to the Buy-back, whether before or after the Buyback and any revision thereto;
- to open, operate and close the separate bank account for Buyback and to decide authorized signatories to such account;
- for the extinguishment of dematerialized shares and physical destruction of share certificates in respect of the Equity Shares bought back by the Company and filing of certificates of extinguishment required to be filed in connection with the Buyback.
- to determine, finalise and pay tax on buyback, and
- to provide, finalise, execute, and file such other undertakings, agreements, documents, and correspondence, in connection with the Buyback with the Reserve Bank of India, Registrar of Companies or other authorities or third persons from time to time as may be required, desirable or considered expedient for the implementation of the Buyback.”

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**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and are hereby severally authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respects.”

**Registered Office:**

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

**Date:** June 17, 2024

**Place:** Mumbai

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

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

**PGP Glass Private Limited**

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**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 are requested to e-mail the company 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 with their respective specimen signatures in accordance with Section 113 of the Companies Act, 2013.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed to this Notice.
5. All the documents, as required under the Companies Act, 2013 read with rules framed thereunder shall be placed at the Meeting for inspection by Members (including their authorized representatives) and shall also be available for inspection at the Registered Office of the Company during business hours.
6. Members are requested to deliver their consent to convene the proposed extra-ordinary general meeting at shorter notice (in the form attached as **Annexure- 1** to this notice) to the Company prior to the proposed time for the extra-ordinary general meeting.
7. 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.
8. Pursuant to Secretarial Standard-2 on "General Meetings" issued by the Institute of Company Secretaries of India (ICSI), route map of the venue of the meeting is stated in the **Annexure- 3** to the Notice.

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

### **Item No. 1**

The members are hereby informed that pursuant to article 43 of the articles of association of the Company and the provisions of sections 68, 69, 70, 100 of the Companies Act, 2013, as amended (“**Act**”) and applicable rules made thereunder including any other provisions of the Act as may be applicable, the Company is proposing buyback of up to 6,09,76,499 (Six Crores Nine Lakhs Seventy Six Thousand Four Hundred and Ninety Nine) fully paid-up equity shares of the face value of Rs. 10/- (Rupees Ten Only) each representing approximately 5% of the total paid up equity share capital of the Company as on March 31, 2024 at the price of Rs. 75.98/- (Rupees Seventy Five and Ninety Eight paise Only) per equity share payable in cash aggregating to total amount not exceeding Rs. 4,63,29,94,394/- (Rupees Four Hundred and Sixty Three Crores Twenty Nine Lakhs Ninety Four Thousand Three Hundred and Ninety Four Only) (hereinafter referred to as “**Buyback**”).

The said aggregate amount is less than 25% of the aggregate of the paid-up share capital and free reserves (including securities premium account) of the Company based on audited standalone financial statements of the Company for the financial year ended March 31, 2024. The said Buyback is proposed to be funded out of the surplus cash generated by the Company, which is currently held in the form of investments in the mutual funds i.e. by liquidating of such investments by the Company or such other source as may be permitted by the Act and. The Buyback was approved by the Board of Directors of the Company at its meeting held on June 05, 2024.

Further, as per the above-mentioned provisions of the Act read with the Companies (Share Capital and Debentures) Rules, 2014, this explanatory statement contains relevant and material information to enable the members holding equity shares of the Company to consider and approve the proposed special resolution for the Buyback by the Company as under:

#### **a) Objective of the Buyback:**

- i. The Buyback will help the Company to return surplus cash to its members, thereby enhancing the overall return to the members.
- ii. The Buyback will help in optimizing the capital structure.

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**b) Method to be adopted for the Buyback, class of shares intended to be purchased and number of shares to be purchased:**

The Company will buyback 6,09,76,499 (Six Crores Nine Lakhs Seventy Six Thousand Four Hundred and Ninety Nine) fully paid-up equity shares of the face value of Rs. 10/- (Rupees Ten Only) each at the price of 75.98/- (Rupees Seventy Five and Ninety Eight paise Only) per equity share payable in cash aggregating to total amount not exceeding Rs. 4,63,29,94,394/- (Rupees Four Hundred and Sixty Three Crores Twenty Nine Lakhs Ninety Four Thousand Three Hundred and Ninety Four Only) from the existing shareholder(s) of the Company.

The Buyback will be implemented in accordance with the Act and applicable rules thereunder and on such terms and conditions as may be deemed fit by the Company. The Company will send a Letter of Offer to the existing shareholder(s) of the Company containing the details of the Buyback.

Detailed instructions for participation in the Buyback as well as the relevant timetable will be included in the Letter of Offer which will be sent to the members in due course and in compliance with the provisions of the Act and the applicable rules thereunder.

The Buyback shall be subject to such approvals as may be required including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder, if any.

**c) The price per equity share, maximum price of the Buyback and the basis of arriving at the Buyback price:**

The equity shares of the Company are proposed to be bought back at a price of Rs. 75.98/- (Rupees Seventy Five and Ninety Eight paise Only) per equity share ("**Buyback Price**") as determined by the Company using an independent valuer, i.e. M/s. Bansi S. Mehta and Co.

The Buyback Price has been arrived at after considering various factors such as the cash liquidity reflected in Unaudited/Provisional Consolidated and Standalone Financial Statements of the Company for the financial year March 31, 2024, the Business Projections, the net worth of the Company and the impact of the Buyback on the key financial ratios of the Company.

**d) The time-limit for the completion of Buyback:**

The Buyback shall be completed within one year or earlier as may be determined by the Board at its discretion.

**e) Details of aggregate shareholding in the Company of the Promoters as on the date of this notice are as below:**

Sr. No.	Name of the shareholder	Address	No. of Equity Shares	Percentage (%)
1.	BCP Topco V Pte. Ltd.	77 Robinson Road,	1,21,95,29,999	100.00

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Sr. No.	Name of the shareholder	Address	No. of Equity Shares	Percentage (%)
		13-00, Robinson 77, Singapore 068896		
2.	Singapore VII FPI Pte. Ltd. (Nominee of BCP Topco V Pte. Ltd.)	77 Robinson Road, 13-00, Robinson 77, Singapore 068896	1	-
TOTAL			1,21,95,30,000	100.00

Note 1:

- No director or key-managerial personnel of the Company holds any shares in the Company.
- No directors of the promoters hold any shares in the Company.
- No promoters, directors of the promoters, directors and key managerial personnel of the Company have purchased or sold equity shares during a period of twelve months preceding the date of the board meeting and date of notice convening the general meeting i.e. June 05, 2024 & June 19, 2024 respectively.
- BCP Topco V. Pte. Ltd. intends to tender 6,09,76,499 (Six Crores Nine Lakhs Seventy Six Thousand Four Hundred and Ninety Nine) equity shares of Rs. 10/- each for the Buyback representing ~5% of the total paid up equity share capital of the Company.

**f) The maximum and minimum price at which purchases and sales referred to in sub-clause (ii) were made along with the relevant date:**

In view of the Note 1 mentioned above, the clause f is not applicable.

- g) The Company confirms that there are no defaults subsisting in the repayment of deposits, interest payment thereon, payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company.
- h) The Board of Directors of the Company has confirmed that they have made full inquiry into the affairs and prospects of the Company and they have formed the opinion that:
- Immediately following the date of this Board Meeting, i.e., June 05, 2024, and following the date shareholders meeting with regard to Buyback, there will be no grounds on which the Company can be found unable to pay its debts;
  - As regards the Company's prospects for the year immediately following the date of this Board Meeting at which the proposal for Buyback was approved by the Board, i.e. June 05, 2024, and following the date of shareholders meeting with regard to Buyback and having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered

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insolvent within a period of one year from the date of the Board Meeting and shareholders meeting at which the proposal for Buyback was approved; and

iii. In forming their opinion aforesaid, the Board has taken into account the liabilities as if the Company was being wound up under the provisions of the Act (including prospective and contingent liabilities).

i) The text of the report of M/s. B S R & Co. LLP, the Statutory Auditors of the Company, dated June 05, 2024 addressed to the Board of Directors of the Company is reproduced below:

The Board of Directors,  
PGP Glass Private Limited  
1102, 11<sup>th</sup> Floor, Tower 2B,  
One World Center, Senapati Bapat Marg, Prabhadevi (West), Mumbai - 400013,  
Maharashtra (India)

5 June 2024

**Independent Auditor's Report in respect of proposed buy back of equity shares by PGP Glass Private Limited as per Clause (n) to Rule 17 of The Companies (Share Capital and Debentures) Rules, 2014 ("the Rules") read with Section 68 of the Companies Act, 2013 ("the Act"), as amended**

1. This Report is issued in accordance with the terms of our engagement letter dated 28 March 2022 and addendum to the engagement letter dated 3 June 2024.
2. The Board of Directors of PGP Glass Private Limited ("the Company") have approved a proposed buy-back of Equity Shares by the Company at its meeting held on 5 June 2024, in pursuance of section 68, 69 and 70 of the Act and the Rules.
3. The accompanying Statement of permissible capital payment (including Securities Premium) ("Annexure A") as at 31 March 2024 (hereinafter referred to as the "Statement") is prepared by the management of the Company, which we have signed for identification purposes only.

**Management's Responsibility for the Statement**

4. The preparation of the Statement in accordance with Section 68(2)(c) of the Act and ensuring compliance with Section 68, 69 and 70 of the Act and the Rules is the responsibility of the Management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to compliance with terms and conditions contained in the Act, Rules and the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

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5. The Board of Directors is also responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its liabilities from the date of Board meeting approving the buyback of its equity shares i.e., 5 June 2024 and will not be rendered insolvent within a period of one year from the date of the Board meeting, and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act.

### **Auditors' Responsibility**

6. Pursuant to the requirements of the Rules, it is our responsibility to provide a reasonable assurance whether:
  - i. we have inquired into the state of affairs of the Company in relation to the audited standalone financial statements of the Company for the year ended 31 March 2024;
  - ii. the amount of the permissible capital payment (including Securities Premium) as stated in Annexure A for the proposed buy-back of equity shares is properly determined considering the audited standalone financial statements in accordance with Section 68(2)(c) of the Act and
  - iii. the Board of Directors of the Company in their meeting dated 5 June 2024 have formed the opinion as specified in clause (m) to Rule 17 of the Rules on reasonable grounds and that the company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of passing of board resolution dated 5 June 2024.
7. Our engagement involves performing procedures to obtain sufficient appropriate evidence on the above reporting. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the above reporting. Within the scope of our work, we performed the following procedures:
  - i. Inquired into the state of affairs of the Company with reference to the audited standalone financial statements;
  - ii. Examined that the amount of permissible capital payment (including Securities Premium) for the buy back as detailed in Annexure A is in accordance with the provisions of Section 68(2)(c) of the Act;
  - iii. Traced the amounts of paid-up equity share capital, securities premium and retained earnings as mentioned in Annexure A from the audited standalone financial statements as at and for the year ended 31 March 2024;
  - iv. Examined that the Buy Back approved by Board of Directors in its meeting held on 5 June 2024 is authorized by the Articles of Association of the Company;
  - v. Examined that all the shares for buy-back are fully paid-up;

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- vi. Verified the arithmetical accuracy of the amounts mentioned in Annexure A;
  - vii. Obtained declaration of solvency as approved by the board of directors on 5 June 2024 pursuant to the requirements of clause (m) to Rule 17 of the Rules; and
  - viii. Obtained appropriate representations from the Management of the Company.
8. The standalone financial statements referred to in paragraph 6 and 7 above, which we have considered for the purpose of this report, has been approved by the Board of Directors in their meeting held on 5 June 2024 and is pending shareholders' approval. These standalone financial statements have been audited by us and we have issued an unmodified opinion vide our report dated 5 June 2024.
  9. We conducted our examination of the Statement in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes (Revised) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
  10. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services engagements.

## **Opinion**

11. Based on our performance of the aforesaid procedures, we report that:
  - i. we have inquired into the state of affairs of the Company with reference to its audited standalone financial statements as at and for the year ended 31 March 2024;
  - ii. the Board has proposed to buyback the Company's equity shares upto an aggregate amount not exceeding Rs. 4,63,29,94,394 (Rupees Four Hundred and Sixty-Three Crores Twenty-Nine Lakhs Ninety-Four Thousand Three Hundred and Ninety Four Only) ("Buyback Offer Size") at a price not exceeding Rs. 75.98/- per equity share ("Buyback Offer Price"). The amount of permissible capital payments (including Securities Premium) towards the proposed buyback of equity shares as computed in Annexure A, has been properly determined in accordance with Section 68(2)(c) of the Act; and
  - iii. the Board of Directors of the Company in their meeting held on 5 June 2024 have formed their opinion, as specified in clause (m) to Rule 17 of the Rules, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of passing of the board resolution dated 5 June 2024.

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### **Restriction on use**

12. The Report has been issued at the request of the management of the Company solely for the purpose of the Company's compliance with the Act and the Rules for submission to the Registrar of Companies and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No: 101248W/W-100022

Sd/-

**Rupen Shah**

Partner

Place: Ahmedabad Membership No: 116240 ICAI UDIN: 24116240BKGSPC2288

Enclosures: Statement (signed for identification purpose only)

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### **Annexure A**

Statement of determination of the permissible capital payment towards Buy-back of Equity Shares (“the Statement”) in accordance with Section 68(2) of the Companies Act, 2013 (“the Act”), based on the audited standalone financial statements as at 31 March 2024.

(Rs. Million)

<b>Particulars</b>	<b>Amount as per Audited Standalone Financial Statements</b>
Paid up equity share capital (1,219,530,000 equity shares of Rs. 10/- each)	12,195.30
<b>Free reserves:</b>	
Retained earnings -	(1,230.31)
Securities Premium -	28,386.58
<b>Total paid up equity share capital and free reserves as at 31 March 2024</b>	<b>39,351.57</b>
Total Borrowing outstanding as at 31 March, 2024	26,249.42
Debt Equity Ratio Before Buy-back	0.67
Proposed Buy-Back assuming maximum permissible amount as per section 68 (2)(c) of the Act	9,837.89
Debt Equity Ratio post buy-back required to be less than 2:1 as per section 68(2)(d) of the Act	0.76
Maximum amount permissible for buyback as per the Act (i.e. not more than 25% of aggregate of fully paid up equity share capital and free reserves as per audited standalone financial statements as of and for the year ended 31 March 2024)	9,837.89
Maximum amount permitted by Board Resolution dated 05 <sup>th</sup> Jun 2024 approving buy-back, subject to shareholders’ approval, based on the audited accounts as at 31 March 2024	4,632.99

For **PGP Glass Private Limited**

Sd/-

**Dinesh Dahivelkar**  
**Chief Financial Officer**

Date: 5 June 2024

Place: Mumbai

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- j) The Company shall transfer from its free reserves and/or securities premium account a sum equal to the nominal value of the equity shares which are purchased through the Buyback to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited financial statements.

Pursuant to the applicable provisions of the Act, the Board recommends passing of the Special Resolution as set out in Item No. 1 of the accompanying Notice.

None of the Directors or any Key Managerial Personnel of the Company is, in any way, concerned or interested, either directly or indirectly in passing of the said resolution except to in their capacity as employees of the BCP Topco Pte. V Ltd., the holding company participating the Buyback.

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**Date:** June 17, 2024

**Place:** Mumbai

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

**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](http://www.pgpfirst.com) E: [info@pgpfirst.com](mailto: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 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 notice.

Signature:

Name:

Date:

### PGP Glass Private Limited

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## 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

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

### PGP Glass Private Limited

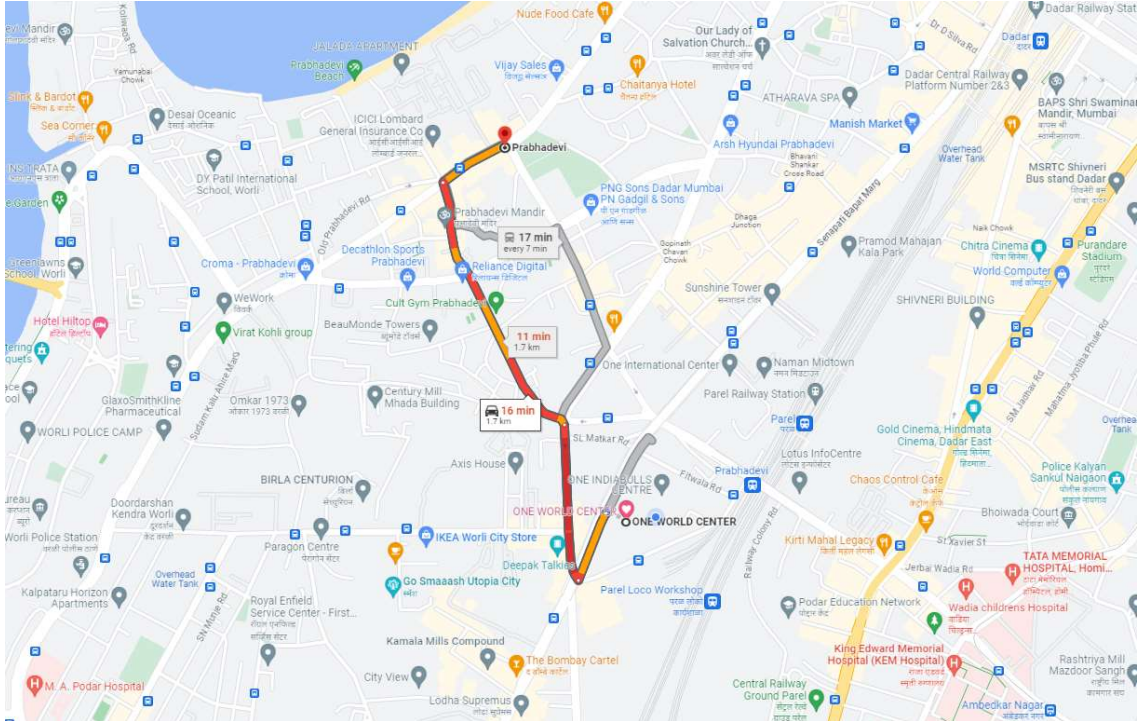
Registered Office: 1102, 11<sup>th</sup> Floor, Tower 2B, One World Center, Senapati Bapat Marg, Prabhadevi (West),  
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### Annexure-3

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



### PGP Glass Private Limited

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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**

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

Name of the Member(s):
Registered address:
E-mail Id:
Folio No:

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 Wednesday, the 19<sup>th</sup> day of June, 2024 at 01:30 p.m. (IST) at 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, Maharashtra, India and at any adjournment thereof in respect of such resolution as are indicated below:

**Resolution No.:**

1. To consider and approve authorization of Buyback of the Equity shares of the Company.

Signed this \_\_\_\_ Day of \_\_\_\_ 2024

Signature of Shareholder:

Signature of Proxy holder(s)

Affix Revenue Stamp
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**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.**

**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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