



# 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

**October 9, 2017**

To,  
The Manager (Listing)  
**National Stock Exchange of India Limited,**  
Exchange Plaza,  
Bandra Kurla Complex,  
Bandra (East),  
Mumbai - 400 051

**Scrp Symbol: PGEL**

**Sub.: Corporate Governance Report for Quarter ended September 30, 2017**

Dear Sir,

Pursuant to regulations 27 of the SEBI (Listing obligation & Disclosure Requirements) Regulations 2015, we submit herewith Corporate Governance Report for the quarter ended on September 30, 2017.

Kindly take the same on your records.

Thanking you,  
Yours Faithfully,

For **PG Electroplast Limited**

*Rahul Kumar*

**(Rahul Kumar)**

**Company Secretary**



Encl: as above

■ **Registered Office**  
DTJ-209, Second Floor  
DLF Tower-B, Jasola  
New Delhi-110025  
Tele-Fax # 011-41421439

**CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED ON 30<sup>TH</sup> SEPTEMBER 2017**

**Annexure I**

**1. NAME OF LISTED ENTITY : PG ELECTROPLAST LIMITED**

**2. Quarter ending : 30/09/2017**

<b>I. Composition of Board of Directors</b>								
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	N.A.	1	1	0
Mr.	Anurag Gupta	AAHPG5647E & 00184361	Executive	15/07/2016	N.A.	1	0	0
Mr.	Vikas Gupta	AAHPG5644H & 00182241	Executive	15/07/2016	N.A.	1	0	0
Mr.	Vishal Gupta	AAHPG5643A & 00184809	Executive	15/07/2016	N.A.	1	2	0
Mr.	Sharad Jain	ACEPJ2782N & 06423452	Non-Executive-Independent	11/08/2014	4 Years 10 Months 21 days	1	2	2
Mr.	Devendra Jha	ABLPJ9574C & 03076528	Non-Executive-Independent	11/08/2014	5 Years 4 Months 28 days	1	1	0
Mr.	Ayodhya Prasad Anand	AFIPA9123M & 06808974	Non-Executive-Independent	11/08/2014	3 Years 7 Months 22 days	1	1	0
Mrs.	Rita Mohanty	AAAPM0475H & 07081546	Non-Executive-Independent	26/09/2015	2 Years 7 Months 30 days	1	0	0

<sup>§</sup>PAN number of any director would not be displayed on the website of Stock Exchange

<sup>&</sup>Category 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.

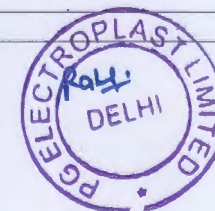


<b>II. Composition of Committees</b>		
<b>Name of Committee</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/Executive/Non Executive/Independent/Nominee)</b>
<b>1. Audit Committee</b>	Mr. Sharad Jain	Chairperson-Non Executive-Independent
	Mr. Devendra Jha	Non Executive-Independent
	Mr. Ayodhya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

<b>III. Meeting of Board of Directors</b>		
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Maximum gap between any two consecutive (in number of days)</b>
15 <sup>th</sup> May 2017	26 <sup>th</sup> August 2017 & 14 <sup>th</sup> September 2017	102

<b>IV. Meeting of Committees</b>				
	<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days*</b>
Audit Committee	26 <sup>th</sup> August 2017 & 14 <sup>th</sup> September 2017	Yes; all members were present at the meeting	15 <sup>th</sup> May 2017	102
Stakeholders relationship committee	14 <sup>th</sup> September 2017	Yes; all members were present at the meeting	15 <sup>th</sup> May 2017	121
Nomination & Remuneration Committee	N.A.	N.A.	N.A.	N.A.
Executive Committee	11 <sup>th</sup> September 2017	Yes; requisite no. of members were present at the meeting	11 <sup>th</sup> April 2017 & 20 <sup>th</sup> June 2017	

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



<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance Status (Yes/No/NA) refer note below</b>
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
<b>No related party transaction was covered under regulation 23(1) so as to become material related party transaction</b>	
<p>Note</p> <ol style="list-style-type: none"> <li>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.</li> <li>If status is "No" details of non-compliance may be given here.</li> </ol>	
<b>VI. Affirmations</b>	
<ol style="list-style-type: none"> <li>The composition of Board of Directors is in terms of SEBI (Listing obligations &amp; disclosure requirements) Regulations, 2015.</li> <li>The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <ol style="list-style-type: none"> <li>Audit Committee</li> <li>Nomination &amp; remuneration committee</li> <li>Stakeholders relationship committee</li> <li><del>Risk management committee</del> (applicable to the top 100 listed entities)</li> </ol> </li> <li>The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.</li> <li>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.</li> <li>This report and/or the report submitted in the previous quarter have been placed before Board of Directors.</li> </ol>	
<p>For PG Electroplast Limited</p> <p>Rahul Kumar,</p> <p>Rahul Kumar (Company Secretary)  Company Secretary / Compliance Officer / <del>Managing Director</del> / CEO</p>	

**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 III

## Affirmations

Broad Heading	Regulation Number	Compliance Status
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, <del>business responsibility report</del> displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

## Note:

1. 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.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

**For PG Electroplast Limited**

Name : Rahul Kumar  
Designation : Company Secretary

*Rahul Kumar*  
Company Secretary