



# 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

**May 21, 2019**

To,  
The Manager (Listing)  
**BSE Limited,**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001

To,  
The Manager (Listing)  
**National Stock Exchange of India Limited,**  
Exchange Plaza,  
Bandra Kurla Complex,  
Bandra (East),  
Mumbai - 400 051

Scrip Code: 533581

Scrip Symbol: PGEL

**Sub: Submission of Annual Secretarial Compliance Report for the Year  
ended March 31, 2019**

Dear Sir,  
Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circular No. CIR/CFD/CMD1/27/2019 dated February 08 2019, please find attached Annual Secretarial Compliance Report for the Year ended March 31, 2019 issued by M/s Rahul K Tanmay & Associates, Practicing Company Secretaries.

This is for your information and record please.

Thanking you,

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

# Rahul K Tanmay & Associates,

*Company Secretaries*

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

Mob: 9654143220; Email: [rahulksg@outlook.com](mailto:rahulksg@outlook.com) / [rk@csrahul.com](mailto:rk@csrahul.com)

## SECRETARIAL COMPLIANCE REPORT OF PG ELECTROPLAST LIMITED FOR THE YEAR ENDED MARCH 31, 2019

We, Rahul K Tanmay & Associates, Company Secretaries, have examined:

- all the documents and records made available to us and explanation provided by PG Electroplast Limited (“the listed entity”),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2019 (“Review Period”) in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations 2018 (The Company has not made any buy back of shares or other specified securities during review period);
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (The Company has not issued any debt security);
- Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 (The Company has not issued any Preference Shares);
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



- I. Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003;
- J. Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

and circulars/ guidelines issued thereunder; and based on the above examination, we hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Disclosure of revision in credit rating pursuant to Reg. 30 of SEBI (Listing obligation & Disclosure Requirements) Regulation 2015	Disclosure of rating of Bank Loan facilities were not made within prescribe time.	The company has received the letter for credit rating from Agency on October 01, 2018. The Company has filed disclosure of said credit rating to NSE & BSE on May 06, 2019.
2	Constitution of Nomination & Remuneration Committee under Regulation 19 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Between May 25, 2018 to August 11, 2018, All the members of the Nomination & Remuneration Committee (NRC) were not Non-executive.	The Nomination and Remuneration Committee was reconstituted on August 11, 2018 in the meeting of Board of Directors. Now all the members are Non-Executive & Independent Director. (Refer Sr. No. 2 of para (c) of this report)

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	Adjudicating Officer of Securities & Exchange Board of India	Violation of the provisions of Regulations 57(1), 60(4)(a), 60(7)(a) of ICDR Regulations and Clauses 2(VII)(G),	In exercise of the powers conferred under Section 15-I (2) of the SEBI Act read with Rule 5 of the Adjudication Rules; Adjudicating Officer	The Company has filed an appeal to SAT against the order passed and matter is pending.



		2(VIII)(B)(5)(b) & (6) and 2(XVI)(B)(2) of Part A of Schedule VIII read with Regulation 57(2)(a) of SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009 in prospectus dated Sep. 14, 2011.	of SEBI vide <b>order dated August 02, 2017</b> imposed monetary penalty of Rs. One Crore on the company and Rs. One Crore on each of its four Promoter directors- Mr. Promod Gupta, Mr. Anurag Gupta, Mr. Vishal Gupta & Mr. Vikas Gupta for said violation.	
2	National Stock Exchange of India Limited	Non-compliance of <i>Regulation 19</i> SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Reason-All the members of the Nomination & Remuneration Committee (NRC) were not Non-executive between May 25, 2018 to August 11, 2018.”	In matter of Non-Compliance observed in CG Report submitted under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, NSE issued a Non-Compliance Letter on July 13, 2018.	The Nomination and Remuneration Committee was reconstituted on August 11, 2018 in the meeting of Board of Directors. Now all the members are Non-Executive & Independent Director. Before that <b>Company in its reply dated July 17/07/2018 submitted that</b> “Prior to 25/05/2018, Mr. Promod Gupta was member of the NRC Committee in capacity of Chairman of the Company. However, on 25/05/2018, Mr. Anurag Gupta was appointed as Chairman, thus because of this appointment Mr. Promod Gupta become ineligible to continue as member of the committee by operation of law. Further since full strength of Board was not present in meeting of 25/05/2018, Decision regarding reconstitution of NRC Committee could not be taken”.

For Rahul K Tanmay & Associates

*Rahul Kumar*



Place: *Delhi*  
Date: *15/05/2019*

Signature:  
Name of the Practicing  
Company Secretary: - Rahul Kumar  
ACS/ FCS No.: A32729  
C P No.: 20656