

CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity - **PG Electroplast Limited**
 2. Quarter ending - **30-Sep-2019**

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	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.	PROMOD GUPTA	00181800	AAHPG5646F	C,ED	MD	17-Mar-2003	15-Jul-2019			23-Mar-1942	1	0	1	0	SC	
Mr.	ANURAG GUPTA	00184361	AAHPG5647E	ED		17-Mar-2003	15-Jul-2019			27-May-1969	1	0	0	0		
Mr.	VISHAL GUPTA	00184809	AAHPG5643A	ED		01-May-2010	15-Jul-2019			25-Sep-1972	1	0	2	0	AC,SC	
Mr.	VIKAS GUPTA	00182241	AAHPG5644H	ED		01-May-2010	15-Jul-2019			25-Sep-1972	1	0	0	0		
Mr.	SHARAD JAIN	06423452	ACEPJ2782N	ID		09-Nov-2012	11-Aug-2019		82	01-Jul-1962	1	1	2	2	AC,SC	
Mr.	DEVENDRA JHA	03076528	ABLPJ9574C	ID		02-May-2012	11-Aug-2019		88	10-Oct-1954	1	1	1	0	AC,NRC	
Mr.	AYODHYA PRASAD ANAND	06808974	AFIPA9123M	ID		08-Feb-2014	11-Aug-2014	10-Aug-2019	66	15-Jun-1941	1	1	1	0	AC,NRC	Mr. Ayodhya Prasad Anand ceased to be a member of Audit Committee and Nomination & Remuneration Committee from close of business hours of August 10, 2019.
Mrs.	RITA MOHANTY	07081546	AAAPM0475H	ID		31-Jan-2015	26-Sep-2019		55	08-Jun-1952	1	1	0	0	NRC	
Mr.	PRAMOD CHIMMANLAL GUPTA	07066493	AEGPG3290L	ID		15-May-2019	09-Aug-2019		4	23-Jan-1973	1	1	1	0	AC,NRC	Mr. Pramod Chimmanlal Gupta was appointed as a member of Audit Committee and Nomination & Remuneration Committee w.e.f. August 11, 2019.

Company Remarks	Mr. Ayodhya Prasad Anand (DIN:06808974) (aged above 75 years) ceased to be an Independent Director of the Company from close of business hours of August 10, 2019 due to completion of his term of 5 consecutive years as Independent Director.
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

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	DEVENDRA JHA	ID	Member	02-May-2012	
2	VISHAL GUPTA	ED	Member	12-Aug-2010	
3	AYODHYA PRASAD ANAND	ID	Member	14-Nov-2014	10-Aug-2019
4	SHARAD JAIN	ID	Chairperson	07-Jan-2013	
5	PRAMOD CHIMMANLAL GUPTA	ID	Member	11-Aug-2019	

Company Remarks	Mr. Ayodhya Prasad Anand ceased to be a member of Audit Committee from close of business hours of August 10, 2019.
Whether Permanent chairperson appointed	Yes

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	VISHAL GUPTA	ED	Member	12-Aug-2010	
2	PROMOD GUPTA	C,ED	Member	12-Aug-2010	
3	SHARAD JAIN	ID	Chairperson	07-Jan-2013	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. 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	

c. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	DEVENDRA JHA	ID	Chairperson	07-Jan-2013	
2	AYODHYA PRASAD ANAND	ID	Member	28-May-2014	10-Aug-2019
3	PRAMOD CHIMMANLAL GUPTA	ID	Member	11-Aug-2019	
4	RITA MOHANTY	ID	Member	31-Jan-2015	

Company Remarks	Mr. Ayodhya Prasad Anand ceased to be a member of Nomination & Remuneration Committee from close of business hours of August 10, 2019.
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
15-May-2019	10-Aug-2019	Yes	9	5

Company Remarks	
Maximum gap between any two consecutive (in number of days)	86

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
Stakeholders Relationship Committee	15-May-2019	10-Aug-2019	Yes	3	1
Audit Committee	15-May-2019	10-Aug-2019	Yes	4	3
Nomination & Remuneration Committee	15-May-2019				

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	86

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:

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

Affirmations

Broad Heading	Regulation Number	Compliance Status	Company Remark
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report 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	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Note:

Name : Sanchay Dubey
Designation : Company Secretary & Compliance Officer