



Precision Pipes and Profiles Company Limited

Registered Office: 54, Okhla Industrial Estate, Phase III, New Delhi – 110020
Corporate Office: B-206A, Sector 81, Noida Phase II, Uttar Pradesh – 201305
Website: www.precisionpipes.com; e-mail id: investor@precisionpipes.com

POSTAL BALLOT NOTICE

(Pursuant to Section 192A of the Companies Act, 1956)

Dear Shareholder (s),

Notice is hereby given, pursuant to Section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, as amended from time to time, that the following Special Resolution under Section 21 of the Companies Act, 1956, seeking shareholders approval for change of name of the Company from 'Precision Pipes and Profiles Company Limited' to '**PPAP Automotive Limited**' and making consequent changes in the Memorandum of Association and the Articles of Association of the Company is proposed to be passed by Postal Ballot.

The explanatory Statement pertaining to the said resolution is enclosed with this Notice for your kind consideration. This notice is being sent to all the members whose name appear in the Register of Members of the Company as on Friday, the 21st day of February 2014.

The Board of Directors of the Company has appointed Mr. Chetan Gupta, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the accompanying Postal Ballot Form and return the same (in original) duly completed and signed, in the enclosed self addressed, Business Reply Inland (if posted in India) so as to reach the Scrutinizer not later than the close of working hours on Monday, the 31st day of March 2014.

The Scrutinizer will submit his report to the Company and the result of the Postal Ballot will be announced on Thursday, the 3rd day of April, 2014 at 3:00 P.M. at the Registered Office of the Company and will be published in English and Hindi newspapers, after such announcement.

The date of declaration of the results of Postal Ballot shall be the date on which the resolution would be deemed to have been passed by the Members, if approved by requisite majority.

1. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

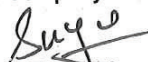
"RESOLVED THAT in terms of Section 21, 31 and all other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification or re-enactment thereof for the time being in force) and subject to the approval of Central Government and such other approvals, consents, permissions, as may be required, the name of the Company be changed from 'Precision Pipes and Profiles Company Limited' to '**PPAP Automotive Limited**' as approved vide letter dated February 11, 2014 by the Registrar of Companies, National Capital Territory of Delhi and Haryana.

RESOLVED FURTHER THAT the name Precision Pipes

and Profiles Company Limited wherever it occurs in the Memorandum of Association and the Articles of Association of the Company be substituted by the new name '**PPAP Automotive Limited**' with effect from the date of issue of the fresh Certificate of Incorporation consequent upon change of name by the Registrar of Companies, National Capital Territory of Delhi and Haryana.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for removal of any difficulty or doubt, Mr. Ajay Kumar Jain, Managing Director, Mr. Abhishek Jain, Whole Time Director and Ms. Sonia Bhandari, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may, in their absolute discretion deem necessary, expedient, usual or proper and to settle any question or difficulty that may arise with regard to the above or any other matter incidental or consequential thereto."

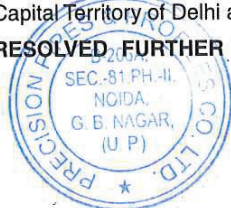
By Order of the Board
For Precision Pipes and Profiles Company Limited


Sonia Bhandari
Company Secretary

Place: Noida
Date: 21.02.2014

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, read with Section 192A (2) of the Companies Act, 1956, setting out material facts is annexed hereto.
2. The Notice is being sent to all the members by post (and electronically by e-mail to those members who have registered their e-mail IDs with the Company), whose names appear in the Register of Members/ Records of Depositories as on Friday, the 21st day of February 2014.
3. The Company has appointed Mr. Chetan Gupta, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
4. All relevant documents referred to in the accompanying explanatory statement are open for inspection at the Registered Office of the Company on all working days, except holidays, between 10:00 A.M. to 12:00 Noon up to the date of declaration of the results of Postal Ballot.
5. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders as on Friday, the 21st day of February 2014.
6. A Member desiring to exercise vote by Postal Ballot



- may complete the enclosed Postal Ballot Form (on the Inland) and send it to the Scrutinizer in the enclosed self-addressed Business Reply Inland. Postage will be borne and paid by the Company. However, Inland containing Postal Ballots, if sent by Courier or by Registered Post at the expense of the registered Member will also be accepted. The Postal Ballot Form(s) may also be deposited personally. However the Inland of the Postal Ballot should reach the Company not later than the close of working hours on Monday, the 31st day of March 2014. If the ballots are received thereafter they shall be deemed to be not received.
7. In case of joint holding, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company/ Depository) by the first named member and in the absence of such Member, by the next named joint holder. A member may sign the Postal Ballot Form through an Attorney, in such case certified true copy of the Power of Attorney should be attached to the Postal Ballot Form. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
 8. In case of shares held by Companies, Trusts, Societies etc., a duly completed Postal Ballot Form should be signed by its authorized signatory. In such cases duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/ Authority together with the specimen signature(s) of the duly authorized signatory(ies).
 9. A member neither needs to use all his / her votes nor needs to cast all his/ her votes in the same way.
 10. Assent or dissent to the proposed resolution may be recorded by placing a tick mark (✓) in the appropriate column. Postal Ballot form bearing (✓) mark in the both columns will render the form invalid.
 11. An incomplete, unsigned, incorrectly ticked, defaced, torn, mutilated, over-written, wrongly signed Postal Ballot Form will be rejected. The Postal Ballot shall not be exercised by a proxy.
 12. The Scrutinizer's decision on the validity of Postal Ballot Form shall be final.
 13. Photocopy of a Postal Ballot Form will not be accepted and a member may request for a duplicate Postal Ballot Form, if so required.
 14. The Resolution, if assented by requisite majority, shall be considered as passed on Thursday , the 3rd day of April 2014 i.e. the date of declaration of the Postal Ballot Result.
 15. Members are requested to notify change in address, if any, in case of shares held in Electronic Form to the concerned Depository Participant quoting their client ID and in case of Physical shares to the Registrar and Transfer Agent quoting their Folio number.
 16. Shareholders may please note that the voting on the resolution as contained in this notice will be made through postal ballot only and the Company has not appointed any agency for electronic voting in this regard.
 17. The Scrutinizer will submit the report to the Chairman or Whole Time Director of the Company after completion of the scrutiny of the Postal Ballot Forms and the result of the Postal Ballot will be announced at the Registered Office of the Company situated at 54, Okhla Industrial Estate, Phase III, New Delhi - 110020 and posted on Company's website www.precisionpipes.com and communicated to the stock exchanges where the Company's shares are listed. The result of the Postal Ballot will also be published in one English newspaper and one Hindi newspaper.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH SECTION 192A OF THE COMPANIES ACT, 1956.

Item No. 1

The Company is engaged in the business of manufacturing automotive parts like Body Sealing, Exterior and Interior parts for Original Equipment Manufacturers ("OEM") of Automotive Industry. The Company is focused on expanding its business in the automotive industry and evolving as a major supplier to OEMs. The Company has over a period of time developed wide range of parts for the automotive industry.

The Company has technical collaborations with Tokai Kogyo Co. Limited, Japan, and Nissen Chemitec Corporation, Japan, to develop automotive parts for domestic and export market. The Company would be continuously exploring the emerging opportunities in the automotive business in future.

In order to ensure that the name of the Company adequately reflects the business being carried on by the Company. It is proposed to change the name of the Company from 'Precision Pipes and Profiles Company Limited' to '**PPAP Automotive Limited**' and consequent alterations to be made to Memorandum of Association and Articles of Association of the Company. The Registrar of Companies, National Capital Territory of Delhi and Haryana, has confirmed the availability of the aforesaid name to the Company.

In accordance with provisions of Section 21 of the Companies Act, 1956, change in name of any Company shall be subject to the approval of Members by way of Special Resolution and further approval of the Central Government.

The proposed change of name will not affect any of the rights of the Company or of the shareholders of the Company. All existing certificates of shares/ other securities bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

The Board of Directors, accordingly, recommends the resolution for approval of Members. Your approval is sought by voting through Postal Ballot in terms of provisions of Section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011.

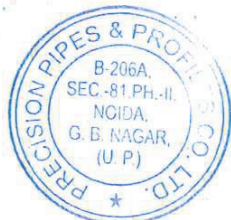
None of the Directors of the Company is concerned or interested in this Resolution.

By Order of the Board
For Precision Pipes and Profiles Company Limited

Suyy

Sonia Bhandari
Company Secretary

Place: Noida
Date: 21.02.2014





PRECISION PIPES AND PROFILES COMPANY LIMITED

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POSTAL BALLOT FORM

Sl. No.

1. Name(s) of Shareholder(s) (In block letters) (Including Joint holders, if any)
2. Registered address of the sole / first named Shareholder

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

4. No. of Shares held :

5. I/ We hereby exercise my/our vote in respect of the Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company dated 21st February, 2014 sending my/our assent or dissent to the said resolution by placing a tick mark (✓) in the appropriate box below:

S. No.	Description	No. of Shares held	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	Resolution for change of name of the Company from 'Precision Pipes and Profiles Company Limited' to 'PPAP Automotive Limited'.			

Place :

Date :

(Signature of the Shareholder)

Note : Please read carefully the instructions printed below before exercising the vote.

INSTRUCTIONS

1. Pursuant to the provisions of Section 192A of the Companies Act, 1956, read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, assent or dissent of the members in respect of the Resolution contained in the Postal Ballot Notice is being sought through Postal Ballot process.
2. The Company has, in compliance, with Rule 6(b) of the aforesaid Rules, appointed Mr. Chetan Gupta, Practicing Company Secretary, New Delhi, as the Scrutinizer for conducting the Postal Ballot process.
3. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and complete the Postal Ballot Form (in original) and return the same in the attached self-addressed postage pre-paid Business Reply Inland Letter.
4. The Postage cost on the Business Reply Inland Letter will be borne by the Company. However, envelopes containing Postal Ballot, if sent by courier or by Registered Post at the expense of the members will also be accepted. The Postal Ballot(s) may be also be deposited personally.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of business hours on Monday, the 31st day of March, 2014. A Postal Ballot Form received after this date and time will be strictly treated as if no reply has been received from the Member.
6. A member has to convey his/her assent or dissent in the Postal Ballot Form only. Assent or dissent to the proposed resolution may be recorded by placing a tick mark (✓) in the appropriate column. Postal Ballot form bearing (✓) mark in the both columns will render the form invalid.
7. In case of joint holding, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company/ Depository) by the first named member and in the absence of such Member, by the next named joint holder. A member may sign the Postal Ballot Form through an Attorney, in such case certified true copy of the Power of Attorney should be attached to the Postal Ballot Form. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
8. In case of shares held by Companies, Trusts, Societies etc., a duly completed Postal Ballot Form should be signed by its authorized signatory. In such cases duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority together with the specimen signature(s) of the duly authorized signatory(ies).
9. A member neither needs to use all his / her votes nor needs to cast all his/ her votes in the same way.
10. Incomplete, unsigned, wrongly signed, incorrectly ticked or defaced Postal Ballot Form will be rejected. The Postal Ballot shall not be exercised by a proxy.
11. There will be only one Postal Ballot Form for every folio/client id irrespective of the number of Joint Member(s).
12. The Scrutinizer's decision on the validity of Postal Ballot Form shall be final.
13. Photocopy of a Postal Ballot Form will not be accepted and a member may request for a duplicate Postal Ballot Form, if so required.
14. Members are requested not to send any other paper along with the Postal Ballot Form.
15. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders as on Friday, the 21st day of February 2014.
16. Shareholders may please note that the voting on the resolution as contained in this notice will be made through postal ballot only and the Company has not appointed any agency for electronic voting in this regard.
17. The Resolution, if assented by requisite majority, shall be considered as passed on Thursday, the 3rd day of April 2014 i.e. the date of declaration of the Postal Ballot Result.
18. The result of Postal Ballot will also be published in the newspapers within 48 hours of declaration of results.

