

Where legend and technology mingle



Annual Report 2018-2019



P G Foils Limited



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

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VISION



As supply chain members we strive to be strategic partners of our customers through innovations in aluminum foil packs and flexible packaging. Our success lies in adding to the competence of our customer through innovations in packaging.

MISSION



Our mission is metamorphosis of PG Group into an integrated multifaceted manufacturing powerhouse- a dynamic packaging solutions provider to match the ever-changing market needs.



CHAIRMAN'S MESSAGE

Dear Share Holder,

Behind success of every company is "The Team". Relying upon one of the best professionals in the industry, we have a team who have dedicated all their lives to build PG Foils. Firstly, I would really like to thank all of them. With over 31 years of experience in the industry, we hold significantly a healthy reputation all over the Pharmaceutical Industry, by means of our ethical approach towards business. We focus on understanding needs of the customers & accordingly offer solutions for their packaging needs. Our ethical business approach towards the customers & market has allowed us to develop a strong name all over the country, which gives us an advantage over others & satisfies all our business associated family.

With a vision to become the World's largest Pharma Packaging Company, we at PG Foils are on the job to offer our customers finest of quality, products & services. Our experience starts from Marking & Coding to Blister Packaging machines to materials, we understand the requirements of our customers & offer finest solution to them with the best of our knowledge, belief & commitment. We are on the verge of expansion & are looking for strategic alliances with other companies to develop new products, businesses & markets, so as to offer finest solutions to the industry. Once again I would like to thank you very much to all our associates for their support for building PG Foils & we look forward for the same support for future.

Sincerely,

Pankaj P Shah
Chairman



“An ardent champion of ethical trade philosophy, Shah has always kept his customers at the top of the business value system and coined a mechanism to not only receive any grievance or complaint from that they are resolved in 24 hours anyhow. Shah also devised a custom of senior officials visiting the customers, big or small, on an annual basis”



*** PANKAJ P SHAH AND SAHIL P SHAH WITH THE PG FOILS TEAM

PILLERS OF THE COMPANY



I have been associated with the company for 36 years. It is absolutely a family atmosphere here and the MD is like a brother not a boss.

MR Jain,
Executive Director,
Operations



Having worked here for 35 years I have realized that we have all got amazing support by the MD towards all the employees. We have never felt like an employee here.

Suresh Jain, General
Manager, Production
and Planning



A lot of importance is given to the employees here. I feel like this is my own company and word hard towards my work.

PK Mewara,
Head, Sales and
Marketing



The MD's guidance, support and understanding makes us believe that everything is achievable. This company has done wonders solely due to a positive

SR Jain, General
Manager - Production



The trust of the MD on us employees here is incredible. Working with him is like working with an elder brother.

Naveen Jain,
Chief Financial
Officer



There is always a friendly working and learning atmosphere here and an excellent understanding of the MD with the staff.

Ajit Singh,
Manager, Quality Control



The behaviour of the management with the employees is excellent and inspiring. We are considered partners instead of employees.

Arvind Sharma,
Manager, Rolling



The employees at PG foils are given full liberty. Their capabilities are trusted upon and they are readily heard.

Ashok Singh,
Manager, HR



The facilities provided by the MD and owner here are marvelous. We get all the assistance and guidance from him.

HM Jain,
Manager, Finance



Consciousness and desperation of MD for quality is tremendous. He is always open to suggestions and opinions.

Gautam Jain,
Manager,
Import-Export



An equal and unbiased importance is given to all the employees irrespective of their position. MD is a fatherly figure for all.

Bharat Singh,
Executive,
Marketing



The atmosphere here is so amicable that one cannot ever think of leaving the company. All needs are taken care of.

Roop Singh Charan,
Sales and Marketing



It is the support of the MD to individual employees and culture of direct access to him by one and all and one has kept us intact as a family.

Ajay Mishra,
Purchase Officer



Our company has a great reputation in the market. The MD is very caring and always encourages a discussion on issues.

Rajesh Singh,
Manager, Operations

BOARD OF DIRECTOR

Shri Pankaj P Shah	Managing Director
Shri Sahil P Shah	Whole Time Director
Shri Vimal Dhadda	Independent Director
Shri Udhan Kumar Chordia	Independent Director
Shri Arun Mohan Lal Joshi	Independent Director
Shri Narendra Kumar Ambalal Porwal	Independent Director
Mrs. Sakshi S Shah	Woman Director

COMPANY SECRETARY

Mr. Arpit Lodha (upto 20.10.2018)
Miss Bhawana Songara (from 13.08.2019)

STATUTORY AUDITOR

M/s Sharma Ashok Kumar & Associates, Chartered Accountants, Pali

SECRETARIAL AUDITOR

M/s M Sancheti & Associates, Company Secretaries, Jaipur

COST AUDITOR

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

BANKERS

IDBI Bank Ltd / State Bank of India / Axis Bank Ltd / HDFC Bank Ltd.

CIN

L27203GJ1979PLC008050

REGISTRAR & SHARE TRANSFER AGENT

M/s. Big Share Services Pvt. Ltd, A-802 Samudra Complex, Near Klassic Gold Hotel,
Girish Cold Drink off C G Road, Ahmedabad – 380 009
Tel.: 079-40024135 • Mobile: 09971542155
Email: bssahd@bigshareonline.com

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

MUMBAI	:	80, Neelam Building, 1st Floor, E Road, Marine Drive, Mumbai – 400 002 Tel.: - 022-32428026, 32188889, 22813448 Fax: - 022-22813502 Mobile: - 09702031458, e-mail: - hemant@pgfoils.in, mumbaisales@pgfoils.in
CHENNAI	:	22/1, "Kamala" Pycroft Garden Road, Nungambakkam, Chennai – 600 034 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 Mobile: - 093282-73642, e-mail: - pgf_ahm@pgfoils.in
DELHI	:	3058/3063, 1st Floor, D. B. Gupta Road, Pahar Ganj, Delhi-110 055 Tel.: - 011-23581034 Mobile: - 093501-72886, 093111-20685 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: - 099892-35735 e-mail: - pgflhyd@pgfoils.in
JAIPUR	:	Mayur Apartment, Flat No. T-3&4, 40-41, Mahampura, Raj Bhawan Road, Civil Line, Jaipur Mobile No.9414405083
KOLKATA	:	KAMALALAYA CENTRE, 2ND FLOOR, ROOM NO. 213, 156A, LENIN SARANI, KOLKATA-700013, Mobile 93320-06400 e-mail: - sanjay@pgfoils.in

NOTICE is hereby given that the 40th Annual General Meeting of the Members of P G Foils Limited will be held on **Friday, 27th day of September 2019, at 11:00 A.M. at The Orient Club, Kavi Nhanal Marg, Ellisbridge, Ahmedabad - 380 006** to transact the following business:-

ORDINARY BUSINESS

- To receive, consider and adopt the Audited financial statements for the financial year ended March 31, 2019 and the reports of the Directors and Auditors thereon.
- To appoint a Director in place of Mr. Sahil P Shah (DIN: 01603118), who retires by rotation and being eligible, offer himself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Sahil P Shah (DIN: 01603118), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.
- Appointment of Statutory Auditor**
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 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) M/S Sharma Ashok Kumar & Associates, Chartered Accountants, Pali (Firms Registration No. 005848C), be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of five years (for second consecutive term), from the conclusion of the 40th Annual General Meeting to be held in the year 2019 till the conclusion of the 45th Annual General Meeting of the Company to be held in the year 2024 on such remuneration as may be fixed by the Board of Directors in consultation with the Auditors."
"RESOLVED FURTHER THAT the Board of Directors be and is hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

SPECIAL BUSINESS

- To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2020 and in this regard to consider and if thought fit, to pass the following resolution, which will be proposed as an Ordinary Resolution:**
"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, 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), the remuneration not exceeding ` 25,000/- per annum (Rupees Twenty Five Thousand only) plus taxes, as applicable and inclusive of reimbursement of actual travel and out-of-pocket expenses for the financial year ending 31st March, 2020 to be paid to M/s Rajesh & Company, Cost Accountants, appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company, be and is hereby ratified and confirmed.
RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."
- 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 164, 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactment thereof, consent of the members of the company be and is hereby accorded to the re-appointment of Mr. Pankaj Raj Shah (DIN 00160558) as Managing Director of the company designated as "Executive Director" made in conformity with applicable provisions of the Companies Act, 2013, for a further period of five years with effect from 17.01.2019 on the basis of remuneration, terms and condition set out in draft agreement to be entered into by the company with him, which is hereby specifically sanctioned and approved.
- To re-appoint Mr. Vimal Chand Dhadda (DIN: 00937400) as an Independent Director and in this regard to consider and if thought fit, to pass the following resolution, which will be proposed as a Ordinary Resolution:**
"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the

Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification or re-enactment thereof), Mr. Vimal Chand Dhadda (DIN: 00937400), an Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the second term of 5 (five) consecutive years, from the date of this Annual General Meeting until 27th September, 2024."

- To re-appoint Mr. Udhav Kumar Chordia (DIN: 03334633) as an Independent Director and in this regard to consider and if thought fit, to pass the following resolution, which will be proposed as a Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification or re-enactment thereof), Mr. Udhav Kumar Chordia (DIN: 03334633), an Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the second term of 5 (five) consecutive years, from the date of this Annual General Meeting until 27th September, 2024."

- Withdrawal of process of previous two preferential allotment resolutions of Equity Shares of the Company which are incomplete, to pass the following resolution, which will be proposed as a Special Resolution:**

"RESOLVED THAT resolution passed on 28.06.2018 and 28.09.2018 for approval of issue of equity shares to promoter / promoter group & non-promoter group of the company on preferential basis for which process has been made and no amount has been received, be and hereby withdraw and nullified the effect of the both said resolutions.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

Pipalia Kalan,
August 13, 2019

By Order of the Board
P G Foils limited

Registered Office:
6, Neptune Tower, Ashram Road
Ahmedabad, Gujarat
CIN: L27203GJ1979PLC008050
Website: www.pgfoils.in
E-mail: pgfoils@pgfoils.in;
Tel.:- 079-26587606, 26584187

Sd/-
Pankaj Raj Shah
Chairman & Managing Director
DIN: 00160558

NOTES:

- A MEMBER ENTITLED TO ATTEND, AND VOTE IS NTITLED TO APPOINT APROXY TO ATTEND AND VOTE INSTEAD OFHIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective shall be deposited at the Corporate Office of the Company by not less than 48 hours before the commencement of the Meeting.
- Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in 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 single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.
- The Explanatory Statement setting out material facts, pursuant to section 102 of the Companies Act, 2013, in respect of the special businesses under item nos. 3 to 11 of the accompanying Notice is annexed hereto.

4. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a duly certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 21, 2019 to Friday, September 27, 2019 (both days inclusive).
6. All documents referred to in the Notice will be available for inspection at the Company's Registered office during normal business hours on all working days up to the date of the AGM.
7. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Bigshare Services Pvt. Ltd ("Bigshare") to provide efficient and better services.
8. 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 are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Bigshare.
9. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or RTA for assistance in this regard. Pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 dated 8th June 2018 the shareholders holding shares in physical form, in their own interest, are hereby requested to take necessary steps to dematerialize their shares as soon as possible to avoid any inconvenience in future for transferring those shares
10. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
11. Additional Information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of the directors seeking appointment/re-appointment at the AGM, is furnished as annexure to the Notice.
12. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company/Depository participants for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID Numbers for identification.
13. Members desiring any information relating to the accounts/ reports are requested to write to the Company well in advance so as to enable the management to keep the information ready.
14. Electronic copy of the Annual Report for FY 2018-19 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(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 copies of the Annual Report for FY 2018-19 are being sent in the permitted mode. Members are requested to support Green initiative by registering/updating their e-mail addresses with the Depository participant (in case of shares in dematerialized form) or with Bigshare Services Private Limited (in case of Shares held in physical form).
15. Electronic copy of the Notice of the 40th AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participants 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 copies of the Notice of the 40th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
16. Members may also note that the Notice of 40th AGM and Annual Report 2018-19 will also be available on the Company's website www.pgfoils.in for their download and also on the website of Central Depository Services

(India) Ltd viz. www.evotingindia.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's email id: pgfoils@pgfoils.in.

17. The cut-off date for the purpose of remote e-voting and voting at the AGM shall be Friday, September 20, 2019. Please note that members can opt for only one mode of voting i.e., either by voting at the meeting or e-voting. If Members opt for e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting may also attend the Meeting and participate in the Meeting but shall not be entitled to cast their vote again.
18. A route map showing directions to reach the venue of the 40th AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meetings".
19. The Company has made arrangements for casting votes by its Equity Shareholders by remote e-voting process in accordance with Rule 20 of the Companies (Management and Administration) Rules, 2014. The Company has made arrangements with Central Depository Services (India) Limited (CDSL) for facilitating remote e-voting process.

20. VOTING THROUGH ELECTRONIC MEANS:

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 40th AGM. The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).

The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 40th AGM. The members attending the AGM, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the AGM. The members who have already cast their vote through remote e-voting may attend the AGM but shall not be entitled to cast their vote again at the AGM.

The Company has appointed Mr. Manish Sancheti, Practicing Company Secretary as the Scrutinizer for conducting the remote e-voting and the E-voting process at the AGM in a fair and transparent manner.

The instruction to members for voting electronically are as under:

- I. The voting period begins on Monday, September 23, 2019 at 09.00 a.m. and ends on Thursday, September 26, 2019 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, September 20, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- III. The shareholders should log on to the e-voting website www.evotingindia.com.
- IV. Click on Shareholders.
- V. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- VI. Next enter the Image Verification as displayed and Click on Login.
- VII. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- VIII. If you are a first-time user follow the steps given below: