PG FOIIS Ltd. Pipalia Kalan, Distt. Pali, Pin: 306 307 Rajasthan, +91 9772981111,+91 9772982222,+91 9772983333 Fax: (02937) – 287150, E - mail: pgfoils@pgfoils.in www.pgfoils.in



Date: 02.10.2023

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400001

BSE Code: 526747 & Scrip ID: PGFOILQ

Dear Sir/ Madam,

Sub: 44th Annual General Meeting Voting Result and Scrutinizer Report of P G Foils Limited ('the Company")

Re: Regulation 44(3) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014

The Company's 44th Annual General Meeting ("AGM") was held on 29th September, 2023 at 11:30 AM (IST) through Video Conferencing / Other Audio Visual Means (OVAM) in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India. In terms of the provisions of the Act and the Rules made thereunder and provisions of Listing Regulations the Company had provided remote e-voting facility and facility at the AGM.

Mr. Manish Sancheti, Proprietor of M Sancheti & Associates, Company Secretaries was appointed as Scrutinizer to scrutinize the remote e-voting process and voting at the AGM.

All the resolutions as set out in the notice of the AGM have been duly approved by the shareholders with requisite majority.

In this regard please find enclosed herewith the following:

- 1. Report of the Scrutinizer dated 2nd October, 2023 (Annexure I)
- 2. Voting Results as required under Regulation 44(3) of the Listing Regulations (Annexure II)









You are requested to take the same on record and update your records accordingly.

Thanking you,

Yours faithfully,

For: PG FOILS LIMITED

Bhawana Songara (Company Secretary)







M Sancheti & Associates <u>Company Secretaries</u>

CONSOLIDATED SCRUTINIZER REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014 read with the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To The Chairman of 44th Annual General Meeting of the Members of **P G Foils Limited** 6 Neptune Tower Ashram Road Ahmedabad, Gujarat - 380009

Sub: - Consolidated Report of the Scrutinizer on Remote e-voting and e-voting facility provided to the shareholders during the Annual General Meeting (AGM) of P G Foils Limited held on Friday, September 29, 2023 at 11:30 A.M. through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM').

Dear Sir,

- 1. I, Manish Sancheti, Practicing Company Secretary & proprietor of M Sancheti & Associates, (Membership No. 7972, C.P. No. 8997) has been appointed as Scrutinizer by the Board of Directors of P G Foils Limited (the Company) pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended for the purpose of scrutinizing the process of voting through electronic means ("remote e-voting") and e-voting at the Annual general meeting in a fair and transparent manner on all the resolutions contained in the Notice dated August 29. 2023 ("Notice") issued by the Company in accordance with General Circular No. 14 / 2020, 17 / 2020, 20 / 2020, 2 / 2021, 19 / 2021, 21 / 2021, 2 / 2022 and 10/2022 dated 8 April 2020, 13 April 2020, 5 May 2020, 13 January 2021, 8 December 2021, 14 December 2021, 5 May 2022 and 28 December 2022 respectively issued by Ministry of Corporate affairs and in accordance with the Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13 May 2022 Circular No. SEBI/HO/ CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by the Securities and Exchange Board of India ("SEBI") commonly referred to as "MCA & SEBI CIRCULARS" for convening the Annual general meeting of its members through VC/OAVM on Friday, September 29, 2023 at 11:30 A.M.
- 2. The management of the Company is responsible to ensure compliance with the requirements of the Act, and Rules made thereunder, MCA circulars and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended relating to remote e-voting and e-voting at the AGM on the resolutions contained in the Notice of the Annual general meeting. Our responsibility as Scrutinizer is restricted to ensure that the voting is conducted in a fair and transparent manner, ascertaining requisite majority on the proposed resolutions and making a Scrutinizer's Report in respect of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the remote e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide remote e-voting facility and e-voting at the AGM.
- 3. Members who held Equity Share(s) of the Company as on the "cut-off date" i.e. Friday, 22nd September, 2023 were entitled to vote through e-voting process in relation to the Resolution specified in the Notice of the Annual general meeting ("Eligible Members"). Accordingly, the communication of assent or dissent of the Members had taken place through e-voting only.

- Eligible Members were entitled to cast their vote either through remote e-voting facility ("remote e-voting") provided by the Company or e-voting facility during the AGM. However, Members who have cast their vote by remote e-voting prior to the AGM were not entitled to cast their vote again.
- 5. The remote e-voting period commenced at 09:00 A.M. on Tuesday, September 26, 2023 and ended on Thursday, September 28, 2023 at 05:00 P.M.
- The remote e-voting facility was in operation during the Annual general meeting and till after 15 minutes 6. conclusion of Meeting and was used for voting only by the members attending the meeting and who have not exercised their right to vote through remote e-voting prior to the Annual general meeting.
- 7. All votes casted through remote e-voting up to 5:00 P.M. on Thursday, September 28, 2023 and the votes cast through e-voting facility at the AGM on Friday, September 29, 2023, were considered for scrutiny.
- The votes cast through remote e-voting and e-voting at the Annual general meeting were unblocked on 8. September 29, 2023 after 15 minutes of the conclusion of the Annual general meeting in the presence of two witnesses, Mr. K.S. Panwar and Ms. Taniya Sharma, who are not in the employment of the Company and they have signed below in confirmation of the same. Thereafter, the voting summary statement was downloaded from the CDSL e-voting system.

Kelponin Signature:

Name: Mr. K.S. Panwar

Signature: Trija Sharma

- The results of remote e-voting and e-voting at the Annual general meeting, are enclosed as Annexure A to 9. this Report.
- 10. Based on the above results of e-voting, all the resolutions contained in the Notice of the annual general meeting were carried out with the requisite majority.
- 11. The electronic data and all other relevant records relating to remote e-voting and voting at the Annual general meeting through, shall remain under our safe custody until the Chairman considers, approves and signs the minutes of the Annual general meeting and the same shall be handed over to the Company Secretary for safe keeping.

Thanking You,

Yours Faithfully

MANISH SANCHETI

Manish Sancheti M Sancheti & Associates FCS No.: 7972 CP No.: 8997 UDIN: F007972E001153160

Date: October 2, 2023 Place: Jaipur

For P G Foils Limited

PANKAJ Digitally signed by PANKAJ SHAH Date: 2023.10.02 SHAH 16:27:41 +05'30

Pankaj Raj Shah Managing Director DIN: 00160558 (Chairman of the Meeting)

Date: October 2, 2023 Place: Pipalia Kalan (Pali)

Annexure – A

Resolution 1: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2023 together with Report of the Directors and the Auditors thereon.;

(i) Voted in favour of the resolution:

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast	
Remote e-voting	285	63,77,804	99.99	
E-voting (at the AGM)	NIL	NIL	NIL	
Total votes in favour	285	63,77,804	99.99	

(ii) Voted against the resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote e-voting	2	751	0.01
E-voting (at the AGM)	NIL	NIL	NIL
Total votes in favour	2	751	0.01

(iii) Invalid votes:

Due to lack of authorisation

	Number of invalid votes cast by them
5	4,600

Resolution 2: Ordinary Resolution

To appoint a director in place of Mr. Pankaj P Shah (DIN: 00160558), who retires by rotation and being eligible, offers himself for re-appointment;

(i) Voted in favour of the resolution:

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast	
Remote e-voting	281	48,00,646	99.98	
E-voting (at the AGM)	NIL	NIL	NIL	
Total votes in favour	281	48,00,646	99.98	

(ii) Voted against the resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast	
Remote e-voting	3	851	0.02	
E-voting (at the AGM)	NIL	NIL	NIL	
Total votes in favour	3	851	0.02	

(iii) Invalid votes:

Due to lack of authorisation

and the second sec	Number of invalid votes cast by them
5	4,600

Resolution 3: Ordinary Resolution

To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2024;

(i) Voted in favour of the resolution:

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote e-voting	285	63,77,804	99.99
E-voting (at the AGM)	NIL	NIL	NIL
Total votes in favour	285	63,77,804	99.99

(ii) Voted against the resolution:

ode Number of members voted		Number of votes cast against the resolution	% of total number of valid votes cast		
Remote e-voting	2	751	0.01		
E-voting (at the AGM)	NIL	NIL	NIL		
Total votes in favour	2	751	0.01		

(iii) Invalid votes:

Due to lack of authorisation

Number of members whose votes were declared invalid	Number of invalid votes cast by them
5	4,600

Annexure-II

DISCLOSURE OF VOTING RESULTS OF 44th ANNUAL GENERAL MEETING OF PG FOILS LIMITED HELD ON 29th SEPTEMBER, 2023 AS PER REGUALTION 44 OF THE SEBI LISTING OBLIGATION AND DISCLOSURE REQUIREMENT REGULATIONS, 2015

Sr.	Particulars	Details
No.		
1	Date of AGM	29 th September, 2023
2	Total Number of Shareholders on record date	6728
3	No. of Shareholders present in the meeting either in	
	person or through proxy:	
	i. In Person	
	a. Promoters and promoter group	0
	b. Public	0
	ii. Through Proxy	0
	a. Promoters and promoter group	
	b. Public	
4	No. of Shareholders attended the meeting through	
	Video Conferencing:	
	i. Promoters and promoter group	7
	ii. Public	78
-		70
5.	No. Of Shareholders attended the meeting through E	
	Voting	
	i. Promoters and promoter group	9
	ii. Public	283

(Agenda Wise)

Item No.	Details of Agenda	Resolution Required (Ordinary / Special)	Mode of Voting: (Show of Hands / Poll / Postal Ballot / E- Voting)	Remarks
1	Adoption of the Audited Balance Sheet as on 31 st March, 2023 and statement of Profit & Loss Account for the year ended on that date and Reports of the Directors and Auditors thereon.	Ordinary	Remote E- Voting & E- Voting at the AGM	The resolution passed with requisite majority.
2	Re-appointment of Mr. Pankaj P Shah (DIN: 00160558) as Director retiring by rotation and being eligible offers himself for re-appointment.	Ordinary	Remote E- Voting & E- Voting at the AGM	The resolution passed with requisite majority.
3	Ratification of Remuneration of Cost Auditor of the Company for the Financial Year ending 31 st March, 2024	Ordinary	Remote E- Voting & E- Voting at the AGM	The resolution passed with requisite majority.

In Case Remote E- Voting & E-Voting at AGM :

Resolution: 1

Adoption of the Audited Balance Sheet as on 31^{st} March, 2023 and statement of Profit & Loss Account for the year ended on that date and Reports of the Directors and Auditors thereon: -

Promoter / Public	No. Of Shares held (1)	No. Of votes polled (2)	% of Votes Polled on outstand ing shares (3)= {(2)/(1)} *100	No. Of Votes in Favour (4)	No of Votes again st (5)	% of Votes in favour on votes polled (6)={(4) / (2)}*10 0	% of votes against on votes polled (7)={(5)/ (2)}*10 0
Promoter and Promoter Group	6013330	5907030	98.23 %	5907030	0	100%	0%
Public Institutio nal Holders	500	0	0.00%	0	0	0%	0%
Public – others	5781170	471525	8.15%	470774	751	99.84%	0.15%
Total	11795000	6378555	54.07%	6377804	751	99.99%	0.01%

The above resolution passed with requisite majority.

Resolution: 2

Re-appointment of Mr. Pankaj P Shah (DIN: 00160558) as Director retiring by rotation and being eligible offers himself for re-appointment.

-	N 06		o			o	
Promoter	No. Of	No. Of	% of	No. Of	No of	% of	% of
/ Public	Shares held	votes	Votes	Votes in	Votes	Votes in	votes
	(1)	polled (2)	Polled on	Favour	again	favour	against
			outstand	(4)	st	on votes	on
			ing		(5)	polled	votes
			shares		(0)	(6)={(4)	polled
			(3)=			(0)-((1)	(7)={(5
						/	
			$\{(2)/(1)\}$			(2)}*10)/
			*100			0	(2)}*10
							0
Promoter	6013330	4329972	72.00%	4329972	0	100%	0%
and	0013330	1527772	72.0070	1527772	U	10070	070
Promoter							
Group	-	2					0.07
Public	500	0	0.00%	0	0	0%	0%
Institutio							
nal							
Holders							
Public –	5781170	471525	8.15%	470672	851	99.81%	0.18%
others							
Total	11795000	4801497	40.70%	4800646	851	99.98%	0.01%
1							<u> </u>

The above resolution passed with requisite majority.

Resolution: 3

Ratification of Remuneration of Cost Auditor of the Company for the Financial Year Ended 31^{st} March, 2024: -

Promoter / Public	No. Of Shares held (1)	No. Of votes polled (2)	% of Votes Polled on outstand ing shares (3)= {(2)/(1)} *100	No. Of Votes in Favour (4)	No of Votes again st (5)	% of Votes in favour on votes polled (6)={(4) / (2)}*10 0	% of votes against on votes polled (7)={(5)/ (2)}*10 0
Promoter and Promoter Group	6013330	5907030	98.23 %	5907030	0	100%	0%
Public Institutio nal Holders	500	0	0.00%	0	0	0%	0%
Public – others	5781170	471525	8.15%	470774	751	99.84%	0.15%
Total	11795000	6378555	54.07%	6377804	751	99.99%	0.01%

The above resolution passed with requisite majority.

For: P G Foils Limited

Bhawana Songara (Company Secretary)

Date: 02.10.2023