

PEARL GREEN CLUBS AND RESORTS LIMITED

CIN-L55101GJ2018PLC100469

Regd. Off: 1301-FARM SECTION, SURVEY NO. 202, PRANTIYA GAM, GANDHINAGAR,
GUJARAT – 382 355

Email: info@pgcrl.com

Phone: +91 88666 13700

Date: 07-10-2026

**The Chief General Manager
Listing Operation,
BSE Limited,
20th Floor, P.J.Towers,
Dalal Street,
Mumbai – 400 001.**

Dear Sir/ Madam,

Sub: Submission of Extra Ordinary General Meeting Notice

BSE Scrip Code: 544253

With reference to the above captioned subject, we would like to inform you that Company's Extraordinary General Meeting (EGM) will be held on Saturday, October 31, 2026 at the Registered office of the Company situated at 1301 Farm Section, Survey No 202, Prantiya gam, NH 48, Basan, Gandhi Nagar, Gandhinagar, Gujarat, India, 382355 at 12.00 P.M. and pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose a copy of Notice of Extra Ordinary General Meeting (“Notice”) duly sent to the members today, October 07, 2026.

The Notice is also available on the website of the Company i.e. https://www.pearlgreenclubsresort.com/Preferential_Issue_2026.php

Please take the same on your record.

Yours Faithfully,

For, PEARL GREEN CLUBS AND RESORTS LIMITED

Jhala
Hemantsingh
Naharsingh

Digitally signed by Jhala
Hemantsingh Naharsingh
Date: 2026.10.07 19:11:40
+05'30'

HEMANTSINGH NAHARSINGH JHALA

MANAGING DIRECTOR

DIN: 07776928



PEARL GREEN CLUBS AND RESORTS LIMITED

Registered Office: 1301 Farm Section, Survey No 202, Prantiya gam, NH 48, Basan, Gandhi Nagar,
Gandhinagar, Gujarat, India, 382355

Mob. : +91 8488086694

CIN No. : L55101GJ2018PLC100469 Email: info@pgcrl.com

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that **Extra Ordinary General Meeting** of the Members of **Pearl Green Clubs and Resorts Limited** will be held on the Saturday, October 31, 2026 at 12.00 p.m. at the Registered Office of the Company situated at 1301 Farm Section, Survey No 202, Prantiya gam, NH 48, Basan, Gandhi Nagar, Gandhinagar, Gujarat, India, 382355 **to transact the following businesses:**

SPECIAL BUSINESS:

1. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS:

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

“RESOLVED THAT pursuant to provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactments thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (“SEBI (ICDR) Regulations, 2018”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (“Takeover Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the rules, regulations, notifications and circulars issued thereunder and other applicable law including any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), the Ministry of Corporate Affairs, the respective stock exchanges where the equity shares of the Company are listed (“Stock Exchanges”), and or any other competent regulatory authority and in accordance with the uniform listing agreements entered into with the Stock Exchanges and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to the Stock Exchanges and SEBI and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which expression shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, the consent of the members of the Company be and are hereby accorded to the Board in its absolute discretion to create, offer, issue and allot, Equity Shares by way of Preferential Allotment, up to 11,64,000 (Eleven Lakh Sixty Four Thousand) Equity Shares, of the Company, at a price of Rs.120/- per Equity Share having face value of Rs.10/- (Rupees Ten Only) each at a premium of Rs.110/- making total issue price of Rs.120/- (Rupees One Hundred and Twenty Only), per share as determined in accordance with Regulation 166A read with Regulation 164 of Chapter V of the SEBI (ICDR) Regulation, 2018 (“Equity Share Issue Price”), each aggregating to Rs. 13,96,80,000/-

(Rupees Thirteen Crore Ninety Six Thousands Eighty Thousands Only) to the Non Promoters of the Company (hereinafter referred to as the “Proposed Allottees/Investors”) as mentioned below and as more particularly mentioned in the explanatory statement setting out material facts on preferential basis:

Sr. No.	Name of the Proposed Allottees	Category	No. of Shares to be allotted (upto)	Name of the Ultimate Beneficial Owner
1.	Padmani Brothers Growth LLP	Non-Promoter	165000	1. Padmani Bhaveshkumar D 2. Padmani Shailesh Devrajibhai
2.	Gaurang Rameshchandra Shah	Non-Promoter	126000	-
3.	Mihir Navinchandra Shah HUF	Non-Promoter	90000	Mihir Navin Chandra Shah
4.	Mihir Navinchandra Shah	Non-Promoter	90000	-
5.	Devanshi Mihir Shah	Non-Promoter	90000	-
6.	Kalpana Hemant Desai	Non-Promoter	90000	-
7.	Hemantbhai Desai HUF	Non-Promoter	90000	Desai Hemantkumar
8.	Yuga Mihir Shah	Non-Promoter	90000	-
9.	Sanchi Mihir Shah	Non-Promoter	90000	-
10.	Priti Mukesh Tailor	Non-Promoter	90000	-
11.	Amitkumar C Patel	Non-Promoter	90000	-
12.	Sabnani Nitinkumar KamalKumar	Non-Promoter	42000	-
13.	Ravindrakumar Jain	Non-Promoter	21000	-
	TOTAL		1164000	

RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid Equity Shares to the Proposed Allottees, shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

- An amount equivalent to 100% of the consideration shall be paid by the proposed allottees on or before the date of allotment of Equity Shares. The Investors shall make payment of Issue Price of Equity Shares from their own bank account into the designated bank account of the Company.
- The Equity Shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and be issued in dematerialized form only.
- The Equity Shares proposed to be issued shall rank pari passu with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared, if any, including other corporate benefits, if any;
- The pre-preferential shareholding of the Proposed Allottee’s, if any, shall be under lock-in for such period as may be prescribed under Regulation 167 of Chapter V of the SEBI ICDR Regulations.
- The Equity Shares so allotted to the Proposed Allottee’s under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.

- f) The Equity Shares shall be allotted within a period 15 days from the date of passing the special resolution by the members OR after receiving in-principle approval letter from stock exchanges, whichever is later, provided that where the allotment of Shares is subject to receipts of any approval or permission from any regulatory or Government of India, the allotment shall be completed within a period of 15 days from the date of receipts of last date of such approvals or permission, as the case may be in compliance with Regulation 170 of the SEBI (ICDR) Regulations, 2018.
- g) The “Relevant Date” pursuant to Regulation 161 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 in relation to the above-mentioned Preferential Issue, shall be Thursday, October 01, 2026 is a date 30 days prior to the meeting of members of the Company scheduled to be held to consider the Preferential Issue of equity shares.
- h) The price of each equity share to be issued is Rs.120/- per share read with Regulation 164 of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, whichever is higher.
- i) The Equity shares will be listed and traded on the BSE Limited (“BSE”) where the existing shares of the Company are currently listed, subject to the receipt of necessary permissions and approvals from the exchange.

RESOLVED FURTHER THAT in accordance with the provisions of ICDR Regulations, the “Relevant Date” for the purpose of determination of the price of the Equity Shares to be issued and allotted as above shall be Thursday, October 01, 2026 being the date falling 30 (thirty) days prior to the date of this Extraordinary General Meeting being held on Saturday, October 31, 2026 to approve this offer.

RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted shall be subject to lock in for such periods as prescribed in Regulation 167 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

RESOLVED FURTHER THAT subject to the SEBI (ICDR) Regulations, 2018 and other applicable laws the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of the above-mentioned Equity Shares and to vary, modify or alter the terms and conditions and size of the issue, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Stock Exchange/Securities and Exchange Board of India (SEBI) and/ or such other appropriate authority may impose at the time of their approval as agreed by the Board.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT the monies received by the Company from the Subscriber for application of the Equity Shares pursuant to this private placement shall be kept by the Company in a separate bank account opened and shall be utilized by the Company in accordance with Section 42 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue, allotment of the Equity Shares, any Director from the Board of Directors or/and Chief Financial Officer or/ and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other

authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and is hereby authorised to apply for the listing of New Equity Shares issued under the said preferential allotment to the BSE and do all acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, bankers, Practising Company Secretary and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.”

Place: Ahmedabad

Date: October 03, 2026

**For and on the behalf of the Board of Directors,
PEARL GREEN CLUBS AND RESORTS LIMITED**

Registered office:

1301 Farm Section, Survey No 202,
Prantiya gam, NH 48, Basan, Gandhi
Nagar, Gandhinagar, Gujarat, India,
382355

**SD/-
HEMANTSINGH NAHARSINGH JHALA
MANAGING DIRECTOR
DIN: 07776928**

NOTES FOR MEMBERS'S ATTENTION

1. A member entitled to attend and vote at the Extra Ordinary General Meeting is entitled to appoint a proxy/proxies to attend and vote on a poll instead of himself/herself and such proxy/ proxies need not be a member of the company. Duly completed instrument of proxies in order to be effective must be reached the registered office of the Company not less than 48 hours before the scheduled time of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company, provided a member holding more than 10% of the total share capital may appoint a single person as proxy and such person shall not act as proxy for any other shareholder.
2. Corporate members intending to send their authorized representative to attend the Extra Ordinary General Meeting are requested to ensure that the authorized representative carries a certified copy of the Board resolution, Power of Attorney or such other valid authorizations, authorizing them to attend and vote on their behalf at the Extra Ordinary General Meeting.
3. A specimen of Attendance Slip, Proxy form and the route map showing direction to reach the venue of the Extra Ordinary General Meeting is given at the end of this notice as per the requirement of Secretarial Standards -2 on General Meeting so as to enable shareholders to attend meeting with complete documents.
4. Members/Proxies should bring their attendance slip duly filed in for attending the meeting.
5. The Members are requested to notify promptly any change in their address to the Company's Registrar and Transfer Agent, M/s. Cameo Corporate Services Limited (RTA).
6. Pursuant to section 72 of the Companies Act, 2013, members holding shares in physical forms may file nomination in the prescribed Form SH-13 with the Company's RTA. In respect of shares held in electronic / demat form, nomination form may be filed with the respective Depository Participants (DP).
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Transfer Agent (RTA), M/s. Cameo Corporate Services Limited.
8. Pursuant to the Regulation 40 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and SEBI vide its circular, no physical shares are allowed to be transferred (except in case of transmission or transposition of Shares) unless the securities are held in the dematerialized form w.e.f. April 01, 2019. Accordingly, Shareholders holding shares in physical form are requested to dematerialize their shareholding in the Company to avoid hassle in transfer of shares.
9. In compliance with Ministry of Corporate Affairs General Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 08, 2021, Circular No. 11/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023, Circular No. 09/2024 dated September 19, 2024 and Circular No. 03/2025 dated September 22, 2025 ("MCA Circulars") and in compliance with the provisions of the Companies Act, 2013 ("The Act"), and also in compliance of any other circulars, notifications etc. as issued by the MCA, Securities and Exchange Board of India ("SEBI") or any other authority, Notice of this meeting is being sent through electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. The Company shall send the physical copy of Notice of EGM to those Members who request the same at info@pgcrl.com mentioning their Folio No./DP ID and Client ID, Full Address and Contact details. Members may note that the EGM Notice has been also uploaded on the website of the Company at www.pearlgreenclubsresort.com and can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com.
10. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, in respect of the special business to be transacted at the meeting under Item No. 01 is annexed hereto.

11. Further, Notice of the EGM is being sent only to those members, whose names are recorded in the Register of Members of the company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, October 02, 2026 ('Cut-Off Date for receiving the Notice').
12. The persons whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners as maintained by the Depositories as on Saturday, October 24, 2026 (i.e., cut-off date) only shall be entitled to vote through remote e-voting or to vote through poll at the venue of EGM.
13. All documents referred to in the accompanying notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays during business hours upto the date of the Extraordinary General Meeting.
14. In case of joint holders attending the Extraordinary General Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
15. Members seeking any information are requested to write to the Company at least 7 days before the meeting so as to enable the management to keep the information ready.
16. In compliance with provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering Remote E-voting facility to all the Shareholders of the Company in respect of the item to be transacted at this Meeting. The Company has engaged the services of CDSL for facilitating remote e-voting for EGM. The instructions for Remote e-voting are given hereunder. All members are requested to read those instructions carefully before casting their e-vote.
17. Further, the facility for voting through electronic voting system/ ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by Remote E-voting shall be able to exercise their right at the meeting.
- 18. Process and manner for members opting for voting through Electronic means:**
 - a) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services Limited ("CDSL"), as the Authorised e-Voting agency for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by Members using remote e-voting as well as e-voting system on the date of the EGM will be provided by CDSL.
 - b) Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Saturday, October 24, 2026, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the EGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
 - c) A person who has acquired the shares and has become a Member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date i.e. Saturday, October 24, 2026, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the EGM by following the procedure mentioned in this part.
 - d) The remote e-voting will commence on Wednesday, October 28, 2026 at 9.00 a.m. and will end on Friday, October 30, 2026 at 5.00 p.m. During this period, the Members of the Company holding shares either in physical mode or in Demat mode as on the Cut-off date i.e. Saturday, October 24, 2026, may cast their vote electronically. The Members will not be able to cast their vote electronically beyond the

date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.

- e) Once the vote on a resolution is casted by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
- f) The voting rights of the Members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Saturday, October 24, 2026.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Wednesday, October 28, 2026 at 9.00 a.m. and ends on Friday, October 30, 2026 at 5.00 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 (record date) of Saturday, October 24, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the e-voting service providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
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Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or +click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will

	be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022- 4886 7000 and 022-2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.

- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Members holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Pearl Green Clubs and Resorts Limited> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, non-individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; www.pearlgreenclubsresort.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
 - For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
 - For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
19. The Company has appointed M/s. Nisarg Sharma (FCS: F14061 CP. No. 17088), proprietor of M/s. Nisarg Sharma & Associates Company Secretaries, Ahmedabad has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
20. The Scrutinizer shall after the conclusion of voting at the general meeting, first download the votes cast at the EGM and thereafter unblock the votes cast through remote e-Voting and shall make, not later than 48 Hours of the conclusion of the EGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
21. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.pearlgreenclubsresort.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at 1800 21 09911.

Place: Ahmedabad

Date: October 03, 2026

**For and on the behalf of the Board of Directors,
PEARL GREEN CLUBS AND RESORTS LIMITED**

Registered office:

1301 Farm Section, Survey No 202,
Prantiya gam, NH 48, Basan, Gandhi
Nagar, Gandhinagar, Gujarat, India,
382355

**SD/-
HEMANTSINGH NAHARSINGH JHALA
MANAGING DIRECTOR
DIN: 07776928**

EXPLANATORY STATEMENT

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') given hereunder sets out all material facts relating to the business mentioned in Notice dated October 03, 2026:

ITEM NO. 1:

The Board of Directors in their meeting held on October 03, 2026 subject to necessary approval(s), has approved the proposal for raising of funds by issue and allot up to 11,64,000 (Eleven Lakh Sixty Four Thousand) Equity Shares of the Company at a price of Rs.120/- per Share to Non-Promoters on preferential basis.

In terms of Section 62(1)(c) read with Sections 42 of the Companies Act, 2013 and rules made thereunder ("Act"), and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, the Preferential Issue requires approval of the shareholders of the Company by way of a special resolution.

Accordingly, consent of the members is being sought in terms of Section 42 & 62 of the Companies Act 2013 and Chapter V of the SEBI (ICDR) Regulations, 2018.

The information as required under SEBI (ICDR) Regulations and the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are given below:

1. Objects of the preferential issue:

The Company will use proceeds of proposed Preferential Issue towards,

1. Capital expenditure towards the development and upgradation of the Resort, including enhancement of its infrastructure, facilities and operational capabilities, including installation of a solar power system; and
2. Other General Corporate Purposes of the Company

The end use break-up of the Rs. 1396.80 lakhs preference issue is as detailed below:

S. No.	Particulars / Nature of Capital Expenditure	Total Amount (₹ in Lakhs)
1.	Capital Expenditure	1,146.76
a)	Elevator Installation and Infrastructure	64.02
b)	Installation of Heating, Ventilation and Air-Conditioning Systems	196.07
c)	Procurement and Installation of Furniture and Fixtures	383.47
d)	Civil Construction and Related Infrastructure Works	287.89
e)	Procurement and Installation of Kitchen Equipment and Related Infrastructure	149.02
f)	Installation of Solar Power Generation System	66.28
2.	*General Corporate Purpose	250.04
Total		1396.80

*Upto 25% (twenty five percent) of the Issue Proceeds will be utilised for general corporate purposes.

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and

other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws

2. Monitoring of Utilization of Funds

Given that the issue size does not exceed Rs. 100 Crore (Rupees One Hundred Crore Only), in terms of Regulation 162A of the SEBI (ICDR) Regulations, the Company is not required to appoint a SEBI registered credit rating agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue ("Monitoring Agency").

3. Maximum number of specified securities to be issued and price of the securities:

The resolution set out in the accompanying notice authorizes the Board to issue 11,64,000 (Eleven Lakh Sixty Four Thousand) Equity Shares of face value of Rs.10/- each at a price of Rs.120/- (including premium of Rs.110/- per share); aggregating to Rs.13,96,80,000/- (Rupees Thirteen Crore Ninety Six Thousands Eighty Thousands only);

4. Basis on which the price of the Preferential Issue has been arrived at:

In accordance with Regulation 166A of the SEBI ICDR Regulations, since the proposed preferential issue may result in an allotment exceeding five percent of the post-issue fully diluted share capital of the Company to a single allottee or to allottees acting in concert, the minimum issue price shall be determined as the higher of the prices calculated using the following method:

Regulation 164 of the ICDR Regulations prescribes the minimum price at which a preferential issue may be made. In accordance with Regulation 164, the minimum price of the shares shall be the higher of:

- i. the 90 trading days' volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; i.e. Rs.119.82/- per Equity Shares and
- ii. the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date; i.e. Rs110.12/- per Equity Shares.

We also confirm that the Articles of Association do not contain any restrictive provision for Preferential Allotment and doesn't contain any article which provides for particular method for determination of price in case preferential issue. Accordingly, the minimum issue price in terms of Regulation 164 of the SEBI ICDR Regulation, is Rs.119.82/- per Equity Share being higher of the above two prices.

The Equity Shares of the Company are listed on BSE Limited ("BSE") (referred to as "Stock Exchange"). The Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164 of Chapter V of the SEBI (ICDR) Regulations, 2018. The price is determined in compliance with Regulation 164 read with Regulation 166A of the SEBI (ICDR) Regulations, 2018.

• Report of independent registered valuer:

As per regulation 166A of SEBI (ICDR) Regulations 2018 and the provisions of Articles of Association of the company, any preferential issue, which may result in a change in control or allotment of more than five percent

of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price. Accordingly, the Company has obtained the Valuation Report from Independent Valuer i.e. RV Janak Jagjivan Shah, IBBI Registration No.: IBBI/RV/06/2019/11559 (ICAI RVO) IBBI Registered Valuer for price to be determined in accordance with the Chapter V of SEBI (ICDR) Regulations 2018 as on Relevant date i.e. Friday, October 02, 2026 and also in accordance with Regulation 166A (1) of the ICDR Regulations.

The Floor Price of the Equity Share of the Company having Face Value of Rs. 10/- each in terms of first Proviso to the Sub-Regulation 1 of Regulation 166A of the SEBI ICDR Regulations and in terms of the Regulation 164 (1) of the SEBI ICDR Regulations as at Relevant date is Rs.119.82/- (Rupees One Hundred Nineteen and Eighty Two paise only). The price at which the equity shares shall be issued is Re.120.00/- (Rupee One Hundred Twenty only) per Equity Share which is not lower than the floor price determined in compliance with applicable provisions of SEBI (ICDR) Regulations.

The Valuation Report received from Independent Valuer i.e. RV JANAK JAGJIVAN SHAH, IBBI Registered Valuer IBBI Registration No.: IBBI/RV/06/2019/11559 (ICAI RVO) having office at 201, Kamdhenu complex, Ashram Road, Ahmedabad-380009, Gujarat, India in terms of Regulation 166A of the SEBI (ICDR) Regulations is also available/disseminated on the website of the Company at the following link: [Signed RV - Valuation Report PEARL GREEN CLUBS AND RESORTS LTD Revised 6.pdf](#)

Hence, based on the above, the Board of the Directors of the Company has decided that the Equity Shares to be issued on Preferential basis shall be at a price of Rs.120/- each (Face Value Rs.10/- each including Premium Rs.110/- each).

5. Relevant date with reference to which the price has been arrived at:

The Relevant Date in terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 for determining the price of Convertible Equity Shares with reference to the proposed allotment is Thursday, October 01, 2026 being the date 30 days prior to Saturday, October 31, 2026 (i.e., the date on which the Extra Ordinary General Meeting of the Company is being convened in terms of the Companies Act, 2013 to consider the proposed preferential issue).

6. Undertaking as to re-computation of price and lock-in of specified securities:

The Issuer Company undertakes that they shall re-compute the price of the specified securities in terms of the provision of SEBI (ICDR) Regulations, 2018, as amended where it is required to do so. The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

7. Amount which the company intends to raise by way of such securities:

Upto 11,64,000 (Eleven Lakh Sixty Four Thousand) Equity Shares of face value of Rs.10/- each at a price of Rs.120/- (including premium of Rs.110/- per share); aggregating to Rs.13,96,80,000/- (Rupees Thirteen Crore Ninety Six Lakhs Eighty Thousands Only)

8. Intention of promoters, directors or key managerial personnel or senior management of the issuer to subscribe to the offer:

None of the Promoter & Promoter Group, Directors, or Key Managerial Personnel or Senior Management of the Company, intends to subscribe to any of the equity shares proposed to be issued under the Preferential Issue.

9. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the persons belonging to Non-promoters. The details of proposed allottees are as below:

Proposed Allottees	Category	Pre Preferential Issue*	No. of Equity	Post Preferential Issue of 11,64,000 (Eleven Lakh
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				Shares proposed to be allotted	Sixty Four Thousand) Equity Shares	
		No of shares held	% of share holding		No of shares held	% of share holding
Padmani Brothers Growth LLP	Non-Promoter	0	-	165000	165000	4.30
Gaurang Rameshchandra Shah	Non-Promoter	0	-	126000	126000	3.28
Mihir Navinchandra Shah HUF	Non-Promoter	0	-	90000	90000	2.34
Mihir Navinchandra Shah	Non-Promoter	15,000	0.56	90000	105000	2.91
Devanshi Mihir Shah	Non-Promoter	21,600	0.81	90000	111600	2.73
Kalpna Hemant Desai	Non-Promoter	0	-	90000	90000	2.34
Hemantbhai Desai HUF	Non-Promoter	0	-	90000	90000	2.34
Yuga Mihir Shah	Non-Promoter	0	-	90000	90000	2.34
Sanchi Mihir Shah	Non-Promoter	0	-	90000	90000	2.34
Priti Mukesh Tailor	Non-Promoter	0	-	90000	90000	2.34
Amitkumar C Patel	Non-Promoter	0	-	90000	90000	2.34
Sabnani Nitinkumar KamalKumar	Non-Promoter	0	-	42000	42000	1.09
Ravindrakumar Jain	Non-Promoter	0	-	21000	21000	0.55
Total		36600	1.37	1164000	1200600	31.26

10. Shareholding Pattern before and after the proposed Preferential Issue:

Sr. No	Category	Pre-Preferential Issue*		Post Preferential Issue of 11,64,000 (Eleven Lakh Sixty Four Thousand) Equity Shares	
		No. of shares held	% of share holding	No. of shares held	% of share holding
A	Promoters Holding				
1	Indian				
	Individual	1306100	48.79	1306100	34.00
	Bodies corporate	-	-	-	-

	Sub-total	1306100	48.79	1306100	34.00
2	Foreign Promoters**	-	-	-	-
	Sub-total (A)	1306100	48.79	1306100	34.00
B	Non-promoters' holding				
	Institutional investors				
	Central Government / President of India	20400	0.76	20400	0.53
	Non-institution				
	Bodies Corporates	150600	5.63	150600	3.92
	Indian public	1046400	39.09	1865400	48.56
	Non Resident Indians (NRIs)	9600	0.36	9600	0.25
	(Others including HUF, LLP, Central Government, Escrow Account, Government Companies, Nationalized Banks, NBFCs, Non Nationalised Banks, etc)	144000	5.38	489000	12.73
	Sub-total (B)	1371000	51.21	2535000	66.00
	GRAND TOTAL	2677100	100.00	3841100	100.00

*It is assumed that the proposed allottee will subscribe to the entire quantity of the new shares proposed to be offered under preferential allotment.

(The above pre-issue shareholding pattern is based on the shareholding as on September 25, 2026)

11. Time frame within which the preferential allotment shall be completed:

As required under the Regulation 170 of SEBI (ICDR) Regulations 2018, the Company shall complete the allotment of Equity Shares within a period of 15 days from the date of passing of this Special Resolution by the shareholders in Extra Ordinary General Meeting, provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchanges is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission.

12. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them:

Proposed Allottees	Category	Ultimate Beneficial Owner	Pre Preferential Issue*		No. of Equity Shares proposed to be allotted	Post Preferential Issue of 11,64,000 (Eleven Lakh Sixty Four Thousand) Equity Shares	
			No. of shares held	% of holding		No. of shares held	% of holding
PADMANI BROTHERS GROWTH LLP	Non-Promoter	1. Padmani Bhaveshkumar D 2. Padmani Shailesh Devrajbhai	0	0	165000	165000	4.30

Hemantbhai Desai(HUF)	Non-Promoter	Desai Hemantkumar	0	0	90000	90000	2.34
Mihir Navin Chandra Shah (HUF)	Non-Promoter	Mihir Navin Chandra Shah	0	0	90000	90000	2.34

13. The Current and Proposed status of the allottees post the preferential issue namely, Non-promoter:

Sr. No.	Name of the Proposed Allottees	Current status of the allottees namely promoter or non-promoter	Proposed status of the allottees post the preferential issue namely promoter or non-promoter
1.	Padmani Brothers Growth LLP	Non-Promoter	Non-Promoter
2.	Gaurang Rameshchandra Shah	Non-Promoter	Non-Promoter
3.	Mihir Navinchandra Shah HUF	Non-Promoter	Non-Promoter
4.	Mihir Navinchandra Shah	Non-Promoter	Non-Promoter
5.	Devanshi Mihir Shah	Non-Promoter	Non-Promoter
6.	Kalpana Hemant Desai	Non-Promoter	Non-Promoter
7.	Hemantbhai Desai HUF	Non-Promoter	Non-Promoter
8.	Yuga Mihir Shah	Non-Promoter	Non-Promoter
9.	Sanchi Mihir Shah	Non-Promoter	Non-Promoter
10.	Priti Mukesh Tailor	Non-Promoter	Non-Promoter
11.	Amitkumar C Patel	Non-Promoter	Non-Promoter
12.	Sabnani Nitinkumar KamalKumar	Non-Promoter	Non-Promoter
13.	Ravindrakumar Jain	Non-Promoter	Non-Promoter

14. Change in control consequent to the preferential issue:

As the proposed preferential issue is being made to Non promoter group, there will not be any change in the management or control of the Company as a result of the proposed preferential allotment.

15. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

No allotment(s) has been made on a preferential basis from the beginning of the year to the date of issue of this notice.

16. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable as this issue is not for consideration other than cash.

17. Undertaking:

The Company hereby undertakes that:

- It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required.
- If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations the above shares shall continue to be locked-in till the time such amount is paid by the allottees.
- None of the proposed allottees in the Company held any pre-preferential shares in the Company;

- iv. No person belonging to Non-Promoter Group have sold/transferred any equity shares of the Company during the 90 trading days preceding the relevant date;
- v. No person belonging to the promoters / promoter group has previously subscribed to any equity shares of the Company but failed to exercise them; and
- vi. Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.

18. Certificate from Practising Company Secretary:

Mr. Nisarg Sharma, proprietor of M/s. Nisarg Sharma & Associates, Company Secretaries, (COP: 17088, Membership No. F14061) Ahmedabad, the Practising Company Secretary has certified that the preferential issue is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2018. A copy of the certificate is kept for inspection at the Registered Office of the Company during the business hours and also available on the website of the Company at https://pearlgreenclubsresort.com/investors_relation/Preferential_Issue_2026/Annexure%20IV_%20PCS.pdf

19. Lock-in-period:

The securities allotted to Proposed Allottees shall be locked in as per Regulation 167 and other applicable provisions of SEBI (ICDR) Regulations, 2018.

20. Terms of Payment:

The entire consideration against the allotment of the equity shares shall be received by the Company from the allottees before the said allotment. In case allottee pays consideration in less than the amount as agreed, the company shall issue shares on proportionate basis.

21. Disclosures specified in Schedule VI of SEBI (ICDR) Regulations, 2018, if the issuer or any of the promoters or directors is a wilful defaulter or a fraudulent borrower:

The Company and none of its Directors or Promoters have been declared as a wilful defaulter or a fraudulent borrower as defined under SEBI (ICDR) Regulations, 2018. None of its Directors or Promoters is a fugitive economic offender as defined under the SEBI (ICDR) Regulations, 2018.

22. Other Disclosures:

- a) The Company is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- b) Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.
- c) The proposed allottees have not sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- d) An amount equivalent to 100% (Hundred Percent) of the consideration shall be paid by the proposed allottees on or before the date of allotment of equity shares.
- e) Upon receipt of the payment as above, the Board shall allot 1 (One) equity share by appropriating Rs.10/- towards equity share capital and the balance amount paid against each Share towards the securities premium.
- f) The Allottee shall also be entitled to any future issue of bonus/ rights, if any, in the same proportion and manner as any other shareholders of the Company for the time being and the Company shall reserve proportion of such entitlement for the Allottee.
- g) The equity shares to be issued and allotted by the Company shall be in dematerialised form and subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects

including dividend, with the existing equity shares of the Company and be listed on stock exchanges where the equity shares of the Company are listed.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members. The Board recommends the resolution as set out in Item No. 1 of this notice for the approval of members as a **Special Resolution**.

None of the Directors/Key Managerial Personnel of the Company/ their relatives in the Company are in, anyway, concerned or interested, in the above resolution.

Place: Ahmedabad
Date: October 03, 2026

**For and on the behalf of the Board of Directors,
PEARL GREEN CLUBS AND RESORTS LIMITED**

Registered office:
1301 Farm Section, Survey No 202,
Prantiya gam, NH 48, Basan, Gandhi
Nagar, Gandhinagar, Gujarat, India,
382355

**SD/-
HEMANTSINGH NAHARSINGH JHALA
MANAGING DIRECTOR
DIN: 07776928**

ATTENDANCE SLIP

PEARL GREEN CLUBS AND RESORTS LIMITED

Registered Office: 1301 Farm Section, Survey No 202, Prantiya gam, NH 48, Basan, Gandhi Nagar,
Gandhinagar, Gujarat, India, 382355

Mob. : +91 8488086694

CIN No. : L55101GJ2018PLC100469 Email: info@pgcrl.com

DPID/ CLIENT ID: _____

Registered Folio No.: _____

No of Shares: _____

Name(s) and address of the Shareholders/Proxy in Full:

I hereby certify that I am a Shareholder/ Proxy of the Shareholder of the Company. I/We hereby accord my/our presence at the Extra Ordinary General Meeting of the Company being held on Saturday, October 31, 2026 at 12.00 p.m. at the Registered Office of the Company at 1301 Farm Section, Survey No 202, Prantiya gam, NH 48, Basan, Gandhi Nagar, Gandhinagar, Gujarat, India, 382355.

Signature of Shareholder/ Proxy

NOTE: Please fill in the Attendance Slip and hand it over at the entrance of the Hall.

PEARL GREEN CLUBS AND RESORTS LIMITED

Registered Office: 1301 Farm Section, Survey No 202, Prantiya gam, NH 48, Basan, Gandhi Nagar,
Gandhinagar, Gujarat, India, 382355.

Mob. : +91 8488086694

CIN No. : L55101GJ2018PLC100469 Email: info@pgcrl.com

FORM 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:	L55101GJ2018PLC100469
Name of the company:	PEARL GREEN CLUBS AND RESORTS LIMITED
Registered office:	1301 Farm Section, Survey No 202, Prantiya gam, NH 48, Basan, Gandhi Nagar, Gandhinagar, Gujarat, India, 382355.

Name of the member(s):
Registered address:
Email Id:
Folio No./Client Id:
DP ID:

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

1.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

2.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

3.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company to be held on Saturday, October 31, 2026 at 12.00 p.m. at the Registered

Office of the Company at 1301 Farm Section, Survey No 202, Prantiya gam, NH 48, Basan, Gandhi Nagar, Gandhinagar, Gujarat, India, 382355, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars	Voting	
		FOR	AGAINST
1.	TO ISSUE EQUITY SHARES ON PREFERENTIAL BASIS		

Signed this..... day of..... 2026.

Signature of shareholder_____

Signature of Proxy holder(s)_____

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting. The Proxy need not be a member of the Company.
 2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
- ** This is only optional. Please put 'X' in the appropriate Column against the resolutions indicated in the Box. If you leave the 'For' or ' Against ' Column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.**
3. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

Form No. MGT-12
Polling Paper

[Pursuant to Section 109(5) of the Companies Act, 2013 and rule 21(1)I of the Companies (Management and Administration) Rules, 2014]

Name of the Company		PEARL GREEN CLUBS AND RESORTS LIMITED			
Registered Office		CIN: L55101GJ2018PLC100469 1301 Farm Section, Survey No 202, Prantiya gam, NH 48, Basan, Gandhi Nagar, Gandhinagar, Gujarat, India, 382355. Ph: +91 8488086694 Email:- info@pgcrl.com Website: www.pearlgreenclubsresort.com			
Sr. No.	Particulars	Details			
1	Name of the First Named Shareholder (In Block Letter)				
2	Postal Address				
3	Registered Folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)				
4	Class of Share	Equity Shares			
I hereby exercise my vote in respect of Ordinary resolution & Special Resolution enumerated below by recording my assent or dissent to the said resolution in the following manner.					
Resolutions:		Nature of Resolution	No. of shares held by me	I assent to the resolution	I dissent to the resolution
1.	TO ISSUE EQUITY SHARES ON PREFERENTIAL BASIS	Special			

Place:
Shareholder)
Date:

(Signature of the

ROUTE MAP TO EGM VENUE

