



Date: 12.08.2025

To,
The Bombay Stock Exchange,
Department of Corporate Services 25th Floor,
P.J. Towers, Dalal Street, Mumbai- 400001
BSE Code: 526747 & Scrip ID: PGFOILQ

Sub: Notice of Extra Ordinary General Meeting will be held on Friday, 05th September, 2025 at 11:30 A.M.

Dear Sir / Ma'am

The Extra Ordinary General Meeting ("EOGM") of the Company will be held on **Friday, 05th September, 2025 at 11:30 A.M. IST** through Video Conferencing / Other Audio-Visual Means.

We are submitting herewith the Notice of EOGM which is being sent to the Members, who have registered their e-mail addresses with the Company/ Depositories, through electronic mode.

The Notice of EOGM is also uploaded on the Company's website i.e. www.pgfoils.in

This is for your information and records.

Thanking You,

For P G Foils Limited

Place: Pipalia Kalan
Date: 12th August, 2025

Bhawana Songara
Company Secretary
Membership No.: A54416



NOTICE OF EXTRA ORDINARY GENERAL MEETING OF PG FOILS LIMITED

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF PG FOILS LIMITED WILL BE HELD ON FRIDAY, 05th SEPTEMBER, 2025 AT 11:30 A.M. THROUGH VIDEO CONFERENCING ('VC')/OTHER AUDIO-VISUAL MEANS ('OAVM') FACILITY TO TRANSACT THE FOLLOWING BUSINESS: -

ITEM NO 1: TO APPOINT M/S JAIN P. C. & ASSOCIATES, CHARTERED ACCOUNTANTS, AS A STATUTORY AUDITOR TO FILL CASUAL VACANCY CAUSED BY RESIGNATION OF PREVIOUS STATUTORY AUDITOR.

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

“RESOLVED THAT pursuant to the provisions of Section 139, 141 & 142 and other applicable provisions, if any, of the Companies Act, 2013 read along with the Companies (Audit and Auditors) Rules, 2014, SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time, and other applicable rules, if any, including any statutory modification(s) or re-enactment(s) thereof, and on the recommendations of the Audit Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for appointment of M/s Jain P. C. & Associates, Chartered Accountants (FRN 126313W) who have confirmed their eligibility to be appointed as Statutory Auditors of the Company in terms of Section 141 of the Act and applicable rules, be and is hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Gupta Akash & Associates, Chartered Accountants, Jaipur (FRN: 013783C) for FY 2024-25 and who shall hold office till the conclusion of the ensuing Annual General Meeting of the Company to be held in the year 2025 at such remuneration and out of pocket expenses as may be fixed by the Board of Directors of the Company in consultation with them.”

“RESOLVED FURTHER THAT any of the director of the Company be and is hereby severally authorized to sign and submit necessary e-Forms with Registrar of Companies and to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

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

**Place: Pipalia Kalan
Date: 06th June, 2025**

**Bhawana Songara
Company Secretary
Membership No.: A54416**



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 05th January, 2023 issued by the Securities and Exchange Board of India ["SEBI"] ["the MCA Circulars and SEBI Circulars"], companies are allowed to hold Extra Ordinary General Meeting ["EOGM"] through video conference/other audio visual means ["VC/OAVM"] without the physical presence of the Members at a common venue. Hence, in compliance with the Circulars, the EOGM 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 EOGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.

2. Electronic copy of Notice of the Extra Ordinary General Meeting

a) In compliance with the provisions and Circulars prescribed by MCA and SEBI, Notice of the EOGM 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 EOGM 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 Notice of EOGM) 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. Proxy

The EOGM 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 EOGM. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice.



5. 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 EOGM 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

6. 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 EOGM. 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 EOGM, i.e. Friday, 05th September, 2025. Members seeking inspection of the aforementioned documents can send an email to cs@pgfoils.in

7. Remote e-voting: Important Dates:

Cut-off date [for determining the Members entitled to vote on the resolutions set forth in this notice]	Friday, 29 th August 2025	
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 02, 2025
	Ends on	5:00 p.m. IST, Thursday, September 04, 2025

8. The attendance of the shareholders attending the EOGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. The Company has listed its shares at:
- BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001.

The listing fees of these Exchanges have been paid in time.

10. The Members can join the EOGM 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 EOGM 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 EOGM without restriction on account of 'first come first serve' basis.

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 EOGM in a fair and transparent manner.
12. The Scrutinizer shall, immediately after the conclusion of voting at the EOGM, first count the votes cast during the EOGM, thereafter unblock the votes cast through remote e-voting and make, within Two working days from the conclusion of the EOGM, 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.
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.

PROCEDURE FOR JOINING EOGM THROUGH VC / OAVM:

14. Members are requested to attend and participate in the ensuing EOGM through VC / OAVM and cast their vote either through remote e-voting facility or through e-voting facility to be provided during the EOGM.
15. The facility of e-voting during the EOGM 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 EOGM through VC / OAVM but will not be entitled to cast their vote once again on resolutions.
16. The remote e-voting period commences on Tuesday, 02nd September at 09:00 A.M. and ends on Thursday, 04th September, 2025, 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. 29th September, 2025, may cast their vote electronically.
17. Members are encouraged to join the Meeting through Laptops for better experience.
18. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
19. 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.



20. 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 EOGM. CDSL will be providing facility for voting through remote e-voting, for participation in the EOGM through VC/OAVM facility and e-voting during the EOGM.
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 EOGM) and voting at the EOGM through e-voting system is **29th August, 2025** ('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 EOGM 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 EOGM 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 **02nd September, 2025 and 09:00 AM and ends on 04th September, 2025 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



- 29th August, 2025** 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.

- xii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xiii. Click on the EVSN for the relevant 'PG Foils Limited' on which you choose to vote.
- xiv. 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.
- xv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xvi. 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.
- xvii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xviii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xix. 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.
- xx. 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 EOGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EOGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the EOGM 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 EOGM.
3. If any Votes are cast by the shareholders through the e-voting available during the EOGM 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 EOGM. However, they will not be eligible to vote at the EOGM.

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 EOGM & 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.



ANNEXURE TO THE NOTICE

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

The Members of the Company at its 45th Annual General Meeting held on September 27, 2024 had appointed M/s Gupta Akash & Associates, Chartered Accountants, Jaipur (FRN: 013783C) as the Statutory Auditors of the Company to hold office for a period of Five (5) consecutive financial years from the conclusion of 45th Annual General Meeting till the conclusion of 50th Annual General Meeting to be held in the year 2029, However, M/s Gupta Akash & Associates, Chartered Accountants vide their letter dated 03rd June, 2025 have resigned from the position of Statutory Auditor of the Company, resulting into a casual vacancy in the office of Statutory Auditor of the Company as envisaged by Section 139(8) of the Companies Act, 2013.

As per the provisions of Section 139(8)(i) of the Companies Act 2013, any casual vacancy caused in the office of Statutory Auditor shall be filled by the Board of Directors within thirty days from the date of resignation of such auditor and shall also be approved by the Company within three months of the recommendation of the Board and he shall hold the office till the conclusion of the ensuing annual general meeting.

Board has approached to M/s Jain P. C. & Associates, Chartered Accountants (FRN 126313W) to act as Statutory Auditor of the Company and received their affirmation. Therefore, Board of Directors in their meeting held on June 06, 2025 on the recommendation of Audit Committee has recommended the appointment M/s Jain P. C. & Associates, Chartered Accountants (FRN 126313W) as a Statutory Auditor to fill the casual vacancy caused by the resignation of M/s Gupta Akash & Associates, Chartered Accountants, Jaipur (FRN: 013783C) and to hold office as the Statutory Auditor of the Company till the ensuing Annual General Meeting of the Company to be held in the year 2025 subject to the approval by the members, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

Company has received consent letter and eligibility certificate from M/s Jain P. C. & Associates, Chartered Accountants (FRN 126313W) to act as Statutory Auditor of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution. The Board accordingly recommends the Ordinary Resolution set out at Item No. 1 of the accompanying Notice for approval of the Members.

PG Foils Ltd.

Pipalia Kalan, Distt. Pali, Pin: 306 307 Rajasthan,
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Fax: (02937) – 287150, E - mail: pgfoils@pgfoils.in
www.pgfoils.in

PREM GROUP



S.No	Particulars	Details
1.	Name of the Company	M/S P G FOILS LTD
2.	Name of the Auditor	M/s Jain P. C. & Associates (FRN:126313W)
3.	Reason for Change viz. Appointment	Appointment of M/s Jain P. C. & Associates (FRN:126313W) Peer Reviewed Firm of Chartered Accountants in Practice Made due to Casula vacancy arise on Resignation of Statutory Auditor
4.	Date of Appointment/ Re-appointment/Cessation (as applicable) & Term of Appointment/Re-appointment	The Board at its meeting held on 06 th June, 2025, approved the appointment of M/s Jain P. C. & Associates as Statutory Auditor, subject to approval of the shareholders till the conclusion of ensuing 46 th Annual General Meeting.
5.	Brief Profile (in case of appointment)	M/s Jain P. C. & Associates is a firm of Practicing Chartered Accountants based in Ahmedabad. Renowned for its commitment to quality and precision, the firm has been Peer Reviewed by the Institute of Chartered Accountants of India (ICAI), ensuring the highest standards in professional practices. M/s Jain P. C. & Associates has 2 partners and focused on providing comprehensive professional services in Companies Accounts, Direct Tax Law, Indirect Tax Law, corporate law, SEBI regulations, and allied fields, delivering strategic solutions to ensure regulatory adherence and operational efficiency.
6.	Disclosure of relationships between Directors (in case of appointment of a director)	Not applicable

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

Place: Pipalia Kalan
Date: 06th June, 2025

Bhawana Songara
Company Secretary
Membership No.: A54416