



SCRUTINIZER'S REPORT

[Pursuant to Section 108 & 110 of the Companies Act, 2013 and the Companies (Management & Administration) Rules, 2014]

To,
The Chairman
PG ELECTROPLAST LIMITED
DTJ-209, 2nd Floor, DLF Tower B-Jasola, Plot 11
Non Hierarchical Commercial Centre, Jasola
New Delhi-110025

Dear Sir,

I, Vishal Rai, Company Secretary in Whole-Time Practice (FCS No.6238, CP No. 6452), Partner RSJ Associates, having office at 2/11B, Basement, Jangpura-A, New Delhi-110014, was duly appointed as a Scrutinizer by PG Electroplast Limited for the purpose of scrutinizing the voting through Ballot Form and e-voting at the 14th Annual General Meeting pursuant to Section 108 & 110 of the Companies Act, 2013, read with Rule 20 & 22 of the Companies (Management & Administration) Rules, 2014 as amended from time to time and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with the Stock Exchanges.

1. The Management of the Company is responsible to ensure compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through E-voting and ballot form at the Annual General Meeting venue for the resolutions proposed in the Notice of 14th Annual General Meeting of the members of the Company dated 21st September, 2016. My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's report for the votes casts in "favour" or "against" on the resolutions proposed in the Notice of the 14th Annual General Meeting of the Company, based on the report provided by Karvy Computershare Pvt. Ltd, the agency engaged by the Company to provide e-voting facility for voting through electronic means.
2. In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the e-voting was kept

VALUING TRUST



open for four days from 17th September, 2016 (09.00 A.M. IST) till 20th September, 2016 (5.00 P.M. IST) and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolution on the e-voting platform.

3. The members holding equity shares as on the “cut-off date” i.e. 16th September, 2016 were entitled to vote on the resolutions proposed in the Notice calling 14th Annual General Meeting.
4. The Ballot register was prepared to record equity shareholder’s Assent or Dissent received mentioning the particulars of name, address, folio number or client id of the shareholders, number of share held by them, nominal value of such shares, whether the shares have differential voting rights, if any, details of ballot forms which are invalid.
5. The Ballot forms received were scrutinized and reconciled with the records maintained by Registrar and Share Transfer Agent (RTA). The Ballot forms which were incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over written, wrongly signed have been rejected and treated as invalid.
6. At the end of the voting period on 20th September, 2016 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.
7. The votes casts were unblocked on 21th September, 2016, in presence of Ms. Akansha Tejpal and Ms. Meenu Manocha who acted as witnesses as prescribed under sub-rule 3(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.
8. Thereafter the details containing inter alia, the list of the members, who voted “for” or “against” on each of the resolution that were put to vote, were derived from the ballot forms as received and the report generated from the e-voting website of Karvy Computershare Pvt. Ltd i.e. <https://evoting.karvy.com> and based on such reports,
15 members have cast their votes through remote e-voting.

13 members have cast their votes through Ballot Form. However one of the vote cast was declared invalid as it doesn’t contains the Registered Folio No.



Note: Vote Cast through 1 Ballot paper doesn't contains the Registered folio no./DP ID No. /Client id No. hence was not in order and declared invalid.

The brief analysis of the results of the voting through E-voting and ballot form are as under:

ORDINARY BUSINESS:

Item No.1

Consideration and adoption of the audited financial statements of the Company for the financial year ended March 31, 2016, the report of the Board of Directors and Auditors thereon

Particulars	No. of votes contained in						Percentage
	Remote E-voting		Ballot Form		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	15	10669339	12	100570	27	10769909	100
Dissent	-	-	-	-	-	-	-
Total	15	10669339	12	100570	27	10769909	100
Abstain	-	-	-	-	-	-	-
Invalid	-	-	1	-	-	-	-

Item No.2

Re-appointment of Mr. Promod Gupta (DIN: 00181800) as a director, who retires by rotation

Particulars	No. of votes contained in						Percentage
	Remote E-voting		Ballot Form		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	7	7	12	100570	19	100577	100
Dissent	-	-	-	-	-	-	-
Total	7	7	12	100570	19	100577	100
Abstain	8	10669332	-	-	8	10669332	-
Invalid	-	-	1	-	-	-	-



Item No. 3

Re-appointment of Mr. Vikas Gupta (DIN: 00182241) as a director, who retires by rotation

Particulars	No. of votes contained in						Percentage
	Remote E-voting		Ballot Form		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	9	669217	12	100570	21	769787	100
Dissent	-	-	-	-	-	-	-
Total	9	669217	12	100570	21	769787	100
Abstain	6	10000122	-	-	6	10000122	-
Invalid	-	-	1	-	-	-	-

Item No. 4

Ratification of appointment of M/s. Chitresh Gupta & Associates, Chartered Accountants (Firm Registration No. 017079N) as Statutory Auditors of the Company

Particulars	No. of votes contained in						Percentage
	Remote E-voting		Ballot Form		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	15	10669339	12	100570	27	10769909	100
Dissent	-	-	-	-	-	-	-
Total	15	10669339	12	100570	27	10769909	100
Abstain	-	-	-	-	-	-	-
Invalid	-	-	1	-	-	-	-



SPECIAL BUSINESS:

Item No.5- Ordinary Resolution

Approval of remuneration of M/s Amit Singhal & Associates (Firm Registration No. 101073), cost auditors of the company for the financial year ending 31st March, 2016

Particulars	No. of votes contained in						Percentage
	Remote E-voting		Ballot Form		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	15	10669339	12	100570	27	10769909	100
Dissent	-	-	-	-	-	-	-
Total	15	10669339	12	100570	27	10769909	100
Abstain	-	-	-	-	-	-	-
Invalid	-	-	1	-	-	-	-

Item No.6- Special Resolution

Re-Appointment & Approval of Remuneration of Mr. Promod Gupta as Managing Director

Particulars	No. of votes contained in						Percentage
	Remote E-voting		Ballot Form		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	7	7	12	100570	19	100577	100
Dissent	-	-	-	-	-	-	-
Total	7	7	12	100570	19	100577	100
Abstain	8	10669332	-	-	8	10669332	-
Invalid	-	-	1	-	-	-	-



Item No.7- Special Resolution

Re-Appointment & Approval of Remuneration of Mr. Anurag Gupta as Whole Time Director

Particulars	No. of votes contained in						Percentage
	Remote E-voting		Ballot Form		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	9	112717	12	100570	21	213287	100
Dissent	-	-	-	-	-	-	-
Total	9	112717	12	100570	21	213287	100
Abstain	6	10556622	-	-	6	10556622	-
Invalid	-	-	1	-	-	-	-

Item No.8- Special Resolution

Re-Appointment & Approval of Remuneration of Mr. Vikas Gupta as Whole Time Director

Particulars	No. of votes contained in						Percentage
	Remote E-voting		Ballot Form		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	9	669217	12	100570	21	769787	100
Dissent	-	-	-	-	-	-	-
Total	9	669217	12	100570	21	769787	100
Abstain	6	10000122	-	-	6	10000122	-
Invalid	-	-	1	-	-	-	-



Item No.9- Special Resolution

Re-Appointment & Approval of Remuneration of Mr. Vishal Gupta as Whole Time Director

Particulars	No. of votes contained in						Percentage
	Remote E-voting		Ballot Form		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	9	673507	12	100570	21	774077	100
Dissent	-	-	-	-	-	-	-
Total	9	673507	12	100570	21	774077	100
Abstain	6	9995832	-	-	6	9995832	-
Invalid	-	-	1	-	-	-	-

9. Based on the foregoing, the resolution no. (s) 1 to 9 have been passed by requisite majority.

10. All the relevant records relating to e-voting and ballot paper is under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of AGM.

Thanking You,
Yours Sincerely,



Vishal Rai
Practicing Company Secretary
Membership No: F6238
COP No: 6452



Witness:

Signature:

Name: Akansha Tejpal

Signature:

Name: Meenu Manocha

Date: 22/09/2016