



Date: 21.02.2025

**BSE Limited**

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

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

Dear Sir/ Madam,

**Sub: Extra-Ordinary General Meeting Voting Result and Scrutinizer Report of P G Foils Limited (“the Company”)**

**Re: Regulation 44(3) & 30 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 Extra-Ordinary General Meeting (“EGM”) was held on 19<sup>th</sup> February, 2025 at 11:00 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 EGM.

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 EGM.

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

In this regard, please find enclosed herewith the following:

1. Voting Results as required under Regulation 44(3) of the Listing Regulations (Annexure I)
2. Report of the Scrutinizer dated 21<sup>st</sup> February, 2025 (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)**



## Annexure-I

DISCLOSURE OF VOTING RESULTS OF EXTRA-ORDINARY GENERAL  
MEETING OF  
PG FOILS LIMITED  
HELD ON 19<sup>th</sup> FEBRUARY, 2025  
AS PER REGUALTION 44 OF THE SEBI LISTING OBLIGATION AND  
DISCLOSURE REQUIREMENT REGULATIONS, 2015

Sr. No.	Particulars	Details
1	Date of EGM	<b>19<sup>th</sup> February, 2025</b>
2	Total Number of Shareholders on record date	8285
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 0
4	No. of Shareholders attended the meeting through Video Conferencing: i. Promoters and promoter group ii. Public	  2 42

# PG Foils Ltd.

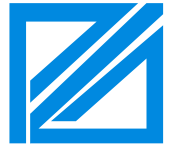
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PREM GROUP



## (Agenda Wise)

Item No.	Details of Agenda	Resolution Required (Ordinary / Special)	Mode of Voting: (Show of Hands / Poll / Postal Ballot / E-Voting)	Remarks
1	Increase the authorised capital of the company.	Special	Remote E-Voting & E-Voting at the AGM	The resolution passed with requisite majority.
2	Change the capital clause (alteration of memorandum of association).	Special	Remote E-Voting & E-Voting at the AGM	The resolution passed with requisite majority.
3	Issue of convertible warrants on a preferential basis to the members of promoters and Others.	Special	Remote E-Voting & E-Voting at the AGM	The resolution passed with requisite majority.



## Resolution: 1

Increase the authorised capital of the company.

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	6013439	5110977	84.992	5110977	0	100.0000	0.0000
Public Institutional Holders	0	0	0	0	0	0	0
Public – others	5781561	483507	8.3629	483506	1	99.9998	0.0002
<b>Total</b>	<b>5781561</b>	<b>483507</b>	<b>8.3629</b>	<b>483506</b>	<b>1</b>	<b>99.9998</b>	<b>0.0002</b>
<b>Total</b>	<b>11795000</b>	<b>5594484</b>	<b>47.4310</b>	<b>5594483</b>	<b>1</b>	<b>100.00</b>	<b>0.00</b>

The above resolution passed with requisite majority.

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	4200



## Resolution: 2

### Change the capital clause (alteration of memorandum of association).

Promoter / Public	No. Of Shares held (1)	No. Of votes polled (2)	% of Votes Polled on outstanding shares (3) = $\{(2)/(1)\} * 100$	No. Of Votes in Favour (4)	No of Votes against (5)	% of Votes in favour on votes polled (6) = $\{(4) / (2)\} * 100$	% of votes against on votes polled (7) = $\{(5) / (2)\} * 100$
Promoter and Promoter Group	6013439	5110977	84.9926	5110977	0	100.0000	0.0000
Public Institutional Holders	0	0	0	0	0	0	0
Public – others	5781561	483507	8.3629	483506	1	99.9998	0.0002
<b>Total</b>	<b>5781561</b>	<b>483507</b>	<b>8.3629</b>	<b>483506</b>	<b>1</b>	<b>99.9998</b>	<b>0.0002</b>
<b>Total</b>	<b>11795000</b>	<b>5594484</b>	<b>47.4310</b>	<b>5594483</b>	<b>1</b>	<b>100.00</b>	<b>0.00</b>

The above resolution passed with requisite majority.

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	4200



## Resolution: 3

### Issue of convertible warrants on a preferential basis to the members of promoters and Others.

Promoter / Public	No. Of Shares held (1)	No. Of votes polled (2)	% of Votes Polled on outstanding shares (3) = $\{(2)/(1)\} * 100$	No. Of Votes in Favour (4)	No of Votes against (5)	% of Votes in favour on votes polled (6) = $\{(4)/(2)\} * 100$	% of votes against on votes polled (7) = $\{(5)/(2)\} * 100$
Promoter and Promoter Group	6013439	4358972	72.4872	4358972	0	100.0000	0.0000
Public Institutional Holders	0	0	0	0	0	0	0
Public – others	5781561	483507	8.3629	483056	451	99.9067	0.0933
<b>Total</b>	<b>5781561</b>	<b>483507</b>	<b>8.3629</b>	<b>483056</b>	<b>451</b>	<b>99.9067</b>	<b>0.0933</b>
<b>Total</b>	<b>11795000</b>	<b>4842479</b>	<b>41.0554</b>	<b>4842028</b>	<b>451</b>	<b>99.9907</b>	<b>0.0933</b>

The above resolution passed with requisite majority.

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	4200



**CONSOLIDATED SCRUTINIZERS' REPORT**  
**[Pursuant to Section 108 of the Companies Act, 2013 Read with rule 20 of the Companies**  
**(Management and Administration) Rules, 2014]**

To  
The Chairman  
**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 Extraordinary General Meeting (EGM) of P G FOILS LIMITED held on Wednesday, February 19, 2025 at 11:00 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 for the purpose of scrutinizing the process of voting through electronic means ("remote e-voting") and e-voting at the EGM in a fair and transparent manner on all the resolutions contained in the Notice dated January 23, 2025 and addendum dated February 11, 2025 ("Notice") issued by the Company for convening the Extraordinary general meeting of its members through VC/OAVM on Wednesday, February 19, 2025 at 11:00 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 EGM on the resolutions contained in the Notice of the EGM. 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 EGM.
3. Since this EGM was held pursuant to the MCA and SEBI Circulars through VC or OAVM, physical attendance of Members had been dispensed with, the facility for appointment of proxies by the Members were also dispensed with.

4. The Shareholder of the Company holding Shares as on the "cut-off date" i.e. Wednesday 12<sup>th</sup> February, 2025 were entitled to vote on the proposed resolution as contained in the Notice of the EGM.
5. The remote e-voting period commenced at 09:00 A.M on Sunday, February 16, 2025 and ended on Tuesday, February 18, 2025 at 05:00 P.M.
6. Members attended the meeting through VC or OAVM had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act 2013.
7. The remote e-voting facility was in operation during the EGM and till after 15 minutes 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 EGM.
8. The votes cast through e-voting at the EGM were unblocked on February 19, 2025 after 15 minutes of the conclusion of the EGM. Thereafter, the voting summary statements were downloaded from the CDSL e-voting system.
9. The results of remote e-voting and e-voting at the EGM, are enclosed as Annexure - A to this Report.
10. Invalid votes are due to lack of authorization.
11. Based on the above results of e-voting, all the resolutions contained in the Notice of the EGM were carried out with the requisite majority.
12. The electronic data and all other relevant records relating to remote e-voting and voting at the EGM, shall remain under our safe custody until the Chairman considers, approves and signs the minutes of the EGM and the same shall be handed over to the Company Secretary for safe keeping.

Thanking You,  
Yours Faithfully

**MANISH**  
**SANCHETI**

Digitally signed by  
MANISH SANCHETI  
Date: 2025.02.21  
10:47:55 +05'30'

Manish Sancheti  
M Sancheti & Associates  
FCS No.: 7972  
CP No.: 8997  
UDIN: F007972F003977421  
Date: February 21, 2025  
Place: Jaipur

For P G FOILS LIMITED

BHAWANA  
Company Secretary  
Membership No.: A54416  
Authorised by Chairman of the Meeting  
Date: February 21, 2025  
Place: Pipalia Kalan, Pali



**Annexure – A**

**Resolution 1: Special Resolution**

**INCREASE THE AUTHORISED CAPITAL OF THE COMPANY.**

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
451	55,94,483	100

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	1	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
3	4,200

## Resolution 2: Special Resolution

### CHANGE THE CAPITAL CLAUSE (ALTERATION OF MEMORANDUM OF ASSOCIATION).

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
451	55,94,483	100

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	1	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
3	4,200

### Resolution 3: Special Resolution

#### ISSUE OF CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS TO THE MEMBERS OF PROMOTERS AND OTHERS.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
448	48,42,028	99.99

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	451	0.01

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
3	4,200