



PG ELECTROPLAST LIMITED

CIN-L32109DL2003PLC119416

Corporate Office :

Plot-4/2, 4/3, 4/4, 4/5, 4/6, E 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

Date: 5/10/15

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.: Submission of the Proceedings of the 13th Annual General Meeting

Dear Sir,

Pursuant to the provisions of Listing Agreement, please find enclosed herewith copy of Proceedings of 13th Annual general meeting of the Company held on 26th September 2015.

This is for your information and record please.

Thanking you,

Yours Faithfully,

For PG Electroplast Limited


(Rahul Kumar)
Company Secretary

Encl.: As above.

MINUTE BOOK

Shipra

MINUTES OF PROCEEDINGS OF THE 13TH ANNUAL GENERAL MEETING OF MEMBERS OF PG ELECTROPLAST LIMITED HELD ON SATURDAY, THE 26TH SEPTEMBER 2015 AT 11:00 A.M. AT AUDITORIUM, NEW DELHI YMCA TOURIST HOSTEL, JAI SINGH ROAD, DELHI-110 001

Directors Present:

1. Mr. Promod Gupta
2. Mr. Anurag Gupta
3. Mr. Vikas Gupta
4. Mr. Vishal Gupta
5. Mr. Devendra Jha
6. Mr. Sharad Jain
7. Mr. Ayodhya Prasad Anand
8. Dr. Rita Mohanty

In attendance:

Mr. Chitresh Gupta (Partner of M/s Chitresh Gupta & Associates, Statutory Auditors)
Mr. Vishal Rai (Partner of M/s RSJ Associates)
Mr. K. A. Khandelwal (CFO)
Mr. Rahul Kumar (Company Secretary)

Members Present at the Meeting:

Members Present in Person: 91
Members Present through Proxy: Nil

Number of Members casted valid votes through E-voting facility in respect of resolutions mentioned in Notice calling 13th Annual General meeting: 10

Chairman:

Mr. Promod Gupta, Managing Director, took the Chair and welcomed members to the 13th Annual General Meeting of the Company. Thereafter he introduced the Directors sitting on dais. He acknowledged attendance of Mr. Chitresh Gupta, partner of M/s Chitresh Gupta & Associates, Statutory Auditors.

After ascertaining that requisite Quorum as per section 103 of the Companies Act, 2013, being present, he called the meeting to order.

Chairman of Committees:

The Chairman mentioned that Chairman of the Audit Committee and Chairman of Stakeholders Relationship Committee- Mr. Sharad Jain and Chairman of Nomination & Remuneration Committee- Mr. Devendra Jha are present at the meeting.

Registers:

The Register of "Directors & Key Managerial Personnel and their shareholding" & "Register of contracts or arrangements in which directors are interested" were kept open and made accessible to any person attending the Meeting.

Notice & Auditors' Report:

With the unanimous consent of Members present at the meeting, the Notice convening the meeting together with explanatory statement was taken as read. Auditor's Report & Secretarial Audit Report were read before the Members in the Annual General Meeting. The Chairman stated that these reports do not contain any

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[Signature]

qualification, reservations. He requested Members to express their views and ask questions, if any, on Accounts for the year ended 31st March, 2015. No question was asked by shareholders.

Voting:

The Chairman then mentioned that the Company has provided its member, facility to cast their votes through Remote E-Voting by platform provided by M/s Karvy Computer share Pvt. Ltd, in respect of each resolution to be transacted at this Annual General Meeting. This facility was provided to all shareholders of the Company as on the cut-off date September 19, 2015. E voting process was commenced on September 23, 2015 at 9:00 A.M. and ended on September 25, 2015 at 5:00 PM. The Board had appointed M/s RSJ Associates, Company Secretaries in practice, as scrutinizers for Remote E-Voting.

He further mentioned that the Company is providing an opportunity, to those shareholders who have not exercised their votes through remote E-Voting, to cast votes in poll at the AGM. M/s RSJ associates, Company Secretaries in practice, have been appointed as Scrutinizer for poll conducted at 13th AGM.

Thereafter the chairman commenced the formal agenda of the Annual General Meeting and with the consent of the Members present, the Notice convening the meeting, the Directors Report along with the annexures thereto and the Annual Accounts for the financial year ended 31st March, 2015 were taken as read.

Resolutions:

The Meeting thereafter proceeded to transact the scheduled business as per the items specified in the notice of the Meeting.

ORDINARY BUSINESS:

1. Mr. Prem Chand Chachra proposed & Mr. Bansi Lal seconded following resolution as **Ordinary Resolution** to consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2015, the report of the Board of Directors and Auditors' thereon.

"RESOLVED THAT the Audited Financial Statements of the company including statement of Profit and Loss Accounts, Cash Flow Statement for the Financial Year ended 31st March, 2015 and the Audited Balance Sheet as at that date together with the Schedules & notes to Account, Report of Directors and Auditors thereon, as circulated to Members of the Company be and are hereby adopted."

2. Mr. Kishore Balani & Mr. Yash Pal Chopra seconded following resolution as **Ordinary Resolution** in relation to re-appointment of Mr. Vishal Gupta (DIN-184809) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment.

"RESOLVED THAT Mr. Vishal Gupta (DIN- 184809), 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."

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3. Mr. Ajay Khurana proposed & Mr. Kamelesh Aggarwal seconded following resolution as an **Ordinary Resolution** for ratification of appointment of M/s Chitresh Gupta & Associates, Chartered Accountants, Delhi, as Statutory Auditors of the Company:

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (the "Act") read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (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 AGM; be and is hereby ratified to hold office of the Statutory Auditors from the conclusion of this 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."

SPECIAL BUSINESS

4. Mr. Bansi Lal proposed item no 4. of the notice calling this AGM, which was seconded by Mr. Saravjeet Singh for approval 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 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions, if any, M/s Amit Singhal & Associates, (Firm Registration No. 101073), cost Auditors appointed by the Board of Directors of the Company to conduct the audit of cost records of the Company for the financial year ending March 31, 2016 be paid remuneration (including out of pocket expenses) of Rs. 3,00,000/- (Rupees Three Lakh Only) and applicable service tax.

5. Mr. Surjit Pal Singh proposed item no 5 of the notice calling this AGM, which was seconded by Mr. Om Prakash for approval as an **ORDINARY RESOLUTION**:

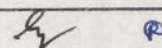
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement, Dr. Rita Mohanty (DIN- 07081546), an Independent Director of the Company, who was appointed as an additional director of the Company and whose term of office expires at this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of four consecutive years."

Poll:

Before ordering the poll, Chairman invited the members for their queries/ comments/ suggestions or clarification, if any on the agenda items as set out in the notice of 13th Annual General Meeting. There being no query from the shareholders, distribution of polling papers were arranged by the Scrutinizer appointed for carrying out the Poll proceedings.

The chairman then asked members to proceed for poll process. Voting was conducted by ballot and Scrutinizers took custody of sealed ballot box once the voting was completed.

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Results & Scrutinizers' Report:

The Chairman then authorized the Company Secretary to receive the scrutinizers' Report. The Chairman stated that the combined results of E voting & Poll at AGM of each resolution shall be determined by adding the votes of the poll in favour or against a resolution with the electronic votes in favour or against the same resolution. He informed that results of voting process conducted for the Annual General Meeting along with combined result will be declared on 29th September 2015. He informed the Shareholders that results of said voting together with Scrutinizers' Report of remote E-Voting & poll conducted at AGM will be uploaded on website www.pgcl.in.

Vote of Thanks:

There being no other business to transact Mr. K. A. Khandelwal, CFO, extended a vote of Thanks to the Chair. He also thanked the members for attending the meeting. The meeting was concluded at 11:34 AM.

Results:

On the basis of scrutinizers report on E-voting & Scrutinizers Report on Poll conducted at Annual General Meeting, combined result (Annex I) of E voting & Poll were declared on 29th September 2015 at 4:30 PM. These results were uploaded on website of the Company www.pgcl.in & intimated to stock exchanges also.

Place: Greater Noida

Date: 30/09/2015


(Promod Gupta) ©

Chairman

DIN:00181800

B-15, Kalindi Colony, Delhi-110065

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Annex 1

Business transacted at the 13th Annual General Meeting of PG Electroplast Limited held on 26th September 2015 at 11 AM at Auditorium, New Delhi YMCA Tourist Hostel, Jai Singh Road, New Delhi-110001 and result thereof.

(On basis of Scrutinizers Report on remote E voting & on Poll at AGM)

Res No.	Subject of Resolution as per notice dated 08/08/2015	Votes in favor of the resolution (E Voting & Poll)		Votes against the resolution (E Voting & Poll)		Type of Resolution & Result
		No of Valid Vote cast	% of valid vote cast	No of Valid Vote cast	% of valid vote cast	
1	To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2015, the report of the Board of Directors and Auditors' thereon.	10669411	100	0	0	Ordinary, Passed
2	To re-appoint Mr. Vishal Gupta (DIN- 00184809) as a Director, who retires by rotation and, being eligible, offers him for re-appointment.	10669411	100	0	0	Ordinary, Passed
3	To ratify appointment of the Statutory Auditors M/s Chitresh Gupta & Associates, Chartered Accountants (Firm Registration No. 017079N) as the Statutory Auditors	10669411	100	0	0	Ordinary, Passed
4	To approve remuneration of the cost Auditors for the Financial Year ending March 31, 2016	10669411	100	0	0	Ordinary, Passed
5	To appoint Dr. Rita Mohanty as an Independent Director	10669411	100	0	0	Ordinary, Passed

Vote cast through 4 (Four) ballot papers were treated invalid because they contains wrong registered folio number/ DP ID & Client Id.

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