



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 TO SHAREHOLDERS

NOTICE is hereby given that the Extraordinary General Meeting ('EGM') of the Members of PG Electroplast Limited will be held on Saturday, June 19, 2021 12:00 P.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:

ISSUE OF COMPULSORILY CONVERTIBLE DEBENTURES AND EQUITY SHARES TOWARDS COUPON PAYMENT ARISING ON CONVERSION OF COMPULSORILY CONVERTIBLE DEBENTURES:

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

"RESOLVED THAT pursuant to Sections 42, 62(1)(c) and 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendments or re-enactments thereof for the time being in force), the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**Listing Regulations**"), the Foreign Exchange Management Act, 1999 each as amended, any other applicable laws, rules and regulations and enabling provisions in the Memorandum and Articles of Association of the Company and the equity listing agreements entered into by the Company with BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") and subject to necessary approvals / sanctions / permissions of appropriate statutory / regulatory authorities, if applicable, and subject to such conditions as may be prescribed by any of them while granting such approvals / sanctions, and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the

“**Board**” which term shall be deemed to include any Committee(s), which the Board may have constituted or may constitute to exercise the powers conferred on the Board by this resolution), consent of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot up to **10,76,904 Compulsorily Convertible Debentures (“CCDs”)** having face value of Rs. 337/- each, for an aggregate amount of up to Rs. 46,06,92,143.00 /- with such CCDs (i.e. face value and unpaid coupon on such CCDs) being convertible into equity shares (“**Conversion Shares**”) of the Company at a conversion price of Rs. 337/- each, as determined in accordance with the SEBI ICDR Regulations, by way of preferential allotment to the persons specified herein below (hereinafter as “Proposed CCD Allottees”), which shall belong to the ‘Public Category’:

S. No.	Name of the Proposed CCD Allottee	Maximum No. of CCDs to be issued
1.	Baring Private Equity India AIF	7,92,286
2.	Famy Care Pvt. Ltd.	1,92,310
3.	Ashok Kumar Sobhamal Patni	61,537
4.	Rajnikanta Gajendrakumar Patni	30,771

“**RESOLVED FURTHER THAT** the CCDs shall inter-alia include the following key terms:

- (i) The CCDs shall be unsecured;
- (ii) The CCDs shall be allotted in dematerialized form and the Equity Shares arising at the time of conversion shall also be allotted in dematerialized form. Upon conversion, the Equity Shares to be issued, will rank pari-passu to all issued and outstanding equity shares of the Company;
- (iii) The CCDs shall carry a coupon of 17.96% p.a., compounded annually, which shall be calculated on the basis of a 365 days per year and the actual number of days elapsed, and payable on the conversion date. The coupon will be grossed up for applicable taxes / withholding taxes that are payable in India under applicable law, to the extent agreed between the relevant Investor and the Company in writing, provided that the Company will not bear in excess of 50% of such taxes/ withholding taxes;
- (iv) The CCDs will automatically convert into the Conversion Shares of the Company within a period of 18 months from their date of allotment, or earlier upon an exercise of conversion right by the holder of such CCDs in writing; and
- (v) The CCDs (i.e., the face value and accrued coupon) shall be converted into Conversion Shares of the Company at the conversion price of Rs. 337/- each (appropriately adjusted for corporate actions such as bonus issue, stock split, merger, demerger, or any such capital or corporate restructuring), as determined as per the SEBI ICDR Regulations, and accordingly, a maximum of up-to 13,67,039 Equity Shares of face value Rs. 10/- may be issued to the Proposed CCD Allotees on conversion of the CCDS in the manner as follows:

S. No.	Name of the Proposed CCD Allottee	Maximum No. of Equity Shares to be issued on Conversion of CCDs (including the Coupon on the said CCDs)
1.	Baring Private Equity India AIF	10,05,741
2.	Famy Care Pvt. Ltd.	2,44,121
3.	Ashok Kumar Sobhamal Patni	78,116
4.	Rajnikanta Gajendrakumar Patni	39,061

- (vi) The CCDs shall be allotted within a period of 15 (fifteen) days from the date of passing the shareholders' resolution, provided where the allotment is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval.
- (vii) The CCDs and the Conversion Shares arising at the time of conversion of CCDs shall be subject to a mandatory lock-in for the time period prescribed under the SEBI ICDR Regulations, to the extent applicable.
- (viii) The Equity Shares arising at the time of conversion shall have the voting rights in accordance with Companies Act, 2013."

"RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the SEBI ICDR Regulations, for determination of the price at which the CCDs convert into equity shares and for Equity Shares of the Company, arising towards conversion of coupon payment on such CCDs at the time of maturity/conversion, is Thursday, May 20, 2021, being the working day immediately preceding the 30 (thirty) days prior to the date on which the meeting of the Members is to be held."

"RESOLVED FURTHER THAT the equity shares arising at the time of conversion of CCDs shall be listed on NSE and BSE and shall rank pari-passu in all respects with the existing equity shares of the Company and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Mr. Anurag Gupta, Mr. Vishal Gupta and Mr. Vikas Gupta, Directors of the Company and Mr. Sanchay Dubey, Company Secretary of the Company, be and are hereby authorized severally to take all actions and do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, desirable or expedient, including appointment of any institution/ bank or any other body or person, to issue and/ or allot aforesaid CCDs and conversion to equity shares thereof, to execute any documents and/or agreements as may be required in this regard, to do acts and deeds which may be deemed necessary to implement the object of the above issuance of CCDs, filing of listing applications with the stock exchange(s), other requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/or such other authorities as may be necessary for the purpose and to resolve and settle all questions and difficulties that may arise in the proposed Preferential Issue offer and allotment of the said CCDs and conversion thereof into equity shares, utilization of the issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders and that all or any of the powers conferred on the Company and the Board pursuant to this resolution may be exercised by the Board or Committee thereof as the Board has constituted or may constitute in this behalf, to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and all actions taken by the Board or any Committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

"RESOLVED FURTHER THAT the Board or any Committee thereof be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director(s) or to any employee or officer of the Company, as it may consider appropriate, to give effect to the aforesaid resolution."

ITEM NO. 2:

ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the **“Act”**) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under {including any statutory modification(s) thereto or re-enactment thereof for the time being in force}, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the **“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **“Listing Regulations”**), the Foreign Exchange Management Act, 1999 each as amended, any other applicable laws, rules and regulations and enabling provisions in the Memorandum and Articles of Association of the Company and the equity listing agreements entered into by the Company with BSE Limited (**“BSE”**) and National Stock Exchange of India Limited (**“NSE”**) and subject to necessary approvals / sanctions / permissions of appropriate statutory / regulatory authorities, if applicable, and subject to such conditions as may be prescribed by any of them while granting such approvals / sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee(s), which the Board may have constituted or may constitute to exercise the powers conferred on the Board by this resolution), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, **up-to 11,95,950 Equity Shares** of face value of Rs. 10/- each fully paid up, **for cash**, to be issued **at a price of Rs. 337/- per Equity Share** determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up-to Rs. **40,30,35,150/-**, on such further terms and conditions as may be finalized by the Board of Directors, to the persons belonging to Public Category (**“Proposed Equity Allottee(s)”**), in the manner as follows:

Sr. No	Name of Proposed allottee	No. of Equity Shares
1.	Baring Private Equity India AIF	01
2.	Urmila Devi Taparia	1,83,320
3.	Ashutosh Taparia	1,83,106
4.	Sanjeev Kumar Taparia	1,83,106
5.	Ashok Kumar Sobhamal Patni	1,75,851
6.	Rajnikanta Gajendrakumar Patni	87,924
7.	Sharad Rathi	2,00,000
8.	Naresh Saraaf	1,50,000
9.	Jitendra Panjabi	23,739
10.	Esha Kapoor	8,903

“RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- (a) The proposed equity allottees shall be required to bring in 100% of the consideration, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.
- (b) The Equity Shares to be allotted to the Proposed Allottee shall be under lock in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- (c) The Equity Shares to be allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- (d) The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing shareholders’ resolution, provided where the allotment of the Equity Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval.
- (e) Allotment of Equity Shares shall only be made in dematerialized form.”

“RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted shall rank *pari- passu* in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 10/- each of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the the Mr. Anurag Gupta, Mr. Vishal Gupta and Mr. Vikas Gupta, Directors of the Company and Mr. Sanchay Dubey, Company Secretary of the Company, be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

<p>Place: Greater Noida Date: May 25, 2021</p>	<p><i>By order of the Board of Directors</i> For PG Electroplast Limited Sd/- Sanchay Dubey Company Secretary</p>
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NOTES:

- a) In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has, vide its circulars dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, December 31, 2020 and SEBI circular dated May 12, 2020 and January 15, 2021 (collectively referred to as '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.pgcl.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 Private 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 Extraordinary General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice. Likewise, the Route Map is also not annexed with this Notice.
- d) The attendance of the Members attending the 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 Extraordinary General Meeting through VC/OAVM only.
- e) Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the 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@pgcl.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 Private 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 Private 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 Private 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 Registrars, 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 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 at the earliest. 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) If the members have any query in relation to the matters to be considered in the EGM through VC/OAVM are requested to serve the company a list of query along with their names, folio no., mobile number and Email Id to the Company from Tuesday, June 15, 2021 (10:00 a.m.) up to Wednesday, June 16, 2021 (5:00 p.m.), to enable the Company to keep the information ready at the Meeting. Please note that, Members questions will be answered only if they continue to hold the shares as of Monday, June 14, 2021, i.e. the cut-off date for e-voting.
- p) Members of the Company holding shares either in physical form or in electronic form as on the cut-off date i.e. Monday, June 14, 2021 may cast their vote by remote e-Voting. The remote e-Voting period commences on Wednesday, June 16, 2021 at 9.00 A.M. (IST) and ends on Friday, June 18, 2021 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., Monday, June 14, 2021.

- q) 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 June 15, 2021 (10:00 a.m.) up to June 16, 2021 (5:00 p.m.), so as to enable the Management to keep the information ready. Please note that, Members questions will be answered only if they continue to hold the shares as of Monday, June 14, 2021, i.e. the cut-off date for e-voting.
- r) 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>.

- s) 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.
- t) 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.
- u) 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.
- v) Subject to receipt of requisite number of votes, the Resolution shall be deemed to be passed on June 19, 2021.
- w) 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 atleast 1000 members on 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.

- x) The Company has been allotted ISIN INE457L01011 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 is given below:

NSDL	CDSL
<p>1 User already registered for the IDeAS facility:</p> <ol style="list-style-type: none"> I. URL: https://eservices.nsd.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.nsd.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.nsd.com/SecureWeb/Idc 	<p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> I. URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with user id and password. IV. 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 Easi/Easiest</p> <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/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: www.cdslindia.com

<p>asDirectReg.jsp</p> <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. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, 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.

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).

Those members who have not yet registered their email addresses are requested to get their email addresses registered with KFin by following the procedure mentioned below:

Visit the link: AGM/EGM – Mobile & Email
Registration: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>

- I. Select the company name i.e. PG Electroplast Limited
- II. Select the Holding type from the drop down i.e. - NSDL / CDSL / Physical
- III. Enter DPID – Client ID (in case shares are held in electronic form) / Physical Folio No. (in case shares are held in physical form) and PAN.
- IV. If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating records.
- V. In case shares are held in physical form and PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
- VI. Enter the email address and mobile number.
- VII. System will validate DP ID – Client ID/ Physical Folio No. and PAN / Share certificate No., as the case may be, and send the OTP at the registered Mobile number as well as email address for validation.
- VIII. Enter the OTPs received by SMS and email to complete the validation process. OTPs validity will be for 5 minutes only.
- IX. The Notice and e-voting instructions along with the User ID and Password will be sent on the email address updated by the member.
- X. Alternatively, members may send an email request addressed to einward.ris@kfintech.com along with scanned copy of the request letter duly signed by the first shareholder, providing the email address, mobile number, self-attested copy of PAN and Client Master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable KFin to register their email address and to provide them the Notice and the e-voting instructions along with the User ID and Password.
- XI. Please note that in case the shares are held in electronic form, the above facility is only for temporary registration of email address for receipt of the Notice and the e-voting instructions along with the User ID and Password. Such members will have to register their email address with their DPs permanently, so that all communications are received by them in electronic form.
- XII. In case of queries, members are requested to write to einward.ris@kfintech.com or call at the toll free number 1-800-309-4001



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 & Managing Director 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 June 16 2021 (from 10.00 a.m.) to June 17, 2021 (upto 5.00 p.m.). 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 Fourteenth 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 & 2

The Special Resolutions contained in Item No. 1 and 2 of the Notice, have been proposed pursuant to the provisions of Sections 42, 62 of the Companies Act, 2013, for preferential issue of upto:

1. Up to 10,76,904 17.96% Compulsorily Convertible Debentures (“CCDs”) having face value of Rs. 337/- each, for an aggregate amount of up to Rs. 46,06,92,143/-, with each such CCD (i.e. face value, and including the unpaid coupon on such CCDs) being convertible into Conversion Shares of the Company, aggregating to 13,67,039 Equity Shares of the face value of Rs. 10/- each at a conversion price of Rs 337/- each;
2. upto 11,95,950 Equity Shares of face value of Rs. 10/- each, at an issue price of Rs. 337/- each, for an aggregate amount of upto Rs. 40,30,35,150/-.

The proposed Preferential Issue is proposed to be issued to the Non- Promoter Category in terms of SEBI (ICDR) Regulations, 2018 and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in their meeting held on Tuesday, May 25, 2021.

The approval of the members is accordingly being sought by way of a ‘Special Resolution’ under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI (ICDR), Regulations.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

I. Objects of the Issue:

The proceeds of the preferential issue shall be utilized to meet the Annual Business Plans of the Company, funding and business-related requirements including but not limited to funding business growth, capital expenditure, expansion, exploring new initiatives and for other general corporate purposes.

II. Particulars of the offer including the maximum number of specified securities to be issued:

- i. Up to 10,76,904 17.96% Compulsorily Convertible Debentures (“CCDs”) having face value of Rs. 337/- each, for an aggregate amount of up to Rs. 46,06,92,143/-, with each such CCD (i.e. face value, and including the unpaid coupon on such CCDs) being convertible into Conversion Shares of the Company aggregating to 13,67,039 Equity Shares of the face value of Rs. 10/- each at a conversion price of Rs 337/- each; and,

ii. upto 11,95,950 Equity Shares of face value of Rs. 10/- each, at an issue price of Rs. 337/- each, for an aggregate amount of upto Rs. 40,30,35,150/-.

III. The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer:

None of the Directors or Key Managerial Personnel of the Company intends to subscribe to any of the CCDs and Equity Shares to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

IV. The Shareholding Pattern of the issuer before and after the preferential issue:

The shareholding pattern of the Company before and after the proposed preferential issue is likely to be as follows:

Category	Pre issue Shareholding Structure		Equity Shares to be allotted	#Post Issue Shareholding		CCD to be Allotted	#Post Issue Shareholding ^(1 & 2)	
	No. of Shares	%age		No. of Shares	%age		No. of Shares	%age
(A) Promoter Shareholding								
(1) Indian								
(a) Individuals & HUF	1,37,52,181	69.83	0	1,37,52,181	65.83	0	1,37,52,181	61.79
(b) Bodies Corporate	0	0.00	0	0	0.00	0	0	0.00
Sub Total (A)(1)	1,37,52,181	69.83	0	1,37,52,181	65.83	0	1,37,52,181	61.79
(2) Foreign promoters	0	0.00	0	0	0.00	0	0	0.00
Total Promoter shareholding A=A1 +A2	1,37,52,181	69.83	0	1,37,52,181	65.83	0	1,37,52,181	61.79
(B) Public Shareholding								
B1) Institutional Investors	2,08,516	1.06	0	2,08,516	1.00	0	2,08,516	0.94
B2) Central Govt./Stat Govt./POI	0	0.00	0	0	0.00	0	0	0.00
B3) Non-Institutional Investors	0	0.00	0	0	0.00	0	0	0.00
Individuals	47,59,995	24.17	11,95,949	59,55,944	28.51	92,308	60,73,121	27.29
Body Corporate	6,17,940	3.14	0	6,17,940	2.96	1,92,310	8,62,061	3.87
Others (Including NRI and AIFs)	3,55,284	1.80	1	3,55,285	1.70	7,92,286	13,61,026	6.12
Total Public Shareholding B=B1 +B2 +B3	59,41,735	30.17	11,95,950	71,37,685	34.17	10,76,904	85,04,724	38.21

C) Non-Promoter - Non-Public	0	0.00	0	0	0.00	0	0	0.00
Grand Total (A+B+C)	1,96,93,916	100.00	11,95,950	2,08,89,866	100.00	10,76,904	2,22,56,905	100.00

Note:

#Post Issue Shareholding will change in case of any corporate action in between.

1. A maximum of 13,67,039 Equity Shares will be allotted at the time of maturity / conversion of CCD towards conversion of CCDs and conversion of accrued and unpaid coupon arising thereon, considering conversion on the last day of the 18 months tenure. In case, any conversion takes place prior to that, the numbers shall accordingly vary.
2. Shareholding structure is assuming full conversion of CCD and allotment of Equity Shares towards conversion of accrued and unpaid coupon arising thereon at the time of maturity/conversion of CCD.

V. Proposed time limit within which the allotment shall be complete:

In terms of SEBI (ICDR) Regulations, preferential allotment of said CCDs and Equity Shares will be completed within a period of 15 (fifteen) days from the date of passing of special resolution at Item No. 1 & 2. Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

VI. The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s) and the percentage of post preferential issue capital that may be held by them:

Identity of the Proposed Allottee(s) and the percentage of post preferential issue capital that may be held by them:

S. No.	Category	Pre issue Shareholding Structure		Equity Shares to be allotted	#Post Issue Shareholding		CCD to be Allotted	#Post Issue Shareholding ^(1 & 2)		Name of Ultimate Beneficial Owner
		No. of Shares	%age		No. of Shares	%age		No. of Shares	%age	
1	Baring Private Equity India AIF	0	0.00	1	1	0.00	792286	10,05,742	4.52	Refer note (3)
2	Famy Care Pvt. Ltd.	0	0.00	-	-	-	192310	2,44,121	1.10	Jyotiprasad Taparia Urmila Devi Taparia
3	Ms. Urmila Devi Taparia	0	0.00	1,83,320	1,83,320	0.88	0	1,83,320	0.82	N.A.
4	Mr. Ashutosh Taparia	0	0.00	1,83,106	1,83,106	0.88	0	1,83,106	0.82	N.A.
5	Mr. Sanjeev Kumar Taparia	0	0.00	1,83,106	1,83,106	0.88	0	1,83,106	0.82	N.A.

6	Mr. Ashok Kumar Sobhamal Patni	0	0.00	1,75,851	1,75,851	0.84	61,537	2,53,967	1.14	N.A.
7	Mr. Rajnikanta Gajendra Kumar Patni	0	0.00	87,924	87,924	0.42	30,771	1,26,985	0.57	N.A.
8	Mr. Sharad Rathi	0	0.00	2,00,000	2,00,000	0.96	0	2,00,000	0.90	N.A.
9	Mr. Naresh Saraf	40,500	0.21	1,50,000	1,90,500	0.91	0	1,90,500	0.86	N.A.
10	Mr. Jitendra Panjabi	5,000	0.03	23,739	28,739	0.14	0	28,739	0.13	N.A.
11	Ms. Esha Kapoor	0	0.00	8,903	8,903	0.04	0	8,903	0.04	N.A.

Note: #Post Issue Shareholding will change in case of any corporate action in between.

1. A maximum of 13,67,039 Equity Shares will be allotted at the time of maturity / conversion of CCD towards conversion of CCDs and conversion of accrued and unpaid coupon arising thereon, considering conversion on the last day of the 18 months tenure. In case, any conversion takes place prior to that, the numbers shall accordingly vary.

2. Shareholding structure is assuming full conversion of CCD and allotment of Equity Shares towards conversion of accrued and unpaid coupon arising thereon at the time of maturity/conversion of CCD.

3. Baring Private Equity India AIF is a SEBI registered Category III Alternative Investment Fund and don't have any natural person(s) holding more than 15% of the beneficial interest in them. It also don't have any Key Managing Personnel. It is being managed by Baring Private Equity India Investment Managers LLP, UBO and the controlling person for the Manager and consequently for Baring Private Equity india AIF is Mr. Rahul Bhasin.

VII. Consequential Changes in the Voting Rights and Change in Management:

As a result of the proposed preferential issue of Equity Shares and CCDs and upon conversion of the CCDs, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

VIII. Lock-in Period:

- i. The CCDs and the Equity Shares to be allotted upon conversion of CCDs, shall be subject to 'lock-in' in accordance with Chapter V of the SEBI (ICDR) Regulations.
- ii. The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI (ICDR) Regulations.

IX. Issue price and Relevant Date:

In terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 the Relevant Date has been reckoned as Thursday, May 20, 2021 for the purpose of computation of issue price/ Conversion Price of Equity Shares and CCDs.

The Equity Shares of the Company are listed on both National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") and are frequently traded thereat. Accordingly, the minimum issue price/ conversion price of Rs. 337/- each Equity Share/ CCD, has been calculated on the basis of trading at NSE, being the Exchange with higher trading volume.

X. Undertakings:

- None of the Company, its Directors or Promoters are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the equity shares have been listed on a recognized Stock Exchange for a period of more than twenty-six weeks as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.

XI. Auditor’s Certificate:

The certificate from M/s Chitresh Gupta & Associates, Chartered Accountants, being the Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate is available at the website of the Company, till the declaration of result of EGM at www.pg-el.in.

XII. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

None of the other Directors or key managerial personnel or their relatives are in any way concerned or interested, financially or otherwise, in the above referred resolution.

The Board of Directors recommends the resolutions as set out in Item Nos. 1 & 2 of this notice for the issue of CCDs along with accrued Coupon thereon and the Equity Shares, on a preferential basis, to the persons belonging to the non-promoter category by way of Special Resolution.

<p>Place: Greater Noida Date: May 25, 2021</p>	<p><i>By order of the Board of Directors</i> For PG Electroplast Limited Sd/- Sanchay Dubey Company Secretary</p>
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