

## PG Electroplast Limited

CIN: L32109DL2003PLC119416

Regd Office: B-11, Mahendru Enclave, Delhi-110033

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

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



### NOTICE OF ANNUAL GENERAL MEETING

1. Name and Registered Address of the sole/ first named Shareholder : HOLDER  
HOLDER\_ADD  
HOLDER\_AD1  
HOLDER\_AD2  
HOLDER\_AD3  
PIN : HOLDER\_PIN
2. Name(s) of the Joint Shareholder(s), if any : SECOND  
THIRD
3. Registered Folio No. / DP ID No./ Client ID No. : DPID / HOLDER\_FOL
4. Number of Shares held : TOTAL\_SHAR

Serial No. : BALNO

Dear Shareholder(s):

Please find enclosed the Notice convening the 12th Annual General Meeting of the PG Electroplast Limited (the Company) to be held on Monday, August 11, 2014 at 10:30 AM at Guru Kripa Farms, Palla-Bakhtawarpur Road, G. T. Karnal Road, Villeg Alipur, Delhi-110036. Annual Report for the period ended March 31, 2014 has been dispatched to you separately.

Pursuant to clause 35B of the Equity Listing Agreement & Section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to its Members enabling them to cast their votes electronically in respect of the business to be transacted at the 12th Annual General Meeting. The Company has appointed Karvy Computershare Private Limited ('KCPL' 'Karvy' or 'Service Provider') for facilitating e-voting to enable the Members to cast their votes electronically.

The electronic voting particulars are set out below:

EVEN (E- Voting Event Number)	USER ID	PASSWORD/PIN
EVENT_NO	USER_ID	PWD

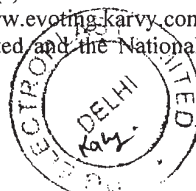
The e-voting period commences on the **Sunday, August 03, 2014 at 9 :00 A.M. and ends on Tuesday, August 05, 2014 at 6:00 P.M.** During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date being Friday, July 11, 2014 for the purpose of sending notice to members, may cast their vote by electronic means in the manner and process set out hereinabove. The e-voting module shall be disabled for voting thereafter.

**In this regard, please turn over for detailed process and manner for e-voting:**



**1. The instructions for e-voting are as under:**

- A. In case a Member receiving an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participant(s)]:
- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
  - ii. Enter the login credentials (i.e., **User ID and password** mentioned below). 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 vote.
  - iii. After entering these details appropriately, Click on "LOGIN".
  - iv. You will now reach 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.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. 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 that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - v. You need to login again with the new credentials.
  - vi. On successful login, the system will prompt you to select the "EVENT" i.e., **PG Electroplast Limited**.
  - vii. On the voting page, 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 in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - viii. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.
  - ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
  - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
  - xi. 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. During the voting period, Members can login any numbers of times till they have voted on the Resolution(s).
  - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at **e-mail ID: ashuguptacs@gmail.com** with a copy marked to **evoting@karvy.com**. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT NO."
- B. In case of Members receiving physical copy of the AGM Notice by Post [for Members whose email IDs are not registered with the Company/Depository Participant(s)]:
- i. **User ID and initial password** as provided below.
  - ii. Please follow all steps from Sr.No. (i) to (xii) as mentioned in (A) above, to cast your vote.
  2. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have casted their vote electronically shall not vote by way of poll, if held at the Meeting.
  3. In case of any query pertaining to e-voting, please visit Help & FAQ's section of <https://evoting.karvy.com> (Karvy's website).
  4. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company, as on Friday, July 11, 2014.
  5. The Board of Directors has appointed **Ms. Ashu Gupta, Practicing Company Secretary (Membership No: FCS 4123), as a Scrutinizer** to scrutinize the e-voting process in a fair and transparent manner.
  6. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period & unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
  7. The Results on resolutions shall be declared on or after the AGM of the Company and the resolution will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).
  8. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company. (<http://www.pgel.in>) and Service Provider's website (<https://www.evoting.karvy.com>) within two (2) days of passing of the resolutions and communication of the same to the BSE Limited and the National Stock Exchange of India Limited for download by the members of the Company.





# PG Electroplast Limited

CIN: L32109DL2003PLC119416, Regd Office: B-11, Mahendru Enclave, Delhi-110033

Corporate Office: P-4/2 to 4/6, Site-B, UPSIDC Industrial Area, Surajpur, Greater Noida, District- Gautam Budh Nagar, Uttar Pradesh, India,

Pin - 201306, Tel No: +91-120-2569323, Fax No: +91-120-2569131, Website: [www.pgel.in](http://www.pgel.in)

## NOTICE FOR THE 12<sup>TH</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that 12<sup>th</sup> ANNUAL GENERAL MEETING of the members of PG ELECTROPLAST LIMITED (the "Company") will be held on Monday, 11<sup>th</sup> day of August, 2014 at 10.30 A.M at Guru Kirpa Farms, Palla - Bakhtawarpur Road, G.T. Karnal Road, Village Alipur, Delhi-110 036 to transact the following business:

### ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2014, the report of the Board of Directors and Auditors' thereon.
2. To re-appoint Mr. Anurag Gupta (DIN-00184361) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint M/s Chitresh Gupta & Associates, Chartered Accountants, Delhi, as Statutory Auditors of the Company and to authorize the Board of Directors to fix their remuneration 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 provisions of Section 139(1) and other applicable provisions, if any of the Companies Act, 2013 and rules framed thereunder and subject to ratification of their appointment by shareholders at every subsequent Annual General Meeting, M/s Chitresh Gupta & Associates, Chartered Accountants, Delhi, (Firm Registration No. 017079N), be and are hereby re-appointed as Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of 15<sup>th</sup> Annual General Meeting of the Company to be held in the year 2017, on such remuneration as shall be fixed by the Board of Directors of the company."

### SPECIAL BUSINESS

4. To appoint Mr. Ram Dayal Modi 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, Mr. Ram Dayal Modi (DIN- 03047117), an Independent Director of the Company, who was appointed as a director liable to retire by rotation at Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from 11/08/2014 to 10/08/2019."

5. To appoint Mr. Sharad Jain as an Independent Director & in this regards to consider and, if thought fit, to pass with or without modification the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to 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, Mr. Sharad Jain (DIN- 06423452), an Independent Director of the Company, who was appointed as a director liable to retire by rotation at Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from 11/08/2014 to 10/08/2019."

6. To appoint Mr. Devendra Jha as an Independent Director & in this regards to consider and, if thought fit, to pass with or without modification the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to 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, Mr. Devendra Jha (DIN- 03076528), an Independent Director of the Company, who was appointed as a director liable to retire by rotation at Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from 11/08/2014 to 10/08/2019."

7. To appoint Mr. Ayodhya Prasad Anand as an Independent Director & in this regards to consider and, if thought fit, to pass with or without modification the following resolution as an **ORDINARY RESOLUTION**:



**“RESOLVED THAT** pursuant to 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, Mr. Ayodhya Prasad Anand (DIN- 06808974), 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 five consecutive years with effect from 11/08/2014 to 10/08/2019.”

8. To approve borrowing limit & in this regard to consider and, if thought fit, to pass with or without modification the following resolution as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT** in supersession of the ordinary resolution passed in the General Meeting held on June 14, 2011 in terms of Section 293(1)(d) of the Companies Act 1956 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act 2013 and rules made thereunder, consent of the Company be and is hereby accorded to the Board of Directors to borrow for the purpose of the business of the Company, such sum(s) of money (in foreign or Indian currency), from time to time with or without security on such term and condition as Board may think fit, in excess of the aggregate of the paid up share capital and free reserve of the Company, provided that the total amount of borrowing and outstanding borrowing at any point of time, apart from temporary loans obtained/ to be obtained from Company Bankers in ordinary course of business, shall not exceeds Rs. 300 Crore.”

**“RESOLVED FURTHER THAT** the Board or any of its duly constituted committee be and is hereby authorized to do and perform all such acts, deeds and things and to take all steps as may be considered necessary, proper and expedient to carry on the purpose of this resolution.”

9. To Authorize the Board to create charge & in this regards to consider and, if thought fit, to pass with or without modification the following resolution as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT** in supersession of the earlier resolution passed at the general meeting held on June 14, 2011 in terms of Section 293(1)(a) of the Companies Act 1956 and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions if any of the Companies Act, 2013 or any other law for the time being in force, the consent of the members be and is hereby accorded to the Board of Directors of the Company for mortgaging / charging/ hypothecating, all or any of the immovable and movable properties of the Company, both present and future, and the whole or substantially the whole of the undertaking or the undertakings of the Company on such terms and conditions, as may be agreed to between the Board and Lender(s) to secure the loans / borrowings obtained or as may be obtained, which may exceed the paid-up capital and free reserves in the ordinary course of business but not exceeding Rs. 300 Crores (Rupees Three Hundred only) at any point of time.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board or any of its duly constituted committee be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion may deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the charge/mortgage aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

10. To approve remuneration of Mrs. Sudesh Gupta, who holds office or place of profit in the company & in this regards to consider and, if thought fit, to pass with or without modification the following resolution as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to Section 188(1)(f) and other applicable provisions, if any, of the Companies Act 2013, and rule 15 of the Companies (Meeting of Board and its Power) Rules 2014; consent of the Company be and is hereby accorded for continuing to hold office or place of profit under the company by Mrs. Sudesh Gupta, who is a relative of Directors and an employee of the Company, with such designation & remuneration as board may from time to time decide for a further period of 5 years commencing from August 16, 2014, subject to gross monthly remuneration not exceeding Rs. 2.5 Lakhs per month.”

11. To approve remuneration of Mrs. Neelu Gupta to hold office or place of profit & in this regards to consider and, if thought fit, to pass with or without modification the following resolution as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to Section 188(1)(f) and other applicable provisions, if any, of the Companies Act 2013, and rule 15 of the Companies (Meeting of Board and its Power) Rules 2014; consent of the Company be and is hereby accorded for continuing to hold office or place of profit under the company by Mrs. Neelu Gupta, who is a relative of Directors and an employee of the Company, with such designation & remuneration as board may from time to time decide for a further period of 5 years commencing from August 16, 2014, subject to gross monthly remuneration not exceeding Rs. 2.5 Lakhs per month.”

12. To approve remuneration of Mrs. Nitasha Gupta to hold office or place of profit & in this regards to consider and, if thought fit, to pass with or without modification the following resolution as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to Section 188(1)(f) and other applicable provisions, if any, of the Companies Act 2013, and rule 15 of the Companies (Meeting of Board and its Power) Rules 2014; consent of the company be and is hereby accorded for continuing to hold office or place of profit under the company by Mrs. Nitasha Gupta, who is a relative of Directors and an employee of the Company, with such designation





& remuneration as board may from time to time decide for a further period of 5 years commencing from August 16, 2014, subject to gross monthly remuneration not exceeding Rs. 2.5 Lakhs per month.”

13. To approve remuneration of Mrs. Sarika Gupta to hold office or place of profit & in this regards to consider and, if thought fit, to pass with or without modification the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to Section 188(1)(f) of the Companies Act 2013, and other applicable provisions, if any, the consent of the company be and is hereby accorded for continuing to hold office or place of profit under the company by Mrs. Sarika Gupta, who is a relative of Directors and an employee of the Company, with such designation & remuneration as board may from time to time decide for a further period of 5 years commencing from August 16, 2014, subject to gross monthly remuneration not exceeding Rs. 2.5 Lakhs per month.”

14. To approve related party transactions & in this regards to consider and, if thought fit, to pass with or without modification the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to Section 188 of the Companies Act 2013, and other applicable provisions, if any, Board of Directors of the Company be hereby authorized to enter into any contract or arrangement with related parties whose names are given hereunder as per details mentioned in the explanatory statement annexed to the notice calling 12<sup>th</sup> Annual General Meeting, for a period August 01, 2014 to July 30, 2017, on such term and conditions as Board may think most beneficial for the Company:

1. M/s Promod Gupta.	2.M/s Promod Gupta & Sons (HUF),	3. M/s PG International
4. M/s JB Electronics	5. M/s PG Electronics	6. M/s Clearvision Industries

“**RESOLVED FURTHER THAT** any contract/arrangement with related parties shall be competitive, without conflict of interest and not less advantageous to it as compared to similar contracts with other parties.”

15. To increase remuneration of Mr. Promod Gupta, Managing Director of the Company & in this regards to consider and, if thought fit, to pass with or without modification the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** in partial modification of the special resolution passed at the 11<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September 2013 and pursuant to Section 197, 198 and other applicable provisions and rules and regulations made there under, read with SECTION II of PART II of SCHEDULE V of the Companies Act 2013 (including any statutory modification or re-enactment thereof, for the time being in force), consent of members of the Company be and is hereby accorded to increase the remuneration of Mr. Promod Gupta, Managing Director of the Company, with effect from 16<sup>th</sup> August 2014, at the remuneration, perquisite and other benefit upon the terms and conditions as set out in explanatory statement of this Notice.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to vary/alter at any time the remuneration in such manner as may be approved by the Board of Directors of the company and as may be mutually agreed & acceptable to Mr. Promod Gupta, Managing Director without further reference to the company in the general meeting so as not to exceed the limits or ceilings approved by shareholders.”

16. To Increase remuneration of Mr. Anurag Gupta, Whole Time Director in the Company & in this regards to consider and, if thought fit, to pass with or without modification the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** in partial modification of the resolution passed at the 11<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September 2013 and pursuant to Section 197, 198 and other applicable provisions and rules and regulations made there under, read with SECTION II of PART II of SCHEDULE V of the Companies Act 2013 (including any statutory modification or re-enactment thereof, for the time being in force), consent of members of the Company be and is hereby accorded to increase the remuneration of Mr. Anurag Gupta, Whole Time Director in the Company, with effect from 16<sup>th</sup> August 2014, at the remuneration, perquisite and other benefit upon the terms and conditions as set out in explanatory statement of this Notice.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to vary/alter at any time the remuneration in such manner as may be approved by the Board of Directors of the company and acceptable to Mr. Anurag Gupta, Whole Time Director in the Company, without further reference to the company in the general meeting so as not to exceed the limits or ceilings approved by shareholders.”

17. To Increase remuneration of Mr. Vikas Gupta, Whole Time Director in the Company & in this regards to consider and, if thought fit, to pass with or without modification the following resolution as **ORDINARY RESOLUTION**:

“**RESOLVED THAT** in partial modification of resolution passed at the 11<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September 2013 and pursuant to Section 197, 198 and other applicable provisions and rules and regulations made there under, read with SECTION II of PART II of SCHEDULE V of the Companies Act 2013 (including any statutory modification or re-enactment thereof, for the time being in force), consent of members of the Company be and is hereby accorded to increase the remuneration of Mr. Vikas Gupta, Whole Time Director in the Company, with effect from 16<sup>th</sup> August 2014, at the remuneration, perquisite and other benefit upon the terms and conditions as set out in explanatory statement of this Notice.”



“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to vary/alter at any time the remuneration in such manner as may be approved by the Board of Directors of the company and acceptable to Mr. Vikas Gupta, Whole-Time Director without further reference to the company in the general meeting so as not to exceed the limits or ceilings approved by shareholders.”

18. To Increase remuneration of Mr. Vishal Gupta, Whole Time Director in the Company & in this regards to consider and, if thought fit, to pass with or without modification the following resolution as **ORDINARY RESOLUTION**:

“RESOLVED THAT in partial modification of resolution passed at the 11<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September 2013 and pursuant to Section 197, 198 and other applicable provisions and rules and regulations made there under, read with SECTION II of PART II of SCHEDULE V of the Companies Act 2013 (including any statutory modification or re-enactment thereof, for the time being in force), consent of members of the Company be and is hereby accorded to increase the remuneration of Mr. Vishal Gupta, Whole Time Director in the Company, with effect from 01<sup>st</sup> August 2014, at the remuneration, perquisite and other benefit upon the terms and conditions as set out in explanatory statement of this Notice.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to vary/alter at any time the remuneration in such manner as may be approved by the Board of Directors of the company and acceptable to Mr. Vishal Gupta, Whole-Time Director without further reference to the company in the general meeting so as not to exceed the limits or ceilings approved by shareholders.”

By Order of the Board of Directors of  
**PG ELECTROPLAST LIMITED**  
Sd/

Company Secretary

Place: Greater Noida

Date: 11<sup>th</sup> July, 2014

**NOTES:**

1. The Company is offering facilities of voting by electronic means to members in respect of the businesses to be transacted at the 12<sup>th</sup> Annual General Meeting and the business may be transacted through e-Voting Services provided by Karvy Computershare Pvt. Ltd.
2. Electronic copies of Annual Report for 2014 are being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of Annual Report for 2014 are being sent.
3. Electronic copy of the 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 is being sent to all the members as on 11<sup>th</sup> July 2014, 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 is being sent in the permitted mode.
4. 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 18 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.
5. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.  
A 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 APPOINT A SINGLED PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY OF ANY OTHER PERSON OR SHAREHOLDERS.
6. 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.
7. The Register of Members and Share Transfer Books shall remain closed from 04.08.2014 to 11.08.2014 (both days inclusive) for the purpose of Annual General Meeting.
8. The Board of Directors of the Company has not recommended any dividend.
9. 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.
10. 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.
11. Members may also note that the Notice of the 12<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 all working days except Saturdays. For any communication, the shareholders may also send requests to the Company's investor email id: investors@pgeelin.

By Order of the Board of Directors of  
**PG ELECTROPLAST LIMITED**  
Sd/-

Company Secretary

For PG Electroplast Limited

Rahul Kumar,

Company Secretary

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

**Item Nos. 4, 5 & 6:**

Mr. Ram Dayal Modi, Mr. Devendra Jha and Mr. Sharad Jain are Independent Directors of the Company, liable to retire by rotation. The Company has received notices in writing from members' along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures for each of them.

The Company has received following papers from each of Mr. Ram Dayal Modi, Mr. Devendra Jha and Mr. Sharad Jain:

- i) Intimations to the effect that they are not disqualified from being appointed as Directors in terms of Section 164 of the Act.
- ii) consent in writing to act as Directors
- iii) declaration to the effect that they meets the criteria of Independence as provided in Section 149(6) of the Act

In the opinion of the Board, Mr. Ram Dayal Modi, Mr. Devendra Jha and Mr. Sharad Jain 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 page no. 14.

The resolution set out in item Nos. 4, 5 & 6 seeks approval of shareholders for appointment of said persons as Independent Directors for five consecutive years. They shall not be liable to retire by rotation.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Ram Dayal Modi, Mr. Devendra Jha and Mr. Sharad Jain, are interested or concerned in the said respective resolution for their appointment.

**Item No.7:**

Mr. Ayodhya Prasad Anand, was appointed as an independent Director in the Board of Directors as Additional Director. His 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 Mr. Anand:

- i) intimation to the effect that he 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 he meets the criteria of Independence as provided in Section 149(6) of the Act

In the opinion of the Board, Mr. Ayodhya Prasad Anand 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 page no. 14.

The resolution set out in item No. 7 seeks approval of shareholders for his appointment as an Independent Director for five consecutive years. He shall not be liable to retire by rotation

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Ayodhya Prasad Anand, is interested in the Resolution at Item No. 7.

**Item Nos. 8 and 9:**

The members of the Company at their 9<sup>th</sup> Annual General Meeting held on 14<sup>th</sup> June 2011 approved following resolutions by way of an Ordinary Resolution under Section 293 of the Companies Act, 1956

- borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of 300 Crores (Rupees Three crores) and,
- Power to create Charge on properties for availing said loans

Section 180(1)(c) of the Companies Act, 2013 notified on 12<sup>th</sup> September, 2013 requires that the Board of Directors shall not borrow money in excess of the company's paid up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except with the consent of the company accorded by way of a special resolution.

It is, therefore, required to obtain approval of members by Special Resolution under Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, to enable to the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company & to create charge on the assets over the Company.

The resolution set out in item Nos. 8 & 9 seeks approval of shareholders by special resolution to borrow money upto 300 Crores (Rupees Three Hundred crores) in excess of the aggregate of the paid up share capital and free reserves of the Company and to authorize the Board of Directors to create charge to secure borrowing over assets of the Company

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolutions.





**Item No. 10 to 13:**

Mrs. Sudesh Gupta, Mrs. Sarika Gupta, Mrs. Neelu Gupta and Mrs. Nitasha Gupta, are employees of the Company. They have experience of working in various Companies, they advise the Company on various matters including Accounts, Finance, Budgeting, Human Resources, Environment Conservation, and other allied matters. The Board considers that their association for further tenure would be immense benefit to the Company and it is advisable to increase their salary in light of responsibilities assigned to them subject to gross monthly remuneration not exceeding Rs. 2.5 Lakh. Information required under rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 are given hereunder:

Name of Related Party	Name of Directors/ KMP who is related	Nature of relationship	Particulars of the Contract and relevant information	Yearly Monetary Value (In Rs.)
Mrs. Sudesh Gupta	1.Mr.Promod Gupta, 2.Mr. Anurag Gupta, 3.Mr. Vishal Gupta, 4.Mr. Vikas Gupta	Relative	Mrs. Sudesh Gupta will hold office or place of profit in the Company	Up to Rs. 30 Lakh
Mrs. Sarika Gupta	Mr. Vishal Gupta	Relative	Mrs. Sarika Gupta will hold office or place of profit in the Company	Up to Rs. 30 Lakh
Mrs. Neelu Gupta	Mr. Anurag Gupta	Relative	Mrs. Neelu Gupta will hold office or place of profit in the Company	Up to Rs. 30 Lakh
Mrs. Nitasha Gupta	Mr. Vikas Gupta	Relative	Mrs. Nitasha Gupta will hold office or place of profit in the Company	Up to Rs. 30 Lakh

The proposed resolutions are intended to obtain the approval in respect of continuing to hold the office or place of profit at increased remuneration by said persons. Directors recommend these items for your approval by special resolution.

Mr. Promod Gupta, Mr. Anurag Gupta, Mr. Vikas Gupta and Mr. Vishal Gupta & their relatives are concerned or interested, financial or otherwise, in the said resolutions.

**Item No. 14:**

Pursuant to Section 188 of the Companies Act 2013, the Company can enter into transaction, which are not in ordinary course of Business and/or are not on arm's length basis with related parties, only with the approval of Shareholders by way of Special Resolution.

Through, the Company always seeks to enter into transactions with related parties at arm's length basis; still there may be some such transactions which are done in the interest of the Company and does not covered under exempted transactions under Section 188 of the Act.

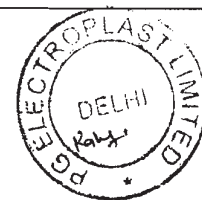
The Board of Directors of the Company, at its meeting held on June 10, 2014 has proposed certain contracts or arrangements with related parties. Like taking property on rent, sale to/purchase of goods/ material form/to related parties etc. Some of the Contracts were approved by Central Government as per Section 297 of the Companies Act 1956.

As per Section 188 of the Companies Act 2013, it is required to get prior approval of members for entering into any contract or arrangement with any related parties. Details of the proposed contract/arrangement, which Company may require to execute in future, are given in table at the end of explanation to item no. 15.

Directors recommend this resolution for your approval as a Special resolution.

Mr. Promod Gupta, Mr. Anurag Gupta, Mr. Vikas Gupta and Mr. Vishal Gupta and their relative are concerned or interested, financial or otherwise, in the said resolutions.

Name of Related Party	Name of Directors/ KMP who is related	Nature of relationship	Particulars of the Contract and relevant information	Yearly Monetary Value (In Rs.)
M/s Promod Gupta	Mr. Promod Gupta	Director is Proprietor	1. Taken on rent land and building situated at "I-26 & 27, Site-C, UPSIDC Industrial Area, Surajpur, Greater Noida, Uttar Pradesh - 201 306" for godown purposes. 2. Availing/rendering job work	1.Up to Rs. 10 Lakhs 2.Upto Rs 50 lakhs
M/s Promod Gupta & Sons (HUF)	1. Mr. Promod Gupta, 2. Mr. Anurag Gupta, 3. Mr. Vishal Gupta, 4. Mr. Vikas Gupta	Directors are member of HUF	1. Taken on rent an office situated at "B-11, Mahendru Enclave, Delhi - 110033 as registered office of our company.	Up to Rs. 10 Lacs
M/s PG International	1. Mr. Promod Gupta, 2.Mr. Anurag Gupta, 3. Mr. Vishal Gupta, 4. Mr. Vikas Gupta	Directors are Partners of this firm	Sale, purchase or supply of goods, material or services	Up to Rs. 5 Crores
M/s JB Electronics	1. Mr. Anurag Gupta, 2. Mr. Vishal Gupta, 3. Mr. Vikas Gupta	Directors are Partners of this firm	Sale, purchase or supply of goods, material or services	Up to Rs 10 Crores
M/s PG Electronics	1. Mr. Promod Gupta, 2. Mr. Anurag Gupta, 3. Mr. Vikas Gupta,	Directors are Partners of this firm	Sale, purchase or supply of goods, material or services	Up to Rs 2 Crores
M/s Clearvision Industries	1. Mr. Promod Gupta, 2. Mr. Vishal Gupta, 3. Mr. Vikas Gupta	Directors are Partners of this firm	Sale, purchase or supply of goods, material or services	Up to Rs 2 Crores





**Item Nos: 15 to 18**

1. In 11<sup>th</sup> Annual General Meeting, Mr. Promod Gupta has been appointed as Managing Director and Mr. Anurag Gupta, Mr. Vishal Gupta and Mr. Vikas Gupta have been appointed as Whole-Time Directors of the Company respectively for a period of 3 (three) years with effect from 15<sup>th</sup> July, 2013 till 14<sup>th</sup> July, 2016. The appointment was made on same remuneration to their remuneration of last tenure. Board has recommended to increase their remuneration as set out hereunder.

2. Mr. Promod Gupta, Mr. Anurag Gupta, Mr. Vishal Gupta and Mr. Vikas Gupta shall, so long as they continue to be Managing Director/Whole-Time Director/(s) of the Company may be paid the following remuneration:

I. Salary including perquisite up to Rs. 5,00,0000 (Rupees Five Lakh only) per month, as may be determined by the Board of Directors of the Company from time to time.

**II. PERQUISITES**

Perquisites subject to the overall ceiling of the salary payable, as categorized below:

**Part – A**

a. House rent Allowance	b. Transportation Allowance	c. Uniform Allowance
d. Medical Expenses Reimbursement	e. Children Education Allowance	

**Part- B: Provident Fund Employer's Contribution:** 12% of earned basic pay towards provident fund.

**Part-C**

**Other Benefits**

- Reimbursement of telephone expenses for official use as per the rules of company.
- Provision for Company maintained car with driver for official and personal purpose.
- Such other benefits, amenities, facilities and perquisites as per the rules of the company as may be permitted by the Board of Directors, to the Managing Director and Whole-time Director/(s).

**Commission:**

Such amount for each accounting year as may be decided by the Board subject to the overall limit(s) as provided in the Companies Act, 2013.

**III. Minimum Remuneration:** Notwithstanding anything to the contrary herein contained where in any financial year during the currency of the tenure of the Managing Director and Whole-time Director/(s), the Company has no profits or its profits are inadequate, the Company will pay to the Managing Director and Whole-time Director/(s) remuneration by way of salary, benefits, perquisites & allowances and Commission/performance Bonus as specified above.

The Board commends the resolutions under Item No. 15 to 18 for approval.

Mr. Promod Gupta, Mr. Anurag Gupta, Mr. Vishal Gupta and Mr. Vikas Gupta & their relatives are concerned and interested in resolution set out in Item Nos. 15 to 18 of the Notice.

For PG Electroplast Limited By Order of the Board of Directors of  
PG ELECTROPLAST LIMITED

*Rahul Kumar*

Company Secretary

Company Secretary

Place: Greater Noida

Date: 11<sup>th</sup> July, 2014

**2. BRIEF DETAILS OF DIRECTORS PROPOSED TO BE RE-APPOINTED/APPOINTED AS PER CLAUSE 49 OF THE EQUITY LISTING AGREEMENT:**

**Mr. Ram Dayal Modi:**

Date of Birth	30/06/1951
Education Qualification	MA (Pol. Science), Certified Associates of Indian Institute of Bankers
Date of Appointment on the Board	02/05/2012
Category of Director	Non-Executive and Independent
Area of Expertise/ Senior Position Held/ Work Experience	He had looked after various domains of entire Bank & Policy making thereof.
Names of other Directorships in Public Limited Company	MBL Infrastructure Limited, MBL (MP) Toll Road Company Limited STI Infrastructure Limited
Membership/Chairmanship of Committees of other public Companies	Member of Remuneration Committee in MBL Infrastructure Limited



Number of shares held in the Company	NIL
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**Mr. Devendra Jha:**

Date of Birth	01/10/1954
Education Qualification	Civil Engineering from IIT
Date of Appointment on the Board	02/05/2012
Category of Director	Non-Executive and Independent
Area of Expertise/ Senior Position Held/ Work Experience	Over 31 years' experience in Planning, Project Management and construction of large scale Building, Township and real Estate Projects.
Names of other Directorships in Public Limited Company	NIL
Membership/Chairmanship of Committees of other public Companies	N.A.
Number of shares held in the Company	NIL

**Mr. Sharad Jain**

Date of Birth	01/07/1962
Education Qualification	B.Sc, Fellow Member of Chartered Accountants
Date of Appointment on the Board	09/11/2012
Category of Director	Non-Executive and Independent
Area of Expertise/ Senior Position Held/ Work Experience	Over 34 years' experience in Financial & Strategic Planning, Taxation etc. Presently engaged in profession of Chartered Accountancy for 10 years.
Names of other Directorships in Public Limited	NIL
Membership/Chairmanship of Committees of other public Companies	N.A.
Number of shares held in the Company	NIL

**Mr. Ayodhya Prasad Anand**

Date of Birth	15/06/1941
Education Qualification	B.Sc., Fellow member of Institute of chemists, Post Graduate diploma in Spectroscopy, Member of Mining, Geological & Metallurgical Institute of India.
Date of Appointment on the Board	08/02/2014
Category of Director	Non-Executive and Independent
Area of Expertise/ Senior Position Held/ Work Experience	Over 50 years' experience in Mining Industry
Names of other Directorships in Public Limited Company	NIL
Membership/Chairmanship of Committees of other public Companies	N.A.
Number of shares held in the Company	NIL

**Mr. Anurag Gupta:**

Date of Birth	27/05/1969
Education Qualification	Bachelors of Electronics in Computer Engineering & Science
Date of Appointment on the Board	17/03/2003
Category of Director	Whole time, Executive
Area of Expertise/ Senior Position Held/ Work Experience	He has experience of around 21 years in the field of technical support to new projects and R&D of electronic components.
Names of other Directorships in Public Limited Company	Kushang Technologies Limited
Membership/Chairmanship of Committees of other public Companies	N.A.
Number of shares held in the Company	15,14,222 Equity Shares



**PROXY FORM FOR 12<sup>th</sup> ANNUAL GENERAL MEETING**

**PG ELECTROPLAST LIMITED**  
**Regd Office: B-11, Mahendru Enclave, Delhi-110033**

Name of the Member: \_\_\_\_\_ Regd. Folio No. \_\_\_\_\_  
DPID No\* \_\_\_\_\_ Client ID No\* \_\_\_\_\_ (\*Applicable for Members holding shares in electronic form)  
I/We.....resident of .....being  
a shareholder / shareholders of PG Electroplast Limited, hereby appoint Shri/Smt. \_\_\_\_\_  
resident of \_\_\_\_\_ in .....or failing him/her,  
Shri/Smt. \_\_\_\_\_ resident of \_\_\_\_\_ as my/our  
proxy to vote for me/us and on my/our behalf at the 12<sup>th</sup> ANNUAL GENERAL MEETING of the Shareholders of  
PG ELECTROPLAST LIMITED to be held on Monday, 11<sup>th</sup> August 2014, at 10.30 a.m. at Guru Kirpa Farms, Palla  
- Bakhtawarpur Road, G.T. Karnal Road, Village Alipur, Delhi and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2014

(Signature of Shareholder across Stamp)

(Signature of 1<sup>st</sup> Proxy)  
Name:  
(In Block Letters)

(Signature of 2<sup>nd</sup> Proxy; if any)  
Name:  
(In Block Letters)

Revenue  
Stamp

**ATTENDANCE SLIP FOR 12<sup>TH</sup> ANNUAL GENERAL MEETING**

**PG ELECTROPLAST LIMITED**  
**Regd Office: B-11, Mahendru Enclave, Delhi-110033**

Day & Date	<b>Monday, 11<sup>th</sup> August 2014</b>
Place	Guru Kirpa Farms, Palla - Bakhtawarpur Road, G.T. Karnal Road, Village Alipur, Delhi-110 036
Full Name (In Block Letters)	
No of Shares	
Folio No. (for holding in physical form)	
DP ID / Client ID No.(for holding in electronic form)	
Signature of the Shareholder / Proxy / Representative	

