

Where legend and technology mingle

Annual Report 2013-2014



P G Foils Limited



Founder Chairman - late Shri Parasraj G. Shah
(18.8.1933 - 16.3.1982)



BOARD OF DIRECTORS

SHRI PANKAJ P SHAH
SHRI ABHAY P SHAH
SHRI SAHIL P SHAH
SHRI VIMAL DHADDA
SHRI UDHAN KUMAR CHORDIA
SHRI ARUN MOHAN LAL JOSHI

MANAGING DIRECTOR
WHOLE TIME DIRECTOR
DIRECTOR
DIRECTOR
DIRECTOR
ADDITIONAL DIRECTOR w.e.f. 13.08.2014

STATUTORY AUDITORS

M/s

COST AUDITORS

M/s Rajesh Goyal & Company, Cost Accountants, Jaipur.

BANKERS

IDBI Bank Ltd.
State Bank of Bikaner & Jaipur

CIN

L27203GJ1979PLC008050

REGISTERED OFFICE

6, Neptune Tower, Ashram Road, Ahmedabad-380 009 (Gujarat)

WORKS & HEAD OFFICE

P.O.: - Pipalia Kalan, Dist.Pali, Rajasthan – 306 307
Tel.: - 02937-287151-56 Fax:02937-287150 Mobile No.93516-00444
e-mail:- pgfoils@pgfoils.in, pgfoils.investor@gmail.com

SALES OFFICES

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Tel. : (022) 32428026, 32188889 • Fax : (022) 22813502
Mobile : 093231-10405 • e-mail : anil@pgfoils.in, mumbaisales@pgfoils.in

CHENNAI : Sri Durga Ashirwad, 25/2 Periyar Nagar, Near Sri Valli Mahal, Moolakadai,
Chennai – 600 060 • Mobile : 093830-25913 • e-mail : pgf_chennai@pgfoils.in

AHMEDABAD : 6, Neptune Tower, Ashram Road, Ahmedabad – 380 009
Tel. : 079-26587606, 26584187 • Fax : 079-26584187
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e-mail :- shamshad@pgfoils.in, gmvarma@pgfoils.in

BANGALORE : No.43, 3rd Floor, Opposite Ganesh Temple, Near BRV Public School,
10th Main Road, Prashanthi Nagar, ISRO Layout, Bangalore – 560 078
Tele/Fax:- 080-26664956 • Mobile : 093417-61014 • e-mail : pgf_blr@pgfoils.in

HYDERABAD : House No.10-284/2, Vasanthapuri, Malkaj Giri, Hyderabad – 500 047 (A.P.)
Tel.: 040-23323576, 32577774 • Mobile: 099892-35738 • e-mail: pgf_hyd@pgfoils.in

JAIPUR : Mayur Apartment, Flat No. T-3&4, 40-41, Mahampura,
Raj Bhawan Road, Civil Line, Jaipur • Mobile : 094144-05083

KOLKATA : 228, A.C.R. Avenue, Near Girish Park, Kolkata – 700 006
Tel.: 033-22359293 • Mobile : 093320-06400 • e-mail : sanjay@pgfoils.in

INDORE : 125/B, Suryadev Nagar (Near Shivam Dairy), Indore - 452009 (M.P.)
Mobile : 09754936971 • e-mail : rakesh@pgfoils.in

NOTICE is hereby given that the 35th Annual General Meeting of the Members of P G Foils Limited will be held at Ahmedabad Textile Mills' Association, Ashram Road, Navrangpura, Ahmedabad – 380 009 on Tuesday, 23rd day of September 2014, at 2:00 P.M. to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2014, Statement of Profit & Loss for the year ended on that date and the Reports of Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Shri Sahil P. Shah (DIN 01603118), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors and fix their remuneration.

SPECIAL BUSINESS

4. To consider and if thought fit, to pass, with or without modification(s), following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149,152, Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, as amended from time to time, Shri Vimal Chand Dhadda (DIN 00937400), Independent Director of the company, who has submitted a declaration that he meets criteria for independence as provided in Section 149 (6) of the Act and who is eligible for appointment, be and is hereby appointed as Independent Director of the company to hold office for 5 consecutive years for a term up to the conclusion of 40th Annual General Meeting of the Company in the calendar year 2019.”

5. To consider and if thought fit, to pass, with or without modification(s), following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149,152, Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, as amended from time to time, Shri Udhay Kumar Chordia (DIN 02033393), Independent Director of the company, who has submitted a declaration that he meets criteria for independence as provided in Section 149 (6) of the Act and who is eligible for appointment, be and is hereby appointed as Independent Director of the company to hold office for 5 consecutive years for a term up to the conclusion of 40th Annual General Meeting of the Company in the calendar year 2019.”

6. To consider and if thought fit, to pass, with or without modification(s), following resolution as a Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149,152, Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, as amended from time to time, Shri Arun Mohan Lal Joshi (DIN 01148924), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the company to hold office for 5 consecutive years for a term up to the conclusion of 40th Annual General Meeting of the Company in the calendar year 2019.”

7. To consider and if thought fit, to pass, with or without modification(s), following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the period of office of Shri Pankaj Raj Shah (DIN 00160558), the Managing Director of the Company, who is a non retiring Director in terms of the erstwhile provisions of the Companies Act, 1956 shall henceforth be made liable to retire by rotation.

RESOLVED FURTHER THAT subject to approval of members in ensuing Annual General Meeting and in accordance with provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), subject to such approval as may be necessary, consent of Company be and is hereby accorded to the re-appointment of Shri Pankaj Raj Shah (DIN 00160558) as a Managing Director of the Company, for a period of five years w.e.f. 17th January, 2014 on the basis of remuneration, terms and conditions set out hereunder.

Salary: Rs.1,05,000/- p.m (Rupees One Lac five thousand only)

Others: Two clubs fee excluding whole time membership fees.

RESOLVED FURTHER THAT Shri Abhay Raj Shah, Whole Time Director and / or Shri Sahil P. Shah, Director of the Company be and is hereby authorised to file the necessary forms in this regard with the Registrar of Companies, Gujarat, and to do all such acts, things, deeds which may be necessary in this regard.”

8. To consider and if thought fit, to pass, with or without modification(s), following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the period of office of Shri Abhay Raj Shah (DIN 00160590), the Whole Time Director of the Company, who is a non retiring Director in terms of the erstwhile provisions of the Companies Act, 1956 shall henceforth be made liable to retire by rotation.

9. To consider and if thought fit, to pass, with or without modification(s), following resolution as a Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. M/s Rajesh & Co., practicing firm of Cost Accountants appointed by the Board on the recommendation of the Audit Committee of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2015 be paid the remuneration of Rs. 25,000/- per annum plus out of pocket expenses, if any, incurred during the course of above audit.”

10. To consider and if thought fit, to pass, with or without modification(s), following resolution as a Special Resolution:

“RESOLVED THAT in supersession of the resolution passed under Section 293(1)(d) of the erstwhile Companies Act, 1956 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof), consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this resolution) to borrow by way of loan from time to time, any sum or sums of money for the purpose of the Company, upon such terms and conditions as the Board of Directors may in its discretion think fit, notwithstanding that the money or moneys to be borrowed by the Company (apart from the ordinary loans obtained or to be obtain from the Company's bankers in the ordinary course of business) together with the moneys already borrowed by the Company may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose, provided that maximum amount of the moneys so borrowed by the Board and remaining outstanding shall not at any time, exceed ₹ 150 Crores (Rupees One Hundred Fifty Crores only).

RESOLVED FURTHER THAT Board of Directors or its committee thereof be and is hereby authorised to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution.”

11. To consider and if thought fit, to pass, with or without modification(s), following resolution as a Special Resolution:

“RESOLVED THAT in supersession of the resolution passed under Section 293(1)(a) of the erstwhile Companies Act, 1956 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof), consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this resolution) to create such charges, mortgages and hypothecation in addition to the existing charges, mortgages and hypothecation created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, in favour of Banks/Financial Institutions to secure rupee/foreign currency loans, working capital loans, Term Loans/ FITL and/or the issue of debentures whether partly/ fully/non convertible provided that the total amount of loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on prepayments or on redemption, costs, charges, expenses and all other moneys payable by the Company in respect of said loans, shall not, at any time exceed the limit of ₹ 150 Crores (Rupees One Hundred Fifty Crores only).

RESOLVED FURTHER THAT the Board (including any Director/ Executive so authorised in this behalf) be and is hereby authorised to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required.”

12. To consider and if thought fit, to pass, with or without modification(s), following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), draft regulations contained in Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to entire exclusion, of regulations contained in the existing Articles of Association of Company.

RESOLVED FURTHER THAT Board of Directors of Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him/her self and proxy need not be a member. The proxies to be effective should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Members/Proxies should bring the admission slip sent herewith, duly filled in and signed and hand over the same at the entrance of the hall for attending the meeting. Members are requested to indicate, without fail, their Folio No. or as the case may be DP ID and Client ID numbers in the admission slip.
3. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
4. Members are requested to bring their copies of the Annual Report with them.
5. The register of members and share transfer books of the company will remain closed from 12th September, 2014 to 23rd September, 2014 (both days inclusive).
6. The information and the details of the directors to be reappointed, to be provided in terms of clause 49 of the Listing Agreement with Stock Exchanges is annexed hereto.
7. Members are requested to notify any changes in their address and mandates, if any, immediately at the Registered Office of the Company in writing.
8. Members holding shares, in physical form, in identical order of names in more than one Folio, are requested to write to the **Share Department of the Company / Share Transfer Agents** enclosing the relevant Share Certificates requesting consolidation of such Foliros into one Folio.
9. Members are requested to note that in case of transfers, deletion of name of deceased shareholder, transmission and transposition of names in respect of shares held in physical form, submission of photocopy of PAN Card of the transferee(s), surviving holder(s), legal heir(s) and joint holder(s) respectively, along with necessary documents at the time of lodgment of request for these transactions, is now mandatory.
10. Non-Resident Indian Shareholders are requested to inform the company immediately about:
 - a. The Change in the residential status on return to India for permanent settlement.
 - b. The particulars of NRO Bank Account in India, if not furnished earlier.
11. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 30, 2013 (date of last Annual General Meeting) on the Ministry of Corporate Affairs website.
12. As per the Companies Act, 2013, dividend which remains unpaid or unclaimed for a period of seven years shall be transferred to the Investor Education and Protection Fund (IEPF).

The shareholders whose amounts and shares have been transferred to IEPF, shall be entitled to get refund of the dividend and claim the transfer of shares from IEPF after complying with the prescribed procedure under the Companies Act, 2013.

Members, who have not encashed their **dividend warrant(s)** for the financial year ended 31st March, 2008 or any subsequent financial year(s) are urged to claim such amount from the **Share Department of the Company/Share Transfer Agents**.

13. The last dates of claim for the following dividends are as follows:

Dividend for the financial year ended	Date of declaration of Dividend	Last date of claiming unpaid Dividend
31st March, 2008	29th September, 2008	28th October, 2015
31st March, 2011	30th September, 2011	29th October, 2018

14. The Company has appointed **M/s Sharepro Services (India) Pvt. Ltd., 13AB, Samhita Warehousing Complex, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Mumbai – 400 072 having its branch office at 416- 420, 4th Floor, Devnandan Mall, Opp. Sanyash Ashram, Ellisbridge, Ahmedabad – 380 006** as the common agency to handle electronic connectivity and the shares in physical mode. Therefore, the members are requested to send all their communications to them or at the Share Division Office of the Company at 6, Neptune Tower, Ashram Road, Ahmedabad – 380 009.
15. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
16. Members seeking any information or clarification on the Accounts are requested to send in written queries to the Company, at least one week before the date of the meeting. Replies will be provided in respect of such written queries received only at the meeting.
17. Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the members at the Head office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
18. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.
19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Share registrars and Transfer Agents.
20. Members holding shares in physical form and who have not registered their email IDs are requested to register their email IDs with the Company's Share Registrars and Transfer Agents.

For and on behalf of the Board

Date: 13.08. 2014
Place: Pipalia Kalan

PANKAJ P SHAH
Managing Director
(DIN 00160558)

REGISTERED OFFICE

6, Neptune Tower, Ashram Road,
Ahmedabad: 380 006
CIN: L27203GJ1979PLC008050

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**STATEMENT PURSUANT TO SECTION 102(1)
OF THE COMPANIES ACT, 2013 ("the Act")**



Item No. 4 to 5

Shri Vimal Chand Dhadda and Shri Udhan Kumar Chordia are independent Directors of the Company and have held the positions as such for more than 5 years.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating conditions for appointment of independent directors by a listed company.

It is proposed to appoint Shri Vimal Chand Dhadda and Shri Udhan Kumar Chordia as Independent Directors under Section 149 of the Act and Clause 49 of Listing Agreement to hold office for 5 (Five) consecutive years for a term up to the conclusion of 40th Annual General Meeting of Company in calendar year 2019.

As per provisions of Section 149 of the Act which has come into force w.e.f. 1st April 2014, an Independent Director shall hold office for a term upto 5 consecutive years on the Board of the Company and is not liable to retire by rotation.

Shri Vimal Chand Dhadda and Shri Udhan Kumar Chordia are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has also received declarations from Shri Vimal Chand Dhadda and Shri Udhan Kumar Chordia that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of Listing Agreement. In the opinion of Board, Shri Vimal Chand Dhadda and Shri Udhan Kumar Chordia fulfill conditions for appointment as Independent Directors as specified in the Act and Listing Agreement.

Shri Vimal Chand Dhadda and Shri Udhan Kumar Chordia are independent of management.

Brief resume of Shri Vimal Chand Dhadda and Shri Udhan Kumar Chordia nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges, are provided in Corporate Governance Report forming part of Annual Report.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges. Shri Vimal Chand Dhadda and Shri Udhan Kumar Chordia are interested in the resolutions set out respectively at Item Nos. 4 to 6 of Notice with regard to their respective appointments.

Save and except above, none of other Directors / Key Managerial Personnel of Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends Ordinary Resolutions set out at Item Nos. 4 to 6 of Notice for approval by shareholders.

Item No. 6

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Shri Arun Mohan Lal Joshi as Additional Director of the Company w.e.f. 13th August, 2014. In terms of the provisions of Section 161(1) of the Act, Shri Arun Mohan Lal Joshi would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri Arun Mohan Lal Joshi for the office of Director of the Company.

Shri Arun Mohan Lal Joshi is not disqualified from being appointed as a Director in terms of Section 164 of the Act and have given their consent to act as Director. Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and they shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Shri Arun Mohan Lal Joshi that they meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. Shri Arun Mohan Lal Joshi possesses appropriate skills, experience and knowledge, inter alia, in the field of Business and Industry.

In the opinion of the Board, Shri Arun Mohan Lal Joshi fulfills the conditions for their appointment as Independent Director as specified in the Act and the Listing Agreement. Shri Arun Mohan Lal Joshi is independent of the management.

Brief resume of Shri Arun Mohan Lal Joshi nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Shri Arun Mohan Lal Joshi is appointed as Independent Director.

Copy of the draft letter for appointment of Shri Arun Mohan Lal Joshi as Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.



Save and except Shri Arun Mohan Lal Joshi and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

Item No. 8

Shri Pankaj Raj Shah, the Managing Director of Company re-appointed pursuant to the provisions of Sections 269 and other applicable provisions, if any, of the erstwhile Companies Act, 1956, subject to approval of the shareholders at the ensuing Annual General Meeting for a period of 5 years with effect from 17th January, 2014.

The period of office of Shri Pankaj Raj Shah being the Managing Director was not liable to determination by retirement of directors by rotation in terms of the erstwhile provisions of the Companies Act, 1956.

The Board of Directors of your Company at present consists of six members, with whom three of them being Independent Directors, one being Non-Executive and remaining two being Managing and Whole Time Director.

The provisions of Section 152 of the Companies Act, 2013 provide that not less than two-thirds of the total number of directors of a public Company shall be persons whose period of office is liable to determination by retirement of directors by rotation, where the term "total number of directors" does not include Independent Directors whether appointed under the Companies Act, 2013 or any other law for the time being in force.

In the light of above-referred provisions of the Companies Act, 2013, it is desirable that the period of office of Shri Pankaj Raj Shah, Managing Director is made liable to retire by rotation.

Further, Shri Pankaj Raj Shah is re-appointed as Managing Director of the Company subject to approval of the shareholders at the ensuing Annual General Meeting for a period of 5 years with effect from 17th January, 2014. Shri Pankaj Raj Shah is presently Managing Director of the Company. He has played an integral and very important role in building P G Foils Ltd a very reputed and well-known foil manufacturer of the Country. His role and responsibility, in the organization have increased tremendously considering the growth of the Company in terms of volume of Business etc. Keeping in view all these, the Board of Directors at its meeting held on 17th January, 2014 has accepted recommendations of the Remuneration Committee for re-appointment of Shri Pankaj Raj Shah.

Salary: Rs.1,05,000/- p.m (Rupees One Lac five thousand only)

Others: Two clubs fee excluding whole time membership fees.

Shri Pankaj Raj Shah shall also be entitled for reimbursement of actual entertainment, travelling, boarding and lodging expenses

etc. incurred by him in connection with the Company's business and such other benefits / amenities and other privileges, as any from time to time, be available to other senior executives of the Company.

Shri Pankaj Raj Shah satisfy all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Shri Pankaj Raj Shah under Section 190 of the Act.

The Board of Directors recommends the above resolution for your approval.

Except Shri Pankaj Raj Shah, Shri Abhay Raj Shah and Shri Sahil P Shah, none of the other Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

Item No. 9

Shri Abhay Raj Shah, the Whole time Director of Company re-appointed pursuant to the provisions of Sections 269 and other applicable provisions, if any, of the erstwhile Companies Act, 1956, by the shareholders at the 32nd Annual General Meeting held on 30th September, 2011 for a period of 5 years with effect from 30th April, 2011.

The period of office of Shri Abhay Raj Shah being the Whole Time Director was not liable to determination by retirement of directors by rotation in terms of the erstwhile provisions of the Companies Act, 1956.

The Board of Directors of your Company at present consists of six members, with whom three of them being Independent Directors, one being Non-Executive and remaining two being Managing and Whole Time Director.

The provisions of Section 152 of the Companies Act, 2013 provide that not less than two-thirds of the total number of directors of a public Company shall be persons whose period of office is liable to determination by retirement of directors by rotation, where the term "total number of directors" does not include Independent Directors whether appointed under the Companies Act, 2013 or any other law for the time being in force.

In the light of above-referred provisions of the Companies Act, 2013, it is desirable that the period of office of Shri Abhay Raj Shah, Whole Time Director is made liable to retire by rotation.

The Board of Directors recommends the above resolution for your approval.

Except Shri Pankaj Raj Shah, Shri Sahil P. Shah and Shri Abhay Raj Shah, none of the other Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution



Item No. 10

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2015 at the remuneration of Rs. 25,000/- per annum plus out of pocket expenses, if any, incurred during the course of audit.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 9 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2015.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the shareholders.

Item No. 11

The members of the Company at the Annual General Meeting held on 28th September, 2012 had authorised Board of Directors to exercise borrowing powers the outstanding amount of which at any time shall not exceed in the aggregate ₹ 150 Crores (Rupees One Hundred Fifty Crores only).

Section 180(1)(c) of the Companies Act, 2013 which has replaced Section 293(1)(d) of the Companies Act, 1956 provides that the Board of Directors shall not borrow in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, except with the consent of the Company accorded by way of a special resolution. Further, as per a clarification issued by the Ministry of Corporate Affairs, the ordinary resolution earlier passed under Section 293(1)(a) of the Companies Act, 1956 will remain valid for a period of one year from the date of notification of Section 180 of the Companies Act, 2013 i.e. upto 11 September, 2014.

Accordingly, it is, therefore, necessary for the members to pass a special resolution under Section 180(1)(c) of the Companies Act, 2013, to enable to the Board of Directors to borrow money the outstanding amount of which at any time shall not exceed in the aggregate ₹ 150 Crores (Rupees One Hundred Fifty Crores only).

The Board of Directors recommends the above resolution for your approval.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

Item No. 12

The members of the Company at the Annual General Meeting held on 28th September, 2012 had authorized the Board of

Directors to create charge on all or any of the movable or immovable properties of the Company pursuant to Section 293(1)(a) of the Companies Act 1956 subject to the limits upto ₹150 Crores (Rupees One Hundred Fifty Crores only).

Section 180(1)(a) of the Companies Act, 2013 which has replaced Section 293(1)(a) of the Companies Act, 1956 provides that the Board of Directors shall create charge on all or any of the movable or immovable properties of the Company, except with the consent of the Company accorded by way of a special resolution. Further, as per a clarification issued by the Ministry of Corporate Affairs, the ordinary resolution earlier passed under Section 293(1)(a) of the Companies Act, 1956 will remain valid for a period of one year from the date of notification of Section 180 of the Companies Act, 2013 i.e. upto 11 September, 2014.

Accordingly, it is, therefore, necessary for the members to pass a special resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of security upto limit specified in the resolution passed under Section 180(1)(c) of the Companies Act, 2013.

The Board of Directors recommends the above resolution for your approval.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

Item No. 13

The existing Articles of Association ("AoA") are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific Sections of the Companies Act, 1956 and some regulations in the

existing AoA are no longer in conformity with the Act.

With the coming into force of the Companies Act, 2013, several regulations of the existing AoA of the Company require alteration or deletion. Accordingly, it is proposed to replace the entire existing AoA by a set of new

Articles.

The new AoA to be substituted in place of existing AoA are based on Table 'F' of the Companies Act, 2013 which sets out the model Articles of Association for a Company limited by shares.

The Board of Directors recommends the above resolution for your approval.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

For and on behalf of the Board

Date: 13.08. 2014
Place: Pipalia Kalan

PANKAJ P SHAH
Managing Director
(DIN 00160558)

REGISTERED OFFICE

6, Neptune Tower, Ashram Road,
Ahmedabad: 380 006
CIN: L27203GJ1979PLC008050

Annexure to Notice



P G Foils Limited

Details of Directors seeking reappointment at the forthcoming Annual General Meeting (as required under clause 49 of the Listing Agreement)

ITEM NO. 2

Name of the Director Date of Birth Date of Appointment Experience	Shri Sahil P Shah 18/03/1985 11/08/2007 Young and energetic entrepreneur having 3 years experience
Directorship in other Public Limited Companies As on 31st March, 2014	Prem Foils Limited
Chairmanship/Membership of committees of Other Public Limited Companies as on 31st March 2014	None

ITEM NO. 4

Name of the Director Date of Birth Date of Appointment Experience	Shri Vimal Chand Dhadda 04/04/1954 16/05/1995 38 Years Vast Business Experience
Directorship in other Public Limited Companies As on 31st March, 2014	None
Chairmanship/Membership of committees of Other Public Limited Companies as on 31st March 2014	None

ITEM NO. 5

Name of the Director Date of Birth Date of Appointment Experience	Shri Udhan Kumar Chordia 24/05/1971 21/03/2009 22 Year Vast Business Experience
Directorship in other Public Limited Companies As on 31st March, 2014	None
Chairmanship/Membership of committees of Other Public Limited Companies as on 31st March 2014	None

ITEM NO. 6

Name of the Director Date of Birth Date of Appointment Experience	Mr. Arun Mohan Lal Joshi 13/02/1965 13/08/2014 28 Years Vast Business Experience	
Directorship in other Public Limited Companies As on 31st March, 2014	None	
Chairmanship/Membership of committees of Other Public Limited Companies as on 31st March 2014	I. Shareholders / Investor Grievance Committee: A. Chairman:- None B. Member:- None	II. Audit committee: A. Chairman:- None B. Member:- None

ITEM NO.7

Name of the Director Date of Birth Date of Appointment Experience	Shri Pankaj Raj Shah 15/07/1956 11/07/1979 35 Years of Industrial experience
Directorship in other Public Limited Companies As on 31st March, 2014	None
Chairmanship/Membership of committees of Other Public Limited Companies as on 31st March 2014	I. Shareholders / Investor Grievance Committee: A. Chairman:- None B. Member:- None
	II. Audit committee: A. Chairman:- None B. Member:- None

ITEM NO.8

Name of the Director Date of Birth Date of Appointment Experience	Shri Abhay Raj Shah 17/02/1967 28/08/1982 32 Year Industrial Experience	
Directorship in other Public Limited Companies As on 31st March, 2014	None	
Chairmanship/Membership of committees of Other Public Limited Companies as on 31st March 2014	I. Shareholders / Investor Grievance Committee: A. Chairman:- None B. Member:- None	II. Audit committee: A. Chairman:- None B. Member:- None

REGISTERED OFFICE

6, Neptune Tower,
Ashram Road,
AHMEDABAD-380 009

Place : Pipalia Kalan
Date : August 13, 2014

**By order of the Board
For P G Foils Limited**

**(PANKAJ P SHAH)
Managing Director**