



Date: 02.10.2023

## **BSE Limited**

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

**BSE Code: 526747 & Scrip ID: PGFOILQ**

Dear Sir/ Madam,

**Sub: 44<sup>th</sup> 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 44<sup>th</sup> Annual General Meeting ("AGM") was held on 29<sup>th</sup> 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 2<sup>nd</sup> October, 2023 (Annexure I)
2. Voting Results as required under Regulation 44(3) of the Listing Regulations (Annexure II)

# PG Foils Ltd.

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PREM GROUP



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)**



### 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  
 44<sup>th</sup> 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, 22<sup>nd</sup> 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.





## Annexure – A

### Resolution 1: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements for the year ended 31<sup>st</sup> 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
<b>Total votes in favour</b>	<b>285</b>	<b>63,77,804</b>	<b>99.99</b>

(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
<b>Total votes in favour</b>	<b>2</b>	<b>751</b>	<b>0.01</b>

(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

## 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
<b>Total votes in favour</b>	<b>281</b>	<b>48,00,646</b>	<b>99.98</b>

(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
<b>Total votes in favour</b>	<b>3</b>	<b>851</b>	<b>0.02</b>

(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

### Resolution 3: Ordinary Resolution

To ratify the remuneration of the Cost Auditors for the financial year ending 31<sup>st</sup> 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
<b>Total votes in favour</b>	<b>285</b>	<b>63,77,804</b>	<b>99.99</b>

(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
<b>Total votes in favour</b>	<b>2</b>	<b>751</b>	<b>0.01</b>

(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 44<sup>th</sup> ANNUAL GENERAL MEETING  
OF  
PG FOILS LIMITED  
HELD ON 29<sup>th</sup> SEPTEMBER, 2023  
AS PER REGUALTION 44 OF THE SEBI LISTING OBLIGATION AND  
DISCLOSURE REQUIREMENT REGULATIONS, 2015**

Sr. No.	Particulars	Details
1	Date of AGM	<b>29<sup>th</sup> September, 2023</b>
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 b. Public  ii. Through Proxy a. Promoters and promoter group b. Public	   0 0  0
4	No. of Shareholders attended the meeting through Video Conferencing:  i. Promoters and promoter group ii. Public	  7 78
5.	No. Of Shareholders attended the meeting through E Voting  i. Promoters and promoter group ii. Public	  9 283



**(Agenda Wise)**

<b>Item No.</b>	<b>Details of Agenda</b>	<b>Resolution Required (Ordinary / Special)</b>	<b>Mode of Voting: (Show of Hands / Poll / Postal Ballot / E-Voting)</b>	<b>Remarks</b>
1	Adoption of the Audited Balance Sheet as on 31 <sup>st</sup> 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 <sup>st</sup> 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<sup>st</sup> 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 outstanding shares (3) = $\frac{\{(2)\}}{\{(1)\}} * 100$	No. Of Votes in Favour (4)	No of Votes against (5)	% of Votes in favour on votes polled (6) = $\frac{\{(4)\}}{\{(2)\}} * 100$	% of votes against on votes polled (7) = $\frac{\{(5)\}}{\{(2)\}} * 100$
Promoter and Promoter Group	6013330	5907030	98.23 %	5907030	0	100%	0%
Public Institutional Holders	500	0	0.00%	0	0	0%	0%
Public - others	5781170	471525	8.15%	470774	751	99.84%	0.15%
<b>Total</b>	<b>11795000</b>	<b>6378555</b>	<b>54.07%</b>	<b>6377804</b>	<b>751</b>	<b>99.99%</b>	<b>0.01%</b>

**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.

Promoter / Public	No. Of Shares held (1)	No. Of votes polled (2)	% of Votes Polled on outstanding shares (3) = $\frac{(2)}{(1)} * 100$	No. Of Votes in Favour (4)	No of Votes against (5)	% of Votes in favour on votes polled (6) = $\frac{(4)}{(2)} * 100$	% of votes against on votes polled (7) = $\frac{(5)}{(2)} * 100$
Promoter and Promoter Group	6013330	4329972	72.00%	4329972	0	100%	0%
Public Institutional Holders	500	0	0.00%	0	0	0%	0%
Public – others	5781170	471525	8.15%	470672	851	99.81%	0.18%
<b>Total</b>	<b>11795000</b>	<b>4801497</b>	<b>40.70%</b>	<b>4800646</b>	<b>851</b>	<b>99.98%</b>	<b>0.01%</b>

**The above resolution passed with requisite majority.**

**Resolution: 3**

Ratification of Remuneration of Cost Auditor of the Company for the Financial Year Ended 31<sup>st</sup> March, 2024: -

Promoter / Public	No. Of Shares held (1)	No. Of votes polled (2)	% of Votes Polled on outstanding shares (3) = $\frac{\{(2)\}}{\{(1)\}} * 100$	No. Of Votes in Favour (4)	No of Votes against (5)	% of Votes in favour on votes polled (6) = $\frac{\{(4)\}}{\{(2)\}} * 100$	% of votes against on votes polled (7) = $\frac{\{(5)\}}{\{(2)\}} * 100$
Promoter and Promoter Group	6013330	5907030	98.23 %	5907030	0	100%	0%
Public Institutional Holders	500	0	0.00%	0	0	0%	0%
Public – others	5781170	471525	8.15%	470774	751	99.84%	0.15%
<b>Total</b>	<b>11795000</b>	<b>6378555</b>	<b>54.07%</b>	<b>6377804</b>	<b>751</b>	<b>99.99%</b>	<b>0.01%</b>

**The above resolution passed with requisite majority.**

**For: P G Foils Limited**

**Bhawana Songara  
(Company Secretary)**

**Date: 02.10.2023**