

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that, the **Forty-Fifth Annual General Meeting (45th AGM)** of the Shareholders of **P G Foils Limited** ('the company') will be held on **Friday, 27th September, 2024** at **11:30 A.M. (IST)** through Video Conferencing (VC) or Other Audio-Visual Means (OAVM), to transact the items of business mentioned below:

ORDINARY BUSINESS

1. **To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2024 together with Report of the Directors and the Auditors thereon.**

"RESOLVED THAT the audited financial statements (standalone) of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. **To appoint a Non- Executive Director in place of Mrs. Sakshi Sahil Shah (DIN: 07129888), who retires by rotation and being eligible, offers herself for re-appointment:**

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (including the rules, notifications, circulars, guidelines etc. issued thereunder), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") Mrs. Sakshi Sahil Shah (DIN: 07129888), who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby appointed as a Non-Executive Director of the Company, with the consent of the members of the Company."

"RESOLVED FURTHER THAT the Board and Key Managerial Personnel except for Mrs. Sakshi Sahil Shah be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the resolution."

SPECIAL BUSINESS

3. **To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2025 and, in this regard, to consider and if thought fit, to pass the following resolution, which will be proposed as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs.30,000 /- per annum (Rupees Thirty Thousand only) plus taxes, as applicable and inclusive of actual travel and out-of-pocket expenses for the financial year ending 31st March, 2025 to be paid to M/s Rajesh & Company, Cost Accountants, appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company, be and is hereby ratified and confirmed."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. **Appointment of Mr. Sunil Kataria (DIN: 00092681), as a Non-Executive Independent Director:**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), and the Rules made thereunder, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI LODR"), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), in accordance with the Articles of Association and the Nomination and Remuneration Policy of the Company, based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at their meeting held on 29th August, 2024, Mr. Sunil Kataria (DIN: 00092681), who was appointed by the Board of Directors as an Additional (Independent) Director of the Company with effect from 30th August, 2024, in terms of Section 161 of the Act, in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria of independence prescribed under Section 149 (6) of the Act and Regulation 16 (1) (b) of the SEBI LODR and being

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eligible for appointment under the provisions of the Act and the Rules framed thereunder and the SEBI LODR, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 30th August, 2024 upto 29th August, 2029 (both days inclusive)."

"RESOLVED FURTHER THAT the Board and Key Managerial Personnel of the Company except for Mr. Sunil Kataria be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the resolution."

5. Appointment of M/s Gupta Akash & Associates, Chartered Accountants, (Firm Registration No.: 013783C) as the Statutory Auditors of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and upon recommendation of the Audit Committee and Board of Directors, **M/s Gupta Akash & Associates, Chartered Accountants (Firm Registration No.: 013783C)**, be and are hereby appointed as the Statutory Auditors of the Company for a term of 5 (five) years i.e. from the conclusion of this Annual General Meeting till the conclusion of 50th Annual General Meeting to be held in the Year 2029, at such remuneration as may be approved by the Audit Committee/ Board of Directors of the Company from time to time."

"RESOLVED FURTHER THAT the Audit Committee/ Board of Directors of the Company, be and are hereby authorized to revise/ alter/ modify/ amend the terms and conditions and/ or remuneration, from time to time, as may be mutually agreed with the Auditors, during the tenure of their appointment."

By Order of the Board of Directors
For P G Foils Limited

Bhawana Songara
Company Secretary
Membership No.: A54416

Place: Pipalia Kalan,
Date: 29th August, 2024

EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD – 2)

The following statement sets out all material facts relating to the following business(es) mentioned in this Notice:

ITEM NO. 2: TO APPOINT A NON- EXECUTIVE DIRECTOR IN PLACE OF MRS. SAKSHI SAHIL SHAH (DIN: 07129888), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT:

Name Of Director	Mrs. Sakshi Sahil Shah Din: 07129888
Date of Birth	11.04.1986
Age	38 years
Nationality	Indian
Qualification	Qualification: MBA degree in Management
Experience	She has worked for 8 years in the administrative and operational affairs of the Company.
Last Remuneration Drawn	6,00,000/- P. A
Date of first appointment on the Board	27.03.2015
No. of shares held in the Company	NIL
No. of Board Meetings attended/ held during Financial Year (2023-24)	7 out of 7
Chairman/ Member of the Committee of the Board of Directors of our Company	Shareholders/Investor Grievance Committee- Member
Directorships held in other companies	1
Committee position held in other listed companies	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Wife of Mr. Sahil P Shah (Whole-Time Director) Daughter-in-law of Mr. Pankaj P Shah (Managing Director)
Terms & Conditions for Appointment/ reappointment	As per the Nomination, Remuneration Policy of the Company as displayed on the Company's website, i.e. www.pgfoils.in
Current and Proposed Term	Was reappointed as a Non-Executive Director, liable to retire by rotation, at the ensuing 45th Annual General Meeting. <ul style="list-style-type: none"> Proposed to be reappointed as a Non-Executive Director, liable to retire by rotation.
Confirmations	Mrs. Sakshi Sahil Shah: <ul style="list-style-type: none"> has consented and is eligible to be reappointed as a Non-Executive Director, is not disqualified to be appointed as a Director in terms of provisions of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any order of Securities and Exchange Board of India and any other competent Regulatory Authority. The Company: <ul style="list-style-type: none"> has received a notice proposing the candidature for reappointment of Mrs. Sakshi Sahil Shah for the office of Director under Section 160 of the Act.

Disclosure of Interest	<p>Except Mrs. Sakshi Sahil Shah (to whom the resolution relates), Mr. Sahil Pankaj Shah (Whole-Time Director & Spouse of Mrs. Sakshi), Mr. Pankaj P Shah (Managing Director & Father-in-law of Mrs. Sakshi) and their relatives.</p> <p>None of the Director(s) and Key Managerial Personnel of the Company or their relatives, are concerned, or interested in the foregoing Resolution.</p>
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ITEM NO.3: RECTIFICATION OF REMUNERATION OF THE COST AUDITORS FOR THE FINANCIAL YEAR ENDING MARCH 31, 2025:

The Board, on the recommendation of the Audit Committee, has approved the re-appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2025 at the remuneration of Rs. 30,000/- per annum plus out of pocket expenses, if any, incurred during the course of audit.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2025.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

None of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, in the said resolution.

ITEM NO.4: APPOINTMENT OF MR. SUNIL KATARIA (DIN: 00092681), AS A NON-EXECUTIVE INDEPENDENT DIRECTOR:

Name of Director	Mr. Sunil Kataria DIN: 00092681
Date of Birth Age	16.09.1966 58 years
Brief Profile	Mr. Sunil Kataria is a seasoned professional with extensive experience in sales, financial management, and investor relations. With a proven track record of driving business growth, he has successfully led diverse teams, optimized financial strategies, and cultivated strong relationships with investors. His expertise spans across various industries, where he has consistently demonstrated leadership in achieving organizational goals and enhancing shareholder value. Mr. Kataria's strategic insights and hands-on approach make him a valuable asset in any corporate setting.
Date of Appointment	With effect from 30 th August, 2024 subject to the approval of shareholders in the ensuing Annual General Meeting.
Proposed Term of appointment	Mr. Sunil Kataria (DIN: 00092681) as a Non-Executive Independent Director of the Company for a Consecutive term of Five Years commencing 30 th August, 2024 to 29 th August, 2029 (both days inclusive)
Remuneration proposed to be paid	<ul style="list-style-type: none"> Sitting fees for attending Board or Committee Meetings of the Company.
Confirmations	<p>Mr. Suni Kataria:</p> <ul style="list-style-type: none"> has consented and is eligible to be appointed as an Independent Director, meets the criteria of independence as mentioned in Section 149(6) of the Act and SEBI Listing Regulations, is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs, is not disqualified to be appointed as a Director in terms of provisions of Section 164 of the Act,

	<ul style="list-style-type: none"> is not debarred from holding the office of Director by virtue of any order of Securities and Exchange Board of India and any other competent regulatory authority and 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. <p>The Company:</p> <ul style="list-style-type: none"> has received a notice proposing the candidature for appointment of Mr. Sunil Kataria for the office of Director under Section 160 of the Act.
Shareholding in the Company	Nil
Directorship of other Companies as on date of this Notice	Kataria Industries Limited GSL Nova Petrochemicals Limited Kataria Fincap Private Limited Shree Sukan Infrastructure Private Limited Nine Resources Private Limited Kataria Steels And Alloys Private Limited
Disclosure of Interest	Not related to any Director or Key Managerial Personnel.

ITEM NO.5: APPOINTMENT OF M/S GUPTA AKASH & ASSOCIATES, CHARTERED ACCOUNTANTS, (FIRM REGISTRATION NO.: 013783C) AS THE STATUTORY AUDITORS OF THE COMPANY:

Retirement of M/s. Sharma Ashok Kumar & Associates, Chartered Accountants (Firm Registration No.: 005848C), who were re-appointed as the Statutory Auditors at the 40th Annual General Meeting of the Company held on 27th September, 2019 for a period of five years till the conclusion of the 45th Annual General Meeting of the Company.

Accordingly, of M/s. Sharma Ashok Kumar & Associates would be completing their second term as the Statutory Auditors of the Company at this Annual General Meeting. Upon recommendation of the Audit Committee, the Board of Directors of the Company at their Meeting held on August 29, 2024, have recommended, the appointment of M/s Gupta Akash & Associates, Chartered Accountants, (Firm Registration No.: 013783C and Peer Review Certificate No.: 017634 valid till 31-07-2027), as the Statutory Auditors of the Company. M/s Gupta Akash & Associates have confirmed their eligibility for appointment under Section 139 read with Section 141 of the Companies Act, 2013. M/s Gupta Akash & Associates will hold office for a period of 5 (five) consecutive years from the conclusion of the ensuing Forty-Fifth Annual General Meeting of the Company till the conclusion of the Fiftieth (50th) Annual General Meeting subject to the approval by the Shareholders at the ensuing Annual General Meeting.

The proposed remuneration to be paid to M/s Gupta Akash & Associates for audit services for the financial year ending March 31, 2025 is 4 Lakhs plus applicable taxes and out-of-pocket expenses.

The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

None of the Directors and/ or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

The Board recommends the resolution set forth in Item No. 5 for the approval of Members as a Special Resolution.

Name & Details Audit Firm	M/s Gupta Akash & Associates, Chartered Accountants, Firm Registration No.: 013783C Peer Review Certificate No.: 017634
Reason for change viz. appointment	Completion of term of the existing Statutory Auditor on the conclusion of the ensuing 45 th Annual General Meeting.
Date of Appointment	On the Recommendation of Board of Directors at their Meeting held on 29 th August, 2024 subject to the approval of shareholders in the ensuing 45 th AGM.

Term of appointment	For the term of Five (5) Consecutive Years until the conclusion of 50th Annual General Meeting to be held in the year 2029.
Brief Profile	<p>M/s Gupta Akash & Associates, Chartered Accountants, Firm Registration No.: 013783C and Peer Review Certificate No.: 017634 valid till 31-07-2027 has an experience of more than Seventeen Years in the field of:</p> <ul style="list-style-type: none"> A. Domestic and International Tax, B. Tax and GST Audit, C. Litigation matter under GST and Income Tax, D. Statutory and Process Audit, E. Foreign Exchange Management Act (“FEMA”) Compliances, F. Transfer Pricing G. Search, Seizure and Survey proceedings H. Corporate Financing I. Virtual CFO Services <p>The area of expertise includes providing consultancy services in the area of an Auditing, Ind AS Accounting, Taxation, FEMA Compliances etc.</p>

ANNEXURE

NOTES:

1. Virtual Meeting

In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular No. 09/2023 dated 25th September, 2023, other Circulars issued by the Ministry of Corporate Affairs ["MCA"] from time to time, and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 issued by the Securities and Exchange Board of India ["SEBI"] ["the MCA Circulars and SEBI Circulars"], companies are allowed to hold Annual General Meeting ["AGM"] through video conference/other audio visual means ["VC/OAVM"] until 30th September, 2024, without the physical presence of the Members at a common venue. Hence, in compliance with the Circulars, the 45th AGM of the Company is being held through VC/OAVM. The deemed venue for this meeting will be the Registered Office of the Company. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.

2. Electronic copy of the Annual Report and Notice of the 45th Annual General Meeting

- a) In compliance with the provisions and Circulars prescribed by MCA and SEBI, Notice of the AGM along with the Annual Report 2023-24 are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Bigshare Services Private Limited ("RTA")/Depositories.
- b) Members may note that the Notice will be available on the Company's website www.pgfoils.in, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, and AGM notice is also available on CDSL website i.e. www.evotingindia.com.

3. Register to receive communications electronically Members are encouraged to register / update their e-mail addresses or mobile number with their relevant Depository Participant.

Members who have not registered / updated their e-mail address or mobile number with the Company but wish to receive all communication (including Annual Report) from the Company electronically may register / update their e-mail and mobile numbers with Bigshare Services Private Limited (RTA) or the Company. We urge Members to support this Green Initiative effort of the Company and get their email ID registered.

4. Directors seeking appointment / re-appointment

Information regarding re-appointment of Directors and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 ("the Act") and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") is annexed hereto.

5. Proxy

The AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

6. Authorized Representative

Institutional / Corporate Members (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting.

The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to Mr. Manish Sancheti at man.sancheti@gmail.com with a copy marked to the Company Secretary at cs@pgfoils.in

7. Document(s) open for inspection

The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available for inspection by the Members through electronic mode during the AGM. The aforesaid documents along with documents referred to in the Notice will also be available electronically for inspection by the Members, without payment of any fees, from the date of circulation of this Notice up to the date of AGM, i.e. Friday, 27th September, 2024. Members seeking inspection of the aforementioned documents can send an email to cs@pgfoils.in.

8. Remote e-voting: Important Dates:

Cut-off date [for determining the Members entitled to vote on the resolutions set forth in this notice]	Friday, 20 th September, 2024	
Remote e-voting period [During this period, members of the Company as on the cut-off date may cast their vote by remote e-voting]	Commences from	9:00 a.m. IST, Tuesday, September 24, 2024
	Ends on	5:00 p.m. IST, Thursday, September 26, 2024

9. The attendance of the shareholders attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. The Company has listed its shares at:
- a) BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001.
- The listing fees of these Exchanges have been paid in time.
11. The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for minimum 1,000 members on ‘first come first serve’ basis. This will not include large Shareholders (Shareholders holding 2% or more equity shares), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders’ Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of ‘first come first serve’ basis.

DECLARATION OF RESULT:

12. The Board of Directors has appointed Mr. Manish Sancheti, Proprietor, M Sancheti & Associates, Company Secretaries as a Scrutinizer to scrutinize the remote e-voting process and e-voting at the AGM in a fair and transparent manner.
13. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, within Two working days from the conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
14. The result declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.pgfoils.in and on the website of CDSL www.evotingindia.com immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

BOOK CLOSURE:

15. The Register of Members and Transfer Books in respect of Equity Shares of the Company will remain closed from **Friday, 20th September, 2024 to Friday, 27th September, 2024** (both days inclusive)

UNPAID DIVIDEND & TRANSFER TO IEPF ACCOUNT:

16. Pursuant to the provisions of Section 124 of the Act, unpaid/unclaimed dividend for the financial year 2016-17 has been transferred by the company to the Investor Education Protection Fund (“IEPF”) established by the Central Government.

In terms of the provisions of Section 125(5) of the Act, dividend which remains unpaid/ unclaimed for a period of seven years from the date of declaration will be transferred to the IEPF.

Further, in terms of the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), equity shares in respect of which dividend has not been paid or claimed for seven consecutive years of more from the date of declaration will also be transferred to an account viz. "Investor Education and Protection Fund Authority Ministry of Corporate Affairs", which is operated by the IEPF Authority pursuant to the IEPF Rules.

In compliance with the aforesaid Rules, the Company has already transferred equity shares for which dividend remained unpaid/ unclaimed for a period of seven years from the date of declaration to the Investor Education and Protection Fund Authority Ministry of Corporate Affairs, after providing necessary intimations to the relevant shareholders. Details of unpaid/unclaimed dividend and such equity shares are uploaded on the website of the Company as well as that of the MCA. No claim shall lie against the Company in respect of unclaimed dividend amount and equity shares transferred to the Investor Education and Protection Fund Authority Ministry of Corporate Affairs, respectively, pursuant to the IEPF Rules. Members can however claim both the unclaimed dividend amount and equity shares from the IEPF Authority by making applications in the manner provided in the IEPF Rules.

DEPOSITORY SYSTEM:

17. As per Regulation 40 of Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, 01st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company in case of any queries by sending email to pgfoils@pgfoils.in.

In terms of the Listing Regulations, it is mandatory to furnish a copy of PAN card to the Company in the following cases viz. deletion of name, transmission of shares and transposition of shares.

However, as per SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, the Company / RTA will issue Letter of Confirmation (LOC) in lieu of share certificate, which should be dematerialized within 120 days from the date of issue of LOC.

18. As per the provisions of Section 72 of the Act, facility for making nominations is now available to INDIVIDUALS holding shares in the Company. Members holding shares in physical form may obtain the Nomination Form from the Company at its registered office or can download the form from Company's website i.e. www.pgfoils.in. Members holding shares in electronic form have to approach their DPs for completing the nomination formalities.
19. Members are requested to make all correspondence in connection with the shares held by them by addressing letters directly to the Company quoting their Folio number or their Client ID number with DP ID number, as the case may be.
20. Shareholders are requested to read the "Shareholders' Information" Section of the Annual Report for useful information.

PROCEDURE FOR JOINING AGM THROUGH VC / OAVM:

21. Members are requested to attend and participate in the ensuing AGM through VC / OAVM and cast their vote either through remote e-voting facility or through e-voting facility to be provided during the AGM.
22. The facility of e-voting during the AGM will be available to those Members who have not cast their vote by remote e-voting. Members, who have cast their vote by remote e-voting, may attend the AGM through VC / OAVM but will not be entitled to cast their vote once again on resolutions.
23. The remote e-voting period commences on Tuesday, 24th September, 2024 at 09:00 A.M. and ends on Thursday, 26th September, 2024, at 05:00 P.M. The remote e-voting module shall be disabled by CSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 20th September, 2024, may cast their vote electronically.
24. Members are encouraged to join the Meeting through Laptops for better experience.
25. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
26. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

27. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at pgfoils@pgfoils.in during the period Saturday, 21st September, 2024 at 09:00 A.M.to Monday, 23rd September, 2024 at 05:00 P.M. The same will be replied by the company suitably.
28. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

VOTING THROUGH ELECTRONIC MEANS:

General Instructions

1. Pursuant to Section 108 of the Act, read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, as amended from time to time, the Company is pleased to provide its Members the facility of remote e-voting to exercise their right to vote at the 45th AGM. CDSL will be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM.
2. The cut-off date for the purpose of determining the Members eligible for participation in remote e-voting (e-voting from a place other than venue of the AGM) and voting at the AGM through e-voting system is 20th September, 2024 ('Cut-off Date')..
3. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice, holds shares as on Cut-off Date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com with a copy marked to the Company on pgfoils@pgfoils.in. However, if the Member is already registered with NSDL for remote e-voting, then he/she/it can use his/her/its existing User ID and password for casting the vote. Only a Member who is entitled to vote shall exercise his/her/its vote through e-voting and any recipient of this Notice who has no voting rights as on Cut-off Date should treat the same as intimation only.
4. The Board has appointed CS Manish Sancheti, Practicing Company Secretary (M. No. FCS 7972 & C.P. No. 8997) and Proprietor of M/s. M Sancheti & Associates, Company Secretaries, Jaipur has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
5. The results once declared along with the Scrutinizer's Report shall be placed on the Company's website www.pgfoils.in and on website of CDSL www.evotingindia.com within Two working days of conclusion of the AGM and will also be communicated to The BSE Limited, where the shares of the Company are listed.

Members are requested to carefully read the below mentioned instructions for remote e-voting before casting their vote:

- i. The voting period begins on **24th September, 2024 and 09:00 AM and ends on 26th September, 2024 and 05:00 PM**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date/record date of **20th September, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iv. Click on "Shareholders" module.
- v. Now enter your User ID
 - (i) For CDSL: 16 digits beneficiary ID,
 - (ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (iii) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- viii. If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- ix. After entering these details appropriately, click on “SUBMIT” tab.
- x. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for the relevant ‘PG Foils Limited’ on which you choose to vote.
- xiii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xv. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xvi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xviii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **Company/RTA email id**.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

By Order of the Board of Directors

For P G Foils Limited

Bhawana Songara

Company Secretary

Membership No.: A54416

Place: Pipalia Kalan

Date: 29th August, 2024