

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED ON 31ST MARCH 2017.

Annexure I

1. NAME OF LISTED ENTITY : PG ELECTROPLAST LIMITED

2. Quarter ending : 31/03/2017

I. Composition of Board of Directors								
Title (Mr / Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/ Non-Executive/ in dependent/ Nominee)	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Promod Gupta	AAHPG5646F & 00181800	Chairperson-Executive	15/07/2016	3 years	1	1	0
Mr.	Anurag Gupta	AAHPG5647E & 00184361	Executive	15/07/2016	3 years	1	0	0
Mr.	Vikas Gupta	AAHPG5644H & 00182241	Executive	15/07/2016	3 years	1	0	0
Mr.	Vishal Gupta	AAHPG5643A & 00184809	Executive	15/07/2016	3 years	1	2	0
Mr.	Sharad Jain	ACEPJ2782N & 06423452	Non-Executive-Independent	11/08/2014	5 Years	1	2	2
Mr.	Devendra Jha	ABLPJ9574C & 03076528	Non-Executive-Independent	11/08/2014	5 Years	1	1	0
Mr.	Ayodhya Prasad Anand	AFIPA9123M & 06808974	Non-Executive-Independent	11/08/2014	5 Years	1	1	0
Ms.	Rita Mohanty	AAAPM0475H & 07081546	Non-Executive-Independent	26/09/2015	4 Years	1	0	0

⁵PAN number of any director would not be displayed on the website of Stock Exchange

⁶Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

*To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

For PG Electroplast Limited

Rahul Kumar

Company Secretary

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non Executive/Independent/Nominee)
1. Audit Committee	Mr. Sharad Jain	Chairperson-Non Executive-Independent
	Mr. Devendra Jha	Non Executive-Independent
	Mr. Ayodhya Prasad Anand	Non Executive-Independent
	Mr. Vishal Gupta	Executive
2. Nomination & Remuneration Committee	Mr. Devendra Jha	Chairman- Non Executive-Independent
	Mr. Ayodhya Prasad Anand	Non Executive-Independent
	Dr. Rita Mohanty	Non Executive-Independent
	Mr. Promod Gupta	Executive
3. Risk Management Committee (If applicable)	Not Applicable	
4. Stakeholders relationship committee	Mr. Sharad Jain	Chairperson- Non Executive-Independent
	Mr. Vishal Gupta	Executive
	Mr. Promod Gupta	Executive
5. Executive Committee	Mr. Anurag Gupta	Chairperson-Executive
	Mr. Promod Gupta	Executive
	Mr. Vikas Gupta	Executive
	Mr. Vishal Gupta	Executive

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
11 th November, 2016	13 th February, 2017	93

IV. Meeting of Committees

	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee	13 th February, 2017	Yes; all members were present at the meeting	11 th November, 2016	93
Stakeholders relationship committee	13 th February, 2017	Yes; all members were present at the meeting	11 th November, 2016	93
Nomination & Remuneration Committee	13 th February, 2017	Yes; all members were present at the meeting	N.A.	191
Executive Committee	20 th February 2017, 20 th March 2017	Yes; all members were present at the meeting	21 st October, 8 th November, 9 th December, 22 nd December 2016	59

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.



V. Related Party Transactions	
Subject	Compliance Status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
No related party transaction was covered under regulation 23(1) so as to become material related party transaction	
<p>Note</p> <ol style="list-style-type: none"> In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. If status is "No" details of non-compliance may be given here. 	

VI. Affirmations
<ol style="list-style-type: none"> The composition of Board of Directors is in terms of SEBI (Listing obligations & disclosure requirements) Regulations, 2015. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <ol style="list-style-type: none"> Audit Committee Nomination & remuneration committee Stakeholders relationship committee Risk management committee (applicable to the top 100 listed entities) The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. This report and/or the report submitted in the previous quarter have been placed before Board of Directors.

For PG Electroplast Limited
Rahul Kumar
Rahul Kumar (Company Secretary)
 Company Secretary / Compliance Officer / Managing Director / CEO

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

ANNEXURE II

FORMAT TO BE SUBMITTED BY LISTED ENTITY AT THE END OF THE FINANCIAL YEAR (FOR THE WHOLE OF FINANCIAL YEAR)

I. Disclosure on website in terms of Listing Regulations		
Item		Compliance status (Yes/No/NA)
Details of business		Yes
Terms and conditions of appointment of independent directors		Yes
Composition of various committees of board of directors		Yes
Code of conduct of board of directors and senior management personnel		Yes
Details of establishment of vigil mechanism/ Whistle Blower policy		Yes
Criteria of making payments to non-executive directors		Yes
Policy on dealing with related party transactions		Yes
Policy for determining 'material' subsidiaries		Yes
Details of familiarization programmes imparted to independent directors		Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
email address for grievance redressal and other relevant details		Yes
Financial results		Yes
Shareholding pattern		Yes
Details of agreements entered into with the media companies and/or their associates		Not Applicable
New name and the old name of the listed entity		Not Applicable
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	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. (Rg. 21 is not applicable on the company)
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	N.A. (No related party transaction was covered under material RPT)
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A. (The company does not have any subsidiary)
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	N.A. — do —
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 from members of Board of Directors and Senior management personnel	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

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

For PG Electroplast Limited

Rahul Kumar

Company Secretary

Name : **RAHUL KUMAR**
Designation : **Company Secretary**