



# 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

**May 27, 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**

## **Subject: Notice of Postal Ballot**

Dear Sir/Madam,

In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a copy of Postal Ballot Notice dated May 22, 2024, is enclosed along with the Explanatory Statement thereto, seeking approval of the members on the Special Business as set out in the said Notice.

In compliance with the provisions of the General Circular Nos. 14/2020 dated April 08, 2024, 17/2020 dated April 13, 2020, and various subsequent circulars, read with Circular No. 09/2023 dated September 25, 2023 issued by MCA from time to time, the Notice is being sent only through electronic mode to all the members whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of members of the Company or Register of Beneficial owners maintained by the Depositories as on Friday, May 24, 2024 ("Cutoff date"). Accordingly, physical copy of the Notice along with the Postal ballot form and pre-paid reply envelope are not being sent to the members for this Postal ballot.

Members whose e-mail addresses are not registered with the Company/Depository participants can register their email address with the RTA. The process for registration of email addresses is provided in the enclosed notice.

The Company has engaged the services of KFin Technologies Limited ("KFin") to provide remote e-voting facility to the Members. The remote e-voting period commences on Tuesday, May 28, 2024, from 9.00 A.M. (IST) and ends on Wednesday, June 26, 2024, at 5.00 P.M. (IST).



## **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

The Scrutinizer i.e. Ms. Puja Mishra of M/s Puja Mishra & Co., Practicing Company Secretaries (Membership No. 42927, CP No. 17148) appointed by the Board of Directors will submit her report to the Chairman of the Company upon completion of e-voting and thereafter, the results of the Postal Ballot will be announced on or before Friday, June 28, 2024 by 5.00 P.M (IST).

The Notice is also being made available on the website of the Company at [www.pgel.in](http://www.pgel.in) and on the e-voting website of KFin: <https://evoting.kfintech.com>.

This is for your information and record.

Thanking you.  
Yours faithfully,

For **PG Electroplast Limited**

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

**Enclosed: as above**



## PG ELECTROPLAST LIMITED

CIN: L32109DL2003PLC119416

**Regd. Office:** DTJ209, 2<sup>nd</sup> Floor, DLF Tower-B, Jasola, New Delhi-110025

**Corp. Office:** P-4/2 To P-4/6, Site-B, UPSIDC Industrial Area, Surajpur, Greater Noida, (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 POSTAL BALLOT AND E-VOTING

*Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 & 22 of The Companies (Management & Administration) Rules, 2014*

Dear Member(s),

NOTICE IS HEREBY GIVEN that pursuant to and in compliance with the provisions of sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the 'Rules') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Secretarial Standard-2 on General Meetings (the 'SS-2') issued by the Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') vide its General Circular No. 14/2020 dated 8th April 2020, 17/2020 dated 13th April, 2020 and various subsequent circulars, read with Circular No. No. 09/2023 dated September 25, 2023 (collectively referred to as ('MCA Circulars'), to transact the special business as set out hereunder by passing Ordinary Resolution, by way of Postal Ballot only by voting through electronic means (remote e-voting).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice ('Notice') is being sent by PG Electroplast Limited ('the Company') only through electronic mode to those Members whose email addresses are registered with the Company / Registrar and Transfer Agent ('RTA') / Depository Participants (DPs). Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The process for registration of email address is appended in the Notes to this Notice. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The Company has engaged the services of the KFin Technologies Limited ("KFin") for the purpose of providing remote e-voting facility to its members.

The Explanatory Statement pursuant to Sections 102 and 110 and other applicable provisions of the Act, pertaining to the said Resolution setting out the material facts and the reasons/ rationale thereof are annexed to this Notice. Members desiring to exercise their vote through the remote e-voting facility arranged by the Company are requested to carefully read the instructions and follow the procedure as stated in the Notes forming part of this Notice for casting of votes not later than 5:00 p.m. (IST) on

Wednesday, June 26, 2024. The remote e-voting facility will be disabled by 5:00 p.m. (IST) immediately thereafter and voting shall not be allowed beyond the said time and date.

The Board of Directors of the Company has appointed Ms. Puja Mishra of M/s Puja Mishra & Co., Practicing Company Secretaries (Membership No. 42927, CP No. 17148), as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.

Upon completion of the e-voting process, the Scrutinizer will submit his report to the Chairman of the Company and the results of the Postal Ballot will be announced on or before Friday, June 28, 2024 by 5.00 P.M. The said result along with the Scrutinizer's Report will be displayed at the Registered Office of the Company and uploaded on the Company's website [www.pgel.in](http://www.pgel.in) and on the website of KFin e-voting website: <https://evoting.kfintech.com>. The result will simultaneously be communicated to the Stock Exchanges.

## **SPECIAL BUSINESS**

### **ITEM NO. 1**

#### **SUB-DIVISION/SPLIT OF FACE VALUE OF EQUITY SHARES OF THE COMPANY FROM RS.10/- (RUPEES TEN ONLY) EACH TO RS. 1/- (RUPEE ONE) EACH.**

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*To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:*

**"RESOLVED THAT** pursuant to the provisions of Section 61(1)(d), 64 and other applicable provisions of the Companies Act 2013 (hereinafter referred to as "the Act"), the Companies (Share Capital and Debentures) Rules, 2014, Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 (Hereinafter referred as "Listing regulations") [including any statutory modification(s), notifications, circulars issued thereunder or re-enactment(s) thereof for the time being in force], in accordance with the provisions of Memorandum of Association & Articles of Associations of the Company, subject to such permissions, consents and approvals as may be required from concerned statutory authorities, the consent of the members be and is hereby accorded to the Board for sub-division of 1(One) Equity share of the Company having a face value of Rs. 10/- (Rupees Ten only) each fully paid up into 10 (Ten) Equity Shares having a face value of Rs. 1/- (Rupee One only) each fully paid up, with effect from such date as may be fixed for this purpose (hereinafter referred to as "Record Date") by the Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed to include any committee thereof for the time being exercising the powers conferred by the Board)."

**"RESOLVED FURTHER THAT** pursuant to the Sub-division of equity shares of the Company, the Authorized, Issued, Subscribed, and Paid-up Equity Share Capital of 1(One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) each shall stand sub-divided into 10 (Ten) equity shares having a face value of Rs. 1/- (Rupee One only) each existing on the Record Date and shall rank pari-passu in all respects with each other."

**"RESOLVED FURTHER THAT** the Board or Nomination & Remuneration Committee thereof be and is hereby authorized to make fair and reasonable adjustments as to the number and price of Options or Shares, as the case may be, due to sub-division of Equity Shares to such Granted options as on the Record Date and yet to be exercised by the employees of the Company under PG Electroplast Employee Stock Option Scheme - 2020 "ESOP 2020", pursuant to Securities and Exchange Board of India (Share

Based Employee Benefits and Sweat Equity) Regulations, 2021 and make any other necessary amendments in the Scheme if required thereto from time to time, such that the rights of the employees upon exercise of options shall stand proportionately adjusted.”

**“RESOLVED FURTHER THAT** upon sub-division/split of equity shares as aforesaid and with effect from Record Date:

- a) For the equity shares held in physical form, the existing share certificate(s) in relation to the said equity shares, shall be deemed to have been automatically cancelled and shall be of no effect and the Board, without requiring the members to surrender their existing equity share certificate(s) of the Company, shall issue and dispatch new share certificate(s) of the Company, in lieu thereof, subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014; and
- b) For the equity shares held in dematerialized form, the sub-divided equity shares shall be credited proportionately into the respective beneficiary demat account(s) of the members held with their depository participant(s), in lieu of the existing credits present in their respective beneficiary demat account(s) before sub-division.”

**“RESOLVED FURTHER THAT** the sub-division/ split of equity shares shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Association of the Company.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, Mr. Anurag Gupta, Mr. Vishal Gupta and Mr. Vikas Gupta, Directors of the Company, Mr. Pramod Chimmanlal Gupta, Chief Financial Officer and Mr. Sanchay Dubey, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things including to fix and announce the Record Date, to make appropriate adjustments on account of sub-division/ split of equity shares, to accept and make any alteration(s), modification(s) to terms and to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to apply for requisite approvals, to settle any questions, doubts or difficulties that may arise with regard to the sub-division/ split of the equity shares as aforesaid and to carry out/ execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities in due compliance of the applicable rules and regulations, without seeking any further approval/ consent of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected therewith or incidental thereto expressly by the authority of this resolution.”

## **ITEM NO. 2**

### **ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY CONSEQUENT TO THE SUB-DIVISION OF THE FACE VALUE OF EQUITY SHARES OF THE COMPANY.**

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*To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:*

**“RESOLVED THAT** pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to such other approval(s)/consent(s) from the concerned Statutory authorities, the consent of members of the Company be and is hereby

accorded to the Board to alter and substitute, the existing Clause V of the Memorandum of Association of the Company, relating to the capital, with the following new clause V:

**V. "The Authorised Share Capital of the Company is Rs. 35,00,00,000/- (Rupees Thirty-Five Crores only), divided into 35,00,00,000 equity shares of Rs. 1/- each."**

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, Mr. Anurag Gupta, Mr. Vishal Gupta and Mr. Vikas Gupta, Directors of the Company, Mr. Pramod Chimmanlal Gupta, Chief Financial Officer and Mr. Sanchay Dubey, Company Secretary of the Company, be and is hereby severally authorised, to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do all such acts, deeds, matters, and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

### **ITEM NO. 3**

**REAPPOINTMENT OF MRS. MITALI CHITRE (DIN:09040978) AS NOMINEE DIRECTOR (NON-EXECUTIVE DIRECTOR) OF THE COMPANY.**

*To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:*

**"RESOLVED THAT** pursuant to the provisions of Section 161 (3) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mrs. Mitali Chitre (DIN: 09040978) who have been nominated by Baring Private Equity India AIF be and is hereby reappointed as Nominee Director (Non-Executive Director) of the Company for a period of three consecutive years w.e.f. July 02, 2024."

**By order of the Board of Directors  
For PG Electroplast Limited  
Sd/-**

**Place: Greater Noida  
Date: May 22, 2024**

**Sanchay Dubey  
Company Secretary**

### **NOTES:**

1. Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the resolutions are annexed hereto.
2. In compliance with Sections 108 and 110 of the Act read with the rules framed there under and the MCA Circulars, the Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form. For this purpose, the Company has engaged KFin Technologies Limited (KFin) for facilitating e-voting to enable the Members to cast their votes electronically.

3. This notice is being sent to all the members, whose names appear in the Register of Members/Records of Depositories as on the close of working hours on May 24, 2024 i.e. "the cut-off date". Voting Rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on May 24, 2024.
4. The members who have registered their e-mail id either with the Depositories or with the Company are being sent Postal Ballot Notice through e-mail only.
5. The members can vote on resolutions through remote e-voting facility only. Assent or Dissent of the members on the resolutions mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars.
6. **The e-voting period begins on Tuesday, May 28, 2024 (09.00 A.M.) and ends on Wednesday, June 26, 2024 (5.00 P.M.).** During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, May 24, 2024, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.
7. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts are open for inspection to the Members at the Registered Office of the Company between 10.00 a.m. to 12.00 p.m. on all working days except Saturdays, Sundays and National Holidays from the date hereof upto June 26, 2024.
8. **Procedure for registering the email address and obtaining the Notice and Remote e-voting instructions by the shareholders whose email addresses are not registered with the Depositories (in case of shareholders holding shares in Demat form) or with RTA (in case of shareholders holding shares in physical form):**
  - i. Those Members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:
    - a. Members holding shares in demat form can get their e-mail ID registered by contacting their respective Depository Participant.
    - b. Members holding shares in physical form may register their email address and mobile number with KFin by sending email to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with signed scanned copy of the request letter providing the email address, mobile number, self-attested PAN copy and copy of share certificate for receiving the Notice and the e-voting instructions or register their e-mail address with KFin at <https://ris.kfintech.com/clientservices/postalballot/>.
  - ii. Further, those members who have not registered their email addresses and mobile nos. and in consequence could not be served the Notice, may temporarily get themselves registered with KFin, by clicking the link: <https://ris.kfintech.com/clientservices/postalballot/>.
  - iii. With a view to helping us serve better, Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company/RTA to consolidate their holdings in one folio.
  - iv. Members who have registered their e-mail address, mobile nos., postal address and bank account details are requested to validate/update their registered details by contacting the Depository Participant in case of shares held in electronic form or by contacting KFin, in case the shares are held in physical form.



## 10. INSTRUCTIONS FOR E-VOTING:

### A. Voting through electronic means

- a) In compliance with the provisions of Section 108 and other applicable provisions of the Act, if any, the Companies (Management and Administration) Rules, 2014 as amended, SS-2 and Regulation 44 of the Listing Regulations, the Members are provided with the facility to cast their vote electronically ('remote e-voting') on all resolutions set forth in this Notice through the e-voting platform provided by KFin. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
- b) The Members, whose names appear in the Register of Members/list of Beneficial Owners as on the cut-off date are entitled to vote on the Resolutions set forth in this Notice.
- c) The details of the process and manner for remote e-voting are given below:
  - i. Initial password is provided in the body of the email.
  - ii. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
  - iii. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
  - iv. After entering the details appropriately, click on LOGIN.
  - v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password and take utmost care to keep your password confidential.
  - vi. You need to login again with the new credentials.
  - vii. On successful login, the system will prompt you to select the EVENT i.e. PG ELECTROPLAST LIMITED
  - viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
  - ix. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
  - x. 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., to the Scrutinizer through email at [cspujamishra@gmail.com](mailto:cspujamishra@gmail.com) 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 'PG ELECTROPLAST \_EVENT No.'
  - xi. Members can cast their vote online from Tuesday, May 28, 2024 (9.00 A.M.) till Wednesday, June 26, 2024 (5.00 P.M.). Voting beyond the said date shall not be allowed and the remote e-voting facility shall be disabled.



- xii. In case of any queries/grievances, you may refer to the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on toll free number 1800-309-4001.

**B. Procedure to login through websites of Depositories**

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

<b>National Securities Depository Limited (NSDL)</b>	<b>Central Depository Services (India) Limited (CDSL)</b>
<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>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> </ol>

<p><b>4. By visiting the e-Voting website of NSDL</b></p> <p>I. URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></p> <p>II. Click on the icon "Login" which is available under 'Shareholder/Member' section.</p> <p>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.</p> <p>IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>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.</p>	<p>IV. After successful authentication, the user will be provided links for the respective ESP where the e- Voting is in progress.</p>
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**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.

<b>Members facing any technical issue in NSDL</b>	<b>Members facing any technical issue in CDSL</b>
<p>Members of the Company facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 18001020 990 and 1800224430</p>	<p>Members of the Company facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 22-23058542-43.</p>

## **EXPLANATORY STATEMENT**

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

As required under Section 102 of the Companies Act, 2013 (including any re-enactment(s) made thereunder, if any, for the time being in force) (hereinafter referred to as the "Companies Act"), the following explanatory statements sets out all material facts relating to the special business mentioned under Items No. 1 to 3 of the accompanying Notice.

#### **Item No.: 1 & 2**

The Equity Shares of your Company are listed and traded on BSE Limited and National Stock Exchange of India Limited.

With a view to encourage wider participation of small investors and to enhance the liquidity of the Company's equity shares at the Capital Market, the Board of Directors at its meeting held on May 22, 2024, has considered, and recommended the sub-division of 1 (One) Equity share of the Company of the face value of Rs. 10/- (Rupees Ten only) each into 10 (Ten) Equity Shares of the Company of face value of Rs. 1/- (Rupee One only) each fully paid up subject to the approval of the Members and other statutory and regulatory approvals, as applicable.

Presently, the Authorized Equity Share Capital of the Company is Rs. 35,00,00,000/- divided into 3,50,00,000 Equity Shares of Rs.10/- each and the paid-up equity share capital of the Company is Rs. 26,09,78,440/- divided into 2,60,97,844 Equity Shares of Rs.10/- each fully paid-up.

There will not be any change in the amount of authorized and paid-up share capital on account of the sub-division of Equity Shares. However, the paid-up equity share capital may change as on the record date due to the allotment of shares, if any, before the record date.

The sub-division as aforesaid would also require consequential amendments to the existing Clause V of the Memorandum of Association ("MOA") of the Company as set out in Item No. 2 of the Notice to reflect the change in face value of each Equity Share of the Company from existing Rs. 10/- (Rupees Ten only) each to proposed Rs. 1/- each (Rupee One only) each. As per the provision of Sections 13 and 61 of the Companies Act, 2013, any alteration in the Capital clause of MOA of the Company shall be effected only after the approval of the Members by passing an Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company, if any.

The Board recommends the resolutions set forth in Item No. 1 & 2 of the Notice for the approval of the members as Ordinary Resolutions.

#### **Item No.: 3**

The tenure of Mrs. Mitali Chitre as Nominee Director (Non-Executive Director) of the Company expires on July 01, 2024. She was appointed by the Board of Directors in their meeting held on July 01, 2021 as Nominee Director (Non-Executive Director) w.e.f. July 02, 2021.

Pursuant to the Investment Agreement dated May 25, 2021 between PG Electroplast Limited and Baring Private Equity India AIF, the Company has received a Nomination Letter from Baring Private Equity India AIF dated May 18, 2024 for reappointment of Mrs. Mitali Chitre (DIN:09040978) as Nominee Director (Non-Executive Director) of the Company.

The Company received the consent letter from Mrs. Mitali Chitre, disclosure of non-disqualification along with other disclosure and declaration for her reappointment as Nominee Director.

The Board of Directors on recommendation of Nomination & Remuneration Committee has reappointed, subject to approval of the shareholders of the Company; Mrs. Mitali Chitre (DIN:09040978) as Nominee Director (Non-Executive Director), nominated by Baring Private Equity India AIF for a period of 3 (three) years w.e.f. July 02, 2024.

#### **DETAILS OF QUALIFICATION, EXPERIENCE ETC. OF MRS. MITALI CHITRE**

<b>Particulars</b>	<b>Mitali Chitre</b>
Age / Date of Birth	41 years / 19/02/1983
Date of first appointment on the Board	02/07/2021
Qualification	Bachelor's degree in Electronics Engineering from Mumbai University (2004), MBA from Cardiff University, U.K. (2006) and Advanced Management Program from Stanford University (2013).
Area of Expertise	She is a Partner at Baring Private Equity Partners India. She has 17+ years of investment experience & leads deals across consumer durables, capital goods, building materials, logistics and energy sectors. She also serves as the Chief Economist for Baring and heads the Deal Origination Practice.
Association with the Company	She was appointed as Nominee Director (Non-Executive) of the Company for a period of three years w.e.f. July 02, 2021. She is a member of the Nomination & Remuneration Committee, Audit Committee and Risk Management Committee of the Board of Directors.
Category of Directorship	Non - Executive Director
Board Meetings attended	8 out of 9 Board Meetings in FY 2023-24
No. of shares held in the Company	600 equity shares
Details of Other Directorship	<ul style="list-style-type: none"> <li>➤ Infracore Technologies Limited</li> <li>➤ Akya Retail Private Limited</li> <li>➤ Radhika Opto Electronics Limited</li> </ul>
Listed entities from which the Director has resigned in the past three years	None
Membership / Chairmanship of Committees of other Companies	Nil
Inter-se relationships with directors and key managerial personnel	None of the Directors or Key Managerial Personnel of the Company is related to Mrs. Mitali Chitre.

In the opinion of the Board, Mrs. Mitali Chitre possesses appropriate skills, experience and knowledge.

The Board based on the recommendation of Nomination & Remuneration Committee and considering benefits of her expertise, has recommended the resolution set out in Item No. 3 for approval of shareholders by way of ordinary resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are interested except Mrs. Mitali Chitre in resolution set out in Item No. 3

***By order of the Board of Directors  
For PG Electroplast Limited***

**Sd/-**

**Sanchay Dubey  
Company Secretary**

**Place: Greater Noida**

**Date: May 22, 2024**

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