



PG ELECTROPLAST LIMITED

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, 2569841, 2569842

Fax # 91-120-2569131 E-mail # info@pgel.in

Website # www.pgel.in

NOTICE

NOTICE is hereby given that the TENTH ANNUAL GENERAL MEETING of the members of PG ELECTROPLAST LIMITED (the "Company") will be held on Wednesday, 12th September, 2012 at Guru Kirpa Farms, Palla - Bakhtawarpur Road, G.T. Karnal Road, Village Alipur, Delhi - 110 036, at 10.00 A.M to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Profit and Loss Account for the financial year ended 31st March 2012 and the Audited Balance Sheet as at that date together with the Directors' Report and Auditors' Report thereon.
2. To re-appoint Mr. Vishal Gupta as Director, who retires by rotation and, being eligible, offers him for re-appointment.
3. To re-appoint Mr. Anurag Gupta as Director, who retires by rotation and, being eligible, offers him for re-appointment.
4. To appoint M/s Chitresh Gupta & Associates, Chartered Accountants, Delhi, as Statutory Auditors of the Company and to fix their remuneration 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 provisions of section 224 of the Companies Act and other applicable provisions, if any, M/s Chitresh Gupta & Associates, Chartered Accountants, Delhi, (Firm Registration No. 0170749N), be and are hereby re-appointed as Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the company on such remuneration as shall be fixed by the Board of Directors of the company."

SPECIAL BUSINESS:

5. APPOINTMENT OF MR. BHAWA NAND CHOUDHARY AS DIRECTOR:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Bhawa Nand Choudhary, who was appointed as an Additional Director of the company w.e.f 06.02.2012, by the Board of Directors under Section 260 of the Companies Act 1956 and who shall hold office up to the date of this Annual General Meeting and for the appointment of whom the company had received a notice under Section 257 of the Companies Act, 1956 from him proposing his candidature for the office of the Director and that he has given his consent and is not disqualified to be appointed as a Director, be and is hereby appointed as a Director of the Company liable to retire by rotation."

6. APPOINTMENT OF MR. RAM DAYAL MODI AS DIRECTOR:

Registered Office :
B-11, Mahendra Enclave,
Delhi 110033
Tele-Fax #91-11-27241326

Registered Office
14/39, Shakti Nagar, Delhi - 110 007
Phones # 91-11-23844809, 23841932

For PG Electroplast Limited

Company Secretary

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Ram Dayal Modi, who was appointed as an Additional Director of the company w.e.f 02.05.2012, by the Board of Directors under Section 260 of the Companies Act 1956 and who shall hold office up to the date of this Annual General Meeting and for the appointment of whom the company had received a notice under Section 257 of the Companies Act, 1956 from him proposing his candidature for the office of the Director and that he has given his consent and is not disqualified to be appointed as a Director, be and is hereby appointed as a Director of the Company liable to retire by rotation."

7. APPOINTMENT OF MR. DEVENDRA JHA AS DIRECTOR:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Devendra Jha, who was appointed as an Additional Director of the company w.e.f 02.05.2012, by the Board of Directors under Section 260 of the Companies Act 1956 and who shall hold office up to the date of this Annual General Meeting and for the appointment of whom the company had received a notice under Section 257 of the Companies Act, 1956 from him proposing his candidature for the office of the Director and that he has given his consent and is not disqualified to be appointed as a Director, be and is hereby appointed as a Director of the Company liable to retire by rotation."

8. APPOINTMENT OF MR. KAILASH PATI SHARMA AS DIRECTOR:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Kailash Pati Sharma, who was appointed as an Additional Director of the company w.e.f 02.05.2012, by the Board of Directors under Section 260 of the Companies Act 1956 and who shall hold office up to the date of this Annual General Meeting and for the appointment of whom the company had received a notice under Section 257 of the Companies Act, 1956 from him proposing his candidature for the office of the Director and that he has given his consent and is not disqualified to be appointed as a Director, be and is hereby appointed as a Director of the Company liable to retire by rotation."

9. ALTERATION/VARIATION OF UTILIZATION OF IPO PROCEEDS

To consider and, if thought fit, to pass with or without modifications, the following as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 61 of the Companies Act, 1956 and other applicable provisions of the laws, rules and regulations for the time being in force, the consent of the Company be and is hereby accorded empowering the Board of Directors (hereinafter called the "Board" which term shall be deemed to include any Committee which the Board may have constituted to exercise its power including the powers conferred by this resolution), to vary, alter, modify or reschedule the manner of utilization of IPO Proceeds as referred in the Prospectus dated September 14, 2011 by including but not limited to rescheduling the utilization towards the project(s) set out in the Prospectus and/or increasing/decreasing expenditure(s); deploying the proceeds to take alternative steps for

For PG Electroplast Limited
K. Nay
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956:

Item Nos. 5, 6, 7 and 8:

Mr. Bhawa Nand Choudhary, Mr. Ram Dayal Modi, Mr. Devendra Jha and Mr. Kailash Pati Sharma were appointed as Additional Directors of the Company by the Board of Directors in their meeting. Pursuant to the provisions of Section 260 of the Companies Act, 1956 read with the Articles of Association of the Company, the term of office of the said Additional Director expires at the ensuing Annual General Meeting of the Company, but are eligible for appointment.

The Company is in receipt of the notices in writing pursuant to Section 257 of the Companies Act, 1956 proposing the candidatures of Mr. Bhawa Nand Choudhary, Mr. Ram Dayal Modi, Mr. Devendra Jha and Mr. Kailash Pati Sharma for the office of Director of the Company.

Mr. Bhawa Nand Choudhary is a technocrat with over 3 decades experience in project management, Manufacturing, project management, manufacturing activity and management. Currently he is working with Prakash Industries Limited (Steel and Power division). Before this he has worked with KVS Group of Companies, Rama Vision Limited, Astrotech International, Western Elektroniks Limited, Elcaps Capacitors Limited, UPTRON India Limited, TELCO and Bihar Airport Limited.

Mr. Ram Dayal Modi is Certified Associates of Institute of Bankers with an experience around four decades in the areas of Banking, Operations & Training. He has been a part of Central Management Committee (Planning and Development) in State Bank of Patiala for over two years. He has worked as Deputy General Manager & All India Head (SAGM and RECOVERY) in State Bank of Bikaner and Jaipur.

Mr. Devendra Jha is a Civil Engineer from IIT with overall experience of more than 3 decades in planning, project management and construction of large-scale buildings & townships. He has worked with Gannon Dunkerley Realty Limited. He is currently working as Head, Building Division in Totem Infrastructure Limited. He is a fellow member of Institute of Engineers (India) (FIE) and Institute of Valuers. He is also a member of Institute of surveyors.

Mr. Kailash Pati Sharma is a double Graduate in Science and Engineering with Electronics and Telecommunication specialization with about 16 years' experience in fields of IT, ITES and Consumer Industry and is presently associated with DELL Computers. He has worked with LG, Agilent & Panasonic.

The Board considers it desirable that the Company should continue to avail itself of the services of these persons as Directors and accordingly recommend the Resolutions at Item Nos. 5, 6, 7 and 8 for approval by the Members.

For PG Electroplast Limited
K. K. Pati
Company Secretary

to provisions of Section 61 of the Companies Act, 1956. Your Board recommend passing of the above resolution as set out in the Notice.

None of the Directors of the Company is interested /concerned in the resolution except as members of the Company.

By Order of the Board of Directors of

PG ELECTROPLAST LIMITED

For PG Electroplast Limited

Company Secretary

Kuntal Kar

Company Secretary

Place: Greater Noida

Date: 14th August 2012
