



PG ELECTROPLAST LIMITED

CIN-L32109DL2003PLC119416

Corporate Office :

P-4/2, 4/3, 4/4, 4/5, 4/6, Site-B, UPSIDC Industrial Area, Surajpur
Greater Noida-201306, Distt. Gautam Budh Nagar (U.P.) India
Phones # 91-120-2569323, Fax # 91-120-2569131
E-mail # info@pgel.in Website # www.pgel.in

May 22, 2023

To,
The Manager (Listing)
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

To,
The Manager (Listing)
National Stock Exchange of India Limited,
Exchange Plaza,
Bandra Kurla Complex,
Bandra (East),
Mumbai - 400 051

Scrip Code: 533581

Scrip Symbol: PGEL

Subject: Notice of Postal Ballot under Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

It is hereby informed that pursuant to the applicable provisions of the Companies Act, 2013 ("the Act") read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), approval of members is sought by way of Postal Ballot on the Special Resolution forming part of the Notice dated May 18, 2023.

In accordance with the applicable circulars of Ministry of Corporate Affairs ("MCA Circulars") and provisions of the Listing Regulations, the Company has completed the dispatch of Postal Ballot Notice in electronic form only. The Company has extended only remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form.

In this regard, the Company has engaged the services of KFin Technologies Limited for providing e-voting platform to the members holding equity shares as on Friday, May 19, 2023 being the cut-off date to cast their votes electronically. The e-voting period will commence on Tuesday, May 23, 2023 at 09.00 A.M. and would end on Wednesday, June 21, 2023 at 5.00 P.M. The result of Postal Ballot will be announced on June 22, 2023.

The Postal Ballot Notice along with explanatory statement and instructions for e-voting are attached herewith and are also available on the website of the Company viz. www.pgel.in.

This is for your information and record.

Thanking you.
Yours faithfully,

For **PG Electroplast Limited**

(Sanchay Dubey)
Company Secretary

■ **Registered Office**
DTJ-209, Second Floor
DLF Tower-B, Jasola
New Delhi-110025
Tele-Fax # 011-41421439



PG ELECTROPLAST LIMITED

CIN: L32109DL2003PLC119416

Regd. Office: DTJ209, 2nd Floor, DLF Tower-B, Jasola, New Delhi-110025

Corp. Office: P-4/2 To P-4/6, Site-B, UPSIDC Industrial Area, Surajpur, Greater Noida, (U.P.) -201306

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

NOTICE OF POSTAL BALLOT AND E-VOTING

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

Dear Member(s),

NOTICE IS HEREBY GIVEN that pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 ("the Act"), Rule 20 and 22 of the Companies (Management and Administration Rules), 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings (SS-2) read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") and all other applicable rules framed under the Act, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and as may be enacted hereinafter to the extent applicable and any other applicable laws and regulations, the resolution appended below is proposed to be passed by the Members as Special Resolution by way of Postal Ballot (remote e-voting).

The proposed resolution along with the explanatory statement setting out the material facts thereto are given hereunder.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the 'Notes' to this Notice.

The members can vote on resolution through remote e-voting facility only. Assent or Dissent of the members on the resolution mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars.

The Board of Directors of the Company has appointed Ms. Puja Mishra of M/s Puja Mishra & Co., Practicing Company Secretaries, to act as the Scrutinizer for conducting the Postal Ballot (remote e-voting) process in a fair and transparent manner.

In compliance with the provisions of Section 108, 110 and other applicable provisions of the Act, read with the Rule 20 and 22 of the said Rules and Regulation 44 of the Listing Regulations, the Company is providing e-voting facility to all the Members of the Company. For this purpose, the Company has engaged the services of KFin Technologies Limited ("KFin") to enable the Members to cast their votes electronically.

Upon completion of the e-voting process, the Scrutinizer will submit his report to the Chairman of the Company and the result of the Postal Ballot will be announced on Thursday, June 22, 2023 by 5.00 P.M. The said result along with the Scrutinizer's Report will be displayed at the Registered Office of the Company and uploaded on the Company's website www.pgell.in and on the website of KFin e-voting website: <https://evoting.kfintech.com>. The result will simultaneously be communicated to the Stock Exchanges.

SPECIAL BUSINESS

ITEM NO. 1

TO APPOINT MR. RAMAN UBEROI (DIN: 03407353) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to give Assent / Dissent to 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. Raman Uberoi (DIN:03407353), who has been appointed as an Additional Director in capacity of Non-Executive Independent Director of the Company with effect from March 22, 2023 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, 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 March 22, 2023."

"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."

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

**Place: Greater Noida
Date: May 18, 2023**

**Sanchay Dubey
Company Secretary**

NOTES:

1. Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the resolutions are annexed hereto.
2. In compliance with Sections 108 and 110 of the Act read with the rules framed there under and the MCA Circulars, the Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form. For this purpose, the Company has engaged KFin Technologies Limited (KFin) for facilitating e-voting to enable the Members to cast their votes electronically.
3. This notice is being sent to all the members, whose names appear in the Register of Members/Records of Depositories as on the close of working hours on May 19, 2023 i.e. "the cut-off date". Voting Rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on May 19, 2023.
4. The members who have registered their e-mail id either with the Depositories or with the Company are being sent Postal Ballot Notice through e-mail only.
5. The members can vote on resolutions through remote e-voting facility only. Assent or Dissent of the members on the resolutions mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars.
6. The e-voting period begins on Tuesday, May 23, 2023 (09.00 A.M.) and ends on Wednesday, June 21, 2023 (5.00 P.M.). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date May 19, 2023, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.
7. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts are open for inspection to the Members at the Registered Office of the Company between 10.00 a.m. to 12.00 p.m. on all working days except Saturdays, Sundays and National Holidays from the date hereof upto June 21, 2023.
- 8. Procedure for registering the email address and obtaining the Notice and Remote e-voting instructions by the shareholders whose email addresses are not registered with the Depositories (in case of shareholders holding shares in Demat form) or with RTA (in case of shareholders holding shares in physical form):**
 - i. Those Members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:
 - a. Members holding shares in demat form can get their e-mail ID registered by contacting their respective Depository Participant.
 - b. Members holding shares in physical form may register their email address and mobile number with KFin by sending email to einward.ris@kfintech.com along with signed scanned copy of the request letter providing the email address, mobile number, self-attested PAN copy and copy of share certificate for receiving the Notice and the e-voting instructions or register their e-mail address with KFin at <https://ris.kfintech.com/clientservices/postalballot/>.
 - ii. Further, those members who have not registered their email addresses and mobile nos. and in consequence could not be served the Notice, may temporarily get themselves registered with KFin, by clicking the link: <https://ris.kfintech.com/clientservices/postalballot/>.

- iii. With a view to help us serve better, Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company/RTA to consolidate their holdings in one folio.
- iv. Members who have registered their e-mail address, mobile nos., postal address and bank account details are requested to validate/update their registered details by contacting the Depository Participant in case of shares held in electronic form or by contacting KFin, in case the shares are held in physical form.

10. INSTRUCTIONS FOR E-VOTING:

A. Voting through electronic means

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

have voted on the resolution.

- x. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc., to the Scrutiniser through email at cspujamishra@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'PG ELECTROPLAST _EVENT No.'
- xi. Members can cast their vote online from Tuesday, May 23, 2023 (9.00 A.M.) till Wednesday, June 21, 2023 (5.00 P.M.). Voting beyond the said date shall not be allowed and the remote e-voting facility shall be disabled.
- xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on toll free number 1800-309-4001.

B. Procedure to login through websites of Depositories

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

<p align="center">National Securities Depository Limited (NSDL)</p>	<p align="center">Central Depository Services (India) Limited (CDSL)</p>
<p>1. User already registered for the IDeAS facility:</p> <ul 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> <ul 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>1. Existing user who have opted for Easi / Easiest:</p> <ul 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. 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> <ul 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. User not registered for IDeAS e-Services</p> <p>I. To register click on link: https://eservices.nsdl.com/SecureWeb/Id easDirectReg.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>3. By visiting the e-Voting website of CDSL</p> <p>I. URL: www.cdslindia.com</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 the 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.

<p>Members facing any technical issue in NSDL</p>	<p>Members facing any technical issue in CDSL</p>
<p>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</p>	<p>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.</p>

EXPLANATORY STATEMENT

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

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

Item No.: 1

The Board of Directors in their meeting held on March 22, 2023, on recommendation of Nomination & Remuneration Committee has appointed Mr. Raman Uberoi (DIN:03407353) as an Additional Director in capacity of Non-Executive Independent Director with effect from March 22, 2023 for a period of 5 (Five) years, subject to approval of the shareholders of the Company.

The Company has received declarations from Mr. Raman Gupta 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. Raman Uberoi 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. Raman Uberoi
Age / Date of Birth	55 years / September 07, 1967
Education Qualification	Chartered Accountant and an Associate Member of the Institute of Chartered Accountants of India. Bachelor's degree in Commerce (Honours) from Delhi University.
Brief Resume/Expertise in specified functional area	He has around 30 years of experience in the area of financial analysis, credit ratings, mergers and acquisitions, business development functions, etc. He has been previously associated with Receivables Exchange of India Limited, Magma Housing Finance Limited and Principal Asset Management as an Independent Director and member of the Advisory Board at Piramal Capital & Housing Finance Limited. He has served on various committees of GoI and Regulators like SEBI, RBI and he also serves as a member of the Market Data Advisory Committee of SEBI and the Expert Committee set up by the Tamil Nadu government on improving access of loans to MSMEs. Presently, he is a Senior Advisor, Government & Regulatory Relations with CRISIL Ratings Limited.
Date of appointment on the	March 22, 2023

Board	
Category of Directorship	Independent Director (Non-Executive)
Directorships held in other Companies	Dvara Kshetriya Gramin Financial Services Private Limited Truboard Private Limited
Membership/ Chairmanship of Committees of other Companies	Dvara Kshetriya Gramin Financial Services Private Limited - Audit Committee - Nomination & Remuneration Committee
Number of shares held in the Company	Nil
Inter-se relationships with directors and key managerial personnel	Nil

In the opinion of the Board, Mr. Raman Uberoi fulfills the conditions for appointment as Non-Executive Independent Director as specified under the Act and the Listing Regulations. Mr. Raman Uberoi 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. Raman Uberoi is justified as he has expertise in the area of financial analysis, credit ratings, mergers and acquisitions, business development functions, etc. and has extensive experience of serving on the advisory committees of Government of India and Regulators like SEBI and RBI.

The Board, based on the recommendation of 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. Raman Uberoi in resolution set out in Item No. 1.

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

Sd/-

**Sanchay Dubey
Company Secretary**

**Place: Greater Noida
Date: May 18, 2023**