



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

March 31, 2026

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 March 24, 2026, 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 latest General Circular No. 03/2025 dated September 22, 2025 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, March 27, 2026 ("**Cut-off 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 ("**KFintech**") to provide remote e-voting facility to the Members. The remote e-voting period commences on Wednesday, April 01, 2026, from 9.00 A.M. (IST) and ends on Thursday, April 30, 2026, 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 Monday, May 04, 2026 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. 03/2025 dated September 22, 2025, 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 resolutions appended below are 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 ("**KFintech**") 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 Monday, May 04, 2026 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 KFintech e-voting website: <https://evoting.kfintech.com>. The result will simultaneously be communicated to the Stock Exchanges.

SPECIAL BUSINESS

ITEM NO. 1

APPROVAL FOR RE-APPOINTMENT OF MR. RAM DAYAL MODI (DIN: 03047117) AS AN INDEPENDENT DIRECTOR OF THE COMPANY AND CONTINUATION OF HIS DIRECTORSHIP AFTER ATTAINING THE AGE OF 75 YEARS:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**SEBI Listing Regulations**") (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors for re-appointment, Mr. Ram Dayal Modi (DIN: 03047117), Independent Director of the Company, whose period of office is liable to expire on May 25, 2026, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and who is eligible for re-appointment for a second term under the provisions of the Act and rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby re-appointed as an Independent Director of the Company for a second consecutive term of 5 years with effect from May 26, 2026, not subject to retirement by rotation, upon such remuneration as detailed in the explanatory statement hereto and as may be determined by the Board of Directors of the Company from time to time within the overall limits under the Act."

"RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI Listing Regulations, approval of the Members be and is hereby accorded to the continuation of directorship of Mr. Ram Dayal Modi, who has attained the age of 75 years, as an Independent Director of the Company."

"RESOLVED FURTHER THAT the Board is of the opinion that Mr. Ram Dayal Modi possesses appropriate skills, experience, and knowledge, independence and that his continued association with the Company would be beneficial and in the best interest of the Company."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Special Resolution and for matters connected therewith or incidental thereto".

ITEM NO. 2

APPROVAL FOR RE-APPOINTMENT OF MRS. RUCHIKA BANSAL (DIN:06505221) AS AN INDEPENDENT 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 the provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**SEBI Listing Regulations**") (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors for re-appointment, Mrs. Ruchika Bansal (DIN: 06505221), Independent Director of the Company, whose period of office is liable to expire on August 13, 2026, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and who is eligible for re-appointment for a second term under the provisions of the Act and rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby re-appointed as an Independent Director of the Company for a second consecutive term of 5 years with effect from August 14, 2026, not subject to retirement by rotation, upon such remuneration as detailed in the explanatory statement hereto and as may be determined by the Board of Directors of the Company from time to time within the overall limits under the Act."

"RESOLVED FURTHER THAT the Board is of the opinion that Mrs. Ruchika Bansal possesses appropriate skills, experience, and knowledge, independence and that her continued association with the Company would be beneficial and in the best interest of the Company."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Special Resolution and for matters connected therewith or incidental thereto".

***By order of the Board of Directors
For PG Electroplast Limited
Sd/-
Deepesh Kedia
Company Secretary***

**Place: Pune
Date: March 24, 2026**

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 ("**KFintech**") 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 March 27, 2026, 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 March 27, 2026.
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 March 24, 2026 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, April 01, 2026 (09.00 A.M.) and ends on Thursday, April 30, 2026 (5.00 P.M.)**. During this period, shareholders of the Company, holding shares in dematerialized form, as on the cut-off date Friday, March 27, 2026, 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 KFintech, 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.

11. 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 KFintech. 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 KFintech 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, April 01, 2026 (9.00 A.M.) till Thursday, April 30, 2026 (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 KFintech 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)
<p>1. User already registered for the IDeAS facility:</p> <ul style="list-style-type: none"> I. Open web browser and type following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. II. A new screen will be opened. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. III. Click on options available against Company name or e-voting service provider - KFintech and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period. 	<p>1.Existing user who have opted for Easi / Easiest:</p> <ul style="list-style-type: none"> I. Open web browser and type: www.cdslindia.com and click on login icon and select New System Myeasi. II. Shareholders can login through their existing user ID and password. Option will be made available to reach e-voting page without any further authentication. III. After successful login on Easi/Easiest, the user will also be able to see the e-voting Menu. The menu will have links of ESPs. Click on KFintech to cast your vote.

2. User not registered for IDeAS e-Services

- I. Option to register is available at <https://eservices.nsd.com>. Select "**Register Online for IDeAS**" Portal or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp> and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.

3. By visiting e-Voting website of NSDL

- I. Visit the e-voting website of NSDL. Open web browser and type the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the "**Login**" icon, available under the "**Shareholder/Member**" section.
- II. A new screen will open. Enter your User ID (i.e., your 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.
- III. Click on options available against Company name or e-voting service provider - **KFintech** and you will be redirected to e-voting service provider website for casting your vote during the 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 for Easi/Easiest is available at www.cdslindia.com. Proceed by completing the required fields. After successful registration, please follow the steps given above to cast your vote.

3. By visiting e-Voting website of CDSL

- I. The user can directly access e-voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com. The system will authenticate the user by sending OTP on registered Mobile & e-mail ID as recorded in the demat Account.
- II. After successful authentication, the user will be able to see the e-voting option where the e-voting is in progress and will also be able to directly access the system of e-Voting Service Provider, i.e., **KFintech**.

NSDL Mobile App is available on



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

1. Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option.
2. Once you click on e-voting option, you will be redirected to NSDL/CDSL website after successful authentication, wherein you can see e-voting feature.
3. Click on option available against Company name or e-voting service provider- KFintech 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 - Asst. Vice President - Corporate Registry, KFintech 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. Ram Dayal Modi (DIN:03047117) as an independent director of the company for a second consecutive term of 5 years with effect from May 26, 2026, and continuation of his directorship after attaining the age of 75 years, subject to approval of Members of the Company.

Based on performance evaluation of Independent Directors and the professional expertise, experience, contribution and valuable services of the Independent Directors to the Company, the Nomination and Remuneration Committee ("NRC") and the Board are of the view that his re-appointment would be of immense benefit to the Company. Hence, it is proposed to reappoint him as Independent Directors of the Company.

Brief profile

Mr. Ram Dayal Modi has over four decades of rich experience in Banking and Financial services of SBI Group. He retired in June 2011 as General Manager. He has expertise/ acumen in areas of Credit, FOREX, Project Appraisal & funding, Business Planning, Branch Expansion, Training system, Operations & Branch Banking, Technical & Management Consultancy.

Mr. Modi is gold medalist in MA (Political Science), University of Udaipur, Rajasthan and holds Certified Associate of Indian Institute of Bankers (Part I).

He was on the panel of the following institutions as an expert for taking interviews for recruitment of their manpower:

- State Bank of India & its Associates, Mumbai
- Institute of Banking Personnel Selection, Mumbai

He worked as the Chairman and CEO at STI Infrastructures Limited, Jasola, New Delhi. STI is an infra consultancy company specialised in Technical, Financial & Economic feasibility study, Detailed Project Report preparation, Construction, Supervision, Design, Project Management, etc.

He also worked as an Executive Director at TFS Business Advisors India Private Ltd, New Delhi, a company dedicated to assist Mid-Market Enterprises by providing expertise on Modern Management Practices & formulating Business Strategy.

He received intensive training, at regular intervals, at the Staff Training Colleges of the State Bank of India at Hyderabad & Gurgaon in the areas of Credit Management and Industrial Finance and in Project Appraisal, Merchant Banking and other related areas from Reserve Bank of India training college, Mumbai and National Institute of Bank Management, Pune.

Skills & Expertise

The aforesaid appointment of Mr. Ram Dayal Modi 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:

Strategy and Planning	Governance	Accounts and Finance	Sales and Marketing	Industry experience	Behavioral	Forward and Conceptual Thinking
√	√	√	-	√	√	√

Taking into consideration the rich experience and significant contribution of Mr. Ram Dayal Modi to the affairs of the Company, the Board is of the view that his continued association would be highly beneficial to the Company. His strategic insight, independent judgment and active involvement in Board deliberations have added substantial value to the Company's governance framework. Further, his re-appointment would strengthen the composition of the Board and enhance its diversity.

Based on the performance evaluation, his skills, experience, expertise and knowledge, the Nomination and Remuneration Committee and the Board have recommended the re-appointment of Mr. Ram Dayal Modi as an Independent Director pursuant to the provisions of Sections 149, 152 and Schedule IV of the Companies Act, 2013. Mr. Ram Dayal Modi also fulfills the requirements of an Independent Director as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received a declaration from Mr. Ram Dayal Modi confirming that he meets the criteria of independence under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received consent from Mr. Ram Dayal Modi to act as a Director in terms of Section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013. In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a Member proposing the candidature of Mr. Ram Dayal Modi to be re-appointed as an Independent Director.

Further, Mr. Ram Dayal Modi has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Ram Dayal Modi has also confirmed that he is not debarred from holding the office of a director by virtue of order passed by SEBI or any other such authority.

Pursuant to Section 150 of the Companies, Act 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Ram Dayal Modi has enrolled his name in the online data bank maintained for Independent Directors with the Indian Institute of Corporate Affairs.

As per Section 149 of Companies Act, 2013 and Regulation 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the re-appointment of an independent director, shall require the approval of shareholders by way of a special resolution. Further, as per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from April 1, 2019, no listed company shall appoint or re-appoint or continue the directorship of a non-executive director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the notice for such re-appointment. Considering that Mr. Ram Dayal Modi, as an Independent Director, will attain the age of 75 years, it is proposed to approve the continuation of his directorship on the Board of the Company by way of special resolution. The Company believes that his continued association will be highly beneficial, as Mr. Modi not only brings exceptional skills and expertise but also possesses deep knowledge of the Company and the industry. His experience and insights, being in line with the requisite skill set identified by the Board, will continue to serve in the best interests of the Company and its stakeholders.

In the opinion of the Board of Directors, Mr. Ram Dayal Modi is eligible to be re-appointed as an Independent Director for a second consecutive term of 5 years and fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder, for his re-appointment as an Independent Director of the Company and is independent of the Management.

Details of Mr. Ram Dayal Modi pursuant to the provisions of SEBI Listing Regulations; and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India, are provided in the "**Annexure-A**" to this Postal Ballot Notice.

Mr. Ram Dayal Modi will be entitled to receive remuneration by way of sitting fees as approved by the Board and reimbursement of expenses for participation in the Board meetings.

Except Ram Dayal Modi and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors recommends the resolution as set out in Item No. 1 for approval of the Members by way of a Special Resolution.

Item No.: 2

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, re-appointed Mrs. Ruchika Bansal (DIN: 06505221) as an independent director of the company for a second consecutive term of 5 years with effect from August 14, 2026, subject to approval of Members of the Company.

Based on performance evaluation of Independent Directors and the professional expertise, experience, contribution and valuable services of the Independent Directors to the Company, the Nomination and Remuneration Committee ("**NRC**") and the Board are of the view that her re-appointment would be of immense benefit to the Company. Hence, it is proposed to reappoint her as Independent Directors of the Company.

Brief profile:

Mrs. Ruchika Bansal is a management consultant with over 23 years' experience, specializing in M&A advisory, wealth management, investment banking, private equity and business strategy. In 2013, she founded Tarvos Consulting Services Pvt Ltd, to provide advisory services to companies in areas of corporate finance and strategy. The company has extensively worked with clients in manufacturing, technology, skill development and venture capital industry and aided them in their growth (both organic and inorganic)/ fund raising plans. Prior to Tarvos Consulting, Ms. Ruchika worked as an investment banker with Cipher Capital and Meghraj Capital advising companies in the areas of mergers & acquisitions and private equity syndication.

Mrs. Ruchika Bansal also serves as an independent director on the board of a listed company i.e. Globus Spirits Ltd.

She is a commerce graduate from SRCC (Delhi University) and holds a Post Graduate Diploma in Management from MDI, Gurgaon.

Skills & Expertise

The aforesaid appointment of Mrs. Ruchika Bansal is mapped over & corresponds 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:

Strategy and Planning	Governance	Accounts and Finance	Sales and Marketing	Industry experience	Behavioral	Forward and Conceptual Thinking
√	√	√	-	√	√	√

Taking into consideration the extensive experience and significant contributions of Mrs. Ruchika Bansal to the Company, the Board believes that her continued association would be highly advantageous. Her strategic vision, independent judgment, and active engagement in Board discussions have materially strengthened the Company's governance and decision-making processes. Her re-appointment would further enhance the composition of the Board and advance its diversity, ensuring a wider range of perspectives and reinforcing effective oversight for the benefit of the Company.

Based on the performance evaluation, her skills, experience, expertise and knowledge, the Nomination and Remuneration Committee and the Board have recommended the re-appointment of Mrs. Ruchika Bansal as an Independent Director pursuant to the provisions of Sections 149, 152 and Schedule IV of the Companies Act, 2013. Mrs. Ruchika Bansal also fulfills the requirements of an Independent Director as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received a declaration from Mrs. Ruchika Bansal confirming that she meets the criteria of independence under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received consent from Mrs. Ruchika Bansal to act as a Director in terms of Section 152 of the Companies Act, 2013 and a declaration that she is not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013. In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a Member proposing candidature of Mrs. Ruchika Bansal to be re-appointed as an Independent Director.

Further, Mrs. Ruchika Bansal has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. Mrs. Ruchika Bansal has also confirmed that she is not debarred from holding the office of a Director by virtue of order passed by SEBI or any other such authority.

Pursuant to Section 150 of the Companies, Act 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Mrs. Ruchika Bansal has enrolled her name in the online data bank maintained for Independent Directors with the Indian Institute of Corporate Affairs.

As per Section 149 of Companies Act, 2013 and Regulation 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the re-appointment of an independent director, shall require the approval of shareholders by way of a special resolution. It is proposed to approve the continuation of directorship of Mrs. Ruchika Bansal on the Board of the Company by way of special resolution. The Company believes that her extensive experience, industry knowledge, and active participation in Board deliberations have strengthened the Company's governance framework. Continuing her tenure will ensure the Board benefits from her expertise and informed perspectives, supporting the long-term interests of the Company and its shareholders.

In the opinion of the Board of Directors, Mrs. Ruchika Bansal is eligible to be re-appointed as an Independent Director for a term of 5 consecutive years and fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder, for her re-appointment as an Independent Director of the Company and is independent of Management.

Details of Mrs. Ruchika Bansal pursuant to the provisions of SEBI Listing Regulations; and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India, are provided in

the "**Annexure-B**" to this Postal Ballot Notice.

Mrs. Ruchika Bansal will be entitled to receive remuneration by way of sitting fees as approved by the Board and reimbursement of expenses for participation in the Board meetings.

Except Mrs. Ruchika Bansal and/or her relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors recommends the resolution as set out in Item No. 2 for approval of the Members by way of a Special Resolution.

By order of the Board of Directors
For PG Electroplast Limited

Sd/-

Deepesh Kedia
Company Secretary

Place: Pune

Date: March 24, 2026

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ANNEXURE – A

**DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT THROUGH POSTAL BALLOT BY
REMOTE E-VOTING PROCESS
(Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial
Standard–2 on General Meetings)**

Particulars	Mr. Ram Dayal Modi
DIN	03047117
Date of Birth	30/06/1951
Age	74 years
Date of first appointment on the Board	26/05/2021
Date of Appointment / Re-appointment by shareholders	29/09/2021
Qualification	MA (Political Science), University of Udaipur, Rajasthan Certified Associate of Indian Institute of Bankers (Part I)
Experience (including nature of expertise in specific functional areas)/ Brief resume	<p>Mr. Ram Dayal Modi has over four decades of rich experience in Banking and Financial services of SBI Group. He retired in June 2011 as General Manager. He has expertise/ acumen in areas of Credit, FOREX, Project Appraisal & funding, Business Planning, Branch Expansion, Training system, Operations & Branch Banking, Technical & Management Consultancy.</p> <p>He worked as the Chairman and CEO at STI Infrastructures Limited, Jasola, New Delhi. STI is an infra consultancy company specialized in Technical, Financial & Economic feasibility study, Detailed Project Report preparation, Construction, Supervision, Design, Project Management, etc.</p> <p>He also worked as an Executive Director at TFS Business Advisors India Private Ltd, New Delhi, a company dedicated to assist Mid-Market Enterprises by providing expertise on Modern Management Practices & formulating Business Strategy.</p>
Directorships held in other Companies	MBL Infrastructures Limited
Listed entities from which the Director has resigned in the past three years	None
Membership/ Chairmanship of Committees of other Companies	<p>Chairman of Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee of MBL Infrastructures Limited.</p> <p>Member of Corporate Social Responsibility committee of MBL Infrastructures Limited.</p>

Number of shares held in the Company	Nil
Number of Meetings of the Board of Directors attended during FY 2025-26	7 out of 7 Board Meetings
Inter-se relationships with directors and key managerial personnel	None
Terms and conditions of re-appointment	Re-appointment as Independent Director for a second consecutive term of 5 years with effect from May 26, 2026, not subject to retirement by rotation.
Details of remuneration sought to be paid and the remuneration last drawn by such person	Mr. Ram Dayal Modi will be entitled to receive remuneration by way of sitting fees as approved by the Board and reimbursement of expenses for participation in the Board meetings. For further details on remuneration drawn in FY 2024-25, please refer to the Company's Corporate Governance report forming part of the Annual Report.
Summary of Performance evaluation of the Director / skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<p>Mr. Ram Dayal Modi has been a valued member of the Board, providing strong leadership and meaningful oversight in his capacity as an Independent Director. He has made significant contributions in the areas of finance, particularly in audit and risk management, where his expertise and disciplined approach have enhanced the Board's effectiveness.</p> <p>His strategic insight, constructive engagement, and prudent risk-focused perspective have supported informed and balanced decision-making at the Board level. Mr. Modi's calm, objective, and professional demeanor fosters healthy deliberations and strengthens governance standards.</p> <p>The Board greatly benefits from his experience, sound judgment, and unwavering commitment to upholding the highest standards of corporate governance. He continues to discharge his responsibilities with dedication, integrity, and independence, serving the best interests of the Company and its shareholders.</p>

ANNEXURE – B

**DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT THROUGH POSTAL BALLOT BY
REMOTE E-VOTING PROCESS
(Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial
Standard-2 on General Meetings)**

Particulars	Mrs. Ruchika Bansal
DIN	06505221
Age	46 years
Date of Birth	26/07/1980
Date of first appointment on the Board	14/08/2021
Date of Appointment / Reappointment by shareholders	29/09/2021
Qualification	Commerce graduate, SRCC (Delhi University) Post Graduate Diploma in Management, MDI Gurgaon.
Experience (including nature of expertise in specific functional areas)/ Brief resume	<p>Mrs. Ruchika Bansal is a management consultant with over 23 years' experience, specializing in M&A advisory, wealth management, investment banking, private equity and business strategy.</p> <p>In 2013, she founded Tarvos Consulting Services Pvt Ltd, to provide advisory services to companies in areas of corporate finance & strategy. The company has extensively worked with clients in manufacturing, technology, skill development and venture capital industry and aided them in their growth (both organic & inorganic)/ fund raising plans.</p> <p>Prior to Tarvos Consulting, Ms. Ruchika worked as an investment banker with Cipher Capital and Meghraj Capital advising companies in the areas of mergers & acquisitions and private equity syndication.</p>
Directorships held in other Companies	PG Technoplast Private Limited Globus Spirits Limited Tarvos Consulting Services Private Limited N-Square Automotive Services Private Limited
Listed entities from which the Director has resigned in the past three years	None
Membership/ Chairmanship of Committees of other Companies	<p>Chairman of Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee, Risk Management Committee and Corporate Social Responsibility Committee of Globus Spirits Limited.</p> <p>Member of Corporate Social Responsibility Committee of PG Technoplast Private Limited.</p>

Number of shares held in the Company	Nil
Number of Meetings of the Board of Directors attended during FY2025-26	7 out of 7 Board Meetings
Inter-se relationships with directors and key managerial personnel	None
Terms and conditions of reappointment	Re-appointment as Independent Director for a second consecutive term of 5 years with effect from August 14, 2026, not subject to retirement by rotation.
Details of remuneration sought to be paid and the remuneration last drawn by such person	Mrs. Ruchika Bansal will be entitled to receive remuneration by way of sitting fees as approved by the Board and reimbursement of expenses for participation in the Board meetings. For further details on remuneration drawn in FY 2024-25, please refer to the Company's Corporate Governance report forming part of the Annual Report.
Summary of Performance evaluation of the Director / skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Mrs. Ruchika Bansal has been an integral member of the Board, bringing thoughtful leadership and effective oversight in her role as an Independent Director. Her expertise and analytical approach have contributed meaningfully to the Board's discussions, particularly in strengthening governance processes and enhancing the quality of deliberations. She offers well-considered perspectives, exercises independent judgment, and contributes constructively to strategic and operational matters. Her professionalism, balanced outlook, and collaborative approach support sound decision-making and reinforce the Company's governance framework. The Board values her continued commitment, integrity, and dedication to safeguarding the interests of the Company and its shareholders.