



PG ELECTROPLAST LIMITED

CIN-L32109DL2003PLC119416

Corporate Office :

P-4/2, 4/3, 4/4, 4/5, 4/6, Site-B, UPSIDC Industrial Area, Surajpur
Greater Noida-201306, Distt. Gautam Budh Nagar (U.P.) India

Phones # 91-120-2569323, Fax # 91-120-2569131

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

24th September 2016

To,
The Manager (Listing)
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

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

Scrip Code: 533581

Scrip Symbol: PGEL

Sub.: Annual Report - 2015-16

Dear Sir,

Pursuant to regulations 34 of the SEBI (Listing obligation & Disclosure Requirements) Regulations 2015, we submit herewith soft copy of the Annual Report for the Financial Year 2015-16, duly approved and adopted in the 14th Annual General Meeting held on 21st September 2016.

Kindly take the same on your records

Thanking you,

Yours Faithfully,

For **PG Electroplast Limited**


(Rahul Kumar)


Company Secretary

Encl: as above

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



14th Annual Report
2015-2016

PG ELECTROPLAST LIMITED

PG Electroplast Limited (CIN: L32109DL2003PLC119416)

Registered Office: DTJ209, DLF Tower B-Jasola, New Delhi-110025	Corporate Office: P-4/2 to 4/6, Site B, UPSIDC Industrial Area, Surajpur, Greater Noida, U.P.-201306
Email: investors@pgel.in / info@pgel.in	Website: www.pgel.in
Telephone No: 91-120-2569323	Fax No: 91-120-2569131

Board of Directors:

Name	DIN	Designation
Mr. Promod Gupta	00181800	Managing Director
Mr. Anurag Gupta	00184361	Whole Time Director
Mr. Vikas Gupta	00182241	Whole Time Director
Mr. Vishal Gupta	00184809	Whole Time Director
Mr. Devendra Jha	03076528	Independent Director
Mr. Sharad Jain	06423452	Independent Director
Mr. Ayodhya Prasad Anand	06808974	Independent Director
Dr. Rita Mohanty	07081546	Independent Director

Management:

Name	Designation
Mr. Bhawa Nand Choudhary	Chief Operational Officer
Mr. K. A. Khandelwal	Chief Financial Officer
Mr. Rahul Kumar	Company Secretary

Statutory Auditors:

M/s Chitresh Gupta & Associates
Chartered Accountants

Banker:

State Bank of India
HDFC Bank

Registrars & Share Transfer Agent:

Karvy Computershare Pvt. Ltd., 46, Avenue 4,
Street No 1, Banjara Hills,
Hyderabad - 500034

Email: einward.ris@karvy.com

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PG Electroplast Limited

CIN: L32109DL2003PLC119416

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

Corporate Office: P-4/2 to 4/6, Site-B, UPSIDC Indl. Area, Surajpur, Greater Noida, Dist- Gautam Budh Nagar,
Uttar Pradesh- 201306

Tel No: +91-120-2569323

Email: investors@pgel.in

Fax No: +91-120-2569131

Website: www.pgel.in

NOTICE FOR THE 14TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 14th ANNUAL GENERAL MEETING of the shareholders of PG ELECTROPLAST LIMITED (the "Company") will be held on Wednesday, 21st day of September, 2016 at 11:00 A.M at Auditorium, New Delhi Y.M.C.A. Tourist hostel, Jai Singh Road, New Delhi-110 001 to transact the following business:

ORDINARY BUSINESS:

To consider and, if thought fit, to pass following resolutions as ORDINARY RESOLUTION:

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2016, the report of the Board of Directors and Auditors thereon.

"RESOLVED THAT the audited financial statements of the Company for the financial year ended 31st March 2016 together with the Board's Report and the report of the Auditors thereon, laid before this meeting, be and are hereby considered and adopted."

2. To re-appoint Mr. Promod Gupta (DIN- 00181800) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment.

"RESOLVED THAT pursuant to section 152 of the Companies Act 2013, Mr. Promod Gupta (DIN- 00181800), who retires by rotation at this meeting and being eligible, has offered himself for re-appointment as director of the Company, be and is hereby reappointed as a Director of the Company, liable to retire by rotation."

3. To re-appoint Mr. Vikas Gupta (DIN- 00182241) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment.

"RESOLVED THAT pursuant to section 152 of the Companies Act 2013, Mr. Vikas Gupta (DIN- 00182241), who retire by rotation at this meeting and being eligible, has offered himself for re-appointment as director of the Company, be and is hereby reappointed as a Director of the Company, liable to retire by rotation."

4. To ratify appointment of the Statutory Auditor's:

"RESOLVED THAT pursuant to provisions of Section 139 of the Companies Act, 2013 (the "Act") read with Companies (Audit and Auditors) Rules, 2014 and other applicable provisions (including any statutory modification(s) or re-enactment thereof for the time being in force), appointment of M/s Chitresh Gupta & Associates, Chartered Accountants, Delhi, (Firm

Registration No. 017079N); who has been appointed as Statutory Auditors in 12th AGM to hold office up to conclusion of 15th Annual General Meeting (AGM); be and is hereby ratified to hold office of the Statutory Auditors from the conclusion of this 14th AGM till the conclusion of 15th Annual General Meeting of the Company, on such remuneration as shall be fixed by the Board of Directors of the company."

SPECIAL BUSINESS:

5. **TO APPROVE/RATIFY REMUNERATION OF THE COST AUDITORS FOR THE FINANCIAL YEAR ENDING ON MARCH 31, 2017** and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions, if any; remuneration (including out of pocket expenses) of Rs. 3,00,000/- (Rupees Three Lakh Only) plus applicable service tax to be paid to M/s Amit Singhal & Associates, (Firm Registration No. 101073) to conduct cost Audit for the financial year ending on March 31, 2017 which is fixed by the Board of Directors of the Company, be and is hereby ratified."

6. **RE-APPOINTMENT AND REMUNERATION OF MR. PROMOD GUPTA AS MANAGING DIRECTOR OF THE COMPANY** and in this regards to consider and, if thought fit, to pass with or without modification the following resolution as SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to Sections 2(94), 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and other applicable provisions of the Act and the provisions of Articles of Association of the company, Mr. Promod Gupta, who is aged 74 years, be and is hereby appointed as Managing Director of the company, liable to retire by rotation, for a period 3 years with effect from 15th July 2016 on such terms and conditions including remuneration, increments as detailed in the explanatory statements of this notice.

"RESOLVED FURTHER THAT subject to provisions of Section 197 of the Companies Act, 2013, the Board of Directors (hereinafter referred to as the "Board" which expression shall also include the 'Nomination and Remuneration Committee' of the Board) be and is hereby authorized to grant increments in remuneration, vary/alter at any time the remuneration, terms and conditions of the said appointment in such manner as may be approved by the Board and are acceptable to Mr. Promod Gupta, Managing Director, without any further reference to the company in general meeting, subject to condition that increased remuneration shall not exceeds the limits of yearly remuneration specified under Schedule V to the Companies Act, 2013 or such other limits as may be prescribed from time to time."

"RESOLVED FURTHER THAT subject to Section 197 and Section II of Part II of Schedule V of the Companies Act 2013 and other applicable provisions, if any, and necessary statutory approvals, if any, the above said remuneration or remuneration approved by the Board as per authority conferred by this resolution, may be paid as minimum remuneration to Mr.

Promod Gupta as Managing Director even in the event of absence or inadequacy of profits in any year during his tenure”.

“RESOLVED FURTHER ALSO THAT the Board of Directors of the company be and is hereby authorized to do all such acts, deeds, matters and things as in absolute discretion it may consider necessary, expedient or desirable in order to give effect to the above resolution.”

7. RE-APPOINTMENT AND REMUNERATION OF MR. ANURAG GUPTA AS WHOLE TIME DIRECTOR OF THE COMPANY and in this regards to consider and, if thought fit, to pass with or without modification the following resolution as SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to [Sections 2\(94\), 196, 197 and 203](#) read with Schedule V of the Companies Act, 2013 and other applicable provisions of the Act, Mr. Anurag Gupta, be and is hereby appointed as Whole Time Director of the company, liable to retire by rotation, for a period 3 years with effect from 15th July 2016 on such terms and conditions including remuneration, increments as detailed in the explanatory statement of this notice.

“RESOLVED FURTHER THAT subject to provisions of Section 197 of the Companies Act, 2013, the Board of Directors (hereinafter referred to as the “Board” which expression shall also include the ‘Nomination and Remuneration Committee’ of the Board) be and is hereby authorized to grant increments in remuneration, vary/alter at any time the remuneration, terms and conditions of the said appointment in such manner as may be approved by the Board and are acceptable to Mr. Anurag Gupta, Whole time Director, without any further reference to the company in general meeting, subject to condition that increased remuneration shall not exceeds the limits of yearly remuneration specified under Schedule V to the Companies Act, 2013 or such other limits as may be prescribed from time to time.”

“RESOLVED FURTHER THAT subject to Section 197 and Section II of Part II of Schedule V of the Companies Act 2013 and other applicable provisions, if any, and necessary statutory approvals, if any, the above said remuneration or remuneration approved by the Board as per authority conferred by this resolution, may be paid as minimum remuneration to Mr. Anurag Gupta as Whole Time Director even in the event of absence or inadequacy of profits in any year during his tenure”.

“RESOLVED FURTHER ALSO THAT the Board of Directors of the company be and is hereby authorized to do all such acts, deeds, matters and things as in absolute discretion it may consider necessary, expedient or desirable in order to give effect to the above resolution.”

8. RE-APPOINTMENT AND REMUNERATION OF MR. VIKAS GUPTA AS WHOLE TIME DIRECTOR OF THE COMPANY and in this regards to consider and, if thought fit, to pass with or without modification the following resolution as SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to [Sections 2\(94\), 196, 197 and 203](#) read with Schedule V of the Companies Act, 2013 and other applicable provisions of the Act and the provisions of Articles of Association of the company, Mr. Vikas Gupta, be and is hereby appointed as Whole Time Director of the company, liable to retire by rotation, for a period 3 years with

effect from 15th July 2016 on such terms and conditions including remuneration, increments as detailed in the explanatory statement of this notice.

"RESOLVED FURTHER THAT subject to provisions of Section 197 of the Companies Act, 2013, the Board of Directors (hereinafter referred to as the "Board" which expression shall also include the 'Nomination and Remuneration Committee' of the Board) be and is hereby authorized to grant increments in remuneration, vary/alter at any time the remuneration, terms and conditions of the said appointment in such manner as may be approved by the Board and are acceptable to Mr. Vikas Gupta, Whole Time Director, without any further reference to the company in general meeting, subject to condition that increased remuneration shall not exceeds the limits of yearly remuneration specified under Schedule V to the Companies Act, 2013 or such other limits as may be prescribed from time to time."

"RESOLVED FURTHER THAT subject to Section 197 and Section II of Part II of Schedule V of the Companies Act 2013 and other applicable provisions, if any, and necessary statutory approvals, if any, the above said remuneration or remuneration approved by the Board as per authority conferred by this resolution, may be paid as minimum remuneration to Mr. Vikas Gupta as Whole Time Director even in the event of absence or inadequacy of profits in any year during his tenure".

"RESOLVED FURTHER ALSO THAT the Board of Directors of the company be and is hereby authorized to do all such acts, deeds, matters and things as in absolute discretion it may consider necessary, expedient or desirable in order to give effect to the above resolution."

9. RE-APPOINTMENT AND REMUNERATION OF MR. VISHAL GUPTA AS WHOLE TIME DIRECTOR OF THE COMPANY and in this regards to consider and, if thought fit, to pass with or without modification the following resolution as SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to [Sections 2\(94\), 196, 197 and 203](#) read with Schedule V of the Companies Act, 2013 and other applicable provisions of the Act and the provisions of Articles of Association of the company, Mr. Vishal Gupta, be and is hereby appointed as Whole Time Director of the company, liable to retire by rotation, for a period 3 years with effect from 15th July 2016 on such terms and conditions including remuneration, increments as detailed in the explanatory statement of this notice.

"RESOLVED FURTHER THAT subject to provisions of Section 197 of the Companies Act, 2013, the Board of Directors (hereinafter referred to as the "Board" which expression shall also include the 'Nomination and Remuneration Committee' of the Board) be and is hereby authorized to grant increments in remuneration, vary/alter at any time the remuneration, terms and conditions of the said appointment in such manner as may be approved by the Board and are acceptable to Mr. Vishal Gupta, Whole Time Director, without any further reference to the company in general meeting, subject to condition that increased remuneration shall not exceeds the limits of yearly remuneration specified under Schedule V to the Companies Act, 2013 or such other limits as may be prescribed from time to time."

"RESOLVED FURTHER THAT subject to Section 197 and Section II of Part II of Schedule V of the Companies Act 2013 and other applicable provisions, if any, and necessary statutory

approvals, if any, the above said remuneration or remuneration approved by the Board as per authority conferred by this resolution, may be paid as minimum remuneration to Mr. Vishal Gupta as Whole Time Director even in the event of absence or inadequacy of profits in any year during his tenure”.

“RESOLVED FURTHER ALSO THAT the Board of Directors of the company be and is hereby authorized to do all such acts, deeds, matters and things as in absolute discretion it may consider necessary, expedient or desirable in order to give effect to the above resolution.”

**By Order of Board of Directors
Of PG Electroplast Limited**

Date: 05/08/2016
Place: Greater Noida

(Rahul Kumar)
Company Secretary
Membership No-A32729

NOTES:

1. Appointment of Proxy

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ENCLOSED WITH THIS NOTICE.

2. Restriction for appointing proxy

A MEMBER CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINTS A SINGLED PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY OF ANY OTHER PERSON OR SHAREHOLDERS.

3. Appointment of Representative

Corporate Members intending to send their authorized representatives to attend the Annual General Meeting are requested to send a duly certified copy of their Board Resolution authorizing their representative to attend and vote at the said Annual General Meeting.

4. Attendance slip

Members/proxies are requested to produce the Attendance Slip duly signed as per the specimen signature recorded with the Company/Depository Participant for admission to the meeting hall. Members, who hold shares in de-materialized form, are requested to bring their DP I.D. and Client I.D. No(s) for easier identification of attendance at the meeting.

5. E Voting

The Company is pleased to provide e-voting facility to enable Shareholders to cast their vote

electronically on website <https://evoting.karvy.com>, from a place other than place of the meeting, for all items mentioned in the Notice of this AGM. The Company has appointed Karvy Computershare Pvt Ltd. as e-voting agency. **The remote e-voting shall start on 17/09/2016 at 9.00 A.M. & close on 20/09/2016 at 5:00 PM.** Remote E-voting shall not be allowed beyond the said time & date.

The E-Voting event number, User-ID and password along with instructions for e-voting are provided in notice of E-Voting, being sent along with the Notice of this Annual General Meeting.

6. Cut-off date for voting Rights:

During the period when facility for remote e-voting is provided, the member of the Company, holding shares either in physical form or dematerialized form, as on 16/09/2016 shall be entitled to vote by electronics means or to vote at AGM venue.

7. Voting at the meeting:

The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

In case of joint holders attending the meeting, only such joint holder, who is higher in the order of name, will be entitled to vote.

8. Scrutinizers

The Company has appointed M/s RSJ Associates, Practicing Company Secretary as Scrutinizers to scrutinize the voting as well as remote e-voting process in a transparent manner. The Scrutinizer shall immediately after end of voting at AGM, first count the vote thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. He shall handover Scrutinizer's Report to the Chairman or to any other person authorized by the Chairman in this regard.

9. Instructions for E Voting:

- i. Use the following URL for e-voting: <https://evoting.karvy.com>
- ii. Enter the login credentials, i.e., user id and password mentioned in your email/notice. Your Folio No/DP ID Client ID will be your user ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and Password for casting your votes.
- iii. After entering the details appropriately, click on LOGIN.
- iv. You will reach the Password change menu, wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.

- vi. On successful login, the system will prompt you to select the EVENT, i.e., PG Electroplast Limited.
- vii. On the voting page, the number of shares (which represents the number of votes) as held by the member as on the cutoff date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, then enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR'/'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- ix. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- x. Corporate/Institutional Members (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer through e-mail: csvishalrai@gmail.com. They may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'Corporate Name_EVENT No.'
- xi. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' section of <https://evoting.karvy.com> or call Karvy Computershare Pvt. Ltd. on 1800 345 4001 (toll free).

10.Login ID and Password to access E voting Facility

Any person who acquires shares of the Company after dispatch of this Notice and holds shares as on the cut-off date i.e., as on 16th September, 2016, may obtain login ID and password by sending a request to evoting@karvy.com with a copy investors@pgel.in by mentioning her / his folio number or DP ID and Client ID. Alternatively they may contact at toll free Number of Our E voting Agency at 1800 345 4001.

If the member is already registered with Karvy for E-voting, he can use his existing user ID & password for casting the vote through remote E Voting.

11.Results of Voting

The results of remote e-voting and poll at Annual General Meeting and consolidated result will be announces on 22/09/2016 at the registered office at 4:00 PM and the resolutions proposed thereat will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. Scrutinizer's report along with consolidated results shall be placed on website of the company www.pgel.in & website of e-voting agency <https://evoting.karvy.com> within two working days of passing of the resolutions at the Annual General Meeting of the Company and communicated to the Stock Exchanges where the shares of the Company are listed – the National Stock Exchange of India Ltd. and BSE Ltd.

12. Annual report:

Electronic copy of Annual Report for year 2015-16 and Notice of the Annual General Meeting of the Company are being sent to all the members as on 12/08/2016, whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.

13. Explanatory Statement:

The relevant Explanatory Statements with respect to business under set out under Item Nos. 5 to 9 above are annexed hereto. In terms of the requirements of the Listing Agreement, brief profiles of directors seeking appointment/re-appointment, form part of the Notice.

14. Closure of Register of Member:

The Register of Members and Share Transfer Books shall remain closed from 17.09.2016 to 21.09.2016 (both days inclusive) for the purpose of Annual General Meeting.

15. Dividend: The Board of Directors of the Company has not recommended any dividend.

16. Registration of E-mail id for correspondence:

Members, who have not registered their e-mail address so far, are requested to register their e-mail for receiving all communication including annual report, notices, circulars etc. through email. Members holding shares in D-mat form may intimate the e-mail to their depository participants & Members holding shares in physical form are requested to address all correspondence concerning the registration of transfers, transmission, sub-division, consolidation of shares or any other related matters and/or any change in address or updation thereof to the Company/RTA-Karvy Computershare Pvt. Ltd.

17. Availability of Annual Report & Notice on website

Members may also note that the Notice of the 14th Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company's website www.pgcl.in. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during (01.00 PM to 3.30 PM) on Monday to Friday. For any communication, the shareholders may also send requests to the Company's investor email id: investors@pgcl.in. The notice will also be available on E-Voting Agency website <https://evoting.karvy.com>.

18. Inspection

The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the venue of AGM.

19. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form

are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to RTA-Karvy Computershare Pvt. Ltd.

20.Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

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

Item No. 5:

The Board of Directors of the Company has appointed M/s Amit Singhal & Associates, Cost Accountants (Firm Registration No: 101073), as Cost Auditors of the Company to audit cost records for the financial year ending on March 31, 2017.

Remuneration payable to M/s Amit Singhal & Associates, Cost Auditors of the Company for the financial year ended March 31, 2017, was recommended by the Audit Committee to the Board of Directors and subsequently, was considered and approved by the Board of Directors at its meeting held on August 5, 2016.

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 Auditor has to be ratified by the shareholders of the Company. Accordingly consent of the members is sought for passing an ordinary resolution for approval of remuneration payable to Cost Auditors as set out at item no 5 of the notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives is interested or concerned in the said respective resolution for their appointment.

Item No.6:

Subject to the approval of the Central Government, if required, and Members of the Company, the "Board of Directors" & "Nomination & Remuneration Committee" of the Company at its meeting held on 5th August 2016 had approved appointment of and payment of remuneration to Mr. Promod Gupta, who is aged 74 years (Date of Birth: 23/03/1942), as Managing Director of the Company for a period of three (3) years with effect from 15th July 2016. The appointment was based on recommendations of the Nomination and Remuneration Committee.

He obtained his Bachelor of Engineering from The Birla Institute of Technology & Science (BITS, Pilani) in 1966, Post-graduate Diploma in Marketing and Sales Management from Faculty of Management Sciences, Delhi University in 1977 and fellow membership of The Institution of Electronics and Telecommunication Engineers (FIETE) in 1984. He is a first generation entrepreneur; with an experience of over 39 years in the field of electronic manufacturing services. He was previously employed as a senior scientist in Semiconductor Devices Division of Defense Research and Development Organization (DRDO) (formerly known as Solid State Physics Laboratory), where he worked for 13 years from 1966 to 1978, on the development of semiconductor devices and their testing for use in various defense systems and installation.

He started the PG Group in 1977 by making radio transistors, receivers and black & white television components. Gradually and slowly, over a period of more than three decades, the PG Group has forayed into the manufacturing and assembling of TV sets and audio-video players simultaneously doing backward integration by setting up plastic injection-molding and PCB assembly lines.

He is one of the promoters of this Company & he has been associated as Director since the date of incorporation of the Company on 17/03/2003. He is responsible for the management of the overall operations of our Company and to identify, develop & direct the implementation of business strategies. Mr. Promod Gupta heads the Company with his excellent skills of communication, liaisoning and wisdom to the organization through which the company achieves good relations with its existing customers and he will ensure functions that can deliver new and improved products and services to customers in an efficient and cost effective manner. His expertise are in the area of production helps improve the operational systems, processes and policies in support of organizational mission. He is a visionary and the company makes use of his knowledge for long term organizational planning and formation of strategies to achieve organizational objectives.

Mr. Promod Gupta holds an office of Director in PG Infotel Pvt Ltd & P.G.Appliance Pvt. Ltd., None of these Companies are listed. He holds 40,16,166 shares (24.47% of paid up capital) in the Company. He attended all 5 board meetings held in financial year 2015-16. Mr. Gupta satisfies all the conditions stated in the Part I of the Schedule V to the Companies Act, 2013 except to the extent that his is 74 years old, thus special resolution is proposed for his appointment.

The material terms & Conditions of his appointment including remuneration, increments are following:

Term: 3 (three) years, from 15th July 2016 to 14th July 2019

Salary, Allowances and Perquisites ("Remuneration")

- a) Basic Salary: Rs. 2,43,300/- per month.
- b) House Rent Allowance: Rs. 1,21,650/-per month.
- c) Other Perquisite: Rs. 40,550/- per month.
- d) Provident Fund Employer's Contribution/Pension/Gratuity/Leave encashment: as applicable in according to existing Laws.
- e) Reimbursement of Telephone expenses for official use: as per the rules of the company.
- f) Reimbursement of conveyance expenses for performing official work: as per rules of the company.
- g) Health insurance policy: Premium to be paid by the company as per the policy terms.
- h) All other terms and conditions of his employment shall be decided by the Board.
- i) **Increments in remuneration:** Remuneration including Basic salary, allowances, perquisites etc. may be increased on yearly basis to any amount within the limit prescribed in the Schedule V of the Companies Act 2013 or any other applicable limits prescribed in the Act.

Minimum Remuneration: Where in any financial year, the Company has no profit or its profits are inadequate, the Company will pay to the Managing Director, Minimum Remuneration as provided in Schedule V of the Companies Act, 2013 as modified from time to time.

Other Terms and Conditions:

1. The Managing Director shall not be paid any sitting fees for attending meetings of the Board or any Committee/s thereof.
2. Subject to the supervision and control of the Board of Directors, the Managing Director shall perform such duties and exercise such powers, authorities and discretions as the Board shall from time to time delegate to his on such terms and conditions and subject to such restrictions as the Board may from time to time impose. For day to day functioning, the Managing Director shall work under the overall superintendence and direction of the Board of Directors.
3. The appointment can be terminated by either of the parties by giving to the other requisite notice in writing or by payment of a sum equivalent to remuneration for the notice period or part as may be mutually agreed.

The above may also be treated as an abstract of the terms and conditions of the appointment of Mr. Promod Gupta as required under Section 190 of the Companies Act, 2013.

In view of the provisions of Sections 196, 197, 203 the Board recommends the Special Resolution set out at Item No. 6 of the accompanying Notice, for the approval of the Members.

Mr. Promod Gupta, being an appointee, along with Mr. Vikas Gupta, Mr. Anurag Gupta & Mr. Vishal Gupta, Directors of the Company being their Son along with their relatives are concerned or interested in the Resolution set out at Item No. 6 of the Notice.

Item Nos. 7-9:

Subject to the approval of the Central Government, if required, and Members of the Company, the Board of Directors of the Company at its meeting held on 5th August 2016 had re-appointed following person as Whole Time Directors of the Company for a period of three (3) years with effect from 15th July 2016:

- 1) Mr. Anurag Gupta
- 2) Mr. Vikas Gupta
- 3) Mr. Vishal Gupta.

These appointments have been made on the basis of recommendations of the Nomination and Remuneration Committee.

Details of Qualification, experiences etc. are provided below:

	Anurag Gupta	Vikas Gupta	Vishal Gupta
Date of Birth	27/05/1969	25/09/1972	25/09/1972
Date of first appointment on the Board	Since Incorporation	01/05/2010	01/05/2010
Qualification	He did his Bachelors of Electronics in Computer Engineering & Science from M. S. Ramaiah Institute of Technology, Bangalore University in 1991	He did his Master in Business Administration from the University of Pune in 1995 and B.Com (Hons.) from Delhi University in 1993	He did his Masters in Business Administration from the University of Pune in 1995 and B.Com (Hons.) from Delhi University in 1993
Industrial Experience	In 1992, he joined M/s PG Electronics (a partnership firm in the Promoter Group) as a Partner, where he was	He started his career with PG Electronic Components Private Limited, one of our erstwhile Promoter Group	He started his career with Astrotech International, one of our Promoter Group Companies, in the year 1995.

	responsible for manufacturing of TV components. In 1999, he joined Kushang Technologies Limited (formerly Kushang Apparels Limited) as a director, where he was responsible for all Technical functions of the firm.	Companies, in the year 1995. There, he was responsible for overseeing the production / manufacturing of PCB assemblies and electronic TV components. Later, in the year 1999, he joined Bigesto Technologies Limited (formerly Bigesto Foods Private Limited) as a Director, responsible for manufacturing and marketing operations of the company.	There, he was responsible for overseeing the financial, commercial and marketing aspects of the company. Later, in the year 2000, he joined Bigesto Technologies Limited (formerly Bigesto Foods Private Limited) as a Director, responsible for financial, accounting and commercial aspects of the business.
Association with the Company & Job Profile	He joined our Company as Promoter Director in 2003 and became Executive Director – Technical in 2010. His responsibilities in our Company include development and implementation of all technical policies & procedures including all associated production and post-production services, monitoring of plant & machineries required for production and quality assurance and technology up-gradation as and when required, executing research & development activities, establishing and supervising operations and maintenance routines (preventive, general & emergency) and ensuring strict adherence to our quality assurance policy.	He joined our Company as Executive Director – Operations in the year 2010. Mr. Vikas Gupta duty is to ensure functions that the company continues to get good order book position and niche clients remain our client strength. He also explores viable new business models and dimensions where the company can create and develop business opportunities, Managing and increasing the operational efficiencies with right product mix to generate more cash flows and increased operating margins to achieve organizational growth and objectives.	He joined our Company as Executive Director – Finance in the year 2010. Mr. Vishal Gupta directs annual budgeting and planning process of the organization, Oversee monthly and quarterly assessments and forecasts of organization's financial performance, monitoring cash flows, provide financial and human resources advice and guidance to senior members of team to ensure compliance of accounts, finance, internal control process, human resource, payroll, personnel & administration and all other corporate law related matters.
No of share held in the Company	15,14,222 (9.22% of paid up capital)	20,70,722 (12.62% of paid up capital)	20,75,012 (12.64% of paid up capital)
Details of other Directorship	Kushang Technologies Ltd P.G.Appliances Pvt Ltd PG Infotel Pvt Ltd Vrinda Infotech Pvt Ltd	P.G.Appliances Pvt Ltd PG Infotel Pvt Ltd Sharadha Realtech Pvt Ltd Bigesto Technologies Ltd	P.G.Appliances Pvt Ltd PG Infotel Pvt Ltd Vrinda Infotech Pvt Ltd Sharadha Realtech Pvt Ltd
No of Board meetings attended during FY 2015-16	Five out of five meetings	Five out of five meetings	Five out of five meetings

Aforementioned persons satisfy all the conditions stated in the Part I of the Schedule V to the Companies Act, 2013.

The material terms of above said appointment and remuneration are following:

Term: 3 (three) years, from 15th July 2016 to 14th July 2019

Salary, Allowances and Perquisites ("Remuneration"):

- a) Basic Salary: Rs. 2,43,300/- per month.
- b) House Rent Allowance: Rs. 1,21,650/- per month.
- c) Other Perquisite: Rs. 40,550/- per month.
- d) Provident Fund Employer's Contribution/Pension/Gratuity/Leave encashment: as applicable in according to existing Laws.
- e) Reimbursement of Telephone expenses for official use: as per the rules of the company.
- f) Reimbursement of conveyance expenses for performing official work: as per rules of the company.
- g) Health insurance policy: Premium to be paid by the company as per the policy terms.
- h) All other terms and conditions of his employment shall be decided by the Board.
- i) **Increments in remuneration:** Remuneration including Basic salary, allowances, perquisites etc. may be increased on yearly basis to any amount within the limit prescribed in the Schedule V of the Companies Act 2013 or any other applicable limits prescribed in the Act.

Minimum Remuneration: Where in any financial year, the Company has no profit or its profits are inadequate; the Company will pay to the Whole Time Directors, Minimum Remuneration as provided in Schedule V of the Companies Act, 2013 as modified from time to time.

Other Terms and Conditions:

1. Whole Time Directors shall not be paid any sitting fees for attending meetings of the Board or any Committee/s thereof.
2. Subject to the supervision and control of the Board of Directors, the Whole Time Directors shall perform such duties and exercise such powers, authorities and discretions as the Board shall from time to time delegate to his on such terms and conditions and subject to such restrictions as the Board may from time to time impose. For day to day functioning, the Whole Time Directors shall work under the overall superintendence and direction of the Board of Directors.
3. The appointment can be terminated by either of the parties by giving to the other requisite notice in writing or by payment of a sum equivalent to remuneration for the notice period or part as may be mutually agreed.

The above may also be treated as an abstract of the terms and conditions of the appointment of Whole Time Directors (Mr. Anurag Gupta, Mr. Vikas Gupta and Mr. Vishal Gupta) as required under Section 190 of the Companies Act, 2013.

In view of the provisions of Sections 196, 197, 203 of the Companies Act 2013, the Board recommends Special Resolution set out at Item Nos. 7 to 9 of the accompanying Notice, for the approval of the Members.

Mr. Promod Gupta, Mr. Vikas Gupta, Mr. Anurag Gupta & Mr. Vishla Gupta, (all four are relatives) Directors of the Company and their relatives are concerned or interested in the Resolution set out at Item Nos. 7-9 of the notice.

Statement as per SECTION II of PART II of SCHEDULE V (in relation to agenda no 6 to 9):

General Information:

- 1) Nature of Industry: the Company operates in consumer durables. It is an electronic manufacturing services (EMS) provider for original equipment manufacturers (OEMs) of consumer electronic products in India.
- 2) Commencement of business: The Company started its operation 5th October 2003.
- 3) Financial Performance: During the year, net sales gone up by 9% with respect to last year sale & the Company have managed to achieved a net profit of Rs. 1.91 crore (as compared to previous year loss of Rs. 4.54 crore).
- 4) Foreign Investment/Collaborations: NIL

Information about appointee:

- 1) Back Ground details, job profile, suitability, recognitions: Please refer to explanatory statements of agenda no 6 to 9 of this notice.
- 2) Last Drawn Remuneration: Rs. 39,82,800/- in FY 2015-16 to all appointees.
- 3) Proposed remuneration: as mentioned in the Explanatory Statements.
- 4) Comparative remuneration profile: There is not set standards of remuneration of MD/ WTD in this Industry. However the proposed remuneration commensurate with duties & responsibilities assigned to them and near to remunerations being offered in other companies to managerial persons.
- 5) Pecuniary relationships & relationship with other directors: these appointees are promoters of the Company. They draw remunerations as approved in accordance with the existing Laws. Further they are interested in a few related party transactions like payment of rent, sale/purchase of goods etc (more specifically provided in Board's Report).

Other Information:

- 1) Reason for inadequate profit & step taken/proposed to be taken for improvement: For last four years preceding the year 2015-16, Company was incurring loss due to adverse business situations, regulatory issues, not getting optimum orders, financial problems etc. the situation is getting better because of best efforts of the management of the Company e.g. for financial year 2015-16, net revenue of the Company was Rs. 263.39 crore & net profit was Rs. 1.91 crore (as compared to previous year loss of Rs. 4.54 crore). However the Company is still trying to earn adequate profit. The Company's management is targeting consistently to increase its turnover by bringing change in product mix, by increasing diversified client base and by reduction in finance cost.
- 2) Expected increase in productivity: The Company has already achieved turnover of around 98.99 crore till quarter ended on 30th June 2016 and is expecting to achieve turnover of Rs. 400 crore & net profit of Rs. 10.00 Crore in financial year 2016-17.

**By Order of Board of Directors
of PG Electroplast Limited**

Date: 05/08/2016

Place: Greater Noida

(Rahul Kumar)
Company Secretary
Membership No-A32729

BOARD'S REPORT

To,
The Members,
PG Electroplast Limited

Your Directors have pleasure in presenting the 14th Annual Report along with Audited Financial Statements for the financial year ended on 31st March 2016.

1. Business of the Company:

The Company is an electronic manufacturing services (EMS) provider for original equipment manufacturers (OEMs) of consumer electronic products in India.

The Company is engaged in the manufacturing of consumer durables which comprise mainly of

- Molding division: Main products are parts of AC, Washing Machine, Refrigerator, Automobile parts, Bathroom fittings etc.,
- Electronics Division: Main products are printed circuit board, assembly of LED TV etc.,
- Tooling Division: Moulds for various products,
- Complete products: assembly/manufacturing of kitchen appliances like Juicer, Mixer, flask, Chopper, Microwave kits, Plastic Container, Solar Lamp, Water Purifier, Set Top Boxes and Air Coolers.

The Company has five manufacturing facilities: Three in Greater Noida (Uttar Pradesh), One in Ahmednagar (near Pune, Maharastra) and One in Roorkee.

2. Financial highlights & State of Company's Affairs:

Particulars	Amount in crore	
	FY 2015-16	FY 2014-15
Revenue from operations (net)	260.25	238.73
Other income	3.14	3.33
TOTAL REVENUE	263.39	242.06
EXPENDITURE	242.11	226.93
Earnings before interest, tax, depreciation and amortization	21.28	15.13
Depreciation and amortization expense	9.72	9.47
Finance costs	9.65	10.20
Profit / (Loss) before tax	1.91	(4.54)
Tax expenses	-	-
Profit/ (Loss) for the year	1.91	(4.54)
EPS (Basis & Diluted) – in Rupees	1.16	(2.77)

During the year, the Company has achieved a net profit of Rs. 1.91 crore (as compared to previous year loss of Rs. 4.54 crore) due to increase in turnover, change in product mix, more diversified client base and reduction in finance cost.

Your Company performed better in most of its operation with comparison to last financial year. The company has been achieving success in effort to enhance product mix and client base;

The Company has performed better in production of Setup box, tube light patti, water purifier, chasis for CTV, kitchen appliances, AC parts, washing machine parts, automotive parts etc. Both production & productivity were maintained at the satisfactory level throughout the period under review.

3. Capital expenditure program:

During the last financial year, the Company invested Rs. 15.87 Crore as capex in its factories.

4. Material Changes and Commitments:

To meet the requirement of diversified client base, your Company has set up Fifth Unit of the Company named - "Tooling Division" to design & develop moulds. This Unit has started its operation during the period under review.

No material Change and commitments have occurred after the close of the Financial Year till the date of this report, which affect the financial position of the Company.

5. Dividend:

In view of brought forward losses, your company is unable to declare any dividend.

6. Deposits:

Your Company has not accepted any public deposit & no amount of principal as well as interest was outstanding as at the end of the year

7. Directors & KMPs:

According to the provisions of the Companies Act 2013, Mr. Promod Gupta & Mr. Vikas Gupta, Director of the Company will retire by rotation at the ensuing AGM and they are eligible for re-appointment.

Tenure of Managing Director (Mr. Promod Gupta) & whole time Directors (Mr. Anurag Gupta, Mr. Vikas Gupta & Mr. Vishal Gupta) has expired on 14th July 2016. Board of Directors has recommended their re-appointment (vide resolutions passed at the Board Meeting held on 21/05/2016) for further term of three years w.e.f. 15th July 2016.

APPOINTMENT & RESIGNATION: During the reporting year, there has been no change in composition of Board of Directors and key managerial personnel except appointment of Dr. Rita Mohanty as Independent Director was approved by the shareholders of the Company in the previous Annual General Meeting (She was appointed as an additional Director earlier). None of the Directors have incurred any disqualification on account of non-compliance with any of the provisions of the Act.

During the year, non executive directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees for the purpose of attending meetings of the Company.

The Company has received declarations from all Independent Directors that they meet the criteria of independence as laid down under Section 149(6) of the Act and there has been no changes in the circumstances which may affect their status as independent director during the year.

8. Meeting of Board & Committee:

Please refer report on corporate governance, provided as **ANNEXURE I**, for details of composition of the Board & its Committee and meetings held during the year under review.

9. Formal Annual Evaluation by the Board:

Formal Annual evaluation of performance of Directors has been carried out in separate meeting of Independent Directors on 31/03/2016 as well as in first meeting of Nomination & remuneration Committee and Board Meeting held on 21/05/2016 after the closing of the year 2015-16.

The evaluation process of individual directors was based on peer-evaluation. With the inputs, received from all the directors, an analysis and evaluation of performance of each Director was carried out. Chairman requested the members to consider additional parameters for evaluation, if they wish. Evaluation of Independent directors have been made by considering various factors like their objectivity while exercising duties in bona fide manner, time and attention they pay to the

Company, maintaining status of independence etc. While evaluation of Managing & Whole time Directors have been made by considering their performance & role assigned to them.

During the evaluation of the Board, various people & process factors were discussed. The Committees of the Board have been evaluated by considering its effectiveness, performance and term of reference. Board of Directors discussed the performance of Committees & the Board of Directors.

10.Familiarization program for Independent Directors:

The Company proactively keeps its Directors informed of the regulatory updates, operation of the Company and provides an overall industry perspective as well as issues being faced by the industry. The details of modal familiarization programs provided to the Independent Directors is available at the link http://pgel.in/upload_images/pdf/1429163383s.pdf

11.Directors Responsibility Statement:

In accordance with the provisions of Section 134(5) of the Companies Act 2013, the Board of Directors, to the best of their knowledge and belief, confirm that:

- a) in the preparation of the annual accounts for the financial year ended 31st March, 2016, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2016 and of the profit /loss of the Company for that year;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis;
- e) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
- f) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

12.Risk Management & Internal Finance Control:

The Company has devised and implemented a mechanism for risk management and internal finance control. Appropriate procedures have been incorporated in the workflow of the Company to identify the elements of risks, if any, which may threaten the existence of the company. The Audit Committee and the Board of Directors review the risks, if any involved in the Company from time to time. As per the periodic evaluation and review by the Audit Committee and the Board of Directors, no reportable weakness in the design and operation was observed during the period under review.

The Company has adequate internal financial control system with reference to the financial statements commensurate with the nature and size of its business operations. Specific procedures are designed to ensure sound management of Company's operation, safekeeping of assets, optimal utilization of resources, reliability of financial information and compliance. Clearly defined roles and responsibilities have been institutionalized. Systems and procedures are periodically reviewed to keep pace with the growing size and complexity of your Company's operation.

13.Nomination & Remuneration Committee:

The Nomination & Remuneration Committee of the Company comprises of 4 Directors, out of which 3 are Independent Directors, namely- Mr. Devendra Jha (Chairman), Mr. Ayodhya Prasad Anand, Dr. Rita Mohanty & fourth one is Mr. Promod Gupta, Chairman of the Company.

14.Audit Committee:

The details pertaining to composition of Audit Committee are included in Corporate Governance Report forming part of the Board report.

15.Disclosure Requirements:

As per SEBI (Listing Obligation & Disclosure Requirements) 2015, corporate governance report along with the compliance certificate, issued by a Practicing Company Secretary and management's Discussion & Analysis Report for the year ended March 31, 2016 has been presented as *ANNEXURE I & ANNEXURE II respectively*.

16.Particulars of contracts or arrangement made with related parties:

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act are disclosed in Annexure III.

There was no materially significant related party transaction (under section 188 of the Companies Act 2013) entered into by the company during the year under review. All related party transactions entered into during the year under review, by your Company, were approved by the Audit Committee. The Company has formulated a policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions. The policy is available on the Company's website www.pgcl.in.

17.Subsidiary, Joint Venture or Associate Company:

Your Company does not have any subsidiary, joint venture or associate Company. During the year under review, no company became or ceased to be subsidiary of the Company.

18.Particulars of loan given, investments made, guarantee given and securities provided under section 186 of the Companies Act, 2013:

The Company has not given any loan or guarantee, has not made any investment & provided any securities under section 186 of the Companies Act, 2013 during the financial year ended March 31, 2016.

19.Extract of Annual Return:

The details forming part of the extract of the Annual Return in form MGT 9 is annexed with this report as *ANNEXURE-IV*.

20.Policy on Directors' appointment & Remuneration & Board Diversity:

The nomination & remuneration policy of the Company has been disclosed in corporate governance report, which forms parts of this report as annexure V.

21.Corporate Social Responsibility:

The Company does not falls under criteria provided for CSR under Section 135 of the Companies Act 2013 & rules made there under. Thus, the Company is not required to constitute a CSR committee. However, the Company undertakes to act in a socially responsible manner and serve the society at large.

22.Vigil Mechanism:

The Company has established a Vigil Mechanism / Whistle Blower Policy. All Employees of the Company and various stakeholders of the company are eligible to make Protected Disclosures in writing or through mail under the Policy in relation to matters concerning the Company. The Vigil Mechanism or whistle blower policy may be accessed at Companies website at link <http://pgcl.in/investor.php?id=13>.

23.Auditors:

M/s. Chitresh Gupta & Associates, Chartered Accountants, Delhi has been appointed as Statutory Auditors in 12th AGM of the Company to hold office up to conclusion of 15th Annual General Meeting

of the Company. However, their appointment is subject to ratification by members at every subsequent Annual General Meeting. They have confirmed their eligibility to the effect that their re-appointment, if made, would be within the prescribed limit under the Companies Act, 2013 and that they are not disqualified. Hence, the appointment of M/s. Chitresh Gupta & Associates, Chartered Accountants as the Statutory Auditors of the Company is proposed for ratification by shareholders in the Notice of 14th Annual General Meeting of the Company.

24. Cost Auditors:

The Board of Directors have appointed M/s Amit Singhal & Associates, Cost Accountants, having Firm Registration Number: 101073, as Cost Auditors to audit the cost records of the financial year 2016-17 and recommends ratification of their remuneration by the shareholders at the ensuing annual general meeting.

25. Secretarial Audit:

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors had appointed M/s RSJ Associates, Practicing Company Secretary, for conducting secretarial audit of Company for the financial year 2015-16.

26. Auditors Report:

- **The Statutory Auditor's Report** on Financial Statements for the year ended on 31st March 2016 and Secretarial Audit Report for the year ended on 31st March, 2016 does not contain any qualification, reservation, adverse remarks or disclaimer.
- **Report of Secretarial Auditor** is given as an ANNEXURE-VI which forms part of this report. The Secretarial auditor's report does not contain any qualification, reservation, adverse remarks or disclaimer however it have certain observations in their report which are self explanatory.

27. Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013:

The Company always strives to ensure a gender friendly atmosphere at workplace. The Company has not received any complaints during the year under review.

28. Particulars of employees:

The disclosure pertaining to remuneration and other details of directors and employees as required under section 197(12) of the Companies Act 2013 read with Rule (5) of the Companies (Appointment and remuneration of Managerial Personal) Rules, 2014 and the amendment thereof have been provided in the ANNEXURE-VII forming part of this report.

29. Deployment of IPO proceeds:

Given below are the details of utilization of IPO proceeds as on 31st March 2016: (Rs./Lacs)

Particulars	Up to 31.03.2016	As mentioned in the prospectus
Proceeds from IPO	12,064.50	12,064.50
Less utilization		
Issue related expenses (net of reimbursements)	993.39	900.74
Expansion of manufacturing facility under Phase II	5,977.05	5,114.29
Capital Expenditure (Building, Plant & Machinery)	1,040.66	0.00
General Corporate Purpose	0.00	2,139.47
Repayment of Loans	2,274.44	2,410.00
Working Capital	1,293.19	1,500.00
Total Expenditure	11,578.73	12,064.50
Unutilized balance lying in Escrow Account	485.77	

For more details please refer point 5 to Notes to Account -26. Board has been authorized to reschedule, alter or modify utilization of IPO proceeds vide resolution passed at AGM held on 12/09/2012. As per requirements of listing agreements, Details of deviation/variations are published (on website of Company & website of Stock Exchanges) on quarterly basis also.

30.Conservation of energy, technology absorption, foreign Exchange earning & outgo:

(A) Conservation of Energy:

- a) In our Endeavour to conserve energy, the Company put efforts on continuous basis for optimum use fuels & power.
- b) The Company uses VFD at all its auxiliary equipment's which helps to saves power on regular basis significantly.
- c) The Company tries to maintain power factor close to 1.
- d) The Company has installed turbo ventilation on all its roofs which decreases the need of using exhaust fan.
- e) The Company uses invertors' technology in compressor in AC plant, which Cheating & AC plants, which control the speed of the compressor motor, so as to continuously regulate the temperature reduce energy consumption.
- f) Company is now 100% high electricity efficient lighting system.
- g) All the street lights & main machine flow highbay has been converted into LED.

(B) Technology absorption:

- a) The Company has started facility of manufacturing tools up to 600 tons for plastic moulding in-house.
- b) The Company has purchased some PCB & SMT assembly & automation machines.
- c) The Company has also installed Blow Molding Equipments.
- d) The Company has stated using injuncion moulding machine with survo drive technology

These initiatives help the Company to manufacture long lasting, cheaper and compatible products.
The expenditure incurred on Research and Development: Rs. 11.24 Lakh.

(C) Foreign exchange earnings and Outgo-

The information in this regard is provided in point 8 of Note no 26-other notes on Account.

31.Regulatory Orders:

No significant and material orders were passed by the Regulators, Courts or Tribunals impacting the going concern status and Company's Operations in future.

32.Transfer of amounts to investor education and protection fund:

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

Acknowledgment

The Directors express their sincere appreciation of the invaluable contribution made by the Company's employees which made it possible for the Company to achieve its goals. They also thanks to the valued shareholders, bankers and customers, suppliers, business associates for their support.

For and on Behalf of Board of Directors

Date: 05/08/2016

Place: Greater Noida

(Mr. Promod Gupta)
Managing Director

DIN:00181800

B-15, Kalindi Colony, Delhi-110064

(Mr. Vishal Gupta)
Whole Time Director

DIN: 00184809

B-15, Kalindi Colony, Delhi-110065

REPORT ON CORPORATE GOVERNANCES

(Annex I)

1) COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Company's corporate governance philosophy is to continuously strive to attain higher levels of accountability, transparency, responsibility and fairness in all aspects of its operations. Our business culture and practices are founded upon a common set of values that govern our relationships with customers, employees, stakeholders, suppliers and the communities in which we operate. Your Company also endeavors to enhance long-term shareholder value.

2) BOARD OF DIRECTORS:

Composition & Category of Director, their attendance in Board Meetings/last AGM and Number of other Board/committees in which he is a member:

As on 31st March 2016, the Board comprises of 8 directors. It includes a Chairman & Managing Director; three whole time Directors & four Non-executive Independent Directors. The Company has an equal ratio of Executive and Non-Executive Independent Directors. None of the Director is member of more than 10 committees or act as chairman of more than 5 committees across all listed Companies and unlisted public companies in which he/she is a member.

There were five (5) Board meeting held during the Financial 2015-16 on following dates:

1. 30th May 2015; 2. 8th August 2015; 3. 26th September 2016; 4. 9th November 2016 and 5. 13th February 2016

Further a few resolutions were passed through circulation on 18/12/2015, 08/01/2016 & 03/02/2016.

Following Table sets forth detailed information on the composition of and attendance in the Board Meeting during the financial year ended 31st March 2016:

	Promod Gupta	Anurag Gupta	Vikas Gupta	Vishal Gupta	Devendra Jha	Sharad Jain	Ayodhya Prasad Anand	Rita Mohanty
Category of Director	Promoter, executive	Promoter, executive	Promoter, executive	Promoter, executive	Independent Non-Executive	Independent Non-Executive	Independent Non-Executive	Independent Non-Executive
Whether attended Last AGM	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
No of Board Meeting Attended	5	5	5	5	5	5	5	5
No of directorship in other Company	2	4	4	4	1	0	0	0
No of Committee membership	3	1	1	3	2	2	2	1
No of Committee Chairmanship	0	1	0	0	1	2	0	0
No of shares held by Non-Executive Directors	Executive Directors				0	0	0	0

Disclosure of relationship with other Directors: Mr. Promod Gupta, Mr. Anurag Gupta, Mr. Vikas Gupta and Mr. Vishal Gupta are promoter Directors and they are relatives. Apart from them, all other directors are unrelated.

Web link of familiarization program:

The company, during the year, familiarized the directors on company business, policy & procedures, regulatory updates on regular basis. The details of model of familiarization program are available on link http://pgel.in/upload_images/pdf/1429163383s.pdf.

3) AUDIT COMMITTEE:

Brief term of reference: The Audit Committee shall have powers to investigate any activity within its terms of reference, to obtain outside legal or other professional advice etc. The role of the Audit Committee includes Oversight of the company's financial reporting process and the disclosure of its financial information; Recommendation for appointment, remuneration and terms of appointment of auditors of the company; Examining/Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval; Reviewing, with the management, the quarterly financial statements before submission to the board for approval; Reviewing, with the management, the statement of uses / application of funds raised through an issue; Approval or any subsequent modification of transactions of the company with related parties; Reviewing the adequacy of internal audit/control function, Discussion with internal auditors of any significant findings; Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern; and to **mandatorily review the following information:**

- a. Management discussion and analysis of financial condition and results of operations;
- b. Statement of significant related party transactions submitted by management;
- c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
- d. Internal audit reports relating to internal control weaknesses; and
- e. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee

Meeting, attendance & Composition: During the year four meetings of the Audit Committee took place on following dates:- 1. 30th may 2015; 2. 8th August 2015; 3. 9th November 2016; 4. 13th February 2016

Composition, name of person and Chairperson of Audit Committee, details of Meeting & attendance of Directors:

Name of Members	Designation	No. of Meeting Held during tenure	No. of Meeting Attended
Mr. Sharad Jain	Chairman	4	4
Mr. Devendra Jha	Member	4	4
Mr. Ayodhya Prasad Anand	Member	4	4
Mr. Vishal Gupta	Member	4	4

4) NOMINATION AND REMUNERATION COMMITTEE

The terms of reference of the Remuneration Committee include formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees; Formulation of criteria for evaluation of Independent Directors and the Board; Devising a policy on Board diversity & Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

Composition, Name of Members and Chairman:

Name of Director	Nature of Directorship	Status in Committee	Attendance in Meeting
			30/05/2016
Mr. Devendra Jha	Independent Director	Chairman	Yes
Mr. Ayodhya Prasad Anand	Independent Director	Member	Yes
Dr. Rita Mohanty	Independent Director	Member	Yes
Mr. Promod Gupta	Managing Director	Member	Yes

One meeting (dated 30/05/2016) of the Committee took place during the year.

Performance evaluation criteria for Independent Directors:

The Non-Executive Directors are evaluated on the basis of the following criteria:

Whether they:

- act objectively and constructively while exercising their duties;
- exercise their responsibilities in a bona fide manner in the interest of the company;
- devote sufficient time and attention to their professional obligations for informed and balanced decision making;
- do not abuse their position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- refrain from any action that would lead to loss of his independence;
- inform the Board immediately when they lose their independence;
- assist the company in implementing the best corporate governance practices;
- strive to attend all meetings of the Board of Directors and the Committees;
- participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- strive to attend the general meetings of the company;
- keep themselves well informed about the company and the external environment in which it operates;
- do not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest;
- abide by Company's Memorandum and Articles of Association, company's policies and procedures including code of conduct, insider trading guidelines etc.

5. REMUNERATION TO DIRECTORS

During the year, non executive directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees for the purpose of attending meetings of the Company.

Non-executive Directors are paid only for sitting fees for attending meetings of the Company. The sitting fees are decided by the Board of Directors from time to time.

Detail of remuneration paid to Directors for the Financial Year ended 31.03.2016 has been provided in following tables:

a. Remuneration to Chairman-cum-Managing Director and Whole-Time Directors: (in Rs.)

Name of the Directors	Salary and Perquisites (fixed components)	Bonus/Commission/ Stock Option/ Performance Linked Incentive	Total
Mr. Promod Gupta	39,82,800.00	Nil	39,82,800.00
Mr. Anurag Gupta	39,82,800.00	Nil	39,82,800.00
Mr. Vikas Gupta	39,82,800.00	Nil	39,82,800.00
Mr. Vishal Gupta	39,82,800.00	Nil	39,82,800.00
Total	1,59,31,200.00		1,59,31,200.00

b. Remuneration to Non-Executive Directors (in Rs.)*

Name of the Directors	Mr. Sharad Jain	Mr. Devendra Jha	Mr. Ayodhya Prasad Anand	Dr. Rita Mohanty	Total Sitting Fees
Sitting Fees	1,42,500/-	1,20,000/-	1,20,000/-	90,000/-	4,72,500/-

*Non Executives Directors are paid only setting fees.

6. STAKEHOLDERS RELATIONSHIP COMMITTEE:

Companies' Stakeholders Relationship comprises of three members.

- Mr. Sharad Jain (Chairman, Non-Executive Independent Director),
- Mr. Promod Gupta and
- Mr. Vishal Gupta.

Mr. Rahul Kumar, Company Secretary of the Company acts as Secretary of the Committee as well as the Compliance Officer.

Status of Investors' Complaints received/resolved are as follows:

Description	Pending at the Beginning of the Year	Total Received & Redressed	Pending at the End of the Year
SEBI/SCORES	0	0	0
Ministry of Company Affairs	0	0	0
Registrar & Transfer Agent	0	0	0
Direct to Company	0	3	0
Stock Exchanges, CDSL & NSDL	0	0	0
Total	0	3	0

Name and Designation of Compliance Officer: Mr. Rahul Kumar, Company Secretary is the Compliance Officer of the Company and can be contacted at: Email ID: rahul@pgel.in
Mailing Address: PG Electroplast Limited, P-4/2 to 4/6, Site B, UPSIDC Industrial Area, Surajpur, Greater Noida, PIN-201306

6A. OTHER COMMITTEES OF BOARD:

The Board of the Company has two more Committees, namely IPO Committee and Executive Committee. Both these Committee comprised of four members - Mr. Promod Gupta, Mr. Vishal Gupta, Mr. Anurag Gupta and Mr. Vikas Gupta

Board has delegate certain powers to Executive Committee, which may be permitted as per provisions of the Companies Act 2013, to exercise such power of Board, as and when required, between periods of two Board Meetings. All matters transacted in the meeting of Executive Committee are subject to ratification of the Board.

7. GENERAL BODY MEETINGS

(i) Location & time of last Three Annual General Meetings:

	Date and Time	Location	Special Resolution
13 th Annual General Meeting	26.09.2015 at 11:00 A.M.	Auditorium, New Delhi YMCA Tourist Hostel, Jai Singh Road, New Delhi-110 001	Nil
12 th Annual General Meeting	11.08.2014 at 10.30 A.M.	Guru Kirpa Farms, Palla -Bakhtawarpur Road, G.T. Karnal Road, Village -Alipur, Delhi -110 036	Seven
11 th Annual General Meeting	30.09.2013 at 10:30 A.M.	Guru Kirpa Farms, Palla -Bakhtawarpur Road, G.T. Karnal Road, Village -Alipur, Delhi -110 036	Five

Brief description of Special Resolutions passed in last three AGMs:

13th Annual General Meeting: NIL

12th Annual General Meeting:

1. To approve overall borrowing limit up to Rs. 300 crore.
2. To authorize board to create charge over properties of the Company in respect of borrowings.
3. To approve remuneration of Mrs. Sudesh Gupta, who holds office/place of profit in the Company.
4. To approve remuneration of Mrs. Neelu Gupta, who holds office/place of profit in the Company.
5. To approve remuneration of Mrs. Nitasha Gupta, who holds office/place of profit in the Company.
6. To approve remuneration of Mrs. Sarika Gupta, who holds office/place of profit in the Company.
7. To approve related party transactions.

11th Annual General Meeting:

1. Re-appointment and remuneration to Sh. Promod Gupta as Whole Time Director of the Company.
2. Re-appointment and remuneration to Sh. Anurag Gupta as Whole Time Director of the Company.
3. Re-appointment and remuneration to Sh. Vishal Gupta as whole time director of the Company.
4. Re-appointment and remuneration to Sh. Vikas Gupta as Whole Time Director of the Company.
5. Alteration in Articles of Association.

(ii) Special Resolution passed through Postal Ballot: No special resolution was passed during last year through postal ballot.

(iii) Special Resolution proposed to be conducted through postal ballot: As on 05/08/2016, No such resolution is proposed to be conducted through postal ballot.

8. MEANS OF COMMUNICATION

(i) Quarterly results:

The quarterly results of the Company are announced within 45 days of completion of each quarter & within 60 days of completion of March Quarter. The said information was sent to the concerned stock exchanges- BSE & NSE immediately and published on the Website of the Company, Newspapers, and Website of Stock Exchanges-BSE & NSE.

(ii) Newspapers wherein results normally published:

All Quarterly Results of the Company are normally published in 'Financial Express' and 'Jansatta' OR 'Mint' and 'Rastriya Sahara'.

- (iii) Website, where results are displayed:
Results are displayed on the Company's website www.pgcl.in shortly after its submission to Stock Exchanges.
- (iv) News Releases and Presentations to Institutional Investors/Analysts:
The annual/quarterly results of the Company, shareholding pattern, the official news releases, notifications to the stock exchanges and the presentations made by the Company to analysts and institutional investors, if any, are regularly posted on its website www.pgcl.in.

9. GENERAL SHAREHOLDERS INFORMATION:

- a) **AGM: Date, time & Venue: Wednesday, 21st September 2016 at 11:00 A.M. at Auditorium, New Delhi YMCA, Jai Singh Road, New Delhi-110001.**
- b) Financial Year : April 01 to March 31
- c) **Dividend payment date:** Dividend has not been declared by the Board.
- d) **Name & Address of Stock Exchange:** Equity shares are listed on BSE & NSE.

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001	National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai - 400 051
Board of Directors does hereby confirm that the Listing fees for the financial year 2016-17 have been paid.	

- e) **Stock Code:** **ISIN No. INE457L01011,**
Scrip Code in BSE:-533581,
Scrip Symbol in NSE:- PGEL
- f) **Market Price Data:** Monthly High & Low of Stock Prices (in Rs.) of the Company in BSE & NSE during each month in financial year Ended March 31, 2016 are given hereunder:

Month	NSE		BSE	
	Month's High	Month's Low	Month's High	Month's Low
April 2015	159.65	91.15	159.3	95.00
May 2015	170.00	105.00	170.00	103.70
June 2015	115.30	75.55	115.70	77.60
July 2015	122.00	87.10	122.00	89.70
August 2015	167.50	105.00	167.90	104.50
Sep 2015	195.50	128.00	195.80	127.50
October 2015	201.80	172.05	202.90	173.00
Nov 2015	186.70	113.95	187.90	115.50
Dec 2015	169.00	121.30	168.00	122.70
January 2016	161.30	107.55	160.00	107.60
Feb 2016	129.65	75.05	127.30	79.60
March 2016	129.70	100.25	129.80	101.70

g) **Performance in comparison to broad based indices:**
(with S&P BSE CONSUMER DURABLES)

Month	S&P BSE consumer durables Index Closing	PGEL Share Closing	% change in closing value of the index	% change in closing value of PGEL share
Apr-15	10377.63	135.4		
May-15	10666.11	112.7	2.78	-16.77
Jun-15	10745.62	100	0.75	-11.27
Jul-15	11086.48	120	3.17	20.00
Aug-15	11048.26	159.4	-0.34	32.83
Sep-15	10809.61	189.1	-2.16	18.63
Oct-15	11872.63	174.8	9.83	-7.56
Nov-15	12466.01	138.8	5.00	-20.59
Dec-15	11997.51	148.1	-3.76	6.70
Jan-16	12183.02	114	1.55	-23.02
Feb-16	11054.04	110.7	-9.27	-2.89
Mar-16	11480.5	116.5	3.86	5.24
		% Change in FY 2015-16	10.63	-13.96

h) **Registrar & Share Transfer Agent:**

KARVY COMPUTERSHARE PRIVATE LIMITED

Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad - 500 032

Tel:- 040 - 6716 1562; Email:- einward.ris@karvy.com

i) **Share Transfer System:**

Entire physical share transfer activities are carried out by M/s Karvy Computershare Private Limited, Registrar and Transfer Agents of the Company. Applications for transfer of shares held in physical form are received at the office of the Registrar and Share Transfer Agents of the Company. Share transfers are approved by Authorized persons as authorized/empowered in the meeting of Stakeholders Relationship Committee and all valid transfers are processed within 15 days from the date of receipt. The Company obtains from a Company Secretary in Practice half-yearly certificate of compliance with the share transfer formalities and files a copy of the said certificate with the Stock Exchanges.

j) **Distribution of shareholding as on 31/03/2016:**

Sno	Category	Cases	% of Cases	Amount	% Amount
1	upto 1 - 5000	1,803	82.48	14,35,320.00	0.87
2	5001 - 10000	111	5.08	8,91,080.00	0.54
3	10001 - 20000	88	4.03	13,66,680.00	0.83
4	20001 - 30000	28	1.28	7,21,150.00	0.44
5	30001 - 40000	20	0.91	7,07,630.00	0.43
6	40001 - 50000	19	0.87	8,78,270.00	0.54
7	50001 - 100000	37	1.69	25,42,310.00	1.55
8	100001 & ABOVE	80	3.66	15,56,00,880.00	94.80
	Total:	2,186	100.00	16,41,43,320.00	100.00

- k) **Dematerialization of shares and liquidity:** Out of 16414332 shares of the Company, only 51 shares are in physical form. Rests of shares are in dematerialized form.

CONTROL REPORT AS ON 31/03/2016				
Sno	Description	No of Holders	Shares	% To Equity
1	PHYSICAL/ D-mat	51	51	0.00
2	NSDL	1,197	1,32,75,556	80.88
3	CDSL	938	31,38,725	19.12
	Total:	2,186	1,64,14,332	100.00

- l) **Outstanding GDR/ADR/Warrants or any Convertible Instruments, conversion dates and likely impact on equity:** Company has not issued any GDR/ADR/Warrants or any Convertible Instruments till date.

- m) **Commodity price risk or foreign exchange risk and hedging activities:** The Company has not taken any hedging contracts for commodity price risks during the period. Foreign exchange risks for the Company arise from the payment obligations arising from import of raw material/capital goods etc.

- n) **Plant Locations: Company has 5 (Five) Manufacturing Plants:**

Unit-I P-4/2 to 4/6, Site-B, UPSIDC Industrial Area, Surajpur, Greater Noida, District Gautam Budh Nagar, Uttar Pradesh, India, Pin – 201 306 Tel No: +91-120-2569323 Fax No: +91-120-2569131	Unit-II Khasra No. 268 & 275, 15th Milestone, Roorkee - Dehradun National Highway-73 Vill: Raipur, Pargana: Bhagwanpur, Tehsil - Roorkee, Distt. Haridwar, Uttarakhand, India, Pin – 247 667 Tel No. +91-1332-232956
Unit-III E-14 & 15, Site - B, UPSIDC Industrial Area, Surajpur, Greater Noida, District Gautam Budh Nagar, Uttar Pradesh, India, Pin – 201 306 Tel No: +91-120-2569323	Unit-IV Plot No. A-20/2 Supa Parner MIDC Industrial Area, City - Supa, Taluka - Parner, District: Ahmednagar Maharashtra, India, Pin – 414 301 Tel No. +91-2488-243343
Tooling Division: I-26 & 27, Site C, UPSIDC Industrial Area, Surajpur, Greater Noida, District Gautam Budh Nagar, Uttar Pradesh, India, Pin – 201306	

- o) **Address for correspondence:**

PG Electroplast Limited
P-4/2 to 4/6, Site-B, UPSIDC Industrial Area, Surajpur, Greater Noida, District Gautam Budh Nagar,
Uttar Pradesh, India, Pin – 201 306
Tel No: +91-120-2569323
Fax No: +91-120-2569131

11. Other Disclosures:

i. Disclosures on materially significant related party transactions that may have potential conflict with the interests of company at large: None of the transactions with any of the related parties were in conflict with the interest of the Company. Attention of members is drawn to the disclosure of transactions with the related parties set out in point No. 4 of note no. 26- Other Notes on Accounts, forming part of the Annual Report.

ii. Details of non-compliance by the company, penalties, and strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years:

SEBI has issued an order on 11.03.2014 in the matter of IPO of the company and has restricted the Company and its promoter directors from raising funds from/dealing in securities market for 10 years w.e.f. 28.12.2011 and directed to take urgent and efficient measure to recover all money recoverable on account of investments in ICDs, contract for purchase of land etc and the Company has been filing its report on recovery of funds with SEBI regularly & filed an appeal with honorable Securities Appellate Tribunal against this order. Beside this SEBI has issued a show cause notice dated 11/09/2013 under SEBI (Procedure for holding Enquiry and imposing penalties by Adjudicating Officer) Rules, 1995, for adjudication under section 15HA & 15HB of the SEBI Act.

iii. Whistle Blower Policy/Vizil Mechanism and affirmation that no personnel has been denied access to the audit committee: The Company has adopted a whistle blower policy, the same can be accessed at link http://pgel.in/upload_images/pdf/1408709597y.pdf

We, Directors of the Company, affirm that no personnel have been denied access to the Audit Committee.

iv. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause: The Company has complied with mandatory requirements.

v. Web link where policy for determining 'material' subsidiaries is disclosed: http://pgel.in/upload_images/pdf/1451540727y.pdf

vi. web link where policy on dealing with related party transactions is disclosed: http://pgel.in/upload_images/pdf/1451540783y.pdf

vii. Commodity price risk/hedging: N.A.

12. Discretionary requirements of Corporate Governance:

- a) Audit Report/Limited review report on every published financial statements of the Company during the year contains unmodified opinion in the report.
- b) The Internal Auditors are authorized to report directly to the Audit Committee.

13. Certification for compliance of corporate governance requirements: Status of compliance of corporate governance requirements specified in regulation 17 to 27 and clause (b) to (i) of sub regulation (2) of regulation 46 are disclosed hereunder:

Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes

Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2), (3),(4)	N.A.
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5), (6),(7), (8)	Yes
Related party transactions	23(2), (3), (6),(8)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5), (6)	N.A.
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct	26(3)	Yes
Disclosure of Shareholding by Non Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
Other Corporate Governance requirements	27	Yes
Website	46(2)	Yes

14. Certificate on compliance with code of conduct:

Declaration Regarding Compliance by Board Members and Senior Management Personnel with the Code of Conduct

This is to confirm that the Company has adopted Code of Conduct for its Board Members including Independent Directors and Senior Management. This Code is posted on the Company's website.

I confirm that the Company has in respect of the financial year ended 31st March, 2016, received from the senior management team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

For PG Electroplast Limited

Place: Greater Noida

Date: 05/08/2016

(Promod Gupta)
Managing Director
DIN: 00181800

15. CEO & CFO Certification: The Managing Director & the Director-Finance have given annual certificate on financial reporting & internal controls to the Board in term of regulation 17(8) of the Listing regulations. This certificate is published in this report.

**Compliance Certificate
(Under Regulation 17(8) of SEBI(LODR) Regulations, 2015)**

We certify that

- A. We have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief:
 - 1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - 2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that We have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and We have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which We are aware and the steps We have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee:
 - 1) significant changes in internal control over financial reporting during the year, (No such change occurred during the year)
 - 2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements (there is no significant change in accounting policy during the year); and
 - 3) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting (there is no such instances of significant fraud came into knowledge of the Company).

For **PG Electroplast Limited**

Managing Director

For **PG Electroplast Limited**

Whole time Finance Director

Date: 21.05.2016

Place: Greater Noida

16. Compliance certificate of the Auditors: Certificate from the M/s RSJ Associates, Company Secretaries in practice, confirming compliance with conditions of corporate governance is attached after this report.

For & behalf of the Board of Directors of
PG Electroplast Limited

Date: 05/08/2016

Place: Greater Noida, U.P.

(Vishal Gupta)
Director

CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE:

To the Members

PG Electroplast Limited

DTJ209, DLF Tower B, Jasola,
New Delhi-110025

We have examined the compliance of conditions of corporate governance by PG Electroplast Limited, for the year ended on 31st March, 2016 as stipulated in:

- (i) Clause 49 of the Listing Agreements of the Company with stock exchanges to the extent applicable.
- (ii) Regulations 17 to 27 and clauses (b) to (i) of regulation 46 (2) and paragraphs C, D & E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent applicable.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has generally complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreements and regulation 17 to 27 and clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the SEBI Listing Regulations for the respective periods of applicability, during the year ended March 31, 2016.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For RSJ Associates
Company Secretaries**

**Place: New Delhi
Date: 05.08.2016**

Vishal Rai
Partner
RSJ Associates
FCS No. 6238
CP No. 6452

MANAGEMENT'S DISCUSSION & ANALYSIS REPORT

a. Industry Structure & development:

The consumer electronics industry is probably the most dynamic, most fast changing industry in the world today. In addition, it's one that has direct impact on every life in the world. The consumer electronics improves the quality of life of people by providing Entertainment / information / education / comfort and helps reduce daily chores, particularly for housewives.

Urban markets accounted for the major share (67 per cent) of total revenues in the consumer durables sector in India in FY15. Rural markets currently contribute 33 per cent to total sales. Rural markets are highly untapped; currently there is very low penetration for refrigerators and for washing machines. Demand for consumer durables in India has been growing on the back of rising incomes; this trend is set to continue even as other factors like rising rural incomes, increasing urbanization, a growing middle class, and changing lifestyles aid demand growth in the sector.

The Government attaches high priority to electronics & IT hardware manufacturing. It has the potential to generate domestic wealth and employment, apart from enabling cyber-secure ecosystem. There have been some efforts for rapid growth of the electronics (including telecom) hardware manufacturing sector in the past like 100% FDI permitted under automatic route, no Industrial license requirement, payment of technical know-how fee and royalty for technology transfer under automatic route. Further India has advanced capabilities in plastics and metal fabrication, and electrical equipment manufacturing. However, these efforts have not led to a substantial impact; partly because of India is a signatory to the Information Technology Agreement (ITA-1) that has resulted in a zero duty regime on import of the goods covered under the Agreement. India has also executed Free Trade Agreements (FTAs) and Preferential Trade Agreements (PTA) with several countries/ trading blocks, which has enabled zero duty import of items not covered under ITA. Other factors hampering the growth of electronics includes lack of reliable power, high cost of finance, poor logistics & infrastructure, weak components manufacturing base, lack of targeted & proactive R&D in collaboration with industry etc.

b. Growth prospects

By 2025, India would rise from the twelfth to the fifth largest position in the consumer durables market in the world; the market is estimated to reach USD12.5 billion in 2016. By 2020, the electronics market in India is expected to increase to USD400 billion from USD94.2 billion in 2015. The production is expected to reach to USD104 billion by 2020.

(Source: DeitY, <http://www.ibef.org/>)

Demand growth is likely to accelerate with rising disposable incomes and easy access to credit, increasing electrification of rural areas and wide usability of online sales and Rise in working age population. Demand in urban markets is likely to increase for nonessential products such as LED TVs, laptops, split ACs and etc. In rural markets, durables like refrigerators as well as consumer electronic goods are likely to witness growing demand in the coming years as the government plans to invest significantly in rural electrification Rural and semi-urban markets are likely to contribute majorly to consumer sales.

c. Outlook

In last 3-4 years, government has renewed their focus for increasing share of manufacturing in overall GDP of the Company. Government has launched "Make in India" initiatives under which various steps are being streamlining. Rules of FDI, beneficial tariff regime for promoting manufacturing of mobile phone, set top boxes have been done. Under phased manufacturing plan, complete eco-system of component vendor will be developed, which will provide strong foundation for growth of local manufacturing in consumer durables in India.

The Goods & Services Tax (GST) has been passed in Upper House of the parliament & it is expected to be implemented very soon. With GST regime, the consumer durable industry is expected to see a reduction in tax burden, logistical and transactional costs, which in turn will be beneficial for consumers, if the industry decides to pass on these benefits to them. The GST will help the industry in optimizing warehousing and inventory carrying costs. It unites India into one economic entity, making it a common market place thus, making our cost of production and competitiveness far more effective.

This industry faces competition from Chinese players, who are offering cheaper alternatives to consumers who are interested more in cost than anything else. Even the people who look for quality keep an eye on price, and this is one reason why the competition among even Indian players is high. Like the spider and the king, they have to try again and again to get it right.

d. Opportunities and threats:

On positive side, with the "Make in India" initiative of Government, India has the potential to emerge as the manufacturing destination in the future and with the right impetus, the consumer durables sector can repeat the success of Indian IT companies. The Government of India has initiated multiple incentive schemes and policies (M-Sips, EMCs, EDF etc.) to boost domestic manufacturing and has stressed its focus on consumer electronics segment under the "make in India". Opportunities for this industry are bright because of rapid urbanization, unexploited rural market, increase in purchasing power of consumer, Easy availability of Finance.

For Our Company being services EMS provider for OEMs, Investment by Foreign OEMs as well Domestic OEMs in India in this sector may prove a sale hiking factor, as we have better chances of getting orders.

However, Competition from Local vendors & effect of Imports on Finished Goods Manufactures demands for more cost optimization & innovation/acquisition of updated technologies.

e. Risks & concerns

- Outcome of litigations: Conclusion of the litigation pending before SEBI/SAT against the company/Promoters can have a critical bearing on its operation going forward.
- Dependence on key customers: The Company performance depends upon demand of few companies like LG contributes more than half of the total revenue in FY16 (although lower than previous years). Thus it has dependence on business plans and performance of its key customers and limited control over operations. However, The Company has putting efforts towards growing diversification across industry segments and customers.
- Changing Consumer Demands: The Company need to be customer focused. Demand has a tendency to fluctuate rapidly. Additionally, demand can fluctuate cyclically and with economic volatility. The success and profitability of the Company heavily dependent on how effective it is at addressing the changing demands of customers.
- Shrinking Operating Margins: With global competition, companies are faced with the challenge of meeting global price points. This creates additional pressure, as manufacturers need to ensure the delivery of high quality products while finding innovative ways to cut costs.

f. Segment/Product wise performance:

The Company operates in single segment. As far as products are concerned plastic parts of AC, Washing machines & Refrigerator accounted for ₹ 181.69 crore (approx) sales. The Company has started Tools design & development also. Last FY, the Company started manufacturing of Setup Box & Tube light Patti also.

g. Internal Control System and their adequacy:

The Company has implemented ERP software for better and effective management of planning, purchase, store, production, sale, dispatch, accounting & finance. This will also help the management to have necessary internal Check systems in place. The internal Audit also helps the management in identifying the weaknesses in the existing systems.

h. Material development in Human Resources/Industrial Relations front, including number of people employed.

The Company's management believes human resources are its biggest asset. The Company continuously reviews HR policies and practices and carries out necessary improvements to attract and retain best talent and build intellectual capital. Continuous nurturing of talent and helping employees in their career aspirations is one of the biggest challenges addressed through several discussions, which has resulted in people being respected, their performance being rewarded and aiding employees in realising their potential. The Company continued to enjoy healthy industrial relations during the year.

i. Cautionary Statement

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be forward-looking statements within the meaning of applicable laws, rules and regulations. Actual results could differ materially from those expressed or implied. Important factors that could influence the Company's operations include input availability and prices, demand and pricing of finished goods in the Company's principal markets, changes in government regulations, tax laws, economic developments within the country and other incidental factors.

Annexure III

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis: There were no contracts or arrangements or transactions entered in to the year ended 31st March 2016, which were not at arm's length basis.

2. Details of contracts or arrangement or transactions at arm's length basis:

Nature of Contract	Party Name	Approval of Board	Approval in General Meeting	Approved limit of transaction, if any	Transaction in brief	Advance paid	Transac-tion Value in Rs./Lakh (Annual)
purchase of goods or materials	M/s JB Electronics	10-06-2014	11-08-2014	Yearly up to Rs.10 Crores till 2017	Purchase of goods	--	38.56
Buying property of any kind	M/s Promod Gupta (Proprietor)	Authorisation in BM held on 08/08/2015 & ratification in BM held on 13/02/2016	N.A.	up to Rs.2 crore	Purchase of land I-26 & I-27 in site C [2 plot of 600 sq. mtr with inbuilt shed], UPSIDC indl Area,G.Noida	--	110.00
leasing property of any kind	Mr Vishal Gupta	Transaction is part of ongoing lease deed 06/11/2009 for 30 years				--	0.15
	Mrs Sudesh Gupta	30-05-2015	N.A.	monthly rent Rs. 1.5 lakh which was reduced to Rs. 1.35 lakh by Board resolution dated 26/09/2015	Rent of Registered office	Rs. 4.50 Lakh	14.10
	M/s Promod Gupta(HUF)	08-02-2014	N.A.	Rs.10,000 per month	Rent	--	0.20
	M/s PG Electronics	Transaction is part of ongoing lease deed 06/11/2009 for 30 years				--	0.60
leasing property of any kind	M/s Promod Gupta (Proprietor)	In BM 30-05-2015 (modification in Agreement of original agreement approved in BM held on 14/02/2013)	N.A.	for April & may, rent approved was Rs. 65,000/- P.M. thereafter rent was increased to Rs.1,45,000/- p.m.	A part of this premise was being used as godown. Then, whole premises were taken on rent to set-up a tool manufacturing factory.	--	8.55 (Rent up to month of Nov. 2016) Now Company has purchase d this property.
Related party appointment to office or place of profit	Mrs. Sudesh Gupta	10-06-2014	11-08-2014	Rs. 2.50 lakh per month	She is a relative of Director & is holding office in the Company as an employee	--	19.48
	Mrs. Neelu Gupta	10-06-2014	11-08-2014	Rs. 2.50 lakh per month		--	19.48
	Mrs. Nitasha Gupta	10-06-2014	11-08-2014	Rs. 2.50 lakh per month		--	19.48
	Mrs. Sarika Gupta	10-06-2014	11-08-2014	Rs. 2.50 lakh per month		--	19.48

Form No. MGT-9
EXTRACT OF ANNUAL RETURN

As on the Financial Year ended on 31.03.2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rules 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

(i)	CIN	L32109DL2003PLC119416
(ii)	Registration Date	17/03/2003
(iii)	Name of the Company	PG Electroplast Limited
(iv)	Category/Sub-Category of the Company	Company limited by shares/Indian Non-Government Company
(v)	Address of the Registered Office & Contact details	DTJ209, 2 nd Floor, DLF Tower B-Jasola, , Jasola, New Delhi-110025; Email: info@pgel.in
(vi)	Whether a listed Company	Yes (Listed at BSE & NSE)
(vii)	Name, Address and contact details of Registrar and Transfer Agent, if any:	Karvy Computershare Pvt. Ltd, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 Email: einward.ris@karvy.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All business activities contributing 10% or more of the total turnover of the Company shall be treated:-

Sl. No.	Name and description of main products/service	NIC code-2008 of product/service	% of total turnover of the Company
1.	Plastic Parts of Refrigerator	27501	22.67
2.	Plastic Parts of Washing Machines	27501	24.98
3.	Plastic Parts of Air Conditioners	28192	21.33
4.	Plastic Parts of Automotive	29303	11.82

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: No such Company exists as on 31.03.2016

IV. SHAREHOLDING PATTERN:

(i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year (as on 01/04/2015)				No. of Shares held at the end of the year (as on 31/03/2016)				% change during the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
A. Promoter									
(1) Indian									
a) Individual/ HUF	10669332	0	10669332	65	10669332	0	10669332	65	0
b) Central Government	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks/FI	-	-	-	-	-	-	-	-	-
f) Any Other..	-	-	-	-	-	-	-	-	-
Sub Total (A)(1)	10669332	0	10669332	65	10669332	0	10669332	65	0
(2) Foreign									
a) NRIs-Individuals	-	-	-	-	-	-	-	-	-
b) Other- Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any Other.	-	-	-	-	-	-	-	-	-
Sub Total (A)(2)	0	0	0	0	0	0	0	0	N.A.
Total Shareholding of Promoter (A)=(A)(1)+(A)(2)	10669332	0	10669332	65	10669332	0	10669332	65	0
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
c) Central Govt(s)	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	141000	0	141000	0.85	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Other (Specify)	-	-	-	-	-	-	-	-	-
Sub Total (B)(1):	141000	0	141000	0.85	-	-	-	-	-
Non Institutions									
a) Bodies Corporate									
i) Indian	3246600	0	3246600	19.78	2309549	0	2309549	14.07	
ii) Overseas									
b) Individuals									
i) Individual Shareholders holding nominal share capital upto Rs. 1 lakh	350656	51	350707	2.14	642038	51	642089	3.91	
ii) Individual Shareholders holding nominal share capital in excess of Rs. 1 lakh	1928333	0	1928333	11.75	2237559	0	2237559	13.63	
c) Others (Specify)									
Clearing Member	75400	0	75400	0.46	110113	0	110113	0.67	
Non Resident Indians	2960	0	2960	0.02	445690	0	445690	2.72	
Sub-total(B)(2)	5603949	51	5604000	34.15	5744949	51	5745000	35.00	0
Total Public Shareholding (B)=	5744949	51	5745000	35.00	5744949	51	5745000	35.00	0

(B)(1) + (B)(2)									
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	16414281	51	16414332	100	16414281	51	16414332	100	0

(ii) SHAREHOLDING OF PROMOTERS

S.N.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of year			% Change in shareholding during the year
		No of Shares	% of total Shareholding	% of shares pledged, encumbered to total shares	No of Shares	% of total Shareholding	% of shares pledged, encumbered to total shares	
1.	Mr. Promod Gupta	40,16,166	24.47	N.A.	40,16,166	24.47	N.A.	0
2.	Mr. Anurag Gupta	15,14,222	9.22	N.A.	15,14,222	9.22	N.A.	0
3.	Mr. Vikas Gupta	20,70,722	12.62	N.A.	20,70,722	12.62	N.A.	0
4.	Mr. Vishal Gupta	20,75,012	12.64	N.A.	20,75,012	12.64	N.A.	0
5.	Mrs. Neelu Gupta	6,15,000	3.75	N.A.	6,15,000	3.75	N.A.	0
6.	Mrs. Sudesh Gupta	2,65,500	1.62	N.A.	2,65,500	1.62	N.A.	0
7.	Mrs. Nitasha Gupta	58,500	0.36	N.A.	58,500	0.36	N.A.	0
8.	Mrs. Sarika Gupta	54,210	0.33	N.A.	54,210	0.33	N.A.	0
Total		1,06,69,332	65.00		1,06,69,332	65.00		

(iii) Change in Promoters' Shareholding: There has not been any change taken place in promoter's shareholding (either in Number or in percentage) during the financial year 2015-16.

(iv) Shareholding Pattern of top ten Shareholders as on 31/03/2016:

Sl. No.	For each of top 10 shareholders (other than Directors, promoters and holders of GDRs and ADRs)	Shareholding at the beginning of year		Shareholding at the end of year	
		No. of Shares	% of Total Shareholding in the Company	No. of Shares	% of Total Shareholding in the Company
1.	Ajay Surendrabhai Patel	7,76,000	4.73	6,04,421	3.68
2.	Ashit Mehta	0	0	2,93,500	1.79
3.	Vaishali Ajay Patel	4,93,700	3.01	2,75,366	1.68
4.	Arcadia Share & Stock Brokers Pvt Ltd	40	0	2,53,001	1.54
5.	Alok Knit Exports Limited	2,89,061	1.76	2,51,926	1.53
6.	Amber Enclave Private Limited	3,14,553	1.92	2,05,228	1.25
7.	Balance Equity Broking (India)	30	0	1,73,045	1.05
8.	Excel Mercantile Pvt Ltd	0	0	1,22,803	0.75
9.	Lalila Mathew	0	0	1,11,600	0.68
10.	Anand Rathi Share & Stock Brokers Ltd	59,631	0.36	1,02,493	0.62

Note: The changes in the shareholding in the above shareholders were due to buying/ selling of shares through Stock Exchange by the shareholders on daily basis. Hence date wise increase/decrease are not indicated here. The Company has not allotted any share or issued bonus/sweat equity share during the year.

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For each of top 10 shareholders	Shareholding at the beginning of year		Cumulative Shareholding during the year	
		No. of Shares	% of Total Shareholding in the Company	No. of Shares	% of Total Shareholding in the Company
1	Mr. Promod Gupta				
	At the beginning of year	40,16,166	24.47		
	Increase / Decrease in Shareholding during the year	NIL			
	At the End of the year			40,16,166	24.47
2	Mr. Anurag Gupta				
	At the beginning of year	15,14,222	9.22		
	Increase / Decrease in Shareholding during the year	NIL			
	At the End of the year			15,14,222	9.22
3	Mr. Vikas Gupta				
	At the beginning of year	20,70,722	12.62		
	Increase / Decrease in Shareholding during the year	NIL			
	At the End of the year			20,70,722	12.62
4	Mr. Vishal Gupta				
	At the beginning of year	20,75,012	12.64		
	Increase / Decrease in Shareholding during the year	NIL			
	At the End of the year			20,75,012	12.64

Except these four Directors, No Director/KMPs holds any share in the Company.

V. INDEBTEDNESS: (Indebtness of the company including interest outstanding/ accrued but not due for payment) (Rs. in crore)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtness
Indebtedness at the beginning of the financial year				
(i) Principal Amount	57.06	32.91	0	89.97
(ii) Interest due but not paid	0	0	0	0
(iii) Interest accrued but not due	0.25	0	0	0.25
Total [(i)+(ii)+(iii)]	57.31	32.91	0	90.22
Change in Indebtedness during the financial year				
• Addition	0	0	0	
• Reduction	12.13	5.42	0	
Net Change	(12.13)	(-5.42)		
Indebtedness at the end of the financial year				
(i) Principal Amount	44.98	38.33	0	83.31
(ii) Interest due but not paid	0	0	0	0
(iii) Interest accrued but not due	0.2	0	0	0.20
Total [(i)+(ii)+(iii)]	45.18	38.33	0	83.51

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (Rs. in Lakh):

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

S.N	Particulars of Remuneration	Name of MD/WTD/Manager				Total Amount
		Mr. Promod Gupta	Mr. Anurag Gupta	Mr. Vishal Gupta	Mr. Vikas Gupta	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) & 17(3) of the Income-tax Act, 1961	39.83	39.83	39.83	39.83	159.32
	(b) Value of perquisites under section 17(2) Income-tax Act, 1961	0	0	0	0	0
2	Stock option	0	0	0	0	0
3	Sweat Equity	0	0	0	0	0
4	Commission	0	0	0	0	0
5	Other, Please specify	0	0	0	0	0
	Total	39.83	39.83	39.83	39.83	159.32
	Ceiling as per the Act	60.00*	60.00*	60.00*	60.00*	

* As per Section II, part II of schedule V of the Companies Act 2013.

B. REMUNERATION TO OTHER DIRECTORS: (Rs. in Lakh)

S.N	Particulars of Remuneration	Name of Directors				Total
		Mr. Sharad Jain	Mr. Devendra Jha	Mr. Ayodhya Prasad Anand	Dr. Rita Mohanty	
1	Independent Directors					
	• Fee for attending Board/committee meetings	1.425	1.20	1.20	0.90	4.725
	• Commission	0	0	0	0	0
	• Others	0	0	0	0	0
	Total (1)	1.425	1.20	1.20	0.90	4.725
2	Other Non-Executive Directors	All Non-Executive Directors are Independent Directors & their remuneration are given in point 1 above				
	Total B (1+2)	1.425	1.20	1.20	0.90	4.725
	Total Managerial Remuneration	Rs. 164.045 Lakh				
	Overall Ceiling as per the Act	The Company has inadequate profit thus paying remuneration as per provision of Schedule V, where yearly remuneration of Rs. 60 lacs is permissible to any managerial personnel after approval of Shareholders.				

C. Remuneration to key managerial personnel other than MD/Manager/WTD: (Rs. in Lakh)

S.N.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Mr. K A Khandelwal	Mr. Rahul Kumar	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1), (3) of the Income-tax Act, 1961 & other	19.28	3.17	22.45

	(b) Value of perquisites under section 17(2) Income-tax Act, 1961	0	0	0
2	Stock option	0	0	0
3	Sweat Equity	0	0	0
4	Commission	0	0	0
5	Other, Please specify	0	0	0
	Total	19.28	3.17	22.45

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding Fee, imposed	Authority (RD/ NCLT/ Court)	Appeal made, if any, give details
A. Company					
Penalty	N.A.	-	-	-	-
Punishment	N.A.	-	-	-	-
Compounding	N.A.	-	-	-	-
B. Directors					
Penalty	N.A.	-	-	-	-
Punishment	N.A.	-	-	-	-
Compounding	N.A.	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	N.A.	-	-	-	-
Punishment	N.A.	-	-	-	-
Compounding	N.A.	-	-	-	-

EXTRACT OF NOMINATION AND REMUNERATION POLICY

General Appointment Criteria for Directors/KMP/SMP:

Enhancing the competencies of the Board and attracting as well as retaining talented employees for role of KMP/a level below KMP are the basis for the Nomination and Remuneration Committee to select a candidate for appointment to the Board. When recommending a candidate for appointment, the Nomination and Remuneration Committee has regard to:

- assessing the appointee against a range of criteria which includes but not be limited to qualifications
- skills, regional and industry experience, background and other qualities required to operate successfully in the position, with due regard for the benefits from diversifying the Board;
- the extent to which the appointee is likely to contribute to the overall effectiveness of the Board, work constructively with the existing directors and enhance the efficiencies of the Company;
- the skills and experience that the appointee brings to the role of KMP/Senior Official and how an appointee will enhance the skill sets and experience of the Board as a whole;
- the nature of existing positions held by the appointee including directorships or other relationships and the impact they may have on the appointee's ability to exercise independent judgment;
- Personal specifications:
 - Experience of management in a diverse organization;
 - Excellent interpersonal, communication and representational skills;- Demonstrable leadership skills;
 - Commitment to high standards of ethics, personal integrity and probity;
 - Commitment to the promotion of equal opportunities, community cohesion and health and safety in the workplace;
 - Having continuous professional development to refresh knowledge and skills.

Additional Criteria for Appointment of Independent Directors: The Committee shall consider qualifications for Independent Directors as mentioned in herein earlier under the head 'Definitions' and also their appointment shall be governed as per the provisions of clause 49 of the Listing Agreement (as amended from time to time) and Companies Act, 2013.

Removal: Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations or any other reasonable ground, the Committee may recommend to the Board for removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

Criteria for Evaluation of Directors and the Board: Following are the Criteria for evaluation of performance of Independent Directors and the Board:

1. Executive Directors: The Executive Directors shall be evaluated on the basis of targets / Criteria given to executive Directors by the board from time to time
2. Non-Executive Director: The Non-Executive Directors shall be evaluated on the basis of the following criteria i.e. whether they:
 - (a) act objectively and constructively while exercising their duties;

- (b) exercise their responsibilities in a bona fide manner in the interest of the company;
- (c) devote sufficient time and attention to their professional obligations for informed and balanced decision making;
- (d) do not abuse their position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- (e) refrain from any action that would lead to loss of his independence
- (f) inform the Board immediately when they lose their independence,
- (g) assist the company in implementing the best corporate governance practices.
- (h) strive to attend all meetings of the Board of Directors and the Committees;
- (i) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (j) strive to attend the general meetings of the company; (k) keep themselves well informed about the company and the external environment in which it operates;
- (l) do not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (m) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.
- (n) abide by Company's Memorandum and Articles of Association, company's policies and procedures including code of conduct, insider trading guidelines etc.

Policy on Board diversity: The Board of Directors shall have the optimum combination of Directors from the different areas / fields like production, Management, Quality Assurance, Finance, Sales and Marketing, Supply chain, Research and Development , Human Resources etc or as may be considered appropriate. The Board shall have at least one Board member who has accounting or related financial management expertise and at least three members who are financially literate.

Remuneration: The guiding principle is that the level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate Directors, Key Management Personnel and other senior officials.

The Directors, Key Management Personnel and other senior official's salary shall be based & determined on the individual person's skills, responsibilities, performance, salary in industry and in accordance with the limits as prescribed statutorily, if any.

The Nominations & Remuneration Committee will recommend the remuneration for Directors, KMPs and Senior Officials of the Company taking into account factors it deems relevant, including but not limited to market, business performance and practices in comparable companies, having due regard to financial and commercial health of the Company as well as prevailing laws and government/other guidelines. The Committee shall consult the Chairman of the Board as it deems appropriate. Remuneration of the Chairman to be recommended by the Committee to the Board of the Company.

The relationship of remuneration to performance should be clear and meet appropriate performance benchmarks. The remuneration should also involve a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals. Beside the above criteria Committee shall also consider following points:

1. Director/ Managing Director: Remuneration/ compensation/ commission etc to be paid to Director/ Managing Director etc shall be governed as per provisions of the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

2. Non-executive Independent Directors: The Non- Executive Independent Director may receive remuneration by way of sitting fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The Independent Directors shall not be entitled to any stock option.

3. KMPs / Senior Management Personnel etc: The Remuneration to be paid to KMPs/ Senior Management Personnel shall be based on the experience, qualification and expertise of the related personnel and governed by the limits, if any prescribed under the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

4. Directors' and Officers' Insurance: Where any insurance is taken by the Company on behalf of its Directors, KMPs/ Senior Management Personnel etc. for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.

Form No. MR-3
SECRETARIAL AUDIT REPORT

For The Financial Year Ended On 31st March, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,

PG Electroplast Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by PG Electroplast Limited (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, and subject to our separate letter attached as **Annexure – I**; We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2016 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by PG Electroplast Limited for the financial year ended on 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 1956 (to the extent applicable) / The Companies Act, 2013 (to the extent applicable) (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 55A;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz. :-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 & The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.

The other laws, as informed and certified by the management of the Company which is specifically applicable to the Company based on their industry are:

1. Water (Prevention and Control of Pollution) Act, 1961
2. Air (Prevention and Control of Pollution) Act, 1974

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with the Stock Exchange/ Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as applicable.

We further report that, there were no events/actions in pursuance of:

- (a) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014
- (b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.
- (c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to following observations:

1. Order has been passed by the Securities & Exchange Board of India vide its order dated 11.03.2014 in the matter of the Company in exercise of the powers conferred under section 11(1), 11(4), 11(B) and 11(A) of the Securities & Exchange Board of India Act, 1992. The Company has filed an appeal against the said Order before the Securities Appellate Tribunal. The case is still pending before the Appellate Tribunal.
2. The company has received show cause notice dated 11.09.2013 under rule 4 of SEBI (Procedure for holding inquiry and imposing penalties by adjudicating officer) Rule, 1995 read with Section 15-I of the SEBI Act, 1992 for imposing penalty under section 15HA & 15HB. The company has filed the reply on 16.12.2013 and personal hearing was held on 06.10.2015. The case is still pending.
3. Directorate of Revenue Intelligence (DRI) had conducted a search on the factory premises of the Company and the residence of the Promoters on March 08, 2011. The Company has deposited Rs. 1.45 crore as anti-dumping duty under protest on import of CPT during the period from May, 2010 to December, 2010. A show cause notice dated 29.05.2015 has been issued on the Company and raised the demand of Anti-Dumping Duty worth Rs. 7,38,54,123/- along with interest and penalty. The Company has filed a writ petition before High Court of Delhi for quashing this order. Honorable High Court has directed Commissioner of Custom to pass an appropriate order in that regard not later than four weeks from 27/05/2016. However, that order is still awaited.
4. The Company had executed two lease agreements in the year 2009 with Mr. Vishal Gupta; Director of the Company and M/s. PG Electronics (Having Directors of the Company as Partners) respectively and the Company is paying the rent according to those lease agreements. These agreements were executed before the applicability of Companies Act, 2013. As per the Management of the Company the original Agreement

is continuing and there was no change in the terms and condition in the Agreements. However, the Audit Committee has granted omnibus approval for such transaction in its meeting held on 13/02/2016.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that based on the information provided and the representations made by the company and also on the review of the compliance reports of Company Secretary taken on record by the Board of Directors of the Company, in our opinion, there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, there were no specific events/actions in pursuance of the above referred laws, rules, regulations, guidelines etc having a major bearing on the company's affairs.

Place: New Delhi
Date: 05.08.2016

**For RSJ Associates
Company Secretaries**

Sd/-

Vishal Rai
Partner
FCS 6238
C P No.: 6452

This report is to be read with our letter of even date which is annexed as Annexure I and forms an integral part of this report.

To
The Members
PG Electroplast limited

Our report of even date is to be read along with this letter which states as follows:

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of compliance by the company of applicable General Laws, financial laws like direct and indirect laws and maintenance of financial records and books of accounts, since the same have been subject to review by statutory financial audit and other designated professionals. Further, as confirmed by the Management of the Company, no other specific Act is applicable to Company including the Environmental Laws other than mentioned in the Report.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.
7. We have relied on the certificate obtained by the company from the Management Committee/Function heads and based on the report received, there has been due compliance of all laws, orders, regulations and other legal requirements of the central, state and other government and legal authorities concerning the business and affairs of the company.

Place: New Delhi
Date: 05.08.2016

**For RSJ Associates
Company Secretaries**

Vishal Rai
Partner
FCS 6238
C P No.: 6452

**DISCLOSURE RELATED REMUNERATION REQUIRED UNDER RULE 5 OF THE COMPANIES
(APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONAL) RULES 2014**

(as amended vide notification dated the 30th June, 2016)

(i) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year:

Name	Ratio
Mr. Promod Gupta	29.66
Mr. Anurag Gupta	29.66
Mr. Vikas Gupta	29.66
Mr. Vishal Gupta	29.66

(ii) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Name	Designation	% increase in remuneration
Mr. Promod Gupta	Managing Director	11.79
Mr. Anurag Gupta	Whole Time Director	11.79
Mr. Vikas Gupta	Whole Time Director	11.79
Mr. Vishal Gupta	Whole Time Director	11.79
Mr. K. A. Khandelwal	Chief Financial Officer	5.10
Mr. Rahul Kumar	Company Secretary	13.10

(iii) The percentage increase in the median remuneration of employees in the financial year: -7%
(Due to increase in number of employees)

(iv) The number of permanent employees on the rolls of company:

As on 01/04/2015	786
As on 31/03/2016	1002

(v) There are no exceptional circumstances for increase in the managerial remuneration;

(vi) Affirmation: It is hereby confirmed that Remuneration paid is as per the remuneration policy of the Company.

(vii) Name of the top ten employees (other than whole time directors) in terms of the remuneration drawn:

Name	Designation
Mr. Bhawa Nand Choudhary	Chief Operational Officer
Mr. K. A. Khandelwal	Chief Financial Officer
Mrs. Sudesh Gupta	Senior Manager
Mrs. Neelu Gupta	Senior Manager
Mrs. Sarika Gupta	Senior Manager
Mrs. Nitasha Gupta	Senior Manager
Mr. Jitendra Rana	Factory Head-unit II
Mr. Rajiv Kumar Ratra	Factory Head-unit I
Mr. Ram Kumar	AGM-Works
Mr. Vikas Koul	AGM-Works

(viii) There was no employee in the Company, who was in receipt of remuneration for the year 2015-16, in excess of or equal to Rupees One Crore and Two Lakh or Rupees Eight Lakh and Fifty Thousand in any month. Further there was no employee who was getting remuneration in excess of or equal to Rupees Sixty Lakh in that year or Rupees Five Lakh in any month during the FY 2015-16.

INDEPENDENT AUDITOR'S REPORT

To the Members of
PG ELECTROPLAST LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **PG ELECTROPLAST LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there-under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the company as at March 31, 2016;
- (b) in the case of the Statement of Profit and Loss Account, of the profit for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements-

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" statement on the matters specified in paragraphs 3 and 4 of the order.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2015 from being appointed as a director in terms of Section 164 (2) of the Act;
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 25 A i), ii) & iii) to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the investor Education and Protection Fund by the Company.

For and on behalf of

Chitresh Gupta & Associates

Chartered Accountants

Firm Registration No.: 017079N

CA. Chitresh Gupta

Partner

Membership no.: 098247

Date: 21st May 2016

Place: Greater Noida, U.P.

Annexure A to the Independent Auditors' Report

Referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date

- 1) (a) The Company has generally maintained proper records showing full particulars including quantitative details and situation of fixed assets.

(b) According to the information and explanations given to us, all fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- 2) As explained to us, the inventories except goods in transit have been physically verified by the management at reasonable intervals during the year or at year end at all locations of the company. The discrepancies noticed on verification between the physical stock and book records, which in our opinion were not material, have been properly dealt with in the books of account.
- 3) According to information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the paragraph 3(iii)(a), 3(iii)(b) and 3(iii)(c) of the Order is not applicable to the Company.
- 4) In our opinion and according to the information and explanations given to us, the company has not granted any loans, made investment, give guarantees or securities during the year which is covered under provisions of section 185 and 186 of the Act. Accordingly, the paragraph 3(iv) of the Order is not applicable to the Company.
- 5) According to information and explanations provided by the management, we are of the opinion that the Company has not accepted any deposits from the public covered section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there-under. Accordingly the paragraph 3(v) of the Order is not applicable to the company.
- 6) We have broadly reviewed the cost records maintained by the Company in respect of products where pursuant to section 148(1) of the Companies Act 2013. The maintenance of the cost records has been prescribed and are of the opinion that prima-facie the prescribed cost records have been maintained. However we are not required to carry out and have not carried out a detailed examination of the records with a view to determine whether they are accurate and complete.
- 7) (a) According to the information and explanations given to us, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues applicable to it.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, & cess were in arrears, as at 31st March, 2016 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, and on the basis of our examination of the books of accounts, there are no due of sales tax, service tax, duty of custom, and value added tax which have not been deposited on account of any dispute. According to the information and explanations given to us, the following dues of duty of excise has not been deposited by the company on account of dispute:

Name of the Statute	Nature of Dues	Amount (Rs)	Year to which amount relates	Forum where dispute is pending
Central Excise Act, 1944	Excise Duty	7,65,73,219	2008-09 to 2011-12	Supreme Court
Custom Act, 1962	Anti-Dumping Duty	7,38,54,123	2010-11	High Court

- 8) Based on our audit procedures and on the information and explanations given to us, the Company did not have any outstanding debentures or loans or borrowings from government during the year. Further, the Company has not defaulted in repayment of loans or borrowings to financial institutions or to banks as on balance sheet date except outstanding installment of Rs. 20,00,000 due on 31st march 2016 with regards to WCTL from State of India which has been paid on 15th April 2016.
- 9) During the year ended 31st March 2012, the Company has raised Rs. 120.65 crore through initial public offer. The amount raised has been utilized for the objects as mentioned in the prospectus read with amended objects approved by the Board of Directors as per the power given in 10th Annual General Meeting of the Company held on 12th September 2012. Further, an amount of Rs. 4,85,77,401/- (excluding interest) unutilized as on 31st march 2016 [refer note no. 26(5) to balance sheet].

Based on our audit procedures and according to information and explanations given by the management, the term loans were applied for the purpose for which they were obtained.

- 10) During the course of our examination of the books and records of the Company carried out in accordance with generally accepted auditing practice in India and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have been informed of such case by the management.
- 11) According to the information and explanations give to us and based our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the provisions of section 197 read with schedule V of the Companies Act, 2013.
- 12) In our opinion and according to the information and explanation given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- 13) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with section 177 and section 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- 14) According to the information and explanations given to us and based on our examination of records of the Company, the Company has not made any preferential allotment or private

placement of shares or fully or partly convertible debentures during the year. Accordingly paragraph 3(xiv) of the Order is not applicable.

- 15) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or person connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- 16) The Company is not required to be registered under section 45-IA of the reserve Bank of India Act 1934. Accordingly, paragraph 3(xvi) of the Order is not applicable.

For and on behalf of
Chitresh Gupta & Associates
Chartered Accountants
Firm Registration No.: 017079N

CA. Chitresh Gupta
Partner
Membership no.: 098247
Date: 21st May 2016
Place: Greater Noida, U.P.

Annexure-B to the Independent Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **PG ELECTROPLAST LIMITED** ("the Company") as on 31st March 2016 in conjunction with our audit report of the financial statements of the Company for the year ended on that date.

Management's Responsibility for internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the guidance note on Audit of Internal Financial Controls over financial reporting issued by the Institute of Chartered Accountants of India ('ICAI').

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on these the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on assessed risk. The procedure selected depends on auditor's judgment, including the assessment of risks of material misstatement of financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting included those policies and procedures that (1) pertain to maintenance of records that, in reasonable details, accurately and fairly reflects the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding presentation or timely dictation of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of inherent limitation of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of evaluation of internal financial control over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For and on behalf of

Chitresh Gupta & Associates

Chartered Accountants

Firm Registration No.: 017079N

CA. Chitresh Gupta

Partner

Membership no.: 098247

Date: 21st May 2016

Place: Greater Noida, U.P.

PG ELECTROPLAST LTD
Balance Sheet as at 31st March, 2016

	Amount (Rs.)	Amount (Rs.)
	As at	As at
Notes	31st March, 2016	31st March, 2015
EQUITY AND LIABILITIES		
Shareholders' funds		
Share capital	3 16,41,43,320	16,41,43,320
Reserves and surplus	4 1,03,20,53,745	1,01,48,89,801
	1,19,61,97,065	1,17,90,33,121
Non-current liabilities		
Long-term borrowings	5 42,19,90,088	39,90,06,192
Long-term provisions	7 1,94,13,590	1,17,88,765
	44,14,03,678	41,07,94,957
Current liabilities		
Short-term borrowings	8 33,37,56,474	40,50,43,023
Trade payables	9 62,35,78,488	42,30,09,670
Other current liabilities	10 24,40,65,819	24,52,52,175
Short-term provisions	7 56,82,916	59,36,658
	1,20,70,83,697	1,07,92,41,526
Total	2,84,46,84,440	2,66,90,69,604

ASSETS

Non-current assets

Fixed assets

Tangible assets	11 1,45,64,89,369	1,39,98,78,428
Intangible assets	11 71,37,593	82,81,001
Capital work-in-progress	11 1,15,54,402	6,09,48,154
Long-term loans and advances	12 5,88,08,109	4,67,50,136
Deferred tax assets (Net)	6 80,00,000	80,00,000
Other non-current assets	13.1 8,02,97,321	9,74,62,529
	1,62,22,86,794	1,62,13,20,248

Current assets

Inventories	14 45,87,12,339	33,25,08,024
Trade receivables	13.2 54,05,64,565	44,40,96,068
Cash and bank balances	15 56,87,183	11,05,740
Short-term loans and advances	12 16,98,83,918	20,07,44,145
Other current assets	13.1 4,75,49,641	6,92,95,379
	1,22,23,97,646	1,04,77,49,356
Total	2,84,46,84,440	2,66,90,69,604

Significant Accounting Policies

2

Contingent Liability and Commitments

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Other Notes on Accounts

26

The accompanying notes are an integral part of the Financial Statements.

As per our report of even date

For Chitresh Gupta & Associates

Chartered Accountants

Firm registration number: 017079N

CA. Chitresh Gupta

Partner

Membership no.: 098247

Place: Greater Noida, U.P.

Date: 21st May, 2016

For and on behalf of the board of directors

(Promod Gupta)

Managing Director

DIN-00181800

(Vishal Gupta)

Executive Director

DIN-00184809

(Rahul)

Company Secretary

(K.A.Khandelwal)

Chief Financial Officer

PG ELECTROPLAST LTD
Statement of Profit and Loss for the Year Ended 31st March, 2016

	Notes	Amount (Rs.)	Amount (Rs.)
		31st March,2016	31st March,2015
INCOME			
Revenue from operations (gross)	16	2,89,86,19,695	2,61,68,13,514
Less: excise duty		(29,61,16,902)	(22,94,90,443)
Revenue from operations (net)		2,60,25,02,793	2,38,73,23,071
Other income	17	3,14,16,779	3,32,58,187
Total revenue (I)		2,63,39,19,572	2,42,05,81,258
EXPENDITURE			
Cost of Raw Material & Components consumed	18	1,82,12,93,216	1,72,37,78,573
Purchase of traded goods (including input cleared as such)	18.3	13,95,75,171	11,61,16,282
Changes in inventories of finished goods, work in -progress	19	(4,75,99,850)	(32,83,895)
Employee benefits expense	20	26,15,62,586	21,69,25,429
Other expenses	21	24,45,99,137	21,46,06,339
Prior period expenses (Net)	22	17,10,300	11,21,562
Total (II)		2,42,11,40,560	2,26,92,64,290
Earnings before interest, tax, depreciation and amortization (EBITDA) (I)-(II)		21,27,79,012	15,13,16,968
Depreciation and amortization expense	23	9,71,80,709	9,47,52,651
Finance costs	24	9,65,42,652	10,19,76,405
Profit /(Loss) before tax		1,90,55,651	(4,54,12,088)
Tax expenses:			
Current tax		-	-
Deferred tax		-	-
Total tax expense		-	-
Profit /(Loss) for the year		1,90,55,651	(4,54,12,088)

Earning per equity share [Refer Note No. 26(1)]

[nominal value of equity share Rs 10 /- each]

Basic and Diluted earning per share (Rs.)

1.16

(2.77)

Significant Accounting Policies

2

Contingent Liability and Commitments

25

Other Notes on Accounts

26

The accompanying notes are an integral part of the Financial Statements.

As per our report of even date

For Chitresh Gupta & Associates

Chartered Accountants

Firm registration number: 017079N

For and on behalf of the board of directors

(Promod Gupta)

Managing Director

DIN-00181800

(Vishal Gupta)

Executive Director

DIN-00184809

CA. Chitresh Gupta

Partner

Membership no.: 098247

Place: Greater Noida, U.P.

Date: 21st May, 2016

(Rahul)

Company Secretary

(K.A.Khandelwal)

Chief Financial Officer

Cash Flow Statement for the year ended 31st March 2016
Amount (Rs.)

	31-Mar-16	31-Mar-15
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) before tax	1,90,55,651	(4,54,12,088)
Adjustment for:		
Depreciation/amortization	9,71,80,709	9,47,52,651
Loss on sale of fixed assets	6,42,564	1,89,236
Profit on sale of fixed assets	(15,91,759)	-
Miscellaneous balances written off	68,15,238	-
Provision for doubtful debts	3,70,255	42,72,325
Provision for doubtful advance to suppliers & capital advance	4,87,796	29,37,656
Liabilities written back	(83,41,412)	(4,01,316)
Interest expense	9,54,51,471	10,13,80,120
Interest income	(77,75,026)	(2,05,02,960)
Operating profit before working capital changes	20,22,95,487	13,72,15,624
Movements in working capital :		
Increase/(decrease) in trade Payables	20,05,68,819	(21,06,76,629)
Increase/(decrease) in long - term provisions	76,24,826	42,14,593
Increase/(decrease) in short - term provisions	(2,53,742)	35,96,410
Increase/(decrease) in other Current Liabilities	2,36,59,305	6,92,36,249
Decrease/(increase) in trade receivables	(9,68,38,752)	4,95,55,804
Decrease/(increase) in inventories	(12,62,04,315)	(16,32,84,543)
Decrease / (increase) in long - term loans and advances	(19,21,187)	(1,95,83,229)
Decrease / (increase) in short - term loans and advances	1,19,18,281	(1,26,99,007)
Cash generated from / (used in) operations	22,08,48,722	(14,24,24,728)
Income tax (paid) /refund	(92,25,004)	4,18,22,879
Net cash flow from/ (used in) operating activities (A)	21,16,23,718	(10,06,01,849)
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets (including intangible assets & CWIP)	(10,03,86,491)	(9,18,28,305)
Proceeds from sale of fixed assets	93,19,699	56,34,104
Proceeds from repayment of ICD & sale of investments	-	25,35,00,000
Redemption/Maturity of Bank Deposit having maturity more than 3 months	1,64,02,778	(35,69,836)
Interest received	3,02,83,192	2,17,97,988
Net cash flow from/(used in) investing activities (B)	(4,43,80,822)	18,55,33,951
C CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from long-term borrowings	12,95,76,225	4,11,46,458
Repayment of long-term borrowings	(12,50,48,322)	(11,11,22,379)
Proceeds/(Repayment) of short-term borrowings (Net)	(7,12,86,549)	9,11,14,043
Interest paid	(9,59,02,807)	(10,60,64,584)
Net cash flow from/(used in) in financing activities (C)	(16,26,61,453)	(8,49,26,462)
Net increase/(decrease) in cash and cash equivalents (A + B + C)	45,81,443	5,640
Cash and cash equivalents at the beginning of the year	11,05,740	11,00,100
Cash and cash equivalents at the end of the year	56,87,183	11,05,740
Components of cash and cash equivalents		
Cash on hand	7,61,079	4,47,891
With banks:		
-on current account	49,26,104	6,57,849
-on deposit account	-	-
Total cash and cash equivalents (refer note no. 15)	56,87,183	11,05,740

NOTES

Figures in negative/brackets shows Cash outflow

As per our report of even date

For Chitresh Gupta & Associates

Firm registration number: 017079N

Chartered Accountants

CA. Chitresh Gupta

Partner

Membership no.: 098247

Place: Greater Noida, U.P.

Date: 21st May, 2016

For and on behalf of the board of directors

 (Promod Gupta)
Managing Director

 (Vishal Gupta)
Executive Director
0 DIN-00184809

 (Rahul)
Company Secretary

 (K.A.Khandelwal)
Chief Financial Officer

Notes to the financial statements for the year ended 31 March 2016

1 Background

PG Electroplast Limited is an Electronic Manufacturing Services (EMS) provider for original Equipment Manufacturers (OEMs) of consumer electronic products in India. The Company manufacture and / or assemble a comprehensive range of consumer electronic components and finished products such as Kitchen Appliances, air conditioners (ACs) sub- assemblies, water purifiers and compact Fluorescent Lamps (CFL), Solar Lantern, Washing Machine, air coolers, water purifier, tube light fittings etc for third parties. As backward integration, the company also do plastic injection moulding and manufacture Printed Circuit Boards (PCB) assemblies for CTVs, LCD & LED, and CFL.

2 Statement of Significant Accounting Policies

i) Basis of Preparation

The financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on accrual basis. GAAP comprises mandatory accounting standards as prescribed by the Companies (Accounting Standards) Rules, 2006, which continue to apply under Section 133 of the Companies Act, 2013, ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014 and other relevant provisions of the Companies Act, 1956, to the extent applicable and guidelines issued by the Securities and Exchange Board of India (SEBI).

ii) Use of Estimates

The preparation of financial statements in conformity with GAAP requires the management to make judgements, estimates and assumptions that affect the reported amounts of revenue and expenses, assets and liabilities and the disclosures relating to contingent liabilities as of the date of the financial statements. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

All assets and liabilities have been classified as Current or Non-Current as per the criteria set out in the Schedule III to Companies Act, 2013.

iii) Revenue Recognition

- (a) Sale of goods: Sales are recognised when the substantial risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract and are recognised net of trade discounts, rebates and sales tax/ value added tax. The excise duty recovered is presented as a reduction from gross turnover. Sales returns are recognised on receipt of finished goods in the factory.
- (b) Sale of Services: In contracts involving the rendering of services, revenue is measured using the proportionate completion method and are recognised net of service tax.
- (c) Interest income is recognized on accrual basis.

iv) Fixed Assets and Depreciation

Tangible Assets

- (a) Tangible Assets are stated at acquisition cost, net of accumulated depreciation and accumulated impairment losses, if any. Cost includes financing cost relating to borrowed funds attributable to the construction or acquisition of qualifying fixed assets upto the date the assets are ready for use. Where the acquisition of fixed assets are financed through long term foreign currency loans (having a term of 12 months or more at the time of their origination) the exchange differences on such loans are added to or subtracted from the cost of such fixed assets. In respect of new projects, all cost including borrowing cost incurred upto the date of commencement of commercial production or when related asset is put to use are capitalised.
- (b) Subsequent expenditures related to an item of fixed asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.
- (c) Losses arising from the retirement of, and gains or losses arising from disposal of fixed assets are recognised in the Statement of Profit and Loss.

v) Depreciation

- (a) The depreciation on assets acquired/sold/discarded/demolished during the year is provided from/upto the month the asset is commissioned/sold or discarded.
- (b) Depreciation on Tangible Fixed Assets has been provided on Straight Line Method(SLM) based on useful life of the assts prescribed in Schedule II of the Companies Act , 2013 except in respect of major Plant & machinery, where useful life has been taken as 25 years ,as technically assessed.
- (c) Lease hold land is amortized over the period of Lease.

vi) Intangible Assets

- (a) Intangible assets are recognised as per the criteria specified in the Accounting Standard (AS) 26 "Intangible Assets" and are amortised on straight line basis as follows:

	Period of Amortisation
Computer Software	6 year
Product Development	10 year

vii) Inventories

Raw material, components, stores and spares are valued at lower of cost and net realisable value. However, materials and other items held for use in production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials, components and stores and spares is determined using the first-in, first-out (FIFO) method.

Work-in-progress and finished goods are valued at lower of cost and net realisable value. Cost includes direct materials, labour and related production overheads.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated cost of completion and estimated cost necessary to make the sale.

viii) Borrowing Costs

Borrowing costs that are directly attributable to the acquisition, construction or Production of qualifying assets are capitalized as part of the cost of such assets. A Qualifying assets is one that necessarily taken substantial period time to get ready for its intended use.

ix) Employee Benefits

- (a) Short Term Employee Benefits

All employee benefits payable within twelve months after the end of the period in which the employee render the related services are classified as short term employee benefits and are recognised as expense in the period in which the employee renders the related service. The company recognises the undiscounted amount of short term employee benefits expected to be paid in exchange of services rendered as a liability.

- (b) Long Term Employee Benefits

Defined Contribution Plan

Defined contribution plans are retirement benefit plans under which the Company Pays fixed contribution to separate entities (funds) or financial institutions or state managed benefit schemes. The Company's contribution to defined contribution plans is recognized in the Profit & Loss account in the financial year to which they relate.

The Company operates the following defined contribution plan.

- Provident Fund Plan & Employee Pension Scheme.

The Company makes specified monthly contributions towards Employee Provident Fund/Employee Pension Scheme to fund administered and managed by the Government of India.

- Employee State Insurance

The Company makes specified monthly contributions towards Employees State Insurance Scheme.

- (c) Defined benefit plan

Defined benefit plans are retirement benefit plans under which the Company pays certain defined benefits to the employees at the time of their retirement/resignation/death based on rules framed for such schemes. Company operates following defined benefit plans:

- **Gratuity** The Company provides for gratuity obligations through a defined benefit retirement plans (the 'Gratuity Plan'). The Gratuity Plan provides a lump sum payment to vested employees at retirement or termination of employment based on the respective employee salary and years of employment with the Company. The company provides for its liability under the Gratuity Plan based on actuarial valuation.

- **Earned Leaves**

The Company provides for the liability at year end on account of unavailed accumulated leaves on the basis of actuarial valuation

x) Foreign Currency Transactions

Initial Recognition

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Subsequent Recognition

All monetary assets and liabilities in foreign currency are restated using the exchange rate prevailing at reporting date.

Exchange Differences

The Company has opted to avail the choice provided under paragraph 46A of AS-11 "The Effect of Changes in Foreign Exchange Rates" inserted vide Notification dated December 29, 2011. Consequently, Exchange differences arising on long-term foreign currency monetary items related to acquisition of depreciable capital asset added to or deducted from the cost of the asset and depreciated over the remaining useful life of the asset. For this purpose, the company treats a foreign monetary item as "long-term foreign currency monetary item", if it has a term of 12 months or more at the date of its origination.

All other exchange differences are recognised as income or expenses in the period in which they arise.

xi) Government Grants

The Company is entitled to various incentives from government authorities in respect of manufacturing units located in developing regions. The Company accounts for its entitlement on accrual basis.

Government Grants receivable in nature of promoter's contribution i.e. by way of its contribution towards total capital outlay under a government scheme, such grants are credited to Capital Reserve and treated as a part of Shareholder's funds.

xii) Current and deferred tax

- (a) Tax expense for the period, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the period. Current Tax on income is determined on the basis of taxable income computed in accordance with the applicable provisions of the Income Tax Act, 1961.
- (b) Deferred tax is recognised for all the timing differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognised and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised except in case of unabsorbed depreciation or carry forward of losses under Income Tax Act, 1961, deferred tax asset is recognised only to the extent that there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax asset can be realised. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. At each Balance Sheet date, the company reassesses unrecognised deferred tax assets, if any.

xiii) Lease Accounting

Operating lease payments are recognized as an expense in the Profit and Loss account on accrual basis.

xiv) Impairment of Assets

Impairment of individual assets / cash generating unit (a group of assets that generates identified independent cash flows) is identified using external and internal sources of information and impairment loss if any, is determined and recognised in accordance with the Accounting Standard (AS) 28 "Impairment of Assets".

xv) Segment Reporting

The company operates in a single segment of Electronics goods and components and therefore the disclosure requirements as per Accounting Standard 17 "Segment Reporting" is not applicable to the company.

xvi) Provisions, Contingent liabilities and Contingent Assets

Provisions: Provisions are recognised when there is a present obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date.

Contingent Liabilities: Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is termed as a contingent liability.

Contingent Assets : Contingent assets are neither recognised nor disclosed.

xvii) Cash and Cash Equivalents

Cash and cash equivalents for the purpose of Cash Flow Statement comprise cash and cheques in hand, bank balances, fixed deposits and other short term highly liquid investments where the original maturity is three months or less that readily convertible into known amount of cash and which are subject to an insignificant risk of change in value.

xviii) Earnings Per Share

The Basic and Diluted Earnings Per Share ("EPS") is computed by dividing the net profit / (loss) after tax for the year by weighted average number of equity shares outstanding during the year.

PG ELECTROPLAST LTD

Notes to Financial Statements for the year ended 31st March, 2016

The previous year figures have been regrouped/ reclassified, wherever necessary to confirm to the current year presentation.

3 SHARE CAPITAL

Authorized shares

2,50,00,000 (Previous Year 2,50,00,000) equity shares of Rs.10/- each

Issued, Subscribed and Paid-up shares

1,64,14,332 (Previous year 1,64,14,332) equity shares of Rs.10/- each

Total

Amount (Rs.)	Amount (Rs.)
As at	As at
31st March, 2016	31st March, 2015
25,00,00,000	25,00,00,000
16,41,43,320	16,41,43,320
16,41,43,320	16,41,43,320

3.1 Reconciliation of the shares outstanding at the beginning and at the end of the year

Equity shares:

At the beginning of the year

Issued during the year

Outstanding at the end of the year

As at 31st March, 2016		As at 31st March, 2015	
No of shares	Amount (Rs.)	No of shares	Amount (Rs.)
1,64,14,332	16,41,43,320	1,64,14,332	16,41,43,320
-	-	-	-
1,64,14,332	16,41,43,320	1,64,14,332	16,41,43,320

3.2 Terms/rights attached to equity

The company has only one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation of the company, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

3.3 Details of shareholders holding more than 5% shares in the company is set out below:

Name of Shareholder

Equity shares of Rs.10 each fully paid

Mr. Promod Gupta

Mr. Anurag Gupta

Mr. Vishal Gupta

Mr. Vikas Gupta

As at 31st March, 2016		As at 31st March, 2015	
No of shares	% holding	No of shares	% holding
40,16,166	24.47%	40,16,166	24.47%
15,14,222	9.22%	15,14,222	9.22%
20,75,012	12.64%	20,75,012	12.64%
20,70,722	12.62%	20,70,722	12.62%

4 Reserves and surplus

Security Premium

Balance as per the last financial statements

Closing Balance

Amount (Rs.)	Amount (Rs.)
As at	As at
31st March, 2016	31st March, 2015
1,09,10,31,706	1,09,10,31,706
1,09,10,31,706	1,09,10,31,706

Capital Reserve

Balance as per the last financial statements

Less: Deduction during the year *

Closing Balance

22,56,402	22,56,402
18,91,707	-
3,64,695	22,56,402

* represents Central Capital Investment subsidy written off in respect of Roorkee Unit

Surplus/(Deficit) in the statement of profit and loss

Balance as per last financial statements

Profit/(Loss) for the year

Net deficit in the statement of profit and loss

Total reserves and surplus

(7,83,98,307)	(3,29,86,219)
1,90,55,651	(4,54,12,088)
(5,93,42,656)	(7,83,98,307)
1,03,20,53,745	1,01,48,89,801

5 Long-term borrowings

Secured

Term Loan:

From banks:-

- Standard Chartered Bank

- Working Capital Term Loan from SBI

- Vehicle loans from Banks

From others-Loan against Property

- Religare Finvest Limited

From others-Vehicle Loans

- Cholamandalm Investment & Finance Ltd

- Tata Motors Finance Ltd

Unsecured

Unsecured loans from directors

Deferred Payment against P&M

Total

Amount (Rs.)		Amount (Rs.)	
Non-Current portion	Current maturities	Non-Current portion	Current maturities
As at	As at	As at	As at
31st March, 2016	31st March, 2016	31st March, 2015	31st March, 2015
-	-	16,49,660	4,58,09,845
12,05,00,000	5,00,00,000	16,85,00,000	2,55,00,000
22,03,257	21,12,879	7,06,137	15,93,075
7,23,08,900	43,83,855		
7,49,127	6,89,534	9,20,590	4,42,784
32,43,624	12,94,533	-	-
22,15,00,000	-	21,00,00,000	-
14,85,180	1,88,44,564	1,72,29,805	2,24,35,654
42,19,90,088	7,73,25,365	39,90,06,192	9,57,81,358

The above amount includes :

Secured borrowings

Unsecured borrowings

Amount disclosed under the head "other current liabilities"(refer note no.10)

Net amount

19,90,04,908	5,84,80,801	17,17,76,387	7,33,45,704
22,29,85,180	1,88,44,564	22,72,29,805	2,24,35,654
42,19,90,088	7,73,25,365	39,90,06,192	9,57,81,358
-	7,73,25,365	-	9,57,81,358
42,19,90,088	-	39,90,06,192	-

5.1 Term Loan from State Bank of India

a. WCTL from State Bank of India are secured by way of first hypothecation and mortgage charge over entire fixed assets & moveable assets present and future including Equitable Mortgage of property situated at plot no- P-4/2, 4/3, 4/4, 4/5,4/6 site-B, Surajpur, Greater Noida of factory Land & Building of the Company & Personal guarantee of directors i.e Mr. Promod Gupta, Mr. Anurag Gupta, Mr. Vikas Gupta and Mr. Vishal Gupta and;

b. Collateral Security:- Second charge on entire current assets of Unit I & II of the company and;

c. Mortgage of leasehold rights for 29 years (valid upto May 2036) of factory land measuring 11370 sq.mtr of PG Electronics(Partnership firm) & of land measuring 3390 sq mtr. of Sh. Vishal Gupta at village- Raipur, Pargana Bhagwanpur, Roorkee and;

d. Corporate Gurantee of M/s Kushang Technologies Limited & Gurantee of PG Electronics (Partnership Firm).

e. Outstanding working capital term loan of Rs 17,05,00,000 (previous year Rs.19,25,00,000) as on reporting date is repayable in monthly instalments @ 40,00,000 in 2016-17,@ 50,00,000 2017-18 & 2018-19 & balance Rs. 5,00,000 on 31.03.2019 alongwith interest at the rate of 13.95% p.a.

f. Outstanding instalment of Rs. 20,00,000 due in March 2016, has been paid on 15.04.2016

5.2 Term Loan from Standard Chartered Bank

a. Term loans from Standard Chartered Bank was secured by way of exclusive charge over land, Building, Plant & Machinery, stocks, receivable at E-14 & E-15, Site-B, UPSIDC, Surajpur Industrial Area, Greater Noida, U.P. & at A-20/2. MIDC Supa, District- Ahmandnagar Maharastra & Personal Guarantee of directors i.e. Mr.Promod Gupta, Mr.Anurag Gupta, Mr. Vikas Gupta and Mr. Vishal Gupta and;

b. Exclusive Charge on property no.office No.1, Tower A, Lobe-2, 6th floor situated at plot no. A-41, Institutional Area, Sector 62, Noida, U.P Owned by T.V. Palace (Partnership Firm).Satisfaction of charge has been filed & charge has been removed against all above properties.

c. Outstanding term loan has been fully repaid during the year.

5.3 Loan against property (LAP) from Religare Finvest Limited

a. LAP from Religare Finvest Limited is secured by way of exclusive charge over land & Building at A-20/2. MIDC Supa, District- Ahmandnagar Maharastra and exclusive charge on Plant & Machinery of the plant at Supa & Personal Guarantee of directors i.e. Mr.Promod Gupta, Mr.Anurag Gupta, Mr. Vikas Gupta and Mr. Vishal Gupta and;

c. The outstanding amount of loan alongwith interest @12.70% is repayable in 115 monthly instalments of Rs 11,56,206 each (including interest).

5.4 Unsecured loans from directors of Rs 22,15,00,000 (previous year Rs 21,00,00,000) was given by directors on long term basis and are interest free.

- 5.5 Deferred payment against plant & machinery represents the outstanding amount of Rs. 2,03,29,744 (Previous year Rs. 3,96,65,459 payable in 23 EMI of USD 27323) which is payable in 8 EMI of USD 27323 each, 11 EMI of USD 1701 each and 6 EMI of USD 11,100 each w.e.f. 15.4.2016 in respect of plant & machineries purchased on credit without interest.

- 5.7 Vehicle loans: The terms of repayment and security of vehicle loan are as follows :

Name of the Bank/Others	Rate of Interest	Term Loan Outstanding		Repayment of Term Loan Outstanding	Nature of Security
		31.03.2016	31.03.2015		
1. HDFC Bank Ltd.	10.75 % to 11.60 %	13,66,499	19,40,442	in EMI ranging from 4 to 29 months (6 to 23 months)	Secured by hypothecation of vehicle acquired under the respective vehicle loans
2. Axis Bank Ltd.	11.40%	1,71,829	3,58,770	in 10 EMI (22 EMI months)	
3. YES Bank Ltd.	11.15%	27,77,808	-	in 28 EMI (0 months)	
4. Cholamandalam Investment & Finance Ltd.	12.50%	14,38,661	13,63,374	in EMI ranging from 21 to 30 months (33 months)	
R. Tata Motors Finance Limited	11.95%	45,38,157	-	in 37 EMI (0 months)	
TOTAL- Vehicle Loans		1,02,92,954	36,62,586		

6 Deferred tax (net)

Deferred tax liability

Fixed assets: Impact of difference between tax depreciation and depreciation/ amortization charged for the financial reporting

Gross deferred tax liability

Deferred tax assets

Disallowance under section 43B of the Income Tax Act, 1961

Provision for Doubtful Debts

Carried forward loss and unabsorbed depreciation

Gross deferred tax assets

Deferred Tax (net)

Amount (Rs.)	Amount (Rs.)
As at	As at
31st March, 2016	31st March, 2015
18,08,02,094	14,44,82,521
18,08,02,094	14,44,82,521
1,09,97,310	59,42,770
37,43,846	33,22,831
17,40,60,938	14,32,16,920
18,88,02,094	15,24,82,521
80,00,000	80,00,000

7 Provisions

Provision for employee benefits

Provision for gratuity [refer note no. 26(2)]

Provision for leave benefits [refer note no. 26(2)]

Amount (Rs.)		Amount (Rs.)	
Non-Current	Current	Non-Current	Current
As at	As at	As at	As at
31st March, 2016	31st March, 2016	31st March, 2015	31st March, 2015
1,19,43,384	25,48,519	61,55,026	37,16,782
74,70,206	31,34,397	56,33,739	22,19,876
1,94,13,590	56,82,916	1,17,88,765	59,36,658

8 Short-term borrowings

Secured

Working capital loans are repayable on demand from banks:-

- Cash Credit Limit from State Bank of India

- Overdraft from Standard Chartered Bank

- WCDL from Standard Chartered Bank

- Overdraft from State Bank of India

Total Secured

Unsecured

Bill discounting from banks:-

- HDFC Bank

Bill discounting from Other:-

-Aditya Birla Finance Ltd.

Unsecured loans from Directors & their Relatives

Total Unsecured

Total

Amount (Rs.)	Amount (Rs.)
As at	As at
31st March, 2016	31st March, 2015
17,07,06,551	19,73,99,511
-	9,13,14,968
-	1,00,00,000
2,15,62,599	2,67,94,294
19,22,69,150	32,55,08,773
-	-
9,99,87,468	6,99,84,250
3,92,56,856	-
22,43,000	95,50,000
14,14,87,324	7,95,34,250
33,37,56,474	40,50,43,023

8.1 Cash Credit Limit from State Bank of India

- a. Secured against first exclusive charge on the entire current assets of unit-I at Greater Noida & unit-II at Roorkee of the company including goods in transit, debtors.
- b. Collateral Security : Extension of first charge on assets mortgaged under WCTL facility from State Bank of India as per clause no 5.1(a), (c) & (d).

8.2 Overdraft & WCDL from Standard Chartered Bank (SCB).

- a. Secured against first charge on the fixed assets & current assets of Unit III at Greater Noida & Unit IV at Pune.
- b. Collateral Security: - Extension of first charge on assets mortgaged under Term loan facility from Standard Chartered Bank as per Note no 5.2(a) & (b).

8.3 Overdraft from State Bank of India is secured against term deposits.**8.4 Bill discounting from HDFC Bank are guaranteed by promoter directors i.e Mr. Promod Gupta, Mr. Anurag Gupta, Mr. Vishal Gupta & Mr. Vikas Gupta.****8.5 Bill discounting from Aditya Birla Finance Limited (ABFL)**

- a. Primary Security: Master letter arrangement from SMR Automotives System India Ltd.
- b. Collateral Security : First charge on the property No. 11/T-A/L-2/2nd floor A-41, Sector-62, Noida owned by TV Palace (Partnership firm) in which directors are partners.
- b. Guaranteed by promoter directors i.e Mr. Promod Gupta, Mr. Anurag Gupta, Mr. Vishal Gupta ,Mr. Vikas Gupta & Mrs Sudesh Gupta

9 Trade Payables

Trade payables [Refer note no.26(6)]

Acceptances:

Letter of Credit from State Bank of India

Foreign letter of credit Payable

Total

Amount (Rs.)	Amount (Rs.)
As at	As at
31st March, 2016	31st March, 2015
44,69,62,470	24,84,13,437
-	-
15,41,14,084	17,45,96,233
2,25,01,934	-
62,35,78,488	42,30,09,670

10 Other Current liabilities

Current maturities of long-term borrowings (Refer note no. 5)

Interest accrued and due on borrowings

Advance from customers

Expenses payable

Capital goods Creditors

Expenses Creditors

Security from service provider

Wages & salary payable

Other Current liabilities *

Statutory dues:-

- Excise duty payable on finished goods

- Service tax payable

- TDS payable

- TCS payable

- ESI Payable

- PF payable

- Ex Gratia Payable

- Bonus payable

- CST, Wct & Vat payable

- Professional tax payable

- Wealth Tax Payable

Total

Amount (Rs.)	Amount (Rs.)
As at	As at
31st March, 2016	31st March, 2015
7,73,25,365	9,57,81,358
20,45,097	24,96,434
5,74,85,888	2,22,69,772
89,49,833	87,13,828
1,54,12,941	1,30,09,860
2,73,41,338	6,65,24,888
1,00,000	1,00,000
1,57,31,132	1,14,79,315
8,36,870	38,87,781
-	-
40,61,913	21,08,155
3,92,407	5,68,831
28,16,149	16,50,985
7,584	3,342
3,47,145	2,15,935
19,46,394	15,09,112
41,29,765	21,19,692
81,65,175	15,06,844
1,69,39,823	1,12,16,158
31,000	28,525
-	61,360
24,40,65,819	24,52,52,175

* Other current liabilities includes book overdraft for Rs.2,33,895/- (Previous year Rs 33,87,477/-) due to excess cheques issued

12 Loans and advances

Unsecured, considered good

Capital advances	1,20,71,469	-	1,11,59,687	1,00,75,000
Security deposit	1,21,55,052	60,32,250	1,04,05,915	60,62,500
Advance Recoverable in Cash or Kinds:				
Income tax	3,24,57,983	-	2,32,32,979	-
Advance to trade suppliers	-	8,95,96,742	-	8,62,29,703
Advance for expenses	-	54,66,999	-	24,00,452
Advance Recoverable	-	7,28,214	-	1,69,182
Other Loans and Advances:				
Prepaid expenses	-	54,33,389	-	48,60,351
Loans to employees	-	16,21,055	-	8,33,336
Balances due from Statutory Authorities	21,23,605	6,10,05,269	19,51,555	9,01,13,621
Total	5,88,08,109	16,98,83,918	4,67,50,136	20,07,44,145

Unsecured, considered doubtful

Advance to trade suppliers	-	27,31,968	-	25,71,968
Capital Advances	6,93,484	-	3,65,688	-
Total	6,93,484	27,31,968	3,65,688	25,71,968
Less: Provision for doubtful advance to suppliers & Capital Advances	6,93,484	27,31,968	3,65,688	25,71,968
Total	5,88,08,109	16,98,83,918	4,67,50,136	20,07,44,145

13 Trade receivables and other assets

13.1 Other assets

Unsecured, considered good

Interest accrued on deposits	8,72,564	-	16,34,993	-
Interest accrued on investments (ICD)	-	4,67,68,205	-	6,86,68,205
Interest accrued on other	-	7,81,436	47,22,575	6,27,174
Less: Provision for Doubtful Interest	-	-	-	-
Margin money / FDR with banks originally more than twelve months [refer note no. 15]	7,94,24,757	-	9,11,04,961	-
Total	8,02,97,321	4,75,49,641	9,74,62,529	6,92,95,379

13.2 Trade receivables

Outstanding for a period exceeding six months from the date they are due for payment

- Unsecured Considered good
- Unsecured Considered Doubtful

Less: Provision for Doubtful Debts

Other receivables (Unsecured, considered good)

Total

Amount (Rs.)		Amount (Rs.)	
Non-Current	Current	Non-Current	Current
As at	As at	As at	As at
31st March, 2016	31st March, 2016	31st March, 2015	31st March, 2015
-	4,81,52,397	-	4,47,10,154
-	78,97,920	-	78,15,842
-	5,60,50,317	-	5,25,25,996
-	78,97,920	-	78,15,842
-	4,81,52,397	-	4,47,10,154
-	49,24,12,168	-	39,93,85,914
-	54,05,64,565	-	44,40,96,068

Trade receivables include:

Dues from Partnership firm in which the company's directors are partner

M/s PG Electronics

Amount (Rs.)	
Current	
As at	As at
31st March, 2015	31st March, 2015
8,364	8,364
8,364	8,364

14 Inventories (valued at lower of cost and net realizable value)

	Amount (Rs.) As at 31st March, 2016	Amount (Rs.) As at 31st March, 2015
Raw materials and components	34,59,47,566	26,58,96,726
Stock in transit -raw materials	31,52,441	73,18,657
Work-in-progress	6,51,74,339	3,16,45,785
Finished goods	4,03,55,019	2,43,29,965
Stores & spares	33,35,299	26,06,094
Other- diesel	7,47,675	7,10,797
Total	45,87,12,339	33,25,08,024

15 Cash and bank balances

Cash and Cash Equivalents

- Balance with bank in current accounts
- Cash in hand

Total (A)

Other bank balances

- Balance under lien/margin/kept as security etc:
- Margin money originally maturity more than 12 months *
- Margin money originally maturity more than 3 months & upto 12 months *

Other balances

- Fixed deposit originally maturity more than 12 months
- Standard Chartered bank -Escrow a/c, Gurgaon **
- Fixed deposit in Escrow a/c with SCB **

Total (B)

Total(A+B)

Amount disclosed under margin money / fixed deposit originally more than 12 months shown under non-current assets (refer note no. 13.1)-(C)

Total (A+B-C)

Amount (Rs.)		Amount (Rs.)	
Non-Current	Current	Non-Current	Current
As at	As at	As at	As at
31st March, 2016	31st March, 2016	31st March, 2015	31st March, 2015
-	49,26,104	-	6,57,849
-	7,61,079	-	4,47,891
-	56,87,183	-	11,05,740
-	-	-	-
59,21,368	-	33,15,348	-
1,31,49,279	-	3,10,30,215	-
-	-	-	-
-	-	-	-
1,54,110	-	1,59,398	-
6,02,00,000	-	5,66,00,000	-
7,94,24,757	-	9,11,04,961	-
7,94,24,757	56,87,183	9,11,04,961	11,05,740
7,94,24,757	-	9,11,04,961	-
-	56,87,183	-	11,05,740

* Margin money deposits with SBI given as security against non-fund based limits and overdraft & deposits with SCB given as security for term loans repayment.

** Withdrawal from Escrow a/c with SCB are subject to SEBI approval [refer note no. 26(5)]

Amount (Rs.)

16	Revenue from Operations	Year ended 31st March, 2016	Year ended 31st March, 2015
	Sale of Products:		
	- Finished goods	2,70,99,58,734	2,45,66,39,748
	- Traded goods (Including Input cleared as such)	16,76,02,184	14,06,67,894
	Income from services	1,52,24,571	1,21,28,441
	Other operating revenue:	-	
	- Scrap sales	58,34,206	73,77,431
	Revenue from operations (gross)	2,89,86,19,695	2,61,68,13,514
	Less: Excise duty	(29,61,16,902)	(22,94,90,443)
	Revenue from operations (net)	2,60,25,02,793	2,38,73,23,071

Amount (Rs.)

16.1	Details of Products Sold	Year ended 31st March, 2016	Year ended 31st March, 2015
	Finished goods sold		
	Setup Box	7,87,67,653	-
	Tube Light Patti	9,13,90,319	-
	CFL	-	26,83,82,954
	Solar Lamp	1,76,48,159	2,42,59,714
	Water Purifier	1,31,55,369	-
	Air Cooler and Air Cooler Parts	13,50,878	1,22,31,123
	Chasis For Ctv	5,47,36,263	31,06,460
	Kitchen Appliances(JMG,Chopper etc.)	15,52,68,195	9,10,13,594
	Sub Assembly / Assembly	6,18,62,096	-
	Plastic Parts		
	Air Conditioners	56,18,46,595	53,10,49,576
	Light	2,20,04,718	-
	Washing Machine	65,80,01,690	55,96,90,129
	Refrigerator	59,70,92,525	64,82,94,224
	Automotive	31,14,38,680	22,31,63,791
	Air Cooler	13,87,142	-
	Bathroom fitting	6,76,75,733	5,78,28,865
	Other	1,63,32,719	3,76,19,318
	Total	2,70,99,58,734	2,45,66,39,748

Amount (Rs.)

16.2	Traded goods sold (including Input cleared as such)	Year ended 31st March, 2016	Year ended 31st March, 2015
	Plastic Granuals	15,29,05,787	12,33,11,255
	Electronic Components	1,23,59,598	-
	Packing Material	20,33,411	84,98,959
	Others	3,03,388	88,57,680
	Total	16,76,02,184	14,06,67,894

Amount (Rs.)

16.3	Details of services rendered	Year ended 31st March, 2016	Year ended 31st March, 2015
	Job Work Charges	75,85,323	53,91,473
	Repair Of Moulds	76,39,248	67,36,968
	Total	1,52,24,571	1,21,28,441

		Amount (Rs.)	
17	Other income	Year ended 31st March, 2016	Year ended 31st March, 2015
	Interest income		
	- Interest on Bank deposits	60,78,945	69,38,129
	- Interest from investments(ICD)	-	67,53,011
	- Interest on others	16,96,080	68,11,820
	PSI Incentive 2007 at MIDC *	1,37,03,659	95,74,491
	Liabilities/Excess provision written back to the extent no	83,41,412	4,01,316
	Profit on sale of fixed assets	15,91,759	-
	Miscellaneous income	4,924	27,79,420
	Total	3,14,16,779	3,32,58,187

* The Company has recognized the incentive under Packaged Scheme of Incentives issued by Government of Maharashtra for the promotion of industrial investment in the State.

18

Amount (Rs.)		
	Year ended 31st March, 2016	Year ended 31st March, 2015
Cost of raw material & components consumed		
Inventory at the beginning of the year	26,58,96,726	10,21,65,715
Add: Purchases	2,05,08,42,779	2,01,07,88,776
Less: Discount received from suppliers	99,23,552	71,62,910
Less: Cost of goods traded (Including Input cleared as such)	13,95,75,171	11,61,16,282
	2,16,72,40,782	1,98,96,75,299
Less: Inventory at the end of the year	34,59,47,566	26,58,96,726
Cost of raw material & components consumed	1,82,12,93,216	1,72,37,78,573

		Amount (Rs.)	
18.1	Details of raw material & components consumed	Year ended 31st March, 2016	Year ended 31st March, 2015
	Plastic Granules	1,14,84,74,435	1,13,03,86,808
	Electronics & Electricals Components	21,08,20,197	-
	Populated Circuit Board (PCB) of CFL	-	12,82,17,717
	Bulb CFL	-	9,70,32,794
	Kitchen Appliances	8,93,00,864	3,85,15,572
	Other	37,26,97,720	32,96,25,682
	Total	1,82,12,93,216	1,72,37,78,573

		Amount (Rs.)	
18.2	Details of inventory	Year ended 31st March, 2016	Year ended 31st March, 2015
	Raw materials		
	Plastic Granules	18,10,46,955	18,57,43,365
	Kitchen Appliances	60,26,276	1,25,06,343
	Electronics & Electricals Components	8,55,50,657	-
	Populated Circuit Board of CFL	-	17,31,468
	Bulb CFL	-	12,64,692
	Other	7,33,23,678	6,46,50,858
	Total	34,59,47,566	26,58,96,726

		Amount (Rs.)	
18.3	Details of cost of traded goods (including input cleared as such)	Year ended 31st March, 2016	Year ended 31st March, 2015
	Plastic Granuals	12,60,29,499	10,03,32,513
	Electronics Components	1,14,94,426	-
	Packing Material	17,80,716	1,00,54,609
	Others	2,70,530	57,29,160
	Total	13,95,75,171	11,61,16,282

		Amount (Rs.)	
19	Changes in inventories of finished goods, work in -progress	Year ended 31st March, 2016	Year ended 31st March, 2015
	Inventories at the end of the year		
	Work-in-progress	6,51,74,339	3,16,45,785
	Finished goods	4,03,55,019	2,43,29,965
	Total	10,55,29,358	5,59,75,750
	Inventories at the beginning of the year		
	Work-in-progress	3,16,45,785	3,05,06,330
	Finished goods	2,43,29,965	2,03,52,333
	Total	5,59,75,750	5,08,58,663
	(Decrease)/Increase of excise duty on inventory	19,53,758	18,33,192
	Changes in inventories	(4,75,99,850)	(32,83,895)

		Amount (Rs.)	
19.1	Finished goods	Year ended 31st March, 2016	Year ended 31st March, 2015
	Colour Television	26,966	26,966
	CFL	84,576	84,576
	Air Coolers	1,05,116	1,66,536
	Kitchen Appliances	37,13,216	52,71,990
	Plastic Parts:-		
	Air Conditioners	1,24,73,602	45,62,522
	Washing Machine	17,36,572	25,81,807
	Refrigerators	83,25,438	64,08,310
	Automotive	13,57,094	21,90,275
	Setup Box	82,14,580	-
	Light	13,49,925	-
	Bath Room Fitting Parts	5,76,238	4,78,061
	Other	23,91,696	25,58,922
	Total	4,03,55,019	2,43,29,965

		Amount (Rs.)	
19.2	Work In Progress	Year ended 31st March, 2016	Year ended 31st March, 2015
	Plastic Parts		
	Colour Television	-	3,893
	Air Conditioners	4,16,07,528	2,24,51,458
	Washing Machine	50,28,742	28,85,348
	Refrigerators	29,63,354	24,78,535
	Automotive	67,41,187	33,64,972
	Bath Room Fitting Parts	76,07,319	
	Other	12,26,209	4,61,579
	Total	6,51,74,339	3,16,45,785

		Amount (Rs.)	
20	Employee benefit expense	Year ended 31st March, 2016	Year ended 31st March, 2015
	Salaries, wages and bonus	22,92,79,659	18,74,91,472
	Contribution to provident and other fund	1,33,22,120	1,04,52,961
	Leave encashment [refer note no. 26(2)]	40,59,997	36,67,811
	Gratuity expense [refer note no. 26(2)]	62,96,702	67,11,672
	Employee Benefits	86,04,108	86,01,513
	Total	26,15,62,586	21,69,25,429

		Amount (Rs.)	
21	Other expenses	Year ended 31st March, 2016	Year ended 31st March, 2015
	Consumption of stores and spares	1,48,24,011	90,00,663
	Power and fuel	9,73,71,565	8,55,78,418
	Sub-contracting expenses	1,66,88,145	1,16,80,692
	Freight and forwarding charges	3,46,49,070	3,65,20,205
	Hiring charges of machinery , DG set	-	5,26,320
	Rent	23,98,000	9,75,000
	Rates and taxes (Service tax paid, ROC & Reversal of ITC)	25,83,662	22,23,514
	Insurance	19,42,005	25,16,195
	Repairs -Plant and machinery	2,55,21,501	1,67,63,939
	Repairs Buildings	19,90,646	26,08,640
	Repairs - Others	31,20,909	38,09,229
	Travelling and conveyance	92,14,411	88,32,329
	Vehicle running & maintenance	59,22,881	50,82,583
	Communication costs	23,59,447	20,21,256
	Printing and stationery	11,38,161	11,01,586
	Security Guard expenses	10,14,119	39,78,392
	Legal and professional fees	66,46,908	63,99,561
	Payment to auditor (Refer details below)	13,20,544	11,58,498
	Payment to cost auditor	3,10,875	3,00,000
	Directors sitting fees	4,72,500	3,92,500
	Exchange differences (net)	11,52,841	(3,284)
	Loss on sale of fixed assets	6,42,564	1,89,236
	Late delivery charges (recovered)/paid to customers	(8,58,519)	14,44,306
	Provision for Doubtful Debts	3,70,255	42,72,325
	Provision for doubtful advance to suppliers & Capital advances	4,87,796	29,37,656
	Misc. Balance Written off	68,15,238	1,87,595
	Miscellaneous expenses	64,99,602	41,08,985
	Total	24,45,99,137	21,46,06,339

		Amount (Rs.)	
	Details of payment to auditor are as under:	Year ended 31st March, 2016	Year ended 31st March, 2015
	As auditor:		
	Audit fee	3,36,125	3,40,197
	Tax audit fee	77,719	20,618
	Limited review	8,28,500	6,18,540
	For others	78,200	1,79,143
	Total	13,20,544	11,58,498

		Amount (Rs.)	
22	Prior period expenses:-	Year ended 31st March, 2016	Year ended 31st March, 2015
	- Discount on sales	-	1,21,430
	-Rate difference on Purchases	1,20,368	3,36,591
	-Annual Membership Fee	-	4,725
	- Repair & Maintenance	2,04,590	1,98,666
	-Rate & Taxes	1,25,396	7,40,654
	- Staff Welfare Expenses	-	2,01,233
	- Testing & trial charges	-	2,42,698
	- Professional charges	6,79,967	21,710
	- Frieght Charges	4,92,796	4,18,770
	-Lease Rent of Mould	-	3,50,880
	- Other expenses	87,183	-
	Sub Total- Prior Period Expenses	17,10,300	26,37,357
	-Prior Period Income	-	
23	-Idle time loss reversed	-	(12,70,519)
	-Service tax credit on freight outward	-	(2,45,276)
	Sub total-Prior Period Income	-	(15,15,795)
	Total (Net)	17,10,300	11,21,562
Amount (Rs.)			
23	Depreciation and amortization expenses	Year ended 31st March, 2016	Year ended 31st March, 2015
	Depreciation /amortisation on tangible assets	9,57,05,758	9,34,53,284
	Amortisation on intangible assets	14,74,951	12,99,367
	Total	9,71,80,709	9,47,52,651
Amount (Rs.)			
24	Finance costs	Year ended 31st March, 2016	Year ended 31st March, 2015
	Interest to Bank	6,47,28,965	7,59,65,561
	Interest to Other	12,24,523	10,02,413
	Interest On Car Loan	11,22,612	4,06,180
	Bank charges, Commission & Processing Fees	2,94,66,552	2,46,02,251
	Total	9,65,42,652	10,19,76,405

		Amount (Rs.)	
		As at 31st March, 2016	As at 31st March, 2015
25 Contingent liabilities and Commitments			
A Contingent liability (to the extent not provided for)			
Claims against the company not acknowledged as debts (excluding interest & penalty)			
a) Central Excise (FY 2008-09 to 2011-12) {see note (i) below}		7,65,73,219	7,65,73,219
b) Anti Dumping Duty [see note (ii) below]		7,38,54,123	-
Bank Guarantees given to Customers		5,00,000	10,00,000
Bills discounted under LC with State Bank of India		2,27,99,595	-
Bills discounted without LC with IDBI Bank		2,65,55,299	-
Total		20,02,82,236	7,75,73,219

i) Excise department has issued show cause notice dated 22nd Dec.,2011 for Rs 7,65,73,219 /- in respect of CTV sold to ELCOT,Tamilnadu (a Govt. of Tamil Nadu undertaking) during the period Feb 09 to Oct 2011 for free distribution by the state Govt to poor section of the people by paying excise duty on the basis of value determined under section 4A instead of determining the value under section 4 of the Central Excise Act,1944.The department has the contention that sale is institutional sale & valuation based on MRP under Section 4A is not applicable to the sale to ELCOT. The appeal made by the Company was allowed by the CESTAT ,New Delhi vide order dated 12th March,2014. However the excise department has filed the appeal with Supreme Court,which has been admitted by the Supreme Court on 5th Jan.,2015 by condoning the delay in filing the appeal.

ii) The Directorate of Revenue Intelligence (Delhi Zonal Unit),New Delhi of Custom Department had conducted a search on 8.03.2011 and issued show cause notice (SCN) no. 29/2015 dated 29.05.2015 (received on 2.06.2015) mentioning why Anti-Dumping Duty of Rs 738.54 Lacs excluding interest & penalty should not be levied in respect of import of Colour Picture Tubes (CPT) from M/s Chungwa Picture Tubes, Malasiya during the period of May 2010 to Dec 2010.The Company has deposited Rs 145 .00 lacs during the year 2010-11 & 2011-12 under protest. Based on recent judgement of Delhi high court in similar cases ,the company has filed writ petition to quash the SCN.

iii) The company was under process of investigation, as per SEBI ad-interim Order No. WTM/PS/IVD-ID5/42/2011/DEC dated 28-12-2011, in exercise of powers conferred upon SEBI under section 19 of the Securities and Exchange Board of India Act, 1992 read with section 11(1), 11(4), 11A and 11B of the said Act, SEBI has issued certain directions for the company/ directors/ other entities to comply with. However, as per SEBI Order No. WTM/PS/16/IVD/ID-5/OCT/2012 dated 31-10-2012, SEBI has revoked interim directions issued vide its order dated 28-12-2011 on all the entities except company and its promoter directors. Subsequently, the company has received the final order dated 11.03.2014 and in exercise of powers conferred under section 11(1), 11(4) ,11(B) and 11(A) of the SEBI Act, following directions has been issued by SEBI (a) Company & its promoter directors are prohibited from raising any further capital from the securities market and also prohibited from buying and selling or dealing in securities market for a period of ten years from 28.12.2011 (b) The company is directed to take urgent and effective measures to recover all moneys recoverable on account of investments in ICDs, contracts for purchase of land which have not fructified till now etc and to report the progress to SEBI on or before 10.05.2014. The company has filed the appeal with Securities Appellate Tribunal and also submitted the progress report with SEBI . All recoverable money on account of investment in ICD & land has been received .The hearing with SAT is under process .Based on progress report further directions are awaited. In view of the uncertainty of the ultimate outcome, the impact, if any, cannot be presently ascertained.

The company has received show cause notice dated 11.09.2013 under rule 4 of SEBI (Procedure for holding Inquiry and Imposing penalties by Adjudicating officer) Rule 1995 read with Section 15-I of the SEBI Act,1992 for imposing penalty under section 15HA & 15HB . The company has filed the reply on 16.12.2013 and personal hearing was held on 6.10.2015 and further hearing is to be made. In view of the uncertainty of the ultimate outcome, the impact, if any, cannot be presently ascertained.

		Amount (Rs.)	
		As at 31st March 2016	As at 31st March 2015
B Commitments			
Estimated amount of contracts remaining to be executed on Capital account and not provided for (Net of advances)		1,27,73,024	56,86,386

26 Other Notes on Accounts

1 Earnings per share (EPS)

Amount (Rs.)

The following reflects the profit/ (loss) and share data used in the basic and diluted EPS computations:

	As at 31st March 2016	As at 31st March 2015
Numerator for earning per share		
Profit / (Loss) before taxation	1,90,55,651	(4,54,12,088)
Less : Provision for deferred tax and income tax	-	-
Profit / (Loss) after tax	1,90,55,651	(4,54,12,088)
Denominator for earning per share		
Weighted average number of equity shares outstanding during the period	1,64,14,332	1,64,14,332
Earning per share- Basic and Diluted (one equity share of Rs. 10 each)	1.16	(2.77)

2 Employee Benefits

The Company has made provisions for employee benefits in accordance with the Accounting Standard (AS) 15 "Employee Benefits". During the year, the Company has recognised the following amounts in its financial statements.

		Amount (Rs.) 2015-16	Amount (Rs.) 2014-15
A Defined Contribution Plan			
Employer's contribution to Provident Fund		1,08,33,909	84,65,225
Employer's contribution to Employee State Insurance Fund		24,88,211	19,87,736
Total		1,33,22,120	1,04,52,961

B Defined Benefit Plans

Amount Recognised in the statement of profit & loss

	Amount (Rs.)		Amount (Rs.)	
	Leave	Encashment Non Funded	Gratuity Partly Funded	
	As at 31st March 2016	As at 31st March 2015	As at 31st March 2016	As at 31st March 2015
Current service cost	30,15,801	33,95,571	45,75,122	31,86,550
Interest cost on benefit obligation	6,12,582	4,54,797	11,15,682	8,00,134
Past Service Cost	-	-	-	-
Expected return on plan assets	-	-	(3,54,545)	(2,61,631)
Net actuarial(gain)/loss recognized in the year	4,31,614	(1,82,557)	9,60,442	29,86,619
Net benefit expense	40,59,997	36,67,811	62,96,701	67,11,672

C Amounts recognised in balance sheet

	Amount (Rs.)		Amount (Rs.)	
	Leave	Encashment Non Funded	Gratuity Partly Funded	
	As at 31st March 2016	As at 31st March, 2015	As at 31st March 2016	As at 31st March, 2015
Present value of defined benefit obligation (Note i)	1,06,04,603	78,53,615	1,87,07,790	1,43,03,617
Fair value of plan assets (Note ii)	-	-	42,15,887	44,31,809
Funded Status[Surplus/(Deficit)]	(1,06,04,603)	(78,53,615)	(1,44,91,903)	(98,71,808)
Plan asset/(liability)	(1,06,04,603)	(78,53,615)	(1,44,91,903)	(98,71,808)

i) Changes in the present value of the defined benefit obligation are as follows:

	Amount (Rs.)		Amount (Rs.)	
	Leave	Encashment Non Funded	Gratuity Partly Funded	
	As at 31st March 2016	As at 31st March, 2015	As at 31st March 2016	As at 31st March, 2015
Opening defined benefit obligation	78,53,615	49,97,774	1,43,03,617	87,92,679
Current service cost	30,15,801	33,95,571	45,75,122	31,86,550
Interest cost	6,12,582	4,54,797	11,15,682	8,00,134
Benefits paid	(13,09,009)	(8,11,970)	(19,93,700)	(13,68,286)
Past Service Cost	-	-	-	-
Actuarial (gains)/losses on obligation	4,31,614	(1,82,557)	7,07,070	28,92,540
Closing defined benefit obligation	1,06,04,603	78,53,615	1,87,07,791	1,43,03,617

ii) Changes in the fair value of plan assets are as follows:

	Amount (Rs.)		Amount (Rs.)	
	Leave	Encashment Non Funded	Gratuity Partly Funded	
	As at 31st March 2016	As at 31st March, 2015	As at 31st March 2016	As at 31st March 2015
Opening fair value of plan assets	-	-	44,31,809	38,76,033
Expected return	-	-	3,54,545	2,61,631
Contributions by employer	-	-	16,76,606	17,56,510
Benefits paid	-	-	(19,93,700)	(13,68,286)
Actuarial gains/(losses) on plan assets	-	-	(2,53,373)	(94,079)
Closing fair value of plan assets	-	-	42,15,887	44,31,809

Investments with insurer

	Leave	Encashment Non Funded	Gratuity Partly Funded	
	As at 31st March 2016	As at 31st March, 2015	As at 31st March 2016	As at 31st March, 2015
With LIC	0.00	0.00	100%	100%

The principal assumptions used in determining defined benefit obligations for the company plans are shown below:

	Leave	Encashment Non Funded	Gratuity Partly Funded	
	As at 31st March 2016	As at 31st March 2015	As at 31st March 2016	As at 31st March 2015
Discount rate	7.60%	7.80%	7.60%	7.80%
Expected rate of return on assets	N.A	N.A	8.00%	8.75%
Employee turnover-all ages	3.00%	3.00%	3.00%	3.00%
Rate of increase in compensation levels	10.00%	10.00%	10.00%	10.00%
Mortality table	100% of IALM 2006-08 (Previous year LIC (2006-08) duly modified)			

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The rate used to discount post employment benefit obligations (both funded and unfunded) should be determined by reference to market yields at the balance sheet date on government bonds. The currency and term of the government bonds should be consistent with the currency and estimated term of the post employment benefit obligations.

Amounts for the current and previous periods are as follows:

	As at 31st March 2016	As at 31st March 2015	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012
Gratuity					
Defined benefit obligation	1,87,07,790	1,43,03,617	87,92,679	80,18,112	71,52,021
Plan assets	42,15,887	44,31,809	38,76,033	36,10,761	27,76,156
Surplus/(deficit)	(1,44,91,903)	(98,71,808)	(49,16,646)	(44,07,351)	(43,75,865)
Experience adjustments on plan liabilities	N.A.	(8,86,514)	(21,34,319)	15,35,265	(10,56,207)
Experience adjustments on plan Assets	(2,53,373)	(94,079)	(53,913)	-	(12,681)
Leave Encashment					
Defined benefit obligation	1,06,04,603	78,53,615	49,97,774	67,19,240	47,66,346
Plan assets	-	-	-	-	-
Surplus/(deficit)	(1,06,04,603)	(78,53,615)	(49,97,774)	(67,19,240)	(47,66,346)
Experience adjustments on plan liabilities	N.A.	(2,81,845)	12,78,222	11,36,516	(7,03,478)
Experience adjustments on plan Assets	-	-	-	-	-

- 3 In the opinion of the Board, any of the assets, other than fixed assets have a value on realization in the ordinary course of business at least equal to the amount at which they are stated and provision for all known liabilities have been made.

4 **Related party disclosures (as identified and certified by the management)**

Pursuant to compliance of Accounting Standard (AS) 18 "Related Party Disclosures", the relevant information is provided here below:

(a) Related Party where control exists

- i) Mr. Promod Gupta, Chairman & Managing Director (Key Management Person)

(b) The Details of related parties with whom transactions have taken place during the year:

i) Key Management Personnel (Group A)

- Mr. Promod Gupta, Chairman & Managing Director (PG)	- Mr. Vikas Gupta, Executive Director (VKG)
- Mr. Vishal Gupta, Executive Director (VSG)	- Mr. Anurag Gupta, Executive Director (AG)

ii) Relatives of Key Management Personnel (Group B)

- Mrs. Sarika Gupta (SG Wife of Mr. Vishal Gupta)	- Mrs. Neelu Gupta (NLG Wife of Mr. Anurag Gupta)
- Mrs. Nitasha Gupta (NTG Wife of Mr. Vikas Gupta)	- Mrs. Sudesh Gupta (SG1 - Wife of Mr. Promod Gupta)

iii) Companies/ Parties in which Key Management Personnel or their relatives have substantial interest / significant influence (Group C)

S.No.	Name of the party	S.No.	Name of the party
1	M/s Promod Gupta -Proprietor	5	Pramod Gupta & Sons (HUF)
2	Clearvision Industries	6	PG Electronics
3	PG International	7	Bigesto Technologies Limited (upto 29th June 2014)
4	J. B. Electronics		

Details of Transactions (In Rs.) from 01.04.2015 to 31.03.2016 PG CONSOLIDATE

S.No.		Nature of Transaction	Year	Group C						Group D				Group E			Total	
				Mr. Promod Gupta	Mr. Vishal Gupta	Mr. Vikas Gupta	Mr. Anurag Gupta	Mrs. Sarika Gupta	Mrs. Natasha Gupta	Mrs. Neelu Gupta	Mrs. Sudesh Gupta	Promod Gupta & Sons (HUF)	M/s Promod Gupta - Proprietor	Bigesto Technologies Limited	PG International	J. B. Electronics	PG Electronics Industries	Total
1		Sales & Rendering Services	2015-16	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
			PY	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2		Purchase	2015-16	-	-	-	-	-	-	-	-	-	-	-	-	38,56,108	-	38,56,108
			PY	-	-	-	-	-	-	-	-	-	-	-	-	2,31,251	-	2,31,251
3		Job Work charges	2015-16	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
			PY	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
4		Rent Paid	2015-16	-	15,000	-	-	-	-	-	14,10,000	20,000	8,55,000	-	-	-	60,000	23,60,000
			PY	-	15,000	-	-	-	-	-	-	1,20,000	7,80,000	-	-	-	60,000	9,75,000
5		Reimbursement of Expenses (Paid)	2015-16	-	-	-	-	-	-	-	-	-	18,449	-	-	-	-	18,449
			PY	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
6		Reimbursement of Expenses (Received) FREIGHT	2015-16	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
			PY	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
7		Sale of Fixed Asset	2015-16	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
			PY	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
8		Purchase of Fixed Asset	2015-16	-	-	-	-	-	-	-	-	-	1,10,00,000	-	-	-	-	1,10,00,000
			PY	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
9		Rent security paid	2015-16	-	-	-	-	-	-	-	8,50,000	-	-	-	-	-	-	8,50,000
			PY	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
10		Rent security received back	2015-16	-	-	-	-	-	-	-	4,00,000	-	-	-	-	-	-	4,00,000
			PY	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
10		Loan Granted	2015-16	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
			PY	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
11		Loan Taken	2015-16	2,38,31,882	80,00,000	-	-	-	-	-	1,00,000	-	-	-	-	-	-	3,19,31,882
			PY	50,39,000	13,48,000	13,48,000	10,48,000	3,00,000	1,00,000	3,00,000	3,00,000	-	-	-	-	-	97,83,000	
12		Loan Repayment	2015-16	70,01,882	1,24,93,000	45,64,000	35,80,000	-	-	-	1,00,000	-	-	-	-	-	-	2,77,38,882
			PY	1,08,58,000	45,88,000	6,48,000	2,08,000	10,00,000	62,00,000	9,50,000	24,30,000	-	-	-	-	-	-	2,68,82,000
13		Remuneration ***	2015-16	39,82,800	39,82,800	39,82,800	39,82,800	-	-	-	-	-	-	-	-	-	-	1,59,31,200
			PY	35,62,800	35,62,800	35,62,800	35,62,800	-	-	-	-	-	-	-	-	-	-	1,42,51,200
14		Salary to Relatives	2015-16	-	-	-	-	19,48,800	19,48,800	19,48,800	19,48,800	-	-	-	-	-	-	77,95,200
			PY	-	-	-	-	15,14,240	15,14,240	15,14,240	15,14,240	-	-	-	-	-	-	60,56,960
15		Prior period expenses	2015-16	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
			PY	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Outstanding balances as on 31-03-2016																		
1		Loan Payable	CY	13,74,30,000	3,18,92,000	2,69,61,000	2,74,60,000	-	-	-	-	-	-	-	-	-	-	22,37,43,000
			PY	12,06,00,000	3,63,85,000	3,15,25,000	3,10,40,000	-	-	-	-	-	-	-	-	-	-	21,95,50,000
2		Payable	CY	-	-	-	-	-	-	-	-	-	6,683	1,25,671	9,00,000	43,07,515	-	53,39,869
			PY	-	-	-	-	-	-	-	-	-	-	1,25,671	10,00,000	-	11,25,671	
3		Receivable/ Debtors	CY	-	-	-	-	-	-	-	-	-	-	-	-	-	8,364	8,364
			PY	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

***The remuneration to the key managerial personnel does not include the provisions made for gratuity and leave benefits, as they are determined on an actuarial basis for the company as a whole.

5 Utilization of money raised through public issue

During the year ended 31st March, 2012, the company has raised Rs.120.65 crore through public issue, specifically to meet its share in the cost of setting-up a new manufacturing facility at Supa-district Ahmednagar, G.Noida, repayment of term loan, working capital & general corporate expenses. Given below are the details of utilization of proceeds raised through public issue.

	Amount (Rs.)	
	As at 31st March, 2016	As at 31st March, 2015
Amount raised through Public issue	1,20,64,50,000	1,20,64,50,000
Less: amount utilized till date		
Utilized for General Corporate Purpose (Net)	-	1,00,75,000
Purchase of plant and machinery & Construction of Building	59,77,04,923	59,77,04,923
Capital Expenditure (Building and Plant & Machinery)	10,40,66,086	10,40,66,086
IPO Expenses (Net of reimbursements received)	9,93,38,974	9,93,38,974
Repayment of Term Loan	22,74,43,865	15,64,84,360
Utilized for Working Capital	12,93,18,751	19,02,03,256
Unutilized amount at the end of the year lying in escrow account with Standard Chartered Bank as per directions of SEBI	4,85,77,401	4,85,77,401

The company was under process of investigation, as per SEBI ad-interim Order No. WTM/PS/IVD-ID5/42/2011/DEC dated 28-12-2011, in exercise of powers conferred upon SEBI under section 19 of the Securities and Exchange Board of India Act, 1992 read with section 11(1), 11(4), 11A and 11B of the said Act, SEBI has issued certain directions for the company/ directors/ other entities to comply with. However, as per SEBI Order No. WTM/PS/16/IVD/ID-5/OCT/2012 dated 31-10-2012, SEBI has revoked interim directions issued vide its order dated 28-12-2011 on all the entities except company and its promoter directors. Subsequently, the company has received the final order dated 11.03.2014 and in exercise of powers conferred under section 11(1), 11(4), 11(B) and 11(A) of the SEBI Act, following directions has been issued by SEBI (a) Company & its promoter directors are prohibited from raising any further capital from the securities market and also prohibited from buying and selling or dealing in securities market for a period of ten years from 28.12.2011 (b) The company is directed to take urgent and effective measures to recover all moneys recoverable on account of investments in ICDs, contracts for purchase of land which have not fructified till now etc and to report the progress to SEBI on or before 10.05.2014. The company has filed the appeal with Securities Appellate Tribunal and also submitted the progress report with SEBI. All recoverable money on account of investment in ICD & land has been received. The hearing with SAT is under process. Based on progress report further directions are awaited.

The company has received show cause notice dated 11.09.2013 under rule 4 of SEBI (Procedure for holding Inquiry and Imposing penalties by Adjudicating officer) Rule 1995 read with Section 15-I of the SEBI Act, 1992 for imposing penalty under section 15HA & 15HB. The company has filed the reply on 16.12.2013 and personal hearing was held on 6.10.2015 and further hearing is to be made.

- 6 Amount due to Micro, Small & Medium Enterprises under MSMED Act, 2006 is Rs.1,62,95,563/- (previous year Rs.230,92,574/-) Identification of such enterprises has been made on the basis of their disclosure in correspondences, bills to the effect as mandated for them. As certified by the management, there was neither any default nor any delay in payment made to such enterprises, credit terms where of were within period prescribed under statute.

7 Value of imports calculated on CIF basis

Plant & Machinery
Spare Parts
Raw materials
Total

	Amount (Rs.)	
	As at 31st March, 2016	As at 31st March, 2015
Plant & Machinery	2,97,48,542	5,42,54,403
Spare Parts	11,26,495	9,53,796
Raw materials	14,56,67,709	1,82,75,131
Total	17,65,42,746	7,34,83,330

Amount (Rs.)

8 Expenditure in foreign currency (accrual basis)

Travelling and conveyance

	As at 31st March, 2015	As at 31st March, 2015
Travelling and conveyance	9,07,779	6,16,304

9 Imported and indigenous raw materials, components consumed

	As at 31st March 2016		As at 31st March 2015	
	% of total Consumption	Amount (Rs.)	% of total Consumption	Amount (Rs.)
Raw Materials & Components				
Imported	7.20%	13,11,98,055	0.95%	1,63,71,628
Indigenous	92.80%	1,69,00,95,161	99.05%	1,70,74,06,945
Total	100.00%	1,82,12,93,216	100.00%	1,72,37,78,573

10 Note No. 1 to 26 form integral part of the balance sheet and statement of profit and loss.

As per our report of even date

For Chitresh Gupta & Associates

Chartered Accountants

Firm registration number: 017079N

CA. Chitresh Gupta

Partner

Membership no.: 098247

Place: Greater Noida, U.P.

Date: 21st May, 2016

For and on behalf of the board of directors

(Promod Gupta)

Managing Director

DIN-00181800

(Vishal Gupta)

Executive Director

DIN-00184809

(Rahul)

Company Secretary

(K.A.Khandelwal)

Chief Financial Officer

PG ELECTROPLAST LIMITED

CIN: L32109DL2003PLC119416

Regd Office: DTJ209, 2nd Floor, DLF Tower-B, Jasola, New Delhi-110025**FORM MGT-11 (PROXY FORM)**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of member(s)/ Joint Holders		Email:	
Registered address		Folio No/ *Client id:	
		*DP id:	

I/We, being the shareholder of shares of the above named company, hereby appoint

1. Name:	Email id:
Address:	Signature

or failing him

2. Name:	Email id:
Address:	Signature

or failing him

3. Name:	Email Id:
Address:	Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 14th Annual general meeting of the company, to be held on the Wednesday, 21st September 2016 at 11:00 A.M. at Auditorium, New Delhi YMCA Tourist Hostel, Jai Singh Road, New Delhi-110001 and at any adjournment thereof in respect of such resolutions as are indicated below:

S.N.	Resolution	For*	Against*
1	To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2016, the report of the Board of Directors and Auditors thereon		
2	To re-appoint Mr. Promod Gupta (DIN- 00181800) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment		

3	To re-appoint Mr. Vikas Gupta (DIN- 00182241) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment.		
4	To ratify appointment of the Statutory Auditor's		
5	To approve/ratify remuneration of the Cost Auditors for the financial year ending on March 31, 2017		
6	Re-appointment and remuneration of Mr. Promod Gupta as Managing Director of the Company		
7	Re-appointment and remuneration of Mr. Anurag Gupta as Whole time Director of the Company		
8	Re-appointment and remuneration of Mr. Vikas Gupta as Whole time Director of the Company		
9	Re-appointment and remuneration of Mr. Vishal Gupta as Whole time Director of the Company		

Signed this..... day of..... 20....

Signature of shareholder	Signature of Proxy holder(s)	Affix Rupee 1 Revenue stamp
---------------------------------	-------------------------------------	--

Note:

*Please put a (V) in the appropriate column against the resolution as indicated in the Box. Alternatively, you may mention the number of shares in the appropriate column in respect of which you would like your proxy to vote. If you leave the column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not to be member of the Company.
3. In case the member appointing the proxy is a body corporate, the proxy form should be signed under the seal or be signed by an officer or an attorney duly authorised by it and an authenticated copy of such authorisation should be attached to the proxy form.
4. In case of joint holders, signature of any one holder will be sufficient, but name of all joint holders should be stated.

Location of 14th AGM Venue

AGM Venue: Auditorium, New Delhi YMCA Tourist Hostel, Jai Singh Road, New Delhi-110 001

Landmarks:

Nearest Metro Station: Patel Chowk Metro Station.

Nearest Famous Place: Gurudwara Bangla Sahib, Connaught Place

PG Electroplast Limited

ATTENDANCE Slip 14th Annual General Meeting

Please fill attendance slip and hand it over at the entrance of the meeting hall.

Day: Wednesday, 21st September 2016

Time: 11:00 AM

Place: Auditorium, New Delhi YMCA Tourist Hostel, Jai Singh Road, New Delhi-110001

Full Name of First Shareholder:			
Joint Shareholder, if any:			
DP Id*		Folio No.**	
Client Id*		No. of Shares	
Full name of person attending the meeting as Shareholder/Proxy:			

I hereby record my presence at the 14th Annual General Meeting of the Company held on Wednesday, 21st September 2016 at 11:00 A.M. at Auditorium, New Delhi YMCA Tourist Hostel, Jai Singh Road, New Delhi-110001.

(Signature of Shareholder/Proxy)

*applicable for investors holding share in electronic form.

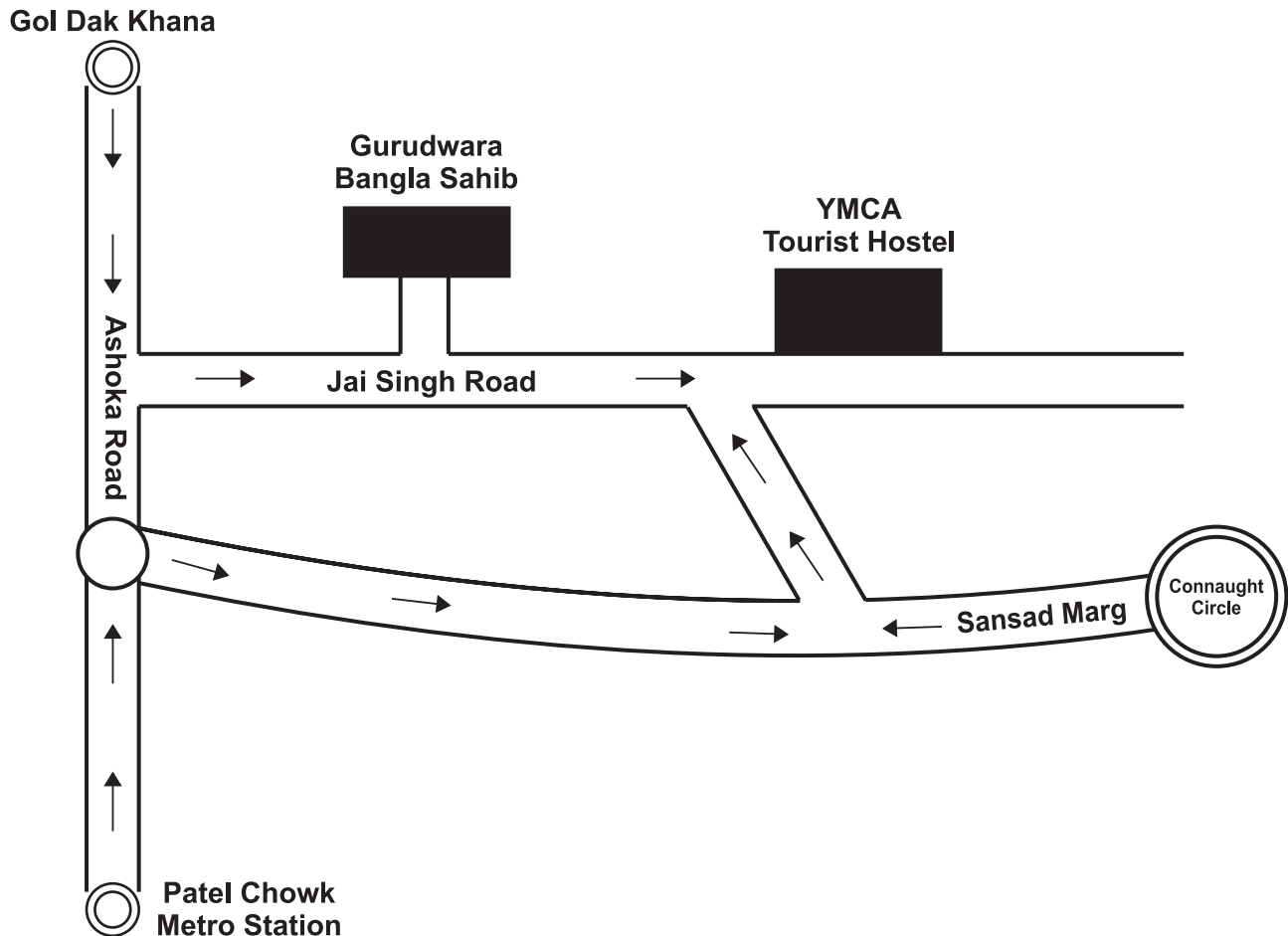
** applicable for investors holding share in physical form.

Location of AGM Venue

AGM Venue : Auditorium, New Delhi YMCA Tourist Hostel, Jai Singh Road, New Delhi-110 001

Landmarks : Nearest Metro Station : Patel Chowk Metro Station.

Nearest Famous Place : Gurudwara Bangla Sahib, Connaught Place



If undelivered please return to

PG Electroplast Limited

DTJ209, DLF Tower B, Jasola

New Delhi-110025