

**QUARTERLY CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED ON 31<sup>ST</sup> MARCH 2016.**

**Annexure I**

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

**2. Quarter ending : 31/03/2016**

<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	15/07/2013	3 years	1	1	0
Mr	Anurag Gupta	AAHPG5647E & 00184361	Executive	15/07/2013	3 years	1	0	0
Mr	Vikas Gupta	AAHPG5644H & 00182241	Executive	15/07/2013	3 years	1	0	0
Mr	Vishal Gupta	AAHPG5643A & 00184809	Executive	15/07/2013	3 years	1	2	0
Mr	Sharad Jain	ACEPJ2782N & 06423452	Independent	11/08/2014	5 Years	1	2	2
Mr	Devendra Jha	ABLPJ9574C & 03076528	Independent	11/08/2014	5 Years	1	1	0
Mr	Ayodhya Prasad Anand	AFIPA9123M & 06808974	Independent	11/08/2014	5 Years	1	1	0
Ms	Rita Mohanty	AAAPM0475H & 07081546	Independent	26/09/2015	4 Years	1	0	0

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

&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.

For PG Electroplast Limited

*Rahul Kumar*

Company Secretary

<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 Anad	Non Executive-Independent		
	Mr. Vishal Gupta	Executive		
<b>2. Nomination &amp; Remuneration Committee</b>	Mr. Devendra Jha	Chairman, Non Executive-Independent		
	Mr. Ayodhya Prasad Anad	Non Executive-Independent		
	Dr. Rita Mohanty	Non Executive-Independent		
	Mr. Promod Gupta	Executive		
<b>3. Risk Management Committee</b> (If applicable)	<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		
<sup>&amp;</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.				
<b>III. Meeting of Board of Directors</b>				
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)		
9 <sup>th</sup> November 2015	13 <sup>th</sup> February 2016	95		
<b>IV. Meeting of Committees</b>				
	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	13/02/2016	Yes; all members were present at the meeting	09/11/2015	95
Stakeholders relationship committee	13/02/2016	Yes; all members were present at the meeting	09/11/2015	95
Nomination & Remuneration Committee	N.A.	N.A.	N.A.	N.A.
* 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

**No related party transaction was covered under regulation 23(1) so as to become material related party transaction**

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.

**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations & disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee (applicable to the top 100 listed entities)
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.
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.
5. This report and/or the report submitted in the previous quarter have been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

For PG Electroplast Limited

*Rahul Kumar*

Company Secretary

**Rahul Kumar (Company Secretary)**

Company Secretary / Compliance Officer / Managing Director / CEO

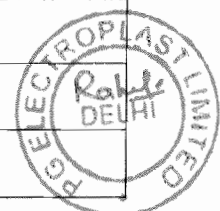
**Note:**

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)**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	
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	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</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)	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 &amp; 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.
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)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	N.A.
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**