



PG ELECTROPLAST LIMITED

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, 2569841, 2569842

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Website # www.pgel.in

5th October, 2013

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

Sub.: Compliance of Clause 31(d) of the Equity Listing Agreement.

Dear Sir,

as per the requirement of Clause 31(d) of the Listing Agreement, please find enclosed herewith the proceedings of the 11th Annual General Meeting of the Company held on 30th September 2013.

This is for your information and record please.

Thanking you,

For **PG Electroplast Limited**

Rahul Kumar.

(Rahul Kumar)

Asst. Company Secretary

Encl.: As above

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Minutes of the 11th Annual General Meeting of the Members of PG Electroplast Limited held on Monday, the 30th day of September, 2013 at 10:30 A.M. AT Guru Kirpa Farms, Palla - Bakhtawarpur Road, G.T. Karnal Road, Village - Alipur, Delhi – 110036.

Directors Present:

1. Mr. Promod Gupta
2. Mr. Anurag Gupta
3. Mr. Vikas Gupta
4. Mr. Vishal Gupta
5. Mr. Ram Dayal Modi
6. Mr. Devendra Jha
7. Mr. Sharad Jain

In Attendance:

Mr. KA Khandelwal (Company Secretary)

Members Present in Person: 66 (holding 96,76,257 shares in aggregate)

Members Present through Proxy: 4 (for members holding 9,93,210 shares in aggregate)

Chairman:

The Chairman welcomed all the Members and others persons present.

Mr. Promod Gupta, the Chairman of the Board of Directors, presided over the Meeting. He introduced the team of Directors and after ascertaining the requisite Quorum being present, he called the meeting to order.

The Chairman informed that the Register of Members, Register of Proxies and Registers of Directors' Shareholding are kept open for inspection during the continuance of the meeting.

With the permission of Members present, the Notice convening the meeting was read.

AUDITORS' REPORT:

Auditor's Report was read before the Members in the Annual General Meeting. The Chairman requested Members to express their views and ask questions. No questions were asked by shareholders.

The Chairman, thereafter, with the permission of Members present, took up following agenda items, as listed in notice for the meeting.


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ORDINARY BUSINESS:

Item No. 1: To receive, consider and adopt the Audited Statement of Profit and Loss Account for the financial year ended 31st March 2013 and the Audited Balance Sheet as at that date together with the Directors' Report and Auditors' Report thereon

The Chairman requested the Members present to propose the resolution for adoption of Annual Accounts, Directors' Report, Auditor's Report and Annual Report for FY 2012-13.

Resolution Type: **Ordinary**

Proposed by: Mr. Ajay Khurana (Member)

Seconded by: Mrs. Tajinder Bir Kaur (Member)

"RESOLVED THAT the Audited Profit and Loss Account for the Financial Year ended 31st March, 2013 and the Balance Sheet as at that date together with the Report of Directors and Auditors thereon, as circulated to Members of the Company along with notice convening the 11th Annual General Meeting, be and are hereby approved."

The Chairman put the motion to vote, which was carried by show of hands as an Ordinary Resolution and was passed unanimously.

Item No. 2: To re-appoint Mr. Promod Gupta as Director, who retires by rotation and, being eligible, offers him for re-appointment

Resolution Type: **Ordinary**

Proposed by: Mrs. Tajinder Bir Kaur (Member)

Seconded by: Mr. Surjit Pal Singh (Member)

"RESOLVED THAT Mr. Promod Gupta, Director of the Company, who retires by rotation at this Annual General Meeting, be and is hereby appointed as Director of the Company, liable to retire by rotation."

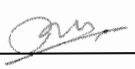
The Chairman put the motion to vote, which was carried by show of hands as an Ordinary Resolution and was passed unanimously.

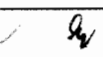
Item No. 3: To re-appoint Mr. Vikas Gupta as Director, who retires by rotation and, being eligible, offers him for re-appointment

Resolution Type: **Ordinary**

Proposed by: Mr. Chetan Chadda (Member)

Seconded by: Mr. Surjit Pal Singh (Member)


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"RESOLVED THAT Mr. Vikas Gupta, Director of the Company, who retires by rotation at this Annual General Meeting, be and is hereby appointed as Director of the Company, liable to retire by rotation."

The Chairman put the motion to vote, which was carried by show of hands as an Ordinary Resolution and was passed unanimously.

Item No. 4: To appoint M/s Chitresh Gupta & Associates, Chartered Accountants, Delhi, as Statutory Auditors of the Company and to fix their remuneration

Resolution Type: **Ordinary**

Proposed by: Mr. Rajkumar Sehgal (Member)

Seconded by: Mr. Bansilal (Member)

"RESOLVED THAT pursuant to provisions of section 224 of the Companies Act, 1956 and other applicable provisions, if any, M/s Chitresh Gupta & Associates, Chartered Accountants, Delhi, (Firm Registration No. 0170749N), be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the company on such remuneration as shall be fixed by the Board of Directors of the Company."

The Chairman put the motion to vote, which was carried by show of hands as an Ordinary Resolution and was passed unanimously.

SPECIAL BUSINESS:

Item No. 5: Appointment of Mr. Sharad Jain as Director

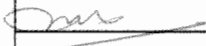
Resolution Type: **Ordinary**

Proposed by: Mr. Sandeep Jain (Member)

Seconded by: Mr. Ajay Khurana (Member)

"RESOLVED THAT Mr. Sharad Jain, who is appointed as an additional Director of the company w.e.f. 09.11.2012, by the Board of Directors under Section 260 of the Companies Act, 1956 and who holds office up to the date of this Annual General Meeting and for the appointment of whom the company has received a notice under Section 257 of the Companies Act, 1956 from him proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation."

The Chairman put the motion to vote, which was carried by show of hands as an Ordinary Resolution and was passed unanimously.


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Item No. 6: Re-appointment and remuneration of Mr. Promod Gupta as Managing Director of the Company

Resolution Type: Special

Proposed by: Mr. Ajay Khurana (Member)

Seconded by: Mr. Chetan Chadda (Member)

"RESOLVED THAT pursuant to the provisions of sections 269, 198, 309, 310 and 311 and other applicable provisions, if any and rules and regulations made there under read with Schedule XIII of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force), the Company hereby approves re-appointment of Mr. Promod Gupta as Managing Director of the Company, who has attained age of 71 years, for a period of 3 years w.e.f. 15th July, 2013 on the terms and conditions as recommended by the remuneration committee and set out in explanatory statement annexed to the Notice convening this meeting with liberty to Board of Directors to vary/alter at any time the remuneration, terms and conditions of the said appointment in such manner as may be approved by the Board of Directors of the company and is acceptable to Mr. Promod Gupta, without further reference to the company in the general meeting so as not to exceed the limits or ceilings specified in Schedule XIII to the Companies Act, 1956."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all such steps as may be necessary, expedient and desirable to give effect to this resolution."

The Chairman put the motion to vote, which was carried by show of hands as a Special Resolution and was passed unanimously.

Item No. 7: Re-appointment and remuneration of Mr. Anurag Gupta as Whole-Time-Director of the Company

Resolution Type: Special

Proposed by: Mr. Krishan Kumar Shashi (Member)

Seconded by: Mr. Rajkumar Sehgal (Member)

"RESOLVED THAT pursuant to the provisions of sections 269, 198, 309, 310 and 311 and other applicable provisions, if any and rules and regulations made there under read with Schedule XIII of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force), the Company hereby approves re-appointment of Mr. Anurag Gupta as Whole-Time-Director of the Company for a period of 3 years w.e.f. 15th July, 2013 on the terms and conditions as recommended by the remuneration committee and set out in explanatory statement annexed to the Notice convening this meeting with liberty to Board of Directors to vary/alter at any time the remuneration, terms and conditions of the said appointment in such manner as may be approved by the Board of Directors of

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the company and is acceptable to Mr. Anurag Gupta, without further reference to the company in the general meeting so as not to exceed the limits or ceilings specified in Schedule XIII to the Companies Act, 1956."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all such steps as may be necessary, expedient and desirable to give effect to this resolution."

The Chairman put the motion to vote, which was carried by show of hands as a Special Resolution and was passed unanimously.

Item No. 8: Re-appointment and remuneration of Mr. Vishal Gupta as Whole-Time-Director of the Company

Resolution Type: **Special**

Proposed by: Mr. Bansi Lal (Member)

Seconded by: Mr. Rajkumar Sehgal (Member)

"RESOLVED THAT pursuant to the provisions of sections 269, 198, 309, 310 and 311 and other applicable provisions, if any and rules and regulations made there under read with Schedule XIII of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force), the Company hereby approves re-appointment of Mr. Vishal Gupta as Whole-Time-Director of the Company for a period of 3 years w.e.f. 15th July, 2013, on the terms and conditions as recommended by the remuneration committee and set out in explanatory statement annexed to the Notice convening this meeting with liberty to Board of Directors to vary/alter at any time the remuneration, terms and conditions of the said appointment in such manner as may be approved by the Board of Directors of the company and is acceptable to Mr. Vishal Gupta, without further reference to the company in the general meeting so as not to exceed the limits or ceilings specified in Schedule XIII to the Companies Act, 1956."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all such steps as may be necessary, expedient and desirable to give effect to this resolution."

The Chairman put the motion to vote, which was carried by show of hands as a Special Resolution and was passed unanimously.

Item No. 9: Re-appointment and remuneration of Mr. Vikas Gupta as Whole-Time-Director of the Company

Resolution Type: **Special**

Proposed by: Mr. Himanshu Chadha (Member)

Seconded by: Mr. Praveen Kumar (Member)

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"RESOLVED THAT pursuant to the provisions of sections 269, 198, 309, 310 and 311 and other applicable provisions, if any and rules and regulations made there under read with Schedule XIII of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force), the Company hereby approves re-appointment of Mr. Vikas Gupta as Whole-Time-Director of the Company for a period of 3 years w.e.f. 15th July, 2013, on the terms and conditions as recommended by the remuneration committee and set out in explanatory statement annexed to the Notice convening this meeting with liberty to Board of Directors to vary/alter at any time the remuneration, terms and conditions of the said appointment in such manner as may be approved by the Board of Directors of the company and is acceptable to Mr. Vikas Gupta, without further reference to the company in the general meeting so as not to exceed the limits or ceilings specified in Schedule XIII to the Companies Act, 1956."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all such steps as may be necessary, expedient and desirable to give effect to this resolution."

The Chairman put the motion to vote, which was carried by show of hands as a Special Resolution and was passed unanimously.

Item No. 10: Alteration on Articles of Association

Resolution Type: **Special**

Proposed by: Mr. Sachin Jain (Member)

Seconded by: Mr. Rajkumar Sehgal (Member)

"RESOLVED THAT pursuant to Section 31 and other applicable provisions, if any, of the Companies Act, 1956, existing Article 190 of the Articles of Association of the Company be and is hereby substituted as under:

Article 190: Affixing of Common Seal

(a) The common seal shall be affixed to any instrument only by authority of a resolution by Board or Committee.

(b) Subject to Rule 6 of the Companies (Issue of Share Certificate) Rule, 1960 every share certificate shall be issued under the seal of the company, which shall be affixed in the presence of

(i) Two directors or persons acting on behalf of the directors under a duly registered power-of-attorney; and

(ii) The secretary or some other person appointed by the Board for the purpose.

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The two directors or their attorneys and the secretary or other person shall sign the share certificate provided that at least one of the aforesaid two directors shall be a person other than a managing or whole-time director.

(c) For every other instrument, common seal of the company shall be affixed by the persons as authorized by the resolution of the Board or Committee thereof authorized in that behalf, and in the presence of (i) at least one director and of the secretary; or (ii) any two directors or persons acting on behalf of the directors under a duly registered Power of Attorney."

The Chairman put the motion to vote, which was carried by show of hands as a Special Resolution and was passed unanimously.

Item No. 11: Approval for entering into contracts with related parties

Resolution Type: Ordinary

Proposed by: Mr. Himanshu Chadha (Member)

Seconded by: Mr. Bansi Lal (Member)

"RESOLVED THAT pursuant to approvals by Regional Director (NR), Ministry of Corporate Affairs, under Section 297(1) of the Companies Act, 1956, consent of members be and is hereby given to the Company to enter into contracts

- with M/s Clearvision Industries, M/s J.B. Electronics, M/s PG International for purchase & sale of goods and services availed and provided for all kind of electronic, electrical & automobile plastic components and related goods; and
- with M/s Promod Gupta, for availing of job work services from contractee party for the raw materials provided by the company and in turn receive the finished products;

as per the terms and conditions set out in the agreement entered into with the contractee party (ies) and as approved by the Regional Director(NR).

"RESOLVED FURTHER THAT

- a) the said contracts are competitive, at arm's length, without conflict of interest and is not less advantageous to it as compared to similar contracts with other parties and there is no default in repayment of any of its debts (including public deposits) or debenture or interest payable thereon and has filed its up to date balance sheet and annual return with the Registrar of companies;
- b) the said contracts are falling within the provisions of Section 297 of the Companies Act, 1956 and provisions of Section 198, 269, 309, 314 and 295 are not applicable in the contract; and
- c) the Company and its Directors have complied with the provisions of Section 173, 287, 299, 300 and 301 and other applicable provisions of the Companies Act, 1956 with regards to the said contracts.

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The Chairman put the motion to vote, which was carried by show of hands as an Ordinary Resolution and was passed unanimously.

Vote of Thanks:

There being no other business, the Meeting concluded with Vote of Thanks to the Chair.

Place: Greater Noida
Date: 03.10.2013


(Promod Gupta)
Chairman


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