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

5th September 2018

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

Scrip Code: 533581

By means of BSE Listing Centre

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

Scrip Symbol: PGEL

By means of NEAPS

Dear Sir,

Ref: Notice of the 16th Annual General Meeting (AGM)

With reference to Notice of the 16th AGM filed on 1st September 2018, this is to inform that 'Route map of AGM venue' was not attached to the said Notice. In this regard, please find attached Notice of the 16th Annual General Meeting of PG Electroplast Limited scheduled to be held on Saturday, 29th day of September 2018 at 10.30 A.M. at Auditorium, Asia Pacific Institute of Management, No. 3 & 4 Institutional Area, Jasola, Opp. Sarita Vihar, New Delhi – 110025.

Further, electronic copy of the Notice and Annual Report 2017-18 has been sent to the members through e-mail to their e-mail id registered with depository participant/Company. Physical copies of the same have been dispatched to those members who have not registered their e-mail id or opted for physical copy.

This is for your information and record.

Thanking you

Yours faithfully,

For **PG Electroplast Limited**

(Sanchay Dubey)
Company Secretary

PG ELECTROPLAST LIMITED DELHI

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

PG ELECTROPLAST LIMITED

CIN-L32109DL2003PLC119416

Corporate Office :
P-4/2, 4/3, 4/4, 4/5, 4/6, Site-B, UPSIDC Industrial Area, Surajpur
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E-mail # info@pgel.in Website # www.pgel.in

NOTICE OF THE 16TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 16th ANNUAL GENERAL MEETING of the shareholders of PG ELECTROPLAST LIMITED (the "Company") will be held on Saturday, 29th day of September, 2018 at 10:30 AM. at Auditorium, Asia Pacific Institute of Management, No. 3 & 4 Institutional Area, Jasola, Opp. Sarita Vihar, New Delhi - 110025 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 31st March, 2018, the report of the Board of Directors and Auditors thereon.

2. To re-appoint Mr. Vishal Gupta (DIN- 00184809) 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 AUDITORS FOR THE FINANCIAL YEAR ENDING ON 31ST MARCH, 2019** 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 31st March, 2019 as approved by the Board of Directors on recommendation of the Audit Committee of the Company."

By Order of Board of Directors
of PG Electroplast Limited

Date: 11/08/2018
Place: Greater Noida

PG ELECTROPLAST LIMITED DELHI

For PG Electroplast Limited

Company Secretary

(Sanchay Dubey)
Company Secretary
Membership No. A51305

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

NOTES:

1. **Appointment of Proxy**

   A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ENCLOSED WITH THIS NOTICE.

2. **Restriction for appointing proxy**

   A MEMBER CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINTS A SINGLED PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY OF ANY OTHER PERSON OR SHAREHOLDERS.

3. **Appointment of Representative**

   Corporate Members intending to send their authorized representatives to attend the Annual General Meeting are requested to send a duly certified copy of their Board Resolution authorizing their representative to attend and vote at the Annual General Meeting along with specimen signature.

4. **Attendance slip**

   Members/proxies are requested to produce the Attendance Slip duly signed as per the specimen signature recorded with the Company/Depository Participant for admission to the meeting hall. Members, who hold shares in de-materialized form, are requested to bring their DP I.D. and Client I.D. No(s) for easier identification of attendance at the meeting. Attendance slip and proxy slip are annexed hereto.

5. **Submission of PAN and Bank details**

   The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) and bank account details by every participant in securities market. Accordingly, members holding shares in electronic form are requested to submit their PAN to their DP with whom they are maintaining their demat accounts. Members holding shares in physical form are required to submit their PAN and bank account details to Company in terms of SEBI Circular dated 20th April, 2018.

6. **Explanatory Statement:**

   The Explanatory Statements with respect to special business to be transacted at the meeting are annexed hereto.

7. **E Voting**

   The Company is pleased to provide e-voting facility to enable Shareholders to exercise their right to vote electronically through website https://evoting.karvy.com, from a place other than place of the meeting. The Company has appointed Karvy Computershare Pvt Ltd. as e-voting agency. **The remote e-voting shall start on 26/09/2018 at 10.00 AM. & close on 28/09/2018 at 5:00 PM.** Remote E-voting shall not be allowed beyond the said time & date.

PG ELECTROPLAST LIMITED DELHI

The E-Voting event number, User-ID and password along with instructions for e-voting are provided in notice of E-Voting, being sent along with the Notice of this Annual General Meeting. Already registered users on website "https://evoting.karvy.com" may use existing log-in credentials.

8. Cut-off date for voting Rights:

During the period when facility for remote e-voting is provided, the member of the Company, holding shares either in physical form or dematerialized form, as on 24/09/2018 may opt for remote e-voting. Once the vote on resolution is cast by the member, he shall not be allowed to change it subsequently or cast vote again.

9. Voting at the meeting:

The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

The 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. In case of joint holders attending the meeting, only such joint holder, who is higher in the order of name, will be entitled to vote.

10. Scrutinizers

The Company has appointed Mr. Rahul Kumar, Practicing Company Secretary as Scrutinizers to scrutinize the voting as well as remote e-voting process in a transparent manner.

The Scrutinizer shall immediately after conclusion of voting at AGM, first count the vote thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. He shall handover Scrutinizer's Report to the Chairman or to any other person authorized by the Chairman in this regard.

11. Instructions for E Voting:

i. Use the following URL for e-voting: https://evoting.karvy.com
ii. Enter the login credentials, i.e., user id and password mentioned in your email/notice. Your Folio No/DP ID Client ID will be your user ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and Password for casting your votes.
iii. After entering the details appropriately, click on LOGIN.
iv. 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.
v. You need to login again with the new credentials.
vi. On successful login, the system will prompt you to select the EVENT, i.e., PG Electroplast Limited.
vii. On the voting page, the number of shares (which represents the number of votes) as held by the member as on the cutoff date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, then enter all shares and

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click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR'/'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.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.

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 copy (PDF/JPG Format) of the relevant Board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer through e-mail: rahulksg@outlook.com. They 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 'Corporate Name_EVENT No.'

xi. In case of any queries, 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 Karvy Computershare Pvt. Ltd. on 1800 345 4001 (toll free).

12. Login ID and Password to access E voting Facility

Any person who acquires shares of the Company after dispatch of this Notice and holds shares as on the cut-off date i.e. as on 24/09/2018 may obtain login ID and password by sending a request to evoting@karvy.com with a copy investors@pgel.in by mentioning her / his folio number or DP ID and Client ID. Alternatively they may contact at toll free Number of Our E voting Agency provided at their website.

If the member is already registered with Karvy for E-voting, he can use his existing user ID & password for casting the vote through remote E Voting.

13. Results of Voting

The results of remote e-voting and poll at Annual General Meeting and consolidated result will be announced at evening on 29/09/2018 and the resolutions proposed thereat will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. Scrutinizer's report along with consolidated results shall be placed on website of the company www.pgel.in & website of e-voting agency https://evoting.karvy.com and communicated to the Stock Exchanges National Stock Exchange of India Ltd. and BSE Ltd.

14. Annual report:

Electronic copy of Annual Report for year 2017-18 and Notice of the Annual General Meeting of the Company are being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same.

For members who have not registered their email address, physical copy of Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.

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15. Closure of Register of Member:

The Register of Members and Share Transfer Books shall remain closed from 24/09/2018 to 29/09/2018 (both days inclusive) for the purpose of Annual General Meeting.

16. Dividend: The Board of Directors of the Company has not recommended any dividend.

17. Registration of E-mail id for correspondence:

Members, who have not registered their e-mail address so far, are requested to register their e-mail for receiving all communication including annual report, notices, circulars etc. through email.

Members holding shares in D-mat form may intimate the e-mail to their depository participants & Members holding shares in physical form are requested to address all correspondence concerning the registration of transfers, transmission, sub-division, consolidation of shares or any other related matters and/or any change in address or updation thereof to the Company/RTA-Karvy Computershare Pvt. Ltd.

18. Availability of Annual Report & Notice on website

Members may also note that the Notice of the 16th Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's website www.pgel.in. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during (01.00 PM to 3.30 PM) on Monday to Friday. For any communication, the shareholders may also send requests to the Company's investor email id: investors@pgel.in. The notice will also be available on E-Voting Agency website https://evoting.karvy.com .

19. Inspection

The Register of Directors', Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the venue of AGM.

20. Members desiring any information as regards to the Accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the meeting.

21. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares for ease of portfolio management.

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, 2019. Remuneration payable to M/s Amit Singhal & Associates, Cost Auditors of the Company for the financial year ended 31st March, 2019 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 11th August, 2018.

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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.

By Order of Board of Directors
of PG Electroplast Limited
For PG Electroplast Limited

Date: 11/08/2018
Place: Greater Noida

PG ELECTROPLAST LIMITED DELHI

Company Secretary
(Sanchay Dubey)
Company Secretary
Membership No.-A51305

PG Electroplast Limited

ATTENDANCE SLIP

16th Annual General Meeting

Please fill attendance slip and hand it over at the entrance of the meeting hall.

Day: Saturday, 29th September, 2018

Time: 10:30 AM.

Place: Auditorium, Asia Pacific Institute of Management, No. 3 & 4 Institutional Area, Jasola, Opp. Sarita Vihar, New Delhi - 110025

Full Name of First Shareholder:	
Joint Shareholder, if any:	

DP Id*		Folio No.**	
Client Id*		No. of Shares	

Full name of person attending the meeting as Shareholder/Proxy:	

I hereby record my presence at the 16th Annual General Meeting of the Company held on Saturday, 29th September, 2018 at Auditorium, Asia Pacific Institute of Management, No. 3 & 4 Institutional Area, Jasola, Opp. Sarita Vihar, New Delhi – 110025.

(Signature of Shareholder/Proxy)

*Applicable for investors holding share in electronic form.

** Applicable for investors holding share in physical form.

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PG ELECTROPLAST LIMITED

CIN: L32109DL2003PLC119416

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

FORM MGT-11 (PROXY FORM)

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of member(s)		Email:	
Registered address		Folio No/ *Client id:	
		*DP id:	

I/We, being the shareholder of ..... shares of the above named company, hereby appoint

1. Name:	Email id:
Address:	Signature

or failing him

2. Name:	Email id:
Address:	Signature

or failing him

3. Name:	Email Id:
Address:	Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf in AGM to be held on Saturday, 29th September, 2018 at 10:30 A.M. at Auditorium, Asia Pacific Institute of Management, No. 3 & 4 Institutional Area, Jasola, Opp. Sarita Vihar, New Delhi – 110025 and at any adjournment thereof in respect of such resolutions as are indicated below:

S.N.	Resolution	For*	Against*
1	**1.** To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2018, the report of the Board of Directors and Auditors thereon.		
2	**2.** To re-appoint Mr. Vishal Gupta (DIN- 00184809) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment.		
3	**3.** To approve/ratify remuneration of the cost auditors for the financial year ending on 31st March, 2019.		

Signed this ..... day of .....2018.

Signature of shareholder	**Signature of Proxy holder(s)**	**Affix Rupee 1 Revenue stamp**

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Note:

*Please put a tick (√) in the appropriate column against the resolution as indicated in the Box. Alternatively, you may mention the number of shares in the appropriate column in respect of which you would like your proxy to vote. If you leave the column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

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1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not to be member of the Company.
3. In case the member appointing the proxy is a body corporate, the proxy form should be signed under the seal or be signed by an officer or an attorney duly authorised by it and an authenticated copy of such authorisation should be attached to the proxy form.
4. In case of joint holders, signature of any one holder will be sufficient, but name of all joint holders should be stated.

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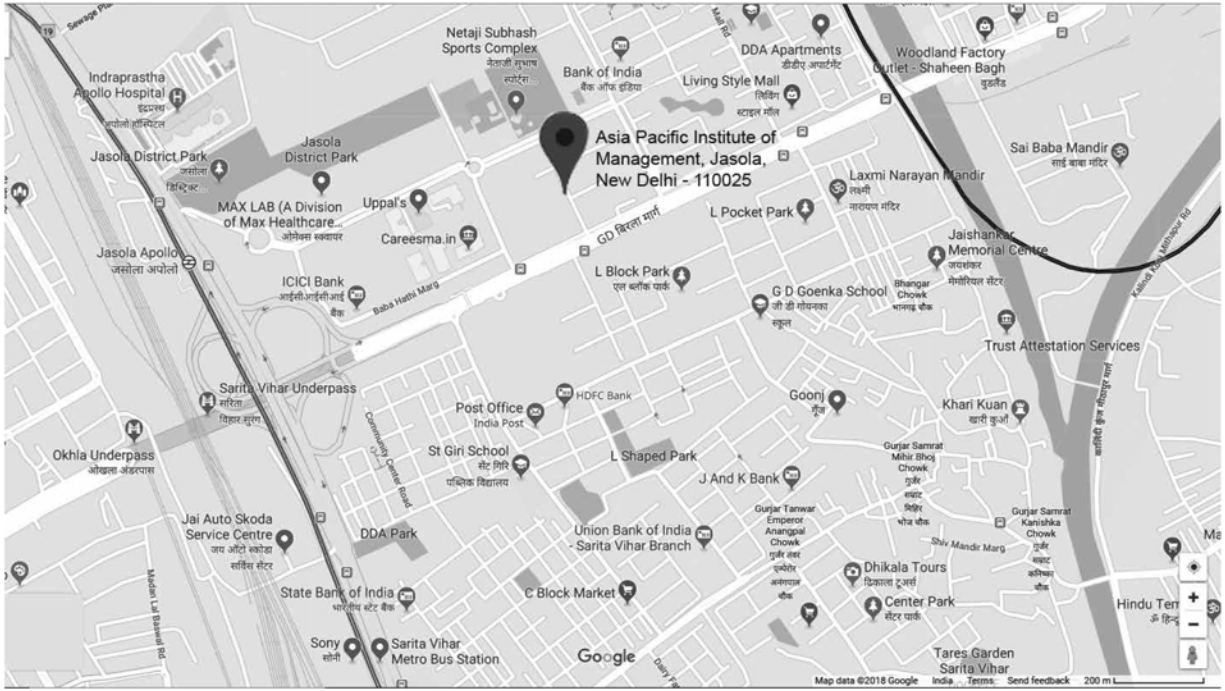
AGM Venue - Route Map