



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

June 30, 2020

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, 2020**

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, 2020 issued by M/s Puja Mishra & Co., Practicing Company Secretaries.

This is for your information and record please.

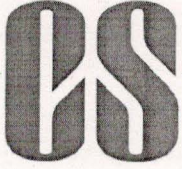
Thanking you,

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



PUJA MISHRA & CO.

COMPANY SECRETARIES

B-148, Ground Floor,
West Vinod Nagar, Near IP Extension,
New Delhi-110092.
M: 8373971083
Email:-espujamishra@gmail.com

SECRETARIAL COMPLIANCE REPORT OF PG ELECTROPLAST LIMITED FOR THE YEAR ENDED MARCH 31, 2020

We, Puja Mishra & Co., Company Secretaries, have examined:

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

for the year ended March 31, 2020 ("Review Period") in respect of compliance with the provisions of:

- 1) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- 2) 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: -

- A. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- B. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- C. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- D. 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);
- E. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- F. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (The Company has not issued any debt security);
- G. 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);
- H. 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	Para C (10)(i) of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by the Company. The following disclosures shall be made in the section on the corporate governance of the annual report - Certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.	Concerned certificate was not there in the section on the corporate governance of the annual report for FY 2018-2019.	The Company has published this certificate vide announcement under regulation 30 of the Listing Regulation on March 21, 2020 at website of NSE and BSE. Further none of directors had been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority during that reporting period.

(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 (AO) of Securities & Exchange Board of India	Non-disclosure of certain material information in the offer documents in prospectus dated Sep. 14, 2011 and Diversion of IPO proceeds and other funds.	Adjudicating Officer of SEBI vide order dated August 02, 2017 imposed monetary penalty of Rs. One Crore on the company and Rs. 1 Crore on each of its four Promoter directors- Mr. Promod	Vide an order dated August 02 2019, Hon'ble SAT has allowed the appeal against the said order and set aside the penalty imposed on the Company and its directors in line of its previous order dated August 30, 2016. As far as charge of non-disclosure is concerned, Tribunal found that it



			<p>Gupta, Mr. Anurag Gupta, Mr. Vishal Gupta & Mr. Vikas Gupta.</p>	<p>cannot be said that there was complete nondisclosure of material information in the prospectus.</p> <p>Tribunal further found that Insofar as the second charge of diversion of IPO proceeds is concerned the Tribunal in its earlier order held that the charge of violating PFUTP Regulations was not established by any cogent reasoning or convincing evidence.</p>
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(d) The reporting of actions by the listed entity to comply with the observations made in previous reports does not arise during the Review Period. All the observations mention the compliance done within previous reporting period i.e. Year ended March 31, 2019 and nothing was pending to be complied during the Year ended March 31, 2020.

Place: Delhi
Date: 30/06/2020

UDIN: A042927B000400328

For Puja Mishra & Co.



Signature
Name of the
Company Secretary: - Puja Mishra
ACS/ FCS No.: A42927
C P No. : 17148