



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

28th October, 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

Sub.: Proceedings of Announcement of result of Postal Ballot

Dear Sir,

Pursuant to the provisions of Equity Listing Agreement, please find enclosed herewith copy of Proceedings for the announcement of the results of Postal Ballot Process of the Company on 26th October, 2013.

This is for your information and record please.

Thanking you,

Yours Faithfully,

For **PG Electroplast Limited**

Rahul Kumar

(Rahul Kumar)

Asst. Company Secretary

Encl.: As above.

■ **Registered Office**

B-11, Mahendru Enclave,

Opp. Gujrawala Town, New Delhi-110 033

Tele/Fax # 91-11-27241326

MINUTES OF PROCEEDING OF DECLARATION OF RESULT VOTING BY POSTAL BALLOT CONDUCTED PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956 READ WITH THE COMPANIES (PASSING OF RESOLUTION BY POSTAL BALLOT) RULES, 2011 ANNOUNCED ON SATURDAY, 26TH DAY OF OCTOBER 2013 AT 5:00 PM AT REGISTERED OFFICE OF THE COMPANY AT B-11, MAHENDRU ENCLAVE, DELHI-110033

PRESENT:

- | | |
|----------------------|--|
| 1. Mr. KA Khandelwal | CFO & Company Secretary |
| 2. Ms. Ashu Gupta | Practicing Company Secretary & Scrutinizer |
| 3. Mr. Rahul Kumar | Asst. Company Secretary |

Pursuant to section 192A of the Companies act, 1956 read with the Companies (Passing of resolution by postal ballot) Rules, 2011, the postal ballot notice dated 16th September 2013, containing draft resolution and Explanatory statement, was sent to members through Registered post/E_mail for their approval for proposed resolutions by postal ballot. Ms. Ashu Gupta, Practicing Company Secretary was appointed as Scrutinizer to receive and scrutinize the postal ballot forms received from the members. The members were requested to return the postal ballot for dully completed, so as to reach the scrutinizer not later than 30 days from the dispatch of the notice or in case of E voting, members were requested to cast their vote electronically on or before 5:30 PM, 20th October, 2013.

After due scrutiny of all the postal ballot forms received electronically and physically on or before above said scheduled time, Mr. Ashu Gupta, Company Secretary in Whole time Practice, submitted her report. Summarized details of voting as stated in Scrutinizer report is hereunder:

Particulars	Resolution 1 (Special Resolution)			Resolution 2 (Ordinary Resolution)		
	No. of Votes	No. of Shares	% of Paid up Equity Capital	No. of Votes	No. of Shares	% of Paid up Equity Capital
(a) Total Votes received	11018359	11018364	67.127	11018359	11018364	67.127
(b) Less: Invalid Votes (as per register)	248	248	0.0020	248	248	0.0020
(c) Net Valid Votes: (as per register)	11018111	11018111	67.125	11018111	11018111	67.125
(d) Votes with assent for the Resolution	11018061	11018061	67.125	11018106	11018106	67.125
(e) Votes with dissent for the Resolution	50	50	0.000000	5	5	0.000000

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The Company Secretary after receiving the scrutinizer's report announced the result which is as follows:

Item No. 1: Special Resolution under section 17 of the Companies Act 1956 for alteration in main objects of Memorandum of Association:

Details of voting:

Sl. No.	Particulars	No. of Ballot Forms/ E votes	No. of Shares	% of total paid up equity capital	% of total votes polled
Physical Mode:					
A	Total Postal Ballot Forms received	25	10703571	65.209	
B	Less: Invalid Postal Ballot forms	5	248	0.002	
B(1)	Less Voted		5	0.000	
C	Net Valid Postal Ballot in physical (A-B)	20	10703318	65.207	
Electronic Mode					
D	Total Postal Ballot Forms received	5	314793	1.918	
E	Less: Invalid Postal Ballot forms	0	0	0.000	
E(1)	Less Voted		0	0	
F	Net Valid Postal Ballot in Electronic (D-E)	5	314793	1.918	
	Total Net Valid Postal Ballot in physical and electronic mode (C+F)	25	11018111	67.125	100.00
G	Postal Ballot Forms with Assent as Special Resolution - Physical	19	10703268	65.207	
H	Postal Ballot Forms with Assent as Special Resolution - Electronic	5	314793	1.918	
	Total Postal Ballot with ASSENT in physical and electronic mode	24	11018061	67.125	100.00
I	Postal Ballot Forms with Dissent as Special Resolution - Physical	1	50	0.000	
J	Postal Ballot Forms with Dissent as Special Resolution - Electronic	0	0	0.000	
	Total Postal Ballot with DISSENT in physical and electronic mode	1	50	0.000	0.00
In brief, Total Votes polled FOR-RESOLUTION is 100.00 % and total Votes polled Against Resolution is 0.00%					

Mr. KA Khandelwal, Company Secretary, announced that Resolution stated in item no. 1 of the notice, dated 16th September, 2013 has been passed by members as special resolution which is reproduced below and date of declaration shall be the date of passing 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:

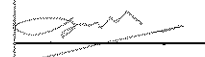
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[Signature]

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: Ordinary Resolution under section 293 of the Companies Act, 1956 for disposal of land and building of Roorkee unit of the Company:

Sl. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% of total paid up equity capital	% of total votes polled
Physical Mode:					
A	Total Postal Ballot Forms received	25	10703571	65.209	
B	Less: Invalid Postal Ballot forms	5	248	0.002	
B(1)	Less Voted		5	0.000	
C	Net Valid Postal Ballot in physical (A-B)	20	10703318	65.207	
Electronic Mode					
D	Total Postal Ballot Forms received	5	314793	1.918	
E	Less: Invalid Postal Ballot forms	0	0	0.000	
E(1)	Less Voted		0	0	
F	Net Valid Postal Ballot in Electronic (D-E)	5	314793	1.918	
	Total Net Valid Postal Ballot in physical and electronic mode (C+F)	25	11018111	67.125	100.00
G	Postal Ballot Forms with Assent as Ordinary Resolution – Physical	19	10703313	65.207	
H	Postal Ballot Forms with Assent as Ordinary Resolution – Electronic	5	314793	1.918	
	Total Postal Ballot with ASSENT in	24	11018106	67.125	100.00


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	physical and electronic mode				
I	Postal Ballot Forms with Dissent as Ordinary Resolution – Physical	1	5	0.000	
J	Postal Ballot Forms with Dissent as Ordinary Resolution – Electronic	0	0	0.000	
	Total Postal Ballot with DISSENT in physical and electronic mode	1	5	0.000	0.00

In brief, Total Votes polled FOR-RESOLUTION is 100.00 % and total Votes polled Against Resolution is 0.00%

Mr. KA Khandelwal, Company Secretary, announced that Resolution stated in item no. 2 of the notice, dated 16th September, 2013 has been passed by members as Ordinary Resolution which is reproduced below and date of declaration shall be the date of passing 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."

For PG Electroplast Limited

Place: Delhi

Date: 28/10/2013

(Promod Gupta)

Chairman & Managing Director

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