PEARL CITY MARINE PRODUCTS PRIVATE LIMITED

CIN: U15145KL2015PTC038582

Registered Address: CP No.10/446 P O Kanipayyur, Kunnamkulam
Thrissur, Kerala, India, 680517

Email Id: pearlcitypcm@gmail.com

NOTICE OF EXTRAORDINARY GENERAL MEETING

(Convened pursuant to the Order of the Hon'ble National Company Law Tribunal, Kochi Bench)

NOTICE IS HEREBY GIVEN that, pursuant to the Order dated 22nd June, 2026 ("the Order") passed by the Hon'ble National Company Law Tribunal, Kochi Bench ("Tribunal"), in Company Petition (C/Act)/04/KOB/2026 titled *"In re: M/s. Pearl City Marine Products Pvt. Limited"*, filed under Section 98 of the Companies Act, 2013 read with Rule 11 of the NCLT Rules, 2016, an Extraordinary General Meeting ("EGM" or "Meeting") of the Members of Pearl City Marine Products Private Limited ("Company") will be held on **Monday, 17th August, 2026 at 11:30 A.M.** at Kins Park Auditorium, Korattikkara P.O., Perumbilavu, Kadavallur, Perumpilavu, Thrissur, Kerala – 680 543 to transact the following business:

SPECIAL BUSINESS

Item No. 1: Appointment of Mr. Velliyattil Muhammed Haneefa Abuthahir (DIN: 07214091) as Director of the Company.

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 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules made thereunder, read with the Articles of Association of the Company, and in compliance with the directions contained in the Order dated 22.06.2026 passed by the Hon'ble National Company Law Tribunal, Kochi Bench, in Company Petition (C/Act)/04/KOB/2026, Mr. Velliyattil Muhammed Haneefa Abuthahir (DIN: 07214091), who has consented to act as a Director of the Company and received a declaration that he is not disqualified from being appointed as a Director under Section 164 of the Act, be and is hereby appointed as a Director of the Company with effect from the conclusion of this Meeting."

Item No. 2: Appointment of Mr. Velliyattil Saidalikutty Mohammed Haneefa (DIN: 05239673) as Director of the Company.

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 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, read with the Articles of Association of the Company, and in compliance with the directions contained in the Order dated 22.06.2026 passed by the Hon'ble National Company Law Tribunal, Kochi Bench, in Company

Petition (C/Act)/04/KOB/2026, Mr. Velliyattil Saidalikutty Mohammed Haneefa (DIN: 05239673), who has consented to act as a Director of the Company and received a declaration that he is not disqualified from being appointed as a Director under Section 164 of the Act, be and is hereby appointed as a Director of the Company with effect from the conclusion of this Meeting."

By Order of the Hon'ble National Company Law Tribunal, Kochi Bench

For Pearl City Marine Products Private Limited

ganapathi krk

Ganapathi K.R.K.
Chairman appointed by the Hon'ble NCLT, Kochi Bench, vide Order dated 22.06.2026
Email: gana4134@yahoo.co.in

Place: Thrissur
Date: 16.07.2026

NOTES:

1. **This EGM is convened pursuant to the Order dated 22.06.2026 passed by the Hon'ble NCLT, Kochi Bench, in Company Petition (C/Act)/04/KOB/2026 in exercise of powers under Section 98 of the Companies Act, 2013. The Tribunal held that it was impracticable for the requisitionist to convene the meeting himself under Section 100(4) of the Act, having regard to the Board's refusal to act on the requisition dated 20.01.2026 and the fact that the statutory registers and records necessary for a valid meeting were not in the requisitionist's custody.**

2. **Mr. Ganapathi K.R.K., Ex-Presiding Officer, Debts Recovery Tribunal, has been appointed by the Tribunal as the Independent Chairman to convene, preside over, regulate and conduct this Meeting, with full authority to ensure compliance with the Companies Act, 2013 and the Articles of Association of the Company.**

3. **CS Ramachandran Thekkumkat Madathil, Practising Company Secretary, Thrissur has been appointed by the Tribunal as the Independent Scrutinizer to oversee, supervise and certify the entire voting process at the Meeting (including poll, voting, if adopted, and voting by proxy), and to submit his Report to the Tribunal. The duties of the Scrutinizer shall be as assigned by the Chairman.**

4. **The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning the business to be transacted at the Meeting, is annexed hereto and forms part of this Notice.**

5. **A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself, and such proxy need not be a Member of the Company. The instrument appointing the proxy, in the format prescribed under Form MGT-11 (or such other form as the Chairman may prescribe), must be deposited at the Registered Office of the Company, or with the Chairman, Mr. Ganapathi K.R.K, Email: gana4134@yahoo.co.in, not less than 48 (forty-eight) hours before the commencement of the Meeting.**

6. **Corporate Members intending to send their authorised representatives to attend and vote at the Meeting are requested to send a certified true copy of the Board Resolution/authorisation, pursuant to Section 113 of the Act, authorising such representative to attend and vote on their behalf.**

7. **Only Members whose names appear in the Register of Members of the Company as on the cut-off/record date of 15.07.2026 shall be entitled to attend and vote (or appoint a proxy to vote) at the Meeting. In terms of the Order, no shareholder shall be entitled to exercise voting rights in violation of any subsisting order of any Court/Tribunal or in contravention of any statutory prohibition, and any vote so cast shall stand invalidated.**

8. **The Requisition Notice dated 20.01.2026, the Register of Directors and Key Managerial Personnel and their shareholding, and the Order of the Tribunal shall be available for inspection by the Members at the Registered Office of the Company during normal business hours on all working days up to the date of the Meeting and shall also be available for inspection at the venue of the Meeting.**

9. **The quorum for the Meeting shall be as prescribed under Section 103 of the Companies Act, 2013, read with the Articles of Association of the Company, unless otherwise directed by the Chairman in terms of the Order.**

10. **Voting on the resolutions set out in this Notice shall be conducted by way of poll under Section 107 read with Section 109 of the Act (or by such other lawful mode, including electronic voting, as the Chairman may determine in consultation with the Scrutinizer), and the result of the voting, as certified by the Scrutinizer, shall be reported by the Chairman to the Tribunal within 7 (seven) days of the conclusion of the Meeting, in terms of the Order.**

11. **The Board of Directors, Key Managerial Personnel, officers and employees of the Company, and all persons having custody of its statutory records and registers, are directed by the Tribunal to extend full cooperation to, and to make available all necessary records, registers, information and infrastructure to, the Chairman and the Scrutinizer for the proper conduct of the Meeting, and shall not obstruct or interfere with the conduct of the Meeting in any manner.**

EXPLANATORY STATEMENT
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

The Hon'ble National Company Law Tribunal, Kochi Bench, vide its Order dated 22.06.2026 passed in Company Petition (C/Act)/04/KOB/2026 filed by Mr. Hiras K. M., Managing Director and a Member of the Company holding 2,735 equity shares constituting 15.42% of its paid-up equity share capital, has directed that an Extraordinary General Meeting of the Members of the Company be convened to consider the appointment of the two Directors named in Item Nos. 1 and 2 of the accompanying Notice.

The relevant facts, as recorded in the Order, are briefly set out below for the information of the Members:

(a) The Petitioner, together with the requisite number of Members, issued a requisition dated 20.01.2026 under Section 100 of the Act calling upon the Board of Directors to convene an EGM for considering, *inter alia*, the appointment of Mr. Velliyattil Muhammed Haneefa Abuthahir (DIN: 07214091) and Mr. Velliyattil Saidalikutty Mohammed Haneefa (DIN: 05239673) as Directors of the Company.

(b) The said requisition was placed before the Board at its meeting held on 09.02.2026. Upon voting, the requisition was declined by a narrow majority of 3:2, and the Board resolved that, since the majority of Directors had declined to convene the meeting. The Petitioner thereupon approached the Tribunal under Section 98 of the Act, contending that it was impracticable for him to convene the meeting himself under Section 100(4), as the statutory registers, Minutes Books, Register of Members and other corporate records necessary for a valid and unimpeachable meeting were not in his custody or control.

(c) The Tribunal, after hearing the parties, held that the Board does not have the power to refuse or sit in judgment over a valid requisition made under Section 100 of the Act, and that the Board's resolution declining to convene the meeting was beyond the scope of its authority. The Tribunal further held that, in the facts and circumstances of the case — including the narrow 3:2 vote of the Board, the absence of the necessary records with the requisitionist, and the disputes then subsisting between the rival groups of shareholders and directors, it was impracticable for the requisitionist to convene the meeting himself, thereby attracting the jurisdiction of the Tribunal under Section 98 of the Act.

(d) The Tribunal accordingly directed that the EGM be convened and conducted under the supervision of an Independent Chairman and an Independent Scrutinizer appointed by it, within two months from the date of uploading of the Order, on the agenda set out in the requisition dated 20.01.2026.

Members are further informed that Mr. Velliyattil Muhammed Haneefa Abuthahir and Mr. Velliyattil Saidalikutty Mohammed Haneefa (the proposed appointees) had earlier ceased to hold office as Director/Managing Director pursuant to resolutions passed at an EGM held on 10.11.2025, and had thereafter filed Company Petition No. 37/KOB/2025 under Sections 241 and 242 of the Act challenging the said cessation, which petition came to be withdrawn on 05.03.2026. The Tribunal has expressly clarified, and the Chairman confirms, that the present Meeting does not seek to reopen or interfere with the resolutions passed at the EGM held on 10.11.2025, and is confined solely to enabling the Members to express their present will on the proposed appointments set out in Item Nos. 1 and 2 of the Notice.

Item No. 1

Appointment of Mr. Velliyattil Muhammed Haneefa Abuthahir (DIN: 07214091) as Director

Pursuant to the directions contained in the Order and the provisions of Sections 152 and other applicable provisions of the Act, the approval of the Members is sought for the appointment of Mr. Velliyattil Muhammed Haneefa Abuthahir (DIN: 07214091) as a Director of the Company.

The proposed Director has furnished his consent to act as a Director in Form DIR-2 and has intimated that he is not disqualified from being appointed as a Director under Section 164 of the Act.

The Chairman recommends the Ordinary Resolution set out at Item No. 1 of the Notice for approval by the Members.

Except Mr. Velliyattil Muhammed Haneefa Abuthahir, being the proposed appointee, and his relatives, to the extent of their respective shareholding, if any, none of the other Directors or Key Managerial Personnel of the Company, or their respective relatives, is in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 1.

The special business set out at Item No. 1 does not relate to or affect any other company, and accordingly no disclosure under Section 102(2)(b) of the Act is required.

Item No. 2

Appointment of Mr. Velliyattil Saidalikutty Mohammed Haneefa (DIN: 05239673) as Director

Pursuant to the directions contained in the Order and the provisions of Sections 152 and other applicable provisions of the Act, the approval of the Members is sought for the appointment of Mr. Velliyattil Saidalikutty Mohammed Haneefa (DIN: 05239673) as a Director of the Company.

The proposed Director has furnished his consent to act as a Director in Form DIR-2 and has intimated that he is not disqualified from being appointed as a Director under Section 164 of the Act.

The Chairman recommends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by the Members.

Except Mr. Velliyattil Saidalikutty Mohammed Haneefa, being the proposed appointee, and his relatives, to the extent of their respective shareholding, if any, none of the other Directors or Key Managerial Personnel of the Company, or their respective relatives, is in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 2.

The special business set out at Item No. 2 does not relate to or affect any other company, and accordingly no disclosure under Section 102(2)(b) of the Act is required.

Members are accordingly requested to consider and, if thought fit, approve the Ordinary Resolutions set out at Item Nos. 1 and 2 of the accompanying Notice.

By Order of the Hon'ble National Company Law Tribunal, Kochi Bench

For Pearl City Marine Products Private Limited

ganapathi krk

Ganapathi K.R.K.
Chairman appointed by the Hon'ble NCLT, Kochi Bench, vide Order dated 22.06.2026

Place: Thrissur
Date: 16.07.2026

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies Management and Administration) Rules, 2014]

M/s. Pearl City Marine Products Private Limited

CIN: U15145KL2015PTC038582

Registered Office: CP NO.10/446 P O Kanipayyur,Kunnamkulam,

Thrissur, Thrissur, Kerala, India, 680517

Email.id: pearlcitypcm@gmail.com Telephone No:

Extra-Ordinary General Meeting –17th August 2026

Name of the member(s)	
Registered Address	
E-mail ID	
Folio/ DP ID - Client ID No.:	

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

1. Name: ……………………

   Address:

   E-mail Id:

   Signature: ………….........., or failing him

2. Name: ……………………

   Address:

   E-mail Id:

   Signature: ……………........,

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 Monday 17th August 2026 at 11:30 A.M at the Kins Park Auditorium, Korattikkara P.O., Perumbilavu, Kadavallur, Perumpilavu, Thrissur, Kerala – 680 543 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution no.	Resolution	Vote (optional see note 2) Please mention no. of shares		
		for	against	abstain
SPECIAL BUSINESS				
1	Appointment of Mr. Velliyattil Muhammed Haneefa Abuthahir (DIN: 07214091) as Director of the Company.			

2	Appointment of Mr. Velliyattil Saidalikutty Mohammed Haneefa (DIN: 05239673) as Director of the Company.			

Signed this…… day of……… 2026

Affix Revenue Stamp

Signature of shareholder:

Signature of Proxy holder(s):

Note:

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.*

2. *It is optional to indicate your preference. If you leave the "for", "against", "abstain" column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.*

..please tear here...

ATTENDANCE SLIP

M/s. Pearl City Marine Products Private Limited

CIN: U15145KL2015PTC038582

Registered Office: CP NO.10/446 P O Kanipayyur,Kunnamkulam,
Thrissur, Thrissur, Kerala, India, 680517

Email.id: pearlcitypcm@gmail.com Telephone No:

Extra-Ordinary General Meeting –17th August 2026

Regd. Folio No./ DP ID No./ Client ID No.	
No. of shares held	

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the Extra-Ordinary General Meeting of the company on Monday 17th August 2026 at 11:30 A.M at the Kins Park Auditorium, Korattikkara P.O., Perumbilavu, Kadavallur, Perumpilavu, Thrissur, Kerala – 680 543.

Member's/Proxy's name in Block Letters:

Member's/Proxy's Signature:

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

ROUTE MAP AND PROMINENT LAND MARK TO THE VENUE OF EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF M/S. PEARL CITY MARINE PRODUCTS PRIVATE LIMITED
CIN: U15145KL2015PTC038582