

# Notice

## PEARL GLOBAL INDUSTRIES LIMITED

Registered Office: A-3, Community Centre, Naraina Industrial Area, Phase-II, New Delhi-110028

Corporate Office: Plot No.51, Sector-32, Gurugram-122001(Haryana)

Tel: 0124-4651000, Website: www.pearlglobal.com; e-mail: investor.pgil@pearlglobal.com

CIN: L74899DL1989PLC036849

### NOTICE TO MEMBERS

Notice is hereby given that the 31<sup>st</sup> Annual General Meeting of the Members of Pearl Global Industries Limited will be held on Thursday, November 26, 2020 at 11:30 A.M. through Video Conferencing ("VC")/other Audio Visual Means ("OAVM") ("hereinafter referred to as "electronic mode") to transact the following businesses:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2020 including the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Shifalli Seth (DIN 01388430), who retires by rotation and being eligible, offers herself for re-appointment.

#### SPECIAL BUSINESS

### 3. TO APPOINT MRS. MADHULIKA BHUPATKAR (DIN 08712718) AS AN INDEPENDENT DIRECTOR

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) and 17(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Madhulika Bhupatkar (DIN 08712718), who was appointed as an Additional Director of the Company with effect from March 18, 2020, pursuant to Section 161(1) of the Act and Article 86 of the Articles of Association of the Company and who has submitted the declaration that she meets the criteria of Independence as provided under the Act and the Listing Regulations and who holds office upto the date of this

Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of upto five (5) consecutive years with effect March 18, 2020 to March 17, 2025, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to this Resolution."

### 4. TO APPOINT MR. UMA SHANKAR KAUSHIK (DIN 06867819) AS DIRECTOR

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

**"RESOLVED THAT** Mr. Uma Shankar Kaushik (DIN 06867819), who was appointed as an Additional Director of the Company with effect from July 28, 2020 under Section 161(1) of the Companies Act, 2013 ("the Act") and Article 86 of the Articles of Association of the Company by the Board of Directors and who holds office upto the date of this Annual General Meeting and who is eligible for appointment, be and is hereby appointed as Director of the Company, liable to retire by rotation."

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to this Resolution."

### 5. TO APPOINT MR. SHAILESH KUMAR (DIN 08897225) AS DIRECTOR

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

**"RESOLVED THAT** Mr. Shailesh Kumar (DIN 08897225), who was appointed as an Additional Director of the Company with effect from October 07, 2020 under Section 161(1) of the Companies Act, 2013

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("the Act") and Article 86 of the Articles of Association of the Company by the Board of Directors and who holds office upto the date of this Annual General Meeting and who is eligible for appointment be and is hereby appointed as Director of the Company, liable to retire by rotation."

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to this Resolution."

### 6. TO APPOINT MR. UMA SHANKAR KAUSHIK (DIN 06867819) AS A WHOLE-TIME DIRECTOR

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

**"RESOLVED THAT** pursuant to the provisions of Sections 2(94), 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), Mr. Uma Shankar Kaushik (DIN 06867819) be and is hereby appointed as Whole-Time Director of the Company for a period of Three years commencing from July 28, 2020."

**RESOLVED FURTHER THAT** Mr. Uma Shankar Kaushik will be entitled for the following remuneration per month as Whole-Time Director of the Company:

Particulars	(Amount in ₹)
Basic Pay	1,03,334/-
House Rent Allowance	51,667/-
Special Allowance	30,927/-
Conveyance	1,600/-
Provident Fund & Gratuity	As per Company's policy

He will be provided reimbursement of actual business expenses of Conveyance including Driver and Entertainment reimbursement.

**RESOLVED FURTHER THAT** Mr. Uma Shankar Kaushik, Whole-Time Director shall be responsible for HR & Administration functions of woven division of the Company and also perform such other duties and services as shall from time to time be entrusted to him by the Board of Directors of the Company."

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to this Resolution."

### 7. TO APPOINT MR. SHAILESH KUMAR (DIN 08897225) AS WHOLE-TIME DIRECTOR

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

**"RESOLVED THAT** pursuant to the provisions of Sections 2(94), 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), Mr. Shailesh Kumar (DIN 08897225) be and is hereby appointed as Whole-Time Director of the Company for a period of Three years commencing from October 07, 2020."

**RESOLVED FURTHER THAT** Mr. Shailesh Kumar will be entitled for the following remuneration per month as Whole-Time Director of the Company:

Particulars	(Amount in ₹)
Basic Pay	80,000/-
House Rent Allowance	40,000/-
Special Allowance	30,000/-
Provident Fund & Gratuity	As per Company's policy

He will be provided reimbursement of actual business expenses of conveyance including Driver.

**RESOLVED FURTHER THAT** Mr. Shailesh Kumar, Whole-Time Director shall be responsible for HR functions of Knits division of the Company and also perform such other duties and services as shall from time to time be entrusted to him by the Board of Directors of the Company."

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to this Resolution."

### 8. TO APPROVE REVISION IN REMUNERATION OF MR. VINOD VAISH (DIN 01945795), WHOLE-TIME DIRECTOR

To consider and if thought fit, to pass with or without

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modification(s) the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** in partial modification of earlier Resolution passed by the shareholders at the 30<sup>th</sup> Annual General Meeting of the Company held on September 24, 2019 and pursuant to the provisions of Sections 196, 197, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), approval of members of the company be and is hereby accorded for revision in the monthly remuneration of Mr. Vinod Vaish, Whole-time Director of the Company with effect from October 01, 2019 to April 30, 2020, as follows:

Particulars	(Amount in ₹)
Basic Pay	68,890/-
House Rent Allowance	34,440/-
Special Allowance	44,489/-
Provident Fund & Gratuity	As per Company's rules

He would be provided a Company maintained Car with driver and a mobile phone for official purpose, and also be entitled for reimbursement of actual business expenses.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts and deeds as may be necessary to give effect to this Resolution."

### 9. TO APPROVE RELATED PARTY TRANSACTIONS FOR THE FINANCIAL YEAR 2021-2022

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

**"RESOLVED THAT** pursuant to Section 188 and any other applicable provisions of the Companies Act, 2013 and the rules made there under, Regulation 23 and any other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the consent of the Audit Committee and the Board of Directors, the approval of the members of

the Company be and is hereby accorded for entering into contract or arrangement with the related parties as defined under the Companies Act, 2013 and the Rules made there under, namely Norp Knit Industries Limited, PT Pinnacle Apparels, Pearl Global (HK) Limited, Pearl Global Fareast Limited, DSSP Global Limited, PDS Multinational Fashions Limited, Norwest Industries Limited, Pearl Grass Creations Limited, Prudent Fashions Limited, Vin Pearl Global Vietnam Limited, Pearl Global F.Z.E., PGIC Investment limited, Pearl Global (Chang Zhou) Textile Technology Co. Limited, and Pearl Global Vietnam Co. Limited, for the financial year 2021-22, as per details and terms & conditions as set out under the Explanatory Statement annexed to this Notice."

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto."

By order of the Board of Directors  
for **Pearl Global Industries Limited**

Place: Gurugram  
Date: October 07, 2020

(**Sandeep Sabharwal**)  
**Company Secretary**

#### NOTES:

1. The statement pursuant to Section 102 of the Companies Act, 2013 (the Act) is annexed hereunder and forms part of the Notice. As required under Secretarial Standard-2 and regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the relevant information of Directors is enclosed as Annexure-1.
2. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, November 20, 2020 to Thursday, November 26, 2020 (both days inclusive).
3. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circular No. 20 dated May 5, 2020 read with Circular No. 14 dated April 8, 2020 and Circular No. 17 dated

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April 13, 2020 (hereinafter collectively referred to as "MCA Circulars") permitted the holding of Annual General Meeting through VC or OAVM without the physical presence of Members at a common venue. In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual General Meeting of the Members of the Company is being held through VC/OAVM.

4. **Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.**

5. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to jayantksood@benchwalklaw.com with copies marked to the Company at sandeep.sabharwal@pearlglobal.com and to its RTA at enotices@linkintime.co.in.

6. **Registration of email ID and Bank Account details:**

In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/Depositories, log in details for e-voting are being sent on the registered email address.

In case the shareholder has not registered his/her/their email addresses with the Company/its RTA/ Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

(i) Kindly log in to the website of our RTA, Link Intime India Private Ltd., [www.linkintime.co.in](http://www.linkintime.co.in) under Investor Services > Email/Bank detail Registration- fill in the details and upload the required documents and submit. **OR**

(ii) In the case of Shares held in Demat mode:

The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

7. The Notice of the Annual General Meeting along with the Annual Report for the financial year 2019-20 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/ Depositories in accordance with the aforesaid MCA Circulars and Circular issued by SEBI dated May 12, 2020. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2019-20 will also be available on the Company's website [www.pearlglobal.com](http://www.pearlglobal.com); websites of the Stock Exchanges i.e. National Stock Exchange of India Ltd and BSE Limited at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com) respectively. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.

8. Since the AGM will be held through VC/OAVM, the route map is not annexed to this notice.

9. Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.

10. Information in respect of such unclaimed dividend including when due for transfer to the said Fund is given below:

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Financial year ended	Rate of Dividend Declared on the paid-up equity share capital	Date of declaration of Dividend	Last date for claiming unpaid Dividend	Due date for transfer to IEP Fund
31.03.2013	10.00% (Final)	27.09.2013	25.10.2020	24.11.2020
31.03.2014	20.00% (Final)	26.09.2014	24.10.2021	23.11.2021
31.03.2015	22.50% (Final)	22.09.2015	20.10.2022	19.11.2022
31.03.2016	25.00% (Interim)	11.03.2016	09.04.2023	08.05.2023
31.03.2016	5.00% (Final)	27.09.2016	26.10.2023	25.11.2023
31.03.2017	30.00% (Final)	28.09.2017	27.10.2024	26.11.2024
31.03.2018	20.00% (Final)	24.09.2018	23.10.2025	22.11.2025
31.03.2019	30.00% (Final)	24.09.2019	23.10.2026	22.11.2026

Members who have not en-cashed their dividend warrant(s) so far, are requested to make their claim to the Company or to the Registrar and Share Transfer Agent of the Company at Link Intime India Pvt. Limited, Noble Heights, 1st Floor, Plot NH-2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi-110058.

11. Members holding shares in dematerialised mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. to their depository participant. These changes will be automatically reflected in the Company's records which will help the Company to provide efficient and better services to the Members.
12. Members holding shares in physical form are requested to intimate changes with respect to their bank account (viz. name and address of the branch of the bank, MICR code of branch, type of account and account number), mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. immediately to the Company.
13. No Gift(s) shall be distributed at the ensuing 31<sup>st</sup> Annual General Meeting of your Company.
14. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote at the 31<sup>st</sup> Annual General Meeting (AGM) by electronic means and the business contained herein may be transacted through e-voting Services provided by Link Intime India Private Limited.
15. The voting period begins on Monday, November 23, 2020 at 09:00 A.M. and ends on Wednesday, November 25, 2020 at 05:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date November 19, 2020 (record date) may cast their vote electronically.
16. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e November 19, 2020 may follow the same instructions as mentioned for e-Voting.
17. Mr. Jayant Sood, Practicing Company Secretary, (Membership No. FCS 4482) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
18. The Scrutinizer shall, after the conclusion of voting at the general meeting, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
19. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed immediately on the Company's website **www.pearlglobal.com** and on the website of Link Intime India Private Limited and

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communicated to the BSE Limited and National Stock Exchange of India Limited simultaneously.

### 20. INSTRUCTIONS FOR E-VOTING ARE AS FOLLOWS:

#### Remote e-Voting Instructions for shareholders:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

Those who are first time users of LI IPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

- Click on "**Sign Up**" under '**SHARE HOLDER**' tab and register with your following details: -

#### A. User ID: Enter your User ID

- Shareholders/members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/members holding shares in **physical form shall provide** Event No + Folio Number registered with the Company

#### B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP) / Company shall use the sequence number provided to you, if applicable.

#### C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

#### D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Shareholders / members holding shares in **CDSL demat account shall provide either 'C' or 'D', above**
- Shareholders / members holding shares in **NSDL demat account shall provide 'D', above**
- Shareholders / members holding shares in

**physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).

- Click "confirm" (Your password is now generated).

NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LI IPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

2. Click on 'Login' under '**SHARE HOLDER**' tab.

3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

4. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.

5. E-voting page will appear.

6. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).

7. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LI IPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution / authority letter/power of attorney etc. Together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

#### If you have forgotten the password:

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'

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- o Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/ her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. As mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in the Notice.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e November 19, 2020 may follow the same instructions as mentioned above for e-Voting.

In case shareholders/ members have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022-4918 6000.

### 21. PROCESS AND MANNER FOR ATTENDING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET ARE AS FOLLOWS:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

- Select the "**Company**" and '**Event Date**' and register with your following details: -

**A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**

- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**

- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).

**C. Mobile No.:** Enter your mobile number.

**D. Email ID:** Enter your email id, as recorded with your DP/Company.

- Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

#### **Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the investor.pgil@pearlglobal.com.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.

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4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

### **Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the

Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/ Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

### **EXPLANATORY STATEMENT**

As required by Section 102 of the Companies Act, 2013 the following Explanatory Statement sets out the material facts relating to the businesses under Item Nos. 3 to 9 of the accompanying Notice.

#### **Item No. 3:**

The Board of Directors, based on recommendation of the Nomination and Remuneration Committee, appointed Mrs. Madhulika Bhupatkar, as an Additional Director in the capacity of Independent Women Director of the Company with effect from March 18, 2020, pursuant to section 161 of the Companies Act, 2013, to comply the requirements of proviso of Regulation 17(1)(a) of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015. Mrs. Bhupatkar shall hold office as an additional Director up to the date of this Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five (5) consecutive years.

The Company has received necessary notice from a member under Section 160(1) of the Companies Act, 2013 ("the Act") proposing her candidature for appointment as Director of the Company. Mrs. Bhupatkar is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director of the Company. The Company has also received declaration from



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Mrs. Bhupatkar that she meets the criteria of Independence as prescribed under Section 149 of the Act read with the Rules made thereunder and Regulation 16 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. She also fulfills the requirement of Section 150 of the Act, regarding registration as Independent Director in databank of Independent Directors. In the opinion of the Board, she fulfils the conditions as specified in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mrs. Bhupatkar, aged about 64 years, having degree in B.Sc., Post Graduate Diploma in Dietetics and B.Ed., with over 30 years of experience in academics and held position as Principal in various educational institutions and having experience in general management.

The Board of Directors in its meeting held on July 28, 2020, appointed Mrs. Bhupatkar as Chairperson of Corporate Social Responsibility Committee and member in Audit Committee of the Company.

Details of other Directorship / Committee Membership held in other Companies: **NIL**

She will be paid remuneration by way of fee for attending meetings of the Board or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participation in the Board.

Shareholders' approval is sought for appointment of Mrs. Madhulika Bhupatkar as an Independent Director of the Company.

Copy of draft letter of appointment of Mrs. Madhulika Bhupatkar as an Independent Director setting out the terms and conditions would be available for electronic inspection without any fee by the members on the basis of the request being sent on investor.pgil@pearlglobal.com.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, except Mrs. Madhulika Bhupatkar, herself is interested, financially or otherwise, in this Resolution.

Your Directors recommend the passing of the resolution at Item no.3 as an Ordinary Resolution.

Additional information in respect of Mrs. Bhupatkar, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 is annexed to this Notice.

### **Item No. 4 & 6:**

The Board of Directors, based on the recommendation of

Nomination and Remuneration Committee, at their meetings held on July 28, 2020, appointed Mr. Uma Shankar Kaushik (DIN 06867819) as an Additional Director and Whole-Time Director of the Company, with effect from July 28, 2020.

Before his appointment as Director, he was working as Assistant Vice-President (HR & Admin) of the Company. After resignation of Mr. Vinod Vaish, from the office of Director and Whole-Time Director of the Company, who was heading the HR & Administration functions of the Company, The Nomination and Remuneration Committee and the Board of Directors considered that he is fit and proper person to appoint as Director and Whole-Time Director for heading the HR & Administration functions of the Company. Mr. Kaushik is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director and Whole-Time Director of the Company.

Mr. Uma Shankar Kaushik, aged about 47 years, holds Bachelor Degree in Arts from Delhi University and Executive Post Graduate Diploma in HR & Personnel Management from IMT Ghaziabad and having more than 21 years experience in the field of the HR and Administration.

Details of other Directorship/Committee Membership held by him in other Companies are as follows:

#### Directorship:

He holds Directorship in PKW Associates Private Ltd.

#### Committee Membership:

He does not hold any committee membership in any Company.

Shareholders' approval is sought for appointment of Mr. Uma Shankar Kaushik as Director and Whole-Time Director of the Company. The appointment and Remuneration payable to Mr. Kaushik is within the limits provided under Section 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013.

The terms as set out in the resolution and explanatory statements may be treated as a written memorandum setting out terms of appointment of Mr. Uma Shankar Kaushik under Section 190 of the Companies, Act, 2013.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, except Mr. Uma Shankar Kaushik, himself is interested, financially or otherwise, in this Resolution.

## Notice (contd...)

Your Directors recommend the passing of the resolution at Item no.4 & 6 as an Ordinary Resolution.

Additional information in respect of Mr. Kaushik, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 is annexed to this Notice.

Statement Pursuant to Section II of Part II of Schedule V of the Companies Act, 2013, is provided below.

Copy of the resolutions passed by the Board in respect of the above would be available for electronic inspection without any fee by the members on the basis of the request being sent on investor.pgil@pearlglobal.com.

### Item No. 5 & 7:

The Board of Directors at its meeting held on October 07, 2020, based on the recommendation of Nomination and Remuneration Committee at its meeting held on September 24, 2020, appointed Mr. Shailesh Kumar (DIN 08897225) as an Additional Director and Whole-Time Director of the Company, with effect from October 07, 2020.

Before his appointment as Director, he was heading HR functions of the Knits division of the Company as DGM (HR). The Nomination and Remuneration Committee and the Board of Directors considered that he is fit and proper person to appoint as Director and Whole-Time Director for heading the HR functions of Knits division of the Company. Mr. Shailesh is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director and Whole-Time Director of the Company.

Mr. Shailesh Kumar, aged about 51 years, holds Bachelor degree in Science from Magadh University, Post Graduate Diploma in Personnel Management & Industrial Relations from LNMI Patna and Diploma in Labour Laws with Administrative Law from Annamalai University and having more than 26 years of experience in the field of HR and Personnel Management and Labour Laws Compliances.

Details of other Directorship / Committee Membership held in other Companies: **NIL**

Shareholders' approval is sought for appointment of Mr. Shailesh Kumar as Director and Whole-Time Director of the Company. The appointment and Remuneration payable to Mr. Shailesh is within the limits provided under Section 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013.

The terms as set out in the resolution and explanatory

statements may be treated as a written memorandum setting out terms of appointment of Mr. Shailesh Kumar under Section 190 of the Companies, Act, 2013.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, except Mr. Shailesh Kumar, himself is interested, financially or otherwise, in this Resolution.

Your Directors recommend the passing of the resolution at Item no.5 & 7 as an Ordinary Resolution.

Additional information in respect of Mr. Shailesh Kumar, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 is annexed to this Notice.

Statement Pursuant to Section II of Part II of Schedule V of the Companies Act, 2013, is provided below.

Copy of the resolutions passed by the Board in respect of the above would be available for electronic inspection without any fee by the members on the basis of the request being sent on investor.pgil@pearlglobal.com.

### Item No. 8:

The members of the Company at their 29<sup>th</sup> Annual General Meeting held on September 24, 2018, were re-appointed Mr. Vinod Vaish as Whole-Time Director of the Company for a period of Two years with effect from October 19, 2018 upto October 18, 2020.

Further, the members of the Company at their 30<sup>th</sup> Annual General Meeting held on September 24, 2019, revised the remuneration of Mr. Vinod Vaish, as per detail below, with effect from April 01, 2018:

Particulars	(Amount in ₹)
Basic Pay	68,890/-
House Rent Allowance	34,440/-
Special Allowance	33,668/-
Provident Fund & Gratuity	As per Company's rules

The Nomination and Remuneration Committee and the Board of Directors, considering the growth in the business activities, increased volume of work, revised the remuneration of Mr. Vinod Vaish with effect from October 01, 2019, at their meetings held on February 13, 2020.

However, Mr. Vinod Vaish has tendered his resignation from the office of Director and Whole-Time Director of the Company with effect from April 30, 2020.

Since the Board of Directors has revised the remuneration of Mr. Vinod Vaish with effect from October 01, 2019 and

## Notice (contd...)

has paid the remuneration till April 30, 2020 to him, shareholders' approval is sought for variation in terms of remuneration of Mr. Vinod Vaish. This remuneration is within the limits provided under Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013.

Further details of Mr. Vaish are as follows:

Mr. Vinod Vaish, aged about 62 years, is a Bachelor of Science and Long Logistics Management. He was Whole-Time Director of the Company, heading Administration and HR functions of the Company since 2012 till April 30, 2020. He had been in the Indian Navy for 28 years at various levels in various capacities and has achieved in depth knowledge of all aspects of Administration and Logistics Management. He has been conferred President Gold Medal for overall outstanding best officer in Naval Academy.

Details of other Directorship/Committee Membership held by him in other Companies are as follows:

### Directorship:

Mr. Vinod Vaish holds Directorship in Pearl Apparel Fashions Limited.

### Committee Membership:

Since he has resigned from the Board of the Company, consequently he has ceased to be member in the Committees of the Board of the Company.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested, financially or otherwise, in this Resolution.

Your Directors recommend the passing of the resolution at Item no. 8 as an Ordinary Resolution.

Statement Pursuant to Section II of Part II of Schedule V of the Companies Act, 2013, is provided below:

## THE STATEMENT PURSUANT TO SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013

### I. GENERAL INFORMATION:

1.	Nature of industry	Pearl Global Industries Limited is engaged in manufacture and exports of Readymade Garments. Garment and Textile Industries plays a major role in the economy of the country. Indian garment and textile industry is the second largest after agriculture in the country in terms of employment generation. Indian industry currently generates employment to more than 45 million people directly and 60 million people indirectly. The Industry contributes approximately 5% to India's gross domestic product (GDP) and contributes to nearly 30% of the total exports.  The Company has large installed capacity for apparel manufacturing with state-of-the-art machinery and work process for supplying high quality products to Customers and with the continuous up-gradation of manufacturing facilities, the Company shall record further increase in Turnover and Profits in future years.
2.	Date or expected date of commencement of commercial production	The date of commencement of commercial production (in erstwhile Pearl Global Limited, since merged with the Company) was 7th December, 1988.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4.	Financial performance based on given indicators	The gross income of the Company stood at ₹ 858.72 Crore. The Profit before Tax for the year is ₹ 10.90 Crore as against ₹ 31.85 Crore last year. The Company managed to have PAT of ₹ 5.01 Crore.

## Notice (contd...)

5.	Foreign investments or collaborators, if any	The Company has no foreign collaboration. Apart from holding 33,81,473 equity shares of ₹ 10/- each of your Company by 126 NRI/FPI/ Members/Folios representing approx 15.6088% of the total paid up Capital of the Company as on 31st March, 2020, there is no other foreign investment in the Company.
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### II. INFORMATION ABOUT THE APPOINTEE:

	Information	Mr. Uma Shankar Kaushik	Mr. Shailesh Kumar	Mr. Vinod Vaish
1.	Background Details	Mr. Uma Shankar Kaushik, aged about 47 years, holds Bachelor Degree in Arts from Delhi University and Executive Post Graduate Diploma in HR & Personnel Management from IMT Ghaziabad and having more than 21 years experience in the field of the HR and Administration.	Mr. Shailesh Kumar, aged about 51 years, holds Bachelor degree in Science from Magadh University, Post Graduate Diploma in Personnel Management & Industrial Relations from LNMI Patna and Diploma in Labour Laws with Administrative Law from Annamalai University and having more than 26 years of experience in the field of HR and Personnel Management and Labour Laws Compliances.	Mr. Vinod Vaish, aged about 61 years, is a Bachelor of Science and Long Logistics Management. He had been in the Indian Navy for 28 years at various levels in various capacities and has achieved in depth knowledge of all aspects of Administration and Logistics Management.
2.	Past Remuneration	₹ 1,87,528/- per month, as Assistant Vice-President (HR & Admin)	₹ 1,50,000/- per month, as DGM (HR)	₹ 1,36,998/- Per Month
3.	Recognition or Awards	NIL	NIL	President Gold Medal for overall outstanding best officer in Naval Academy.
4.	Job Profile and their Suitability	Mr. Uma Shankar, Whole Time Director shall manage the day-to-day affairs of woven division of the Company and shall also carry out all duties and functions subject to the supervision, control and directions of the Board of Directors of the Company and shall perform such other duties and services as shall from time to time be entrusted to him by the Board of Directors of the Company."	Mr. Shailesh Kumar, Whole Time Director shall manage the day-to-day affairs of the Knits division of the Company and shall also carry out all duties and functions subject to the supervision, control and directions of the Board of Directors of the Company and shall perform such other duties and services as shall from time to time be entrusted to him by the Board of Directors of the Company."	Mr. Vinod Vaish was heading Administration and HR functions of the Company.

## Notice (contd...)

5.	Remuneration Proposed	<p>Basic Pay: ₹ 1,03,334/- Per Month</p> <p>House Rent Allowance: ₹ 51,667/- Per Month</p> <p>Special Allowance: ₹ 30,927/- Per Month</p> <p>Conveyance: ₹ 1,600/- Per month</p> <p>Provident Fund &amp; Gratuity: As per Company's rules.</p> <p>Reimbursement of actual business expenses of Conveyance including Driver and Entertainment reimbursement.</p>	<p>Basic Pay: ₹ 80,000/- Per Month</p> <p>House Rent Allowance: ₹ 40,000/- Per Month</p> <p>Special Allowance: ₹ 30,000/- Per Month</p> <p>Provident Fund &amp; Gratuity: As per Company's rules.</p> <p>Reimbursement of actual business expenses of Conveyance including Driver.</p>	<p>Basic Pay: ₹ 68,890/- Per Month</p> <p>House Rent Allowance: ₹ 34,440/- Per Month</p> <p>Special Allowance: ₹ 44,489/- Per Month</p> <p>Provident Fund and Gratuity: As per Company's rules</p> <p>A Company maintained Car with Driver for official purpose, Mobile Phone and also entitled for reimbursement of actual expenses for business of the Company.</p>
6.	C o m p a r a t i v e Remuneration profile with respect to industry, size of the company profile of position and person	<p>Arvind Limited</p> <p>Period: 2018-19</p> <p>Turnover: ₹ 6,539.81 Crore</p> <p>Managerial Personnel: Whole-Time Director:</p> <p>Annual Managerial Remuneration: ₹ 3.64 Crore</p>	<p>Kitex Garments Ltd</p> <p>Period:- 2018-19</p> <p>Turnover: ₹ 629.26 Crore</p> <p>Managerial Personnel: Whole-Time Director</p> <p>Annual Managerial Remuneration: ₹ 17.81 Lakh</p>	
7.	Pecuniary relationship directly or indirectly with the company or with the managerial personnel, if any	Pecuniary Relationship other than Remuneration proposed above, is NIL. No relationship with Managerial Personnel. They do not hold any Share in the Company.		

### III. OTHER INFORMATION:

1.	Reasons of loss or inadequate profits	The Readymade Garments Export Industry had yet another tough year where profitability was low due to withdrawal of Government incentives.
2.	Steps taken or proposed to be undertaken for improvements	The Company is laying special focus on technological up-gradation, lesser breakdown time, use labour saving devices, training of managers, supervisors and operators. Besides, the Company is also outsourcing manufacturing from low cost destinations. Maintaining quality, reducing cost with better productivity will help the Company to operate profitably.
3.	Expected increase in productivity and profits in measurable terms	<p>The Sales Turnover of your Company during the year 2019-20 was ₹ 858.72 Crore. The Company's PAT stood at ₹ 5.01 Crore during 2019-20.</p> <p>Your Company has since identified and prioritized its targets and has been gearing up to face the perceived challenges due to and further enhance its presence in the International Markets.</p>

## Notice (contd...)

### IV. DISCLOSURES:

Disclosures in the Board of Directors' report under the heading 'Corporate Governance' included in Annual Report 2019-20: The requisite details of remuneration etc. of Directors are included in the Corporate Governance Report, forming part of the Annual Report of FY 2019-20 of the Company. The Company has no policy for stock option, pension, and performance linked incentives.

#### Item No. 9: Related Party transactions:

The Audit Committee and Board of Directors of the Company have, in their meetings held on September 14, 2020, approved a proposal for entering into the following related party transactions for the financial year 2021-22:

Sl. No.	Name of Related Party	Nature of relationship	Name of the Director or Key Managerial Personnel who is related, if any	Nature of Transactions	Amount (₹ in Crore)
1.	Norp Knit Industries Limited	Subsidiary	Mr. Deepak Seth Mr. Pulkit Seth Mr. Anil Nayar	Purchase of Goods	300.00
				Sale of Goods	25.00
				SAP Facilities Charges	0.25
				Expenses incurred by them on our behalf	12.00
				Expenses paid by us on their behalf	1.00
				Other supporting services	1.50
2.	PT Pinnacle Apparels	Step down subsidiary	Mr. Deepak Seth Mr. Pulkit Seth	Purchase of Goods	15.00
				Sale of Goods	1.00
				SAP Facilities Charges	0.10
				Expenses incurred by them on our behalf	2.00
				Expenses paid by us on their behalf	2.00
3.	Pear Global (HK) Limited	Wholly owned subsidiary	Mr. Deepak Seth Mr. Pulkit Seth Mr. Abhishek Goyal	Purchase of Goods	10.00
				Sale of Goods	250.00
				SAP Facilities Charges	1.50
				Expenses incurred by them on our behalf	7.50
				Expenses paid by us on their behalf	30.00
				Other supporting services	15.00
4.	Pearl Global Fareast Limited	Wholly owned subsidiary	Mr. Deepak Seth Mr. Pulkit Seth	Purchase of Goods	10.00
				Sale of Goods	60.00
				SAP Facilities Charges	0.50
				Expenses incurred by them on our behalf	2.50
				Expenses paid by us on their behalf	1.00
				Other supporting services	1.50

## Notice (contd...)

Sl. No.	Name of Related Party	Nature of relationship	Name of the Director or Key Managerial Personnel who is related, if any	Nature of Transactions	Amount (₹ in Crore)
5.	DSSP Global Limited	Step down subsidiary	Mr. Deepak Seth Mr. Pulkit Seth	Purchase of Goods	10.00
				Sale of Goods	25.00
				SAP Facilities Charges	0.10
				Expenses incurred by them on our behalf	1.00
				Expenses paid by us on their behalf	1.00
6.	PDS Multinational Fashions Limited	Enterprise over KMP has significant influence	Mr. Deepak Seth	Expenses incurred by them on our behalf	1.00
				Expenses paid by us on their behalf	1.00
7.	Norwest Industries Limited	Enterprise over KMP has significant influence	Mr. Deepak Seth	Sale of Goods	1.00
				Sale of Samples	1.00
				Expenses incurred by them on our behalf	1.00
				Expenses paid by us on their behalf	1.00
8.	Pearl Grass Creations Limited	Step down subsidiary	Mr. Deepak Seth Mr. Pulkit Seth Mrs. Shifalli Seth	Purchase of Goods	6.00
				Sale of Goods	6.00
				Expenses incurred by them on our behalf	1.00
				Expenses paid by us on their behalf	1.00
				SAP Facilities Charges	0.25
9.	Prudent Fashions Limited	Step down subsidiary	Mr. Deepak Seth Mr. Pulkit Seth	Sale of Goods	1.00
				Sale of Samples	1.00
				SAP Facilities Charges	0.10
				Expenses incurred by them on our behalf	1.00
				Expenses paid by us on their behalf	1.00
10.	Vin Pearl Global Vietnam Limited	Step down subsidiary	Mr. Deepak Seth Mr. Pulkit Seth	Sale of Goods	5.00
				Sale of Samples	1.00
				SAP Facilities Charges	0.25
				Expenses incurred by them on our behalf	1.00
				Expenses paid by us on their behalf	1.00

## Notice (contd...)

Sl. No.	Name of Related Party	Nature of relationship	Name of the Director or Key Managerial Personnel who is related, if any	Nature of Transactions	Amount (₹ in Crore)
11.	Pearl Global F.Z.E	Step down subsidiary	Mr. Deepak Seth	Sale of Goods	1.00
				Sale of Samples	1.00
				SAP Facilities Charges	0.10
				Expenses incurred by them on our behalf	1.00
				Expenses paid by us on their behalf	1.00
12.	PGIC Investment Limited	Step down subsidiary	Mr. Deepak Seth Mr. Pulkit Seth	Sale of Goods	1.00
				Sale of Samples	1.00
				SAP Facilities Charges	0.10
				Expenses incurred by them on our behalf	1.00
				Expenses paid by us on their behalf	1.00
13.	Pearl Global (Chang Zhou) Textile Technology Co. Ltd.	Step down subsidiary	-	Sale of Goods	1.00
				Sale of Samples	1.00
				SAP Facilities Charges	0.20
				Expenses incurred by them on our behalf	1.00
				Expenses paid by us on their behalf	1.00
14.	Pearl Global Vietnam Co. Limited	Step down subsidiary	Mr. Pulkit Seth	Purchase of Goods	10.00
				Sale of Goods	30.00
				SAP Facilities Charges	1.00
				Expenses incurred by them on our behalf	1.00
				Expenses paid by us on their behalf	1.00

Mr. Deepak Seth, Chairman, Mr. Pulkit Seth, Managing Director, Mrs. Shifalli Seth, Whole-Time Director, and Mrs. Payel Seth are relatives.

Mr. Pulkit Seth is member of Norp Knit Industries Limited, PT Pinnacle Apparels and Prudent Fashions Limited.

Mr. Deepak Seth is member of Norp Knit Industries Limited and Prudent Fashions Limited.

Your Directors recommend the passing of the resolution at Item no.9 as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel or their relatives except as disclosed above are interested in this resolution.

By order of the Board of Directors  
for **Pearl Global Industries Limited**

Place: Gurugram  
Date: October 07, 2020

(**Sandeep Sabharwal**)  
Company Secretary



## Notice (contd...)

### Annexure-1 to the Notice:

#### DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

[Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2]

#### Item no. 2: Mrs. Shifalli Seth (DIN 01388430)

Age	: 39 Years	
Qualifications	: Bachelor of Science in Business Administration from University of Bradford, U.K.	
Experience (including expertise in specific functional area) / Brief resume	: She has varied exposure in Garments and Textiles Industry. She is whole-Time Director of the Company and heading Design & Product Development functions since 2012. She is having International experience in trading, marketing of readymade garments and knowledge of Southeast Asia region.	
Date of first appointment on the Board	: 19 <sup>th</sup> January, 2012	
Shareholding in the Company as on 31 <sup>st</sup> March, 2020	: 2,01,478 Equity Shares	
Directorships and Committee memberships held in other companies as on 31 <sup>st</sup> March, 2020	<b>Directorship (excluding Foreign Companies/Bodies Corporate)</b>	<b>Membership in Committees</b>
	Pearl Global Industries Limited	Member of Finance Committee
	PS Arts Private Limited	-
	SBUYS E-Commerce Limited	-
Inter-se relationships between Directors, Manager and other Key Managerial Personnel	: Wife of Mr. Pulkit Seth; and daughter in-Law of Mr. Deepak Seth	
No. of Board Meetings attended during the Financial year 2019-20	: 1 out of 4	
Terms and conditions of re-appointment	: Mrs. Shifalli Seth has been appointed as Director, liable to retire by rotation.	
Details of last drawn remuneration and proposed remuneration	: Last drawn remuneration: ₹ 6.25 Lakh per month. Proposed: Nil	

Mrs. Shifalli Seth, the retiring Director, being eligible, offers herself for re-appointment. The Board of Directors of your Company propose to appoint Mrs. Shifalli Seth as a Director, liable to retire by rotation and therefore this Resolution is recommended for approval of the Shareholders of the Company.

None of the Directors & Key Managerial Personnel, except Mrs. Shifalli Seth, herself, Mr. Deepak Seth, Mr. Pulkit Seth and Mrs. Payel Seth, being relatives, are interested, whether directly or indirectly, in this Resolution.

Your Directors recommend the passing of the resolution at Item no. 2 as an Ordinary Resolution.

#### Item no.3 : Mrs. Madulika Bhupatkar (DIN 08712718)

Age	: 64 years	
Qualifications	: Degree in B.Sc., Post Graduate Diploma in Dietetics and B.Ed.	
Experience (including expertise in specific functional area) / Brief resume	: With over 30 years of experience in academics and held position as Principal in various educational institutions and having experience in general management.	

## Notice (contd...)

Date of first appointment on the Board	: 18 <sup>th</sup> March, 2020	
Shareholding in the Company as on 31 <sup>st</sup> March, 2020	: NIL	
Directorships and Committee memberships held in other companies as on 31 <sup>st</sup> March, 2020	<b>Directorship (excluding Bodies Corporate)</b>	<b>Membership in Committees</b>
	Pearl Global Industries Limited	Chairperson of CSR Committee, and Member of Audit Committee
Inter-se relationships between Directors, Manager and other Key Managerial Personnel	: Not related to any Director/ Key Managerial Personnel.	
No. of Board Meetings attended during the Financial year 2019-20	: Nil	
Terms and conditions of appointment	: As per resolution at Item No.3 of the Notice convening this meeting read with explanatory statement thereto, Mrs. Madhulika Bhupatkar is proposed to be appointed as an Independent Director.	
Details of last drawn remuneration and proposed remuneration	: Last Drawn Remuneration: NIL Proposed Remuneration: NIL except sitting fee (presently ₹ 10,000/- per meeting of the Board) as may be decided by the Board from time to time.	

### Item no.4 & 6 Mr. Uma Shankar Kaushik (DIN 06867819)

Age	: 47 years	
Qualifications	: Bachelor Degree in Arts from Delhi University and Executive Post Graduate Diploma in HR & Personnel Management from IMT Ghaziabad	
Experience (including expertise in specific functional area)/Brief resume	: Having more than 21 years experience in the field of the HR and Administration and currently heading the HR and Administration functions of the Company.	
Date of first appointment on the Board	: 28 <sup>th</sup> July, 2020	
Shareholding in the Company as on 31 <sup>st</sup> March, 2020	: Nil	
Directorships and Committee memberships held in other companies as on 31 <sup>st</sup> March, 2020	<b>Directorship (excluding Foreign Companies/Bodies Corporate)</b>	<b>Membership in Committees</b>
	PKW Associates Private Ltd	NIL
Inter-se relationships between Directors, Manager and other Key Managerial Personnel	: Not related to any Director/ Key Managerial Personnel.	
No. of Board Meetings attended during the Financial year 2019-20	: Not Applicable	
Terms and conditions of appointment	: As per resolution at Item No. 4&5 of the Notice convening this meeting read with explanatory statement thereto, Mr. Uma Shankar Kaushik is proposed to be appointed as Director and Whole-Time Director.	
Details of last drawn remuneration and proposed remuneration	: Last drawn remuneration: ₹ 1,87,528/- per month, as Assistant Vice-President (HR & Admin)	
	: Proposed remuneration: ₹ 1,87,528 per month	

## Notice (contd...)

### Item no.5 & 7 Mr. Shailesh Kumar (DIN 08897225)

Age	: 51 years
Qualifications	: Bachelor degree in Science from Magadh University, Post Graduate Diploma in Personnel Management & Industrial Relations from LNMI Patna and Diploma in Labour Laws with Administrative Law from Annamalai University.
Experience (including expertise in specific functional area)/Brief resume	: Having more than 26 years of experience in the field of HR and Personnel Management and Labour Laws Compliances and currently heading HR functions of Knits division of the Company.
Date of first appointment on the Board	: 7 <sup>th</sup> October, 2020
Shareholding in the Company as on 31 <sup>st</sup> March, 2020	: Nil
Directorships and Committee memberships held in other companies as on 31 <sup>st</sup> March, 2020	: Nil
Inter-se relationships between Directors, Manager and other Key Managerial Personnel	: Not related to any Director/ Key Managerial Personnel.
No. of Board Meetings attended during the Financial Year 2019-20	: Not Applicable
Terms and conditions of appointment	: As per resolution at Item No. 5&7 of the Notice convening this meeting read with explanatory statement thereto, Mr. Shailesh Kumar is proposed to be appointed as Director and Whole-Time Director.
Details of last drawn remuneration and proposed remuneration	: Last drawn remuneration: ₹ 1,50,000/- per month, as DGM-HR (Knits) Proposed remuneration: ₹ 1,50,000 per month

By order of the Board of Directors  
for **Pearl Global Industries Limited**

Place: Gurugram  
Date: October 07, 2020

(**Sandeep Sabharwal**)  
**Company Secretary**