



Date: 01.10.2024

## BSE Limited

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

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

Dear Sir/ Madam,

**Sub: 45<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 45<sup>th</sup> Annual General Meeting ("AGM") was held on 27<sup>th</sup> September, 2024 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. Voting Results as required under Regulation 44(3) of the Listing Regulations (Annexure I)
2. Report of the Scrutinizer dated 29<sup>th</sup> September, 2024 (Annexure II)

# PG Foils Ltd.

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Fax: (02937) – 287150, E - mail: pgfoils@pgfoils.in  
www.pgfoils.in

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)**



**Annexure-I**

**DISCLOSURE OF VOTING RESULTS OF 45<sup>th</sup> ANNUAL GENERAL MEETING  
OF  
PG FOILS LIMITED  
HELD ON 27<sup>th</sup> SEPTEMBER, 2024  
AS PER REGUALTION 44 OF THE SEBI LISTING OBLIGATION AND  
DISCLOSURE REQUIREMENT REGULATIONS, 2015**

Sr. No.	Particulars	Details
1	Date of AGM	<b>27<sup>th</sup> September, 2024</b>
2	Total Number of Shareholders on record date	8173
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	  1 64
5.	No. Of Shareholders attended the meeting through E Voting  i. Promoters and promoter group ii. Public	  9 246

**(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	To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2024 together with Report of the Directors and the Auditors thereon.	Ordinary	Remote E-Voting & E-Voting at the AGM	The resolution passed with requisite majority.
2	To appoint a Non-Executive Director in place of Mrs. Sakshi Sahil Shah (DIN: 07129888), who retires by rotation and being eligible, offers herself 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, 2025.	Ordinary	Remote E-Voting & E-Voting at the AGM	The resolution passed with requisite majority.
4	Appointment of Mr. Sunil Kataria (DIN: 00092681), as a Non-Executive Independent Director.	Special	Remote E-Voting & E-Voting at the AGM	The resolution passed with requisite majority.
5	Appointment of M/s Gupta Akash & Associates, Chartered Accountants (Firm Registration No.: 013783C) as the Statutory Auditors of the Company.	Special	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**

To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2024 together with Report of the Directors and the 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	6013439	5907030	98.2305	5907030	0	100.0000	0.0000
Public Institutional Holders							
Public – others	5781561	463667	8.0198	462916	751	99.8380	0.1620
<b>Total</b>	5781561	463667	8.0198	462916	751	99.8380	0.1620
<b>Total</b>	11795000	6370697	54.0118	6369946	751	99.9882	0.0118

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

**Resolution: 2**

To appoint a Non-Executive Director in place of Mrs. Sakshi Sahil Shah (DIN: 07129888), who retires by rotation and being eligible, offers herself 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	6013439	4329972	72.0049	4329972	0	100.0000	0.0000
Public Institutional Holders							
Public – others	5781561	463627	8.0191	462876	751	99.8380	0.1620
<b>Total</b>	5781561	463627	8.0191	462876	751	99.8380	0.1620
<b>Total</b>	11795000	4793599	40.6409	4792848	751	99.9843	0.0157

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

### Resolution: 3

Ratification of Remuneration of Cost Auditor of the Company for the Financial Year ending 31<sup>st</sup> March, 2025.

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	5907030	98.2305	5907030	0	100.0000	0.0000
Public Institutional Holders							
Public – others	5781561	463667	8.0198	462916	751	99.8380	0.1620
<b>Total</b>	5781561	463667	8.0198	462916	751	99.8380	0.1620
<b>Total</b>	11795000	6370697	54.0118	6369946	751	99.9882	0.0118

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

**Resolution: 4**

Appointment of Mr. Sunil Kataria (DIN: 00092681), as a Non-Executive Independent Director.

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	5907030	98.2305	5907030	0	100.0000	0.0000
Public Institutional Holders							
Public – others	5781561	463627	8.0191	462876	751	99.8380	0.1620
<b>Total</b>	5781561	463627	8.0191	462876	751	99.8380	0.1620
<b>Total</b>	11795000	6370657	54.0115	6369906	751	99.9882	0.0118

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



**Resolution: 5**

Appointment of M/s Gupta Akash & Associates, Chartered Accountants, (Firm Registration No.: 013783C) as the Statutory Auditors 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	5907030	98.2305	5907030	0	100.0000	0.0000
Public Institutional Holders							
Public – others	5781561	463627	8.0191	462876	751	99.8380	0.1620
<b>Total</b>	5781561	463627	8.0191	462876	751	99.8380	0.1620
<b>Total</b>	11795000	6370657	54.0115	6369906	751	99.9882	0.0118

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

**For: P G Foils Limited**

**Bhawana Songara  
(Company Secretary)**

**Date: 01.10.2024**

**CONSOLIDATED SCRUTINIZERS' 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  
45<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 27, 2024 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, 2024 ("Notice") issued by the Company in accordance with General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 2/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021, 2/2022 dated May 5, 2022, 10/2022 dated, December 28, 2022 and 9/2023 dated September 25, 2023 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 27, 2024 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 45<sup>th</sup> 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. Since this AGM was held pursuant to the MCA and SEBI Circulars through VC or OAVM, physical attendance of Members had been dispensed with. Accordingly, in terms of the above-mentioned MCA and SEBI circulars, 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. Friday, September 20, 2024 were entitled to vote on the proposed resolution as contained in the Notice of the Annual general meeting.
5. The remote e-voting period commenced at 09:00 A.M on Tuesday, September 24, 2024 and ended on Thursday, September 26, 2024 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 Annual general meeting 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 Annual general meeting.
8. The votes cast through remote e-voting and e-voting at the Annual general meeting were unblocked on September 27, 2024 after 15 minutes of the conclusion of the Annual general meeting. Thereafter, the voting summary statements was downloaded from the CDSL e-voting system.
9. The results of remote e-voting and e-voting at the Annual general meeting, are enclosed as Annexure – A to 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**

Digitally signed by MANISH SANCHETI  
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2.5.4.20=328a04d4759746182469b1d0f0  
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c651be, postalCode=302015,  
st=Rajasthan,  
serialNumber=9d8767905b0888a09892  
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Date: 2024.09.29 10:28:02 +05'30'

Manish Sancheti  
M Sancheti & Associates  
FCS No.: 7972  
CP No.: 8997  
UDIN: F007972F001367220  
Date: September 29, 2024  
Place: Jaipur

For P G FOILS LIMITED

**BHAWA  
NA**

Digitally signed  
by BHAWANA  
Date: 2024.09.30  
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BHAWANA  
Company Secretary  
Membership No.: A54416  
Authorised by Chairman of the Meeting  
Date: 29.09.2024  
Place:Pali

**Annexure – A**

**Resolution 1: Ordinary Resolution**

**To receive, consider and adopt the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2024 together with Report of the Directors and the Auditors thereon.**

(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
253	63,69,946	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	751	0.01

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

## Resolution 2: Ordinary Resolution

To appoint a Non-Executive Director in place of Mrs. Sakshi Sahil Shah (DIN: 07129888), who retires by rotation and being eligible, offers herself for re-appointment.

(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
249	47,92,848	99.98

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	751	0.02

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

### Resolution 3: Ordinary Resolution

To ratify the remuneration of the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2025 and, in this regard, to consider and if thought fit, to pass the following resolution, which will be proposed as an Ordinary Resolution.

(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
253	63,69,946	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	751	0.01

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

**Resolution 4: Special Resolution**

**Appointment of Mr. Sunil Kataria (DIN: 00092681), as a Non-Executive Independent Director.**

(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
252	63,69,906	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	751	0.01

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



**Resolution 5: Special Resolution**

**Appointment of M/s Gupta Akash & Associates, Chartered Accountants, (Firm Registration No.: 013783C) as the Statutory Auditors 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
252	63,69,906	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	751	0.01

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL