

PG Electroplast Limited



(CIN: L32109DL2003PLC119416)

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

Corp. Office: P-4/2 TO 4/6, Site B, UPSIDC Industrial Area, Surajpur, Greater Noida, U.P.-201306

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NOTICE OF POSTAL BALLOT AND E-VOTING

Pursuant to Section 110 of The Companies Act, 2013 read with Rule 22 of The Companies (Management & Administration) Rules, 2014

Dear Member(s),

Notice is hereby given, pursuant to Section 108 & 110 of the Companies Act, 2013 ('the Act') read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), (including any statutory modification or re-enactment thereof for the time being in force), to the members of PG Electroplast Limited ('the Company') seeking consent for the Resolution(s) under Special Business(es) by way of Postal Ballot (including remote e-voting). The said Resolution(s) pursuant to Act and Explanatory Statement setting out the material facts pertaining to the these Resolution(s) as required under Section 102 of the Act and the rules made there under is annexed hereto along with the Postal Ballot Form (the 'Form') for your consideration.

The Board of Directors of the company at its meeting held on February 12, 2019 has appointed Mr. Rahul Kumar of M/s Rahul K Tanmay & Associates, Practicing Company Secretaries, as Scrutinizer for conducting the postal ballot (physical and e-voting) process in accordance with the law in a fair and transparent manner. The business of the Postal Ballot shall, in addition to physical voting, also be transacted through Electronic Voting System. Accordingly, the Company, in compliance with Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), provides the Members with the facility to exercise their right to vote on the matter set out in the Postal Ballot by electronic means i.e. through electronic voting system of Karvy Fintech Pvt Ltd.

However, those Members, who do not have access to e-voting facility can send their assent or dissent in writing on the Postal Ballot Form attached. It is pertinent to note that the Shareholder(s) can opt for only one mode of voting, i.e. either by e-voting or voting by physical mode. If you are opting for e-voting, then do not vote by physical Postal Ballot and vice versa. However, in case Shareholders cast their vote by physical ballot and e-voting, then voting done through e-voting will prevail and voting done through physical ballot will be treated as invalid. After you vote, the vote cannot be changed subsequently. Members are requested to read the instructions printed on the Postal Ballot Form and return the Form duly completed and signed in the attached self-addressed business reply envelope, so as to reach the Scrutinizer before the close of working hours (5.00 pm) on Sunday March 17, 2019. Please note that any Postal Ballot Form(s) received after the said date will be treated as if reply from the Member has not been received.

The Scrutinizer will submit his report to the Chairperson/Co-Chairperson or in his absence, any person authorised by him, after the completion of the scrutiny of the Postal Ballots (physical and e-voting). The results of the voting by Postal Ballot will be announced by the Chairperson of the Company or in his absence, any person authorised by him, on Tuesday, March 19, 2019 at 3.30 pm at the Registered Office of the Company. The results of the Postal Ballot, along with the Scrutinizer's report, will on such announcement date, be posted on the Company's website: www.pgel.in and also available on Karvy e-voting website: <https://evoting.karvy.com> / besides communicating to the Stock Exchanges where the Company's shares are listed. The last day specified for receipt of duly completed postal ballot form and e-voting i.e. March 17, 2019, in this postal ballot notice, shall be deemed to be the date of passing of the said Resolution subject to the approval of shareholder's by requisite majority.

SPECIAL BUSINESS

Item No. 1. Issue of equity shares to promoters on preferential basis upon conversion of outstanding unsecured loan

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

"RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "**Companies Act**") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with the relevant stock exchange(s) where the shares of the Company are listed ("**Stock Exchange(s)**"), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("**SEBI**"), as amended including the SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2018, as amended ("**SEBI (ICDR) Regulations**"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Foreign Exchange Management Act, 1999, as amended, and rules and regulations framed thereunder as in force and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Government of India and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, Reserve Bank of India, SEBI, Stock Exchange(s) and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such

approvals, consents, permissions and / or sanctions and which may be agreed by the board of directors of the Company (hereinafter referred to as the “**Board**” which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the company be and is hereby accorded (through postal ballot), to the board to create, issue, offer and allot, on a preferential basis, **upto 22,40,000 Equity Shares** of face value of Rs. 10/- (Rupees Ten only) each fully paid up, towards conversion of loan into equity to the extent of Rs. 28,00,00,000/- (Twenty Eight Crores only), to be issued **at a price of Rs. 125/- (Rupees One Hundred and Twenty Five Only)** per Equity Share or such other price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations on such further terms and conditions as may be finalized by the Board of Directors, to the persons belonging to Promoter and Promoter Group Category (“**Proposed Equity Allottees**”), in the manner as follows:

S. No.	Name of the Proposed Allottees	Issue Price	No. of Equity Shares proposed to be allotted	Category
1.	Promod Gupta	125	5,00,001	Promoter
2.	Anurag Gupta	125	6,93,333	Promoter
3.	Vishal Gupta	125	5,23,333	Promoter
4.	Vikas Gupta	125	5,23,333	Promoter
	Total		22,40,000	

“**RESOLVED FURTHER THAT** the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations for the determination of issue price of Equity Shares is February 15, 2019”.

“**RESOLVED FURTHER THAT** the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- No consideration shall be payable by proposed allottees at the time of allotment of Equity Shares as entire consideration so payable shall be adjusted against the outstanding unsecured loan, held in the name of proposed allottees, at the time of subscription of Equity Shares.
- The pre-preferential shareholding of the Proposed Allottees and Equity Shares to be allotted to the Proposed Allottees shall be under lock in for such period as may be prescribed under Chapter V of the SEBI (ICDR) Regulations.
- The Equity Shares so allotted to the Proposed Allottees 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.
- Allotment of Equity Shares shall only be made in dematerialized form”.

“**RESOLVED FURTHER THAT** the Equity Shares proposed to be so allotted shall rank pari- passu in all respects including as to dividend, with the existing fully paid up Equity Shares of face value of Rs. 10/- (Rupees Ten only) each of the Company”.

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board/Committee(s) of the Board and the Company Secretary be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders”.

“**RESOLVED FURTHER THAT** all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects”.

Item No. 2. To re-appoint Mr. Promod Gupta as Managing Director of the Company

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

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to provisions of section 196, 197, 203 of the Companies Act 2013 read with Schedule V thereof and the rules made thereunder and subject to provisions of SEBI (Listing Obligations & Disclosure Requirement) Regulation, 2015 and other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force) approval is given for re-appointment of Mr. Promod Gupta (DIN 00181800, aged 76 years), as a Managing Director of the Company for a period of three years with effect from July 15, 2019, on the terms and conditions specified in the Explanatory Statement of this resolution”.

“**RESOLVED FURTHER THAT** Mr. Promod Gupta shall be liable to retire by rotation and this appointment shall be subject to continuance as a Director of the Company during the tenure and shall ipso facto terminate, if he ceases to be director of the Company, for any reason whatsoever”.

“RESOLVED FURTHER THAT subject/pursuant to sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of SEBI (Listing Obligations & Disclosure Requirement) Regulation, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company shall pay to Mr. Promod Gupta remuneration by way of salary and perquisites and allowances, by whatever name called, during the tenure of his office, as set out in the Statement annexed to this Postal Ballot Notice; and Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration Committee of the Board) shall have authority and liberty to alter and vary the amount, terms and conditions of the said remuneration as it may deem fit and as may be acceptable to Mr. Promod Gupta, subject to the ceiling on aggregate remuneration of Rupees One Crore Eighty Lakh per annum or Rupees Fifteen Lakh per month and subject to conditions mentioned in the explanatory statements”.

“RESOLVED FURTHER THAT subject to Section 197 and Section II of Part II of Schedule V of the Companies Act 2013 and other applicable provisions, if any, and necessary statutory approvals, if any, the above said remuneration or remuneration altered by the Board of Directors as per authority conferred by this resolution, may be paid as minimum remuneration to Mr. Promod Gupta, as Managing Director even in the event of absence or inadequacy of profits in any financial year during his tenure”.

“RESOLVED FURTHER ALSO THAT the Board of Directors of the company be and is hereby authorized to do all such acts, deeds, matters and things as in absolute discretion it may consider necessary, expedient or desirable in order to give effect to the above resolution.”

Item No. 3. To re-appoint Mr. Anurag Gupta as Whole Time Director of the Company

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to provisions of section 196, 197, 203 of the Companies Act 2013 read with Schedule V thereof and the rules made thereunder and subject to provisions of SEBI (Listing Obligations & Disclosure Requirement) Regulation, 2015 and other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force) approval is given for re-appointment of Mr. Anurag Gupta (DIN 00184361) as a Whole time Director of the Company for a period of three years with effect from July 15, 2019, on the terms and conditions specified in the Explanatory Statement of this resolution”.

“RESOLVED FURTHER THAT Mr. Anurag Gupta shall be liable to retire by rotation and this appointment shall be subject to continuance as a Director of the Company during the tenure and shall ipso facto terminate, if he ceases to be director of the Company, for any reason whatsoever”.

“RESOLVED FURTHER THAT subject/pursuant to sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of SEBI (Listing Obligations & Disclosure Requirement) Regulation, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company shall pay to Mr. Anurag Gupta remuneration by way of salary and perquisites and allowances, by whatever name called, during the tenure of his office, as set out in the Statement annexed to this Postal Ballot Notice; and Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration Committee of the Board) shall have authority and liberty to alter and vary the amount, terms and conditions of the said remuneration as it may deem fit and as may be acceptable to Mr. Anurag Gupta, subject to the ceiling on aggregate remuneration of Rupees One Crore Eighty Lakh per annum or Rupees Fifteen Lakh per month and subject to conditions mentioned in the explanatory statements”.

“RESOLVED FURTHER THAT subject to Section 197 and Section II of Part II of Schedule V of the Companies Act 2013 and other applicable provisions, if any, and necessary statutory approvals, if any, the above said remuneration or remuneration altered by the Board of Directors as per authority conferred by this resolution, may be paid as minimum remuneration to Mr. Anurag Gupta, as WholeTime Director even in the event of absence or inadequacy of profits in any financial year during his tenure”.

“RESOLVED FURTHER ALSO THAT the Board of Directors of the company be and is hereby authorized to do all such acts, deeds, matters and things as in absolute discretion it may consider necessary, expedient or desirable in order to give effect to the above resolution.”

Item No. 3. To re-appoint Mr. Vishal Gupta as Whole Time Director of the Company

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to provisions of section 196, 197, 203 of the Companies Act 2013 read with Schedule V thereof and the rules made thereunder and subject to provisions of SEBI (Listing Obligations & Disclosure Requirement) Regulation, 2015 and other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force) approval is given for re-appointment of Mr. Vishal Gupta (DIN-184809) as a Whole time Director of the Company for a period of three years with effect from July 15, 2019, on the terms and conditions specified in the Explanatory Statement of this resolution”.

“RESOLVED FURTHER THAT Mr. Vishal Gupta (DIN-00184809) shall be liable to retire by rotation and this appointment shall be subject to continuance as a Director of the Company during the tenure and shall ipso facto terminate, if he ceases to be director of the Company, for any reason whatsoever”.

“RESOLVED FURTHER THAT subject/pursuant to sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of SEBI (Listing Obligations & Disclosure Requirement) Regulation, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company shall pay to Mr. Vishal Gupta remuneration by way of salary and perquisites and allowances, by whatever name called, during the tenure of his office, as set out in the Statement annexed to this Postal Ballot Notice; and Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration Committee of the Board) shall have authority and liberty to alter and vary the amount, terms and conditions of the said remuneration as it may deem fit and as may be acceptable to Mr. Vishal Gupta, subject to the ceiling on aggregate remuneration of Rupees One Crore Eighty Lakh per annum or Rupees Fifteen Lakh per month and subject to conditions mentioned in the explanatory statements”.

“RESOLVED FURTHER THAT subject to Section 197 and Section II of Part II of Schedule V of the Companies Act 2013 and other applicable provisions, if any, and necessary statutory approvals, if any, the above said remuneration or remuneration altered by the Board of Directors as per authority conferred by this resolution, may be paid as minimum remuneration to Mr. Vishal Gupta, as Whole time Director even in the event of absence or inadequacy of profits in any financial year during his tenure”.

“RESOLVED FURTHER ALSO THAT the Board of Directors of the company be and is hereby authorized to do all such acts, deeds, matters and things as in absolute discretion it may consider necessary, expedient or desirable in order to give effect to the above resolution.”

Item No. 6. To re-appoint Mr. Vikas Gupta as Whole Time Director of the Company

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to provisions of section 196, 197, 203 of the Companies Act 2013 read with Schedule V thereof and the rules made thereunder and subject to provisions of SEBI (Listing Obligations & Disclosure Requirement) Regulation, 2015 and other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force) approval is given for re-appointment of Mr. Vikas Gupta (DIN 00182241) as a Whole time Director of the Company for a period of three years with effect from 15th July 2019, on the terms and conditions specified in the Explanatory Statement of this resolution”.

“RESOLVED FURTHER THAT Mr. Vikas Gupta (DIN-184809) shall be liable to retire by rotation and this appointment shall be subject to continuance as a Director of the Company during the tenure and shall ipso facto terminate, if he ceases to be director of the Company, for any reason whatsoever”.

“RESOLVED FURTHER THAT subject/pursuant to sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of SEBI (Listing Obligations & Disclosure Requirement) Regulation, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company shall pay to Mr. Vikas Gupta remuneration by way of salary and perquisites and allowances, by whatever name called, during the tenure of his office, as set out in the Statement annexed to this Postal Ballot Notice; and Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration Committee of the Board) shall have authority and liberty to alter and vary the amount, terms and conditions of the said remuneration as it may deem fit and as may be acceptable to Mr. Vikas Gupta, subject to the ceiling on aggregate remuneration of Rupees One Crore Eighty Lakh per annum or Rupees Fifteen Lakh per month and subject to conditions mentioned in the explanatory statements”.

“RESOLVED FURTHER THAT subject to Section 197 and Section II of Part II of Schedule V of the Companies Act 2013 and other applicable provisions, if any, and necessary statutory approvals, if any, the above said remuneration or remuneration altered by the Board of Directors as per authority conferred by this resolution, may be paid as minimum remuneration to Mr. Vikas Gupta, as Whole time Director even in the event of absence or inadequacy of profits in any financial year during his tenure”.

“RESOLVED FURTHER ALSO THAT the Board of Directors of the company be and is hereby authorized to do all such acts, deeds, matters and things as in absolute discretion it may consider necessary, expedient or desirable in order to give effect to the above resolution.”

Item No. 6. Approval for continuation of directorship of Mr. Ayodhya Prasad Anand Non-executive Independent Director (DIN- 06808974) aged above 75 years.

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

“RESOLVED THAT pursuant to recommendation of Nomination & Remuneration Committee and Board of Directors and pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (which shall take effect from 01/04/2019), Consent, by way of special resolutions, of members of the Company be and is hereby accorded for continuation of Directorship of Mr. Ayodhya Prasad Anand (DIN-06808974), whose current age is 77 (seventy seven) years and who has been appointed as an Independent Directors of the Company in 12th Annual General Meeting to hold office till 10/08/2019, for the remaining period of his existing term of Directorship as Independent Director of the Company.”

By order of the Board of Directors
For **PG ELECTROPLAST LIMITED**

Place : Greater Noida
Date : 12.02.2019

Sd/-
Sanchay Dubey
Company Secretary

NOTES

- 1) Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the resolutions are annexed hereto.
- 2) In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company offers e-voting option to the Members as an alternative to enable them to cast their votes. For this purpose, the Company has engaged Karvy Fintech Pvt Ltd for facilitating e-voting to enable the Members to cast their votes electronically instead of through Postal Ballot Form.
- 3) This notice is being sent to all the members, whose names appear in the Register of Members/Records of Depositories as on the close of working hours on February 8, 2019 i.e. "the cut-off date". Voting Rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on February 8, 2019. E-voting is optional for members.
- 4) Members who have registered their e-mail id either with the Depositories or with the Company are being sent Postal Ballot Notice through e-mail and Members who have not registered their e-mail id will receive Postal Ballot Notice along with Postal Ballot Form through prescribed mode under the Act. Members who have not received Postal Ballot forms or who are desirous of obtaining printed postal ballot form may obtain a copy thereof by writing a letter addressed at Karvy Fintech Pvt Ltd, Unit: PG Electroplast Limited, KarvyFintech Pvt. Ltd, Karvy Selenium, Tower- B, Plot No. 31 & 32, Financial district, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana - 500032 or to Registered Office of the Company i.e. PG Electroplast Limited DTJ-209, DLF Tower, Jasola, New Delhi, Delhi, 110025 or by sending an email to investors@pgel.in.
- 5) Members desiring to exercise vote by Physical Postal Ballot are requested to read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed and signed in the enclosed self-addressed postage prepaid business reply envelope to the Scrutinizer so as to reach at address mentioned on said reply envelope on or before the close of working hours i.e. 5:00 pm on March 17, 2019. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. Assent / Dissent received after 5.00 pm on March 17, 2019 would be strictly treated as if reply from the Members has not been received.
- 6) All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts are open for inspection to the Members at the Registered Office of the Company between 10.00 a .m. to 12.00 noon on all working days except Saturdays, Sundays and National Holidays from the date hereof upto March 17, 2019.
- 7) Instructions for E Voting:
 - i. The e-voting period begins on Saturday, February 16, 2019 (10.00 a.m.) and ends on Sunday, March 17, 2019 (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 February 8, 2019, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.
 - ii. Use the following URL for e-voting: <https://evoting.karvy.com>
 - iii. 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.
 - iv. After entering the details appropriately, click on LOGIN.
 - v. 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.
 - vi. You need to login again with the new credentials.
 - vii. On successful login, the system will prompt you to select the EVENT, i.e., PG Electroplast Limited.
 - viii. 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.
 - ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
 - x. 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.

- xi. 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 or to the Company through e-mail: investors@pgel.in. 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_4438.'

In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com> or contact at 1-800-3454-001. Members may also write mail to compliance officer of the Company - Mr. Sanchay Dubey at E mail: investors@pgel.in. Members who have cast their votes by remote e-voting shall not be entitled to cast their vote by post. If a member cast votes by both modes, then voting done through e-voting shall prevail and voting done by post will be treated invalid. Please keep your most updated email id registered with the company / your DP, to receive timely communications.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Item No.1

The Special Resolutions contained in Item No. 1 of the Notice, have been proposed pursuant to the provisions of Sections 42, 62 of the Companies Act, 2013, to issue and allot upto 22,40,000 Equity shares of face value of Rs. 10/- each at an issue price of Rs. 125/- each to the persons belonging to Promoter Category in terms of Chapter V of SEBI (ICDR) Regulations, 2018 and applicable provisions of Companies Act, 2013.

The said proposal has been considered and approved by the Board in their meeting held on February 12, 2019. Further, the said private placement of Equity shares will be made through letter of offer in the form PAS 4.

The details of the issue and other particulars as required in terms of Regulation 163 of the SEBI (ICDR) Regulations, 2018 and other applicable statues in relation to the proposed Special Resolution are given hereunder:

1. Objects of the Preferential Issue

The Company proposes to issue the aforesaid Equity Shares in order to restructure the existing loans held in the name of proposed allottee(s) namely, Mr. Vishal Gupta, Mr. Vikas Gupta, Mr. Promod Gupta and Mr. Anurag Gupta to the extent of Rs.28,00,00,000/- (Twenty Eight Crores only) and strengthening the Capital structure and such other purpose as the Board may decide.

2. The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer

The Intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer is as follows:

S. No.	Name of the Proposed Allottees	No. of Equity Shares proposed to be allotted	Category
1.	Promod Gupta	5,00,001	Promoter cum Managing Director
2.	Anurag Gupta	6,93,333	Promoter cum Whole time Director
3.	Vishal Gupta	5,23,333	Promoter cum Whole time Director
4.	Vikas Gupta	5,23,333	Promoter cum Whole time Director
	Total	22,40,000	

3. The Shareholding Pattern of the issuer before and after the preferential issue:

The shareholding pattern of the Company before and after the proposed preferential issue to promoters is likely to be as follows:

PG Electroplast Limited (Pre and Post Shareholding Structure)						
Sl. No	Category of Shareholder	Pre-Issue Shareholding Structure		No of Equity Shares Proposed to be Allotted	# Post Issue Shareholding	
		No. of Shares	%		No. of Shares	%
A	Promoters and Promoter Group					
	1 (a) Indian Promoters					
	Promod Gupta	40,16,166	24.47	5,00,001	45,16,167	24.21
	Anurag Gupta	15,14,222	9.22	6,93,333	22,07,555	11.83
	Vishal Gupta	20,75,012	12.64	5,23,333	25,98,345	13.93
	Vikas Gupta	20,70,722	12.62	5,23,333	25,94,055	13.91
	Sudesh Gupta	25,500	0.16	0	25,500	0.14
	Neelu Gupta	4,15,000	2.53	0	4,15,000	2.22

PG Electroplast Limited (Pre and Post Shareholding Structure)						
Sl. No	Category of Shareholder	Pre-Issue Shareholding Structure		No of Equity Shares Proposed to be Allotted	# Post Issue Shareholding	
		No. of Shares	%		No. of Shares	%
	Nitasha Gupta	28,500	0.17	0	28,500	0.15
	Sarika Gupta	24,210	0.15	0	24,210	0.13
	(b) Foreign Promoters	0		0	0	
	Total Promoter					
	Shareholding	1,01,69,332	61.95	22,40,000	1,24,09,332	66.52
B	Non Promoter					
B1	Institutional Investors	13,10,835	7.99	0	13,10,835	7.03
B2	Central Govt./Stat Govt./POI	0	0	0	0	0.00
B3	Non-Institutional Investors					
	Individuals	22,10,730	13.47	0	22,10,730	11.85
	Bodies Corporate	20,92,372	12.75	0	20,92,372	11.22
	Others (Including NRI)	6,31,063	3.84	0	6,31,063	3.38
	Total Public Shareholding B=B1+B2+B3	62,45,000	38.05	0	62,45,000	33.48
C	Non Promoter - Non Public	0	0	0	0	
	Grand Total (A+B+C)	1,64,14,332	100.00	22,40,000	1,86,54,332	100.00

Post shareholding structure may change depending upon any other corporate action in between. Shareholding of Non-promoters may change due to their trading activities.

4. Proposed time limit within which the allotment shall be complete:

In terms of Regulation 170 of the SEBI (ICDR) Regulations, preferential allotment of said Equity Shares will be completed within a period of 15 (fifteen) days from the date of passing of special resolution at item nos. 1. Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

5. Securities to be issued, particulars of the proposed allottee(s), the identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and / or who ultimately control the proposed allottee(s) and the percentage of post preferential issue capital that may be held by them:

Identity of the Proposed Equity shares Allottee(s) the percentage of post preferential issue capital that may be held by them:

Sl. No	Name of the Shareholders	Pre-Issue Shareholding		Numbers of Equity Shares Proposed to be Allotted	Post Issue Shareholding		Name of ultimate beneficial owners
		No. of Shares	%		No. of Shares	%	
1.	Vishal Gupta	20,75,012	12.64	5,23,333	25,98,345	13.93	N.A.
2.	Vikas Gupta	20,70,722	12.62	5,23,333	25,94,055	13.91	N.A.
3.	Promod Gupta	40,16,166	24.47	5,00,001	45,16,167	24.21	N.A.
4.	Anurag Gupta	15,14,222	09.22	6,93,333	22,07,555	11.83	N.A.

6. Consequential Changes in the Voting Rights and Change in Management:

As a result of the proposed preferential issue of Equity Shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

7. Lock-in Period:

- i. The Equity Shares so allotted, shall be subject to 'lock-in' in accordance with Regulation 167 (1) of the SEBI (ICDR) Regulations.
- ii. The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Regulation 167 (6) of the SEBI (ICDR) Regulations.

8. Issue price and Relevant Date:

In terms of Regulation 161 of SEBI (ICDR) Regulations, the Relevant Date has been reckoned as February 15, 2019 i.e. working day immediately preceding the date 30 days prior to the date of passing of Resolution through Postal Ballot process for the purpose of computation of issue price of the said Equity Shares.

The Issue Price for the proposed issue is fixed at Rs. 125 /- per Share, or such other price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations.

9. Re-computation of Issue Price:

The Board of Directors of the Company undertakes that: Since the Company's Equity Shares are listed and traded for a period more than twenty six weeks, therefore, there is no need for the Company to re-compute the price of Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations.

10. Auditor's Certificate:

The certificate from M/s Chitresh Gupta & Associates, Chartered Accountants, being the Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI (ICDR) Regulations shall be available for inspection at the registered office of the Company during 10:00 A. M. to 5:00 P.M. (office hours) up to the date of declaration of results.

11. Disclosure with regard to the names of issuer, its promoter or any of its directors not appearing in the list of willful defaulter as issued by RBI.

The Company, its promoters and its directors are not categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India.

12. Report of registered valuer:

No report of registered valuer is required for the offer, issue and allotment of the Equity Shares under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debenture) Rules, 2014, as amended.

13. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Mr. Vishal Gupta being promoter cum Whole Time Director, Mr. Promod Gupta being Promoter cum Managing Director, Mr. Vikas Gupta being promoter cum Whole Time Director and Mr. Anurag Gupta being promoter cum Whole Time Director are deemed to be concerned or interested in the above resolution, except them none of the other Directors or key managerial personnel or their relatives are in any way concerned or interested, financially or otherwise, in the above referred resolutions.

The Board of Directors recommends the resolution as set out in item no. 1 of this notice for the issue of Equity Shares, on a preferential basis, to the promoters by way of Special Resolution.

Item No. 2:

Subject to the approval of Members of the Company, the "Board of Directors" & "Nomination & Remuneration Committee" of the Company at its meeting held on February 12, 2019 has approved re-appointment and remuneration to Mr. Promod Gupta, who is aged 76 years (Date of Birth: 23/03/1942), as Managing Director of the Company for a period of three (3) years with effect from July 15, 2019. The appointment was based on recommendations of the Nomination and Remuneration Committee.

He obtained his Bachelor of Engineering from The Birla Institute of Technology & Science (BITS, Pilani) in 1966, Post-graduate Diploma in Marketing and Sales Management from Faculty of Management Sciences, Delhi University in 1977 and fellow membership of The Institution of Electronics and Telecommunication Engineers (FIETE) in 1984. He is a first-generation entrepreneur; now he has experience of over 44 years in the field of electronic manufacturing industry. He was previously employed as a senior scientist in Semiconductor Devices Division of Defence Research and Development Organization (DRDO) (formerly known as Solid State Physics Laboratory), where he worked for 13 years from 1966 to 1978, on the development of semiconductor devices and their testing for use in various defence systems and installation.

He started the PG Group in 1977 by making radio transistors, receivers and black & white television components. Gradually and slowly, over a period of more than three decades, the PG Group has forayed into the manufacturing and assembling of TV sets and audio-video players simultaneously doing backward integration by setting up plastic injection-molding and PCB assembly lines.

He is one of the promoters of this Company & he has been associated as Director since the date of incorporation of the Company on March 17, 2003. Currently, he is associated as Managing director of the Company and his current term of appointment shall expire on July 14, 2019. He is responsible for the management of the overall operations of our Company and to identify, develop & direct the implementation of business strategies. Mr. Promod Gupta heads the Company with his excellent skills of communication and wisdom to the organization through which the company achieves good relations with its existing customers and he will ensure functions that can deliver new and improved products and services to customers in an efficient and cost-effective manner. His expertise in the area of production helps improve the operational systems, processes and policies in support of organizational mission. He is a visionary and the company makes use of his knowledge for long term organizational planning and formation of strategies to achieve organizational objectives.

Mr. Promod Gupta holds an office of Director in PG Infotel Pvt Ltd & P.G. Appliance Pvt. Ltd., None of these Companies are listed. He holds 40,16,166 shares (24.47% of paid up capital) in the Company. He attended all the board meetings held in last financial

year 2017-18 and attended 4 out of 5 board meetings till 12/02/2019 during financial year 2018-19. Mr. Gupta satisfies all the conditions stated in the Part I of the Schedule V to the Companies Act, 2013 except to the extent that his is 76 years old, thus special resolution is proposed for his appointment.

The terms of above said appointment and remuneration are following:

Term: 3 (three) years, from July 15, 2019 to July 14, 2022

Salary, Allowances and Perquisites (“Remuneration”):

a) Salary, Perquisites and Allowances per annum:

Salary	Basic Salary: Rs.3,63,000/- per month with increments as may be decided by the Board of Directors from time to time subject to ceiling up to Rs. 8,00,000/- per month
Perquisites and Allowances*, Bonus	Value of all kind of perquisite and allowances shall be Rs. 2,42,200/- per month with increments as may be decided by the Board of Directors from time to time subject to ceiling up to Rs. 7,00,000/- per month
Provision of Annual increment	There shall be provision of annual increment with authority of the Board to fix/alter/enhance his salary from time to time within ceiling approved by shareholders by special resolution.
Due date of increment	As per company policy and approval of the Board.

*Perquisites and allowances, as aforesaid, shall include accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and / or allowances for utilisation of gas, electricity, water, furnishing and repairs, medical assistance, attendant allowance and leave travel concession for self and family including dependents and shall also include any other perquisites and allowances by whatever name called. The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

- b) The Company’s contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under (a) above.
- c) Increment in salary, perquisites and allowances and remuneration by way of incentive / bonus / performance linked incentive, payable to Mr. Promod Gupta, as per company policy and as may be determined by the Board and shall be within the remuneration under (a) above.
- d) It is clarified that employees stock options granted / to be granted to Mr. Promod Gupta, from time to time, shall not be considered as a part of perquisites under (a) above and that the perquisite value of stock options exercised shall be in addition to the remuneration under (a) above.
- e) Reimbursement of Expenses: Expenses incurred for travelling, board and lodging and attendant(s) during business trips and provision of car(s) for use on Company’s business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.
- f) Minimum Remuneration: Notwithstanding anything to the contrary herein contained where in any financial year during the currency of the tenure of the Whole time Director, the Company has no profits or its profits are inadequate, the Company will pay to Managing Director remuneration by way of salary, benefits, perquisites & allowances and Commission/performance Bonus as specified above within the limit prescribed in schedule V of the Companies Act 2013.

Other Terms and Conditions:

- (i) Subject to the supervision and control of the Board of Directors, Managing Director shall perform such duties and exercise such powers, authorities and discretions as the Board shall from time to time delegate to his on such terms and conditions and subject to such restrictions as the Board may from time to time impose. For day to day functioning, Managing Director shall work under the overall supervision and direction of the Board of Directors. Managing Director shall act in accordance with the Articles of Association of the Company, Companies Act, 2013 and SEBI Listing Regulations and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
 - (i) The Managing Director shall adhere to the Company’s Code of Conduct and other code and policies.
 - (ii) The appointment can be terminated by either of the parties by giving to the other requisite notice in writing or by payment of a sum equivalent to remuneration for the notice period or part as may be mutually agreed.
 - (iii) The Managing Director shall not be paid any sitting fees for attending meetings of the Board or any Committee/s thereof.

The above may also be treated as an memorandum of the terms and conditions of the appointment of Mr. Promod Gupta as Managing Director as required under Section 190 of the Companies Act, 2013.

His term of current appointment will expire on July 14, 2019. In view of the provisions of Sections 196, 197, 203 of the Companies Act 2013, the Board of Directors recommends the resolution as set out in item no. 2 of this notice for re-appointment of Mr. Promod Gupta as Managing Director by way of Special Resolution.

Mr. Promod Gupta, Mr. Vikas Gupta, Mr. Anurag Gupta & Mr. Vishal Gupta, (all four are relatives) Directors of the Company and their relatives are concerned or interested in the Resolution set out at Item Nos. 2 of the notice.

Item no. 3, 4 & 5:

Subject to the approval of the Members of the Company by way of special resolution, the Board of Directors of the Company at its meeting held on February 12, 2019 has re-appointed following person as Whole Time Directors of the Company for a period of three (3) years with effect from July 15, 2019:

- 1) Mr. Anurag Gupta
- 2) Mr. Vishal Gupta
- 3) Mr. Vikas Gupta

These appointments have been made on the basis of recommendations of the Nomination and Remuneration Committee.

Details of Qualification, experiences etc. are provided below:

	Anurag Gupta	Vishal Gupta	Vikas Gupta
Date of Birth	27/05/1969	25/09/1972	25/09/1972
Date of first appointment on the Board	Since Incorporation	01/05/2010	01/05/2010
Qualification	He did his Bachelors of Electronics in Computer Engineering & Science from M. S. Ramaiah Institute of Technology, Bangalore University in 1991	He did his Masters in Business Administration from the University of Pune in 1995 and B.Com (Hons.) from Delhi University in 1993	He did his Masters in Business Administration from the University of Pune in 1995 and B.Com (Hons.) from Delhi University in 1993
Industrial Experience	In 1992, he joined M/s PG Electronics (a partnership firm in the Promoter Group) as a Partner, where he was responsible for manufacturing of TV components. In 1999, he joined Kushang Technologies Limited (formerly Kushang Apparels Limited) as a director, where he was responsible for all Technical functions of the firm.	He started his career with Astrotech International, one of our Promoter Group Companies, in the year 1995. There, he was responsible for overseeing the financial, commercial and marketing aspects of the company. Later, in the year 2000, he joined Bigesto Technologies Limited (formerly Bigesto Foods Private Limited) as a Director, responsible for financial, accounting and commercial aspects of the business.	He started his career with PG Electronic Components Private Limited, one of our erstwhile Promoter Group Companies, in the year 1995. There, he was responsible for overseeing the production / manufacturing of PCB assemblies and electronic TV components. Later, in the year 1999, he joined Bigesto Technologies Limited (formerly Bigesto Foods Private Limited) as a Director, responsible for manufacturing and marketing operations of the company.
Association with the Company & Job Profile	He joined our Company as Promoter Director in 2003 and became Executive Director – Technical in 2010. Currently, he is associated as Whole time director of the Company and his current term of appointment shall expire on July 14, 2019. His responsibilities in our Company include development and implementation of all technical policies & procedures including all associated production and post-production services, monitoring of plant & machineries required for production and quality assurance and technology up-gradation as and when required, executing research & development activities, establishing and supervising operations and maintenance routines (preventive, general & emergency) and ensuring strict adherence to our quality assurance policy.	He joined our Company as Executive Director – Finance in the year 2010. Currently, he is associated as Whole time director of the Company and his current term of appointment shall expire on July 14, 2019. Mr. Vishal Gupta directs annual budgeting and planning process of the organization, Oversee monthly and quarterly assessments and forecasts of organization's financial performance, monitoring cash flows, provide financial and human resources advice and guidance to senior members of team to ensure compliance of accounts, finance, internal control process, human resource, payroll, personnel & administration and all other corporate law related matters.	He joined our Company as Executive Director – Operations in the year 2010. Currently, he is associated as Whole time director of the Company and his current term of appointment shall expire on July 14, 2019. Mr. Vikas Gupta duty is to ensure functions that the company continues to get good order book position and niche clients remain our client strength. He also explores viable new business models and dimensions where the company can create and develop business opportunities, Managing and increasing the operational efficiencies with right product mix to generate more cash flows and increased operating margins to achieve organizational growth and objectives.
No of share held in the Company	15,14,222 (9.22% of paid up capital)	20,75,012 (12.64% of paid up capital)	20,70,722 (12.62% of paid up capital)
Details of other Directorship	Kushang Technologies Ltd. P.G.Appliances Pvt. Ltd. PG Infotel Pvt. Ltd. Vrinda Infotech Pvt. Ltd.	P.G. Appliances Pvt. Ltd PG Infotel Pvt. Ltd Vrinda Infotech Pvt. Ltd Sharadha Realtech Pvt. Ltd	P.G. Appliances Pvt. Ltd PG Infotel Pvt. Ltd Sharadha Realtech Pvt. Ltd Bigesto Technologies Ltd.
No. of Board meetings attended	5 in last financial year 2017-18 and 5 till 12.02.2019 during financial year 2018-19.	5 in last financial year 2017-18 and 5 till 12.02.2019 during financial year 2018-19.	4 in last financial year 2017-18 and 5 till 12.02.2019 during financial year 2018-19.

Aforementioned persons satisfy all the conditions stated in the Part I of the Schedule V to the Companies Act, 2013.

The terms of above said appointment and remuneration are following:

Term: 3 (three) years, from July 15, 2019 to July 14, 2022

Salary, Allowances and Perquisites ("Remuneration"):

a) Salary, Perquisites and Allowances per annum:

Salary	Basic Salary: Rs.3,63,000/- per month with increments as may be decided by the Board of Directors from time to time subject to ceiling up to Rs. 8,00,000/- per month
Perquisites and Allowances*, Bonus	Value of all kind of perquisite and allowances shall be Rs. 2,42,200/- per month with increments as may be decided by the Board of Directors from time to time subject to ceiling up to Rs. 7,00,000/- per month
Provision of annual increment	There shall be provision of annual increment with authority of the Board to fix/alter/enhance his salary from time to time within ceiling approved by shareholders by special resolution.
Due date of increment	As per company policy and approval of the Board.

*Perquisites and allowances, as aforesaid, shall include accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and / or allowances for utilisation of gas, electricity, water, furnishing and repairs, medical assistance, attendant allowance and leave travel concession for self and family including dependents and shall also include any other perquisites and allowances by whatever name called. The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

- b) The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under (a) above.
- c) Increment in salary, perquisites and allowances and remuneration by way of incentive / bonus / performance linked incentive, payable to whole time directors, as per company policy and as may be determined by the Board and shall be within the remuneration under (a) above.
- d) It is clarified that employees stock options granted / to be granted to Whole time Directors, from time to time, shall not be considered as a part of perquisites under (a) above and that the perquisite value of stock options exercised shall be in addition to the remuneration under (a) above.
- e) Reimbursement of Expenses: Expenses incurred for travelling, board and lodging and attendant(s) during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.
- f) Minimum Remuneration: Notwithstanding anything to the contrary herein contained where in any financial year during the currency of the tenure of the Whole time Directors, the Company has no profits or its profits are inadequate, the Company will pay to Whole-time Director/(s) remuneration by way of salary, benefits, perquisites & allowances and Commission/ performance Bonus as specified above within the limit prescribed in schedule V of the Companies Act 2013.

Other Terms and Conditions:

- (i) Subject to the supervision and control of the Board of Directors, the Whole time Director shall perform such duties and exercise such powers, authorities and discretions as the Board shall from time to time delegate to his on such terms and conditions and subject to such restrictions as the Board may from time to time impose. For day to day functioning, the Whole time Director shall work under the overall supervision and direction of the Board of Directors. The Whole time Director shall act in accordance with the Articles of Association of the Company, Companies Act 2013 and SEBI Listing Regulations and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- (ii) The Whole time Director shall adhere to the Company's Code of Conduct and other code and policies.
- (iii) The appointment can be terminated by either of the parties by giving to the other requisite notice in writing or by payment of a sum equivalent to remuneration for the notice period or part as may be mutually agreed.
- (iv) The Whole time Directors shall not be paid any sitting fees for attending meetings of the Board or any Committee/s thereof.

The above may also be treated as a memorandum of the terms and conditions of the appointment of Whole Time Directors (Mr. Anurag Gupta, Mr. Vishal Gupta and Mr. Vikas Gupta) as required under Section 190 of the Companies Act, 2013.

Their current term of appointment as Whole time Directors will expire on July 14, 2019. In view of the provisions of Sections 196, 197, 203 of the Companies Act 2013, the Board of Directors recommends the resolution as set out in item no. 3-5 of this notice for re-appointment of Mr. Anurag Gupta, Mr. Vishal Gupta & Vikas Gupta as Whole time Directors by way of Special Resolution.

Mr. Promod Gupta, Mr. Vikas Gupta, Mr. Anurag Gupta & Mr. Vishal Gupta, (all four are relatives) Directors of the Company and their relatives are concerned or interested in the Resolution set out at Item Nos. 3-5 of the notice.

Statement as per SECTION II of PART II of SCHEDULE V (in relation to Item No. 2 to 5):

General Information:

- 1) Nature of Industry: the Company operates in consumer durables. The Company is an electronic manufacturing services (EMS) provider for original equipment manufacturers (OEMs) of consumer electronic products in India.

The Company is engaged in the manufacturing of consumer durables which comprise mainly of-

- Molding division: Parts of Air-Conditioners, Air Coolers, Washing Machines, Refrigerators, ceiling fan parts, Automobile parts, Sanitary ware products, etc.;
- Electronics Division: Printed circuit board assemblies for LED TVs, Set Top boxes, energy meters, home theatre systems, etc.;

- Complete products: Assembly/manufacturing of Washing machines, Set Top Boxes, mobile hand sets and Air Coolers; kitchen appliances like Juicer, Mixer, flask, Choppers, Solar Lamps, Water Purifiers, etc
 - PU Paint Shop: Automated painting line to attend to all kinds of painting related needs;
 - Thermoset - (UF) Toilet Seats manufacturing facility: Scratch resistant toilet seats having high aesthetic value, and
 - Tooling Division: Design & development of moulds for various products.
- 2) Commencement of business: The Company started its operation October 05, 2003.
- 3) Financial Performance: Revenue for the FY 2017-18 is Rs. 3,994.2 million as compared to Rs. 3,663.5 million in FY 2016-17, a growth of 9.0%. Earnings before depreciation, Tax and Amortisation (EBIDTA) for the FY 2017-18 is Rs. 298.7 million as compared to Rs. 238.4 million in FY 2016-17, a growth of 25.3%. The EBIDTA margin has improved to 7.4% in FY 2017-18, as compared to 6.5% in FY 2016-17, an improvement of 90 basis points. This is led by improving business mix and operating leverage. Net Profit for FY 2017-18 is at Rs. 74.9 million as compared to Rs. 33.6 million in FY 2016-17, a growth of 122.7%. The Net Profit margin has improved to 1.9% in FY 2017-18, as compared to 0.9% in FY 2016-17, an improvement of 100 basis points. The diluted Earnings Per Share (EPS) for FY 2017-18 is Rs. 4.56 as compared to Rs. 2.05 in FY 2016-17, a growth of 122.7%.

Further during the nine months ended on December 31, 2018, the turnover of the company is Rs. 338 Crore.

4) Foreign Investment/Collaborations: NIL

Information about appointee:

- 1) Back Ground details, job profile, suitability, recognitions: Please refer to explanatory statements.
- 2) Last Drawn Remuneration: Rs. 6,05,500/- per month (Gross Salary) to every person.
- 3) Proposed remuneration: as mentioned in the Explanatory Statements.
- 4) Comparative remuneration profile: There is not set standards of remuneration of MD/ WTD in this Industry. However the proposed remuneration commensurate with duties & responsibilities assigned to them and near to remunerations being offered in other companies to managerial persons.
- 5) Pecuniary relationships & relationship with other directors: These appointees are promoters of the Company. They draw remunerations as approved in accordance with the existing Laws. Further they are interested in a few related party transactions like payment of rent, etc. held according to approval of audit committee and the Board.

Other Information:

Reason for inadequate profit & step taken/proposed to be taken for improvement: The Company has incurred Rs 6,623.40 Lakhs on capital expenditure. The Company has installed several new injection moulding machines in its factories and increased covered area of existing factories by constructing new buildings/floors. The Company added new capacity of PU paint shop, started UF thermoset moulding seat facility. Tool Room facility for making moulds has been further ramped up during the year and company commercially launched Washing machine under ODM model.

Item No. 6:

Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 notified on June 7, 2018 prescribes that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy-five years unless a special resolution is passed to that effect.

Mr. Ayodhya Prasad Anand, whose current age is 77 (seventy seven, DOB-15/06/1941) years and who has been appointed through an ordinary resolution as an Independent Directors of the Company in 12th Annual General Meeting for a period of 5 years to hold office till 10/08/2019. In view of the said provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Nomination and Remuneration Committee discussed the matter and recommended the continuation of his Directorship for the remaining period of their term.

Mr. Ayodhya Prasad Anand has more than 50 years of industrial experience in India and abroad. He holds a Bachelor's Degree in Science, a Post Graduate Diploma in Spectroscopy and is a member of the Mining, Geological and Metallurgical Institute of India. He has provided technical, analytical and administrative services in the field of Quality Management to industries in India and abroad. His contribution as member of the Board, Audit Committee and Nomination & Remuneration Committee along with his experience and valuable guidance is beneficial to the Company.

The Board based on the recommendation of Nomination & Remuneration Committee and considering benefits of his expertise, has recommended the resolution for approval of shareholders by way of special resolution.

Except Mr. Ayodhya Prasad Anand, none of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

By order of the Board of Directors
For **PG ELECTROPLAST LIMITED**

Place : Greater Noida
Date : 12.02.2019

Sd/-
Sanchay Dubey
Company Secretary