



PG Electroplast Limited

CIN: L32109DL2003PLC119416

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

Corporate Office: P-4/2 to 4/6, Site-B, UPSIDC Industrial Area, Surajpur, Greater Noida
Dist. Gautam Budh Nagar, U.P. - 201306

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NOTICE OF THE 18TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 18th ANNUAL GENERAL MEETING of the members of PG ELECTROPLAST LIMITED (the "Company") will be held on Tuesday, 29th day of September, 2020 at 11:00 AM through video conferencing to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended on 31st March, 2020, the report of the Board of Directors and Auditors thereon.
2. To re-appoint Mr. Anurag Gupta (DIN:00184361) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **TO APPROVE/RATIFY REMUNERATION OF THE COST AUDITOR FOR THE FINANCIAL YEAR ENDING ON 31ST MARCH, 2021** and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions, if any, the Shareholders hereby ratify the approved remuneration of Rs. 3,00,000/- (Rupees Three Lakh Only) plus applicable taxes and reimbursement of out of pocket expenses to be paid to M/s Amit Singhal & Associates, (Firm Registration No. 101073), Cost Accountants, to conduct audit of the cost accounting records of the Company, for the financial year ending on 31st March, 2021 as approved by the Board of Directors on recommendation of the Audit Committee of the Company".

4. **TO APPOINT MR. BHAWA NAND CHOUDHARY (DIN:05166209), AS THE MANAGING DIRECTOR OF THE COMPANY** and in this regard to consider and, if thought fit, to pass with or without modification the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the applicable Regulations under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of the Articles of Association of the Company, Mr. Bhawa Nand Choudhary (DIN:05166209), who was appointed as an Additional Director (Managing Director) by the Board of Directors of the Company at their meeting held on 23rd December, 2019 based on the recommendation of the Nomination and Remuneration Committee and who holds office up to the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation."

"RESOLVED FURTHER THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to provisions of section 196, 197 and 203 of the Companies Act 2013 read with Schedule-V thereof and the rules made thereunder and subject to provisions of SEBI (Listing Obligations & Disclosure Requirement) Regulation, 2015 and other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force) the consent of the members be hereby accorded for appointment of Mr. Bhawa Nand Choudhary (DIN:05166209) as the Managing Director of the Company for a period of three years with effect from 23rd December, 2019 on the terms and conditions specified in the Explanatory Statement of this resolution".

“**RESOLVED FURTHER THAT** subject/pursuant to sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of SEBI (Listing Obligations & Disclosure Requirement) Regulation, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company shall pay to Mr. Bhawa Nand Choudhary, remuneration by way of salary and perquisites and allowances, by whatever name called, during the tenure of his office, as set out in the Statement annexed to the Notice; and Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration Committee of the Board) shall have authority and liberty to alter and vary the amount, terms and conditions of the said remuneration as it may deem fit and as may be acceptable to Mr. Bhawa Nand Choudhary, subject to the ceiling of aggregate remuneration of Rupees Sixty Two Lakh Forty Thousand per annum or Rupees Five Lakh Twenty Thousand per month and subject to conditions mentioned in the explanatory statements”.

“**RESOLVED FURTHER THAT** subject to Section 197 and Section II of Part II of Schedule V of the Companies Act 2013 and other applicable provisions, if any, and necessary statutory approvals, if any, the above said remuneration or remuneration altered by the Board of Directors as per authority conferred by this resolution, may be paid as minimum remuneration to Mr. Bhawa Nand Choudhary, as Managing Director even in the event of absence or inadequacy of profits in any financial year during his tenure”.

“**RESOLVED FURTHER THAT** the Board of Directors of the company be and is hereby authorized to do all such acts, deeds, matters and things as in absolute discretion it may consider necessary, expedient or desirable in order to give effect to the above resolution”.

5. **TO APPROVE BORROWING LIMITS OF THE COMPANY** and in this regards to consider and, if thought fit, to pass with or without modification the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** in supersession of the special resolution passed in the Annual General Meeting held on August 11, 2014 and pursuant to section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, consent of the members of the Company be hereby accorded to the Board of Directors to borrow, for the purpose of the business of the Company, such sum(s) of money (in foreign or Indian currency), from time to time with or without security on such term and condition as mutually agreed between the Company and the lender, in excess of the aggregate of the paid up share capital, free reserves and securities premium of the Company”.

“**RESOLVED FURTHER THAT** the total amount of borrowing and outstanding borrowing at any point of time, apart from temporary loans obtained/ to be obtained from Company Bankers in ordinary course of business, shall not exceed Rs. 500 Crore (Rupees Five Hundred Crore only) at any point of time”.

6. **TO AUTHORIZE THE BOARD OF DIRECTORS TO CREATE/MODIFY CHARGE** and in this regards to consider and, if thought fit, to pass with or without modification the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** in supersession of the special resolution passed at the Annual General meeting held on August 11, 2014 and pursuant to the provisions of section 180(1)(a) and all other applicable provisions if any of the Companies Act, 2013 or any other law for the time being in force, the consent of the members of the Company be hereby accorded to the Board of Directors of the Company for mortgage/ charge/hypothecate, all or any of the immovable and movable properties of the Company, both present and future, and the whole or substantially the whole of the undertaking or the undertakings of the Company on such terms and conditions, as may be agreed to between the Board and Lender(s) to secure the loans/ borrowings obtained or as may be obtained, which may exceed the aggregate of paid-up share capital, free reserves and securities premium in the ordinary course of business but shall not exceed Rs. 500 Crores (Rupees Five Hundred Crore only) at any point of time”.

Date: 13/08/2020
Place: Greater Noida

By Order of Board of Directors of PG Electroplast Limited
(Sanchay Dubey)
Company Secretary
Membership No. A51305

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), in respect of the Special Business mentioned under Item Nos. 3 to 6 above, is annexed hereto. The Board of Directors have considered and decided to include the Item Nos. 3 to 6 given above as Special Business in the forthcoming 18th Annual General Meeting ('AGM').
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as 'MCA Circulars') permitted the holding of the AGM through VC, without the physical presence of the Members at a common venue. In compliance with the provisions of Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') and MCA Circulars, the AGM of the Company is being held through VC. KFin Technologies Private Limited ('KFin'), the Registrar and Transfer Agents of the Company ('RTA'), will be providing facility for voting through remote e-voting, for participation in the AGM through VC facility and e-voting during the AGM. The procedure for participating in the meeting through VC is explained at Note No. 20 below and is also available on the website of the Company at www.pgel.in.
3. Pursuant to the MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence Proxy Form and Attendance Slip are not annexed to this Notice. However, the Corporate Members are entitled to appoint authorised representatives to attend the AGM through VC and participate thereat and cast their votes through e-voting.
4. Corporate Members are requested to send to the Company a certified copy of the relevant Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting. The said Resolution/Authorisation shall be sent to the Scrutinizer by email through its registered email address to cspujamishra@gmail.com with a copy marked to mohsin.mohd@kfintech.com.
5. In accordance with the MCA Circulars and Circular dated May 12, 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the Financial Statements (including Report of Board of Directors, Auditors' Report or other documents required to be attached therewith) such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
6. The Notice of AGM along with Annual Report for the Financial Year 2019-20, is available on the website of the Company at www.pgel.in, on the website of Stock Exchanges - www.bseindia.com & www.nseindia.com and on the website of KFin Technologies at www.kfintech.com.
7. Details of the Directors seeking re-appointment under Item Nos. 2 of the Notice as stipulated under the SEBI (Listing & Disclosure Requirement) Regulation, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') are included in the Notice.
8. Members are requested to send all communication relating to shares to the Company's Registrar & Transfer Agent - KFin Technologies Private Limited, Unit: PG Electroplast Limited, Selenium, Tower-B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032 Members holding shares in electronic mode should address all their correspondence to their respective Depository Participants (DPs).
9. Nomination facility for shares is available for Members. The prescribed format, in this regard, can be obtained from KFin Technologies.
10. Pursuant to Section 101 and Section 136 of the Act read with Rules made thereunder, and MCA Circulars, copies of the Annual Report, Notice of the AGM and instructions for e-voting are being sent by electronic mode only to all the Members whose email addresses are registered with the Company/ Depository Participant(s) for communication purposes. Members holding shares in physical form can send their email address for registration to https://ris.kfintech.com/email_registration/ quoting the Folio Number and Name of the Company. The Notice of the AGM and the Annual Report will also be available on the Company's website www.pgel.in for Members to download. Members who have not registered their email address so far are requested to register their email address for receiving all communication including Annual Report, Notices, etc., from the Company electronically.
11. SEBI has mandated the submission of the Permanent Account Number (PAN), proof of identity, address

and bank details by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the said documents to their Depository Participant(s). Members holding shares in physical form shall submit the documents to KFin Technologies.

12. SEBI has amended the Regulation 40 of the SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015 pursuant to which after 31st March, 2019, transfer of securities cannot be processed unless the securities are held in the dematerialised form with a depository except in case of request received for transmission or transposition of securities. Members holding shares in physical form are requested to dematerialise their holdings at the earliest as henceforth it will not be possible to transfer shares held in physical mode.
13. Since the AGM will be held through VC, the Route Map is not annexed in this Notice.
14. The Register of Members and Share Transfer Books shall remain closed from 23/09/2020 to 29/09/2020 (both days inclusive) for the purpose of Annual General Meeting.
15. The Board of Directors of the Company has not recommended any dividend.
16. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Act will be available during the meeting for inspection through the VC facility of KFin Technologies, to the Members attending the AGM.
17. During the period when facility for remote e-voting is provided, the members of the Company, holding shares either in physical form or dematerialized form, as on **Tuesday, 22/09/2020 i.e. the 'cut-off' date for e-voting**, may opt for remote e-voting.
18. Members desiring any additional information with regard to Accounts/Annual Report or have any question or query are requested to write to the Company Secretary on the Company's investor email-id investor@pgel.in during the period starting from 24/09/2020, (10.00 a.m.) upto 25/09/2020 (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 Tuesday, 22/09/2020, i.e. the 'cut-off' date for e-voting.
19. Procedure for registering the email address and obtaining the Annual Report, Annual General Meeting notice and 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 Technologies 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 Annual report, Notice of the AGM and the e-voting instructions or register their e-mail address with KFin Technologies by clicking on https://ris.kfintech.com/email_registration/.
 - ii. Further, those members who have not registered their email addresses and mobile nos. and in consequence could not be served the Annual Report and Notice of AGM, may temporarily get themselves registered with KFin Technologies, by clicking the link: https://ris.kfintech.com/email_registration/ for sending the same. Members are requested to support our commitment to environmental protection by choosing to receive the Company's communication through email going forward.
 - 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 Technologies, in case the shares are held in physical form.

20. Instructions for e-voting and joining the AGM are as follows:

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 SEBI (Listing Obligation Disclosure Requirement) Regulation, 2015, the Members are provided with the facility to cast their vote electronically on all resolutions set forth in this Notice from a place other than the venue of the Meeting ('remote e-voting') through the e-voting platform provided by KFin Technologies or to vote at the AGM. 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. Members who have acquired shares after the dispatch of the Annual Report may approach KFin Technologies for issuance of the User ID and Password for exercising their right to vote by electronic means.
- c) The facility for voting through electronic voting system will be made available at the AGM and Members attending the Meeting who have not already cast their vote by remote e-voting shall be eligible to vote at the Meeting.
- d) Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
- e) 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.karvy.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 Technologies 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. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer 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. **The remote e-voting facility shall be available to the members to cast their vote from Friday, 25/09/2020 (10.00 a.m.) till Monday, 28/09/2020 (5.00 p.m.).** Voting beyond the said date shall not be allowed and the remote e-voting facility shall be blocked. Once the vote on resolution is cast by the member, he shall not be allowed to change it subsequently or cast vote again.
- 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.karvy.com> or call KFin Technologies on 18003454001 (toll free).

B. Voting at the AGM

- i. Only those Members, who will be present in the AGM through video conferencing facility 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 in the AGM.
- ii. Members attending the AGM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- iii. Upon declaration by the Chairman about the commencement of e-voting at AGM,

members shall click on the thumb sign on the left hand bottom corner of the video screen for voting at the AGM.

C. Instructions for Members for Attending the AGM

- i. The Members can join the AGM in the VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned herein. The facility of participation at the AGM through VC will be made available for 1,000 members on first come first served basis. This will not include large Members (Members 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 AGM without restriction on account of first come first served basis.
- ii. Members will be able to attend the AGM through VC by using their remote e-voting login credentials. The link for AGM will be available in Members login where the EVENT and the name of the Company can be selected. Also, members can login using their remote e-voting login credentials at <https://emeetings.kfintech.com>. 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.
- iii. Members are encouraged to join the meeting through Laptops with Google Chrome for better experience.
- iv. 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.
- v. While all efforts would be made to make the VC 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.

vi. Speaker Registration before AGM :

- a) Members, who would like to express their views or ask questions during the AGM 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 24/09/2020, (10.00 a.m.) upto 25/09/2020 (5.00 p.m.).
- b) Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the AGM.
- c) The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Please note that only questions of the Members holding the shares as on cut-off date will be considered.

vii. A video guide assisting the members attending AGM either as a speaker or participant is available for quick reference at

URL <https://emeetings.kfintech.com>.

viii. Members who need technical assistance before or during the AGM can contact KFin Technologies at emeetings@kfintech.com or Helpline: 1800 345 4001.

D. General Instructions:

- i. The Company has appointed Ms. Puja Mishra of M/s. Puja Mishra & Co., Practising Company Secretary, New Delhi as the Scrutinizer to scrutinize the entire e-voting process, in a fair and transparent manner.
- ii. Subject to the receipt of requisite number of votes, the resolutions shall be deemed as passed on the date of the Meeting.
- iii. The results declared along with the Scrutiniser's Report shall be placed on the Company's website www.pgel.in and on KFin Technologies website www.evoting.karvy.com and shall also be communicated to BSE Limited and the National Stock Exchange of India Limited.

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

Item No. 3:

The Board of Directors of the Company has appointed M/s Amit Singhal & Associates, Cost Accountants (Firm Registration No: 101073), as Cost Auditors of the Company to audit cost records for the financial year ending on 31st March, 2021. Remuneration payable to M/s Amit Singhal & Associates, Cost Auditors of the Company for the financial year ended 31st March, 2021 was recommended by the Audit Committee to the Board of Directors and subsequently, was considered and approved by the Board of Directors at its meeting held on 13th August, 2020.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company. Accordingly consent of the members is sought for passing an ordinary resolution for approval of remuneration payable to Cost Auditors as set out at Item No. 3 of the notice.

None of the Directors and Key Managerial Personnel of the

Company and their relatives is interested or concerned in the said respective resolution for their appointment.

Item No. 4:

Subject to the approval of Members of the Company, the "Board of Directors" & "Nomination & Remuneration Committee" of the Company at its meeting held on 23rd December, 2019, has approved appointment and remuneration to Mr. Bhawa Nand Choudhary, (Date of Birth: 09/01/1953) as Managing Director of the Company for a period of three (3) years with effect from 23rd December, 2019. The appointment was based on recommendations of the Nomination and Remuneration Committee. He was appointed as an Additional Director (Managing Director) to hold the office up to the date of ensuing Annual General Meeting of the Company.

Mr. Bhawa Nand Choudhary, aged 67, is the Additional Director (Managing Director) of the Company and has been associated with the company for several years, having served as a Chief Operating Officer and held various key posts during his tenure. He is an engineer by qualification, having received his Bachelor of Technology (Mechanical) degree in 1976 and the Master of Technology degree (Production Management) in 1984, both from the University

of Ranchi, graduating with a gold medal in his discipline. He has an extensive experience spanning 40 years in the varied fields of Project Management, Manufacturing Operations, Techno-Commercial Negotiations, Production, Business Development, and Quality Assurance. He has demonstrated his capabilities as a strategist with expertise in managing entire operations with a key focus on the bottom-line profitability along with the development and streamlining of systems. He has exhibited competence in management and operations, determinedly ensuring a high Return on Investments. His core skill set includes analytical and critical thinking and creative problem solving techniques and capabilities, and he has a proven track record of forging rewarding business partnerships with channel partners and associates.

He is responsible for the management of the overall operations of our Company. He has excellent skills of communication and wisdom to the organization through which the company achieves good relations with its existing customers and he will ensure functions that can deliver new and improved products and services to customers in an efficient and cost-effective manner.

During the year, Mr. Choudhary attended all the Board Meetings held post his appointment as Additional Director (Managing Director). Details regarding the attendance and remuneration are provided in the Corporate Governance Report forming part of the Board's Report.

He is a member of Executive Committee of the Board of Directors. He is not a director in any other company. He does not hold any shares of the Company.

There is no inter-se relationship between Mr. Bhawa Nand Choudhary, other members of the Board and Key Managerial Personnel of the Company.

The terms of above said appointment and remuneration are following:

Term: 3 (three) years, from 23rd December, 2019 to 22nd December, 2022

Salary, Allowances and Perquisites ("Remuneration"):

a) Salary, Perquisites and Allowances per annum:

Salary	Basic Salary: Rs.1,60,785/- per month with increments as may be decided by the Board of Directors from time to time subject to ceiling up to Rs. 3,21,570/- per month.
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Perquisites and Allowances*, Bonus	Value of all kind of perquisite and allowances shall be Rs. 91,763/- per month with increments as may be decided by the Board of Directors from time to time subject to ceiling up to Rs. 1,83,526/- per month.
Provision of Annual increment	There shall be provision of annual increment with authority of the Board to fix/alter/enhance his salary from time to time within ceiling approved by shareholders by special resolution.
Due date of increment	As per company policy and approval of the Board.

*Perquisites and allowances, as aforesaid, shall include accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and / or allowances for utilisation of gas, electricity, water, furnishing and repairs, medical assistance, attendant allowance and leave travel concession for self and family including dependents and shall also include any other perquisites and allowances by whatever name called. The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

- b) The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under (a) above.
- c) Increment in salary, perquisites and allowances and remuneration by way of incentive/ bonus / performance linked incentive, payable to Mr. Bhawa Nand Choudhary, as per company policy and as may be determined by the Board and shall be within the remuneration under (a) above.
- d) It is clarified that employees stock options granted / to be granted to Mr. Bhawa Nand Choudhary, from time to time, shall not be considered as a part of perquisites under (a) above and that the perquisite value of stock options exercised shall be in addition to the remuneration under (a) above.
- e) Reimbursement of Expenses: Expenses incurred for travelling, board and lodging and attendant(s) during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.

- f) Minimum Remuneration: Notwithstanding anything to the contrary herein contained where in any financial year during the currency of the tenure of the Whole time Director, the Company has no profits or its profits are inadequate, the Company will pay to Managing Director remuneration by way of salary, benefits, perquisites & allowances and Commission/performance Bonus as specified above within the limit prescribed in schedule V of the Companies Act 2013.

Other Terms and Conditions:

- (i) Subject to the supervision and control of the Board of Directors, Managing Director shall perform such duties and exercise such powers, authorities and discretions as the Board shall from time to time delegate to his on such terms and conditions and subject to such restrictions as the Board may from time to time impose. For day to day functioning, Managing Director shall work under the overall supervision and direction of the Board of Directors. Managing Director shall act in accordance with the Articles of Association of the Company, Companies Act, 2013 and SEBI Listing Regulations and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- (ii) The Managing Director shall adhere to the Company's Code of Conduct and other code and policies.
- (iii) The appointment can be terminated by either of the parties by giving to the other requisite notice in writing or by payment of a sum equivalent to remuneration for the notice period or part as may be mutually agreed.
- (iv) The Managing Director shall not be paid any sitting fees for attending meetings of the Board or any Committee/s thereof.

The above may also be treated as memorandum of the terms and conditions of the appointment of Mr. Bhawa Nand Choudhary as Managing Director as required under Section 190 of the Companies Act, 2013.

Mr. Bhawa Nand Choudhary was appointed as an Additional Director (Managing Director) to hold the office up to the date of ensuing Annual General Meeting of the Company. In view of the provisions of Sections 196, 197, 203 of the Companies Act 2013, the Board based on the recommendation of Nomination & Remuneration Committee and considering benefits of his expertise, has recommended the resolution set out in Item No. 4 for approval of shareholders by way of ordinary resolution.

None of the Directors and their relatives except Mr. Bhawa

nand Choudhary are concerned or interested in the Resolution set out at Item Nos. 4 of the notice.

STATEMENT AS PER SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES CAT, 2013:

General Information:

- 1) Nature of Industry: The Company operates in consumer durables. The Company is an electronic manufacturing services (EMS) provider for original equipment manufacturers (OEMs) of consumer electronic products in India.

The Company is engaged in the manufacturing of consumer durables which comprise mainly of-

- Molding division: Parts of Air-Conditioners, Air Coolers, Washing Machines, Refrigerators, ceiling fan parts, Automobile parts, Sanitary ware products, etc.;
- Electronics Division: Printed circuit board assemblies for LED TVs, Set Top boxes, energy meters, etc.;
- Complete products: Assembly and manufacturing of Set Top boxes, Washing Machines, Air Conditioners, Air-Coolers and LED TVs etc.
- PU Paint Shop: Automated painting line to attend to all kinds of painting related needs;
- Thermoset - (UF) Toilet Seats manufacturing facility: Scratch resistant toilet seats having high aesthetic value, and
- Tooling Division: Design & development of moulds for various products.

- 2) Commencement of business: The Company started its operation on 05th October, 2003.

- 3) Financial Performance: During the year under review, your company recorded revenue of ₹64,188.56 lakh in FY 2019-20 including other income as compared to ₹51,154.19 lakh in FY 2018-19, a growth of 25.5%. The Company has recorded strong revenue growth in the year despite losing sales of 15 days in March 2020 due to COVID-19. Depreciation increased by 22.1% to ₹1631.03 lakh in FY 2019-20 as compared to ₹1,336.35 lakh in FY 2018-19. Interest expense increased by 42.7% to ₹1,475.45 lakh in FY 2019-20 from ₹1,033.68 lakh in FY 2018-19. This is mainly attributed to increase in borrowings during the year. Profit before Tax before exceptional items stood at ₹1,131.88 lakh in FY 2019-20

as compared to ₹1,016.47 lakh in FY 2018-19, representing a growth of 11.4% YoY.

4) Foreign Investment/Collaborations: NIL

Information about appointee:

- 1) Back Ground details, job profile, suitability, recognitions: Refer to explanatory statement.
- 2) Last Drawn Remuneration: Rs. 2,52,548/- per month (Gross Salary) in capacity of Chief Operating officer.
- 3) Proposed remuneration: As mentioned in the Explanatory Statement.
- 4) Comparative remuneration profile: There are no set standards of remuneration of MD in this industry. However, the proposed remuneration commensurate with duties & responsibilities assigned to him and near to remunerations being offered in other companies to managerial persons.
- 5) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel: He does not have any pecuniary relationship directly or indirectly with the company except drawing remuneration and does not have any relationship with the managerial personnel.

Other Information:

Reason for inadequate profit & step taken/proposed to be taken for improvement: The Company has incurred ₹5,271.57 lakh Lakhs on capital expenditure which includes new addition to the fleet of injection moulding machines, Pick & place machine, new ODM model based moulds of Washing machines. The Company increased covered area of existing factories by constructing new buildings/floors. The Company achieved the highest revenue mark which crossed ₹60,000 lakh in FY 2020. However, the cut throat competition in the market affected the profit margin of the Company. ODM washing machine business has panned out very well in FY 2020 and the Company received very encouraging response to its semi-automatic platforms. The Company ramped up Design shop and Tool room capacity, which places the Company at a significant competitive advantage. The Company commissioned assembly of AC IDU (Indoor Unit) along with heat exchanger coil for AC IDU. Clients' engagements are expanding for products

categories like AC's, Washing Machines and Refrigerator.

Expected increase in productivity and profits in measurable terms: The business operations of the company were impacted due to Covid-19. The profit margin is expected to increase in coming years.

Item No. 5 to 6:

Pursuant to section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a company cannot, except with the consent of the company by way of special resolution in general meeting, borrow for business purpose of the Company (apart from temporary loans from the company's banker, in the ordinary course of business), such sum(s) of money (in foreign or Indian currency), from time to time with or without which may exceed the aggregate of the paid-up capital, free reserves and securities premium of the company.

Further, as per section 180(1)(a) of the Companies Act, 2013 the Board of Directors of the Company cannot, except with the consent of the company by way of special resolution in general meeting, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.

Taking into consideration the requirements of additional funds to meet the cost of the company's capital expenditure programs including setting-up new units, technology upgradation, working capital requirements, etc. and therefore consequent need to create charge of any movable or immovable properties or tangible or intangible properties of the Company; the consent of the members is therefore, sought in accordance with the provisions of Section 180(1) (c) and 180(1)(a) of the Companies Act, 2013 to enable the Board of Directors to borrow and create charge for an amount upto Rs. 500 Crores. The existing limit is Rs. 300 Crores.

The Board has recommended the resolution set out in Item No. 5 & 6 for approval of shareholders by way of special resolution.

None of the Directors and their relatives are concerned or interested in the Resolution set out at Item Nos. 5 & 6 of the notice.

Date: 13/08/2020
Place: Greater Noida

By Order of Board of Directors of PG Electroplast Limited
(Sanchay Dubey)
Company Secretary
Membership No. A51305

Details of Director seeking re-appointment at the Annual General Meeting

Particulars	Mr. Anurag Gupta
Date of Birth	27/05/1969
Education Qualification	Bachelor of Electronics in Computer Engineering & Science
Date of Appointment on the Board	17/03/2003
Category of Director	Whole time, Executive
Area of Expertise/ Work Experience	He has an experience of around 28 years in the field of Electronic Manufacturing Services. He is responsible for development and implementation of technical policies, quality assurance, technological advancement, plant & machinery monitoring and Research & Development.
Names of other Directorships in Public Limited Company	Kushang Technologies Limited
Membership/Chairmanship of Committees of other public Companies	N.A.
Number of shares held in the Company	24,26,201 Equity Shares

For other details such as number of meetings of the board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of above director, please refer to the corporate governance report which is a part of the Annual Report.

Detail of appointment of Mr. Bhawa Nand Choudhary as Managing Director of the Company is mentioned in Item No. 4 of Explanatory statement.