



# **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

**February 11, 2024**

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**

**Sub: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Execution of Definitive Agreement for acquisition by PG Technoplast Private Limited, a Wholly Owned Subsidiary of the Company.**

Dear Sir/ Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that PG Technoplast Private Limited (“**PGTL**”) [Wholly Owned Subsidiary of the Company – PG Electroplast limited (“**PGEL**”)] on February 10, 2024 have entered into a ‘Definitive Agreement’ to acquire 100% stake in Next Generation Manufacturers Private Limited (“**NGM**”).

Pursuant to the said acquisition, NGM will become a Wholly Owned Subsidiary of PGTL.

The details as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circulars No. CIR/CFD/CMD/4/2015 dated 9 September 2015 and SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13 July 2023 is enclosed as Annexure - A and Annexure - B.

This is for your information and record.

Thanking you,  
Yours faithfully  
For **PG Electroplast Limited**

**(Sanchay Dubey)**  
**Company Secretary**



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## Annexure - A

<b>Details as per Circulars No. CIR/CFD/CMD/4/2015 dated 9 September 2015 and SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13 July 2023</b>	
Name of the target entity, details in brief such as size, turnover etc.;	Name: Next Generation Manufacturers Private Limited (" <b>NGM</b> ") CIN: U31904PN2019PTC187587 Authorised Share Capital: Rs. 1,00,00,000/- (Rupees One Crore only) consisting of 10,00,000 (Ten Lakh only) shares. Paid-up Share Capital: Rs. 1,00,000/- (Rupees One Lakh only) consisting of 10,000 (Ten Thousand only) equity shares. Turnover: FY 2020-21: Nil, FY 2021-22: Nil and FY 2022-23: Rs. 506.56 lakhs.
Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length";	No. PGTL along with PGEL is not a related party to NGM and other related parties.
Industry to which the entity being acquired belongs;	Consumer Durables/Electronics.
Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	To avail physical infrastructure (Land, Building, Plant & Machinery), acquire manufacturing business of NGM for growth and expansion and to become a preferred outsourcing vendor for Consumer Durables and Electronics Business of Amstrad Brand. After acquisition, NGM will become a wholly owned subsidiary of PGTL.
Brief details of any governmental or regulatory approvals required for the acquisition;	Not applicable.
Indicative time period for completion of the acquisition;	Acquisition of 100% stake in the equity shares and Compulsorily Convertible Debentures of NGM shall be completed at closing date after fulfillment of conditions precedent as per the terms and conditions mentioned in the definitive agreement.

■ **Registered Office**  
DTJ-209, Second Floor  
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New Delhi-110025  
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Nature of consideration - whether cash consideration or share swap and details of the same;	Cash Consideration.
Cost of acquisition or the price at which the shares are acquired;	PGTL will acquire 10,000 equity shares of NGM at a face value of Rs. 10/- (Rupees Ten only) each aggregating to Rs. 1,00,000/- (Rupees One Lakh only) and 1,50,000 0% Compulsorily Convertible Debentures at face value of Rs. 1,000/- (Rupees One Thousand only) aggregating to Rs. 15,00,00,000/- (Rupees Fifteen Crores only).
Percentage of shareholding / control acquired and / or number of shares acquired;	100% shareholding consisting of 10,000 (Ten Thousand) equity shares of Rs. 10/- each and 1,50,000 0% Compulsorily Convertible Debentures of Rs. 1,000/- each.
Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	Brief Background & last 3 year's turnover: NGM is domiciled in Maharashtra, India and is incorporated on November 04, 2019 under the provisions of the Companies Act, 2013. The Company is engaged in the business of manufacturing consumer durable products / home appliances viz. Air Conditioners and Televisions. The Company commenced its commercial production with effect from February 03, 2023. Line of business: Consumer Durables/Electronics. Turnover: FY 2020-21: Nil, FY 2021-22: Nil and FY 2022-23: Rs. 506.56 lakhs.



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## Annexure - B

<b>Details as per Circulars No. CIR/CFD/CMD/4/2015 dated 9 September 2015 and SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13 July 2023</b>	
Name(s) of parties with whom the agreement is entered;	a) PG Technoplast Private Limited (" <b>PGTL</b> ") b) Next Generation Manufacturers Private Limited (" <b>NGM</b> ") c) Amstrad Consumer India Private Limited (" <b>Amstrad</b> ") (Promoter of NGM)
Purpose of entering into the agreement;	To avail physical infrastructure (Land, Building, Plant & Machinery), acquire manufacturing business of NGM for growth and expansion and to become a preferred outsourcing vendor for Consumer Durables and Electronics Business of Amstrad Brand. After acquisition, NGM will become a wholly owned subsidiary of PGTL.
Shareholding, if any, in the entity with whom the agreement is executed;	Not Applicable.
Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.;	<p>PGTL shall have complete Control of NGM. Moreover, NGM shall become a wholly owned subsidiary of PGTL.</p> <p>PGTL shall nominate new directors to the board of NGM, who shall be responsible for the management and direction of NGM.</p> <p>PGTL shall infuse equity capital or unsecured loan into NGM as per the terms of the definitive agreement.</p> <p>Post-Closing, PGTL shall be a preferred vendor to Amstrad for Air Conditioners, Washing Machines, and Televisions being outsourced by Amstrad, and PGTL shall have the first right of refusal for the above-stated items.</p> <p>Other terms and conditions as per the said agreement.</p>

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<p>Whether the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship;</p>	<p>PGTL is a wholly owned subsidiary of PGEL. PGTL along with PGEL are not related to Amstrad and NGM.</p>
<p>Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length";</p>	<p>No. The execution of the definitive agreement is not a related party transaction as PGTL is not related to Amstrad and NGM.</p>
<p>In case of issuance of shares to the parties, details of issue price, class of shares issued;</p>	<p>PGTL will acquire 100% shareholding of NGM consisting of 10,000 (Ten Thousand) equity shares of Rs. 10/- each and 1,50,000 (One Lakh Fifty Thousand) 0% Compulsorily Convertible Debentures of Rs. 1,000/- each from Amstrad at closing date after fulfilment of conditions precedent as per the terms mentioned in the definitive agreement.</p>
<p>Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc;</p>	<p>PGTL shall nominate new directors to the Board of NGM, who shall be responsible for the management and direction of the NGM.</p> <p>No potential conflict of interest arising out of the agreement.</p>
<p>In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a) name of parties to the agreement; b) nature of the agreement; c) date of execution of the agreement; d) details of amendment and impact thereof or reasons of termination and impact thereof.</p>	<p>Not Applicable</p>

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