



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

September 23, 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: 533586

Trading Symbol: "PGEL"

Dear Sir

Sub: Proceedings of 14th Annual General Meeting (5th Annual General Meeting after IPO) held on September 21, 2016

Pursuant to regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) 2015, we enclose gist of proceedings of the 14th Annual General Meeting held on 21st September 2016 along with Scrutinizers Report.

Kindly take the above information on your record.

Thanking You

For PG Electroplast Limited

Rahul Kumar
(Rahul Kumar)
Company Secretary



Gist of proceedings of the 14th Annual General Meeting of PG Electroplast Limited

1. Date, Time and Venue of the Meeting:

The 14th Annual General Meeting of the Company was held on 21st September 2016 and commenced at 11:00 a.m. at Auditorium, New Delhi Y.M.C.A. Tourist Hostel, Jai Singh Road, New Delhi-110001.

2. Attendance:

Following Directors were present:

Mr. Promod Gupta
Mr. Anurag Gupta
Mr. Vikas Gupta
Mr. Vishal Gupta
Mr. Devendra Jha
Mr. Sharad Jain
Mr. Ayodhya Prasad Anand
Dr. Rita Mahanty

Managing Director
Whole Time Director
Whole Time Director
Whole Time Director
Independent Director
Independent Director
Independent Director
Independent Director

In presence of

Mr. K. A. Khandelwal
Mr. Rahul Kumar

Chief Financial Officer
Company Secretary

Auditors

Mr. Chitresh Gupta

Representative of M/s Chitresh Gupta & Associates,
Chartered Accountants

Mr. Vishal Rai

Representative of M/s RSJ Associates, Company
Secretaries

Member's Attendance:

68 Members attended the meeting as per records of attendance. No proxy was present there.

3. Brief Details of items deliberated at the meeting.

- Mr. Promod Gupta, Managing Director, chaired the proceedings of the meeting.
- The requisite quorum being present, the chairman called the meeting to order.
- With permission of the members, notice of the meeting, Auditors Report and Secretarial Audit Report were taken as read.
- Clarifications were provided to queries raised by the members in the meeting.
- Members were informed that M/s RSJ Associates, Company Secretaries in Practice, have been appointed as Scrutinizers for Annual General Meeting.
- Chairman intimated that remote E-voting commenced at 9:00 a.m. on 17th September 2016 & ended at 5:00 p.m. on 20th September 2016.



- The chairman then ordered poll to be taken and requested members who have not voted earlier through remote e-voting means, to cast their vote by ballot at AGM venue.
- The following items of business as set out in notice calling the meeting were put for shareholders' approval by special/ordinary resolution(as the case may be):

ORDINARY BUSINESS	
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
SPECIAL BUSINESS	
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

The Chairman then informed the members that results of remote E-voting & voting through ballot at AGM venue shall be announced on receipt of Scrutinizers report and shall be sent to stock exchange also.

The chairman thanked the members present and with vote of thanks to the chair, the chairman concluded the meeting.

4. Results:

The Scrutinizers, M/s RSJ Associates, issued their report on 22nd September 2016. On basis of Scrutinizers Report on remote E voting & on Poll at AGM, results were declared on 22nd September 2016 at 4:00 p.m. at registered office and all resolutions were passed with requisite majority. A summary of the results is provided following:



Res No.	Subject of Resolution as per notice dated 05/08/2016	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, 2016, THE REPORT OF THE BOARD OF DIRECTORS AND AUDITORS' THEREON.	10,769,909	100	NIL	0	Ordinary, Passed
2	TO RE-APPOINT MR. PROMOD GUPTA (DIN- 00181800) AS A DIRECTOR, WHO RETIRES BY ROTATION AND, BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.	100,577	100	NIL	0	Ordinary, Passed
3	TO RE-APPOINT MR. VIKAS GUPTA (DIN- 00182241) AS A DIRECTOR, WHO RETIRES BY ROTATION AND, BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT	769,787	100	NIL	0	Ordinary, Passed
4	TO RATIFY APPOINTMENT OF THE STATUTORY AUDITOR'S	10,769,909	100	NIL	0	Ordinary, Passed
5	TO APPROVE/RATIFY REMUNERATION OF THE COST AUDITORS FOR THE FINANCIAL YEAR ENDING ON MARCH 31, 2017	10,769,909	100	NIL	0	Ordinary, Passed
6	RE-APPOINTMENT AND REMUNERATION OF MR. PROMOD GUPTA AS MANAGING DIRECTOR OF THE COMPANY	100,577	100	NIL	0	Special Passed
7	RE-APPOINTMENT AND REMUNERATION OF MR. ANURAG GUPTA AS WHOLE TIME DIRECTOR OF THE COMPANY	213,287	100	NIL	0	Special Passed
8	RE-APPOINTMENT AND REMUNERATION OF MR. VIKAS GUPTA AS WHOLE TIME DIRECTOR OF THE COMPANY	769,787	100	NIL	0	Special Passed
9	RE-APPOINTMENT AND REMUNERATION OF MR. VISHAL GUPTA AS WHOLE TIME DIRECTOR OF THE COMPANY	774,077	100	NIL	0	Special Passed

For PG Electroplast Limited

Rahul Kumar

(Rahul Kumar)
Company Secretary





SCRUTINIZER'S REPORT

[Pursuant to Section 108 & 110 of the Companies Act, 2013 and the Companies (Management & Administration) Rules, 2014]

To,
The Chairman
PG ELECTROPLAST LIMITED
DTJ-209, 2nd Floor, DLF Tower B-Jasola, Plot 11
Non Hierarchical Commercial Centre, Jasola
New Delhi-110025

Dear Sir,

I, Vishal Rai, Company Secretary in Whole-Time Practice (FCS No.6238, CP No. 6452), Partner RSJ Associates, having office at 2/11B, Basement, Jangpura-A, New Delhi-110014, was duly appointed as a Scrutinizer by PG Electroplast Limited for the purpose of scrutinizing the voting through Ballot Form and e-voting at the 14th Annual General Meeting pursuant to Section 108 & 110 of the Companies Act, 2013, read with Rule 20 & 22 of the Companies (Management & Administration) Rules, 2014 as amended from time to time and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with the Stock Exchanges.

1. The Management of the Company is responsible to ensure compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through E-voting and ballot form at the Annual General Meeting venue for the resolutions proposed in the Notice of 14th Annual General Meeting of the members of the Company dated 21st September, 2016. My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's report for the votes casts in "favour" or "against" on the resolutions proposed in the Notice of the 14th Annual General Meeting of the Company, based on the report provided by Karvy Computershare Pvt. Ltd, the agency engaged by the Company to provide e-voting facility for voting through electronic means.
2. In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the e-voting was kept



open for four days from 17th September, 2016 (09.00 A.M. IST) till 20th September, 2016 (5.00 P.M. IST) and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolution on the e-voting platform.

3. The members holding equity shares as on the “cut-off date” i.e. 16th September, 2016 were entitled to vote on the resolutions proposed in the Notice calling 14th Annual General Meeting.
4. The Ballot register was prepared to record equity shareholder's Assent or Dissent received mentioning the particulars of name, address, folio number or client id of the shareholders, number of share held by them, nominal value of such shares, whether the shares have differential voting rights, if any, details of ballot forms which are invalid.
5. The Ballot forms received were scrutinized and reconciled with the records maintained by Registrar and Share Transfer Agent (RTA). The Ballot forms which were incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over written, wrongly signed have been rejected and treated as invalid.
6. At the end of the voting period on 20th September, 2016 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.
7. The votes casts were unblocked on 21th September, 2016, in presence of Ms. Akansha Tejpal and Ms. Meenu Manocha who acted as witnesses as prescribed under sub-rule 3(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.
8. Thereafter the details containing inter alia, the list of the members, who voted “for” or “against” on each of the resolution that were put to vote, were derived from the ballot forms as received and the report generated from the e-voting website of Karvy Computershare Pvt. Ltd i.e. <https://evoting.karvy.com> and based on such reports,
15 members have cast their votes through remote e-voting.

13 members have cast their votes through Ballot Form. However one of the vote cast was declared invalid as it doesn't contains the Registered Folio No.



Note: Vote Cast through 1 Ballot paper doesn't contains the Registered folio no./DP ID No. /Client id No. hence was not in order and declared invalid.

The brief analysis of the results of the voting through E-voting and ballot form are as under:

ORDINARY BUSINESS:

Item No.1

Consideration and adoption of 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

Particulars	No. of votes contained in						Percentage
	Remote E-voting		Ballot Form		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	15	10669339	12	100570	27	10769909	100
Dissent	-	-	-	-	-	-	-
Total	15	10669339	12	100570	27	10769909	100
Abstain	-	-	-	-	-	-	-
Invalid	-	-	1	-	-	-	-

Item No.2

Re-appointment of Mr. Promod Gupta (DIN: 00181800) as a director, who retires by rotation

Particulars	No. of votes contained in						Percentage
	Remote E-voting		Ballot Form		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	7	7	12	100570	19	100577	100
Dissent	-	-	-	-	-	-	-
Total	7	7	12	100570	19	100577	100
Abstain	8	10669332	-	-	8	10669332	-
Invalid	-	-	1	-	-	-	-



Item No. 3

Re-appointment of Mr. Vikas Gupta (DIN: 00182241) as a director, who retires by rotation

Particulars	No. of votes contained in						Percentage
	Remote E-voting		Ballot Form		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	9	669217	12	100570	21	769787	100
Dissent	-	-	-	-	-	-	-
Total	9	669217	12	100570	21	769787	100
Abstain	6	10000122	-	-	6	10000122	-
Invalid	-	-	1	-	-	-	-

Item No. 4

Ratification of appointment of M/s. Chitresh Gupta & Associates, Chartered Accountants (Firm Registration No. 017079N) as Statutory Auditors of the Company

Particulars	No. of votes contained in						Percentage
	Remote E-voting		Ballot Form		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	15	10669339	12	100570	27	10769909	100
Dissent	-	-	-	-	-	-	-
Total	15	10669339	12	100570	27	10769909	100
Abstain	-	-	-	-	-	-	-
Invalid	-	-	1	-	-	-	-



SPECIAL BUSINESS:

Item No.5- Ordinary Resolution

Approval of remuneration of M/s Amit Singhal & Associates (Firm Registration No. 101073), cost auditors of the company for the financial year ending 31st March, 2016

Particulars	No. of votes contained in						Percentage
	Remote E-voting		Ballot Form		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	15	10669339	12	100570	27	10769909	100
Dissent	-	-	-	-	-	-	-
Total	15	10669339	12	100570	27	10769909	100
Abstain	-	-	-	-	-	-	-
Invalid	-	-	1	-	-	-	-

Item No.6- Special Resolution

Re-Appointment & Approval of Remuneration of Mr. Promod Gupta as Managing Director

Particulars	No. of votes contained in						Percentage
	Remote E-voting		Ballot Form		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	7	7	12	100570	19	100577	100
Dissent	-	-	-	-	-	-	-
Total	7	7	12	100570	19	100577	100
Abstain	8	10669332	-	-	8	10669332	-
Invalid	-	-	1	-	-	-	-



Item No.7- Special Resolution

Re-Appointment & Approval of Remuneration of Mr. Anurag Gupta as Whole Time Director

Particulars	No. of votes contained in						Percentage
	Remote E-voting		Ballot Form		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	9	112717	12	100570	21	213287	100
Dissent	-	-	-	-	-	-	-
Total	9	112717	12	100570	21	213287	100
Abstain	6	10556622	-	-	6	10556622	-
Invalid	-	-	1	-	-	-	-

Item No.8- Special Resolution

Re-Appointment & Approval of Remuneration of Mr. Vikas Gupta as Whole Time Director

Particulars	No. of votes contained in						Percentage
	Remote E-voting		Ballot Form		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	9	669217	12	100570	21	769787	100
Dissent	-	-	-	-	-	-	-
Total	9	669217	12	100570	21	769787	100
Abstain	6	10000122	-	-	6	10000122	-
Invalid	-	-	1	-	-	-	-



Item No.9- Special Resolution

Re-Appointment & Approval of Remuneration of Mr. Vishal Gupta as Whole Time Director

Particulars	No. of votes contained in						Percentage
	Remote E-voting		Ballot Form		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	9	673507	12	100570	21	774077	100
Dissent	-	-	-	-	-	-	-
Total	9	673507	12	100570	21	774077	100
Abstain	6	9995832	-	-	6	9995832	-
Invalid	-	-	1	-	-	-	-

9. Based on the foregoing, the resolution no. (s) 1 to 9 have been passed by requisite majority.

10. All the relevant records relating to e-voting and ballot paper is under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of AGM.

Thanking You,
Yours Sincerely,


Vishal Rai
Practicing Company Secretary
Membership No: F6238
COP No: 6452

Witness:

Signature:

Name: Akansha Tejpal

Signature:

Name: Meenu Manocha

Date: 22/09/2016