



PG ELECTROPLAST LIMITED

CIN-L32109DL2003PLC119416

Corporate Office :

P-4/2, 4/3, 4/4, 4/5, 4/6, Site-B, UPSIDC Industrial Area, Surajpur
Greater Noida-201306, Distt. Gautam Budh Nagar (U.P.) India

Phones # 91-120-2569323, Fax # 91-120-2569131

E-mail # info@pgel.in Website # www.pgel.in

March 18, 2019

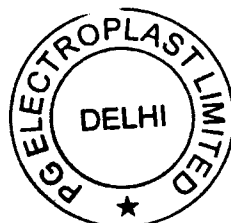
COMBINED RESULTS OF POSTAL BALLOT CONDUCTED FOR SPECIAL RESOLUTIONS DEEMED TO BE PASSED ON SUNDAY, MARCH 17, 2019 BY THE MEMBERS OF PG ELECTROPLAST LIMITED DECLARED ON MONDAY, MARCH 18, 2019 AT 04.15 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT DTJ-209, DLF TOWER-B, JASOLA, NEW DELHI - 110025.

[On the basis of Scrutinizers Report on Postal Ballot (physical and e-voting)]

Res. No.	DESCRIPTION OF BUSINESS SET OUT IN THE POSTAL BALLOT NOTICE DATED FEBRUARY 12, 2019	Votes in favor of the resolution (E-Voting & Physical Ballots)		Votes against the resolution (E-Voting & Physical Ballots)		Type of Resolution & Result
		No of Valid Vote cast	% of valid vote cast	No of Valid Vote cast	% of valid vote cast	
1	Issue of equity shares to the Promoters on preferential basis upon conversion of outstanding unsecured loan.	26,344	100	NIL	0	Special, Passed
2	Re-appointment and remuneration of Mr. Promod Gupta as Managing Director.	26,344	100	NIL	0	Special, Passed
3	Re-appointment and remuneration of Mr. Anurag Gupta as Whole-Time Director.	26,331	99.95	13	0.05	Special, Passed
4	Re-appointment and remuneration of Mr. Vishal Gupta as Whole-Time Director.	26,344	100	NIL	0	Special, Passed
5	Re-appointment and remuneration of Mr. Vikas Gupta as Whole-Time Director.	26,331	99.95	13	0.05	Special, Passed
6	Continuation of Directorship of Mr. Ayodhya Prasad Anand, Non-executive Independent Director aged above 75 years.	26,344	100	NIL	0	Special, Passed

For PG Electroplast Limited

**(Promod Gupta)
Chairman**



For PG Electroplast Limited

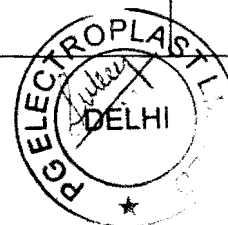
**(Sanchay Dubey)
Company Secretary**

■ **Registered Office**
DTJ-209, Second Floor
DLF Tower-B, Jasola
New Delhi-110025
Tele-Fax # 011-41421439

Company Name	PG ELECTROPLAST LIMITED
Date of Postal Ballot	17-03-2019
Total number of shareholders on record date	4617
No. of shareholders present in the meeting either in person or	
Promoters and Promoter Group:	NA
Public:	NA
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	NA
Public:	NA

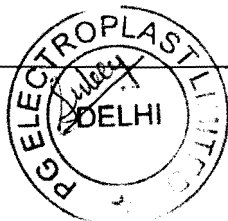
Resolution required: (Ordinary/ Special)	SPECIAL - Issue of equity shares to the Promoters on preferential basis upon conversion of outstanding unsecured loan.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10169332	0	0.0000	00	0	0.0000	0.0000
	Poll	10169332	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	10169332	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	1310835	0	0.0000	00	0	0.0000	0.0000
	Poll	1310835	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	1310835	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	4934165	23989	0.4862	23989	0	100.0000	0.0000
	Poll	4934165	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	4934165	2355	0.0477	2355	0	100.0000	0.0000
Total		16414332	26344	0.1605	26344	0	100.0000	0.0000

Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment and remuneration of Mr. Promod Gupta as Managing Director.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							



Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10169332	0	0.0000	00	0	0.0000	0.0000
	Poll	10169332	0	0.0000	00	0	0.0000	0.0000
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	Poll	1310835	0	0.0000	00	0	0.0000	0.0000
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	Poll	4934165	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	4934165	2355	0.0477	2355	0	100.0000	0.0000
	Total	16414332	26344	0.1605	26344	0	100.0000	0.0000

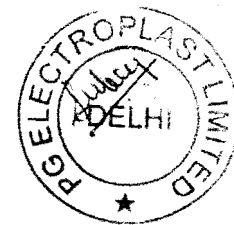
Resolution required: (Ordinary/ Special)		SPECIAL - Re-appointment and remuneration of Mr. Anurag Gupta as Whole-Time Director.							
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	10169332	0	0.0000	00	0	0.0000	0.0000	
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Public- Institutions	E-Voting	1310835	0	0.0000	00	0	0.0000	0.0000	
	Poll	1310835	0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)	1310835	0	0.0000	00	0	0.0000	0.0000	



Public- Non Institutions	E-Voting	4934165	23989	0.4862	23976	13	99.9458	0.0541
	Poll	4934165	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	4934165	2355	0.0477	2355	0	100.0000	0.0000
	Total	16414332	26344	0.1605	26331	13	99.9507	0.0493

Resolution required: (Ordinary/ Special)		SPECIAL - Re-appointment and remuneration of Mr. Vishal Gupta as Whole-Time Director.						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10169332	0	0.0000	00	0	0.0000	0.0000
	Poll	10169332	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	10169332	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	1310835	0	0.0000	00	0	0.0000	0.0000
	Poll	1310835	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	1310835	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	4934165	23989	0.4862	23989	0	100.0000	0.0000
	Poll	4934165	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	4934165	2355	0.0477	2355	0	100.0000	0.0000
Total		16414332	26344	0.1605	26344	0	100.0000	0.0000

Resolution required: (Ordinary/ Special)		SPECIAL - Re-appointment and remuneration of Mr. Vikas Gupta as Whole-Time Director.						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						



Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
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	Poll	1310835	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	1310835	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	4934165	23989	0.4862	23976	13	99.9458	0.0541
	Poll	4934165	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	4934165	2355	0.0477	2355	0	100.0000	0.0000
	Total	16414332	26344	0.1605	26331	13	99.9507	0.0493

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Resolution required: (Ordinary/ Special)		SPECIAL - Continuation of Directorship of Mr. Ayodhya Prasad Anand, Non-executive Independent Director aged above 75 years.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Promoter and Promoter Group	E-Voting	10169332	0	0.0000	00	0	0.0000	0.0000
	Poll	10169332	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	10169332	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	1310835	0	0.0000	00	0	0.0000	0.0000
	Poll	1310835	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	1310835	0	0.0000	00	0	0.0000	0.0000



Public- Non Institutions	E-Voting	4934165	23989	0.4862	23989	0	100.0000	0.0000
	Poll	4934165	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	4934165	2355	0.0477	2355	0	100.0000	0.0000
	Total	16414332	26344	0.1605	26344	0	100.0000	0.0000



Rahul K Tanmay & Associates,

Company Secretaries

S-193, Ground Floor, Street No -2, School Block, Shakarpur, New Delhi-110092

Mob: 9654143220; E mail: rahulksg@outlook.com

SCRUTINIZER'S REPORT

To,
The Chairman
PG ELECTROPLAST LIMITED
DTJ-209, 2nd Floor, DLF Tower B
Jasola, New Delhi-110025

Dear Sir,

Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management & Administration) Rules, 2014, provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, Secretarial Standard-2 on "General Meetings" issued by the Institute of the Company Secretaries of India ('SS-2') and approved by the Central Government and other applicable laws; I Rahul Kumar, Company Secretary in Whole-Time Practice (ACS No.32729 and CP No. 20656) of M/s Rahul K Tanmay & Associates, Company Secretaries, having office at S-193, Ground Floor, Street No -2, School Block, Shakarpur, New Delhi-110092 have been appointed as a Scrutinizer by the Board of Directors of PG Electroplast Limited in their meeting held on February 12, 2019 to conduct the Postal Ballot process in a fair and transparent manner in respect of the resolutions contained in the Postal Ballot notice dated February 12, 2019.

Responsibilities: -

The Management of the Company is responsible to ensure compliance with requirements of (i) the Companies Act, 2013 & Rules made thereunder, SS-2 and (ii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, relating to Extra-ordinary General Meeting through postal ballot.

My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and to make a Scrutinizer's report for the vote casts in "favour" or "against" on the resolutions proposed in Postal Ballot notice dated February 12, 2019.

My report is based on documents provided by the company, E-voting data provided by Karvy Fintech Pvt. Ltd., service provider of Electronic infrastructure for E-voting and postal ballots received by me till the time fixed for closing of voting process i.e. till 5 p.m. on March 17, 2019.

Report:

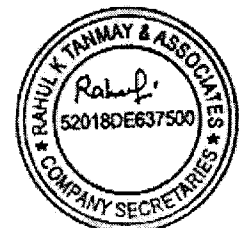
- 1) The Company completed dispatch of Postal Ballot Notice(s) and Postal Ballot form(s) on February 15, 2019 to its Members, whose names appeared in the Register of Members/Records of Depositories as on Friday, February 08, 2019 ('cut-off date') in the following manner:



- a) through e-mail to the Members whose e-mail Ids were registered with the Company/Depositories; and
- b) through courier, along with a self-addressed postage prepaid business reply envelope to the other Members (whose e-mail addresses were not registered with the Company/Depositories).

Notice of the postal ballot was also placed on website of the Company.

- 2) The Company had published an advertisement regarding dispatch of Postal Ballot form(s), notices etc. in English newspaper "Financial Express" (All editions) and in Hindi newspaper "Jansatta" (Delhi edition) on February 17, 2019.
- 3) The Company had provided optional Remote e-voting facility to enable shareholders to cast their votes by electronic means on the items mentioned in postal ballot notice; and to provide this facility, Company had appointed "Karvy Fintech Private Limited" as the agency for arrangement of remote e-voting platform.
- 4) Voting Rights was reckoned on the paid-up value of the shares registered in the name of the members as on February 8, 2019. The Members had been given option to exercise their vote either through Postal Ballot form(s) or through e-voting facility between time period Saturday, February 16, 2019 (10.00 a.m.) to Sunday, March 17, 2019 (5.00 p.m.).
- 5) The Postal Ballot forms in sealed envelope, received back from members, were kept under my custody before commencing the scrutiny of such postal ballot form. All postal ballot forms received up to 5 p.m. of Sunday, March 17, 2019 (closing time fixed to receive postal ballot) were considered for my scrutiny.
- 6) At the end of voting period, E votes were unblocked by me and All sealed envelope containing postal ballot form were opened by me in presence of two witnesses not in employment of the Company.
- 7) Requisite details in respect of Postal Ballot form(s) received and e-votes cast on or before 5:00 P.M. on Sunday, March 17, 2019 were verified with the Register of Members as on cut-off date maintained by the Registrar and Share Transfer Agent ('RTA') of the Company. No Member had exercised vote by both facilities. Signature of one shareholder who exercised vote through postal ballot, did not match with specimen signature available in record of Registrar & Share Transfer Agent of the Company, thus it was considered as invalid.



8) The result of scrutiny of the postal ballot voting including E-voting are as under:-

RESOLUTION 1: [Special Resolution]

Issue of equity shares to promoters on preferential basis upon conversion of outstanding unsecured loan:

(i) Voted in favour/against of the resolution:

Postal ballot voting	Voted in favour of the resolution:			Voted against the resolution:		
	Number of members	Number of votes cast by them	% of total number of valid votes cast	Number of members	Number of votes cast by them	% of total number of valid votes cast
Physical ballot	8	2,355		0	0	
E-voting	11	23,989		0	0	
Total	19	26,344	100	0	0	0

(ii) Invalid/abstained votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	Total number of members who voted in other resolutions but abstained from voting for this resolution	Total number of Abstained Vote
1	200	0	0

RESOLUTION 2: [Special Resolution]

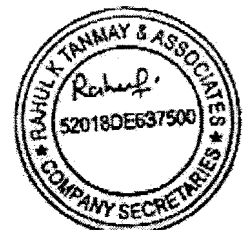
To re-appoint Mr. Promod Gupta as Managing Director of the Company

Voted in favour/against of the resolution:

Postal ballot voting	Voted in favour of the resolution:			Voted against the resolution:		
	Number of members	Number of votes cast by them	% of total number of valid votes cast	Number of members	Number of votes cast by them	% of total number of valid votes cast
Physical ballot	8	2,355		0	0	
E-voting	11	23,989		0	0	
Total	19	26,344	100	0	0	0

(i) Invalid/abstained votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	Total number of members who voted in other resolutions but abstained from voting for this resolution	Total number of Abstained Vote
1	200	0	0



RESOLUTION 3: [Special Resolution]**To re-appoint Mr. Anurag Gupta as Whole Time Director of the Company:**

(i) Voted in favour/against of the resolution:

Postal ballot voting	Voted in favour of the resolution:			Voted against the resolution:		
	Number of members	Number of votes cast by them	% of total number of valid votes cast	Number of members	Number of votes cast by them	% of total number of valid votes cast
Physical ballot	8	2,355		0	0	
E-voting	10	23,976		1	13	
Total	18	26,331	99.95	1	13	0.05

(ii) Invalid/abstained votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	Total number of members who voted in other resolutions but abstained from voting for this resolution	Total number of Abstained Vote
1	200	0	0

RESOLUTION 4: [Special Resolution]**To re-appoint Mr. Vishal Gupta as Whole Time Director of the Company:**

(i) Voted in favour/against of the resolution:

Postal ballot voting	Voted in favour of the resolution:			Voted against the resolution:		
	Number of members	Number of votes cast by them	% of total number of valid votes cast	Number of members	Number of votes cast by them	% of total number of valid votes cast
Physical ballot	8	2,355		0	0	
E-voting	10	23,989		0	0	
Total	18	26,344	100	0	0	0

(ii) Invalid/abstained votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	Total number of members who voted in other resolutions but abstained from voting for this resolution	Total number of Abstained Vote
1	200	0	0



RESOLUTION 5: [Special Resolution]**To re-appoint Mr. Vikas Gupta as Whole Time Director of the Company:**

(i) Voted in favour/against of the resolution:

Postal ballot voting	Voted in favour of the resolution:			Voted against the resolution:		
	Number of members	Number of votes cast by them	% of total number of valid votes cast	Number of members	Number of votes cast by them	% of total number of valid votes cast
Physical ballot	8	2,355		0	0	
E-voting	10	23,976		1	13	
Total	18	26,331	99.95	1	13	0.05

(ii) Invalid/abstained votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	Total number of members who voted in other resolutions but abstained from voting for this resolution	Total number of Abstained Vote
1	200	0	0

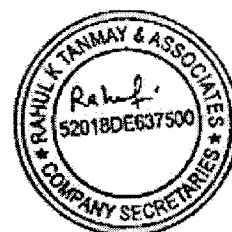
RESOLUTION 6: [Special Resolution]**Approval for continuation of directorship of Mr. Ayodhya Prasad Anand Non-executive Independent Director (DIN- 06808974) aged above 75 years:**

(i) Voted in favour/against of the resolution:

Postal ballot voting	Voted in favour of the resolution:			Voted against the resolution:		
	Number of members	Number of votes cast by them	% of total number of valid votes cast	Number of members	Number of votes cast by them	% of total number of valid votes cast
Physical ballot	8	2,355		0	0	
E-voting	11	23,989		0	0	
Total	19	26,344	100	0	0	0

(ii) Invalid/abstained votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	Total number of members who voted in other resolutions but abstained from voting for this resolution	Total number of Abstained Vote
1	200	0	0



9) All the resolutions have secured requisite votes for special resolution, The Company may accordingly declare the result.

10) The ballot registers and all other papers relating to voting in this Extra-ordinary General meeting through postal ballot shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter, I shall hand over the register and other papers to the company.

Thanking you,

Yours faithfully,

For Rahul K Tanmay & Associates

Place: Delhi
Date: 18/03/2019



Rahul Kumar

Rahul Kumar
Company Secretary in Practice
M. No.-A32729
COP-20656

Countersigned by
For PG Electroplast

Sanchay Dubey
Company Secretary

Sanchay Dubey
Company Secretary
Authorised person by chairman of
PG Electroplast Limited