

29<sup>th</sup> September 2014

To,  
General Manager-Listing  
BSE Limited,  
P. J. Towers, Dalal Street,

MUMBAI - 400 001

**Script Code - 532933; ISIN - INE386I01018**

Dear Sir,

Sub: Voting Results under Clause 35A of Listing Agreement

We wish to inform you that Twenty Second Annual General Meeting of the members of the **PORWAL AUTO COMPONENTS LIMITED** will be held on Monday, the 29<sup>th</sup> day of September, 2014 at 1:30 PM at the registered office of the company at Plot No. 209, Sector No.1, Industrial Area, Pithampur, Distt Dhar

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, all the shareholders of the Company were given the opportunity to exercise their right to vote on the resolutions set out in the Notice of AGM through electronic voting services provided by Central depository Services Limited (CDSL) during the period commencing from Tuesday, 23<sup>rd</sup> September, 2014 at 9.00 AM to Thursday, 25<sup>th</sup> September, 2014 at 5.00 PM

All the resolutions contained in the Notice of the above AGM were approved by requisite majority of shareholders through e-voting and Poll. Accordingly all the resolutions were declared to be passed on September 29, 2014 which is the date of Annual General Meeting.

In accordance with Clause 35A of the listing agreement, we enclose the consolidated voting in the prescribed format along with the scrutinizer's report for e-voting and poll conducted at the AGM venue.

Kindly take the above information on record and acknowledge receipt.

Thanking You  
Yours faithfully  
For **PORWAL AUTO COMPONENTS LIMITED**

For Porwal Auto Components Ltd



**Surendra Jain**  
Chairman  
DIN : 00245154

Director

Encl: As above

Regd. Off. & Works :

 Plot No. - 209 & 215, Industrial Area, Sector-1, Pithampur - 454775, (M.P.) INDIA

 +91 731 405101, 421300  +91 7292 405120

 admin@porwalauto.com  www.porwalauto.com

CIN-L34300MP1992PLC006912

**Details of Voting Results in respect of the 22<sup>nd</sup> Annual General Meeting of Company pursuant to Clause 35A of the Listing Agreement**

1.	<b>Date of the Annual General Meeting:</b>	29 <sup>th</sup> September 2014
2.	<b>Total Number of shareholders on Record date</b>	9793
3.	<b>Book closure date</b>	26/09/2014 to 29/09/2014
4.	<b>No. of shareholders present in the meeting either in person or through proxy</b>	37
5.	<b>Category</b>	Nos.
	<ul style="list-style-type: none"> <li>• <b>Promoters and promoter group</b></li> </ul>	
	- In Person	27
	- Proxy	-
	<ul style="list-style-type: none"> <li>• <b>Public</b></li> </ul>	
	- In Person	10
	- Proxy	-
6.	<b>No. of shareholders attending the meeting through video conferencing</b>	No Video Conferencing

For Porwal Auto Components Ltd



Director

Agenda wise

In case of poll/ E-voting:

The mode of voting for all resolutions was E-voting and poll conducted at the Meeting:

**Resolution No. 1 (Ordinary Resolution) :** Receive, consider and adopt the audited Balance Sheet as at March 31, 2014, the Statement of Profit & Loss and the Cash Flow Statement for the financial year ended March 31, 2014 and the Reports of the Board of Directors and Auditors thereon.

Resolution ID	Category	No. of Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes-in against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
1	Promoter and Promoter Group	56,26,773	55,04,773	97.83%	55,04,773	0	100%	0
1	Public- Institutional Holders	0	0	0	0	0	0	0
1	Public Others	94,73,227	33,56,248	35.43%	33,56,248	0	100%	0
<b>1</b>	<b>Total</b>	<b>1,51,00,000</b>	<b>88,61,021</b>	<b>58.68%</b>	<b>88,61,021</b>	<b>0</b>	<b>100%</b>	<b>0</b>

**Resolution No. 2 (Ordinary Resolution):** Appointment of Auditors and fixing their remuneration

Resolution ID	Category	No. of Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes-in against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
2	Promoter and Promoter Group	56,26,773	55,04,773	97.83%	55,04,773	0	100%	0
2	Public- Institutional Holders	0	0	0	0	0	0	0
2	Public Others	94,73,227	33,56,248	35.43%	33,56,248	0	100%	0
<b>2</b>	<b>Total</b>	<b>1,51,00,000</b>	<b>88,61,021</b>	<b>58.68%</b>	<b>88,61,021</b>	<b>0</b>	<b>100%</b>	<b>0</b>

For Porwal Auto Components Ltd.

  
Director

**Resolution No. 3 (Special Resolution): Re-appointment of Mr. Devendra Jain as Managing Director**

Resolution ID	Category	No. of Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes-in against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
3	Promoter and Promoter Group	56,26,773	55,04,773	97.83%	55,04,773	0	100%	0
3	Public- Institutional Holders	0	0	0	0	0	0	0
3	Public Others	94,73,227	33,56,248	35.43%	33,56,248	0	100%	0
3	<b>Total</b>	<b>1,51,00,000</b>	<b>88,61,021</b>	<b>58.68%</b>	<b>88,61,021</b>	<b>0</b>	<b>100%</b>	<b>0</b>

**Resolution No. 4 (Special Resolution): Re-appointment of Mr. Mukesh Jain as Whole Time Director**

Resolution ID	Category	No. of Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes-in against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
4	Promoter and Promoter Group	56,26,773	55,04,773	97.83%	55,04,773	0	100%	0
4	Public- Institutional Holders	0	0	0	0	0	0	0
4	Public Others	94,73,227	33,56,248	35.43%	33,56,248	0	100%	0
4	<b>Total</b>	<b>1,51,00,000</b>	<b>88,61,021</b>	<b>58.68%</b>	<b>88,61,021</b>	<b>0</b>	<b>100%</b>	<b>0</b>

For Porwal Auto Components Ltd

  
Director



**Resolution No. 5 (Special Resolution) : Re-appointment of Mr. Surendra Jain as Chairman & Executive Director**

Resolution ID	Category	No. of Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes-in against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
5	Promoter and Promoter Group	56,26,773	55,04,773	97.83%	55,04,773	0	100%	0
5	Public- Institutional Holders	0	0	0	0	0	0	0
5	Public Others	94,73,227	33,56,248	35.43%	33,56,248	0	100%	0
5	<b>Total</b>	<b>1,51,00,000</b>	<b>88,61,021</b>	<b>58.68%</b>	<b>88,61,021</b>	<b>0</b>	<b>100%</b>	<b>0</b>

**Resolution No. 6 (Ordinary Resolution) : Appointment of Mr. Nitin Dafria as an Independent Director**

Resolution ID	Category	No. of Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes-in against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
6	Promoter and Promoter Group	56,26,773	55,04,773	97.83%	55,04,773	0	100%	0
6	Public- Institutional Holders	0	0	0	0	0	0	0
6	Public Others	94,73,227	33,56,248	35.43%	33,56,248	0	100%	0
6	<b>Total</b>	<b>1,51,00,000</b>	<b>88,61,021</b>	<b>58.68%</b>	<b>88,61,021</b>	<b>0</b>	<b>100%</b>	<b>0</b>

For Porwal Auto Components Ltd.

  
Director

**Resolution No. 7 (Ordinary Resolution) : Appointment of Mr. Surajmal Kucheria as an Independent Director**

Resolution ID	Category	No. of Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes-in against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
7	Promoter and Promoter Group	56,26,773	55,04,773	97.83%	55,04,773	0	100%	0
7	Public- Institutional Holders	0	0	0	0	0	0	0
7	Public Others	94,73,227	33,56,248	35.43%	33,56,248	0	100%	0
7	<b>Total</b>	<b>1,51,00,000</b>	<b>88,61,021</b>	<b>58.68%</b>	<b>88,61,021</b>	<b>0</b>	<b>100%</b>	<b>0</b>

**Resolution No. 8 (Ordinary Resolution) : Appointment of Mr. Ramesh C Kashyap as an Independent Director**

Resolution ID	Category	No. of Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes-in against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
8	Promoter and Promoter Group	56,26,773	55,04,773	97.83%	55,04,773	0	100%	0
8	Public- Institutional Holders	0	0	0	0	0	0	0
8	Public Others	94,73,227	33,56,248	35.43%	33,56,248	0	100%	0
8	<b>Total</b>	<b>1,51,00,000</b>	<b>88,61,021</b>	<b>58.68%</b>	<b>88,61,021</b>	<b>0</b>	<b>100%</b>	<b>0</b>

For Porwal Auto Components Ltd



Director

**Resolution No. 9 (Special Resolution) : Increase in the borrowing powers of the Company**

Resolution ID	Category	No. of Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes-in against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
9	Promoter and Promoter Group	56,26,773	55,04,773	97.83%	55,04,773	0	100%	0
9	Public- Institutional Holders	0	0	0	0	0	0	0
9	Public Others	94,73,227	33,56,248	35.43%	33,56,248	0	100%	0
9	<b>Total</b>	<b>1,51,00,000</b>	<b>88,61,021</b>	<b>58.68%</b>	<b>88,61,021</b>	<b>0</b>	<b>100%</b>	<b>0</b>

**Resolution No. 10 (Special Resolution): Creation of charge on movable/immovable properties**

Resolution ID	Category	No. of Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes-in against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
10	Promoter and Promoter Group	56,26,773	55,04,773	97.83%	55,04,773	0	100%	0
10	Public- Institutional Holders	0	0	0	0	0	0	0
10	Public Others	94,73,227	33,56,248	35.43%	33,56,248	0	100%	0
10	<b>Total</b>	<b>1,51,00,000</b>	<b>88,61,021</b>	<b>58.68%</b>	<b>88,61,021</b>	<b>0</b>	<b>100%</b>	<b>0</b>

Note: Copy of Scrutinizers Report on E-voting and Poll are enclosed herewith

For **PORWAL AUTO COMPONENTS LIMITED**

For Porwal Auto Components Ltd

Surendra Jain  
Chairman  
DIN : 00245154

Director

**Ashish Garg**  
Practicing Company Secretary

107, Gold Arcade,  
3 /1, New Palasia,  
Indore (MP), India - 452003  
Phone : (0731) 2535841  
E-mail [ashishgargcs@gmail.com](mailto:ashishgargcs@gmail.com)

**Scrutinizer's Report-Combined**

To,  
The Chairman,  
22<sup>nd</sup> Annual General Meeting of  
**PORWAL AUTO COMPONENTS LIMITED**  
Plot No. 209, Sector No.1, Industrial Area,  
Pithampur, Distt Dhar

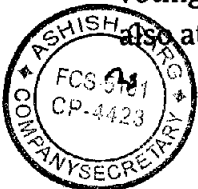
Dear Sir,

1. I, **Ashish Garg, Practicing Company Secretary**, has been appointed as a Scrutinizer by-

(i) The Board of Directors of **PORWAL AUTO COMPONENTS LIMITED** (the Company) for the purpose of scrutinizing the E-voting process under the provisions of Section 108 of the Companies Act, 2013 and Rule 20 (3)(xi) of Companies (Management and Administration) Rules, 2014 in respect of the below mentioned resolutions to be passed at the 22<sup>nd</sup> AGM of the members of the Company held on Monday, 29<sup>th</sup> September, 2014.

(ii) The Chairman of the Annual General Meeting (AGM) on poll under the provisions of Section 109 of the Companies Act, 2013 and Rule 21(2) of Companies (Management and Administration) Rules, 2014, on the resolutions contained in the Notice to the 22<sup>nd</sup> AGM of the members of the Company held on Monday, 29<sup>th</sup> September, 2014 at 1:30 PM at the Registered office of the Company at Plot No. 209, Sector No.1, Industrial Area, Pithampur, Distt Dhar.

2. The Management of the Company is responsible to ensure the compliance with the requirement of Companies Act, 2013 and Rule relation to E-voting and Poll on the resolutions contained in the Notice to the 22<sup>nd</sup> Annual General Meeting (AGM) of the members of the Company. My responsibilities as scrutinizer for E-voting process and for Poll at the AGM is restricted to Scrutinizer's Report of the votes cast "in favour" or "Against" the resolutions stated above based on the reports generated from the E-voting system provided by Central Depository Services (India) Limited ("CDSL") and also at the time of Poll at AGM.





I have issued separate Scrutinizer's Report dated 29<sup>th</sup> September, 2014 on the E-voting and on the Poll on the resolutions contained in the Notice to the AGM. As requested by Management, I submit herewith my combined report on the results of E-voting and Poll as under-

**Item No.1: Ordinary Resolution**

**Receive, consider and adopt the audited Balance Sheet as at March 31, 2014, the Statement of Profit & Loss and the Cash Flow Statement for the financial year ended March 31, 2014 and the Reports of the Board of Directors and Auditors thereon.**

(i) Voted in favour of resolution:

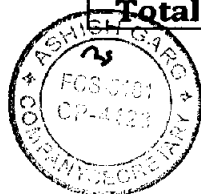
	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	8	7566053	--
Poll	30	1294968	--
<b>Total</b>	<b>38</b>	<b>8861021</b>	<b>100%</b>

(ii) Voted against the resolution:

	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	--
Poll	0	0	--
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) Invalid Votes

	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	0	0
Poll	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



## Item No.2: Ordinary Resolution

### Appointment of Auditors and fixing their remuneration

(i) Voted in favour of resolution:

	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	8	7566053	--
Poll	30	1294968	--
<b>Total</b>	<b>38</b>	<b>8861021</b>	<b>100%</b>

(ii) Voted against the resolution:

	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	--
Poll	0	0	--
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) Invalid Votes

	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	0	0
Poll	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



### Item No. 3: Special Resolution

#### Re-appointment of Mr. Devendra Jain as Managing Director

(i) Voted in favour of resolution:

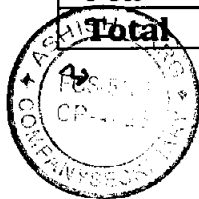
	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	8	7566053	--
Poll	30	1294968	--
<b>Total</b>	<b>38</b>	<b>8861021</b>	<b>100%</b>

(ii) Voted against the resolution:

	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	--
Poll	0	0	--
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) Invalid Votes

	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	0	0
Poll	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



**Item No.4: Special Resolution****Re-appointment of Mr. Mukesh Jain as Whole Time Director**

(i) Voted in favour of resolution:

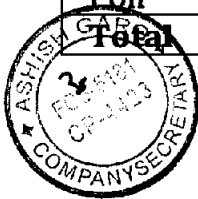
	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	8	7566053	--
Poll	30	1294968	--
<b>Total</b>	<b>38</b>	<b>8861021</b>	<b>100%</b>

(ii) Voted against the resolution:

	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	--
Poll	0	0	--
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) Invalid Votes

	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	0	0
Poll	0	0
<b>Total</b>	<b>0</b>	<b>0</b>





## Item No.5: Special Resolution

### Re-appointment of Mr. Surendra Jain as Chairman & Executive Director

(i) Voted in favour of resolution:

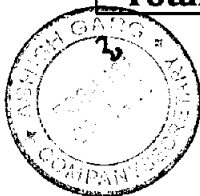
	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	8	7566053	--
Poll	30	1294968	--
<b>Total</b>	<b>38</b>	<b>8861021</b>	<b>100%</b>

(ii) Voted against the resolution:

	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	--
Poll	0	0	--
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) Invalid Votes

	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	0	0
Poll	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



## Item No.6: Ordinary Resolution

### Appointment of Mr. Nitin Dafria as an Independent Director

(i) Voted in favour of resolution:

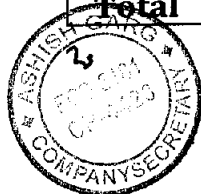
	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	8	7566053	--
Poll	30	1294968	--
<b>Total</b>	<b>38</b>	<b>8861021</b>	<b>100%</b>

(ii) Voted against the resolution:

	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	--
Poll	0	0	--
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) Invalid Votes

	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	0	0
Poll	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



**Item No.7: Ordinary Resolution****Appointment of Mr. Surajmal Kucheria as an Independent Director**

(i) Voted in favour of resolution:

	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
<b>E-voting</b>	<b>8</b>	<b>7566053</b>	<b>--</b>
<b>Poll</b>	<b>30</b>	<b>1294968</b>	<b>--</b>
<b>Total</b>	<b>38</b>	<b>8861021</b>	<b>100%</b>

(ii) Voted against the resolution:

	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
<b>E-voting</b>	<b>0</b>	<b>0</b>	<b>--</b>
<b>Poll</b>	<b>0</b>	<b>0</b>	<b>--</b>
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) Invalid Votes

	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
<b>E-voting</b>	<b>0</b>	<b>0</b>
<b>Poll</b>	<b>0</b>	<b>0</b>
<b>Total</b>	<b>0</b>	<b>0</b>



## Item No.8: Ordinary Resolution

### Appointment of Mr. Ramesh C Kashyap as an Independent Director

(i) Voted in favour of resolution:

	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	8	7566053	--
Poll	30	1294968	--
<b>Total</b>	<b>38</b>	<b>8861021</b>	<b>100%</b>

(ii) Voted against the resolution:

	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	--
Poll	0	0	--
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) Invalid Votes

	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	0	0
Poll	0	0
<b>Total</b>	<b>0</b>	<b>0</b>





## Item No.9: Special Resolution

### Increase in the borrowing powers of the Company

(i) Voted in favour of resolution:

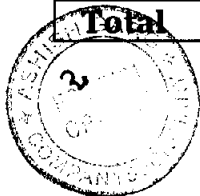
	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	8	7566053	--
Poll	30	1294968	--
<b>Total</b>	<b>38</b>	<b>8861021</b>	<b>100%</b>

(ii) Voted against the resolution:

	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	--
Poll	0	0	--
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) Invalid Votes

	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	0	0
Poll	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



## Item No.10: Special Resolution

### Creation of charge on movable/immovable properties

(i) Voted in favour of resolution:

	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	8	7566053	--
Poll	30	1294968	--
<b>Total</b>	<b>38</b>	<b>8861021</b>	<b>100%</b>

(ii) Voted against the resolution:

	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	--
Poll	0	0	--
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) Invalid Votes

	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	0	0
Poll	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**Conclusion: All the 10 (ten) Resolutions stands passed under e-voting combined with poll at the Annual General Meeting with requisite majority.**

Thanking you,  
Yours Faithfully,



Scrutinizer

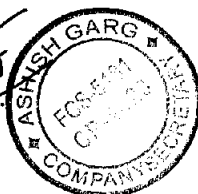
Name: **ASHISH GARG**

Practicing Company Secretary

FCS: 5181; CP:4423

Place: Pithampur

Date: 29.09.2014



**Ashish Garg**  
Practicing Company Secretary

107, Gold Arcade,  
3 /1, New Palasia,  
Indore (MP), India - 452003  
Phone : (0731) 2535841  
E-mail [ashishgargcs@gmail.com](mailto:ashishgargcs@gmail.com)

To,  
The Chairman,  
**PORWAL AUTO COMPONENTS LIMITED**  
Plot No. 209, Sector No.1, Industrial Area,  
Pithampur, Distt Dhar

Dear Sir,

**Subject: Scrutinizer's Report on E-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of Companies (Management and Administration) Rules, 2014**

I, Ashish Garg, Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of **PORWAL AUTO COMPONENTS LIMITED** ("the Company") vide resolution dated 30<sup>th</sup> July 2014 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process in respect of the below mentioned resolutions to be passed at the 22<sup>nd</sup> Annual General Meeting of the Company to be held on 29<sup>th</sup> September, 2014.

The Notice dated 30<sup>th</sup> July 2014 convening Annual General Meeting (AGM) of the Company along with Statement setting out materials facts under section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company to be held on 29<sup>th</sup> September, 2014.

The Company has availed E-voting facility offered by Central Depository Services (India) Limited ("CDSL") for conducting E-voting by the shareholders of the Company.

The Shareholders of the Company holding shares as on the "Cut Off" date of 22<sup>nd</sup> August 2014 were entitled to vote on the proposed resolutions as set out at Item Number 1 to 10 in Notice of 22<sup>th</sup> AGM of the Company Porwal Auto Components Limited.

The voting period for E-voting commenced on Tuesday, 23<sup>rd</sup> September, 2014 at 9.00 AM and ends on Thursday, 25<sup>th</sup> September, 2014 at 5.00 PM. The e-voting module shall be disabled by CDSL for voting thereafter.



I. Resolution No.1: Ordinary Resolution

Receive, consider and adopt the audited Balance Sheet as at March 31, 2014, the Statement of Profit & Loss and the Cash Flow Statement for the financial year ended March 31, 2014 and the Reports of the Board of Directors and Auditors thereon.

(i) Voted in favour of resolution:

	Number of Members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	8	7566053	100%

(ii) Voted against the resolution:

	Number of Members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	0

(iii) Invalid Votes

	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	0	0





**II. Resolution No.2: Ordinary Resolution**

**Appointment of Auditors and fixing their remuneration**

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

	Number of Members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	8	7566053	100%

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

	Number of Members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	0

**(iii) Invalid Votes**

	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	0	0



**III. Resolution No.3: Special Resolution**

**Re-appointment of Mr. Devendra Jain as Managing Director**

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

	Number of Members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	8	7566053	100%

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

	Number of Members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	0

**(iii) Invalid Votes**

	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	0	0



**IV. Resolution No.4: Special Resolution**

**Re-appointment of Mr. Mukesh Jain as Whole Time Director**

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

	Number of Members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	8	7566053	100%

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

	Number of Members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	0

**(iii) Invalid Votes**

	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	0	0



**V. Resolution No.5: Special Resolution**

**Re-appointment of Mr. Surendra Jain as Chairman & Executive Director**

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

	Number of Members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	8	7566053	100%

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

	Number of Members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	0

**(iii) Invalid Votes**

	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	0	0





**VI. Resolution No.6: Ordinary Resolution**

**Appointment of Mr. Nitin Dafria as an Independent Director**

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

	Number of Members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	8	7566053	100%

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

	Number of Members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	0

**(iii) Invalid Votes**

	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	0	0



**VII. Resolution No.7: Ordinary Resolution**

**Appointment of Mr. Surajmal Kucherla as an Independent Director**

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

	Number of Members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	8	7566053	100%

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

	Number of Members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	0

**(iii) Invalid Votes**

	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	0	0



**VIII. Resolution No.8: Ordinary Resolution**

**Appointment of Mr. Ramesh C Kashyap as an Independent Director**

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

	Number of Members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	8	7566053	100%

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

	Number of Members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	0

**(iii) Invalid Votes**

	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	0	0



**IX. Resolution No.9: Special Resolution**

**Increase in the borrowing powers of the Company**

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

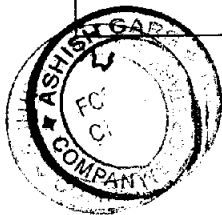
	Number of Members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	8	7566053	100%

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

	Number of Members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	0

**(iii) Invalid Votes**

	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	0	0



**X. Resolution No.10: Special Resolution**

**Creation of charge on movable/immovable properties**

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

	Number of Members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	8	7566053	100%

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

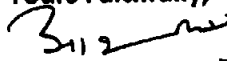
	Number of Members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	0

**(iii) Invalid Votes**

	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	0	0

The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,  
Yours Faithfully,

  
Scrutinizer

Name: ASHISH GARG

Practicing Company Secretary

FCS: 5181; CP:4423



Place: Pithampur

Date: 29.09.2014

**Ashish Garg**  
Practicing Company Secretary

107, Gold Arcade,  
3 /1, New Palasia,  
Indore (MP), India - 452003  
Phone : (0731) 2535841  
E-mail [ashishgargcs@gmail.com](mailto:ashishgargcs@gmail.com)

**FORM No. MGT-13**  
**Report of Scrutinizer**

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of Companies  
(Management and Administration) Rules, 2014]

To,  
**The Chairman,**  
**PORWAL AUTO COMPONENTS LIMITED**  
Plot No. 209, Sector No.1, Industrial Area,  
Pithampur, Distt Dhar

**The Twenty Second Annual General Meeting of the members of Porwal Auto Components Limited (the Company) to be held on Monday, the 29<sup>th</sup> day of September, 2014 at 1:30 PM at the registered office of the company at Plot No. 209, Sector No.1, Industrial Area, Pithampur, Distt Dhar**

Dear Sir,

I, **Ashish Garg, Practicing Company Secretary**, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 22<sup>nd</sup> Annual General Meeting of the Shareholders of Porwal Auto Components Limited held on Monday, the 29<sup>th</sup> day of September, 2014 at 1:30 PM at the registered office of the company at Plot No. 209, Sector No.1, Industrial Area, Pithampur, Distt Dhar, submit our report as under:

1. After the time fixed for closing of poll by the Chairman, one ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the



3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll is as under:

**Item No.1: Ordinary Resolution**

**Receive, consider and adopt the audited Balance Sheet as at March 31, 2014, the Statement of Profit & Loss and the Cash Flow Statement for the financial year ended March 31, 2014 and the Reports of the Board of Directors and Auditors thereon.**

(i) Voted in favour of resolution:

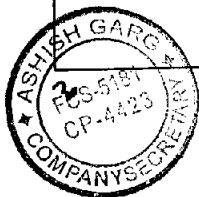
Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
30	1294968	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
0	0





## Item No.2: Ordinary Resolution

### Appointment of Auditors and fixing their remuneration

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
30	1294968	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
0	0



### Item No. 3: Special Resolution

#### Re-appointment of Mr. Devendra Jain as Managing Director

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
30	1294968	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
0	0



## Item No.4: Special Resolution

### Re-appointment of Mr. Mukesh Jain as Whole Time Director

(i) Voted in favour of resolution:

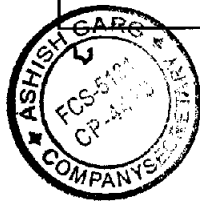
Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
30	1294968	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
0	0



## Item No.5: Special Resolution

### Re-appointment of Mr. Surendra Jain as Chairman & Executive Director

(i) Voted in favour of resolution:

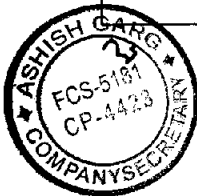
Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
30	1294968	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
0	0



**Item No.6: Ordinary Resolution**

**Appointment of Mr. Nitin Dafria as an Independent Director**

(i) Voted in favour of resolution:

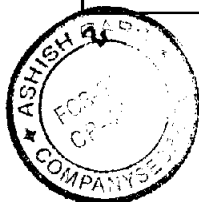
Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
30	1294968	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
0	0



## Item No.7: Ordinary Resolution

### Appointment of Mr. Surajmal Kucheria as an Independent Director

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
30	1294968	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
0	0



**Item No.8: Ordinary Resolution**

**Appointment of Mr. Ramesh C Kashyap as an Independent Director**

(i) Voted in favour of resolution:

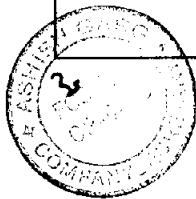
Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
30	1294968	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
0	0





## Item No.9: Special Resolution

### Increase in the borrowing powers of the Company

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
30	1294968	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
0	0



## Item No.10: Special Resolution

### Creation of charge on movable/immovable properties

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
30	1294968	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
0	0

5. A compact Disc (CD) containing a list of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorize by the Board for safe keeping.

Thanking you,  
Yours Faithfully,





Scrutinizer  
Name: **ASHISH GARG**  
Practicing Company Secretary  
FCS: 5181; CP: 4423  
Place: Pithampur  
Date: 29.09.2014