

**CORPORATE GOVERNANCE REPORT**

1. Name of Listed Entity - **PG Electroplast Limited**  
 2. Quarter ending - **31-Mar-2020**

**i. Composition Of Board Of Director**

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	BHAWA NAND CHOUDHARY	05166209	AAFPC8744A	ED	MD	23-Dec-2019				09-Jan-1953	NA		1	0	0	0		
Mr.	ANURAG GUPTA	00184361	AAHPG5647E	C,ED		17-Mar-2003	15-Jul-2019			27-May-1969	NA		1	0	1	0	SC	
Mr.	VISHAL GUPTA	00184809	AAHPG5643A	ED		01-May-2010	15-Jul-2019			25-Sep-1972	NA		1	0	2	0	AC,SC	
Mr.	VIKAS GUPTA	00182241	AAHPG5644H	ED		01-May-2010	15-Jul-2019			25-Sep-1972	NA		1	0	0	0		
Mr.	SHARAD JAIN	06423452	ACEPJ2782N	ID		09-Nov-2012	11-Aug-2019		88	01-Jul-1962	NA		1	1	2	2	AC,SC	
Mr.	DEVENDRA JHA	03076528	ABLPJ9574C	ID		09-May-2012	11-Aug-2019		94	10-Oct-1954	NA		1	1	1	0	AC,NRC	
Mrs.	RITA MOHANTY	07081546	AAAPM0475H	ID		31-Jan-2015	26-Sep-2019		62	08-Jun-1952	NA		1	1	0	0	NRC	
Mr.	PRAMOD CHIMMANLAL GUPTA	07066493	AEGPG3290L	ID		15-May-2019	09-Aug-2019		10	23-Jan-1973	NA		1	1	1	0	AC,NRC	

<b>Company Remarks</b>	
<b>Whether Permanent chairperson appointed</b>	Yes
<b>Whether Chairperson is related to MD or CEO</b>	No

**ii. Composition of Committees****a. Audit Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	SHARAD JAIN	ID	Chairperson	07-Jan-2013	
2	DEVENDRA JHA	ID	Member	02-May-2012	
3	PRAMOD CHIMMANLAL GUPTA	ID	Member	11-Aug-2019	
4	VISHAL GUPTA	ED	Member	12-Aug-2010	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**b. Stakeholders Relationship Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	SHARAD JAIN	ID	Chairperson	07-Jan-2013	
2	VISHAL GUPTA	ED	Member	12-Aug-2010	
3	ANURAG GUPTA	C,ED	Member	23-Dec-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**c. Risk Management Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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Company Remarks	
Whether Permanent chairperson appointed	

**d. Nomination and Remuneration Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	DEVENDRA JHA	ID	Chairperson	07-Jan-2013	
2	PRAMOD CHIMMANLAL GUPTA	ID	Member	11-Aug-2019	
3	RITA MOHANTY	ID	Member	31-Jan-2015	

Company Remarks	
Whether Permanent chairperson appointed	Yes

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	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
14-Nov-2019	14-Feb-2020	Yes	8	4
23-Dec-2019		Yes	7	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	52

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	14-Nov-2019		Yes	4	3
Audit Committee	23-Dec-2019		Yes	4	3
Audit Committee		14-Feb-2020	Yes	4	3
Nomination & Remuneration Committee	14-Nov-2019		Yes	3	3
Nomination & Remuneration Committee	23-Dec-2019		Yes	3	3
Nomination & Remuneration Committee		14-Feb-2020	Yes	3	3
Stakeholders Relationship Committee	14-Nov-2019		Yes	3	1
Stakeholders Relationship Committee		14-Feb-2020	Yes	3	1

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	52

v. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee - **Yes**
  - b. Nomination & remuneration committee - **Yes**
  - c. Stakeholders relationship committee - **Yes**
  - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. 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.- **Yes**
5.
  - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
  - b. Any comments/observations/advice of Board of Directors may be mentioned here:

**Name** : **Sanchay Dubey**  
**Designation** : **Company Secretary and Compliance Officer**

**ANNEXURE II**

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Company Remark</b>	<b>Website</b>
<b>As per regulation 46(2) of the LODR:</b>			
Details of business	Yes		<a href="http://www.pgel.in/">http://www.pgel.in/</a>
Terms and conditions of appointment of independent directors	Yes		<a href="http://www.pgel.in/investor.aspx">http://www.pgel.in/investor.aspx</a>
Composition of various committees of board of directors	Yes		<a href="http://www.pgel.in/investor.aspx">http://www.pgel.in/investor.aspx</a>
Code of conduct of board of directors and senior management personnel	Yes		<a href="http://www.pgel.in/investor.aspx">http://www.pgel.in/investor.aspx</a>
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://www.pgel.in/investor.aspx">http://www.pgel.in/investor.aspx</a>
Criteria of making payments to non-executive directors	Yes		<a href="http://www.pgel.in/investor.aspx">http://www.pgel.in/investor.aspx</a>
Policy on dealing with related party transactions	Yes		<a href="http://www.pgel.in/investor.aspx">http://www.pgel.in/investor.aspx</a>
Policy for determining 'material' subsidiaries	Yes		<a href="http://www.pgel.in/investor.aspx">http://www.pgel.in/investor.aspx</a>
Details of familiarization programs imparted to independent directors	Yes		<a href="http://www.pgel.in/investor.aspx">http://www.pgel.in/investor.aspx</a>
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes		<a href="http://www.pgel.in/investor.aspx">http://www.pgel.in/investor.aspx</a>
Contact information of the designated officials of the listed entity who are responsible for	Yes		<a href="http://www.pgel.in/investor.aspx">http://www.pgel.in/investor.aspx</a>
Financial results	Yes		<a href="http://www.pgel.in/investor.aspx">http://www.pgel.in/investor.aspx</a>
Shareholding pattern	Yes		<a href="http://www.pgel.in/investor.aspx">http://www.pgel.in/investor.aspx</a>
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Not Applicable		
New name and the old name of the listed entity	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		<a href="http://www.pgel.in/investor.aspx">http://www.pgel.in/investor.aspx</a>
Credit rating or revision in credit rating obtained by the entity for all its outstanding	Yes		<a href="http://www.pgel.in/investor.aspx">http://www.pgel.in/investor.aspx</a>
Separate audited financial statements of each subsidiary of the listed entity in respect of a	Not Applicable		
<b>As per other regulations of the LODR:</b>			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="http://www.pgel.in/investor.aspx">http://www.pgel.in/investor.aspx</a>
Materiality Policy as per Regulation 30	Yes		<a href="http://www.pgel.in/investor.aspx">http://www.pgel.in/investor.aspx</a>
Dividend Distribution policy as per Regulation 43A (as applicable)	Not Applicable		
It is certified that these contents on the website of the listed entity are correct.	Yes		<a href="http://www.pgel.in/investor.aspx">http://www.pgel.in/investor.aspx</a>

<b>II Annual Affirmations</b>			
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Company Remark</b>
<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), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	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 &amp; Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination &amp; remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable	
<i>Meeting of Risk Management Committee</i>	22	Not Applicable	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),(7) & (8)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	

<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Not Applicable	
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Not Applicable	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D &amp; O Insurance for Independent Directors</i>	25(10)	Not Applicable	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

<b>Other Information</b>	
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**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**

<b>Other Information</b>	
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**Name** : **Sanchay Dubey**  
**Designation** : **Company Secretary & Compliance Officer**