



PG ELECTROPLAST LIMITED

Corporate Office :

P-4/2, 4/3, 4/4, 4/5, 4/6, Site-B, UPSIDC Industrial Area, Surajpur

Greater Noida-201306, Distt. Gautam Budh Nagar (U.P.) India

Phones # 91-120-2569323, 2569841, 2569842

Fax # 91-120-2569131 E-mail # info@pgel.in

Website # www.pgel.in

19.09.2013

To,
The Manager (Listing)
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

To,
The Manager (Listing)
National Stock Exchange of India Limited,
Exchange Plaza,
Bandra Kurla Complex,
Bandra (East),
Mumbai - 400 051

Dear Sir,

Sub: General Meeting through Postal Ballot

This is to inform that following businesses are placed before members of the Company for their approval by means of Postal ballot:

1. To approve alteration in main object clause of the Memorandum of Association of the Company by inserting a new clause as specified in the Notice of Postal Ballot.
2. To authorize Board of Directors to sale land and building of Unit II of the Company situated at Roorkee, Uttarakhand.

The result of the Postal ballot will be announced on 26.10.2013, at 5.00 p.m. at the registered office of the Company.

The proposal of Postal Ballot Notice and activities has been approved by Board of Directors of the Company through resolution passed by circulation, notice of which was circulated to Board Members on 04.09.2013.

Please find enclosed copy of Postal Ballot Notice and form for seeking ascent/descent of members.

Thanking you,
Yours Faithfully,

For **PG Electroplast Limited**

@ **(K.A. Khandelwal)**
Company Secretary

■ **Registered Office**

B-11, Mahendru Enclave,

Opp. Gujrawala Town, New Delhi-110 033

Tele/Fax # 91-11-27241326

EXPLANATORY STATEMENT

(Pursuant to Section 173(2) and section 192A(2) of the Companies Act, 1956)

Item No. 1:

To capitalise on the growth opportunities available in business of new and renewable energy based products, domestic appliance etc., Directors have been considering various proposals to carry on business in said fields. It is proposed to insert a clause in the Main Object Clause authorising your Company to engage in such business. Although such businesses are already covered in our main object, this proposal aims at stating these activities more explicitly and to enable the company to carry on business in said arena and to explore further opportunities.

Your Directors recommend the above Resolution, as a Special Resolution for your approval.

Members are requested to communicate their response by way of assent or dissent in accordance with the instructions set out in notice/postal ballot form.

None of the Directors of the Company is in anyway concerned or interested in the proposed resolution.

Item no. 2:

Company has a unit at Roorkee where the company manufactures CTV, Washing Machine, CFL, chassis etc. Major portion of the land, on which said unit is situated, is in the name of PG Electronics, a partnership firm owned by the promoters of the company and part of the land is in the name of Mr. Vishal Gupta, Director of the Company. Our Company has taken an area of about 1,20,000 sq. feet out of the said land on long term lease agreement of thirty years, the factory and administration building has been constructed by our company. This unit started operations in June 2008. During the current year LG Electronics, a major client, has decided to discontinue the manufacturing of CRT Color televisions in India. Manufacturing of the CTVs was spread over major part of the existing factory and storage area. Now as this activity of manufacturing of CTVs has been stopped and the company does not require such a big manufacturing area and with a view to reduce its credit exposure with bank, the directors are proposing to dispose of its leasehold right on land and building.

Your Directors recommend the above Resolution, as an Ordinary Resolution for your approval.

Members are requested to communicate their response by way of assent or dissent in accordance with the instructions set out in notice/postal ballot form.

None of the Directors, Except Mr. Vishal Gupta, Mr. Anurag Gupta, Mr. Vishal Gupta and Mr. Vikas Gupta, is in anyway concerned or interested in the proposed resolution.

Place: Greater Noida
Date: 16/09/2013

By order of the Board of Directors
SD/-
(K.A. Khandelwal)
Company secretary



PG ELECTROPLAST LIMITED

Regd. Office: B-11, Mahendru Enclave, Delhi-110033

POSTAL BALLOT FORM

1. Name & Registered Address of the Sole / first named :
Shareholder

2. Name(s) of the Joint Holder(s), (if any) :

3. Registered Folio Number/ DP ID No./Client ID No. * :
*(Applicable to investors holding Shares in dematerialized form)

4. Number of Share(s) held :

I/We hereby exercise my/our votes in respect of the Resolutions set out in the Notice dated _____ as set out below to be passed by means of Postal Ballot by sending my/our assent or dissent to the said Resolutions by placing the tick () mark at the appropriate box below (tick in both boxes will render the ballot invalid).

Item no.	Description	No. of Shares	(for) I/We assent to the Resolution	(Against) I/we dissent to the Resolution
(1)	Special Resolution under section 17 of the Companies Act 1956 for alteration in main objects of Memorandum of Association			
(2)	Ordinary Resolution under section 293(1)(a) of the Companies Act, 1956 for disposal of land and building of Roorkee unit of the Company.			

E-mail ID :

Place :

Date :

Signature of the Member

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ELECTRONIC VOTING PARTICULARS		
EVEN (E-Voting Event Number)	User Id	Password/PIN
1007		

Last date for receipt of Postal Ballot form by Scrutinizer is 20th October, 2013 (before the close of the working hours i.e., 5.00 p.m.).
Note: Please read the instructions printed over leaf carefully before exercising your vote.

INSTRUCTIONS

Member(s) can opt only one mode for voting i.e., either by Physical Ballot or e-voting. In case you are opting for E-voting, then do not vote by Physical Ballot also and vice versa. However, in case Member(s) cast their vote both by Physical Ballot and e-voting, then voting done through Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.

PROCESS AND MANNER FOR MEMBERS OPTING FOR PHYSICAL VOTING

1. A Member desiring to exercise his/her vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Ms. Ashu Gupta, Practising Company Secretary in the attached self-addressed business reply envelope **on or before 5.00 p.m. and 20th October, 2013**. The postage will be borne and paid by the Company. However, envelopes containing postal ballot form(s), if sent by courier or registered/speed post at the expense of the Member will also be accepted.
2. The self-addressed Business Reply Envelope is addressed to the Scrutinizer appointed by the Board of the Company.
3. This form should be completed and signed by the Member (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his/her absence by the next named Member. In case postal ballot form is signed through a Delegate, a copy of Power of Attorney attested by the Member shall be annexed to the Ballot.
4. The consent must be accorded by recording the assent in the Column “FOR” and dissent in the Column “AGAINST” by placing a tick (✓) mark in the appropriate column.
5. Duly completed postal ballot form should reach the Scrutinizer **on or before 5.00 p.m. on 20th October, 2013**. All postal ballot forms received after this date will be strictly treated as if reply from such Member has not been received.
6. There will be only one postal ballot form for every folio/Client ID irrespective of the number of joint Member (s) .
7. In case of shares held by Companies, trusts, societies etc., the duly completed postal ballot form should be accompanied by a certified true copy of the Board Resolution/authority letter.
8. A Member can request for duplicate postal ballot form. However, the duly completed duplicate postal ballot form should reach the Scrutinizer not later than the last date of receipt of postal ballot form i.e., 20th October, 2013.
9. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on 13th day of September, 2013.
10. Members are requested not to send any other paper along with the postal ballot form in the enclosed self -addressed Business Reply Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. A Member need not use all the votes nor needs to cast all the votes in the same way.
12. The Scrutinizer’s decision on the validity of a postal ballot will be final and binding.
13. Incomplete, unsigned or incorrect postal ballot forms will be rejected.
14. The result of the postal ballot will also be posted on the website of the Company www.pgel.in and also in the newspaper(s) for the information of the Members.
15. The Company is pleased to offer e-voting facility as an alternative, for all the Members of the Company to enable them to cast their votes electronically instead of dispatching postal ballot form. E-voting is optional.
16. Members cannot appoint a proxy to exercise their voting powers through Postal Ballot.
17. The date of declaration of the result of Postal Ballot will be taken to be the date of passing of the resolution.
18. The item of business covered by this Postal Ballot will not be transacted at any General Meeting.

19. PROCEDURE AND INSTRUCTIONS FOR E-VOTING

- i. The procedure and instructions for e-voting are as follows:
- ii. Open your web browser during the voting period and navigate to 'https://evoting.karvy.com' Enter the login credentials (i.e., user-id & password) mentioned on the Postal Ballot Form. Your folio/DP Client ID will be your User-ID.

User – ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- • 1007 followed by Folio Number registered with the company
Password	Your Unique password is printed on the Postal Ballot Form / via email forwarded through the electronic notice
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii. Please contact our toll free No. **1-800-3454-001** for any further clarifications.
- iv. Members can cast their vote online from 20th September, 2013 @ 9.00 AM to 20th October, 2013 @ 5.00 PM.
- v. After entering these details appropriately, click on “LOGIN”.
- vi. Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through **Karvy Computershare Private Limited e-Voting platform**. System will prompt you to change your password and update any contact details like mobile no., email ID etc on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii. You need to login again with the new credentials.
- viii. On successful login, system will prompt to select the 'Event' i.e., **PG Electroplast Limited**.
- ix. If you are holding shares in Demat form and had logged on to “https://evoting.karvy.com” and casted your vote earlier for any company, then your exiting login id and password are to be used.
- x. On the voting page, you will see Resolution Description and against the same the option ‘FOR/AGAINST/ABSTAIN’ for voting .Enter the number of shares (which represents number of votes) under ‘FOR/AGAINST/ABSTAIN’ or alternatively you may partially enter any number in ‘FOR’ and partially in ‘AGAINST’, but the total number in ‘FOR/AGAINST’ taken together should not exceed your total shareholding. If the Member do not wants to cast, select ‘ABSTAIN’
- xi. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed .If you wish to confirm your vote, click on “OK”, else to change your vote, click on “ CANCEL ”and accordingly modify your vote.
- xii. Once you ‘CONFIRM’ your vote on the resolution, you will not be allowed to modify your vote.
- xiii. Corporate/Institutional Members (corporate /Fls/Flls/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to ashugupta.cs@gmail.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format “Corporate Name_1007”.



PG ELECTROPLAST LIMITED

Registered Office: B-11, Mahendru Enclave, Delhi - 110033

NOTICE OF POSTAL BALLOT

(PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956)

Dear Member(s)

NOTICE is hereby given that pursuant to the provisions of Section 192A of the Companies Act, 1956 (the Act), read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, following resolutions appended below are proposed to be passed through Postal Ballot. Accordingly, we are appending Resolution along with Explanatory Statement pertaining to said resolutions explaining in details material facts, for your consideration and doing the needful.

RESOLUTIONS:

Item No. 1: Alteration in object clause of Memorandum of Association

To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 17 and other applicable provisions, if any, of the Companies Act, 1956 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and subject to such approvals as may be necessary, Clause III (A) being the Objects Clause of the Memorandum of Association of the Company be and is hereby altered; **AND THAT** the following new sub-clauses be and are hereby inserted after Sub-Clause 1 as Sub-Clauses 2 & 3 and existing sub-clause 2 be deleted in Clause III (A) (Objects Clause) of the Memorandum of Association of the Company:

2. To carry on the business of manufacturing, distributors, importers & exporters, buyers, sellers, agents & stockists of and to market, hire, lease, rent out, assemble, alter, install, service, design, research & improve, develop, exchange, maintain, repair, refurbish, store and otherwise deal in any manner in all types of Light Emitting Diode (LED) / Compact Fluorescent Lamp (CFL) photovoltaic lighting systems including solar lantern, home lights and street lights, luminaries, and other solar powered products/projects, assemblies/sub-assemblies thereof, solar power plants, grid & off grid, solar photovoltaic water pumping systems, wind power generation systems, solar water heaters and all other present and upcoming Products related to new and renewable energy sources; domestic home appliances including all types of white goods, brown goods and office appliances, stabilizers, inverters, converters, uninterrupted power supplies, medical & surgical apparatus, computers & monitors and display devices either alone or in combination and whether electronic, electrical & mechanical or otherwise or any combination thereof and all types of equipment, raw material, components, spare parts and fitting thereof and other related products and accessories thereto.
3. To deal in, purchase, sell, import, export, exchange barter, or supply and or to act as principal, dealers, traders, agents, sub-agents, representative of manufacturers either solely or in conjunction with others and either by or through agents, sub-contractors, trustees or otherwise for all kind of Indian/Foreign manufactured goods, intermediate products, commodities, raw materials, services in the foreign countries and vice-versa and to establish or maintain services, branch or branches, agent or agents, anywhere in the world in connection with the business of the company as referred to in the sub-clause 1 & 2 above.

Item No. 2: Sale of land and Building of Unit II

To consider and, if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to sections 293(1)(a) and 192A or any other provisions applicable of the Companies Act, 1956 and in accordance with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011 and subject to such approvals, if any, Board of Directors be and is hereby authorized to sale/dispose off land and building of Roorkee Unit of the Company by way of outright sale, on such terms and conditions as the Board of Director may think proper and beneficial for the Company.

Place: Greater Noida

Date: 16/09/2013

By order of the Board of Directors
SD/-
(K.A. Khandelwal)
Company secretary