



# 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

## PG Electroplast Limited

CIN: L32109DL2003PLC119416

Regd. Office: DTJ209, 2nd Floor, DLF Tower-B, Plot No 11, Non Hierarchical Commercial Centre Jasola, New Delhi-110025

Corporate Office: P-4/2 to 4/6, Site-B, UPSIDC Indl Area, Surajpur, Greater Noida, Dist- Gautam Budh Nagar, Uttar Pradesh- 201306

Tel No: +91-120-2569323

Email: [info@pgel.in](mailto:info@pgel.in)/[investors@pgel.in](mailto:investors@pgel.in)

Fax No: +91-120-2569131

Website: [www.pgel.in](http://www.pgel.in)

### NOTICE FOR THE 13<sup>TH</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that the 13<sup>th</sup> ANNUAL GENERAL MEETING of the shareholders of PG ELECTROPLAST LIMITED (the "Company") will be held on Saturday, 26<sup>th</sup> day of September, 2015 at 11:00 A.M at Auditorium, New Delhi YMCA Tourist Hostel, Jai Singh Road, New Delhi-110 001 to transact the following business:

#### ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company including Balance Sheet and statement of profit and loss accounts for the financial year ended March 31, 2015, the report of the Board of Directors and Auditors' thereon.
2. To re-appoint Mr. Vishal Gupta (DIN- 00184809) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To ratify appointment/re-appointment of the Statutory Auditors and in this regard, to consider and if thought fit, to pass with or without modification(s), following resolution as an **ORDINARY RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (the "Act") read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), appointment of M/s Chitresh Gupta & Associates, Chartered Accountants, Delhi, (Firm Registration No. 017079N) who has been appointed as Statutory Auditors in 12<sup>th</sup> AGM to hold office up to conclusion of 15<sup>th</sup> AGM; be and is hereby ratified to hold office of the Statutory Auditors from the conclusion of this meeting till the conclusion of next Annual General Meeting of the Company, on such remuneration as shall be fixed by the Board of Directors of the company."

#### SPECIAL BUSINESS:

4. To approve remuneration of the cost Auditors for the Financial Year ending March 31, 2016 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 Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions, if any, M/s Amit Singhal & Associates, (Firm Registration No. 101073), cost



Auditors appointed by the Board of Directors of the Company to conduct the audit of cost records of the Company for the financial year ending March 31, 2016 be paid remuneration (including out of pocket expenses) of Rs. 3,00,000/- (Rupees Three Lakh Only) and applicable service tax.

5. To appoint Dr. Rita Mohanty as an Independent Director & 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 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 clause 49 of the Listing Agreement, Dr. Rita Mohanty (DIN- 07081546), an Independent Director of the Company, who was appointed as an additional director of the Company and whose term of office expires at this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of four consecutive years."

By Order of Board of Directors

Date: 08/08/2015  
Place: Greater Noida

  
(Rahul Kumar)

**Company Secretary**  
PG Electroplast Limited  
ACS No-A32729

**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.**

**2. Restriction for appointing proxy**

**A MEMBER CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT 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 certified copy of their Board Resolution authorizing their representative to attend and vote at the said Annual General Meeting.

  
ELECTROPLAST LIMITED

#### 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.

#### 5. E Voting

The Company is pleased to provide e-voting facility to enable Shareholders to cast their vote electronically on website <https://evoting.karvy.com>, from a place other than place of the meeting, for all items mentioned in the Notice of this AGM. The Company has appointed Karvy Computershare Pvt Ltd. as e-voting agency. **The remote e-voting shall start on 23/09/2015 at 10.00 a.m. & close on 25/09/2015 at 5:00 PM.** Remote E-voting shall not be allowed beyond the said time & date.

#### 6. 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 19/09/2015 shall be entitled to vote by electronics means or in general meeting.

#### 7. 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.

#### 8. Scrutinizers

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

#### 9. Instructions for E Voting:

A. *For members who receive notice of Annual General Meeting through e-mail:*

- a. Initial password is provided in the body of the e-mail.
- b. Launch internet browser by typing the following URL: <https://evoting.karvy.com>
- c. Enter the login credentials i.e., User ID and password mentioned in your email. 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. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 for your existing password.
- d. After entering the details appropriately, click on LOGIN.
- e. 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.
- f. You need to login again with the new credentials.



- g. On successful login, the system will prompt you to select the E-Voting Event Number for PG Electroplast Limited.
  - h. On the voting page, the number of shares (which represents the number of votes) as held by the member as on the cut-off 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.
  - i. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
  - j. 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.
  - k. 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 authorised signatory(ies) who are authorised to vote, to the scrutinizer 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\_EVENT No."
- B. *In case a member receives physical copy of the Notice by Post [for members whose e-mail addresses are not registered with the Company / Depository Participant(s)]:*
- a. User ID and initial password - These will be sent separately.
  - b. Please follow all steps from Sr. No. (a) to (k) as mentioned in (A) above, to cast your vote.
- C. **In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>.** Members may also write to compliance officer of the Company at E mail: [investors@pgel.in](mailto:investors@pgel.in) or may call at Tel No: +91-120-2569323.

#### **10. Login ID and Password to access E voting Facility**

Any person who has acquired shares and become Member after the dispatch of the notice of the AGM may contact at toll free Number of Our E voting Agency at 1-800-3454-001 to obtain the login ID and Password to access E voting Facility.

#### **11. Results of Voting**

The results of remote e-voting and poll at Annual General Meeting and consolidated result will be announces on 29/09/2015 at the registered office at 4:00 PM 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 and scrutinizers report along with consolidated results shall be placed on website of the company [www.pgel.in](http://www.pgel.in) & website of e-voting agency <https://evoting.karvy.com>.

#### **12. Annual report:**

Electronic copy of Annual Report for year 2014-15 and Notice of the Annual General Meeting of the Company are being sent to all the members as on 21<sup>st</sup> August 2015, 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.

**13. Explanatory Statement:**

The relevant Explanatory Statements, pursuant to Section 102 of the Companies Act, 1956, with respect to business under set out under Item Nos. 4 to 5 above, are annexed hereto. In terms of the requirements of Clause 49 of the Listing Agreement, brief profiles of directors seeking appointment/re-appointment, form part of the Notice.

**14. Closure of Register of Member:**

The Register of Members and Share Transfer Books shall remain closed from 19.09.2015 to 26.09.2015 (both days inclusive) for the purpose of Annual General Meeting.

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

**16. 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 Computershare Pvt. Ltd.

**17. Availability of Annual Report & Notice on website**

Members may also note that the Notice of the 13<sup>th</sup> Annual General Meeting and the Annual Report for 2014 will also be available on the Company's website [www.pgel.in](http://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](mailto:investors@pgel.in). The notice will also be available on E-Voting Agency website <https://evoting.karvy.com>.

**18. Inspection**

The Register of Directors' and 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 AGM.

**19.** The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to RTA-Karvy Computershare Pvt. Ltd.

**20.** Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.



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

**Item Nos. 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 March 31, 2016.

Remuneration payable to M/s Amit Singhal & Associates, Cost Auditors of the Company for the financial year ended March 31, 2016, 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 August 8, 2015.

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 as set out at item no 4 of the notification for approval of remuneration payable to Cost Auditors.

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:**

Dr. Rita Mohanty, was appointed as an independent Director in the Board of Directors as Additional Director on 31.01.2015. Her tenure is expiring at the date of AGM. The Company has received a notice in writing, from a member of the Company along with the deposit of requisite amount under Section 160 of the Act proposing his candidature, for office of Independent Director.

The Company has received following papers from Dr. Mohanty:

- i) intimation to the effect that she is not disqualified from being appointed as Directors in terms of Section 164 of the Act,
- ii) consent in writing to act as Director,
- iii) declaration to the effect that she meets the criteria of Independence as provided in Section 149(6) of the Act

In the opinion of the Board, Dr. Rita Mohanty fulfill the conditions for appointment as Independent Director as specified in the Companies Act 2013 and in the clause 49 of the Listing Agreement. Other details required under clause 49 of the listing agreement are mentioned in table given at next page.

The resolution set out in item No. 5 seeks approval of shareholders for her appointment as an Independent Director.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Dr. Rita Mohanty, is interested in the Resolution at Item No. 5.

For PG Electroplast Limited  
*Rahul Kumar*  
Company Secretary

## **2. BRIEF DETAILS OF DIRECTORS PROPOSED TO BE RE-APPOINTED/APPOINTED:**

The brief details of directors seeking re-appointment/appointment at the 13<sup>th</sup> Annual General Meeting are as under:

### **Mr. Vishal Gupta:**

Date of Birth	25/09/1972
Education Qualification	MBA (Finance)
Date of Appointment on the Board	01/05/2010
Category of Director	Whole-Time Director
Area of Expertise/ Senior Position Held/ Work Experience	He has been associated as Director of the Company for last 5 years and has been playing a key role in business operations, Finance and administrative matters. He has a rich experience of business management in the field of consumer electronics.
Names of companies in which the person also holds the directorship and the membership of Committees of the Board	P.G.Appliances Pvt Ltd Shradha Realtech Pvt Ltd Vrinda Infotech Pvt Ltd
Number of shares held in the Company	20,75,012 Equity Shares

### **Dr. Rita Mohanty**

Date of Birth	08/06/1952
Education Qualification & Area of Expertise	MBBS, MD; Health Sector & public relation
Date of Appointment on the Board	31/01/2015
Category of Director	Independent Director
Area of Expertise/ Senior Position Held/ Work Experience	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
Number of shares held in the Company	NIL

### **Location of AGM Venue**

**AGM Venue:** Auditorium, New Delhi YMCA Tourist Hostel, Jai Singh Road, New Delhi-110 001

### **Landmarks:**

Nearest Metro Station: Patel Chowk Metro Station.

Nearest Famous Place: Gurudwara Bangla Sahib, Connaught Place



**ATTENDANCE Slip  
PG Electroplast Limited**

CIN: L32109DL2003PLC119416

**Regd Office:** DTJ209, 2nd Floor, DLF Tower-B, Jasola, Plot No 11, Non Hierarchical Commercial Centre Jasola, New Delhi-110025

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

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

I hereby record my presence at the 13<sup>th</sup> Annual General Meeting of the Company held on Saturday, September 26, 2015 at 11:00 A.M. at Auditorium, New Delhi YMCA Tourist Hostel, Jai Singh Road, New Delhi-110001.

\*applicable for investors holding share in electronic form.

\*\* applicable for investors holding share in physical form.

**(Signature of Shareholder/Proxy)**

**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]

**PG Electroplast Limited; CIN: L32109DL2003PLC119416**

**Regd Office:** DTJ209, 2nd Floor, DLF Tower-B, Plot No 11, Non Hierarchical Commercial Centre Jasola, New Delhi-110025

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

1. Name:	Email Id:
Address:	Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 13<sup>th</sup> Annual general meeting of the company, to be held on the 26<sup>th</sup> day of September 2015 At 11:00 A.M. at Auditorium, New Delhi YMCA Tourist Hostel, Jai Singh Road, New Delhi-110001 and at any adjournment thereof in respect of such resolutions as are indicated below:

S.N.	Resolution	For	Against
1	To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2015, the report of the Board of Directors and Auditors' thereon		
2	To re-appoint Mr. Vishal Gupta (DIN- 00184809) as a Director, who retires by rotation and, being eligible, offers him for re-appointment		
3	To ratify appointment of the Statutory Auditors		
4	To approve remuneration of the cost Auditors for the Financial Year ending March 31, 2016		
5	To appoint Dr. Rita Mohanty as an Independent Director		

Signed this..... day of..... 20....

<b>Signature of shareholder</b>	<b>Signature of Proxy holder(s)</b>	<b>Affix Revenue stamp</b>
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Note: 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.

