



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

August 23, 2016

To,
The Manager (Listing)
Bombay Stock Exchange 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

Sub: Notice of 14th Annual General Meeting (AGM) & Book Closure

With reference to captioned subject, this is to inform that the 14th Annual General Meeting of the Shareholders of the Company will be held on Wednesday, 21st day of September, 2016 at 11:00 A.M at Auditorium, New Delhi YMCA Tourist Hostel, Jai Singh Road, New Delhi-110 001.

The Company is providing **"remote e-voting facility"** to Shareholders in respect of all resolutions mentioned in the Notice of this AGM. The remote e-voting shall start on 17/09/2016 at 9.00 A.M. & close on 20/09/2016 at 5:00 PM.

Members of the Company, holding shares either in physical form or dematerialized form, as on 16/09/2016 **(Cut-off date for eligibility to vote)** shall be entitled to vote by electronics means or in general meeting. Eligible shareholders may exercise their voting right by remote e-voting facility on website <https://evoting.karvy.com>. Instructions for remote e-voting are specified in the Notice calling AGM.

Book Closure: The Register of Members and Share Transfer Books shall remain closed from 17.09.2016 to 21.09.2016 (both days inclusive) for the purpose of Annual General Meeting.

Notice calling abovementioned AGM is attached herewith. Kindly acknowledge the receipt.

For PG Electroplast Limited

Rahul Kumar
(Rahul Kumar)
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

Corporate Office: P-4/2 to 4/6, Site-B, UPSIDC Indl. Area, Surajpur, Greater Noida,

Dist- Gautam Budh Nagar, Uttar Pradesh- 201306

Tel No: +91-120-2569323

Email: investors@pgel.in

Fax No: +91-120-2569131

Website: www.pgel.in

NOTICE FOR THE 14TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 14th ANNUAL GENERAL MEETING of the shareholders of PG ELECTROPLAST LIMITED (the "Company") will be held on Wednesday, 21st day of September, 2016 at 11:00 A.M at Auditorium, New Delhi Y.M.C.A. Tourist hostel, Jai Singh Road, New Delhi-110 001 to transact the following business:

ORDINARY BUSINESS:

To consider and, if thought fit, to pass following resolutions as ORDINARY RESOLUTION:

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2016, the report of the Board of Directors and Auditors thereon.

"RESOLVED THAT the audited financial statements of the Company for the financial year ended 31st March 2016 together with the Board's Report and the report of the Auditors thereon, laid before this meeting, be and are hereby considered and adopted."

2. To re-appoint Mr. Promod Gupta (DIN- 00181800) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment.

"RESOLVED THAT pursuant to section 152 of the Companies Act 2013, Mr. Promod Gupta (DIN- 00181800), who retires by rotation at this meeting and being eligible, has offered himself for re-appointment as director of the Company, be and is hereby reappointed as a Director of the Company, liable to retire by rotation."



3. To re-appoint Mr. Vikas Gupta (DIN- 00182241) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment.

"RESOLVED THAT pursuant to section 152 of the Companies Act 2013, Mr. Vikas Gupta (DIN- 00182241), who retire by rotation at this meeting and being eligible, has offered himself for re-appointment as director of the Company, be and is hereby reappointed as a Director of the Company, liable to retire by rotation."

4. To ratify appointment of the Statutory Auditor's:

"RESOLVED THAT pursuant to provisions of Section 139 of the Companies Act, 2013 (the "Act") read with Companies (Audit and Auditors) Rules, 2014 and other applicable provisions (including any statutory modification(s) or re-enactment thereof for the time being in force), appointment of M/s Chitresh Gupta & Associates, Chartered Accountants, Delhi, (Firm Registration No. 017079N); who has been appointed as Statutory Auditors in 12th AGM to hold office up to conclusion of 15th Annual General Meeting (AGM); be and is hereby ratified to hold office of the Statutory Auditors from the conclusion of this 14th AGM till the conclusion of 15th Annual General Meeting of the Company, on such remuneration as shall be fixed by the Board of Directors of the company."

SPECIAL BUSINESS:

5. **TO APPROVE/RATIFY REMUNERATION OF THE COST AUDITORS FOR THE FINANCIAL YEAR ENDING ON MARCH 31, 2017** 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 Section 148 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; remuneration (including out of pocket expenses) of Rs. 3,00,000/- (Rupees Three Lakh Only) plus applicable



service tax to be paid to M/s Amit Singhal & Associates, (Firm Registration No. 101073) to conduct cost Audit for the financial year ending on March 31, 2017 which is fixed by the Board of Directors of the Company, be and is hereby ratified."

6. **RE-APPOINTMENT AND REMUNERATION OF MR. PROMOD GUPTA AS MANAGING DIRECTOR OF THE COMPANY** and in this regards to consider and, if thought fit, to pass with or without modification the following resolution as SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to Sections 2(94), 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and other applicable provisions of the Act and the provisions of Articles of Association of the company, Mr. Promod Gupta, who is aged 74 years, be and is hereby appointed as Managing Director of the company, liable to retire by rotation, for a period 3 years with effect from 15th July 2016 on such terms and conditions including remuneration, increments as detailed in the explanatory statements of this notice.

"RESOLVED FURTHER THAT subject to provisions of Section 197 of the Companies Act, 2013, the Board of Directors (hereinafter referred to as the "Board" which expression shall also include the 'Nomination and Remuneration Committee' of the Board) be and is hereby authorized to grant increments in remuneration, vary/alter at any time the remuneration, terms and conditions of the said appointment in such manner as may be approved by the Board and are acceptable to Mr. Promod Gupta, Managing Director, without any further reference to the company in general meeting, subject to condition that increased remuneration shall not exceeds the limits of yearly remuneration specified under Schedule V to the Companies Act, 2013 or such other limits as may be prescribed from time to time."

"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 approved by the Board as per authority conferred by this resolution, may be paid as minimum remuneration to Mr. Promod Gupta as Managing Director even in the event of absence or inadequacy of profits in any year during his tenure".



"RESOLVED FURTHER ALSO 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."

7. RE-APPOINTMENT AND REMUNERATION OF MR. ANURAG GUPTA AS WHOLE TIME DIRECTOR OF THE COMPANY and in this regards to consider and, if thought fit, to pass with or without modification the following resolution as SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to Sections 2(94), 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and other applicable provisions of the Act, Mr. Anurag Gupta, be and is hereby appointed as Whole Time Director of the company, liable to retire by rotation, for a period 3 years with effect from 15th July 2016 on such terms and conditions including remuneration, increments as detailed in the explanatory statement of this notice.

"RESOLVED FURTHER THAT subject to provisions of Section 197 of the Companies Act, 2013, the Board of Directors (hereinafter referred to as the "Board" which expression shall also include the 'Nomination and Remuneration Committee' of the Board) be and is hereby authorized to grant increments in remuneration, vary/alter at any time the remuneration, terms and conditions of the said appointment in such manner as may be approved by the Board and are acceptable to Mr. Anurag Gupta, Whole time Director, without any further reference to the company in general meeting, subject to condition that increased remuneration shall not exceeds the limits of yearly remuneration specified under Schedule V to the Companies Act, 2013 or such other limits as may be prescribed from time to time."

"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 approved by the Board as per authority conferred by this resolution, may be paid as minimum remuneration to Mr. Anurag Gupta as Whole Time Director even in the event of absence or inadequacy of profits in any year during his tenure".



"RESOLVED FURTHER ALSO 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."

8. RE-APPOINTMENT AND REMUNERATION OF MR. VIKAS GUPTA AS WHOLE TIME DIRECTOR OF THE COMPANY and in this regards to consider and, if thought fit, to pass with or without modification the following resolution as SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to Sections 2(94), 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and other applicable provisions of the Act and the provisions of Articles of Association of the company, Mr. Vikas Gupta, be and is hereby appointed as Whole Time Director of the company, liable to retire by rotation, for a period 3 years with effect from 15th July 2016 on such terms and conditions including remuneration, increments as detailed in the explanatory statement of this notice.

"RESOLVED FURTHER THAT subject to provisions of Section 197 of the Companies Act, 2013, the Board of Directors (hereinafter referred to as the "Board" which expression shall also include the 'Nomination and Remuneration Committee' of the Board) be and is hereby authorized to grant increments in remuneration, vary/alter at any time the remuneration, terms and conditions of the said appointment in such manner as may be approved by the Board and are acceptable to Mr. Vikas Gupta, Whole Time Director, without any further reference to the company in general meeting, subject to condition that increased remuneration shall not exceeds the limits of yearly remuneration specified under Schedule V to the Companies Act, 2013 or such other limits as may be prescribed from time to time."

"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 approved by the Board as per authority conferred by this resolution, may be paid as minimum



remuneration to Mr. Vikas Gupta as Whole Time Director even in the event of absence or inadequacy of profits in any year during his tenure".

"RESOLVED FURTHER ALSO 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."

9. RE-APPOINTMENT AND REMUNERATION OF MR. VISHAL GUPTA AS WHOLE TIME DIRECTOR OF THE COMPANY and in this regards to consider and, if thought fit, to pass with or without modification the following resolution as SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to Sections 2(94), 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and other applicable provisions of the Act and the provisions of Articles of Association of the company, Mr. Vishal Gupta, be and is hereby appointed as Whole Time Director of the company, liable to retire by rotation, for a period 3 years with effect from 15th July 2016 on such terms and conditions including remuneration, increments as detailed in the explanatory statement of this notice.

"RESOLVED FURTHER THAT subject to provisions of Section 197 of the Companies Act, 2013, the Board of Directors (hereinafter referred to as the "Board" which expression shall also include the 'Nomination and Remuneration Committee' of the Board) be and is hereby authorized to grant increments in remuneration, vary/alter at any time the remuneration, terms and conditions of the said appointment in such manner as may be approved by the Board and are acceptable to Mr. Vishal Gupta, Whole Time Director, without any further reference to the company in general meeting, subject to condition that increased remuneration shall not exceeds the limits of yearly remuneration specified under Schedule V to the Companies Act, 2013 or such other limits as may be prescribed from time to time."

"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 approved by the Board as per



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 said Annual General Meeting.

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.

5. E Voting

The Company is pleased to provide e-voting facility to enable Shareholders to cast their vote electronically on website <https://evoting.karvy.com>, from a place other than place of the meeting, for all items mentioned in the Notice of this AGM. The Company has appointed Karvy Computershare Pvt Ltd. as e-voting agency. **The remote e-voting shall start on 17/09/2016 at 9.00 A.M. & close on 20/09/2016 at 5:00 PM.** Remote E-voting shall not be allowed beyond the said time & date.

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.

6. 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 16/09/2016 shall be entitled to vote by electronics means or to vote at AGM venue.

7. 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.

8. Scrutinizers

The Company has appointed M/s RSJ Associates, 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 end 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.

9. 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 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: csvishalrai@gmail.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).

10.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 16th September, 2016, 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 at 1800 345 4001.



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.

11.Results of Voting

The results of remote e-voting and poll at Annual General Meeting and consolidated result will be announces on 22/09/2016 at the registered office at 4:00 PM 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.pgell.in & website of e-voting agency <https://evoting.karvy.com> within two working days of passing of the resolutions at the Annual General Meeting of the Company and communicated to the Stock Exchanges where the shares of the Company are listed – the National Stock Exchange of India Ltd. and BSE Ltd.

12.Annual report:

Electronic copy of Annual Report for year 2015-16 and Notice of the Annual General Meeting of the Company are being sent to all the members as on - 12/08/2016, 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.

13.Explanatory Statement:

The relevant Explanatory Statements with respect to business under set out under Item Nos. 5 to 9 above are annexed hereto. In terms of the requirements of the Listing Agreement, brief profiles of directors seeking appointment/re-appointment, form part of the Notice.

14.Closure of Register of Member:

The Register of Members and Share Transfer Books shall remain closed from 17.09.2016 to 21.09.2016 (both days inclusive) for the purpose of Annual General Meeting.



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

16.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.

17. Availability of Annual Report & Notice on website

Members may also note that the Notice of the 14th Annual General Meeting and the Annual Report for 2015-16 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>.

18.Inspection

The Register of Directors' and 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.

19.The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to RTA-Karvy Computershare Pvt. Ltd.



20.Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

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

Item No. 5:

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 March 31, 2017.

Remuneration payable to M/s Amit Singhal & Associates, Cost Auditors of the Company for the financial year ended March 31, 2017, 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 August 5, 2016.

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 5 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.6:

Subject to the approval of the Central Government, if required, and Members of the Company, the "Board of Directors" & "Nomination & Remuneration Committee" of the Company at its meeting held on 5th August 2016 had approved appointment of and payment of remuneration to Mr. Promod Gupta, who is aged 74 years (Date of Birth: 23/03/1942), as Managing Director of the Company for a period of three (3) years with effect from 15th July 2016. The appointment was based on recommendations of the Nomination and Remuneration Committee.



He obtained his Bachelor of Engineering from The Birla Institute of Technology & Science (BITS, Pilani) in 1966, Post-graduate Diploma in Marketing and Sales Management from Faculty of Management Sciences, Delhi University in 1977 and fellow membership of The Institution of Electronics and Telecommunication Engineers (FIETE) in 1984. He is a first generation entrepreneur; with an experience of over 39 years in the field of electronic manufacturing services. He was previously employed as a senior scientist in Semiconductor Devices Division of Defense Research and Development Organization (DRDO) (formerly known as Solid State Physics Laboratory), where he worked for 13 years from 1966 to 1978, on the development of semiconductor devices and their testing for use in various defense systems and installation.

He started the PG Group in 1977 by making radio transistors, receivers and black & white television components. Gradually and slowly, over a period of more than three decades, the PG Group has forayed into the manufacturing and assembling of TV sets and audio-video players simultaneously doing backward integration by setting up plastic injection-molding and PCB assembly lines.

He is one of the promoters of this Company & he has been associated as Director since the date of incorporation of the Company on 17/03/2003. He is responsible for the management of the overall operations of our Company and to identify, develop & direct the implementation of business strategies. Mr. Promod Gupta heads the Company with his excellent skills of communication, liaisoning 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. His expertise are in the area of production helps improve the operational systems, processes and policies in support of organizational mission. He is a visionary and the company makes use of his knowledge for long term organizational planning and formation of strategies to achieve organizational objectives.

Mr. Promod Gupta holds an office of Director in PG Infotel Pvt Ltd & P.G.Appliance Pvt. Ltd., None of these Companies are listed. He holds 40,16,166 shares (24.47% of paid up capital) in the Company. He attended all 5 board meetings held in financial year 2015-16. Mr. Gupta satisfies all the conditions



stated in the Part I of the Schedule V to the Companies Act, 2013 except to the extent that his is 74 years old, thus special resolution is proposed for his appointment.

The material terms & Conditions of his appointment including remuneration, increments are following:

Term: 3 (three) years, from 15th July 2016 to 14th July 2019

Salary, Allowances and Perquisites ("Remuneration")

- a) Basic Salary: Rs. 2,43,300/- per month.
- b) House Rent Allowance: Rs. 1,21,650/-per month.
- c) Other Perquisite: Rs. 40,550/- per month.
- d) Provident Fund Employer's Contribution/Pension/Gratuity/Leave encashment: as applicable in according to existing Laws.
- e) Reimbursement of Telephone expenses for official use: as per the rules of the company.
- f) Reimbursement of conveyance expenses for performing official work: as per rules of the company.
- g) Health insurance policy: Premium to be paid by the company as per the policy terms.
- h) All other terms and conditions of his employment shall be decided by the Board.
- i) **Increments in remuneration:** Remuneration including Basic salary, allowances, perquisites etc. may be increased on yearly basis to any amount within the limit prescribed in the Schedule V of the Companies Act 2013 or any other applicable limits prescribed in the Act.

Minimum Remuneration: Where in any financial year, the Company has no profit or its profits are inadequate, the Company will pay to the Managing Director, Minimum Remuneration as provided in Schedule V of the Companies Act, 2013 as modified from time to time.

Other Terms and Conditions:

1. The Managing Director shall not be paid any sitting fees for attending meetings of the Board or any Committee/s thereof.
2. Subject to the supervision and control of the Board of Directors, the 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, the Managing Director shall work under the overall superintendence and direction of the Board of Directors.

3. 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.

The above may also be treated as an abstract of the terms and conditions of the appointment of Mr. Promod Gupta as required under Section 190 of the Companies Act, 2013.

In view of the provisions of Sections 196, 197, 203 the Board recommends the Special Resolution set out at Item No. 6 of the accompanying Notice, for the approval of the Members.

Mr. Promod Gupta, being an appointee, along with Mr. Vikas Gupta, Mr. Anurag Gupta & Mr. Vishal Gupta, Directors of the Company being their Son along with their relatives are concerned or interested in the Resolution set out at Item No. 6 of the Notice.

Item Nos. 7-9:

Subject to the approval of the Central Government, if required, and Members of the Company, the Board of Directors of the Company at its meeting held on 5th August 2016 had re-appointed following person as Whole Time Directors of the Company for a period of three (3) years with effect from 15th July 2016:

- 1) Mr. Anurag Gupta
- 2) Mr. Vikas Gupta
- 3) Mr. Vishal Gupta.

These appointments have been made on the basis of recommendations of the Nomination and Remuneration Committee.

Details of Qualification, experiences etc. are provided below:

	Anurag Gupta	Vikas Gupta	Vishal Gupta
Date of Birth	27/05/1969	25/09/1972	25/09/1972
Date of first appointment on the Board	Since Incorporation	01/05/2010	01/05/2010



Qualification	He did his Bachelors of Electronics in Computer Engineering & Science from M. S. Ramaiah Institute of Technology, Bangalore University in 1991	He did his Master in Business Administration from the University of Pune in 1995 and B.Com (Hons.) from Delhi University in 1993	He did his Masters in Business Administration from the University of Pune in 1995 and B.Com (Hons.) from Delhi University in 1993
Industrial Experience	In 1992, he joined M/s PG Electronics (a partnership firm in the Promoter Group) as a Partner, where he was responsible for manufacturing of TV components. In 1999, he joined Kushang Technologies Limited (formerly Kushang Apparels Limited) as a director, where he was responsible for all Technical functions of the firm.	He started his career with PG Electronic Components Private Limited, one of our erstwhile Promoter Group Companies, in the year 1995. There, he was responsible for overseeing the production / manufacturing of PCB assemblies and electronic TV components. Later, in the year 1999, he joined Bigesto Technologies Limited (formerly Bigesto Foods Private Limited) as a Director, responsible for manufacturing and marketing operations of the company.	He started his career with Astrotech International, one of our Promoter Group Companies, in the year 1995. There, he was responsible for overseeing the financial, commercial and marketing aspects of the company. Later, in the year 2000, he joined Bigesto Technologies Limited (formerly Bigesto Foods Private Limited) as a Director, responsible for financial, accounting and commercial aspects of the business.
Association with the Company & Job Profile	He joined our Company as Promoter Director in 2003 and became Executive Director - Technical in 2010. His responsibilities in our Company include development and implementation of all technical policies & procedures including all associated	He joined our Company as Executive Director - Operations in the year 2010. Mr. Vikas Gupta duty is to ensure functions that the company continues to get good order book position and niche clients remain our client strength. He also explores viable new business models and	He joined our Company as Executive Director - Finance in the year 2010. Mr. Vishal Gupta directs annual budgeting and planning process of the organization, Oversee monthly and quarterly assessments and forecasts of organization's financial performance,



	production and post-production services, monitoring of plant & machineries required for production and quality assurance and technology up-gradation as and when required, executing research & development activities, establishing and supervising operations and maintenance routines (preventive, general & emergency) and ensuring strict adherence to our quality assurance policy.	dimensions where the company can create and develop business opportunities, Managing and increasing the operational efficiencies with right product mix to generate more cash flows and increased operating margins to achieve organizational growth and objectives.	monitoring cash flows, provide financial and human resources advice and guidance to senior members of team to ensure compliance of accounts, finance, internal control process, human resource, payroll, personnel & administration and all other corporate law related matters.
No of share held in the Company	15,14,222 (9.22% of paid up capital)	20,70,722 (12.62% of paid up capital)	20,75,012 (12.64% of paid up capital)
Details of other Directorship	Kushang Technologies Ltd P.G.Appliances Pvt Ltd PG Infotel Pvt Ltd Vrinda Infotech Pvt Ltd	P.G.Appliances Pvt Ltd PG Infotel Pvt Ltd Sharadha Realtech Pvt Ltd Bigesto Technologies Ltd	P.G.Appliances Pvt Ltd PG Infotel Pvt Ltd Vrinda Infotech Pvt Ltd Sharadha Realtech Pvt Ltd
No of Board meetings attended during FY 2015-16	Five out of five meetings	Five out of five meetings	Five out of five meetings

Aforementioned persons satisfy all the conditions stated in the Part I of the Schedule V to the Companies Act, 2013.



The material terms of above said appointment and remuneration are following:

Term: 3 (three) years, from 15th July 2016 to 14th July 2019

Salary, Allowances and Perquisites ("Remuneration"):

- a) Basic Salary: Rs. 2,43,300/- per month.
- b) House Rent Allowance: Rs. 1,21,650/- per month.
- c) Other Perquisite: Rs. 40,550/- per month.
- d) Provident Fund Employer's Contribution/Pension/Gratuity/Leave encashment: as applicable in according to existing Laws.
- e) Reimbursement of Telephone expenses for official use: as per the rules of the company.
- f) Reimbursement of conveyance expenses for performing official work: as per rules of the company.
- g) Health insurance policy: Premium to be paid by the company as per the policy terms.
- h) All other terms and conditions of his employment shall be decided by the Board.
- i) **Increments in remuneration:** Remuneration including Basic salary, allowances, perquisites etc. may be increased on yearly basis to any amount within the limit prescribed in the Schedule V of the Companies Act 2013 or any other applicable limits prescribed in the Act.

Minimum Remuneration: Where in any financial year, the Company has no profit or its profits are inadequate; the Company will pay to the Whole Time Directors, Minimum Remuneration as provided in Schedule V of the Companies Act, 2013 as modified from time to time.

Other Terms and Conditions:

1. Whole Time Directors shall not be paid any sitting fees for attending meetings of the Board or any Committee/s thereof.
2. Subject to the supervision and control of the Board of Directors, the Whole Time Directors 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, the Whole Time Directors shall work under the overall superintendence and direction of the Board of Directors.



3. 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.

The above may also be treated as an abstract of the terms and conditions of the appointment of Whole Time Directors (Mr. Anurag Gupta, Mr. Vikas Gupta and Mr. Vishal Gupta) as required under Section 190 of the Companies Act, 2013.

In view of the provisions of Sections 196, 197, 203 of the Companies Act 2013, the Board recommends Special Resolution set out at Item Nos. 7 to 9 of the accompanying Notice, for the approval of the Members.

Mr. Promod Gupta, Mr. Vikas Gupta, Mr. Anurag Gupta & Mr. Vishla Gupta, (all four are relatives) Directors of the Company and their relatives are concerned or interested in the Resolution set out at Item Nos. 7-9 of the notice.

Statement as per SECTION II of PART II of SCHEDULE V (in relation to agenda no 6 to 9):

General Information:

- 1) Nature of Industry: the Company operates in consumer durables. It is an electronic manufacturing services (EMS) provider for original equipment manufacturers (OEMs) of consumer electronic products in India.
- 2) Commencement of business: The Company started its operation 5th October 2003.
- 3) Financial Performance: During the year, net sales gone up by 9% with respect to last year sale & the Company have managed to achieved a net profit of Rs. 1.91 crore (as compared to previous year loss of Rs. 4.54 crore).
- 4) Foreign Investment/Collaborations: NIL

Information about appointee:

- 1) Back Ground details, job profile, suitability, recognitions: Please refer to explanatory statements of agenda no 6 to 9 of this notice.
- 2) Last Drawn Remuneration: Rs. 39,82,800/- in FY 2015-16 to all appointees.
- 3) Proposed remuneration: as mentioned in the Explanatory Statements.
- 4) Comparative remuneration profile: There is not set standards of remuneration of MD/ WTD in this Industry. However the proposed remuneration commensurate with duties & responsibilities assigned to them and near to remunerations being offered in other companies to managerial persons.



- 5) Pecuniary relationships & relationship with other directors: these appointees are promoters of the Company. They draw remunerations as approved in accordance with the existing Laws. Further they are interested in a few related party transactions like payment of rent, sale/purchase of goods etc (more specifically provided in Board's Report).

Other Information:

- 1) Reason for inadequate profit & step taken/proposed to be taken for improvement: For last four years preceding the year 2015-16, Company was incurring loss due to adverse business situations, regulatory issues, not getting optimum orders, financial problems etc. the situation is getting better because of best efforts of the management of the Company e.g. for financial year 2015-16, net revenue of the Company was Rs. 263.39 crore & net profit was Rs. 1.91 crore (as compared to previous year loss of Rs. 4.54 crore). However the Company is still trying to earn adequate profit. The Company's management is targeting consistently to increase its turnover by bringing change in product mix, by increasing diversified client base and by reduction in finance cost.
- 2) Expected increase in productivity: The Company has already achieved turnover of around 98.99 crore till quarter ended on 30th June 2016 and is expecting to achieve turnover of Rs. 400 crore & net profit of Rs. 10.00 Crore in financial year 2016-17.

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

Date: 05/08/2016
Place: Greater Noida

For PG Electroplast Limited

Rahul Kumar
Company Secretary

(Rahul Kumar)

Company Secretary

Membership No-A32729

Location of 14th AGM Venue

AGM Venue: Auditorium, New Delhi YMCA Tourist Hostel, Jai Singh Road, New Delhi-110 001

Landmarks:

Nearest Metro Station: Patel Chowk Metro Station.

Nearest Famous Place: Gurudwara Bangla Sahib, Connaught Place

PG Electroplast Limited

ATTENDANCE Slip 14th Annual General Meeting

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

Day: Wednesday, 21st September 2016

Time: 11:00 AM

Place: Auditorium, New Delhi YMCA Tourist Hostel, Jai Singh Road, New Delhi-110001

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 14th Annual General Meeting of the Company held on Wednesday, 21st September 2016 at 11:00 A.M. at Auditorium, New Delhi YMCA Tourist Hostel, Jai Singh Road, New Delhi-110001.

(Signature of Shareholder/Proxy)

*applicable for investors holding share in electronic form.

** applicable for investors holding share in physical form.



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)/ Joint Holders		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 at the 14th Annual general meeting of the company, to be held on the Wednesday, 21st September 2016 at 11:00 A.M. at Auditorium, New Delhi YMCA Tourist Hostel, Jai Singh Road, New Delhi-110001 and at any adjournment thereof in respect of such resolutions as are indicated below:

S.N.	Resolution	For*	Against*
1	To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2016, the report of the Board of Directors and Auditors thereon		
2	To re-appoint Mr. Promod Gupta (DIN- 00181800) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment		



3	To re-appoint Mr. Vikas Gupta (DIN- 00182241) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment.		
4	To ratify appointment of the Statutory Auditor's		
5	To approve/ratify remuneration of the Cost Auditors for the financial year ending on March 31, 2017		
6	Re-appointment and remuneration of Mr. Promod Gupta as Managing Director of the Company		
7	Re-appointment and remuneration of Mr. Anurag Gupta as Whole time Director of the Company		
8	Re-appointment and remuneration of Mr. Vikas Gupta as Whole time Director of the Company		
9	Re-appointment and remuneration of Mr. Vishal Gupta as Whole time Director of the Company		

Signed this..... day of..... 20....

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

*Please put a (V) 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.

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.



Location of AGM Venue

AGM Venue : Auditorium, New Delhi YMCA Tourist Hostel, Jai Singh Road, New Delhi-110 001

Landmarks : Nearest Metro Station : Patel Chowk Metro Station.

Nearest Famous Place : Gurudwara Bangla Sahib, Connaught Place

