



Date: 05.09.2022

Corporate Relationship Dept.
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai - 400001

BSE Code: 526747

Scrip ID: PGFOILQ

Dear Sir / Ma'am

Sub: Notice of 43rd Annual General Meeting

We are submitting herewith Notice of 43rd Annual General Meeting of PG Foils Ltd. for the year ended 31.03.2022.

You are requested to take the same on record and update your records accordingly.

Thanking You,

For **P G FOILS LIMITED**



Bhawana Songara
Company Secretary & Compliance Officer
Place: Pipalia Kalan

INTRODUCTION
 ORGANISATIONAL STEWARDSHIP
 OUR BUSINESS IN CONTEXT
 OUR VALUE CREATION JOURNEY
 ENVIRONMENTAL, SOCIAL, GOVERNANCE (ESG)
I STATUTORY REPORTS
 FINANCIAL STATEMENTS

Notice of Annual General Meeting

NOTICE is hereby given that the Forty-Third Annual General Meeting ('AGM') of the Shareholders of **PG Foils Limited** ('the Company') will be held on **Thursday, 29th September, 2022** 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 financial year ended 31st March, 2022 together with Report of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Sakshi Sahil Shah (DIN: 07129888), who retires by rotation and being eligible, offers herself for reappointment:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Sakshi Sahil Shah (DIN: 07129888), who retires by rotation and being eligible, offers herself for reappointment, be and is hereby appointed as a Non-Executive Director of the Company, with the consent of the members of the Company, accorded under Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015."

SPECIAL BUSINESS

3. To re-appoint Mr. Sahil P Shah (DIN: 01603118) as Whole-time Director.

To consider and if thought fit, to pass the following resolution, which will be proposed as a Special Resolution:

"RESOLVED THAT pursuant to the relevant provisions of the Articles of Association of the Company (hereinafter referred to as the "Articles") and the Companies Act, 2013 (hereinafter referred to as the "Act") including Section 160, Mr. Sahil P Shah (DIN: 01603118) be and is hereby re-appointed as a Director of the Company not liable to retire by rotation.

"RESOLVED FURTHER THAT pursuant to Sections 196, 197, 198 and all other applicable provisions of the Companies Act, 2013, read with Schedule V thereto and the Rules made thereunder, including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), and subject to the approval of the Central Government, if required, the reappointment of Mr. Sahil P Shah (DIN: 01603118) as Whole-time Director of the Company with effect from 1st April, 2022, be and is hereby approved, on the terms as to remuneration and otherwise as set out hereunder and with liberty to the Board (which term shall be deemed to include the Committee, if any, constituted by the Board from time to time) to alter the said terms and conditions in such manner as may be agreed to between the Board and Mr. Sahil P Shah in the best interests of the Company but subject to the restrictions, if any, contained in the said Act or otherwise as may be permissible at law.

Terms and Conditions of appointment:

A. **Period:**

Period – 5 years w.e.f. 01st April 2022 to 31st March 2027

B. **Remuneration:**

Rs.12,00,000 PA (including salary, perquisites & allowances) with such increments as the Board may decide from time to time.



C. **Perquisites:**

- (a) **Other Expenses:** Entertainment, travelling and all other expenses incurred for the business of the Company as per policy of the Company.
- (b) **Other Allowances/benefits, perquisites:** Any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and/or which may become applicable in the future and/or any other allowance, perquisites as the Board from time to time decides.

D. Subject as aforesaid, the Whole-Time Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.

E. The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Sections 197, 198 and other applicable provisions of Companies Act, 2013 read with Schedule V thereto or otherwise as may be permissible at law.

RESOLVED FURTHER THAT if in any financial year, the Company has no profits or its profits are inadequate, the remuneration, including the perquisites as aforesaid, will be paid to Mr. Sahil P Shah in accordance with the applicable provisions of the Companies Act, 2013.

4. To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2023 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, 2023 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."

By Order of the Board of Directors
For PG Foils Limited

Place: Pipalia Kalan
Date: 29th August 2022

Sd/-
Bhawana
Company Secretary
Membership No.: A54416

ANNEXURE TO THE NOTICE

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN THE 43rd ANNUAL GENERAL MEETING TO BE HELD ON 29th SEPTEMBER, 2022.

[In pursuance of regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)]

ITEM NO. 2:

Name of Director	Mrs. Sakshi Sahil Shah Din: 07129888
Date of Birth	11.04.1986
Age	36 years
Nationality	Indian
Qualification	Qualification: MBA degree in Management
Experience	She has worked for 6 years in the administrative and operational affairs of the Company.
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
Last Remuneration Drawn	6,00,000/-
Date of first appointment on the Board	27.03.2015
No. of shares held in the Company	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)
No. of Board Meetings attended/ held during Financial Year (2021-22)	5 out of 5
Directorships held in other companies	1
Chairman/Member of the Committee of the Board of Directors of our Company	Shareholders/Investor Grievance Committee- Member
Committee position held in other listed companies	NIL

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

ITEM NO. 3:

Mr. Sahil P Shah is a Whole Time Director of the Company. He joined the Company as an Additional Director in August 2007. He was inducted to the Board as Whole-Time Director in April 2017. Mr. Sahil P Shah has over 14 years of work experience in areas of general management and marketing, including business relations in India and in global markets. He is reappointed for a period of 5 years w.e.f 01st April 2022 by the Board of Directors, subject to necessary approval by shareholders.

Other Details:

Name of Director	Mr. Sahil P Shah DIN: 01603118
Date of Birth	18.03.1985
Age	37 years
Nationality	Indian
Qualification	MBA degree in Marketing
Experience	He has worked for 14 years in the field of foils and other aluminum related products.
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
Last Remuneration Drawn	12,00,000/-
Date of first appointment on the Board	11.08.2007
No. of shares held in the Company	700
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Husband of Mrs. Sakshi S Shah (Director) Son of Mr. Pankaj P Shah (Managing Director)
No. of Board Meetings attended/ held during Financial Year (2021-22)	5 out of 5
Directorships held in other companies	7
Chairman/Member of the Committee of the Board of Directors of our Company	Audit Committee - Member Corporate Social Responsibility Committee - Member
Committee position held in other listed companies	NIL

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 3 of the Notice for reappointment of Mr. Sahil P Shah as whole time director of the Company for five years.

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

Except Mr. Pankaj Raj Shah (DIN: 00160558) and Mrs. Sakshi Sahil Shah (DIN: 07129888) or their relatives, 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:

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, 2023 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. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2023.

The Board recommends the Ordinary Resolution set out at Item No. 4 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.

Annexure

NOTES:

GENERAL:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (for reappointment vide Circular Nos.14/2020, 17/2020, 20/2020,02/2021, 21/2021 and 2/2022 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 14, 2021 and May 05, 2022 respectively (collectively referred to as "MCA Circulars") permitted the holding of AGMs by Companies through Video Conferencing/Other Audio-Visual facility (VC/OAVM), upto December 31, 2022 without the physical presence of the Members at a common venue. The Securities and Exchange Board of India ('SEBI') also issued Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13 May 2022 (collectively referred to as "SEBI Circulars"). In compliance with MCA Circulars, SEBI Circulars, provisions of the Act and the SEBI Listing Regulations, the AGM of the Company is being conducted through VC/OAVM Facility, which does not require the physical presence of members.
2. Pursuant to the provisions of the Companies Act, 2013 a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since the AGM is being held in pursuant to the Circulars through VC/OAVM, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. An Explanatory Statement pursuant to Section 102 of the Act, in respect of Item nos. 2 to 4 of the Notice set out above, is annexed hereto. The Board of Directors have considered and decided to include item nos. 3 to 4 as Special Business as they are unavoidable in nature. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, ('ICSI') in respect of Director seeking re-appointment at this AGM is annexed.
4. In accordance with the Secretarial Standard - 2 on General Meetings issued by the ICSI read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered office of the Company i.e. 6, Neptune Tower, Ashram Road, Ahmedabad-380 009 (Gujarat) which shall be the venue of the AGM. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
5. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. 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. Thursday, 29th September, 2022. Members seeking inspection of the aforementioned documents can send an email to pgfoils@pgfoils.in
7. 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.
8. 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.

9. Institutional/Corporate Shareholders intending to authorize their representatives to attend the meeting pursuant to Section 113 of the Act, are requested to email certified copy of the Board/governing body resolution/authorization etc., authorizing their representatives to attend and vote on their behalf at email ID pgfoils@pgfoils.in with a copy marked to evoting@cDSLindia.com.

DISPATCH OF ANNUAL REPORT:

10. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2021-22 will also 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.

DECLARATION OF RESULT:

11. 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.
12. 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, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
13. 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:

14. The Register of Members and Transfer Books in respect of Equity Shares of the Company will remain closed from **Thursday, 22nd September, 2022 to Thursday, 29th September, 2022 (both days inclusive)**.
15. SEBI has mandated the submission of PAN, KYC and nomination details by Members holding shares in physical form by 31st March, 2023. Shareholders are requested to submit their PAN, KYC and nomination details at the Ahmedabad office of the Company's Register and Transfer Agent "Bigshare Services Pvt. Ltd." or e-mail at bssahd@bigshareonline.com with e-signed documents. The forms for updating the same are available at Company's website, i.e. www.pgfoils.in. In case a holder of physical securities fails to furnish these details before the due date, the Company shall freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on 31st December, 2025, the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and/or the Prevention of Money Laundering Act, 2002. Members holding shares in electronic form are requested to submit their PAN to their Depository Participant(s).

UNPAID DIVIDEND & TRANSFER TO IEPF ACCOUNT:

16. Pursuant to the provisions of Section 124 of the Act, unpaid/unclaimed dividend for the financial year 2010-2011 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.

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 Monday, 26th September, 2022 at 09:00 A.M. and ends on Wednesday, 28th September, 2022, 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. **22nd September, 2022**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd September, 2022.
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 Friday, 23rd September, 2022 at 09:00 A.M. to Sunday, 25th September, 2022 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 43rd 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 **22nd September 2022 ('Cut-offDate')**.
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. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the **cut-off date i.e. 22nd September 2023 (Thursday)** only shall be entitled to avail the facility of remote e-voting as well as e- voting at the AGM.
5. 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.
6. 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 forty-eight hours 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 26th September, 2022 and 09:00 AM and ends on 28th September, 2022 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 **22nd September, 2022** 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	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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)	<p>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.</p> <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:

- 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**.
- 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/EGM 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.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at their e-mail address viz. man.sancheti@gmail.com and to the Company at the email address viz; pgfoils@pgfoils.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

Place: Pipalia Kalan
Date: 29th August, 2022

Sd/-
Bhawana
Company Secretary
Membership No.: A54416