



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, U.P.-201306

Email: investors@pgel.in **Website:** www.pgel.in **Phones:** +011-41421439 / 0120 – 2569323

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the Extraordinary General Meeting (EGM) of the Members of PG Electroplast Limited will be held on Wednesday, November 13, 2024 11:00 A.M. (IST) through Video Conference (VC)/ Other Audio-Visual Means (OAVM) facility, to transact the businesses as mentioned below.

The proceedings of the Extraordinary General Meeting ("EGM") shall be deemed to be conducted at the Registered Office of the Company at DTJ-209, 2nd Floor, DLF Tower-B, Jasola, New Delhi-110025, which shall be the deemed venue of the EGM.

SPECIAL BUSINESSES

ITEM NO. 1:

TO APPOINT MR. KRISHNAVATAR KHANDELWAL (DIN: 00075715) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") 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), read with Schedule IV to the Act, as amended from time to time and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Mr. Krishnavatar Khandelwal (DIN: 00075715), who has been appointed as an Additional Director in capacity of Non-Executive Independent Director of the Company with effect from September 30, 2024, be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of 5 (Five) consecutive years with effect from September 30, 2024."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s)/ Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO. 2:

TO APPROVE THE RAISING OF FUNDS BY WAY OF QUALIFIED INSTITUTIONS PLACEMENT TO ELIGIBLE INVESTORS THROUGH AN ISSUANCE OF SECURITIES BY THE COMPANY

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

RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62, 71, 179 and other applicable provisions, if any, of the Companies Act, 2013, as amended, (the "**Companies Act**"), and applicable rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, each including any amendment(s), statutory modification(s) or re-enactment thereof, and the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and in accordance with the relevant provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), to the extent applicable, the uniform listing agreement(s) entered into by the Company with the BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**"), the "**Stock Exchanges**") where the equity shares, having face value of Rs. 1/- each, of the Company ("**Equity Shares**") are listed, the provisions of the Foreign Exchange Management Act, 1999 including any amendments, statutory modification(s) and/or re-enactment thereof ("**FEMA**") and rules and regulations made thereunder, including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, each as amended, and any other provisions of applicable laws (including all other applicable statutes, clarifications, rules, regulations, circulars, notifications, and guidelines issued by the Government of India ("**GoI**"), Ministry of Corporate Affairs ("**MCA**"), Reserve Bank of India ("**RBI**"), the Securities and Exchange Board of India ("**SEBI**"), the Stock Exchanges and any other competent authority) and subject to such approvals, permissions, consents and sanctions as may be necessary or required from the lenders of the Company, SEBI, the Stock Exchanges, RBI, GOI and any other concerned statutory authorities and subject to such terms and conditions or modifications as may be prescribed or imposed while granting of such approvals, permissions, consents and/ or sanctions by any of the aforesaid authorities, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall include any committee thereof, constituted by the Board to exercise the powers conferred by this resolution), the approval of the Members be and is hereby accorded to create, offer, issue and allot (including with provisions for reservations on firm and/ or competitive basis, for such part of issue and for such categories of persons as may be permitted by applicable law), such number of fully paid-up Equity Shares, and/or convertible securities (including warrants, or otherwise, in registered or bearer form) (all of which are hereinafter referred to as "**Securities**") or any combination of the Securities thereof in accordance with the applicable laws, in such manner in consultation with the lead managers / book running lead manager(s) and/or other advisor(s) or otherwise, for an aggregate consideration not exceeding Rs. 1,500 Crores only (Rupees One Thousand and Five Hundred Crores only) or an equivalent amount thereof (inclusive of such premium or discount, as the case may be, as may be fixed on such Securities), in one or more tranches, whether Rupee denominated or denominated in one or more foreign currencies, at such price or prices as may be permissible under applicable law by way of a qualified institutions placement ("**QIP**") of Securities in accordance with the provisions of Chapter VI of the SEBI ICDR

Regulations and other applicable laws, or through any other permissible mode and/or combination thereof as may be considered appropriate under applicable law, through issue of placement document to eligible investors that may be permitted to invest in such issuance of Securities, including eligible qualified institutional buyers ("**QIB**") in accordance with the SEBI ICDR Regulations, or otherwise, foreign/ resident investors (whether institutions, incorporated bodies, mutual funds, trusts, individuals or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign portfolio investors, qualified foreign investors, Indian and/ or foreign multilateral financial institutions, mutual funds, insurance companies, banks, non-resident Indians, pension funds and/ or any other categories of investors as may be permissible under applicable laws, whether they be holders of the Securities or not (collectively called the "**Investors**") to all or any of them, jointly or severally through, as may be decided by the Board in its discretion and permitted under applicable laws and regulations, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including the terms of the issuance, security as may be deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issuance and allotment of such Securities shall be made, with authority to retain oversubscription up to such percentage as may be permitted under applicable regulations, in such manner and on such terms as may be deemed appropriate by the Board at its absolute discretion at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the lead managers/book running lead manager(s)/and or placement agents and/or underwriter(s) and/or other advisor(s).

"RESOLVED FURTHER THAT in case of issue and allotment of Securities by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations-

- a) the allotment of the Securities shall only be made to eligible Qualified Institutional Buyers as defined in the SEBI ICDR Regulations and as decided by the Board;
- b) the allotment of the Securities shall be completed within 365 days from the date of passing of the special resolution by the members of the Company ("**Members**") or such other time as may be allowed under the SEBI ICDR Regulations or other applicable laws from time to time;
- c) Securities shall not be eligible to be sold by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or such other time as may be permitted from time to time under the SEBI ICDR Regulations;
- d) no partly paid-up Equity Shares shall be issued / allotted;
- e) the **relevant date** for the purpose of pricing of the Equity Shares to be issued shall be the date of the meeting in which the Board or any committee duly authorized by the Board decides to open the proposed issue of Securities;
- f) the number and/or price of the Eligible Securities or the underlying Equity Shares issued on conversion of Eligible Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of equity shares by way of capitalisation of profit or reserves, or any such capital or corporate restructuring;

- g) it shall be at such price being not less than the price determined in accordance with the pricing formula provided under applicable provisions of Regulation 176(1) of the Chapter VI of the SEBI ICDR Regulations (the "**QIP Floor Price**") and the price determined for the QIPs shall be subject to appropriate adjustments as per the provisions of the SEBI ICDR Regulations, as may be applicable;
- h) in case of allotment of eligible convertible securities, the **relevant date** for the purpose of pricing of such convertible securities shall be the date of the meeting in which the Board decides to open the proposed QIP or the date on which the holders of the eligible convertible securities are entitled to apply for the Equity Shares;
- i) no allotment shall be made, either directly or indirectly, to any Qualified Institutional Buyer who is a promoter of the Company or any person related to promoters of the Company in terms of the SEBI ICDR Regulations;
- j) no single allottee shall be allotted more than 50% of the proposed QIP size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations; and It is clarified that QIBs belonging to the same group or who are under same control shall be deemed to be a single allottee;
- k) the Board may, at its discretion and in consultation with the book running lead managers, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations;
- l) the Securities proposed to be issued, offered, and allotted shall be fully paid up and dematerialized;
- m) a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs, in accordance with the ICDR Regulations;
- n) the Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to this special resolution, or such other time as may be prescribed in the SEBI ICDR Regulations or other applicable laws; and
- o) the Securities to be allotted pursuant to the QIP shall be subject to lock-in conditions as per SEBI ICDR Regulations.
- p) the equity shares of the same class, which are proposed to be allotted through qualified institutions placement or pursuant to conversion or exchange of eligible securities offered through qualified institutions placement, have been listed on a stock exchange for a period of at least one year prior to the date of issuance of notice to its shareholders for convening the meeting to pass the special resolution;
- q) an issuer shall be eligible to make a qualified institutions placement, if any of its promoters or directors is not a fugitive economic offender;

- r) the schedule of the QIP will be as determined by the Board or its duly authorized committee; and
- s) The detailed terms and conditions for the offer will be determine in consultation with the advisors, lead manager(s)/ book running lead manager(s) and underwriters and such other authority or authorities as may be required, considering the prevailing market conditions and other regulatory requirements.

“RESOLVED FURTHER THAT in pursuance of the aforesaid resolution:

- a) Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- b) the Equity Shares issued and allotted or allotted upon conversion of other Securities shall rank pari passu in all respects including entitlement to dividend, voting rights or otherwise with the existing Equity Shares of the Company.

“RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue and allotment of Securities, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities on the Stock Exchanges.”

“RESOLVED FURTHER THAT the Securities shall not be eligible to be sold by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or such other time except as may be allowed under the SEBI ICDR Regulations from time to time. Furthermore, the tenure of convertible or exchangeable Securities issued shall not exceed sixty months from the date of allotment.”

“RESOLVED FURTHER THAT the Board shall have the authority and power to accept any modification in the proposal as may be required or imposed by SEBI/Stock Exchanges or such other appropriate authorities at the time of according/granting their approvals to issue, allotment and listing thereof and as agreed to by the Board.”

“RESOLVED FURTHER THAT the net proceeds from the issue of Securities would be utilised at various stages for capital expenditure, the pre-payment and/ or repayment of outstanding borrowings, acquisition of land, funding project(s), meeting working capital requirements, general corporate purposes and such other purpose(s) as may be permissible under applicable laws, or any combination thereof, as may be determined by the Board or a duly authorised committee thereof.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per applicable law and prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional Equity Shares or variation of the

conversion price or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorised in its absolute discretion, in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed in accordance with applicable law.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (or any committee thereof) be and is hereby authorized to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion consider necessary, desirable or expedient including but not limited to finalization and approval of preliminary placement documents and placement documents and any addenda or corrigenda thereto, private placement offer-cum-application letters, determining the form and manner of the issue, including the number of Securities to be allotted, issue price, date of the opening and closing of the issue, or execution of various transaction documents, application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents/making declarations with the Registrar of Companies, RBI, SEBI, and any other appropriate authorities, appointment of lead manager(s), underwriters, legal advisors/solicitors, bankers, depositories, custodians, registrars, trustees, placement agents, independent chartered accountants, monitoring agencies, guarantors, stabilizing agents and/or any other advisors, professionals, agencies as may be required to be appointed for, involved in or concerned with the issue by way of entering into and execution of all such arrangements/ agreements, including any amendments or supplements thereto, and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them, to negotiate/ modify/ execute/ deliver and/ or sign any declarations, offer letters, prospectuses, information memorandum, agreements, deeds, forms and such other documents as may be necessary in this regard, to open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board and to resolve and settle any questions, difficulties or doubts that may arise in regard to the issue, creation, offer, issue and allotment of the Securities and other related incidental or ancillary matters and utilization of issue proceeds without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the Issue, the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to a duly constituted committee of the Board or any such persons as the Board may deem fit in its absolute discretion, with the power to take such steps and to do all such acts, deeds, matters and things , including making necessary filings with the Stock Exchange(s) and statutory/ regulatory authorities and execution of any deeds and documents for and on behalf of the Company and to represent the Company before any governmental authorities, as they may deem fit and proper for the purposes of giving effect to above resolutions and settle any questions or difficulties that may arise.”

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

**Place: Greater Noida
Date: October 19, 2024**

**Sanchay Dubey
Company Secretary**

NOTES:

- a) Pursuant to the General Circular No. 09/2024 dated 19th September 2024, issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by SEBI (hereinafter collectively referred to as "the Circulars"), permitted the holding of the Extraordinary General Meeting ("EGM") through Video Conferencing/Other Audio Visual Means ("VC/OAVM"), without the physical presence of the Members at a common venue. Accordingly, the EGM 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 EGM 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 EGM will also be available on the Company's website (www.pgell.in), website of BSE (www.bseindia.com), NSE (www.nseindia.com) and website of Registrar and Transfer Agent of the Company i.e., KFin Technologies Limited (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 EGM 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 EGM 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 EGM 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 EGM 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 EGM 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@pgell.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 EGM.
- k) Electronic copy of all documents referred to the accompanying Notice of EGM will be available for inspection by members in electronic mode at the Company's website i.e. www.pgel.in.
- l) The Company has a registered e-mail address 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 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. Friday, November 08, 2024 may cast their vote by remote e-Voting. The remote e-Voting period commences on Sunday, November 10, 2024 at 9.00 a.m. (IST) and ends on Tuesday, November 12, 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 EGM) 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., Friday, November 08, 2024.
- p) Members having any question or query related to agenda/business of EGM are requested to write to the Company Secretary on the Company's investor email-id investor@pgel.in during the period starting from Sunday, November 10, 2024 (09:00 a.m. IST) up to Tuesday, November 12, 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 Friday, November 08, 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 EGM.

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 EGM, thereafter unblock the votes cast through remote e-voting and make, not later than 2 working days of conclusion of the EGM, 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 and on the website of BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at 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 Wednesday, November 13, 2024.
- v) The Members can join the EGM 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 EGM 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 EGM 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.

INSTRUCTIONS FOR REMOTE E-VOTING FOR EGM 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.

Login method for Individual member holding securities in demat mode given below:

National Securities Depository Limited (NSDL)	Central Depository Services (India) Limited (CDSL)
<p>1. User already registered for the IDeAS facility:</p> <ol style="list-style-type: none"> I. URL: https://eservices.nsdl.com II. Click on the "Beneficial Owner" icon under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" 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. <p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> I. To register click on link: https://eservices.nsdl.com II. Select "Register online for IDeAS" III. Proceed with completing the required fields. <p>3. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> I. To register click on link: https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 	<p>1.Existing user who have opted for Easi / Easiest:</p> <ol style="list-style-type: none"> I. URL: www.cdslindia.com II. Click on My Easi New (Token) III. Login with user id and password. IV. The option will be made available to reach e-Voting page without any further authentication. V. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for the Easi / Easiest</p> <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration II. Proceed with completing the required fields. <p>3. By visiting the e-Voting website of CDSL</p> <ol style="list-style-type: none"> I. URL: https://evoting.cdslindia.com/Evoting/EvotingLogin

<p>II. Proceed with completing the required fields.</p> <p>4. By visiting the e-Voting website of NSDL</p> <p>I. URL: https://www.evoting.nsdl.com/</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>II. Provide demat Account Number and PAN No.</p> <p>III. The system will authenticate user by sending OTP on registered Mobile & Email as recorded in demat Account.</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.

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

- a. Only those members/shareholders, who will be present in the EGM 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 EGM.
- b. However, members who have voted through remote e-voting will be eligible to attend the EGM.
- c. Members attending the EGM 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 EGM, members shall click on the thumb sign on the left bottom corner of the video screen for voting at the EGM, 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 EGM:

- a. Members will be able to attend the EGM through VC/OAVM or view the live webcast of EGM 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 EGM 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 EGM 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 Sunday, November 10, 2024 (09:00 a.m. IST) up to Tuesday, November 12, 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 EGM.

The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM. 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 EGM 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 EGM can contact KFin at emeetings@kfintech.com or helpline – call KFin on 1-800-309-4001 (toll free).

EXPLANATORY STATEMENT

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

The following Statement sets out all material facts relating to the Special Resolutions mentioned in the accompanying Notice:

ITEM NO. 1

The Board of Directors in their meeting held after the conclusion of the 22nd Annual General Meeting on September 30, 2024, on recommendation of Nomination & Remuneration Committee has appointed Mr. Krishnavatar Khandelwal (DIN:00075715) as an Additional Director in capacity of Non-Executive Independent Director with effect from September 30, 2024 for a period of 5 (Five) years, subject to approval of the shareholders of the Company.

The Company has received declarations from Mr. Krishnavatar Khandelwal to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') along with other disclosures. The Company has also received a notice in writing from a member proposing his candidature under Section 160(1) of the Act.

In terms of Regulation 25(8) of the Listing Regulations, Mr. Krishnavatar Khandelwal has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge their duties. He also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

RELEVANT INFORMATION FOR APPOINTMENT AS DIRECTOR:

Particulars	Mr. Krishnavatar Khandelwal
DIN	00075715
Age	67 years
Education Qualification	Chartered Accountant and a Member of the Institute of Company Secretaries of India. He holds a bachelor's degree in commerce from Rajasthan University in 1976.
Brief Resume/Expertise in specified functional area	He has more than 34+ years of experience in Accounts, Finance, System and ERP installation, Legal, Stores, Human Resources and Secretarial matters. He served in accounts, finance and administration of various manufacturing industries which includes textiles, steel, automobiles, sugar, cement, oil, television, plastic injection moulding, consumer goods etc. He previously held the position of CFO, Company Secretary in many companies and also was the President in three companies.
Date of appointment on the Board	September 30, 2024
Category of Directorship	Independent Director (Non-Executive)
Directorships held in other Companies	None
Listed entities from which the Director has resigned in the past three years	None
Membership/ Chairmanship of Committees of other Companies	None
Number of shares held in the Company	None
Inter-se relationships with directors and key managerial personnel	None
Information as required pursuant to BSE circular ref no. LIST/ COMP/ 14/ 2018-19 and the National Stock Exchange of India Limited with ref no. NSE/CML/2018/24, dated June 20, 2018	Not debarred from holding the office of director pursuant to any SEBI order or any such authority.

In the opinion of the Board, Mr. Krishnavatar Khandelwal fulfills the conditions for appointment as Non-Executive Independent Director as specified under the Act and the Listing Regulations. Mr. Krishnavatar Khandelwal is independent of the management and possesses appropriate skills, experience and knowledge and therefore is eligible for appointment as a Non-Executive Independent Director. The Board was satisfied that the appointment of Mr. Krishnavatar Khandelwal is justified as he has expertise in the area of Accounts, Finance, System and ERP installation, Legal, Stores, Human Resources and Secretarial matters.

The Board, based on the recommendation of the Nomination & Remuneration Committee has recommended the resolution set out in Item No. 1 for approval of shareholders by way of special resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are interested except Mr. Krishnavatar Khandelwal in resolution set out in Item No. 1.

ITEM NO. 2

The Company anticipates growth opportunities in its existing operations and continues to evaluate various avenues for expansion and achieving growth. Towards this, the Company continues to require capital for achieving such growth and expansion. Accordingly, Company intends to raise capital by way of a qualified institutions placement ("**QIP**") to eligible investors through an issuance of equity shares and/or convertible securities in accordance with applicable laws and use the proceeds from the QIP, towards inter alia, various capital expenditure, the pre- payment and/ or repayment of outstanding borrowings, acquisition of land, funding of project(s), working capital requirements, general corporate purposes and such other purpose(s) as may be permissible under applicable laws.

Accordingly, as approved by the board of directors of the Company ("**Board**") at their meeting held on October 19, 2024, and in order to fulfil the aforesaid objects, it is hereby proposed to have an enabling approval for raising funds by way of issuance of equity shares of face value Rs. 1/- each ("**Equity Shares**"), and/or other convertible securities (including warrants, or otherwise) (all of which are hereinafter collectively referred to as "**Securities**") or any combination thereof, in accordance with applicable law, in one or more tranches, whether Rupee denominated or denominated in foreign currency, in the course of domestic and/or international offering(s) in one or more foreign markets, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the lead managers/book running lead manager(s) and/or other advisor(s) or otherwise, for an aggregate amount not exceeding Rs. 1,500 Crore only (Rupees One Thousand Five Hundred Crore Only) or an equivalent amount thereof (inclusive of such premium or discount as may be fixed on such Securities) at such price or prices as may be permissible under applicable law by way of a QIP in accordance with the provisions of Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment, modification, variation or re-enactment thereof) ("**SEBI ICDR Regulations**"), Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, each as amended, the provisions of the Memorandum and Articles of Association of the Company and other applicable laws. Pursuant to the second proviso to Rule 13(1) of the

Companies (Share Capital and Debentures) Rules, 2014, as amended the price at which a preferential issue of shares is made by a listed company is not required to be determined by a registered valuer. The issue of Securities may be at such price, whether at prevailing market price(s) or at a premium or discount to market price as may be permitted under applicable law and to such classes of investors as the Board (including any duly authorized committee thereof) may in its absolute discretion decide, having due regard to the prevailing market conditions and any other relevant factors and wherever necessary, in consultation with lead managers/book running lead manager(s) and other agencies that may be appointed by the Company, subject to the SEBI ICDR Regulations, Companies Act, 2013 and other applicable guidelines, notifications, rules and regulations.

The proposed issue of capital is subject to, inter alia, the applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications, as amended from time to time, issued by the SEBI, **BSE** and **NSE** ("the **Stock Exchanges**"), Reserve Bank of India, Ministry of Corporate Affairs, Government of India, Registrar of Companies, to the extent applicable, and any other approvals, permits, consents and sanctions of any regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time, as may be required in this regard domestically or internationally.

In case of issuance of Securities by way of a qualified institutions placement:

- a. the allotment of Securities shall only be made to eligible Qualified Institutional Buyers as defined in the SEBI ICDR Regulations and as decided by the Board;
- b. the allotment of the Securities shall be completed within 365 days from the date of passing of the special resolution by the members of the Company ("**Members**") or such other time as may be allowed under the SEBI ICDR Regulations or other applicable laws from time to time;
- c. Securities shall not be eligible to be sold by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or such other time as may be permitted from time to time under the SEBI ICDR Regulations;
- d. no partly paid-up Equity Shares shall be issued / allotted;
- e. the **relevant date** for the purpose of pricing of the Equity Shares to be issued shall be the date of the meeting in which the Board or any committee duly authorized by the Board decides to open the proposed issue of Securities;
- f. the number and/or price of the Eligible Securities or the underlying Equity Shares issued on conversion of Eligible Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of equity shares by way of capitalisation of profit or reserves, or any such capital or corporate restructuring;
- g. it shall be at such price being not less than the price determined in accordance with the pricing formula provided under applicable provisions of Regulation 176(1) of the Chapter VI

of the SEBI ICDR Regulations (the "**QIP Floor Price**") and the price determined for the QIPs shall be subject to appropriate adjustments as per the provisions of the SEBI ICDR Regulations, as may be applicable;

- h. in case of allotment of eligible convertible securities, the **relevant date** for the purpose of pricing of such convertible securities shall be the date of the meeting in which the Board decides to open the proposed QIP or the date on which the holders of the eligible convertible securities are entitled to apply for the Equity Shares;
- i. no allotment shall be made, either directly or indirectly, to any Qualified Institutional Buyer who is a promoter of the Company or any person related to promoters of the Company in terms of the SEBI ICDR Regulations;
- j. no single allottee shall be allotted more than 50% of the proposed QIP size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations; and It is clarified that QIBs belonging to the same group or who are under same control shall be deemed to be a single allottee;
- k. the Board may, at its discretion and in consultation with the book running lead managers, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations;
- l. the Securities proposed to be issued, offered, and allotted shall be dematerialized;
- m. a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs, in accordance with the ICDR Regulations;
- n. the Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to this special resolution, or such other time as may be prescribed in the SEBI ICDR Regulations or other applicable laws; and
- o. the Securities to be allotted pursuant to the QIP shall be subject to lock-in conditions as per SEBI ICDR Regulations.
- p. the equity shares of the same class, which are proposed to be allotted through qualified institutions placement or pursuant to conversion or exchange of eligible securities offered through qualified institutions placement, have been listed on a stock exchange for a period of at least one year prior to the date of issuance of notice to its shareholders for convening the meeting to pass the special resolution;
- q. an issuer shall be eligible to make a qualified institutions placement, if any of its promoters or directors is not a fugitive economic offender;
- r. the schedule of the QIP will be as determined by the Board or its duly authorized committee; and

- s. The detailed terms and conditions for the offer will be determine in consultation with the advisors, lead manager(s)/ book running lead manager(s) and underwriters and such other authority or authorities as may be required, considering the prevailing market conditions and other regulatory requirements.

Further, Section 62(1)(c) of the Companies Act, 2013 provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further equity shares, such further equity shares shall be offered to the existing members of such company and to any persons other than the existing members of the company by way of a special resolution. Since the special resolution proposed in the business of the notice may result in the issuance of Equity Shares of the Company to the existing members of the Company and to persons other than existing members of the Company, approval of the members of the Company is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of SEBI ICDR Regulations.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company can make a private placement of its securities under the Companies Act, 2013 only after receipt of prior approval of its members by way of a Special Resolution. Consent of the members would therefore be necessary pursuant to the aforementioned provisions of the Companies Act, 2013 read with applicable provisions of the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for issuance of Securities. The Equity Shares allotted pursuant to the issue shall rank in all respects *pari passu* with the existing Equity Shares of the Company.

The Equity Shares to be allotted would be listed on the Stock Exchanges. The offer/issue/allotment would be subject to the availability of regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations, including Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and/ or re-enactment(s) thereof ("**FEMA**") and rules and regulations made thereunder, including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, each as amended. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the SEBI Listing Regulations, as amended.

Further, the Company is yet to identify the investor(s) and decide the quantum of Securities to be issued to them. Hence, the details of the proposed allottees, percentage of their post QIP shareholding and the shareholding pattern of the Company are not provided. The proposal, therefore, seeks to confer upon the Board/ its duly constituted committee the absolute discretion and adequate flexibility to determine the terms of the QIP, including but not limited to the identification of the proposed investors in the QIP and quantum of Securities to be issued and allotted to each such investor, in accordance with the provisions of the applicable law.

As the Issue may result in the issue of Equity Shares of the Company to investors who may or may not be shareholders of the Company, consent of the shareholders is being sought pursuant to Sections 23, 42, 62, 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 and any other law for the time being in force and being applicable and in terms of the provisions of the SEBI Listing Regulations and SEBI ICDR Regulations.

In terms of Section 102(1) of the Companies Act, 2013, none of the Directors and Key Managerial Personnel or senior managerial personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

The Board has approved the QIP pursuant to its resolution dated October 19, 2024. The Board recommends the aforesaid resolution for the approval by the members as a special resolution.

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

Sd/-

**Sanchay Dubey
Company Secretary**

Place: Greater Noida

Date: October 19, 2024

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