



# **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

**September 07, 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**

**By means of BSE Listing Centre**

**By means of NEAPS**

Dear Sir,

**Sub: Notice of the 22<sup>nd</sup> Annual General Meeting (“AGM”)**

Please find attached Notice of the 22<sup>nd</sup> Annual General Meeting (“AGM”) of PG Electroplast Limited scheduled to be held on Monday, September 30, 2024 at 01.00 PM through Video Conferencing/Other Audio Visual Means (“VC/OAVM”).

This to inform you that in compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended, the Company has fixed Monday, September 23, 2024 as the “Cut-off Date” for the purpose of offering remote e-voting facility to the Members during Friday, September 27, 2024 to Sunday, September 29, 2024 or at the AGM on Monday, September 30, 2024.

This is for your information and record.

Thanking you  
Yours faithfully,

For **PG Electroplast Limited**

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



## PG ELECTROPLAST LIMITED

CIN: L32109DL2003PLC119416

Regd. Office: DTJ-209, 2nd Floor, DLF Tower-B, Jasola, New Delhi-110025

Corp. Office: P-4/2 to 4/6, Site-B, UPSIDC Industrial Area, Surajpur, Greater Noida, Dist. Gautam Budh Nagar, (U.P.)-201306

Email: [investors@pgel.in](mailto:investors@pgel.in) Website: [www.pgel.in](http://www.pgel.in) Phones: +011-41421439 / 0120-2569323

### NOTICE OF THE 22<sup>ND</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that the 22<sup>ND</sup> ANNUAL GENERAL MEETING of the members of PG ELECTROPLAST LIMITED (the "Company") will be held on Monday, 30<sup>th</sup> day of September 2024 at 01:00 PM through video conferencing or any other audio-visual means to transact the following business:

#### ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended on March 31, 2024, the report of the Board of Directors and Statutory Auditors thereon 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** the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended March 31, 2024 together with the Report of Board of Directors and the Auditors thereon, laid before this meeting, be and are hereby considered and adopted."

- To declare dividend on equity shares for the financial year ended March 31, 2024, 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** dividend at the rate of 20% i.e. Rs. 0.20/- per equity share of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2024, and the same be paid out of the profits of the Company."

- To re-appoint Mr. Vishal Gupta (DIN:00184809) as a Director, who retires by rotation and, being eligible, offers

himself for re-appointment 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 152 of the Companies Act 2013, Mr. Vishal Gupta (DIN: 00184809), who retires by rotation at this meeting and being eligible, has offered himself for re-appointment as director of the Company, be and is hereby reappointed as a Director of the Company, liable to retire by rotation."

#### SPECIAL BUSINESS:

- TO APPROVE/RATIFY REMUNERATION OF THE COST AUDITOR FOR THE FINANCIAL YEAR ENDING ON MARCH 31, 2025** and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions, if any, the Shareholders hereby ratify the approved remuneration of Rs. 4,75,000/- (Rupees Four Lakh Seventy-Five Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses to be paid to M/s Amit Singhal & Associates, (Firm Registration No. 101073), Cost Accountants, to conduct audit of the cost records of the Company for the financial year ending on March 31, 2025 as approved by the Board of Directors on recommendation of the Audit Committee of the Company."

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

Sd/-

**(Sanchay Dubey)**

Company Secretary

Membership No. A51305

Date: September 06, 2024

Place: Greater Noida

**NOTES:**

- a) Pursuant to the General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by SEBI (hereinafter collectively referred to as "the Circulars"), permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing/Other Audio Visual Means ("VC/OAVM"), without the physical presence of the Members at a common venue. Accordingly, the AGM of the Company is being held through VC/OAVM. Instructions for attending the meeting through VC/OAVM and remote e-voting are attached.
- b) In line with the various circulars, Notice of the AGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories ("DP"). Members may note that the Notice of AGM will also be available on the Company's website ([www.pgel.in](http://www.pgel.in)), website of BSE ([www.bseindia.com](http://www.bseindia.com)), NSE ([www.nseindia.com](http://www.nseindia.com)) and website of Registrar and Transfer Agent of the Company i.e., KFin Technologies Limited ([www.evoting.kfintech.com](http://www.evoting.kfintech.com)).
- c) Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the aforesaid circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice. Likewise, the Route Map is also not annexed with this Notice.
- d) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. Members can attend and participate in the Annual General Meeting through VC/OAVM only.
- e) Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the company by email through its registered email address at [investors@pgel.in](mailto:investors@pgel.in).
- f) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is attached and forms part of this notice.
- g) Members holding shares in electronic form are requested to intimate all changes pertaining to their bank particulars, nominations, power of attorney, change of address, change of name, email address, contact numbers, etc., to their Depository Participants (DP). Changes intimated to the DP will then be automatically reflected in the Company's record which will help the Company and KFin Technologies Limited, Registrar and Transfer Agent of the Company, to provide efficient and better services. Members holding shares in physical form are also requested to intimate such changes to the Company or KFin Technologies Limited.
- h) Members holding shares in physical form are mandatorily required to dematerialize their holding in order to eliminate all risks associated with physical share certificate. Members can contact the Company or its RTA i.e. KFin Technologies Limited for further assistance.
- i) Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's Registrar, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
- j) In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- k) Electronic copy of all documents referred to the accompanying Notice of AGM will be available for inspection by members in electronic mode at the Company's website i.e. [www.pgel.in](http://www.pgel.in).
- l) The Company has a registered e-mail address [investors@pgel.in](mailto:investors@pgel.in) for members to mail their queries or lodge complaints, if any. The Company endeavors to reply to queries as soon as possible. The Company's website [www.pgel.in](http://www.pgel.in) has a dedicated section on Investors.
- m) The Securities and Exchange Board of India (SEBI) vide Circular (SEBI/HO/MIRSD/DOP1/CIR/P/2018/73) dated April 20, 2018 has mandated the submission of Permanent Account Number (PAN) and Bank details by every participant in securities market. Members holding shares in electronic form are mandatorily required to submit their PAN and Bank details to their depository participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN and Bank details to the Company/RTA. Shareholders who have not updated their details are requested to send their PAN and Bank details in terms of the above said SEBI Circulars.
- n) Pursuant to Section 72 of the Companies Act, 2013, member(s) of the Company may nominate a person in whom the shares held by him/them shall vest in the event of his/ their unfortunate death. Member(s) holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's RTA. In respect of shares

held in dematerialized form, the nomination form may be filed with the respective Depository Participant.

- o) **Members of the Company holding shares either in physical form or in electronic form as on the cut-off date i.e. Monday, September 23, 2024 may cast their vote by remote e-Voting. The remote e-Voting period commences on Friday, September 27, 2024 at 9.00 a.m. (IST) and ends on Sunday, September 29, 2024 at 5.00 p.m. (IST).** The remote e-Voting module shall be disabled by NSDL/CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-Voting before/ during the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e., Monday, September 23, 2024.
- p) Members having any question or query related to agenda/ business of AGM are requested to write to the Company Secretary on the Company's investor email-id [investor@pgel.in](mailto:investor@pgel.in) during the period starting from Thursday, September 26, 2024 (09:00 a.m. IST) up to Saturday, September 28, 2024 (5:00 p.m. IST), so as to enable the management to keep the information ready. Please note that members' questions will be answered only if they continue to hold the shares as of Monday, September 23, 2024, i.e. the cut-off date for e-voting.
- q) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued thereof, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM.

As per the SEBI circular dated December 9, 2020 on e-voting facility, individual members holding securities in Demat mode are allowed to vote through their demat account maintained with Depositories (NSDL/CDSL) and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Individual members holding securities in physical mode are allowed to vote through e-voting platform <https://evoting.kfintech.com>. Other members except individual members are also allowed to vote through e-voting platform <https://evoting.kfintech.com>.

- r) Ms. Puja Mishra of M/s Puja Mishra & Co., a Practicing Company Secretary (ACS No. 42927, C.P. No.:17148), has been appointed as "Scrutinizer" to scrutinize the e-Voting process in a fair and transparent manner and she has communicated her willingness to be appointed.
- s) The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, thereafter unblock the votes

cast through remote e-voting and make, not later than 2 working days of conclusion of the AGM, a consolidated Scrutinizer Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

- t) The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company at [www.pgel.in](http://www.pgel.in) and on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of KFin at <https://evoting.kfintech.com>, immediately after the declaration of Result by the Chairman or any person authorized by him in writing.
- u) Subject to receipt of requisite number of votes, the Resolution shall be passed on Monday, September 30, 2024.
- v) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- w) The Company has been allotted ISIN INE457L01029 by CDSL and NSDL for dematerialization of the company's shares. We hereby request all the members to get their shares dematerialized.

#### DIVIDEND RELATED INFORMATION:

The dividend approved by the members at the AGM will be paid by Monday, October 07, 2024, to the members whose names appear on the Company's Register of members as on the Record Date, and in respect of the shares held in dematerialized mode, to the members whose names are furnished by NSDL and CDSL as beneficial owners as on that date. The Company has fixed Monday, September 23, 2024, as the "Record Date" for the purpose of determining the members eligible to receive dividend for the financial year 2023-24.

Members are requested to register/update their complete bank details with their Depository Participant(s), if shares are held in dematerialised mode, by submitting forms and documents as may be required by the Depository Participant(s). Payment of dividend shall be made through electronic mode to those members, holding shares in dematerialised mode, who have updated their bank account details.

As mandated by SEBI, with effect from April 1, 2024, dividend to the members holding shares in physical mode shall be paid only through electronic mode. Such payment shall be made only after they have furnished their Permanent Account Number, Contact Details (Postal Address, Mobile Number, and E-mail), Bank Account Details, Specimen Signature, etc., for their corresponding physical folios with the Company / KFin Technologies Limited. Please refer to SEBI FAQs by accessing the link: [https://www.sebi.gov.in/sebi\\_data/faqfiles/jan-2024/1704433843359.pdf](https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf) (FAQ No. 38 & 39)

For intimation/updation of the aforesaid details, members are requested to follow the process set out in above Note No. g) in this Notice.

## A. Resident members:

### A.1 Tax Deductible at Source for Resident members

S. No.	Particulars	Withholding tax rate	Documents required (if any) / Remarks
	Valid PAN updated in the Company's Register of Members	10%	No document required. If dividend does not exceed Rs. 5,000/-, no TDS/ withholding tax will be deducted. Also, please refer to note [v] below.
	No PAN / Valid PAN not updated in the Company's Register of Members/ PAN is not linked with AADHAR in case of an individual	20%	TDS will be deducted at 20% as provided under Section 206AA of the Income Tax Act, 1961, regardless of dividend amount, if PAN of the member other than individual is not registered with the Company / KFinTech / Depository Participant. In case of individual member, if PAN is not registered with the Company / KFinTech/ Depository Participant & cumulative dividend payment to an individual member is more than Rs. 5000, TDS / Withholding tax will be deducted at 20% under Section 206AA of the Income Tax Act, 1961. All the members are requested to update, on or before September 27, 2024, their PAN with their Depository Participant (if shares are held in dematerialized mode) and Company / KFinTech (if shares are held in physical mode). Please quote all the folio numbers under which you hold your shares while updating the records. Please also refer to note [v] below.
	A member falls in the category of "specified person" as defined in Section 206AB of the Income Tax Act, 1961	20%	The PAN of the member registered with the Company/KFinTech/Depository Participant will be validated on "Compliance Check functionality for Section 206AB & 206CCA" on Reporting Portal of Income Tax Department & accordingly 20% TDS will be deducted with reference to Section 206AB of Income Tax Act, 1961 if the person is a "specified person". Please also refer note (vii) below.

## Tax Deductible at Source (TDS) / Withholding tax

Pursuant to the requirement of the Income Tax Act, 1961, the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its members.

The TDS / withholding tax rate would vary depending on the residential status of the member and documents submitted by the member with the Company / KFinTech / Depository Participant. Members are therefore requested to update their residential status with Depository Participants or in case shares are held in physical mode, with Company/ KFinTech on or before Friday, September 27, 2024, to enable the Company to determine the appropriate TDS/ withholding tax rate, as applicable.

S. No.	Particulars	Withholding tax rate	Documents required (if any) / Remarks
	Availability of lower/nil tax deduction certificate issued by Income Tax Department u/s 197 of Income Tax Act, 1961	Rate specified in the Certificate	Lower tax deduction certificate obtained from Income Tax Authority to be submitted on or before September 23, 2024.
	Benefits under Income Tax Rule 37BA	Rates based on the applicability of the Income Tax Act, 1961 to the beneficial owner.	If the member e.g. clearing member/ intermediaries/stock brokers are not the beneficial shareholders of the shares and if the declaration under Income Tax Rule Form 37BA(2) is provided regarding the beneficial owner, the TDS / Withholding tax will be deducted at the rates applicable to the beneficial shareholders.

A.2 No Tax Deductible at Source on dividend payment to resident members if the members submit the following documents as mentioned in column no.4 of the below table with the Company / KFinTech / Depository Participant on or before Friday, September 27, 2024.

S. No.	Particulars	Withholding tax rate	Documents required (if any) / Remarks
(1)	(2)	(3)	(4)
1.	Submission of form 15G / 15H with valid & operative PAN and member not being classified as a specified person.	Nil	Declaration in Form No. 15G (applicable to an individual who is below 60 years) / Form 15H (applicable to an individual who is 60 years and above), fulfilling certain conditions.
2.	Member to whom section 194 of the Income Tax Act, 1961 does not apply as per second proviso to section 194 such as LIC, GIC etc.	Nil	Valid documentary evidence for exemption u/s 194 of Income Tax Act, 1961.
3.	Member covered u/s 196 of Income Tax Act, 1961 such as Government, RBI, Corporations established by the Central Act & mutual funds	Nil	Valid documentary evidence for coverage u/s 196 of the Income Tax Act, 1961.
4.	Category I and II Alternate Investment Fund	Nil	SEBI registration certificate to claim benefit under section 197A (1F) of the Income Tax Act, 1961.
5.	<ul style="list-style-type: none"> <li>• Recognised provident funds</li> <li>• Approved superannuation fund</li> <li>• Approved gratuity fund</li> </ul>	Nil	Valid documentary evidence as per Circular No. 18/2017 issued by the Central Board of Direct Taxes (CBDT).
6.	National Pension Scheme	Nil	No TDS as per section 197A (1E) of the Income Tax Act, 1961. Valid documentary evidence (e.g., relevant copy of registration, notification, order, etc.) to be provided.
7.	Any resident member exempted from TDS deduction as per the provisions of the Income Tax Act, 1961 or by any other law or notification	Nil	Valid documentary evidence substantiating exemption from deduction of TDS



## B. Non-Resident members:

The table below shows the withholding tax on dividend payment to non-resident members. Members are requested to submit the document(s) as mentioned in column no.4 of the below table on or before Friday, September 27, 2024, to the Company / KFinTech to avail the beneficial rates, wherever applicable.

S. No.	Particulars	Withholding tax rate	Documents required (if any) / Remarks
(1)	(2)	(3)	(4)
1	Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) / Other Non-Resident members	20% (plus applicable surcharge and cess) or tax treaty, whichever is beneficial	<p>FPI registration certificate in case of FIIs / FPIs.</p> <p>To avail beneficial rate of tax treaty, the following tax documents would be required:</p> <ol style="list-style-type: none"> <li>1. Tax Residency certificate issued by the revenue authority of the country of residence of the member for the year in which the dividend is received.</li> <li>2. PAN or declaration as per Rule 37BC of Income Tax Rules, 1962 in a specified format.</li> <li>3. E-filed Form 10F</li> <li>4. Self-declaration for the non-existence of permanent establishment/ fixed base in India.</li> </ol> <p>(Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non-Resident member and review to the satisfaction of the Company).</p>
2	Indian Branch of a Foreign Bank	Nil	<p>Lower tax deduction certificate u/s 195(3) of Income Tax Act, 1961 obtained from Income Tax Authority.</p> <p>Self-declaration confirming that the income is received on its own account and not on behalf of the Foreign Bank and the same will be included in taxable income of the branch in India.</p> <p>In case the above documents are not made available, then the Withholding tax will be at the applicable rate (plus applicable surcharge and cess).</p>
3	Availability of Lower / NIL tax deduction certificate issued by Income Tax Authority	Rate specified in the certificate	Lower tax deduction certificate obtained from Income Tax Authority.
4	Any non-resident member exempted from WHT deduction as per the provisions of the Income Tax Act or any other law such as The United Nations (Privileges and Immunities) Act 1947, etc.	Nil	Necessary documentary evidence substantiating exemption from WHT deduction.
5	A member fall in the category of "specified person" as defined in Section 206AB of the Income Tax Act, 1961	Double the applicable tax rate	<p>The PAN of the member registered with the Company / KFinTech / Depository Participant will be validated on "Compliance Check functionality for Section 206AB &amp; 206CCA" on the Reporting Portal of Income Tax Department &amp; accordingly applicable TDS will be deducted with reference to Section 206AB of Income Tax Act, 1961, if the person is "specified person".</p> <p>Please also refer to note (vii) below.</p>

S. No.	Particulars	Withholding tax rate	Documents required (if any) / Remarks
(1)	(2)	(3)	(4)
5	Benefits under Income Tax Rule 37BA	Rates based on the applicability of Income Tax Act, 1961 / DTAA (whichever is beneficial) to the beneficial owner	If the member e.g. clearing member/intermediaries/ stock brokers are not the beneficial shareholders of the shares and if the declaration under Income Tax Rule Form 37BA(2) is provided regarding the beneficial owner, the Withholding tax will be deducted at the rates applicable to the beneficial shareholders.  The documents mentioned against Sr. No 1 to 4 in column 4 will be required in addition to the above declaration.

**Notes:**

i. The Company will issue a soft copy of the TDS certificate to its members through e-mail registered with KFinTech post-filing of the TDS return as per statutory timelines specified under the Income Tax Act, 1961. Members will be able to download Form 26AS from the Income Tax Department's website <https://incometaxindia.gov.in/Pages/default.aspx>.

ii. The aforesaid documents such as Form 15G / 15H, documents under sections 196,197A, FPI / FII Registration Certificate, Tax Residency Certificate, Lower Tax certificate, 37BA declaration, etc. can be uploaded on the link <https://ris.kfintech.com/form15/> on or before Friday, September 27, 2024 to enable the Company to determine the appropriate TDS / withholding tax rate applicable. Any documents/communication on the tax determination/deduction received after Friday, September 27, 2024, shall not be considered.

KFin has provided a facility for submission of tax documents for claiming nil/low tax deduction from dividend whereby the Resident Non-Individual members i.e. Insurance Companies, Mutual Funds and Alternative Investment Funds (AIF), and other domestic financial institutions established in India and Non-Resident Non-Individual members i.e., Foreign Institutional Investors and Foreign Portfolio Investors may submit the relevant forms/declarations/ documents on KFin platform, on or before Friday, September 27, 2024.

iii. Application of TDS / withholding tax rate is subject to necessary verification by the Company of the member details as available in the register of members as on the Record Date, and other documents available with the Company / KFinTech provided by the member by the specified date.

iv. In case TDS is deducted at a higher rate, an option is still available with the member to file the return of income and claim an appropriate refund.

v. No TDS will be deducted in case of resident individual members whose dividend does

not exceed Rs. 5000. However, where the PAN is not updated in Company / KFinTech/ Depository Participant records or in case of an invalid PAN and cumulative dividend payment to the individual member is more than Rs. 5000, the Company will deduct TDS/ Withholding tax u/s 194 with reference to Section 206AA of Income Tax Act, 1961.

All the members are requested to update their PAN with their Depository Participant (if shares are held in dematerialized mode) and Company / KFinTech (if shares are held in physical mode) against all their folio holdings on or before Friday, September 27, 2024.

vi. In the event of any income tax demand (including interest, penalty, etc.) on the Company arising due to any declaration, misrepresentation, inaccurate, or omission of any information provided by the member, such member will be responsible to indemnify the Company and also, provide the Company with all information/ documents and co-operation in any appellate proceedings.

vii. "Specified person" as defined under Section 206AB of the Income Tax Act, 1961 means a resident:

- who has not filed the returns of income for the previous year for which the time limit for filing the return of income has expired and;
- the aggregate of TDS and Tax Collected at Source is Rs. 50,000 or more in the said previous year.

Further, a non-resident person having a permanent establishment in India shall also be treated as "specified person" if the above conditions are met.

viii. This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Members should consult their tax advisors for requisite action to be taken by them.



## INSTRUCTIONS FOR REMOTE E-VOTING FOR AGM THROUGH VC/OAVM:

### Login method for remote e-voting: Applicable only for Individual shareholders holding securities in Demat Form.

As per the SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual members holding securities in Demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

National Securities Depository Limited (NSDL)	Central Depository Services (India) Limited (CDSL)
<p><b>1. User already registered for the IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>I. URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Click on the "Beneficial Owner" icon under 'IDeAS' section.</li> <li>III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"</li> <li>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ol> <p><b>2. User not registered for IDeAS e-Services</b></p> <ol style="list-style-type: none"> <li>I. To register click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Select "Register online for IDeAS"</li> <li>III. Proceed with completing the required fields.</li> </ol> <p><b>3. User not registered for IDeAS e-Services</b></p> <ol style="list-style-type: none"> <li>I. To register click on link: <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>II. Proceed with completing the required fields.</li> </ol> <p><b>4. By visiting the e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>I. URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>II. Click on the icon "Login" which is available under 'Shareholder/Member' section.</li> <li>III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</li> <li>V. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>	<p><b>1. Existing user who have opted for Easi / Easiest:</b></p> <ol style="list-style-type: none"> <li>I. URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Click on My Easi New (Token)</li> <li>III. Login with user id and password.</li> <li>IV. The option will be made available to reach e-Voting page without any further authentication.</li> <li>V. Click on e-Voting service provider name to cast your vote.</li> </ol> <p><b>2. User not registered for the Easi / Easiest</b></p> <ol style="list-style-type: none"> <li>I. Option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li> <li>II. Proceed with completing the required fields.</li> </ol> <p><b>3. By visiting the e-Voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>I. URL: <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a></li> <li>II. Provide demat Account Number and PAN No.</li> <li>III. The system will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in demat Account.</li> <li>IV. After successful authentication, the user will be provided links for the respective ESP where the e-Voting is in progress.</li> </ol>

### Individual members (holding securities in demat mode) login through their depository participants.

Members can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-voting period.

### IMPORTANT NOTE:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Members facing any technical issue – NSDL**

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call at toll free no.: 18001020 990 and 1800224430

**Members facing any technical issue - CDSL**

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 or 22-23058542-43.

**A. Instructions for remote e-voting for Physical cases (Shares held in Physical Mode):**

- I. Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- II. Enter the login credentials provided in the email and click on Login.
- III. Password change menu appears when you login for the first time with default password. You will be required to mandatorily change the default password.
- IV. The new password should 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.,).
- V. Update your contact details like mobile number, email address, etc. if prompted. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- VI. 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, enter the number of shares (which represents the number of votes) as on the Cut-off date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR / AGAINST" taken together shall not exceed your total shareholding as mentioned above. If the member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- IX. Members holding multiple folios may choose to vote differently for each folio / demat account.
- X. You may then cast your vote by selecting an appropriate option and click on "Submit. A confirmation box will be displayed. Click "OK" to confirm or "CANCEL" to modify. Once you confirm the voting on the resolution, you will not be allowed to modify your vote thereafter. During the voting period, members can login multiple times and vote until they confirm the voting on the resolution by clicking "SUBMIT".

- XI. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/ JPG format) of certified true copy of relevant board resolution/authority letter, etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutiniser through email at and 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 'PGE\_EVENT No'
- XII. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members at <https://evoting.kfintech.com/public/Faq.aspx> or call KFin on 1-800-309-4001 (toll free).

In case e-mail ID of a Member is not registered with the Company/ Depository Participant(s), then such Member is requested to register/ update their e-mail addresses with the Depository Participant (in case of Shares held in dematerialised form) and inform KFin at the email ID [evoting@kfintech.com](mailto:evoting@kfintech.com) (in case of Shares held in physical form):

- (i) Upon registration, Member will receive an e-mail from KFin which includes details of E-Voting Event Number (EVEN), USER ID and password.
- (ii) Please follow all steps from Note A above to cast your vote by electronic means.

**INSTRUCTIONS FOR VOTING AT AGM:**

- a. Only those members/shareholders, who will be present in the AGM through VC/OAVM and have not cast their vote through remote e-voting and are otherwise not barred from doing so are eligible to vote through e-voting at the AGM.
- b. However, members who have voted through remote e-voting will be eligible to attend the AGM.
- c. Members attending the AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
- d. Upon declaration by the Chairman about the commencement of e-voting at AGM, members shall click on the thumb sign on the left bottom corner of the video screen for voting at the AGM, which will take them to the 'Instapoll' page.
- e. Members may click on the 'Instapoll' icon to reach the resolution page and follow the instructions to vote on the resolution(s).

## INSTRUCTIONS FOR MEMBERS FOR ATTENDING/ JOINING THE AGM:

- a. Members will be able to attend the AGM through VC/OAVM or view the live webcast of AGM provided by KFin at <https://emeetings.kfintech.com/> by clicking on the tab 'Video Conference' and using their remote e-voting login credentials. The link for AGM will be available in member login, where the EVENT and the name of the Company can be selected. Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned under heading A above.
- b. Members are encouraged to join the meeting through Laptops with Google Chrome for better experience.
- c. Further, members will be required to allow camera, if any, and hence use internet with a good speed to avoid any disturbance during the meeting.
- d. Members may join the meeting using earphones for better sound clarity.
- e. While all efforts would be made to make the VC/OAVM meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may, at times, experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
- f. Members, who would like to express their views or ask questions during the AGM will have to register themselves as a speaker by visiting the URL <https://emeetings.kfintech.com/> and clicking on the tab 'Speaker Registration' during the period starting from Thursday, September 26, 2024 (09:00 a.m. IST) up to Saturday, September 28, 2024 (5:00 p.m. IST). Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the AGM.  
  
The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Please note that only questions of the members holding the shares as on cut-off date will be considered.
- g. A video guide assisting the members attending AGM either as a speaker or participant is available for quick reference at <https://emeetings.kfintech.com/>.
- h. Members who need technical assistance before or during the 22nd AGM can contact KFin at [emeetings@kfintech.com](mailto:emeetings@kfintech.com) or helpline – call KFin on 1-800-309-4001 (toll free).

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

### Item No. 4:

The Board of Directors of the Company has appointed M/s Amit Singhal & Associates, Cost Accountants (Firm Registration No: 101073), as Cost Auditors of the Company to audit cost records for the financial year ending on March 31, 2025. The remuneration payable to M/s Amit Singhal & Associates, Cost Auditors of the Company for the financial year ended March 31, 2025 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 September 06, 2024.

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, the consent of the shareholders is sought to pass an ordinary resolution for approval of remuneration payable to Cost Auditors as set out at Item No. 4 of the notice.

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

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

Sd/-

**(Sanchay Dubey)**

Company Secretary

Membership No. A51305

Date: September 06, 2024

Place: Greater Noida

## Additional information on Director seeking re-appointment at the Annual General Meeting

Particulars	Vishal Gupta
Date of Birth	25/09/1972
Age	51 years
Date of first appointment on the Board	01/05/2010
Qualification	Master's degree in business administration from the University of Pune in 1995 and B. Com (Hons.) from Delhi University in 1993.
Industrial Experience	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.
Association with the Company & Job Profile	He joined as Executive Director – Finance in the year 2010. Currently, he is the Managing Director – Finance. His core responsibilities include Finance & Administration, Budgeting & Planning process of the Company, Government and customer relationships and oversees monthly and quarterly assessments and forecasts of organization's financial performance. He is a member of Stakeholders Relationship Committee, Audit Committee and CSR Committee of the Board. He is also the Chairman of Risk Management Committee of the Board.
No. of share held in the Company	5,11,08,270 equity shares (Post sub-division/split of face value of equity share)
Category of Directorship	Executive Director
Designation	Managing Director - Finance
Board Meetings attended during FY 2023-24	8 out of 9 Board Meetings
Directorship held in other Companies	<ul style="list-style-type: none"> <li>• P.G. Appliances Private Limited</li> <li>• Sharadha Realtech Private Limited</li> <li>• Vrinda Infotech Private Limited</li> <li>• PG Infotel Private Limited</li> <li>• PG Technoplast Private Limited</li> <li>• PG Plastronics Private Limited</li> <li>• Goodworth Electronics Private Limited</li> <li>• Next Generation Manufacturers Private Limited</li> </ul>
Listed entities from which the Director has resigned in the past three years	None
Membership/Chairmanship of Committees of other Companies	None

Mr. Vishal Gupta is a relative (Brother) of Mr. Anurag Gupta, Whole Time Director - Chairman and Mr. Vikas Gupta, Managing Director-Operations of the Company and have no inter-se relationship between other members of the Board and Key Managerial Personnel of the Company.

For any other information related to Mr. Vishal Gupta, refer to the Report on Corporate Governance, which forms part of this Annual Report FY 2023-24.