



PEARL ENGINEERING

Polymers Limited



Head Office

: 703, Rohit House, 3, Tolstoy Marg, New Delhi – 110001, INDIA

Tel.No : +91-11-43517917-21, Fax, +91-11-43517596, Email : pearl@pearlpet.net

Regd:Office & Works: Plot No.D-17, M.I.D.C., Kurkumbh – 413 802, Tal:Daund, Dist: Pune, INDIA

Tel: +91-2117-235247, 235291, Fax: +91-2117-235248, Email: kurkumbh@pearlpet.net

POSTAL BALLOT NOTICE

(Pursuant to Section 192A of the Companies Act, 1956)

Dear Shareholders,

Notice is hereby given pursuant to Section 17, 192A(2) of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, that the Company is seeking the Members' consent to pass the proposed special resolution appended below by way of Postal Ballot. The explanatory statement pertaining to the said resolution setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form and postage prepaid envelope.

1. To Shift the Registered Office of the Company from State of Maharashtra to National Capital Territory of Delhi

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

"RESOLVED THAT pursuant to the provisions of Section 17, 146(2), 192A and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the Regional Director of Western Region or any other authority as may be prescribed from time to time and subject to such permission, sanction or approval as may be required under the provisions of the said Act or under any other law for the time being in force or any statutory modification or amendment thereof, consent of the members be and is hereby accorded for shifting of registered office of the Company from State of Maharashtra to National Capital Territory of Delhi and that the Clause II of the Memorandum of Association of the Company be substituted by the following Clause:

"II. The Registered Office of the Company will be situated in the National Capital Territory of Delhi."

RESOLVED FURTHER THAT upon confirmation of the Regional Director of Western Region, and pursuant to the provisions of Section 146 (2) of the Companies Act, 1956 the registered office of the Company be shifted from Pune in the State of Maharashtra to National Capital Territory of Delhi.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolution and to file all necessary e-forms & returns with the Registrar of Companies of New Delhi & Pune".

By Order of the Board of Directors

For Pearl Engineering Polymers Limited

Sd/-

Harish Seth

Chairman & Managing Director

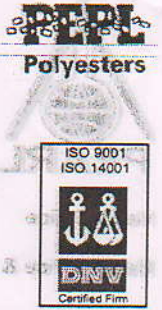
Place: New Delhi

Dated: November 14, 2013



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NOTES:-

1. Explanatory Statement pursuant to Clause 102 of the Companies Act, 2013 read with Section 192A (2) of the Companies Act, 1956 setting out material facts and reasons for the proposed business is annexed hereto.
2. The Company has appointed **Mr. Ashish Kumar Friends, Practicing Company Secretary**, as Scrutinizer for conducting the Postal Ballot exercise in a fair and transparent manner.
3. The Notice is being sent to all the Members, whose names would appear in the Register of Members/ Record of Depositories as on **Friday, 22nd November, 2013**.
4. Members desirous of exercising their vote by Postal Ballot may fill the requisite details in the enclosed Postal Ballot Form and send the said form duly complete in all respects with their assent (for) or dissent (against), in the enclosed self addressed duly stamped envelope, to reach the Scrutinizer not later than the close of working hours of **Monday, 23rd December, 2013** to be considered eligible, failing which, it will be strictly treated as if no reply has been received from the member.
5. The Result of the Postal Ballot will be announced by the Chairman or in his absence by any other Director(s) so authorised by the Chairman on **Saturday, 28th December, 2013, at 2.30 P.M** at D-17, M.I.D.C. Industrial Area, Kurkumbh, Taluk Daund, District Pune-413 802, Maharashtra, the Registered Office of the Company. The resolutions will be taken as passed effectively on the date of announcement of the results by the Chairman, if the result of Postal Ballot indicates assent of the requisite majority of shareholders to the resolution. The result of the Postal Ballot shall also be announced through a Newspaper advertisement.
6. A copy of all the documents referred to in the accompanying Explanatory Statement shall remain open for inspection at the Registered Office of the Company on all working days except holidays between 11.30 am to 1.30 p.m upto the date of declaration of the result of Postal Ballot.
7. Members are requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising their vote.



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Explanatory Statement

Relevant Explanatory Statement pursuant to Clause 102 of the Companies Act, 2013 read with Section 192A (2) of the Companies Act, 1956 in respect of resolution set out under item No. 1 is annexed hereto.

The registered office of Pearl Engineering Polymers Limited is situated at D-17, M.I.D.C. Indl. Area, Kurkumbh, Taluk Daund, Distt. Pune-413802 in the state of Maharashtra. In view of the fact, that Company is facing financial problems in managing the business operations of the Company and majority of the Board Members are based at Delhi, the Board proposes to shift the registered office from state of Maharashtra to National Capital Territory of Delhi.

To rationalise the business operations of the Company it is desirable to shift the Registered Office of the Company. This will facilitate better co-ordination, administration of the Company in carrying out the activities of the Company. Therefore, as a whole it would be in the interest of the Company, its members and general public to shift the registered office of the Company to Delhi.

Accordingly, the Board of Directors of the Company at its meeting held on 14th November, 2013 has decided to shift the registered office from state of Maharashtra to National Capital Territory of Delhi on account of various advantages.

As per section 17 and 146(2) of the Companies Act, 1956 the Registered Office of the Company may be shifted outside the local limits of any city, town or village on the authority of the special resolution passed by the Company and subject to the confirmation of the Regional Director of Western Region. Pursuant to Section 192A of the Companies Act, 1956, as the Company's securities are listed with the recognised stock exchanges, such Special Resolution is required to be passed by way of Postal Ballot.

Approval of the shareholders is, therefore, sought by way of Postal Ballot in terms of provisions of Section 192A of the Companies Act, 1956, to give effect to such provision.

Therefore, your Board of Directors recommends to pass the above said resolution as Special Resolution. A copy of the Memorandum and Articles of Association as on date and also indicating the proposed amendment is available for inspection at the registered office of the Company on any working day during 11:00 a.m. to 1:00 p.m. upto the declaration of results of Postal Ballot by the Chairman.

None of the directors of the Company is, in any way, concerned or interested in the aforesaid resolution.

By Order of the Board of Directors
For Pearl Engineering Polymers Limited

Place: New Delhi

Dated: November 14, 2013

Sd/-

Harish Seth

Chairman & Managing Director



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POSTAL BALLOT FORM

1. Name of Shareholder(s)
(including Joint Holders, if any) [in Block Letters] _____
2. Registered Address of the Sole/ First Named Shareholder _____
3. Registered Folio No./ DP ID No./ Client ID No. _____
4. Number of Shares Held _____
5. I/ We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot as stated in the Notice of the Company dated 14th November, 2013 by conveying my/ our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate column below:

Item No.	Description	No. of Shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1	Special Resolution for change of Registered office from State of Maharashtra to National Capital Territory of Delhi			

Place:

Date:

(Signature of Shareholder)

Note: Please read carefully the instructions printed overleaf before exercising the vote.