



PG ELECTROPLAST LIMITED

CIN-L32109DL2003PLC119416

Corporate Office :

P-4/2, 4/3, 4/4, 4/5, 4/6, Site-B, UPSIDC Industrial Area, Surajpur
Greater Noida-201306, Distt. Gautam Budh Nagar (U.P.) India
Phones # 91-120-2569323, Fax # 91-120-2569131
E-mail # info@pgel.in Website # www.pgel.in

16th July, 2019

To,
The Manager (Listing)
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

To,
The Manager (Listing)
National Stock Exchange of India Limited,
Exchange Plaza,
Bandra Kurla Complex,
Bandra (East),
Mumbai - 400 051

Scrip Code: 533581

Scrip Symbol: PGEL

By means of BSE Listing Centre

By means of NEAPS

Dear Sir,

Sub: Notice of the 17th Annual General Meeting

Please find attached notice of the 17th Annual General Meeting of PG Electroplast Limited scheduled to be held on Friday, 09th day of August 2019 at 11.00 AM at Auditorium, Asia Pacific Institute of Management, No. 3 & 4 Institutional Area, Jasola, Opp. Sarita Vihar, New Delhi – 110025.

This is for your information and record.

Thanking you

Yours faithfully,

For **PG Electroplast Limited**


(Sanchay Dubey)
Company Secretary



■ **Registered Office**
DTJ-209, Second Floor
DLF Tower-B, Jasola
New Delhi-110025
Tele-Fax # 011-41421439

PG ELECTROPLAST LIMITED

CIN: L32109DL2003PLC119416

Regd. Office: DTJ209, 2nd Floor, DLF Tower-B, Jasola, New Delhi-110025**Corporate Office:** P-4/2 to 4/6, Site-B, UPSIDC Indl. Area, Surajpur, Greater Noida, Dist- Gautam Budh Nagar, U.P. - 201306

Tel No: +91-120-2569323, Fax No: +91-120-2569131, Email: investors@pgel.in, Website: www.pgel.in

NOTICE OF THE 17TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 17th ANNUAL GENERAL MEETING of the shareholders of PG ELECTROPLAST LIMITED (the "Company") will be held on Friday, 09th day of August, 2019 at 11:00 AM. at Auditorium, Asia Pacific Institute of Management, No. 3 & 4 Institutional Area, Jasola, Opp. Sarita Vihar, New Delhi - 110025 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended on 31st March, 2019, the report of the Board of Directors and Auditors thereon.
2. To re-appoint Mr. Promod Gupta (DIN:00181800) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To re-appoint Mr. Vikas Gupta (DIN:00182241) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **TO APPROVE/RATIFY REMUNERATION OF THE COST AUDITOR FOR THE FINANCIAL YEAR ENDING ON 31ST MARCH, 2020** and in this regard 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 Section 148 and other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions, if any, the Shareholders hereby ratify the approved remuneration of Rs. 3,00,000/- (Rupees Three Lakh Only) plus applicable taxes and reimbursement of out of pocket expenses to be paid to M/s Amit Singhal & Associates, (Firm Registration No. 101073), Cost Accountants, to conduct audit of the cost accounting records of the Company, for the financial year ending on March 31, 2020 as approved

by the Board of Directors on recommendation of the Audit Committee of the Company."

5. **TO APPOINT MR. PRAMOD CHIMMANLAL GUPTA (DIN:07066493) AS AN INDEPENDENT DIRECTOR** and in this regard to consider and, if thought fit, to pass with or without modification the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Act, as amended from time to time and applicable provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mr. Pramod Chimmanlal Gupta (DIN 07066493) aged 47 years, who has been appointed as an Additional Director (Non-Executive Independent Director) of the Company w.e.f. May 15, 2019 and whose term expires at this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company for a period of five consecutive years w.e.f. August 09, 2019."

6. **TO RE-APPOINT MR. SHARAD JAIN (DIN:06423452) AS AN INDEPENDENT DIRECTOR** and in this regards to consider and, if thought fit, to pass with or without modification the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mr. Sharad Jain (DIN:06423452), be and is hereby appointed as an Independent Director of the Company for a period of five consecutive years w.e.f. August 11, 2019."

7. **TO APPOINT MR. DEVENDRA JHA (DIN:03076528)**

AS AN INDEPENDENT DIRECTOR and in this regards to consider and, if thought fit, to pass with or without modification the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mr. Devendra Jha (DIN:03076528), be and is hereby appointed as an Independent Director of the Company for a period of five consecutive years w.e.f. August 11, 2019.”

8. TO APPOINT DR. RITA MOHANTY (DIN:07081546) AS AN INDEPENDENT DIRECTOR and in this regards to consider and, if thought fit, to pass with or without modification the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Dr. Rita Mohanty (DIN:07081546), be and is hereby appointed as an Independent Director of the Company for a period of five consecutive years w.e.f. September 26, 2019.”

9. TO APPROVE REMUNERATION OF MRS. SUDESH GUPTA, WHO HOLDS OFFICE OR PLACE OF PROFIT IN THE COMPANY & in this regards to consider and, if thought fit, to pass with or without modification the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to Section 188(1)(f) and other applicable provisions, if any, of the Companies Act 2013, and rule 15 of the Companies (Meeting of Board and its Power) Rules 2014; consent of the members of the Company be and is hereby accorded for reappointment of Mrs. Sudesh Gupta (who is a relative of Directors of the Company) as Senior Manager and to hold office or place of profit in the company, with such designation & remuneration as board may decide from time to time for a further period of 5 years w.e.f. August 16, 2019.

“RESOLVED FURTHER THAT aggregate monthly remuneration (except share allotment made by the company pursuant to ESOP & ESOS, if any) payable to Mrs. Sudesh Gupta during her tenure shall not exceed Rs. 4 Lakhs per month.”

10. TO APPROVE REMUNERATION OF MRS. NEELU GUPTA TO HOLD OFFICE OR PLACE OF PROFIT IN THE COMPANY & in this regards to consider and, if thought fit, to pass with or without modification the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to Section 188(1)(f) and other applicable provisions, if any, of the Companies Act 2013, and rule 15 of the Companies (Meeting of Board and its Power) Rules 2014; consent of the members of the Company be and is hereby accorded for reappointment of Mrs. Neelu Gupta (who is a relative of Directors of the Company) as Senior Manager and to hold office or place of profit in the company, with such designation & remuneration as board may decide from time to time for a further period of 5 years w.e.f. August 16, 2019.

“RESOLVED FURTHER THAT aggregate monthly remuneration (except share allotment made by the company pursuant to ESOP & ESOS, if any) payable to Mrs. Neelu Gupta during her tenure shall not exceed Rs. 4 Lakhs per month.”

11. TO APPROVE REMUNERATION OF MRS. SARIKA GUPTA TO HOLD OFFICE OR PLACE OF PROFIT IN THE COMPANY & in this regards to consider and, if thought fit, to pass with or without modification the following resolution as a **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to Section 188(1)(f) and other applicable provisions, if any, of the Companies Act 2013, and rule 15 of the Companies (Meeting of Board and its Power) Rules 2014; consent of the members of the Company be and is hereby accorded for reappointment of Mrs. Sarika Gupta (who is a relative of Directors of the Company) as Senior Manager and to hold office or place of profit in the company, with such designation & remuneration as board may decide from time to time for a further period of 5 years w.e.f. August 16, 2019.

“RESOLVED FURTHER THAT aggregate monthly remuneration (except share allotment made by the company pursuant to ESOP & ESOS, if any) payable to Mrs. Sarika Gupta during her tenure shall not exceed Rs. 4 Lakhs per month.”

12. TO APPROVE REMUNERATION OF MRS. NITASHA

GUPTA TO HOLD OFFICE OR PLACE OF PROFIT IN THE COMPANY and, if thought fit, to pass with or without modification the following resolution as a **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to Section 188(1)(f) and other applicable provisions, if any, of the Companies Act 2013, and rule 15 of the Companies (Meeting of Board and its Power) Rules 2014; consent of the members of the Company be and is hereby accorded for reappointment of Mrs. Nitasha Gupta (who is a

relative of Directors of the Company) as Senior Manager and to hold office or place of profit in the company, with such designation & remuneration as board may decide from time to time for a further period of 5 years w.e.f. August 16, 2019.

“RESOLVED FURTHER THAT aggregate monthly remuneration (except share allotment made by the company pursuant to ESOP & ESOS, if any) payable to Mrs. Nitasha Gupta during her tenure shall not exceed Rs. 4 Lakhs per month.”

**By Order of Board of Directors
of PG Electroplast Limited**

**(Sanchay Dubey)
Company Secretary
Membership No. A51305**

Date: 15/05/2019
Place: Greater Noida

NOTES:

1. Appointment of Proxy

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ENCLOSED WITH THIS NOTICE.

2. Restriction for appointing proxy

A MEMBER CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINTS A SINGLED PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY OF ANY OTHER PERSON OR SHAREHOLDERS.

3. Appointment of Representative

Corporate Members intending to send their authorized representatives to attend the Annual General Meeting are requested to send a duly certified copy of their Board Resolution authorizing their representative to attend and vote at the Annual General Meeting along with specimen signature.

4. Attendance slip

Members/proxies are requested to produce the Attendance Slip duly signed as per the specimen signature recorded with the Company/Depository Participant for admission to the meeting hall. Members, who hold shares in de-materialized form, are requested to bring their DP I.D. and Client I.D. No(s) for easier identification of attendance at the meeting. Attendance slip and proxy slip are annexed hereto.

5. Submission of PAN and Bank details

The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) and bank account details by every participant in securities market. Accordingly, members holding shares in electronic form are requested to submit their PAN to their DP with whom they are maintaining their demat accounts. Members holding shares in physical form are required to submit their PAN and bank account details to Company in terms of SEBI Circular dated 20th April, 2018.

6. Explanatory Statement:

The Explanatory Statements with respect to special business to be transacted at the meeting are annexed hereto.

7. E Voting

The Company is pleased to provide e-voting facility to enable Shareholders to exercise their right to vote electronically through website <https://evoting.karvy.com>, from a place other than place of the meeting. The Company has appointed Karvy

Fintech Pvt Ltd. as e-voting agency. **The remote e-voting shall start on 05/08/2019 at 10.00 AM. & close on 08/08/2019 at 5:00 PM.** Remote E-voting shall not be allowed beyond the said time & date.

The E-Voting event number, User-ID and password along with instructions for e-voting are provided in notice of E-Voting, being sent along with the Notice of this Annual General Meeting. Already registered users on website "<https://evoting.karvy.com>" may use existing log-in credentials.

8. Cut-off date for voting Rights:

During the period when facility for remote e-voting is provided, the member of the Company, holding shares either in physical form or dematerialized form, as on 02/08/2019 may opt for remote e-voting. Once the vote on resolution is cast by the member, he shall not be allowed to change it subsequently or cast vote again.

9. Voting at the meeting:

The facility for voting, either through electronic voting system or 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.

The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. In case of joint holders attending the meeting, only such joint holder, who is higher in the order of name, will be entitled to vote.

10. Scrutinizers

The Company has appointed Mr. Rahul Kumar of M/s Rahul K Tanmay & Associates, Practicing Company Secretary as Scrutinizers to scrutinize the voting as well as remote e-voting process in a transparent manner.

The Scrutinizer shall immediately after conclusion of voting at AGM, first count the vote thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. He shall handover Scrutinizer's Report to the Chairman or to any other person authorized by the Chairman in this regard.

11. Instructions for E Voting:

- i. Use the following URL for e-voting: <https://evoting.karvy.com>

- ii. Enter the login credentials, i.e., user id and password mentioned in your email/notice. Your Folio No/DP ID Client ID will be your user ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and Password for casting your votes.
- iii. After entering the details appropriately, click on LOGIN.
- iv. You will reach the Password change menu, wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the EVENT, i.e., PG Electroplast Limited.
- vii. On the voting page, the number of shares (which represents the number of votes) as held by the member as on the cutoff date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, then enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR'/'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- ix. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- x. Corporate/Institutional Members (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the

scrutinizer through e-mail: rahulksg@outlook.com. They may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'Corporate Name_EVENT No.'

- xi. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' section of <https://evoting.karvy.com> or call Karvy Fintech Pvt. Ltd. on 1800 345 4001 (toll free).

12. Login ID and Password to access E voting Facility

Any person who acquires shares of the Company after dispatch of this Notice and holds shares as on the cut-off date i.e. as on 02/08/2019 may obtain login ID and password by sending a request to evoting@karvy.com with a copy investors@pgel.in by mentioning her / his folio number or DP ID and Client ID. Alternatively they may contact at toll free Number of Our E voting Agency provided at their website.

If the member is already registered with Karvy for E-voting, he can use his existing user ID & password for casting the vote through remote E Voting.

13. Results of Voting

The results of remote e-voting and poll at Annual General Meeting and consolidated result will be announced at 4.00 PM on 10/08/2019 and the resolutions proposed thereat will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. Scrutinizer's report along with consolidated results shall be placed on website of the company www.pgel.in & website of e-voting agency <https://evoting.karvy.com> and communicated to the Stock Exchanges National Stock Exchange of India Ltd. and BSE Ltd.

14. Annual report:

Electronic copy of Annual Report for year 2018-19 and Notice of the Annual General Meeting of the Company are being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same.

For members who have not registered their email address, physical copy of Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.

15. Closure of Register of Member:

The Register of Members and Share Transfer Books shall remain closed from 02/08/2019 to 09/08/2019 (both days inclusive) for the purpose of Annual General Meeting.

16. **Dividend:** The Board of Directors of the Company has not recommended any dividend.

17. Registration of E-mail id for correspondence:

Members, who have not registered their e-mail address so far, are requested to register their e-mail for receiving all communication including annual report, notices, circulars etc. through email.

Members holding shares in D-mat form may intimate the e-mail to their depository participants & Members holding shares in physical form are requested to address all correspondence concerning the registration of transfers, transmission, sub-division, consolidation of shares or any other related matters and/or any change in address or updation thereof to the Company/RTA-Karvy Fintech Pvt. Ltd.

18. Availability of Annual Report & Notice on website

Members may also note that the Notice of the 17th Annual General Meeting and the Annual Report for 2018-19 will also be available on the Company's website www.pgel.in. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during (01.00 PM to 3.30 PM) on Monday to Friday. For any communication, the shareholders may also send requests to the Company's investor email id: investors@pgel.in. The notice will also be available on E-Voting Agency website <https://evoting.karvy.com>.

19. Inspection

The Register of Directors', Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the venue of AGM.

20. Members desiring any information as regards to the Accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the meeting.

ANNEXURE TO NOTICE: EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

Item No. 4:

The Board of Directors of the Company has appointed M/s Amit Singhal & Associates, Cost Accountants (Firm Registration No: 101073), as Cost Auditors of the Company to audit cost records for the financial year ending on 31st March, 2020. Remuneration payable to M/s Amit Singhal & Associates, Cost Auditors of the Company for the financial year ended 31st March, 2020 was recommended by the Audit Committee to the Board of Directors and subsequently, was considered and approved by the Board of Directors at its meeting held on 15th May, 2019.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company. Accordingly consent of the members is sought for passing an ordinary resolution for approval of remuneration payable to Cost Auditors as set out at Item No. 4 of the notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives is interested or concerned in the said respective resolution for their appointment.

Item No. 5:

The Board of Directors on recommendation of Nomination & Remuneration Committee has appointed Mr. Pramod Chimmanlal Gupta as Additional Director (Non-Executive Independent Director) w.e.f. 15/05/2019. His tenure as additional director is expiring at the date of AGM. The Company has received declarations from Mr. Pramod Chimmanlal Gupta to the effect that he meet the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In terms of Regulation 25(8) of SEBI Listing Regulations, he have confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Relevant information of Mr. Pramod Chimmanlal Gupta:

Date of Birth	23/01/1973
Education Qualification & Area of Expertise	Chartered Financial Analyst (CFA) from AIMR, USA; PG-Finance from IIM, Lucknow; B-Tech- Electronics & Communication from IIT, Kharagpur
Date of Appointment on the Board	15/05/2019

Category of Director	Independent Director (Non-Executive)
Area of Expertise/ Senior Position Held/ Work Experience	He has over 20 years of experience in Indian Equity markets across brokerage firms, Mutual fund and Insurance Company. Currently, he is involved in Business, Strategy and financial consulting to listed & unlisted companies and Investment advisory.
Names of companies in which the person also holds the directorship and the membership of Committees of the Board	Nil
Number of shares held in the Company	Nil

In the opinion of the Board, Mr. Pramod Chimmanlal Gupta fulfills the conditions for appointment as Independent Director as specified in the Companies Act 2013 and the regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Pramod Chimmanlal Gupta is independent of the management and possesses appropriate skills, experience and knowledge.

The Board based on the recommendation of Nomination & Remuneration Committee and considering benefits of his expertise, has recommended the resolution set out in Item No. 5 for approval of shareholders by way of ordinary resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Pramod Chimmanlal Gupta is interested in the Resolution at Item No. 5.

Item No. 6 to 8:

The Members at the 12th Annual General Meeting held on 11/08/2014 approved the appointment of Mr. Sharad Jain and Mr. Devendra Jha as Independent Directors of the Company for a period of five consecutive years w.e.f. 11/08/2014 to 10/08/2019. Also, the Members at the 13th Annual General Meeting held on 26/09/2015 approved the appointment of Dr. Rita Mohanty as an Independent Director of the Company for a period of four consecutive years.

Mr. Jain and Mr. Jha will complete their present term on 10/08/2019 and Dr. Mohanty will complete her present term on 25/09/2019. The Board of Directors of the Company at the meeting held on 15/05/2019, on the recommendation of the Nomination & Compensation Committee,

recommended for the approval of the Members, the re-appointment of Mr. Sharad Jain and Mr. Devendra Jha as Independent Directors of the Company with effect from 11/08/2019 and Dr. Rita Mohanty as Independent Director of the Company with effect from 26/09/2019, in terms of Section 149 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof.

The Company has received declarations from Mr. Sharad

Jain, Mr. Devendra Jha and Dr. Rita Mohanty to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

Relevant information of Mr. Sharad Jain, Mr. Devendra Jha and Dr. Rita Mohanty:

Particulars	Mr. Sharad Jain	Mr. Devendra Jha	Dr. Rita Mohanty
Date of Birth	01/07/1962	01/10/1954	08/06/1952
Education Qualification & Area of Expertise	B.Sc, Fellow Member of Chartered Accountants	Civil Engineering from IIT	MBBS, MD; Health Sector & public relation
Date of Reappointment on the Board	15/05/2019	15/05/2019	15/05/2019
Category of Director	Independent Director (Non-Executive)	Independent Director (Non-Executive)	Independent Director (Non-Executive)
Area of Expertise/ Senior Position Held/ Work Experience	Over 34 years' experience in Financial & Strategic Planning, Taxation, etc. Presently engaged in profession of Chartered Accountancy for 14 years.	Over 34 years' experience in Planning, Project Management, Business Development, Techno-commercial evaluation and construction finance.	She has retired after 30 years of service under Central Government health Scheme, Ministry of health & Family welfare. She is an expert in Administration & public relation.
Names of companies in which the person also holds the directorship and the membership of Committees of the Board	NIL	Shivam Buildinfra Private Limited	NIL
Number of shares held in the Company	N.A.	N.A.	N.A.

In the opinion of the Board, Mr. Sharad Jain, Mr. Devendra Jha and Dr. Rita Mohanty fulfills the conditions for reappointment as Independent Directors as specified in the Companies Act 2013 and the regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Sharad Jain, Mr. Devendra Jha and Dr. Rita Mohanty are independent of the management and possess appropriate skills, experience and knowledge.

The Board is of the view that the continued association of Mr. Sharad Jain, Mr. Devendra Jha and Dr. Rita Mohanty would benefit the Company in terms of their knowledge, experience, performance and their valuable contribution to the Board.

The Board based on the recommendation of Nomination & Remuneration Committee and considering benefits of their expertise, has recommended the resolution set out in Item No. 6 to 8 for approval of shareholders by way of special resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are interested except Mr. Sharad Jain in resolution set out in Item No. 6, Mr. Devendra Jha in resolution set out in Item No. 7 and Dr. Rita Mohanty in resolution set out in Item No. 8.

Item No. 9 to 12:

The provisions of Section 188(1)(f) of the Companies Act, 2013 provides for appointment of related party to any office or place of profit in the Company. Mrs. Sudesh Gupta, Mrs. Sarika Gupta, Mrs. Neelu Gupta and Mrs. Nitasha Gupta (who are relative of Directors of the Company), are employees of the Company. They have rich experience of working in various companies. They advise the company on various matters including Accounts, Finance, Budgeting, Human Resources, Environment Conservation, and other allied matters. The Members at the 12th Annual General Meeting held on 11/08/2014 approved the appointment of Mrs. Sudesh Gupta, Mrs. Sarika Gupta, Mrs. Neelu Gupta

and Mrs. Nitasha Gupta to hold office or place of profit in the company for a period of 5 years w.e.f. 16/08/2014. They will complete their present term on 15/08/2019. The Board of Directors of the Company at the meeting held on 15/05/2019, subject to approval of shareholders of the company, has reappointed Mrs. Sudesh Gupta, Mrs. Sarika Gupta, Mrs. Neelu Gupta and Mrs. Nitasha Gupta as Senior Managers and to hold office or place of profit in the company

for a further period of 5 years w.e.f. 16/08/2019 with such designation & remuneration as board may decide from time to time, and aggregate monthly remuneration during their tenure shall not exceed Rs. 4 Lakhs per month.

Information required under rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 are given hereunder:

Name of Related Party	Name of Directors/ KMP who is related	Nature of relationship	Particulars of the Contract and relevant information	Yearly Monetary Value (In Rs.)
Mrs. Sudesh Gupta	Mr. Promod Gupta, Mr. Anurag Gupta, Mr. Vishal Gupta, Mr. Vikas Gupta	Relative	Mrs. Sudesh Gupta, Mrs. Neelu Gupta, Mrs. Sarika Gupta and Mrs. Nitasha Gupta will hold office or place of profit in the Company for a period of 5 years w.e.f. 16/08/2019 with such designation & remuneration as board may decide from time to time.	Up to Rs. 48 Lakh
Mrs. Neelu Gupta	Mr. Anurag Gupta	Relative		Up to Rs. 48 Lakh
Mrs. Sarika Gupta	Mr. Vishal Gupta	Relative		Up to Rs. 48 Lakh
Mrs. Nitasha Gupta	Mr. Vikas Gupta	Relative		Up to Rs. 48 Lakh

The Board considers that their association for further tenure would be immense benefit to the Company in terms of their expertise, experience and performance.

The Board considering benefits of their reappointment has recommended the resolution set out in Item No. 9 to 12 for

approval of shareholders by way of ordinary resolution.

Mr. Promod Gupta, Mr. Anurag Gupta, Mr. Vikas Gupta and Mr. Vishal Gupta & their relatives are concerned or interested resolutions set out at Item No. 9 to 12.

**By Order of Board of Directors
of PG Electroplast Limited**

**(Sanchay Dubey)
Company Secretary
Membership No. A51305**

Date: 15/05/2019
Place: Greater Noida

**PG ELECTROPLAST LIMITED
AGM Venue - 2019 Route Map**



PG ELECTROPLAST LIMITED

CIN: L32109DL2003PLC119416

Regd Office: DTJ209, 2nd Floor, DLF Tower-B, Jasola, New Delhi-110025

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]

Name of member(s)		Email:	
Registered address		Folio No/ *Client id:	
		*DP id:	

I/We, being the shareholder of shares of the above named company, hereby appoint

1. Name:	Email id:
Address:	Signature

or failing him

2. Name:	Email id:
Address:	Signature

or failing him

3. Name:	Email id:
Address:	Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf in AGM to be held on Friday, 09th August, 2019 at 11:00 A.M. at Auditorium, Asia Pacific Institute of Management, No. 3 & 4 Institutional Area, Jasola, Opp. Sarita Vihar, New Delhi – 110025 and at any adjournment thereof in respect of such resolutions as are indicated below:

S.N.	Resolutions	For*	Against*
1	To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31 st March, 2019, the report of the Board of Directors and auditors thereon.		
2	To re-appoint Mr. Promod Gupta (DIN:00181800) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment.		
3	To re-appoint Mr. Vikas Gupta (DIN:00182241) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment.		
4	To approve/ratify remuneration of the Cost Auditor for the financial year ending on 31 st March, 2020.		

5	To appoint Mr. Pramod Chimmanlal Gupta (DIN:07066493) as an Independent Director		
6	To Re-appoint Mr. Sharad Jain (DIN:06423452) as an Independent Director		
7	To Re-appoint Mr. Devendra Jha (DIN:03076528) as an Independent Director		
8	To Re-appoint Dr. Rita Mohanty (DIN:07081546) as an Independent Director.		
9	To approve remuneration of Mrs. Sudesh Gupta, who holds office or place of profit in the company.		
10	To approve remuneration of Mrs. Neelu Gupta, who holds office or place of profit in the company.		
11	To approve remuneration of Mrs. Sarika Gupta, who holds office or place of profit in the company.		
12	To approve remuneration of Mrs. Nitasha Gupta, who holds office or place of profit in the company.		

Signed this day of2019.

		Affix Rupee 1 Revenue stamp
Signature of shareholder	Signature of Proxy holder(s)	

Note:

*Please put a tick (✓) in the appropriate column against the resolution as indicated in the Box. Alternatively, you may mention the number of shares in the appropriate column in respect of which you would like your proxy to vote. If you leave the column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

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. A proxy need not to be member of the Company.
3. In case the member appointing the proxy is a body corporate, the proxy form should be signed under the seal or be signed by an officer or an attorney duly authorised by it and an authenticated copy of such authorisation should be attached to the proxy form.
4. In case of joint holders, signature of any one holder will be sufficient, but name of all joint holders should be stated.

PG Electroplast Limited

ATTENDANCE SLIP

17th Annual General Meeting

Please fill attendance slip and hand it over at the entrance of the meeting hall.

Day: Friday, 09th August, 2019

Time: 11:00 AM.

Place: Auditorium, Asia Pacific Institute of Management, No. 3 & 4 Institutional Area,
Jasola, Opp. Sarita Vihar, New Delhi - 110025

Full Name of First Shareholder:	
Joint Shareholder, if any:	

DP Id*		Folio No.**	
Client Id*		No. of Shares	

Full name of person attending the meeting as Shareholder/Proxy:	
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I hereby record my presence at the 17th Annual General Meeting of the Company held on Friday, 09th August, 2019 at Auditorium, Asia Pacific Institute of Management, No. 3 & 4 Institutional Area, Jasola, Opp. Sarita Vihar, New Delhi – 110025.

(Signature of Shareholder/Proxy)

*Applicable for investors holding share in electronic form.

** Applicable for investors holding share in physical form.