

**CORPORATE GOVERNANCE REPORT**

1. Name of Listed Entity - **PG Electroplast Limited**  
2. Quarter ending - **31-Mar-2021**

**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           | 23-12-2019                  | 23-12-2019          | 31-03-2021        |        | 09-01-1953    | NA                                 |                                    | 1   | 0  | 0   | 0  |   |         |
| Mr.            | Anurag Gupta            | 00184361 | AAHPG5647E | C,ED   |              | 17-03-2003                  | 15-07-2019          |                   |        | 27-05-1969    | NA                                 |                                    | 1   | 0  | 1   | 0  | SC                                      |         |
| Mr.            | Vishal Gupta            | 00184809 | AAHPG5643A | ED   |              | 01-05-2010                  | 15-07-2019          |                   |        | 25-09-1972    | NA                                 |                                    | 1   | 0  | 2   | 0  | AC,SC                                   |         |
| Mr.            | Vikas Gupta             | 00182241 | AAHPG5644H | ED   |              | 01-05-2010                  | 15-07-2019          |                   |        | 25-09-1972    | NA                                 |                                    | 1   | 0  | 0   | 0  |   |         |
| Mr.            | Sharad Jain             | 06423452 | ACEPJ2782N | ID   |              | 09-11-2012                  | 11-08-2019          |                   | 100    | 01-06-1962    | NA                                 |                                    | 1   | 1  | 2   | 2  | AC,SC,NRC                               |         |
| Mr.            | Devendra Jha            | 03076528 | ABLPJ9574C | ID   |              | 09-05-2012                  | 11-08-2019          | 08-02-2021        | 105    | 10-10-1954    | NA                                 |                                    | 1   | 1  | 1   | 0  | AC,NRC                                  |         |
| Mr.            | Pramod Chimmanlal Gupta | 07066493 | AEGPG3290L | ID   |              | 15-05-2019                  | 09-08-2019          | 25-01-2021        | 20     | 23-01-1973    | NA                                 |                                    | 1   | 1  | 1   | 0  | AC,NRC                                  |         |
| Mrs.           | Rita Mohanty            | 07081546 | AAAPM0475H | ID   |              | 31-01-2015                  | 26-09-2019          |                   | 74     | 08-06-1952    | NA                                 |                                    | 1   | 1  | 0   | 0  | NRC                                     |         |
| Mr.            | Kishore Kumar Kaul      | 07339035 | ABPPK4510P | ID   |              | 26-01-2021                  | 26-01-2021          |                   | 2      | 26-12-1959    | NA                                 |                                    | 1   | 1  | 1   | 0  | AC,NRC                                  |         |

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|---|--|
| Company Remarks                             | 1. Retirement of Mr. Bhawa Nand Choudhary as MD and from the services of the Company w.e.f. close of business hours on 31-03-2021.<br>2. Appointment of Mr. Vishal Gupta as the 'MD-Finance' for 3 years w.e.f. 01-04-2021.<br>3. Appointment of Mr. Vikas Gupta as the 'MD-Operations' for 3 years w.e.f. 01.04.2021.<br>4. Mr. Devendra Jha resigned as NE-ID on 08-02-2021.<br>5. Resignation of Mr. Pramod Chimmanlal Gupta as NE-ID w.e.f 25-01-2021.<br>6.Appointment of Mr. Kishore Kumar Kaul as NE-ID w.e.f 26-01-2021. |
| Whether Permanent chairperson appointed     | Yes  |
| Whether Chairperson is related to MD or CEO | No   |

**ii. Composition of Committees**

**a. Audit Committee**

| Sr. No. | Name of the Director    | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|-------------------------|----------|------------------------|------------------|----------------|
| 1       | Sharad Jain             | ID       | Chairperson            | 07-Jan-2013      |                |
| 2       | Devendra Jha            | ID       | Member                 | 02-May-2012      | 08-Feb-2021    |
| 3       | Pramod Chimmanlal Gupta | ID       | Member                 | 11-Aug-2019      | 25-Jan-2021    |
| 4       | Vishal Gupta            | ED       | Member                 | 12-Aug-2010      |                |
| 5       | Kishore Kumar Kaul      | ID       | Member                 | 26-Jan-2021      |                |

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| Company Remarks                         |     |
| Whether Permanent chairperson appointed | Yes |

**b. Stakeholders Relationship Committee**

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
| 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      |                |

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| Company Remarks                         |     |
| Whether Permanent chairperson appointed | Yes |

**c. Risk Management Committee**

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
|---------|----------------------|----------|------------------------|------------------|----------------|

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| Company Remarks                         |  |
| Whether Permanent chairperson appointed |  |

**d. 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      | 08-Feb-2021    |
| 2       | Pramod Chimmanlal Gupta | ID       | Member                 | 11-Aug-2019      | 25-Jan-2021    |
| 3       | Rita Mohanty            | ID       | Member                 | 31-Jan-2015      |                |
| 4       | Kishore Kumar Kaul      | ID       | Member                 | 26-Jan-2021      |                |
| 5       | Sharad Jain             | ID       | Chairperson            | 26-Mar-2021      |                |

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| 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 |
|---|---|-----------------------------------|-----------------------------|---|
| 05-Nov-2020   | 25-Jan-2021   | Yes                               | 8                           | 4                                       |
| 16-Dec-2020   | 31-Mar-2021   | Yes                               | 7                           | 3                                       |

|   |    |
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| Company Remarks   |    |
| Maximum gap between any two consecutive (in number of days) | 64 |

**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                     | 05-Nov-2020  |   | Yes  | 4                           | 3                                       |
| Audit Committee                     |  | 25-Jan-2021   | Yes  | 4                           | 3                                       |
| Audit Committee                     |  | 31-Mar-2021   | Yes  | 3                           | 2                                       |
| Nomination & Remuneration Committee | 05-Nov-2020  |   | Yes  | 3                           | 3                                       |
| Nomination & Remuneration Committee |  | 25-Jan-2021   | Yes  | 3                           | 3                                       |
| Nomination & Remuneration Committee |  | 31-Mar-2021   | Yes  | 3                           | 3                                       |
| Stakeholders Relationship Committee |  | 25-Jan-2021   | Yes  | 3                           | 1                                       |

|  |    |
|--|----|
| Company Remarks  |    |
| Maximum gap between any two consecutive (in number of days) [Only for Audit Committee] | 80 |

v. **Related Party Transactions**

| <b>Subject</b>   | <b>Compliance status (Yes/No/NA)</b> | <b>Remark</b> |
|--|--------------------------------------|---------------|
| 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                                  |               |

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|--|--|
| Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions |  |
|--|--|

**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 & 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="https://www.pgel.in/">https://www.pgel.in/</a>   |
| Terms and conditions of appointment of independent directors   | Yes                                  |                       | <a href="https://www.pgel.in/financial-information.php">https://www.pgel.in/financial-information.php</a> |
| Composition of various committees of board of directors  | Yes                                  |                       | <a href="https://www.pgel.in/financial-information.php">https://www.pgel.in/financial-information.php</a> |
| Code of conduct of board of directors and senior management personnel  | Yes                                  |                       | <a href="https://www.pgel.in/financial-information.php">https://www.pgel.in/financial-information.php</a> |
| Details of establishment of vigil mechanism/ Whistle Blower policy   | Yes                                  |                       | <a href="https://www.pgel.in/financial-information.php">https://www.pgel.in/financial-information.php</a> |
| Criteria of making payments to non-executive directors   | Yes                                  |                       | <a href="https://www.pgel.in/financial-information.php">https://www.pgel.in/financial-information.php</a> |
| Policy on dealing with related party transactions  | Yes                                  |                       | <a href="https://www.pgel.in/financial-information.php">https://www.pgel.in/financial-information.php</a> |
| Policy for determining 'material' subsidiaries   | Yes                                  |                       | <a href="https://www.pgel.in/financial-information.php">https://www.pgel.in/financial-information.php</a> |
| Details of familiarization programs imparted to independent directors  | Yes                                  |                       | <a href="https://www.pgel.in/financial-information.php">https://www.pgel.in/financial-information.php</a> |
| Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances   | Yes                                  |                       | <a href="https://www.pgel.in/financial-information.php">https://www.pgel.in/financial-information.php</a> |
| Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances other relevant details                         | Yes                                  |                       | <a href="https://www.pgel.in/financial-information.php">https://www.pgel.in/financial-information.php</a> |
| Financial results  | Yes                                  |                       | <a href="https://www.pgel.in/financial-information.php">https://www.pgel.in/financial-information.php</a> |
| Shareholding pattern   | Yes                                  |                       | <a href="https://www.pgel.in/financial-information.php">https://www.pgel.in/financial-information.php</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 | Yes                                  |                       | <a href="https://www.pgel.in/financial-information.php">https://www.pgel.in/financial-information.php</a> |
| New name and the old name of the listed entity   | Not Applicable                       |                       |   |
| Advertisements as per regulation 47 (1)  | Yes                                  |                       | <a href="https://www.pgel.in/financial-information.php">https://www.pgel.in/financial-information.php</a> |
| Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments obtained   | Yes                                  |                       | <a href="https://www.pgel.in/financial-information.php">https://www.pgel.in/financial-information.php</a> |
| Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year  | 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="https://www.pgel.in/financial-information.php">https://www.pgel.in/financial-information.php</a> |
| Materiality Policy as per Regulation 30  | Yes                                  |                       | <a href="https://www.pgel.in/financial-information.php">https://www.pgel.in/financial-information.php</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="https://www.pgel.in/financial-information.php">https://www.pgel.in/financial-information.php</a> |

| <b>II Annual Affirmations</b>   |                              |                                      |                |
|---|------------------------------|--------------------------------------|----------------|
| <b>Particulars</b>  | <b>Regulation Number</b>     | <b>Compliance status (Yes/No/NA)</b> | Company Remark |
| Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25(6)             | Yes                                  |                |
| Board composition   | 17(1), 17(1A) & 17(1B)       | Yes                                  |                |
| Meeting of Board of directors   | 17(2)                        | Yes                                  |                |
| Quorum of Board meeting   | 17(2A)                       | Yes                                  |                |
| Review of Compliance Reports  | 17(3)                        | Yes                                  |                |
| Plans for orderly succession for appointments   | 17(4)                        | Yes                                  |                |
| Code of Conduct   | 17(5)                        | Yes                                  |                |
| Fees/compensation   | 17(6)                        | Yes                                  |                |
| Minimum Information   | 17(7)                        | Yes                                  |                |
| Compliance Certificate  | 17(8)                        | Yes                                  |                |
| Risk Assessment & Management  | 17(9)                        | Yes                                  |                |
| Performance Evaluation of Independent Directors   | 17(10)                       | Yes                                  |                |
| Recommendation of Board   | 17(11)                       | Yes                                  |                |
| Maximum number of directorship  | 17A                          | Yes                                  |                |
| Composition of Audit Committee  | 18(1)                        | Yes                                  |                |
| Meeting of Audit Committee  | 18(2)                        | Yes                                  |                |
| Composition of nomination & remuneration committee  | 19(1) & (2)                  | Yes                                  |                |
| Quorum of Nomination and Remuneration Committee meeting   | 19(2A)                       | Yes                                  |                |
| Meeting of nomination & remuneration committee  | 19(3A)                       | Yes                                  |                |
| Composition of Stakeholder Relationship Committee   | 20(1), 20(2) and 20(2A)      | Yes                                  |                |
| Meeting of stakeholder relationship committee   | 20(3A)                       | Yes                                  |                |
| Composition and role of risk management committee   | 21(1),(2),(3),(4)            | Not Applicable                       |                |
| Meeting of Risk Management Committee  | 22                           | Not Applicable                       |                |
| Vigil Mechanism   | 22                           | Yes                                  |                |
| Policy for related party Transaction  | 23(1),(1A),(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)                        | Not Applicable                       |                |

|   |                         |                |  |
|---|-------------------------|----------------|--|
| Disclosure of related party transactions on consolidated basis  | 23(9)                   | Yes            |  |
| Composition of Board of Directors of unlisted material Subsidiary   | 24(1)                   | Not Applicable |  |
| Other Corporate Governance requirements with respect to subsidiary of listed entity                               | 24(2),(3),(4),(5) & (6) | Yes            |  |
| Annual Secretarial Compliance Report  | 24(A)                   | Yes            |  |
| Alternate Director to Independent Director  | 25(1)                   | Not Applicable |  |
| Maximum Tenure  | 25(2)                   | Yes            |  |
| Meeting of independent directors  | 25(3) & (4)             | Yes            |  |
| Familiarization of independent directors  | 25(7)                   | Yes            |  |
| Declaration from Independent Director   | 25(8) & (9)             | Yes            |  |
| D & O Insurance for Independent Directors   | 25(10)                  | Not Applicable |  |
| 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            |  |

|                          |  |
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| <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**

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