

FORM NO. MGT-9 EXTRACT OF ANNUAL RETURN

As on the Financial Year ended on 31/03/2018

I. REGISTRATION AND OTHER DETAILS:

(i)	CIN	L32109DL2003PLC119416
(ii)	Registration Date	17th March 2003
(iii)	Name of the Company	PG Electroplast Limited
(iv)	Category/Sub-Category of the Company	Company limited by Shares/Indian Non-Government Company
(v)	Address of the Registered Office & Contact details	DTJ209, 2nd Floor, DLF Tower B, Jasola, New Delhi-110025; Email: info@pgel.in
(vi)	Whether a listed Company	Yes (Listed at BSE & NSE)
(vii)	Name, Address and contact details of Registrar and Transfer Agent, if any:	Karvy Computershare Pvt. Ltd, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 Email: einward.ris@karvy.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

Sl. No.	Name and description of main products/service	NIC code-2008 of product/service	% of total turnover of the Company
1	Plastic Parts of Air Conditioners	28192	21.47
2	Plastic Parts of Refrigerator	27501	28.75
3	Plastic Parts of Washing Machines	27501	14.53
4	Plastic Parts of Automotive	29303	10.17

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: No such Company exists as on 31/03/2018.

IV. SHAREHOLDING PATTERN:

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (as on 01/04/2017)				No. of Shares held at the end of the year (as on 31/03/2018)				% change during the year
	De-mat	Physical	Total	% of total Shares	De-mat	Physical	Total	% of total Shares	
A. Promoter									
(1) Indian									
a) Individual/ HUF	10669332	0	10669332	65	10169332	0	10169332	61.95	0
b) Central Government	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks/FI	-	-	-	-	-	-	-	-	-
f) Any Other..	-	-	-	-	-	-	-	-	-
Sub Total (A)(1)	10669332	0	10669332	65	10169332	0	10169332	61.95	0
(2) Foreign									
a) NRIs-Individuals	-	-	-	-	-	-	-	-	-
b) Other- Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any Other.	-	-	-	-	-	-	-	-	-
Sub Total (A)(2)	0	0	0	0	0	0	0	0	N.A.
Total Shareholding of Promoter (A)=(A)(1)+ (A)(2)	10669332	0	10669332	65	10169332	0	10169332	61.95	-3.05

Category of Shareholders	No. of Shares held at the beginning of the year (as on 01/04/2017)				No. of Shares held at the end of the year (as on 31/03/2018)				% change during the year
	De-mat	Physical	Total	% of total Shares	De-mat	Physical	Total	% of total Shares	
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	25106	0	25106	0.15	21919	0	21919	0.13	-0.02
c) Central Govt(s)	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Other (Specify)	-	-	-	-	-	-	-	-	-
Foreign Portfolio Investors	-	-	-	-	1160000	0	1160000	7.07	7.07
Sub Total (B)(1):	25106	0	25106	0.15	1181919	0	1181919	7.20	7.20
2. Non Institutions									
a) Bodies Corporate									
i) Indian	2099607	0	2099607	12.79	2256242	0	2256242	13.75	0.96
ii) Overseas					-	-	-	-	
b) Individuals									
i) Individual Shareholders holding nominal share capital upto ₹1 lakh	628693	51	628744	3.83	565587	51	565638	3.45	-0.38
ii) Individual Shareholders holding nominal share capital in excess of ₹1 lakh	2561071	0	2561071	15.61	1140186	0	1140186	6.95	-8.66
c) Others (Specify)									
Clearing Member	23553	0	23553	0.14	166851	0	166851	1.02	0.88
NBFC	-	-	-	-	37301	0	37301	0.23	0.23
Non Resident Indians	406919	0	406919	2.47	896863	0	896863	5.46	2.99
Sub-total(B)(2)	5719843	51	5719894	34.85	5063030	51	5063081	30.85	-4.00
Total Public Shareholding (B)= (B)(1) + (B)(2)	5744949	51	5745000	35.00	6244949	51	6245000	38.05	3.05
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	16414281	51	16414332	100	16414281	51	16414332	100	0

(ii) SHAREHOLDING OF PROMOTERS

S.N.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of year			% Change in shareholding during the year
		No of Shares	% of total Shareholding	% of shares pledged, encumbered to total shares	No of Shares	% of total Shareholding	% of shares pledged, encumbered to total shares	
1.	Mr. Promod Gupta	40,16,166	24.47	N.A.	40,16,166	24.47	N.A.	0
2.	Mr. Anurag Gupta	15,14,222	9.22	N.A.	15,14,222	9.22	N.A.	0
3.	Mr. Vikas Gupta	20,70,722	12.62	N.A.	20,70,722	12.62	N.A.	0
4.	Mr. Vishal Gupta	20,75,012	12.64	N.A.	20,75,012	12.64	N.A.	0
5.	Mrs. Neelu Gupta	6,15,000	3.75	N.A.	4,15,000	2.53	N.A.	-1.22
6.	Mrs. Sudesh Gupta	2,65,500	1.62	N.A.	25,500	0.16	N.A.	-1.46
7.	Mrs. Nitasha Gupta	58,500	0.36	N.A.	28,500	0.17	N.A.	-0.19
8.	Mrs. Sarika Gupta	54,210	0.33	N.A.	24,210	0.15	N.A.	-0.18
	Total	1,06,69,332	65.00		1,01,69,332	61.95		-3.05

(iii) Change in Promoters' Shareholding:

S.N.	Name	Shareholding		Date	Change in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares as on 1/04/2017 & 31/03/2018	% of total Shareholding				No. of Shares	% of Total Share of the Company
1.	Sudesh Gupta	2,65,500	1.62					
				28/12/2017	-2,40,000	Market Sale	25,500	0.16
		25,500	0.16				25,500	0.16
2.	Neelu Gupta	6,15,000	3.75					
				28/12/2017	-1,00,000	Market Sale	5,15,000	3.14
				29/12/2017	-1,00,000	Market Sale	4,15,000	2.53
		4,15,000	2.53				4,15,000	2.53
3.	Sarika Gupta	54,210	0.33					
				28/12/2017	-30,000	Market Sale	24,210	0.15
		24,210	0.15				24,210	0.15
4.	Nitasha Gupta	58,500	0.36					
				28/12/2017	-30,000	Market Sale	28,500	0.17
		28,500	0.17				28,500	0.17

(iv) Shareholding Pattern of top ten Shareholders as on 31/03/2018:

S.N.	For each of top 10 shareholders (other than Directors, promoters and holders of GDRs and ADRs)	Shareholding		Date	Change in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares as on 1/04/2017 & 31/03/2018	% of Total Share of the Company				No. of Shares	% of Total Share of the Company
1	ELARA INDIA OPPORTUNITIES FUND LIMITED			02/06/2017	*60,000		60,000	0.37
				16/06/2017	5,40,000	Market purchase	6,00,000	3.66
				12/01/2018	-10,000	Market sale	5,90,000	3.59
	*Shares held on BENPOS date 02/06/2017. From BENPOS date 16/06/2017 this person became one of the top 10 shareholders based on no. of shares held.	5,90,000	3.59				5,90,000	3.59
2	ASHIT MEHTA	2,93,500	1.79					
				23/06/2017	59,975	Market purchase	3,53,475	2.15
				30/06/2017	40,025	Market purchase	3,93,500	2.40
				06/10/2017	31,988	Market purchase	4,25,488	2.59
				13/10/2017	12	Market purchase	4,25,500	2.59
		4,25,500	2.59				4,25,500	2.59
3	JM FINANCIAL SERVICES LIMITED	0	0					
				14/07/2017	*3,00,000	Market purchase	3,00,000	1.83
				22/09/2017	2,12,912	Market sale	87,088	0.53
				16/02/2018	**93,740		93,740	0.57
				23/02/2018	19,394	Market purchase	1,13,134	0.69
				02/03/2018	***2,85,365	Market purchase	3,98,499	2.43
	**Shares held on BENPOS date 16/02/2018.			09/03/2018	-21,000	Market sale	3,77,499	2.30
	*** From BENPOS date 02/03/2018 this person again became one of the top 10 shareholders.			16/03/2018	-24,200	Market sale	3,53,299	2.15
				23/03/2018	-23,421	Market sale	3,29,878	2.01
				30/03/2018	-9,000	Market sale	3,20,878	1.95
		3,20,878	1.95				3,20,878	1.95

S.N.	For each of top 10 shareholders (other than Directors, promoters and holders of GDRs and ADRs)	Shareholding		Date	Change in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares as on 1/04/2017 & 31/03/2018	% of Total Share of the Company				No. of Shares	% of Total Share of the Company
	SUNITA SARWANKUMAR SARAF	3,03,000	1.85					
				18/08/2017	-3,000	Market sale	3,00,000	1.83
				15/09/2017	-2,000	Market sale	2,98,000	1.82
				22/09/2017	-4,500	Market sale	2,93,500	1.79
				01/12/2017	-15,000	Market sale	2,78,500	1.70
				22/12/2017	-15,000	Market sale	2,63,500	1.61
		2,63,500	1.61				2,63,500	1.61
5	SHRIRAM CREDIT COMPANY LIMITED From BENPOS date 09/06/2017 this person became one of the top 10 shareholders based on no. of shares held.	0	0					
				09/06/2017	1,12,000	Market purchase	1,12,000	0.68
				16/06/2017	11,300	Market purchase	2,25,000	1.37
		2,25,000	1.37				2,25,000	1.37
6	NEW LEAINA INVESTMENTS LIMITED From BENPOS date 05/01/2018 this person became one of the top 10 shareholders based on no. of shares held.	0	0					
				05/01/2018	1,75,000	Market purchase	1,75,000	1.07
				23/02/2018	40,000	Market purchase	2,15,000	1.31
		2,15,000	1.31				2,15,000	1.31
7	AVIATOR GLOBAL INVESTMENT FUND *Shares held on BENPOS date 26/01/2018. From BENPOS date 09/02/2018 this person became one of the top 10 shareholders based on no. of shares held.			26/01/2018	*1,25,000		1,25,000	0.76
				09/02/2018	80,000	Market purchase	2,05,000	1.25
		2,05,000	1.25				2,05,000	1.25
8	ARTHA VRDDHI SECURITIES LIMITED *Shares held on BENPOS date 19/01/2018. From BENPOS date 02/02/2018 this person became one of the top 10 shareholders based on no. of shares held.			19/01/2018	*326		326	0.00
				26/01/2018	99,800	Market purchase	1,00,126	0.61
				02/02/2018	1,03,819	Market purchase	2,03,945	1.24
				09/02/2018	-3,945	Market sale	2,00,000	1.22
				23/03/2018	440	Market purchase	2,00,440	1.22
				31/03/2018	2,000	Market purchase	2,02,440	1.23
		2,02,440	1.23				2,02,440	1.23
9	AJAY SURENDRABHAI PATEL	6,04,421	3.68					
				14/07/2017	-3,00,000	Market sale	3,04,421	1.85
				22/09/2017	2,12,912	Market purchase	5,17,333	3.15
				22/12/2017	3888	Market purchase	5,21,221	3.18
				02/02/2018	-10,550	Market sale	5,10,671	3.11
				16/02/2018	-1,314	Market sale	5,09,357	3.10
				23/02/2018	-13,080	Market sale	4,96,277	3.02
				02/03/2018	-3,00,000	Market sale	1,96,277	1.20
		1,96,277	1.20				1,96,277	1.20
10	PRITI MEHTA *Shares held on BENPOS date 09/06/2017. From BENPOS date 23/06/2017 this person became one of the top 10 shareholders based on no. of shares held.			09/06/2017	*40,375		40,375	0.25
				23/06/2017	1,29,998	Market purchase	1,70,373	1.04
				30/06/2017	2	Market purchase	1,70,375	1.04
		1,70,375	1.04				1,70,375	1.04

Note: The changes in the shareholding in the above shareholders were due to buying/ selling of shares through Stock Exchange by the shareholders. Hence, date wise increase/decrease prior to the date when they were not belonging to top 10 shareholders is not indicated here. The Company has not allotted any share or issued bonus/sweat equity shares during the year.

(v) **Shareholding of Directors and Key Managerial Personnel:**

S.N.	For each of top 10 shareholders	Shareholding		Date	Change in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares as on 1/04/2017 & 31/03/2018	% of Total Share of the Company				No. of Shares	% of Total Share of the Company
1	Mr. Promod Gupta	40,16,166	24.47	NA	No Change	-	40,16,166	24.47
2	Mr. Anurag Gupta	15,14,222	9.22	NA	No Change	-	15,14,222	9.22
3	Mr. Vikas Gupta	20,70,722	12.62	NA	No Change	-	20,70,722	12.62
4	Mr. Vishal Gupta	20,75,012	12.64	NA	No Change	-	20,75,012	12.64
5	Mr. Sharad Jain	0	0.00	NA	No Change	-	0	0.00
6	Mr. Devendra Jha	0	0.00	NA	No Change	-	0	0.00
7	Mr. Ayodhya Prasad Anand	0	0.00	NA	No Change	-	0	0.00
8	Dr. Rita Mohanty	0	0.00	NA	No Change	-	0	0.00
Key Managerial Personnel other than Directors								
1	Mr. K.A. Khandelwal*	250	0.00					
				01/11/2017	-200	Market sale	*50	0.00
		*50	0.00				*50	0.00
2	Mr. Rahul Kumar**	0	0.00	NA	No Change	-	0	0.00

*Mr. K.A. Khandelwal (CFO) has resigned w.e.f. 04/11/2017.

**Mr. Rahul Kumar (CS) has resigned w.e.f. 16/04/2018.

vi. **INDEBTEDNESS:** (Indebtedness of the company including interest outstanding/accrued but not due for payment)

(₹ in Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
(i) Principal Amount	5936.66	5233.30	0	11,169.96
(ii) Interest due but not paid	0	0	0	0
(iii) Interest accrued but not due	38.00	0	0	38.00
Total [(i)+(ii)+(iii)]	5974.66	5233.30	0	11,207.96
Change in Indebtedness during the financial year				
Addition	3,895.54	2,994.96	0	6,890.50
Reduction	3,181.74	2,015.66	0	5,197.40
Net Change	713.80	979.30	0	1,693.10
Indebtedness at the end of the financial year				
(i) Principal Amount	6,641.78	6,212.60	0	12,854.38
(ii) Interest due but not paid	0	0	0	0
(iii) Interest accrued but not due	46.68	0	0	46.68
Total [(i)+(ii)+(iii)]	6,688.46	6,212.60	0	12,901.06

VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (₹ in Lakh):
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(₹ in Lakh)

S.N.	Particulars of Remuneration	Name of MD/WTD/Manager				Total Amount
		Mr. Promod Gupta	Mr. Anurag Gupta	Mr. Vishal Gupta	Mr. Vikas Gupta	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) & 17(3) of the Income-tax Act, 1961	72.66	72.66	72.66	72.66	290.64
	(b) Value of perquisites under section 17(2) Income-tax Act, 1961	0	0	0	0	0
2	Stock option	0	0	0	0	0
3	Sweat Equity	0	0	0	0	0
4	Commission	0	0	0	0	0
5	Other, please specify	0	0	0	0	0
	Total	72.66	72.66	72.66	72.66	290.64
	Ceiling as per the Act	120.00*	120.00*	120.00*	120.00*	

* As per Section II, part II of schedule V of the Companies Act 2013.

B. REMUNERATION TO OTHER DIRECTORS:

(₹ in Lakh)

S.N.	Particulars of Remuneration	Name of Directors				Total
		Mr. Sharad Jain	Mr. Devendra Jha	Mr. Ayodhya Prasad Anand	Dr. Rita Mohanty	
1	Independent Directors					
	• Fee for attending Board/committee meetings	2.00	1.20	1.70	1.20	6.10
	• Commission	0	0	0	0	0
	• Others	0	0	0	0	0
	Total (1)	2.00	1.20	1.70	1.20	6.10
2.	Other Non-Executive Directors	All Non-Executive Directors are Independent Directors & their remuneration is given in point 1 above.				
	Total B (1+2)	2.00	1.20	1.70	1.20	6.10
Total Managerial Remuneration (A+B)						296.74
Overall Ceiling as per the Act		The Company had inadequate profit, thus, paying remuneration as per provision of Schedule V, where yearly remuneration of ₹120 lakh is permissible to any managerial personnel after approval of Shareholders.				

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD:

(₹ in Lakhs)

S.N.	Particulars of Remuneration	Rahul Kumar	K.A. Khandelwal	Total
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1), (3) of the Income-tax Act, 1961 & other	5.51	15.18	20.69
	(b) Value of perquisites under section 17(2) Income-tax Act, 1961	0	0	0
2	Stock option	0	0	0
3	Sweat Equity	0	0	0
4	Commission	0	0	0
5	Other, please specify	0	0	0
	Total	5.51	15.18	20.69

VIII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES DURING F.Y. 2017-18:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding Fee, imposed	Authority (RD/ NCLT/ Court)	Appeal made, if any, give details
A. Company					
Penalty	N.A.	-	-	-	-
Punishment	N.A.	-	-	-	-
Compounding	N.A.	-	-	-	-
B. Directors					
Penalty	N.A.	-	-	-	-
Punishment	N.A.	-	-	-	-
Compounding	N.A.	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	N.A.	-	-	-	-
Punishment	N.A.	-	-	-	-
Compounding	N.A.	-	-	-	-

An adjudication order dated August 2, 2017 has been passed by Adjudicating officer (AO) of SEBI in the matter of alleged irregularities in Initial Public Offer of the Company in the period August 2011 to September 2011 for issue of 57,45,000 equity shares of face value ₹10/- each through 100% book building process.

In this matter, a show cause Notice dated September 11, 2013 was issued under rule 4 of SEBI (Procedure for holding inquiry and imposing penalties by Adjudicating Officer) Rules 1995 read with section 151(2) of SEBI Act 1992. SEBI initiated adjudication proceedings under the Act to inquire into and adjudicate the alleged violations of certain provisions/Section/regulation of the SEBI Act, 1992; SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulation, 2003 (PFUTP Regulations); SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (ICDR Regulations) by the Company and its directors namely, Mr. Promod Gupta, Mr. Anurag Gupta, Mr. Vishal Gupta and Mr. Vikas Gupta.

Now, vide order dated August 2, 2017 Adjudicating officer of SEBI has imposed monetary penalties of Rupees One Crore on the Company and Rupees One Crore on each of four directors (mentioned in above paragraph) for the violation of ICDR Regulations. AO has also imposed penalty on 26 entities for violation of the provisions of Section 11C(2) and (3) of the SEBI Act, 1992, they are not related to PG Electroplast Limited. As regards the violation of the provisions of PFUTP Regulations by the Company and its directors, AO finds that the Hon'ble SAT (Order dated August 30, 2016) has not found any merit in the said allegations. An appeal has been filed to Hon'ble SAT against this order.