



14th Annual Report
2015-2016

PG ELECTROPLAST LIMITED

PG Electroplast Limited (CIN: L32109DL2003PLC119416)

Registered Office: DTJ209, DLF Tower B-Jasola, New Delhi-110025	Corporate Office: P-4/2 to 4/6, Site B, UPSIDC Industrial Area, Surajpur, Greater Noida, U.P.-201306
Email: investors@pgel.in / info@pgel.in	Website: www.pgel.in
Telephone No: 91-120-2569323	Fax No: 91-120-2569131

Board of Directors:

Name	DIN	Designation
Mr. Promod Gupta	00181800	Managing Director
Mr. Anurag Gupta	00184361	Whole Time Director
Mr. Vikas Gupta	00182241	Whole Time Director
Mr. Vishal Gupta	00184809	Whole Time Director
Mr. Devendra Jha	03076528	Independent Director
Mr. Sharad Jain	06423452	Independent Director
Mr. Ayodhya Prasad Anand	06808974	Independent Director
Dr. Rita Mohanty	07081546	Independent Director

Management:

Name	Designation
Mr. Bhawa Nand Choudhary	Chief Operational Officer
Mr. K. A. Khandelwal	Chief Financial Officer
Mr. Rahul Kumar	Company Secretary

Statutory Auditors:

M/s Chitresh Gupta & Associates
Chartered Accountants

Banker:

State Bank of India
HDFC Bank

Registrars & Share Transfer Agent:

Karvy Computershare Pvt. Ltd., 46, Avenue 4,
Street No 1, Banjara Hills,
Hyderabad - 500034

Email: einward.ris@karvy.com

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Corporate Office: P-4/2 to 4/6, Site-B, UPSIDC Indl. Area, Surajpur, Greater Noida, Dist- Gautam Budh Nagar,
Uttar Pradesh- 201306

Tel No: +91-120-2569323

Email: investors@pgel.in

Fax No: +91-120-2569131

Website: www.pgel.in

NOTICE FOR THE 14TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 14th ANNUAL GENERAL MEETING of the shareholders of PG ELECTROPLAST LIMITED (the "Company") will be held on Wednesday, 21st day of September, 2016 at 11:00 A.M at Auditorium, New Delhi Y.M.C.A. Tourist hostel, Jai Singh Road, New Delhi-110 001 to transact the following business:

ORDINARY BUSINESS:

To consider and, if thought fit, to pass following resolutions as ORDINARY RESOLUTION:

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2016, the report of the Board of Directors and Auditors thereon.

"RESOLVED THAT the audited financial statements of the Company for the financial year ended 31st March 2016 together with the Board's Report and the report of the Auditors thereon, laid before this meeting, be and are hereby considered and adopted."

2. To re-appoint Mr. Promod Gupta (DIN- 00181800) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment.

"RESOLVED THAT pursuant to section 152 of the Companies Act 2013, Mr. Promod Gupta (DIN- 00181800), who retires by rotation at this meeting and being eligible, has offered himself for re-appointment as director of the Company, be and is hereby reappointed as a Director of the Company, liable to retire by rotation."

3. To re-appoint Mr. Vikas Gupta (DIN- 00182241) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment.

"RESOLVED THAT pursuant to section 152 of the Companies Act 2013, Mr. Vikas Gupta (DIN- 00182241), who retire by rotation at this meeting and being eligible, has offered himself for re-appointment as director of the Company, be and is hereby reappointed as a Director of the Company, liable to retire by rotation."

4. To ratify appointment of the Statutory Auditor's:

"RESOLVED THAT pursuant to provisions of Section 139 of the Companies Act, 2013 (the "Act") read with Companies (Audit and Auditors) Rules, 2014 and other applicable provisions (including any statutory modification(s) or re-enactment thereof for the time being in force), appointment of M/s Chitresh Gupta & Associates, Chartered Accountants, Delhi, (Firm

Registration No. 017079N); who has been appointed as Statutory Auditors in 12th AGM to hold office up to conclusion of 15th Annual General Meeting (AGM); be and is hereby ratified to hold office of the Statutory Auditors from the conclusion of this 14th AGM till the conclusion of 15th Annual General Meeting of the Company, on such remuneration as shall be fixed by the Board of Directors of the company."

SPECIAL BUSINESS:

5. **TO APPROVE/RATIFY REMUNERATION OF THE COST AUDITORS FOR THE FINANCIAL YEAR ENDING ON MARCH 31, 2017** and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions, if any; remuneration (including out of pocket expenses) of Rs. 3,00,000/- (Rupees Three Lakh Only) plus applicable service tax to be paid to M/s Amit Singhal & Associates, (Firm Registration No. 101073) to conduct cost Audit for the financial year ending on March 31, 2017 which is fixed by the Board of Directors of the Company, be and is hereby ratified."

6. **RE-APPOINTMENT AND REMUNERATION OF MR. PROMOD GUPTA AS MANAGING DIRECTOR OF THE COMPANY** and in this regards to consider and, if thought fit, to pass with or without modification the following resolution as SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to Sections 2(94), 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and other applicable provisions of the Act and the provisions of Articles of Association of the company, Mr. Promod Gupta, who is aged 74 years, be and is hereby appointed as Managing Director of the company, liable to retire by rotation, for a period 3 years with effect from 15th July 2016 on such terms and conditions including remuneration, increments as detailed in the explanatory statements of this notice.

"RESOLVED FURTHER THAT subject to provisions of Section 197 of the Companies Act, 2013, the Board of Directors (hereinafter referred to as the "Board" which expression shall also include the 'Nomination and Remuneration Committee' of the Board) be and is hereby authorized to grant increments in remuneration, vary/alter at any time the remuneration, terms and conditions of the said appointment in such manner as may be approved by the Board and are acceptable to Mr. Promod Gupta, Managing Director, without any further reference to the company in general meeting, subject to condition that increased remuneration shall not exceeds the limits of yearly remuneration specified under Schedule V to the Companies Act, 2013 or such other limits as may be prescribed from time to time."

"RESOLVED FURTHER THAT subject to Section 197 and Section II of Part II of Schedule V of the Companies Act 2013 and other applicable provisions, if any, and necessary statutory approvals, if any, the above said remuneration or remuneration approved by the Board as per authority conferred by this resolution, may be paid as minimum remuneration to Mr.

Promod Gupta as Managing Director even in the event of absence or inadequacy of profits in any year during his tenure”.

“RESOLVED FURTHER ALSO THAT the Board of Directors of the company be and is hereby authorized to do all such acts, deeds, matters and things as in absolute discretion it may consider necessary, expedient or desirable in order to give effect to the above resolution.”

7. RE-APPOINTMENT AND REMUNERATION OF MR. ANURAG GUPTA AS WHOLE TIME DIRECTOR OF THE COMPANY and in this regards to consider and, if thought fit, to pass with or without modification the following resolution as SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to [Sections 2\(94\), 196, 197 and 203](#) read with Schedule V of the Companies Act, 2013 and other applicable provisions of the Act, Mr. Anurag Gupta, be and is hereby appointed as Whole Time Director of the company, liable to retire by rotation, for a period 3 years with effect from 15th July 2016 on such terms and conditions including remuneration, increments as detailed in the explanatory statement of this notice.

“RESOLVED FURTHER THAT subject to provisions of Section 197 of the Companies Act, 2013, the Board of Directors (hereinafter referred to as the “Board” which expression shall also include the ‘Nomination and Remuneration Committee’ of the Board) be and is hereby authorized to grant increments in remuneration, vary/alter at any time the remuneration, terms and conditions of the said appointment in such manner as may be approved by the Board and are acceptable to Mr. Anurag Gupta, Whole time Director, without any further reference to the company in general meeting, subject to condition that increased remuneration shall not exceeds the limits of yearly remuneration specified under Schedule V to the Companies Act, 2013 or such other limits as may be prescribed from time to time.”

“RESOLVED FURTHER THAT subject to Section 197 and Section II of Part II of Schedule V of the Companies Act 2013 and other applicable provisions, if any, and necessary statutory approvals, if any, the above said remuneration or remuneration approved by the Board as per authority conferred by this resolution, may be paid as minimum remuneration to Mr. Anurag Gupta as Whole Time Director even in the event of absence or inadequacy of profits in any year during his tenure”.

“RESOLVED FURTHER ALSO THAT the Board of Directors of the company be and is hereby authorized to do all such acts, deeds, matters and things as in absolute discretion it may consider necessary, expedient or desirable in order to give effect to the above resolution.”

8. RE-APPOINTMENT AND REMUNERATION OF MR. VIKAS GUPTA AS WHOLE TIME DIRECTOR OF THE COMPANY and in this regards to consider and, if thought fit, to pass with or without modification the following resolution as SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to [Sections 2\(94\), 196, 197 and 203](#) read with Schedule V of the Companies Act, 2013 and other applicable provisions of the Act and the provisions of Articles of Association of the company, Mr. Vikas Gupta, be and is hereby appointed as Whole Time Director of the company, liable to retire by rotation, for a period 3 years with

effect from 15th July 2016 on such terms and conditions including remuneration, increments as detailed in the explanatory statement of this notice.

"RESOLVED FURTHER THAT subject to provisions of Section 197 of the Companies Act, 2013, the Board of Directors (hereinafter referred to as the "Board" which expression shall also include the 'Nomination and Remuneration Committee' of the Board) be and is hereby authorized to grant increments in remuneration, vary/alter at any time the remuneration, terms and conditions of the said appointment in such manner as may be approved by the Board and are acceptable to Mr. Vikas Gupta, Whole Time Director, without any further reference to the company in general meeting, subject to condition that increased remuneration shall not exceeds the limits of yearly remuneration specified under Schedule V to the Companies Act, 2013 or such other limits as may be prescribed from time to time."

"RESOLVED FURTHER THAT subject to Section 197 and Section II of Part II of Schedule V of the Companies Act 2013 and other applicable provisions, if any, and necessary statutory approvals, if any, the above said remuneration or remuneration approved by the Board as per authority conferred by this resolution, may be paid as minimum remuneration to Mr. Vikas Gupta as Whole Time Director even in the event of absence or inadequacy of profits in any year during his tenure".

"RESOLVED FURTHER ALSO THAT the Board of Directors of the company be and is hereby authorized to do all such acts, deeds, matters and things as in absolute discretion it may consider necessary, expedient or desirable in order to give effect to the above resolution."

9. RE-APPOINTMENT AND REMUNERATION OF MR. VISHAL GUPTA AS WHOLE TIME DIRECTOR OF THE COMPANY and in this regards to consider and, if thought fit, to pass with or without modification the following resolution as SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to [Sections 2\(94\), 196, 197 and 203](#) read with Schedule V of the Companies Act, 2013 and other applicable provisions of the Act and the provisions of Articles of Association of the company, Mr. Vishal Gupta, be and is hereby appointed as Whole Time Director of the company, liable to retire by rotation, for a period 3 years with effect from 15th July 2016 on such terms and conditions including remuneration, increments as detailed in the explanatory statement of this notice.

"RESOLVED FURTHER THAT subject to provisions of Section 197 of the Companies Act, 2013, the Board of Directors (hereinafter referred to as the "Board" which expression shall also include the 'Nomination and Remuneration Committee' of the Board) be and is hereby authorized to grant increments in remuneration, vary/alter at any time the remuneration, terms and conditions of the said appointment in such manner as may be approved by the Board and are acceptable to Mr. Vishal Gupta, Whole Time Director, without any further reference to the company in general meeting, subject to condition that increased remuneration shall not exceeds the limits of yearly remuneration specified under Schedule V to the Companies Act, 2013 or such other limits as may be prescribed from time to time."

"RESOLVED FURTHER THAT subject to Section 197 and Section II of Part II of Schedule V of the Companies Act 2013 and other applicable provisions, if any, and necessary statutory

approvals, if any, the above said remuneration or remuneration approved by the Board as per authority conferred by this resolution, may be paid as minimum remuneration to Mr. Vishal Gupta as Whole Time Director even in the event of absence or inadequacy of profits in any year during his tenure”.

“RESOLVED FURTHER ALSO THAT the Board of Directors of the company be and is hereby authorized to do all such acts, deeds, matters and things as in absolute discretion it may consider necessary, expedient or desirable in order to give effect to the above resolution.”

**By Order of Board of Directors
Of PG Electroplast Limited**

Date: 05/08/2016
Place: Greater Noida

(Rahul Kumar)
Company Secretary
Membership No-A32729

NOTES:

1. Appointment of Proxy

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ENCLOSED WITH THIS NOTICE.

2. Restriction for appointing proxy

A MEMBER CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLED PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY OF ANY OTHER PERSON OR SHAREHOLDERS.

3. Appointment of Representative

Corporate Members intending to send their authorized representatives to attend the Annual General Meeting are requested to send a duly certified copy of their Board Resolution authorizing their representative to attend and vote at the said Annual General Meeting.

4. Attendance slip

Members/proxies are requested to produce the Attendance Slip duly signed as per the specimen signature recorded with the Company/Depository Participant for admission to the meeting hall. Members, who hold shares in de-materialized form, are requested to bring their DP I.D. and Client I.D. No(s) for easier identification of attendance at the meeting.

5. E Voting

The Company is pleased to provide e-voting facility to enable Shareholders to cast their vote

electronically on website <https://evoting.karvy.com>, from a place other than place of the meeting, for all items mentioned in the Notice of this AGM. The Company has appointed Karvy Computershare Pvt Ltd. as e-voting agency. **The remote e-voting shall start on 17/09/2016 at 9.00 A.M. & close on 20/09/2016 at 5:00 PM.** Remote E-voting shall not be allowed beyond the said time & date.

The E-Voting event number, User-ID and password along with instructions for e-voting are provided in notice of E-Voting, being sent along with the Notice of this Annual General Meeting.

6. Cut-off date for voting Rights:

During the period when facility for remote e-voting is provided, the member of the Company, holding shares either in physical form or dematerialized form, as on 16/09/2016 shall be entitled to vote by electronics means or to vote at AGM venue.

7. Voting at the meeting:

The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

In case of joint holders attending the meeting, only such joint holder, who is higher in the order of name, will be entitled to vote.

8. Scrutinizers

The Company has appointed M/s RSJ Associates, Practicing Company Secretary as Scrutinizers to scrutinize the voting as well as remote e-voting process in a transparent manner. The Scrutinizer shall immediately after end of voting at AGM, first count the vote thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. He shall handover Scrutinizer's Report to the Chairman or to any other person authorized by the Chairman in this regard.

9. Instructions for E Voting:

- i. Use the following URL for e-voting: <https://evoting.karvy.com>
- ii. Enter the login credentials, i.e., user id and password mentioned in your email/notice. Your Folio No/DP ID Client ID will be your user ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and Password for casting your votes.
- iii. After entering the details appropriately, click on LOGIN.
- iv. You will reach the Password change menu, wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.

- vi. On successful login, the system will prompt you to select the EVENT, i.e., PG Electroplast Limited.
- vii. On the voting page, the number of shares (which represents the number of votes) as held by the member as on the cutoff date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, then enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR'/'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- ix. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- x. Corporate/Institutional Members (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer through e-mail: csvishalrai@gmail.com. They may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'Corporate Name_EVENT No.'
- xi. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' section of <https://evoting.karvy.com> or call Karvy Computershare Pvt. Ltd. on 1800 345 4001 (toll free).

10.Login ID and Password to access E voting Facility

Any person who acquires shares of the Company after dispatch of this Notice and holds shares as on the cut-off date i.e., as on 16th September, 2016, may obtain login ID and password by sending a request to evoting@karvy.com with a copy investors@pgel.in by mentioning her / his folio number or DP ID and Client ID. Alternatively they may contact at toll free Number of Our E voting Agency at 1800 345 4001.

If the member is already registered with Karvy for E-voting, he can use his existing user ID & password for casting the vote through remote E Voting.

11.Results of Voting

The results of remote e-voting and poll at Annual General Meeting and consolidated result will be announces on 22/09/2016 at the registered office at 4:00 PM and the resolutions proposed thereat will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. Scrutinizer's report along with consolidated results shall be placed on website of the company www.pgel.in & website of e-voting agency <https://evoting.karvy.com> within two working days of passing of the resolutions at the Annual General Meeting of the Company and communicated to the Stock Exchanges where the shares of the Company are listed – the National Stock Exchange of India Ltd. and BSE Ltd.

12. Annual report:

Electronic copy of Annual Report for year 2015-16 and Notice of the Annual General Meeting of the Company are being sent to all the members as on 12/08/2016, whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.

13. Explanatory Statement:

The relevant Explanatory Statements with respect to business under set out under Item Nos. 5 to 9 above are annexed hereto. In terms of the requirements of the Listing Agreement, brief profiles of directors seeking appointment/re-appointment, form part of the Notice.

14. Closure of Register of Member:

The Register of Members and Share Transfer Books shall remain closed from 17.09.2016 to 21.09.2016 (both days inclusive) for the purpose of Annual General Meeting.

15. Dividend: The Board of Directors of the Company has not recommended any dividend.

16. Registration of E-mail id for correspondence:

Members, who have not registered their e-mail address so far, are requested to register their e-mail for receiving all communication including annual report, notices, circulars etc. through email. Members holding shares in D-mat form may intimate the e-mail to their depository participants & Members holding shares in physical form are requested to address all correspondence concerning the registration of transfers, transmission, sub-division, consolidation of shares or any other related matters and/or any change in address or updation thereof to the Company/RTA-Karvy Computershare Pvt. Ltd.

17. Availability of Annual Report & Notice on website

Members may also note that the Notice of the 14th Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company's website www.pgcl.in. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during (01.00 PM to 3.30 PM) on Monday to Friday. For any communication, the shareholders may also send requests to the Company's investor email id: investors@pgcl.in. The notice will also be available on E-Voting Agency website <https://evoting.karvy.com>.

18. Inspection

The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the venue of AGM.

19. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form