



PG ELECTROPLAST LIMITED

CIN-L32109DL2003PLC119416

Corporate Office :

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

May 27, 2025

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

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

Scrip Code: 533581

Scrip Symbol: PGEL

Subject: Notice of Postal Ballot

Dear Sir/Madam,

In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a copy of Postal Ballot Notice dated May 12, 2025, is enclosed along with the Explanatory Statement thereto, seeking approval of the members on the Special Business as set out in the said Notice.

In compliance with the provisions of the General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (the 'MCA') read along with other connected circulars issued from time to time in this regard, the Notice is being sent only through electronic mode to all the members whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of members of the Company or Register of Beneficial owners maintained by the Depositories as on Friday, May 23, 2025 ("**Cutoff date**"). Accordingly, physical copy of the Notice along with the Postal ballot form and pre-paid reply envelope are not being sent to the members for this Postal ballot.

Members whose e-mail addresses are not registered with the Company/Depository participants can register their email address with the RTA. The process for registration of email addresses is provided in the enclosed notice.

The Company has engaged the services of KFin Technologies Limited ("**KFin**") to provide remote e-voting facility to the Members. The remote e-voting period commences on Wednesday, May 28, 2025, from 9.00 A.M. (IST) and ends on Thursday, June 26, 2025, at 5.00 P.M. (IST).

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



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E-mail # info@pgel.in Website # www.pgel.in

The Scrutinizer i.e. Ms. Puja Mishra of M/s Puja Mishra & Co., Practicing Company Secretaries (Membership No. 42927, CP No. 17148) appointed by the Board of Directors will submit her report to the Chairman of the Company upon completion of e-voting and thereafter, the results of the Postal Ballot will be announced on or before Saturday, June 28, 2025 by 5.00 P.M (IST).

The Notice is also being made available on the website of the Company at www.pgel.in and on the e-voting website of KFin: <https://evoting.kfintech.com>.

This is for your information and record.

Thanking you.
Yours faithfully,

For **PG Electroplast Limited**

(Deepesh Kedia)
Company Secretary

Enclosed: as above



PG ELECTROPLAST LIMITED

CIN: L32109DL2003PLC119416

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

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

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

NOTICE OF POSTAL BALLOT AND E-VOTING

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

Dear Member(s),

NOTICE IS HEREBY GIVEN that pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 ("the Act"), Rule 20 and 22 of the Companies (Management and Administration Rules), 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings (SS-2) read with General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") and all other applicable rules framed under the Act, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and as may be enacted hereinafter to the extent applicable and any other applicable laws and regulations, the resolution appended below is proposed to be passed by the Members as Special Resolutions by way of Postal Ballot (remote e-voting).

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

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

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

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

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

Upon completion of the e-voting process, the Scrutinizer will submit his report to the Chairman of the Company and the result of the Postal Ballot will be announced on or before Saturday, June 28, 2025 by 5.00 P.M. The said result along with the Scrutinizer's Report will be displayed at the Registered Office of the Company and uploaded on the Company's website www.pgcl.in and on the website of Kfin e-voting website: <https://evoting.kfintech.com>. The result will simultaneously be communicated to the Stock Exchanges.

SPECIAL BUSINESS

ITEM NO. 1

TO RE-APPOINT MR. ANURAG GUPTA (DIN:00184361) AS THE WHOLE TIME DIRECTOR OF THE COMPANY

To consider and, if thought fit, to give Assent / Dissent to the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee, approval of Board of Directors and pursuant to provisions of section 196, 197, 203 of the Companies Act, 2013 read with Schedule V thereof and the rules made thereunder and provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015 and other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of members of the Company be and is hereby accorded for re-appointment of Mr. Anurag Gupta (DIN:00184361), as a Whole-Time Director of the Company for a period of three years with effect from July 15, 2025 on such terms and conditions specified in the explanatory statement of this resolution."

"RESOLVED FURTHER THAT the Board of Directors after recommendation of Nomination and Remuneration Committee shall have authority and liberty to alter and vary the terms and conditions of the said remuneration as it may deem fit and as may be acceptable to Mr. Anurag Gupta, subject to the ceiling on aggregate remuneration of Rs. 4,20,00,000/- (Rupees Four Crore Twenty Lakh only) per annum or Rs. 35,00,000/- (Rupees Thirty-Five Lakh only) per month."

"RESOLVED FURTHER THAT Mr. Anurag Gupta shall be liable to retire by rotation and this appointment shall be subject to continuance as a Director of the Company during the tenure and shall ipso facto terminate, if he ceases to be director of the Company, for any reason whatsoever."

"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. Anurag Gupta, as Whole-Time 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."

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

**Sd/-
Deepesh Kedia
Company Secretary**

**Place: Greater Noida
Date: May 12, 2025**

NOTES:

1. Statement pertaining to the resolution setting out the material facts as required under Section 102 of the Act, Secretarial Standard on General Meetings ("SS-2"), Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") is annexed to this Notice.
2. In compliance with Sections 108 and 110 of the Act read with the rules framed there under and the MCA Circulars, the Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form. For this purpose, the Company has engaged KFin Technologies Limited (KFin) for facilitating e-voting to enable the Members to cast their votes electronically.
3. This notice is being sent to all the members, whose names appear in the Register of Members/Records of Depositories as on the close of working hours on May 23, 2025 i.e. "the cut-off date". Voting Rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on May 23, 2025.
4. The members who have registered their e-mail id either with the Depositories or with the Company are being sent Postal Ballot Notice through e-mail only.
5. The members can vote on resolutions through remote e-voting facility only. Assent or Dissent of the members on the resolutions mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars.
6. Further, as required under Regulation 36(3) of the SEBI Listing Regulations and the provisions of the Secretarial Standard on General Meetings, details of the director, who is being re-appointed is annexed hereto.
7. The Board of Directors, at their meeting held on May 12, 2025 have appointed Ms. Puja Mishra of M/s Puja Mishra & Co., a Practicing Company Secretary (ACS No. 42927, C.P. No.:17148), as "Scrutinizer" to scrutinize the e-Voting process in a fair and transparent manner and she has communicated her willingness to be appointed.
8. **The e-voting period begins on Wednesday, May 28, 2025 (09.00 A.M.) and ends on Thursday, June 26, 2025 (5.00 P.M.).** During this period, shareholders of the Company, holding shares in dematerialized form, as on the cut-off date Friday, May 23, 2025, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.
9. In accordance with the MCA Circulars, the relevant documents referred in Postal Ballot Notice will be made accessible for inspection through electronic mode. Members who wish to inspect are requested to send an e-mail to investors@pgel.in mentioning their name, Folio No./Client ID and DP ID, with a self-attested copy of their PAN card attached to the e-mail.

10. Procedure for registering the email address and obtaining the Notice and Remote e-voting instructions by the shareholders whose email addresses are not registered with the Depositories (in case of shareholders holding shares in Demat form:

- 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.
- ii. Further, those members who have not registered their email addresses and mobile nos. and in consequence could not be served the Notice, may temporarily get themselves registered with KFin, by clicking the link: <https://ris.kfintech.com/clientservices/postalballot>.
- iii. 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 their Depository Participant.

10.INSTRUCTIONS FOR E-VOTING:

A. Voting through electronic means

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

assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.

- ix. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- x. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc., to the 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. Members can cast their vote online from Wednesday, May 28, 2025 (9.00 A.M.) till Thursday, June 26, 2025 (5.00 P.M.). Voting beyond the said date shall not be allowed and the remote e-voting facility shall be disabled.
- xii. In case of any queries/grievances, you may refer to the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on toll free number 1800-309-4001.

B. Procedure to login through websites of Depositories

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

National Securities Depository Limited (NSDL)	Central Depository Services (India) Limited (CDSL)
1. User already registered for the IDeAS facility: <ol style="list-style-type: none"> I. URL: https://eservices.nsdl.com II. Click on the "Beneficial Owner" icon under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 	1.Existing user who have opted for Easi / Easiest: <ol style="list-style-type: none"> I. URL: www.cdslindia.com II. Click on My Easi New (Token) III. Login with user id and password. IV. The option will be made available to reach e-Voting page without any further authentication. V. Click on e-Voting service provider name to cast your vote.

2. User not registered for IDeAS e-Services

- I. To register click on link: <https://eservices.nsdl.com>
- II. Select "Register online for IDeAS"
- III. Proceed with completing the required fields.

3. User not registered for IDeAS e-Services

- I. To register click on link: <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- II. Proceed with completing the required fields.

4. By visiting the e-Voting website of NSDL

- I. URL: <https://www.evoting.nsdl.com/>
- II. Click on the icon "Login" which is available under 'Shareholder/Member' section.
- III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.
- V. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

4. NSDL Speede

Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience.

2. User not registered for the Easi / Easiest

- I. Option to register is available at <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- II. Proceed with completing the required fields.

3. By visiting the e-Voting website of CDSL

- I. URL: <https://evoting.cdslindia.com/Evoting/EvotingLogin>
- II. Provide demat Account Number and PAN No.
- III. The system will authenticate user by sending OTP on registered Mobile & Email as recorded in demat Account.
- IV. After successful authentication, the user will be provided links for the respective ESP where the e- Voting is in progress.

NSDL Mobile App is available on



App Store



Google Play



Individual members (holding securities in demat mode) can login through their depository participants.

Members can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-voting period.

IMPORTANT NOTE:

Members who are unable to retrieve User ID/ Password are advised to use 'Forget User ID' and 'Forget Password' option available at above mentioned website.

Members facing any technical issue in NSDL	Members facing any technical issue in CDSL
Members of the Company facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: (022) 4886 7000 and (022) 2499 7000	Members of the Company facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact on 1800 22 5533

For any query or grievance, Members may also reach out to Mohd. Mohsin Uddin - Senior Manager, Kfin at mohsin.mohd@kfintech.com / einward.ris@kfintech.com or Deepesh Kedia, Company Secretary at investors@pgel.in.

EXPLANATORY STATEMENT

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

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

Item No.: 1

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, re-appointed Mr. Anurag Gupta as Whole Time Director of the company for a period of three years commencing from July 15, 2025, to July 14, 2028, in light of the performance and considering status of acceleration in financial & non-financial performance of the Company under his leadership.

Mr. Anurag Gupta shall hold office of the Whole Time Director of the company upto July 14, 2025. As per SEBI Listing Regulations, a listed entity shall ensure that approval of members for re-appointment of a person on the Board of Directors is to be taken within due time period. Accordingly, the appointment of Mr. Anurag Gupta as Whole Time Director would require the approval of members of the Company. Based on the recommendation of the Committee, the Board at its meeting held on May 12, 2025 decided to recommend to the members, appointment of Mr. Anurag Gupta as Whole Time Director of the Company.

Brief profile

Mr. Anurag Gupta has an experience of more than 31 years in the field of Electronic Manufacturing Services. He has a Bachelor's Degree of Electronics in Computer Engineering and Science from Bengaluru University. He is responsible for development and implementation of technical policies, quality assurance, technological advancement, plant & machinery monitoring and Research & Development. He is a member of Stakeholders Relationship Committee and Corporate Social Responsibility Committee of the Board.

He started his career in 1992, with 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 Company.

Mr. Anurag Gupta is responsible, inter-alia, for development and implementation of all technical policies & procedures, quality assurance and technology up-gradation, research & development activities of the Company

Appointment of Mr. Anurag Gupta as Whole Time Director was regularized through Postal Ballot Process on March 28, 2022 for a period of 3 (Three) consecutive years w.e.f. July 15, 2022 which is valid upto July 14, 2025. The terms and conditions of appointment of Mr. Anurag Gupta will be as per the details mentioned below subject to the approval of the shareholders by way of special resolution.

Mr. Anurag Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Whole-time Director of the Company. He satisfies all the conditions as set out in Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for his appointment.

Skills & Expertise

The aforesaid appointment of Mr. Anurag Gupta is mapped over and correspond with the desired Board skills, expertise, competence detailed below and as adopted by the Company based on requirements of Schedule V Part C (2h) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015:

Business Leadership	Corporate Governance, Ethics & ESG	Strategy Planning & Implementation	Financial Acumen & Risk Assessment	Operational Experience	Sales & Marketing, Global Business	Consumer Insight & Innovation	Information Technology & Digitalization
√	√	√	√	√	-	-	√

Taking into consideration the experience and substantial involvement of Mr. Anurag Gupta in the operations of the Company and to strengthen the Board and bring diversity, it would be of immense benefit to approve his re-appointment as Whole-time Director of the Company

Details of qualifications, experiences etc. of Mr. Anurag Gupta is provided in **Annexure – A**

The broad terms and conditions of the proposed appointment of and remuneration payable to Mr. Anurag Gupta are mentioned below:

Salary, Perquisites and Allowances:

Basic Salary	Basic Salary: 6,76,256/- per month with increments as per the company policy from time to time subject to ceiling up to Rs. 23,00,000/- per month.
House Rent allowance	He shall be entitled to HRA not exceeding 50% of the basic salary.
Allowances	He shall be entitled for various allowances as per Company's policy or as may approved by the Board of Directors not exceeding 50% of the annual salary.
Perquisites	He shall be entitled to perquisites as per Company's policy including the following: <ul style="list-style-type: none"> • Medclaim Insurance Policy, Term Insurance Policy, Personal Accident Insurance Policy, domiciliary expenses as per Company's Policy.
Benefits	He shall be entitled to the following benefits which shall be included in computation of overall ceiling on remuneration payable to him: <ul style="list-style-type: none"> • Reimbursement of expenses incurred for business purpose as per Company's policy; • Contribution to the provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961; • Gratuity as per Company's policy; • Leave and Leave encashment as per Company's policy shall be in addition to the remuneration above
Variable Pay	He shall also be entitled to variable pay, ex-gratia, incentive and other emoluments as per Company's Nomination and Remuneration Policy, and other HR policies based on recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, not exceeding 50% of the basic salary.
Overall Allowances, Perquisites and Benefits	Value of all allowances, perquisites and benefits will be as per Company's policy or as may be approved by the Board of Directors time to time subject to ceiling up to Rs. 12,00,000/- per month.
Due date of increment	As per Companies Policy or approval of the Board.

Increment in salary, perquisites and allowances and remuneration by way of incentive / performance linked incentive, payable to Mr. Anurag Gupta, as per the company policy and shall be subject to overall ceiling on remuneration.

It is clarified that employees stock options granted / to be granted to Mr. Anurag Gupta, from time to time, if permitted under law shall not be considered as a part of perquisites under remuneration above.

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 Whole Time Director remuneration by way of salary, benefits, perquisites & allowances and Commission/performance Bonus as specified above in compliance with Schedule V of the Companies Act 2013 and approval of the shareholders by way of special resolution.

The Nomination and Remuneration Committee had performed an overall review of his existing role, responsibilities, duties and functions and noted that he has enough potential to be re-appointed as Executive Director and anticipated contributions required to be made by him towards the Company's growth plans.

In view of the provisions of Sections 196, 197, 203 of the Companies Act 2013 read with applicable rules and Schedule V thereof, the Board based on the recommendation of Nomination & Remuneration Committee and considering the contributions made by the Whole Time Director and progress made by the Company under his leadership and guidance, has recommended the resolution set out in Item No. 1 for approval of shareholders by way of special resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives except Mr. Anurag Gupta, Mr. Vishal Gupta and Mr. Vikas Gupta are concerned or interested in the Resolution set out at Item No. 1.

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

General Information:

Nature of Industry: PG Electroplast Limited, an established Original Design Manufacturer ("ODM") and Contract Manufacturer ("CM"), for the consumer durables industry in India, with primary focus on manufacture of room air conditioners ("RACs"), washing machines and plastic moulding. The Company provide end – to – end solutions across the entire value chain of the products we supply to our customers, which include more than 70+ leading Indian and Global brands. This includes product conceptualization, designing and prototyping, tool design and manufacturing, supply chain development and final assemblies for products like RACs, washing machines, LED TVs and air coolers.

Commencement of business: The Company started its operation on October 05, 2003.

Financial Performance: During the financial year 2024-25, on a standalone basis, our total income increased by 6.47% to Rs. 1,53,410.01 lakh for FY 2024-25 from Rs. 1,44,071.42 lakh for FY 2023-24. Our revenue from operations increased by 4.87 % to Rs. 1,48,675.98 lakh for FY 2024-25 from Rs. 1,41,771.89 lakh for FY 2021-22, primarily due to growth in our sales of the product business driven by growth in sales of RACs and washing machines. Other income increased by 104.09% to Rs. 4,734.03 lakh for FY 2024-25 from Rs. 2,319.53 lakh for FY 2023-24. Our total expenses increased by 6.45% to Rs. 1,42,355.68 lakh for FY 2023-24 from Rs. 1,33,731.82 lakh for FY 2023-24, on account of factors like Purchase of traded goods, Employee Benefit Expense, etc. As a result, our profit for the year increased by 8.52% to Rs. 8,470.62 lakh for FY 2024-25 from Rs. 7,805.49 lakh for FY 2023-24.

Foreign Investment/Collaborations: NIL

Information about appointee:

Background details, job profile, suitability, recognitions: Refer to explanatory statement.

Last Drawn Remuneration: Mr. Anurag Gupta - Rs. 8,45,320/- per month (Gross Salary) in capacity of Whole Time Director.

Proposed remuneration: As mentioned in the Explanatory Statement.

Comparative remuneration profile: There are no set standards of remuneration of Whole Time Director in this industry. However, the proposed remuneration commensurate with duties & responsibilities assigned to them and near to remunerations being offered in other companies to the managerial persons.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel: Mr. Vishal Gupta, Mr. Vikas Gupta and Mr. Anurag Gupta are relatives (Brothers). None of the other Directors or Key Managerial Personnel of the Company are related to them.

Other Information:

Reason for inadequate profit & steps taken/proposed to be taken for improvement: During the financial year 2024-25, the company on a consolidated basis has incurred Rs. 488 crores on capital expenditure primarily for the purchase of plant and equipment, new manufacturing facilities and advances to suppliers towards construction of new building/floors. Further, the Company allocated higher capital expenditure towards our R&D to meet our customers' requirements to sustain or enhance our existing products and to develop new technologies and processes that would better allow us to customize products for our clients. Also, the Company has invested in the construction of new building/floors which has increased the covered area.

The Company's future growth strategy is focused on capitalising on the emerging opportunities in the fields of plastic moulding and consumer durables. The Company intends to bolster its product offerings in both the air conditioning and washing machine segments. The Company also foresees significant potential in the Original Design Manufacturer (ODM) space. With an eye on air coolers, washing machines and room air conditioners, the Company is poised to leverage its expertise to cater to broader consumer demands, further fortifying its position in the consumer durables sector.

Expected increase in productivity and profits in measurable terms: Central to the future growth strategy is the commitment to enhancing the Company's operational efficiency. The Company is uniquely positioned in the consumer durable & plastics space in India and would derive higher revenue growth by growing its market share in the customer outsourcing wallet. Strong interest from both new and existing clients further instils confidence in the Company's future growth prospects. Improving profitability and higher cashflows, will lead to better capital efficiency and stronger balance sheet.

By order of the Board of Directors

For PG Electroplast Limited

Sd/-

Deepesh Kedia

Company Secretary

Place: Greater Noida

Date: May 12, 2025

ANNEXURE – A
DETAILS OF QUALIFICATION, EXPERIENCE ETC. OF MR. ANURAG GUPTA

Particulars	Anurag Gupta
DIN Number	00184361
Age / Date of Birth	56 years / 27/05/1969
Date of first appointment on the Board	17/03/2003
Qualification	Bachelor's degree in computer engineering & science from M. S. Ramaiah Institute of Technology, Bangalore University in 1991.
Experience	More than 31 years
Industrial Experience	He started his career in 1992, with 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 Company.
Association with the Company & Job Profile	He joined as Promoter Director in 2003 and became Executive Director - Technical in 2010. Currently, he is the Whole Time Director of the Company. His core responsibilities include development and implementation of technical policies, quality assurance, technological advancement, plant & machinery monitoring and Research & Development.
Board and Committees	He is the Chairman of the Company and Board as well as he is a member of the Stakeholders Relationship Committee and the Corporate Social Responsibility Committee of the Board.
Category of Directorship	Executive Director
Board Meetings attended	7 out of 8 Board Meetings
No. of shares held in the Company	2,96,12,010 equity shares
Details of Other Directorship	<ul style="list-style-type: none"> • Kushang Technologies Limited • P.G. Appliances Private Limited • Vrinda Infotech Private Limited • PG Infotel Private Limited • PG Technoplast Private Limited • PG Plastronics Private Limited • Goodworth Electronics Private Limited • Next Generation Manufacturers Private Limited • Goodworth Optima Private Limited • Goodworth Innovations Private Limited • Goodworth Gadgets Private Limited • Goodworth Appliances Private Limited
Listed entities from which the Director has resigned in the past three years	None
Membership/ Chairmanship of Committees of other Companies	Nil
Inter-se relationships with directors and key managerial personnel	Mr. Anurag Gupta is a relative (Brother) of Mr. Vishal Gupta, MD-Finance and Mr. Vikas Gupta, MD-Operations of the Company. None of the other Directors or Key Managerial Personnel of the Company are related to him.