

# 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 fa resolution & Physica	(E-Voting		(E-Voting	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	О	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 DELHI MATA

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 th	e Promoters on pre	eferential basis upo	n conversion of ou	tstanding unsecure	d loan.	
Whether promoter/ promoter group are								
interested in the agenda/resolution?	Yes							
	7		20 00 00 00 00 00 00 00 00 00 00 00 00 0	E CONTRACTOR OF THE STATE OF TH	748 ( <u>* 1</u> 58 )		- 1-1-1 - 1-1-1 - 1-1-1	- 1455 1455 1455
	GT		er in the second of the	200		4.5	W. Aller	and Test
	7	E# 1550	ng Till.	% of Votes Polled	2000年 - 1000年	100 per 100 pe	% of Votes in	% of Votes
		The second secon	e	on outstanding			favour on votes	against on votes
		No. of shares	No. of votes	shares	No. of Votes - in	No. of Votes -	polled	polled
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting	10169332	O	0.0000		0	0.0000	0.0000
	Poll	10169332	0	0.0000	. 00	0	0.0000	0.0000
	Postal Ballot (if							
Promoter and Promoter Group	applicable)	10169332	O	0.0000	00	0	0.0000	0.0000
	E-Voting	1310835	C	0.0000	00	0	0.0000	0.0000
	Poll	1310835	O	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if						·	
Public- Institutions	applicable)	1310835	0	0.0000	00	0	0.0000	0.0000
	E-Voting	4934165	23989	0.4862	23989	0	100.0000	0.0000
	Poll	4934165	C	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if							
Public- Non Institutions	applicable)	4934165	2355	0.0477	2355	0	100.0000	0.0000
	Total	£ 16414332	26344	0.1605	26344	= 70	100.0000	0.0000

Resolution required: (Ordinary/ Special)	SPECIAL - Re-app	L - Re-appointment and remuneration of Mr. Promod Gupta as Managing Director.									
Whether promoter/ promoter group are											
interested in the agenda/resolution?	Yes	ROPLAG									
		(O) Well (									
		MUNDERHI 15T									

Category	Mode of Voting	2 2 2	No. of votes	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes –	favour on votes polled	% of Votes against on votes polled (7)=[(5)/(2)]*100
	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							
Promoter and Promoter Group	applicable)	10169332	0	0.0000	00	0	0.0000	0.0000
	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							
Public- Institutions	applicable)	1310835	0	0.0000	00	0	0.0000	0.0000
	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							
Public- Non Institutions	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-appo	intment and remur	neration of Mr. And	ırag Gupta as Whol	le-Time Director.	,		
Whether promoter/ promoter group are								
interested in the agenda/resolution?	Yes							`
	(60)	The state of the state of	100				<b>A</b>	
	100 E			7	1967	12.7		
	TO ARTHUR	4		% of Votes Polled		100 A	% of Votes in	% of Votes
	100 mm L 100 mm	Annual Congression	Standard P. S. Standard Standa	on outstanding	100		favour on votes	against on votes
	200 V	No. of shares	No. of votes	shares	No. of Votes – in	No. of Votes –	polled	polled
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	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							
Promoter and Promoter Group	applicable)	10169332	o	0.0000	00	0	0.0000	0.0000
	E-Voting	1310835	0	0.0000	00	0	0.0000	0.0000
	Poll	1310835	0	0.0000	00	0	0.0000	0.0000
OPIA	Postal Ballot (if						-	
Public-Institutions	applicable)	1310835	0	0.0000	00	0	0.0000	0.0000
C. Jack I	-							
田(Sperhi)								
(11)								

	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							
Public- Non Institutions	applicable)	4934165	2355	0.0477	2355	0	100.0000	0.0000
The state of the s	Fotal	16414332	26344	0.1605	26331	13	99.9507	0.0493

Resolution required: (Ordinary/ Special)	SPECIAL - Re-appo	ointment and remui	neration of Mr. Vis	hal Gupta as Whole	e-Time Director.			
Whether promoter/ promoter group are								
interested in the agenda/resolution?	Yes					~		
And the second s			T				(2)	
	- Alexander - Control - Co		4.20	and the second	Tale of the same o	457	and the second	
	200 mg 20	1 conference   1 conf		% of Votes Polled			% of Votes in	% of Votes
	12 Table 12			on outstanding	20 Test (1)	100 H	favour on votes	against on votes
		No. of shares	No. of votes	shares	No. of Votes – in	No. of Votes –	polled	polled
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	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							
Promoter and Promoter Group	applicable)	10169332	0	0.0000	00	0	0.0000	0.0000
	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							
Public- Institutions	applicable)	1310835	0	0.0000	00	О	0.0000	0.0000
	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							
Public- Non Institutions	applicable)	4934165	2355	0.0477	2355	0	100.0000	0.0000
Company Company	Total	<b>—16414332</b>	26344	0.1605	26344	0	100,0000	0.0000

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



Category	All transfers		No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes = in	No. of Votes –	favour on votes polled	% of Votes against on votes polled [7]=[(5)/(2)]*100
	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							
Promoter and Promoter Group	applicable)	10169332	0	0.0000	00	0	0.0000	0.0000
	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							
Public- Institutions	applicable)	1310835	0	0.0000	00	0	0.0000	0.0000
	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							
Public- Non Institutions	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 - Continu	ation of Directorshi	p of Mr. Ayodhya f	Prasad Anand, Non-	executive Independent	dent Director aged	above 75 years.	
Whether promoter/ promoter group are								
interested in the agenda/resolution?	No							
	2.12.12			1,000,000,000	4	(0) 100 (0) (0) (0) (0) (0) (0) (0) (0) (0) (	- 120 cm 1	-37-54 -37-54 -38-54
	grandan, aldeman	Acceptance	a 9	Company of the Company	400	11.400 10.000		
	and Tabletonia	- 100		% of Votes Polled	A ALL OF EXCENSES, ST.		% of Votes in	% of Votes
			<b>3</b>	on outstanding			favour on votes	against on votes
		No. of shares	No. of votes	shares	No. of Votes - in	No. of Votes -	polled	polled
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	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						, , , , , ,	
Promoter and Promoter Group	applicable)	10169332	o	0.0000	00	0	0.0000	0.0000
	E-Voting	1310835	0	0.0000	00	. 0	0.0000	0.0000
	Poll	1310835	0	0.0000	00	0	0.0000	0.0000
ROPLAGI	Postal Ballot (if							
Public- Institutions / G S	applicable)	1310835	o	0.0000	00	О	0.0000	0.0000
U DELHI ≥				•	*	•		h
[m](1)								
0 07								

	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							
Public- Non Institutions	applicable)	4934165	2355	0.0477	2355	0	100.0000	0.0000
A STATE OF THE STA	Total	16414332	26344	0.1605	26344	( a)	100,0000	0.0000



# Rahul K Tanmay & Associates,

## Company Eccretaries

S-193, Ground Floor, Street No.-2, School Block, Shakarpur, New Delhi-110092 Möb: 9654143220; Email: 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:

4	Voted in f	avour of the r	esolution:	Voted against the resolution:			
Postal ballot voting	Number of members	Number of votes cast by them			Number of votes cast by	% of total number of valid votes	
			votes cast		them	cast	
Physical ballot	8	2,355		0	0	<b>中間 かけがら、水、水の場がベー・・・・の</b> れが、、。、・・・、。・・・・・・・・・・・・・・・・・・・・・・・・・・・・・	
E-voting	11	23,989		0	0		
Total	19	26,344	100	0	0	0	

(ii) Invalid/abstained votes:

W. T.	vi i i gorinini.		1			200	0
	V.						this resolution Vote
d	eclared i	invalid		them			but abstained from voting for Abstained
W	hose	votes	were	votes	cast	by	who voted in other resolutions number of
T	otal nun	nber of m	embers	Total	numbe	r of	Total number of members Total
					,		

### **RESOLUTION 2: [Special Resolution]**

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

Voted in favour/against of the resolution:

voted u	r ravour/agains	r of the Legon	utiver.			
	Voted in far	our of the r	esolution:	Voted against the resolution:		
Postal ballot	Number of	Number of	% of total	Number of	Number	% of total
voting	members	votes cast	number of	members	of votes	number of
	erica especiales de la composition della composi	by them	valid		cast by	valid votes
			votes cast	S-PP-	them	cast
Physical ballot	8	2,355		0	0	we introduce with the conference in the conferen
E-voting	11	23,989		0	0	
Total	19	26,344	100	0	Ō	0
4	<u> </u>	Ł	L	<u> </u>	<u> </u>	Annual Company of the

(i) Invalid/abstained votes:

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



# 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:

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

(ii) Invalid/abstained votes:

	(ii) mirrorital capon	anica racco.		
	Total number of members	Total number of	Total number of members	Total
	whose votes were	votes cast by them	who voted in other resolutions	number of
	declared invalid		but abstained from voting for	Abstained
			this resolution	Vote
Ì	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:

Voted in fav Number of members	Number of		<b>.</b>	ainst the re	solution: % of total
		% of total	Number of	Number	% of total
HIGHIDGI 2		number of	mombore	of votes	number of
over decidents of the control of the	by them	valid	members	cast by	valid votes
		votes cast		them	cast
8	2,355	The state of the s	0	0	
10	23,989		0	0	,
18	26,344	100	0	0	0
inan	10	8 2,355 10 23,989	votes cast  8 2,355  10 23,989	votes cast  8 2,355 0  10 23,989 0	votes cast         them           8         2,355         0         0           10         23,989         0         0

(ii) Invalid/abstained votes:

(ii) miamid anaranie	a votes,		
Total number of members	Total number	Total number of members	Total
whose votes were declared	of votes cast	who voted in other resolutions	number of
invalid	by them	but abstained from voting for	Abstained
	- control properties	this resolution	Vote
	. 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:

	Voted in fav	our of the r	esolution:	Voted against the resolution:		
Postal ballot voting	Number of members	Number of votes cast by them			Number of votes cast by them	% of total number of valid votes cast
Physical ballot	8	2,355	E contile Alexin and Little Chinese Little Lawrence (Alexin Little Lawrence Little Little Lawrence Little	0	0	
E-voting	10	23,976		1	13	
Total	18	26,331	99.95	1	13	0.05

(ii) Invalid/abstained votes:

for a 27-lbds today and the second part of season and the second throughout throughout the second throughout t			,,,	200	this re	solution	····		Vote	
declared invalid	•				but at	stained f	mor	voting for	Abstaine	đ
whose votes	were	votes	cast by th	em	who v	oted in ot	ner i	esolutions	number	of
Total number of	members	Total	number	of	Total	number	of	members	Total	

### 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:

45770000	Voted in fav	our of the r	esolution:	Voted against the resolution:		
Postal ballot voting	Number of members		% 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	- k	0	0	N. 1
E-voting	11	23,989		0	0	
Total	19	26,344	100	0	0	0

(ii) Invalid/abstained votes:

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



- 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.

WAY & A

Thanking you, Yours faithfully,

For Rahul K Tanmay & Associates

Place: Delhi

Date: 18/03/2019

Rahul Kumasi

Rahul Kumar Company Secretary in Practice

M. No.-A32729 COP-20656

For PG Electropides

Company Secretary

Authorised person by chairman of PG Electroplast Limited