

30th September, 2024

To,
General Manager-Listing
BSE Limited,
1ST Floor, New Trading Ring,
P. J. Towers, Dalal Street,
Mumbai – 400 001

Scrip Code – 532933; ISIN – INE386I01018

Sub: Declaration of Results of Remote e-voting and e-voting at the AGM in compliance with the Regulation 44 (3) of SEBI (LODR) Regulation, 2015 and Scrutinizer's Report in relation to the 32nd Annual General Meeting held on September 27, 2024.

Dear Sir/Madam,

The 32nd AGM of the Company was held on Friday, September 27, 2024 at **01:00 P.M. (IST)** through Video Conferencing (VC) and other Audio Visual Means (OAVM) to transact the business as stated in the Notice of the AGM dispatched dated August 30, 2024 ('AGM Notice').

We would like to inform you that all items of business mentioned in the said AGM Notice were transacted and passed by the Members with requisite majority through e-voting facility provided to the Members.

In this regard, please find attached the following –

- a) The result of voting by Shareholders through remote e-voting and e-voting at the AGM, in relation to the business transacted at the AGM, in compliance with Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - "**Annexure 1**".
- b) b) Scrutinizer's Report dated September 30, 2024, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 - "**Annexure 2**".

Please take the same on your records for reference and further needful.

Thanking You
Yours faithfully

For PORWAL AUTO COMPONENTS LTD

HANSIKA MITTAL
COMPANY SECRETARY


Enclosure: a/a



DETAILS OF VOTING RESULTS IN RESPECT OF THE 32nd ANNUAL GENERAL MEETING OF COMPANY

1.	Date of the Annual General Meeting	27 th September, 2024
2.	Total Number of shareholders on Record date	8090
3.	Book closure date	September 21, 2024 to September 27, 2024
4.	No. of shareholders present in the meeting either in person or through proxy	Not Applicable
	i. Promoters and promoter group	
	ii. Public	
5.	No. of shareholders attending the meeting through video conferencing	
	i. Promoters and promoter group	12
	ii. Public	30

Regd. Office & Works:

Plot No. 209 & 215, Sector-1, Industrial Area, Pithampur - 454 775. (M.P.) - INDIA

+91 7292 403608, 421300  +91 7292 405120

 admin@porwalauto.com  www.porwalauto.com

CIN-L34300MP1992PLC006912

Agenda wise disclosures

Resolution No. 1		Consideration and Adoption of the Audited Financial Statements for the Financial Year ended on 31 st March, 2024, together with the Reports of the Board of Directors and the Auditors thereon.						
Resolution		Ordinary Resolution						
Whether promoter/promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favor	No. of votes in against	% of votes in favor on votes polled	% of votes in against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E- Voting		5132555	91.4514%	5132555	0	100%	0%
	Poll	5612331	0	0%	0	0	0%	0%
	Postal Ballot (if applicable)		0	0%	0	0	0%	0%
	Total		5612331	5132555	91.4514%	5132555	0	100%
Public- Institutions	E- Voting	0	0	0%	0	0	0%	0%
	Poll		0	0%	0	0	0%	0%
	Postal Ballot (if applicable)		0	0%	0	0	0%	0%
	Total		0	0	0.00	0	0	0%
Public- Non Institutions	E- Voting	9487669	3311196	34.9000%	3310996	200	99.9940%	0.0060%
	Poll		0	0%	0	0	0%	0%
	Postal Ballot (if applicable)		0	0%	0	0	0%	0%
	Total		9487669	3311196	34.9000%	3310996	200	99.9940%
TOTAL		15100000	8443751	55.9189%	8443551	200	99.9976%	0.0024%

Resolution No. 2		Appointment of Mr. Surendra Utsavlal Jain (DIN: 00245154) as Whole Time Director, liable to retire by rotation						
Resolution		Ordinary Resolution						
Whether promoter/promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding	No. of votes in favor	No. of votes in against	% of votes in favor on votes polled	% of votes in against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E- Voting	5612331	5132555	91.4514%	5132555	0	100%	0%
	Poll		0	0%	0	0	0%	0%
	Postal Ballot (if applicable)		0	0%	0	0	0%	0%
	Total		5612331	5132555	91.4514%	5132555	0	100%
Public- Institutions	E- Voting	0	0	0%	0	0	0%	0%
	Poll		0	0%	0	0	0%	0%
	Postal Ballot (if applicable)		0	0%	0	0	0%	0%
	Total		0	0	0.00	0	0	0%
Public- Non Institutions	E- Voting	9487669	3311196	34.9000%	3310996	200	99.9940%	0.0060%
	Poll		0	0%	0	0	0%	0%
	Postal Ballot (if applicable)		0	0%	0	0	0%	0%
	Total		9487669	3311196	34.9000%	3310996	200	99.9940%
TOTAL		15100000	8443751	55.9189%	8443551	200	99.9976%	0.0024%

Resolution No. 3		Ratification of the remuneration payable to M/s. Nikhil Jain and Associates, Cost Accountants, Indore (FRN: 006363) for the financial year ended on 31st March, 2024 and 31st March, 2025						
Resolution		Ordinary Resolution						
Whether promoter/promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding	No. of votes in favor	No. of votes in against	% of votes in favor on votes polled	% of votes in against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E- Voting	5612331	5132555	91.4514%	5132555	0	100%	0%
	Poll		0	0%	0	0	0%	0%
	Postal Ballot (if applicable)		0	0%	0	0	0%	0%
	Total		5612331	5132555	91.4514%	5132555	0	100%
Public- Institutions	E- Voting	0	0	0%	0	0	0%	0%
	Poll		0	0%	0	0	0%	0%
	Postal Ballot (if applicable)		0	0%	0	0	0%	0%
	Total		0	0	0%	0	0	0%
Public- Non Institutions	E- Voting	9487669	3311196	34.9000%	3309396	1800	99.9456%	0.0544%
	Poll		0	0%	0	0	0%	0%
	Postal Ballot (if applicable)		0	0%	0	0	0%	0%
	Total		9487669	3311196	34.9000%	3309396	1800	99.9456%
TOTAL		15100000	8443751	55.9189%	8441951	1800	99.9787%	0.0213%

Resolution No. 4		Appointment of Mrs. Shalu Anand (DIN - 10738711) as the Independent Director of the Company						
Resolution		Special Resolution						
Whether promoter/promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding	No. of votes in favor	No. of votes in against	% of votes in favor on votes polled	% of votes in against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E- Voting	5612331	5132555	91.4514%	5132555	0	100%	0%
	Poll		0	0%	0	0	0%	0%
	Postal Ballot (if applicable)		0	0%	0	0	0%	0%
	Total		5612331	5132555	91.4514%	5132555	0	100%
Public- Institutions	E- Voting	0	0	0%	0	0	0%	0%
	Poll		0	0%	0	0	0%	0%
	Postal Ballot (if applicable)		0	0%	0	0	0%	0%
	Total		0	0	0%	0	0	0%
Public- Non Institutions	E- Voting	9487669	3311196	34.9000%	3309496	1700	99.9487%	0.0513%
	Poll		0	0%	0	0	0%	0%
	Postal Ballot (if applicable)		0	0%	0	0	0%	0%
	Total		9487669	3311196	34.9000%	3309496	1700	99.9487%
TOTAL		15100000	8443751	55.9189%	8442051	1700	99.9799%	0.0201%

For, PORWAL AUTO COMPONENTS LIMITED

HANSIKA MITTAL
COMPANY SECRETARY

Place: PITHAMPUR
Date: 30/09/2024

Shraddha Jain

Practicing Company Secretary

107, Gold Arcade,
3 /1, New Palasia,
Indore (MP), India - 452003
Phone : (0731) 2535841
E-mail shraddhajain2204@gmail.com

Scrutinizer's Report-Combined

(Pursuant to Section 108 of the Companies Act 2013 read with rule 20 of the Companies
(Management and Administrations) Rules, 2014 as amended)

To,

The Chairman of 32nd Annual General Meeting

Authorized Person

PORWAL AUTO COMPONENTS LTD.

Plot No. 209, Sector No. 1, Industrial Area,
Pithampur, (M.P.) 454775.

Dear Sir,

Sub: Combined Report on Resolutions passing through remote e-voting and e-voting at the 32nd Annual General Meeting (AGM) pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for the 32nd AGM of Porwal Auto Components Limited held through Video Conference ("VC") or Other Audio Visual Means ("OAVM") on 27th September 2024 at 01:00 PM (IST).

I, Shraddha Jain, Practicing Company Secretary, have been appointed as the Scrutinizer on 21st August, 2024 at the meeting of the Board of Directors of Porwal Auto Components Limited (hereinafter referred to as "**the Company**"), for the purpose of scrutinizing the remote e-voting process and e-voting at the Annual General Meeting ("**AGM**"), pursuant to Section 108 of the Companies Act, 2013 ("**Act**") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") read along with MCA General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 19/2021 dated 08.12.2021, No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022, No. 10/2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ("**SEBI**") Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated dated May 13, 2022, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by the Securities and Exchange Board of India ("**SEBI**") commonly referred to as [**MCA & SEBI circulars**"], providing relaxation for the manner in which the AGM will be held and conducted. The MCA & SEBI Circulars provide for relaxation in the

SHRADDHA JAIN[®]
PRACTISING COMPANY SECRETARY
ACS: 39488 CP: 14717
107, GOLD ARCADE
OPP. CUREWELL HOSPITAL
NEW PALASIA, INDORE (M.P.)

manner in which the AGM will be held including the manner of sending the Notices and Annual Reports to the shareholders and the manner of voting at the meeting.

As mentioned in the Notice the proceedings of the AGM were deemed to be conducted at the Registered Office of the Company and the same was deemed to be the venue of AGM.

I do hereby submit my Report as under:-

- i. The Company had appointed Central Depository Services Limited (CDSL) as the **Service Provider** for the purpose of extending the facility of remote e-voting and e-voting at the AGM to the Members of the Company.
- ii. Link Intime India Private Limited is the Registrar and Transfer Agent ("RTA") of the Company.
- iii. The Service Provider had provided a system for recording the votes of the Members electronically through remote e-voting as well as at the meeting on all the items of the business sought to be transacted at the 32nd AGM of the Company, which was held on **Friday, 27th September 2024**.
- iv. The Service Provider had set up remote e-voting facility on their website, www.evotingindia.com. The Company had uploaded all the items of the business to be transacted at the AGM on the website of its Service Provider and also on the websites of Stock Exchanges viz BSE Limited to facilitate their Members to cast their vote through remote e-voting.
- v. The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules made there under and SEBI Listing Regulations.
- vi. My responsibility as the Scrutinizer of the voting process (through remote e-voting and e-voting at AGM), was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in **favour** or **against** the resolutions stated in the Notice, based on the reports generated from the e-voting system provided by Central Depository Services Limited (CDSL), the service provider.
- vii. As prescribed in clause IV of the Circular dated 05th May, 2020 issued by MCA, which is forming part of the MCA & SEBI Circulars, the Company had released an advertisement prior to sending Notice of AGM to the Members which was published in English language in Free Press Journal and in Hindi language in Choutha Sansar both on **Thursday, 29th August, 2024**. The Notice of AGM contained the required information as provided under clause IV (a) to (f) of the said circular.
- viii. As provided in the MCA & SEBI Circulars, the Company had advertised in the newspapers, asking members who have not registered their email ids with the Company or Registrar and Transfer Agent or with the respective Depository Participant(s) viz. National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL") to do so and to the extent, details were provided by the shareholders were considered for sending the Notice of the AGM and Annual Report 2023-2024.

SHRADDHA JAIN
PRACTISING COMPANY SECRETARY
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NEW PALASIA, INDORE (M.P.)

- ix. The Company completed the dispatch of the Notice of AGM along with Annual Report for the Financial Year 2023-2024 by email to those members whose email IDs are registered with the Company/ Depository Participant(s) by **Friday, 30th August 2024**. For those Members whose email ids were not available / registered, the Notice of the AGM along with Annual Report 2023-2024 could not be sent. The Notices sent through email contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and as provided in the MCA & SEBI Circulars.
- x. As prescribed in clause (v) of sub rule 4 of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company also released an advertisement, which was published in English language in Free Press Journal and in Hindi Language in Choutha Sansar both on Saturday, 31th August, 2024.
- xi. The **Cut-off date** for the purposes of identifying the Members who were entitled to vote on the resolutions placed for approval of the Members was **Friday, 20th September, 2024**.
- xii. The remote e-voting facility was open from **Tuesday, 24th September 2024, 09:00 AM (IST)** and ended on **Thursday, 26th September 2024, 05:00 P.M. (IST)**.
- xiii. At the end of the voting period on **Thursday, 26th September 2024 at 05:00 P.M.**, the voting portal of CDSL was b'locked.
- xiv. As on the cut-off date, there were a total of 8090 members, therefore there was a requirement of minimum 30 members for constitution of valid quorum. However, 42 (forty two) members were present at the 32nd AGM through the VC as per the Venue Attendance Report generated from the CDSL Portal.
- xv. At the 32nd AGM of the Company held through VC/OAVM, on **Friday, 27th September 2024**, after considering all the items of the business the facility to vote electronically at AGM was provided to facilitate those members who are attending the meeting through VC/OAVM but did not participate in the remote e-voting to cast their votes electronically. On **27th September 2024**, after tabulating the votes cast electronically by the system provided by Central Depository Services Limited (CDSL), the votes cast through remote e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Urvashi Sabnani and Ms. Muskan Solanki who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20. After the voting by electronic means the votes cast through remote e-voting process was tabulated for the purpose of considering the total votes cast by the shareholders through both ways.

I hereby submit my consolidated Report on the result(s) of the remote e-voting and e- voting conducted at the AGM in respect of the said items; details of the voting and result(s) for individual item(s) are attached herewith and forming part of the Report, as mentioned hereunder:

SHRADDHA JAIN
PRACTISING COMPANY SECRETARY
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NEW PALASIA, INDORE (M.P.)

Item No.1: Ordinary Resolution

Consideration and Adoption of the Audited Financial Statements for the Financial Year ended on 31st March, 2024, together with the Reports of the Board of Directors and the Auditors thereon.

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Total invalid votes	Total Abstained/ less voted votes
	No. of Members*	No. of Shares	%	No. of Members*	No. of Shares	%			
Remote e-voting	65	8443551	99.99%	1	200	0.01%	8443751	0	0
e-voting at AGM	0	0	0%	0	0	0%	0	0	0
Total	65	8443551	99.99%	1	200	0.01%	8443751	0	0

Item No. 2: Ordinary Resolution

Appointment of Mr. Surendra Utsavlal Jain (DIN: 00245154) as Whole Time Director, liable to retire by rotation

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Total invalid votes	Total Abstained/ less voted votes
	No. of Members*	No. of Shares	%	No. of Members*	No. of Shares	%			
Remote e-voting	65	8443551	99.99%	1	200	0.01%	8443751	0	0
e-voting at AGM	0	0	0%	0	0	0%	0	0	0
Total	65	8443551	99.99%	1	200	0.01%	8443751	0	0

Item No. 3: Ordinary Resolution

Ratification of the remuneration payable to M/s. Nikhil Jain and Associates, Cost Accountants, Indore (FRN: 006363) for the financial year ended on 31st March, 2024 and 31st March, 2025

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Total invalid votes	Total Abstained/ Less voted votes
	No. of Members*	No. of Shares	%	No. of Members*	No. of Shares	%			
Remote e-voting	59	8441951	99.98%	7	1800	0.02%	8443751	0	0
e-voting at AGM	0	0	0%	0	0	0%	0	0	0
Total	59	8441951	99.98%	7	1800	0.02%	8443751	0	0

Item No. 4: Special Resolution

Appointment of Mrs. Shalu Anand (DIN - 10738711) as the Independent Director of Company.

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Total invalid votes	Total Abstained / Less voted votes
	No. of Members*	No. of Shares	%	No. of Members*	No. of Shares	%			
Remote e-voting	60	8442051	99.98%	6	1700	0.02%	8443751	0	0
e-voting at AGM	0	0	0%	0	0	0%	0	0	0
Total	60	8442051	99.98%	6	1700	0.02%	8443751	0	0

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*No. of Members is equivalent to No. of folios/Accounts.

Percentage of votes cast in favour or against the resolutions is calculated based on the Valid Votes cast through Remote E-Voting and through e-voting at the AGM.

I hereby report that the Ordinary and Special Business (es) as set out in Notice of Annual General Meeting dated 21st August, 2024 has been passed by the shareholders with requisite majority.

- xvi. The list of Equity shareholders who voted "FOR"/"AGAINST" for each resolution through remote e-voting process and e-voting at the AGM is sent to Ms. Hansika Mittal, Company Secretary of the Company for records.
- xvii. All relevant records of electronic voting will remain in my safe custody until the Chairman of the meeting considers, approves and signs the Minutes of 32nd Annual General Meeting and the same shall be handed over thereafter to the Chairman of the Meeting and the Company Secretary of the company for safe keeping.

You may accordingly declare the results of the electronic voting conducted in the AGM & voting done by the equity shareholders through remote e-voting.

Thanking you,
Yours Faithfully,


SHRADDHA JAIN
PRACTISING COMPANY SECRETARY
ACS- 39488 CP: 14717,
107, GOLD ARCADE
OPP. CUREWELL HOSPITAL
INDORE, INDIA, INDORE (M.P.)

Scrutinizer
Name: **SHRADDHA JAIN**

Practicing Company Secretary

Membership No: ACS: 39488; CP: 14717

PR.: 1765/2022

UDIN: A039488F001390288

Place: Indore

Date: 30th September, 2024

WITNESSES

1. Ms. Urvashi Sabnani

2. Ms. Muskan Solanki

Signature: 

Signature: 

Counter signed

For PORWAL AUTO COMPONENTS LTD


HANSIKA MITTAL

Company Secretary

Place: Pithampur

Date: 30th September, 2024