



PPAP Automotive Limited

B-206A ■ Sector-81 ■ Phase-II ■ Noida 201305 ■ Uttar Pradesh ■ India
☎ +91-120-4093901 ✉ info@ppapco.com 🌐 www.ppapco.in

28th February, 2023

The Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001
Symbol: 532934

The Listing Department
The National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400051
Symbol: PPAP

Subject: Postal Ballot Notice - Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Dear Sir,

Pursuant to Regulation 30 read with Part A of Schedule III of the Listing Regulations, we hereby submit the Postal Ballot Notice ("Notice"), being sent to the members of the Company whose names appear on the Register of Members/ List of Beneficial Owners as on 17th February, 2023 ("Cut-off date") seeking approval of Members on the following items of special business, through remote e-voting system:

Sr. No.	Particulars	Type of Resolution
1.	To approve appointment of Mr. Deepak Kumar Sethi (DIN:03605973) as an Independent Director of the Company for a first term of five consecutive years with effect from 4 th February, 2023 to 3 rd February, 2028.	Special Resolution
2.	To approve payment of remuneration by way of commission to Non-Executive Directors (including Independent Directors) for a period three financial years.	Special Resolution

In compliance with Ministry of Corporate Affairs General Circular No. 14/2020 dated 8th April, 2020, Circular No. 17 / 2020 dated 13th April, 2020, in relation to extension of framework "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid - 19", and General Circular No. 11/2022 dated 28th December, 2022, in relation to extension of the framework provided in the aforementioned circulars up to 30th September, 2023 ("**MCA Circulars**"), issued by the Ministry of Corporate Affairs, Government of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), the Notice is being sent only through electronic mode to those Members whose e-mail addresses are



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registered with the Depositories/DP or Company as on the Cut-off date. The communication of assent or dissent of the Members would only take place through the remote e-voting system.

The Company has engaged the services of Link Intime India Private Limited to provide remote e-voting facility to its Members. The remote e-voting period commences from Thursday, 2nd March, 2023 at 09:00 A.M. (IST) and ends on Friday, 31st March, 2023 at 5:00 P.M. (IST).

The results shall be declared on or before Tuesday, 4th April, 2023 at 5:00 P.M. by posting the same on the website of the Company (www.ppapco.in), website of RTA (<https://instavote.linkintime.co.in>) and by filing with BSE Ltd. (www.bseindia.com) and National Stock Exchange of India Ltd. (www.nseindia.com) where shares of the Company are listed. It shall also be displayed on the Notice Board at the Registered Office & Corporate Office of the Company.

The Notice is also being made available on the website of the Company at www.ppapco.in.

You are requested to take the same on records.

Thanking you,

Yours Faithfully,
for **PPAP Automotive Limited**

Pankhuri Agarwal
Company Secretary and Compliance Officer



PPAP Automotive Limited

CIN: L74899DL1995PLC073281

Registered Office: 54, Okhla Industrial Estate, Phase-III, New Delhi-110020

Corporate Office: B-206A, Sector-81, Phase-II, Noida-201305, Uttar Pradesh

Tel: +91-120-4093901 Website: www.ppapco.in; E-mail ID: investorservice@ppapco.com

Notice of Postal Ballot

[Pursuant to provisions of Section 110 of the Companies Act, 2013 read with Section 108, Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Circulars issued by Ministry of Corporate Affairs, Government of India]

Dear Members,

Notice is hereby given pursuant to Section 110 read with Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Management Rules"), read with the General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17 / 2020 dated 13th April, 2020, in relation to extension of framework "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid - 19", and General Circular No. 11/2022 dated 28th December, 2022, in relation to extension of the framework provided in the aforementioned circulars up to 30th September, 2023 ("MCA Circulars"), issued by the Ministry of Corporate Affairs, Government of India and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standards on General meeting issued by the Institute of Company Secretaries of India and pursuant to other applicable laws and regulations, that the resolutions appended below are proposed for approval of the shareholders of PPAP Automotive Limited ("the Company") by postal ballot ("Postal Ballot") only through remote voting.

The members holding equity shares of the company are requested to carefully read all the instructions given in the notes.

SPECIAL BUSINESS:

i. Appointment of Mr. Deepak Kumar Sethi as an Independent Director of the Company

To consider and if though fit to pass following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Schedule IV thereto and the Rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s), statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Deepak Kumar Sethi (DIN:03605973), who was appointed as an Additional Director (Independent) of the Company w.e.f. 4th February, 2023 by the Board of Directors upon the recommendation of Nomination and Remuneration Committee of the Company in terms of Section 161 of the Act, and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment and in respect of whom, the Company has received a notice in writing from a member under Section 160(1) of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, for a first term of five consecutive years with effect from 4th February, 2023 to 3rd February, 2028.

RESOLVED FURTHER THAT the Board of Directors and/or key managerial personnel of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution."

ii. Payment of remuneration by way of commission to Non-Executive Directors

To consider and if though fit to pass following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder read with Schedule V (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17(6) and all other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other law for the time being in force and pursuant to the approval of Board upon recommendation of Nomination and Remuneration Committee of the company, the consent of the members be and is hereby accorded to pay remuneration by way of commission to Non-Executive Directors (including Independent Directors), in case of profit during the relevant financial year in a manner that the aggregate commission payable to all the Non-Executive Directors (including Independent Directors) is upto one percent of net profit but not exceeding Rupees one crore in any financial year in such amounts or proportions and in such manner as may be determined by the Board of Directors of the Company for a period of three financial years or such other time period as may be permitted under the Act.

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to pay remuneration by way of commission to Non-Executive Directors (including Independent Directors) in case of no profit or inadequate profits during the relevant financial year in a manner that the aggregate commission payable to all the Non-Executive Directors (including Independent Directors) shall not exceed Rupees one crore in any financial year in such amounts or proportions and in such manner as may be determined by the Board of Directors of the Company for a period of three financial years or such other time period as may be permitted under the Act.

RESOLVED FURTHER THAT the remuneration by way of commission as may be decided by the Board of Directors shall be paid as minimum remuneration notwithstanding the profits / absence of profits / inadequacy of profits of the Company during a period of three consecutive financial years, and that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Act.

RESOLVED FURTHER THAT the above remuneration shall be in addition to fees payable to the Director(s) for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings.

RESOLVED FURTHER THAT the Board of Directors and/or key managerial personnel of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution."

By order of the Board
For **PPAP Automotive Limited**

Place: Noida
Date: 25th February, 2023 Company Secretary & Compliance Officer
Pankhuri Agarwal
A-59103

NOTES:

1. The explanatory statement pursuant to Sections 102 and 110 of the Companies Act, 2013 ("the Act") read together with the Rule 22 of the Companies (Management and Administration) Rules, 2014 stating all material facts and the reason for the proposal is annexed herewith. The Postal Ballot Notice is also placed on the website of the Company i.e. www.ppapco.in and at the relevant sections of the websites of the stock exchanges on which the shares of the Company are listed i.e. BSE Ltd. (www.bseindia.com) and National Stock Exchange of India Ltd. (www.nseindia.com).
2. The Postal Ballot Notice is being sent to all the Members, by e-mail, whose names appear in the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Friday, 17th February, 2023 ("the Cut-off date") and who have registered their email addresses with the Company's Share Transfer Agent i.e. Link Intime India Private Limited ("RTA") or Depository ("DP") through the respective Depository Participants. Any member who has not received the Postal Ballot Notice may write an e-mail to the Company at investorservice@ppapco.com or download from the website of the Company i.e. www.ppapco.in and also from the websites of the stock exchanges on which the shares of the Company are listed i.e. BSE Ltd. (www.bseindia.com) and National Stock Exchange of India Ltd. (www.nseindia.com).
3. The Company has appointed Mr. Chetan Gupta, Practicing Company Secretary (CP No. 7077) and Managing Partner at APAC & Associates LLP, Company Secretaries, as the Scrutinizer to ensure that the Postal Ballot process is conducted in a fair and transparent manner.
4. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through remote e-voting service facility arranged by Link Intime India Private Limited. The instructions for remote e-voting are provided as part of this Postal Ballot Notice.
5. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Friday, the 17th February, 2023. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by e-voting. A member who is not holding shares of the Company as on Cut-off date shall treat this notice for information purpose only.
6. Process for updating / registration of email address and mobile numbers and updation of bank account details:
Members who have registered their email address with the Company / RTA/Depositories, login details for e-voting are being sent on the registered email address.
 - a) **Members holding shares in physical form or members who have not updated email address, mobile number and bank account details:**
Members who have not registered their email address, mobile number, bank account details and in consequence are not receiving communications from the Company electronically (viz. the Annual Report, notice of members meeting, e-voting details, etc.) may get their email address, mobile number and bank account details registered by providing the same to the Company's RTA at Noble Heights, 1st Floor, Plot NH 2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi - 110058 . The members are requested to provide details such as Name, Folio Number, Certificate number, PAN , Mobile number and Email id and Form ISR-1, ISR-2, ISR-3/SH-13 and requested documents mentioned therein for updation of KYC including email address, mobile number and bank account details.
Members are requested to note that the Securities and Exchange Board of India vide its circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021 has mandated that all the folios have to be KYC compliant and accordingly, asked the investors to register their PAN, KYC details and Nomination with the RTAs. SEBI has also directed that RTAs shall not process any service requests or complaints received from the holder(s) / claimant(s) till PAN, KYC and Nomination documents/details are registered. Hence, we request you to please register/update your PAN, KYC and Nomination details with our RTA, if not already done. For more information visit <https://www.linkintime.co.in> -> Resources -> Downloads -> KYC -> Formats for KYC
 - b) **Members holding shares in Dematerialized Form:**
Please contact your DP and register / update your email address, mobile number and bank account details in your Demat account, as per the process advised by your DP.
7. A Member cannot exercise his vote by proxy on Postal Ballot.
8. Contact details of the person responsible to address the queries/grievances connected with the voting by Postal Ballot through remote e-voting are as under:-
 - i. Ms. Pankhuri Agarwal
Company Secretary & Compliance Officer
B-206A, Sector-81, Phase-II, Noida-201305, Uttar Pradesh
Email: investorservice@ppapco.com
 - ii. Mr.Rajiv Ranjan
Link Intime INSTAVOTE helpdesk
enotices@linkintime.co.in/rnt.helpdesk@linkintime.co.in
Contact on:- 022 – 4918 6000/022-49186000
9. The remote e-voting period commences on Thursday, 2nd March, 2023 at 9:00 A.M. and ends on Friday, 31st March, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by RTA for voting thereafter.
10. The instructions for shareholders for remote e-voting are as under:
As per the SEBI circular dated 9th December, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

- A Individual Shareholders holding securities in demat mode with NSDL
- i. Existing IDeAS user can visit the e-Services website of NSDL viz. <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to “InstaVote” website for casting your vote during the remote e-Voting period.
 - ii. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select “Register Online for IDeAS Portal” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
 - iii. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
- B Individual Shareholders holding securities in demat mode with CDSL
- i. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
 - ii. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
 - iii. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
 - iv. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
- C Individual Shareholders (holding securities in demat mode) login through their depository participants. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

- i. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
- ii. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No and Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format).

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

- Set the password of your choice (The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- Click “confirm” (Your password is now generated).

- iii. Click on 'Login' under '**SHARE HOLDER**' tab.
- iv. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

Cast your vote electronically:

- i. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
- ii. E-voting page will appear.
- iii. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- iv. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on '**No**' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on:- 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/ DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No and Folio Number registered with the Company.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Other Instructions

- i. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
- ii. The Scrutinizer shall prepare Scrutinizer's Report on the total votes cast in favour or against, if any. The Scrutinizer will submit his report to the Chairman of the Company or any person authorized by him, after completion of scrutiny of votes received through E-voting.
- iii. The results shall be declared on or before Tuesday, 4th April, 2023 at 5:00 P.M. by posting the same on the website of the Company (www.ppapco.in), website of RTA (<https://instavote.linkintime.co.in>) and by filing with BSE Ltd. (www.bseindia.com) and National Stock Exchange of India Ltd. (www.nseindia.com) where shares of the Company are listed. It shall also be displayed on the Notice Board at the Registered Office & Corporate Office of the Company.
- iv. Resolutions passed by the Members through Postal Ballot are deemed to have been passed at a General Meeting of the Members. The Resolutions, if approved by the requisite majority of Members by means of Postal Ballot, shall be deemed to have been passed on the last date of voting, i.e. Friday, 31st March, 2023.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item-i

Members may note that the Board of Directors of the Company upon the recommendation of Nomination and Remuneration Committee, have appointed Mr. Deepak Kumar Sethi (DIN: 03605973) as an Additional Director (Independent) w.e.f. 4th February, 2023, for the first term of five consecutive years subject to the approval of Shareholders.

Pursuant to Regulations 17(1C) of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), Mr. Deepak Kumar Sethi shall hold office upto the date of next Annual General Meeting or for a period of three months from the date of appointment whichever is earlier.

Mr. Deepak Kumar Sethi is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act 2013, ("the Act") and has given his consent to act as a Director.

Mr. Deepak Kumar Sethi is not debarred from holding the office of Director, pursuant to Securities and Exchange Board of India's order or any other authority. The Company has received a declaration from Mr. Deepak Kumar Sethi that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of ("the Act") and Regulation 16(1)(b) of the Listing Regulations.

In the opinion of the Board, Mr. Deepak Kumar Sethi fulfills the conditions for appointment as an Independent Director specified in the Act and rules made thereunder and the Listing Regulations. Mr. Deepak Kumar Sethi is independent to the management.

The Board is also satisfied with regard to integrity, expertise and experience (including proficiency) of Mr. Deepak Kumar Sethi.

The Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company under Section 160 of the Act.

The Board evaluated the performance of Mr. Deepak Kumar Sethi on the basis of criteria laid down in the Nomination and Remuneration Policy of the Company and expressed their satisfaction for his appointment as an Independent Director of the Company.

The resolution seeks the approval of members for appointment of Mr. Deepak Kumar Sethi as an Independent Director pursuant to Section 149 and other applicable provisions of the Act and rules made thereunder to hold office for a first term of five consecutive years w.e.f. 4th February, 2023 upto 3rd February, 2028.

Mr. Deepak Kumar Sethi meets the following skills and capabilities as laid down by Board of Directors:

- A. Knowledge / experience
 - i. Experience of CEO or senior management of similar industry or track record of superior results
 - ii. Understanding of relevant laws, rules, regulation and policies
 - iii. Sound understanding of human capital enrichment
- B. Technical skills / experience
 - i. Financial literacy
 - ii. Sales and marketing
 - iii. Compliances and risk mitigation
- C. Behavioral competencies
 - i. High ethical standards of integrity and probity
 - ii. Leadership and interpersonal skills
 - iii. Mentoring abilities

The Board is of the opinion that it will be beneficial to the Company to avail his services as an Independent Director of the Company therefore the Board, recommend the passing of the Special Resolution as set forth in Item no. 1 of this Notice.

A copy of the draft letter for the appointment of Mr. Deepak Kumar Sethi as an independent director setting out the terms and conditions is available on the website of the Company for inspection during e-voting period.

Details of Mr. Deepak Kumar Sethi are provided in the "Annexure - A" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Mr. Deepak Kumar Sethi is concerned or interested in the resolution of the accompanying notice relating to his appointment and his relatives are concerned or interested to the extent their shareholding, if any, in the Company. None of the other Directors/ Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested financially or otherwise, in the proposed Resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Item-ii

Members of the Company may note that the role of Non-Executive Directors (including Independent Directors) and the degree and quality of their engagement with the Board and the Company had undergone significant changes over a period of time and that the Company was being hugely benefited from the expertise, advice and inputs provided by the Non-Executive Directors (including Independent Directors).

Members may further note that these Non-Executive Directors (including Independent Directors) devote their valuable time in deliberating on the strategic and critical issues in the course of the Board and Committee meetings of the Company and give their valuable advice, suggestion and guidance to the management of the Company from time to time. Members of the Company may also note that the Non-Executive Directors (including Independent Directors) were paid sitting fees only for attending the meetings in accordance with the provisions of the Companies Act, 2013 ("the Act") & the rules thereunder.

Members of the Company may further note that pursuant to Section 197 of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), prior approval of the members of a Company was required to be obtained for making payment of remuneration by way of commission to its Non-Executive Directors (including Independent Directors).

Members may further note that the approval of members is also required pursuant to Regulation 17(6)(a) and 17(6)(ca) of the Listing Regulations.

In view of recognition of their services, the Nomination and Remuneration Committee and Board of Directors have approved, subject to approval of the Members of the Company, the payment of remuneration by way of commission to the Non-Executive Directors (including Independent Directors), in case of profit during the relevant financial year in a manner that the aggregate remuneration by way of commission payable to all the Non-Executive Directors (including Independent Directors) is upto one percent of net profit but not exceeding Rupees one crore and in case of no profit or inadequate profits during the relevant financial year in a manner that the aggregate remuneration by way of commission payable to all the Non-Executive Directors (including Independent Directors) shall not exceed Rupees one crore in any financial year for a period of three consecutive financial years starting from the financial year 2022-2023.

The remuneration by way of commission as may be decided by the Board of Directors shall be paid as minimum remuneration notwithstanding the profits / absence of profits / inadequacy of profits of the Company during a period of three consecutive financial years, and that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Act.

This payment of remuneration by way of commission, if approved by Members, will be distributed amongst all or some of the Non-Executive Directors as may be decided by the Board of Directors.

The Board, recommend the passing of the Special Resolution as set forth in Item no. 2 of this notice.

All the Non-Executive Directors are concerned or interested to the extent of commission that may be received by each of them in the proposed item no. 2 of this notice. Mr. Ajay Kumar Jain and Mr. Abhishek Jain are concerned or interested to the extent of commission as may be received by their relative in the item no. 2 of this notice. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Details of Non-Executive Directors including independent Directors as per Secretarial Standard on General Meetings ("SS-2") are attached as Annexure-A forming part of the notice.

Details required under Part II Section II of Schedule V of the Act are attached as Annexure-B forming part of the notice.

By order of the Board
For **PAPP Automotive Limited**

Place: Noida
Date: 25th February, 2023

Pankhuri Agarwal
Company Secretary & Compliance Officer
A-59103

Annexure A

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India

S. No.	Particular					
1	Name	Mr. Deepak Kumar Sethi	Mr. Bhuwan Kumar Chaturvedi	Mr. Pravin Kumar Gupta	Mrs. Celine George	Mrs. Vinay Kumari Jain
2	Category/ Designation	Independent Director	Independent Director	Independent Director	Independent Director	Non- Executive Director
3	Director Identification Number (DIN)	03605973	00144487	06491563	02563846	00228718
4	Age	63 years	74 years	61 years	63 years	67 years
5	Date of Birth	10-08-1959	06-03-1948	24-01-1962	28-05-1959	20-02-1956
6	Original Date of Appointment	04-02-2023	26-12-2013	01-04-2014	16-04-2020	26-12-2013
7	Qualification	Mechanical Engineering Graduate from Delhi College of Engineering and Postgraduate from IIM, Ahmedabad.	B.E. (Mech.) from IIT Roorkee and M.B.A. from IIM, Ahmedabad.	Member of the Institute of Chartered Accountants of India.	Postgraduate in Business Economics from Delhi University and PGDIM from IMI, Delhi.	Graduate in Science from Delhi University.
8	Experience and expertise in specific functional Area	He has 40 years work experience in Automobile sector including 38 years of work experience in Maruti Suzuki primarily in areas of Vendor Development/ Supply Chain, Manufacturing and Quality.	Rich and diverse top management experience in the automobile, auto components, engineering, real estate development and management consultancy businesses.	Mr. Pravin Kumar Gupta has more than 35 years of experience in both large and SME segments in manufacturing and service industries. He has wide and in depth knowledge and experience in the field of corporate finance and taxation, accounts, audit and indirect tax laws.	She is an independent organisation development and change management consultant with over 31 years industry experience. She has worked in public and private sector organisations, across multiple industry verticals including energy, healthcare, financial services, retail, education technology and consulting. Mrs. George works with organisations on people performance and growth architecture and advises on managing human capital risks. She has led several change and leadership interventions through her career and has been instrumental in helping organisations set up structures and systems for performance and growth.	Having vast experience in automotive industry.
9	Brief Profile	Mr. Deepak Kumar Sethi Mechanical Engineering Graduate from Delhi College of Engineering and Postgraduate from IIM, Ahmedabad. He has 40 years' work experience, primarily in Automobile sector. He has worked with Maruti Suzuki for over 38 years. During his tenure in Maruti he was	Mr. Bhuwan Kumar Chaturvedi began his career with Tata Motors and went on to hold apex level positions in automotive companies. He was Managing Director of Eicher Limited and was President of Hindustan Motors Limited. Mr. Chaturvedi was President of Tractor Manufacturers Association and Member of CII Na	Mr. Pravin Kumar Gupta is a fellow member of the Institute of Chartered Accountants of India. He is a Managing Partner and a key person of M/s K. S. Gupta & Co., Chartered Accountants (Est.: 1955).	Mrs. George started her career in 1984 with ONGC; prior to that she worked as a Research Associate in IIM Ahmedabad. She also worked in the management consulting division of TCS. Mrs. George has been a key member of leadership teams of Cairn Energy India Pty Ltd., Hewitt Associates, Aviva Life	Mrs. Vinay Kumari Jain was one of the founder partners of partnership firm Precision Pipes and Profiles Company formed in 1978 and continued as a partner till 1995. Subsequently, she was appointed as the Director of the Company in 2013. She has total work experience of more

		deputed as whole time Director of Suzuki Powertrain India Limited which manufactured Diesel Engines, Transmissions and 2W engines and headed Supply Chain Vertical of Maruti Suzuki as Executive Director (Supply Chain) and Quality Vertical as Executive Director (Quality Assurance).	tional Council. He has also been Member of Syndicate-University of Roorkee, Finance Committee-IIT Roorkee and President of Alumni Association of IIT Roorkee. He was Member of Board of Management Studies-AICTE and Programme Advisory Committee (Mechanical, Civil Engineering and Robotics) Department of Science and Technology, Government of India. Mr. Chaturvedi has rich and diverse top management experience in the automobile, auto components, engineering and management consultancy business.		Insurance Company Pvt. Ltd and Max Healthcare Institute Limited. She is a member of the Governing Body of Action for Autism (AFA) a national level not for profit education, training and advocacy organisation which provides support and services to persons with autism and to those who work with them. She is also Director & Co-promoter of Green Clouds Education Solutions Private Limited.	three decades and possess a deep understanding of the automotive business.
10	Number of Board meetings attended during the financial year (01-04-2022 to 25-02-2023)	NIL	4 (Four)	4 (Four)	4 (Four)	4 (Four)
11	Directorship in other Companies along with listed entities	Nippon Thermostat India Ltd. SKH Metals Ltd.	Ring Plus Aqua Limited	NIL	Green Clouds Education Solutions Private Limited	Kalindi Farms Private Limited
12	Listed entities from which director has resigned in last three years	NIL	NA	NA	NA	NA
13	Chairmanship/ Membership of Committees in other Companies including PPAP Automotive Limited	NIL	Chairmanship of Corporate Social Responsibility Committee and member of Audit and Nomination and Remuneration committee of PPAP Automotive Limited.	Chairmanship of Audit Committee and member of Nomination and Remuneration committee and Stakeholder Relationship Committee of PPAP Automotive Limited.	Chairmanship of Nomination and Remuneration committee of PPAP Automotive Limited.	Member of Stakeholders Relationship Committee and Corporate Social Responsibility committee of PPAP Automotive Limited.
14	Number of Equity Shares held in the Company	NIL	NIL	NIL	NIL	5,33,890
15	Number of Equity Shares held in the Company for any other person on a beneficial basis	NIL	NIL	NIL	NIL	NIL
16	Relationship between Directors inter-se; with other Director and Key Managerial Personnel of the Company	None	None	None	None	Wife of Mr. Ajay Kumar Jain, Chairman and Managing Director and Mother of Mr. Abhishek Jain, Chief Executive Officer and Managing Director.

17	Terms and conditions of appointment or re-appointment	Terms and Conditions of appointment are mentioned in draft letter of appointment, which is available on the website of the Company upto the last date of e-voting i.e. Friday, 31 st March, 2023.	NA	NA	NA	NA
18	Details of Remuneration last drawn	NA	The Non-Executive Directors (Independent Directors) are paid sitting fee for attending meetings of Board of Directors, Independent Directors, and various Committee of Directors.			The Non-Executive Director is paid sitting fee for attending meetings of Board of Directors, and various Committee of Directors.
19	Remuneration proposed to be paid	Sitting Fees and remuneration by way of commission in accordance with the provision of the Companies Act, 2013.	Sitting Fees and remuneration by way of commission in accordance with the provision of the Companies Act, 2013.	Sitting Fees and remuneration by way of commission in accordance with the provision of the Companies Act, 2013.	Sitting Fees and remuneration by way of commission in accordance with the provision of the Companies Act, 2013.	Sitting Fees and remuneration by way of commission in accordance with the provision of the Companies Act, 2013.
20	Justification for appointment as an Independent Director	As per Explanatory Statement of Postal Ballot Notice.	NA	NA	NA	NA

Annexure B

Disclosure as required under Section II of Part II of Schedule V to the Companies Act, 2013

S.No	General Information					
I	a	Nature of Industry	Auto component			
	b	Date of commencement of commercial production	The Company commenced its business on 1 st November, 1995 (certificate of commencement)			
	c	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA			
	d	Financial performance of the Company based on given indicators	(Rs. In Lacs)			
			Particulars	2021-22	2020-21	2019-20
			Total Income	41,106.86	32,383.20	36079.75
			Earning before interest, tax, depreciation and amortization expense	4104.59	3635.65	5149.68
			Less: Interest	598.30	369.35	263.51
			Depreciation and amortization expense	2,895.09	2632.44	2572.29
			Profit / (loss) before exceptional and extraordinary items and tax	611.20	633.86	2313.88
			Profit / (loss) for the period	458.82	483.61	1927.79
	e	Foreign investments or collaborations, if any	The Company has a technical collaboration with Tokai Kogyo Co. Ltd, Japan and Nissen Chemitec Corporation, Japan			

II	Information about the Appointee						
			Mr. Deepak Kumar Sethi	Mr. Bhuwan Kumar Chaturvedi	Mr. Pravin Kumar Gupta	Mrs. Celine George	Mrs. Vinay Kumari Jain
	a	Background details	He has 40 years work experience in Automobile sector including 38 years of work experience in Maruti Suzuki primarily in areas of Vendor Development/ Supply Chain, Manufacturing and Quality.	Mr. Bhuwan Kumar Chaturvedi began his career with Tata Motors and went on to hold apex level positions in automotive companies. He was Managing Director of Eicher Limited and was President of Hindustan Motors Limited. Mr. Chaturvedi was President of Tractor Manufacturers Association and Member of CII National Council. He has also been Member of Syndicate-University of Roorkee, Finance Committee-IIT Roorkee and President of Alumni Association of IIT Roorkee. He was Member of Board of Management Studies-AICTE	Mr. Pravin Kumar Gupta is a fellow member of the Institute of Chartered Accountants of India. He is a Managing Partner and a key person of M/s K. S. Gupta & Co., Chartered Accountants (Est.: 1955). Mr. Pravin Kumar Gupta has offered valuable contribution to the Company since 2014.	Mrs. George started her career in 1984 with ONGC; prior to that she worked as a Research Associate in IIM Ahmedabad. She also worked in the management consulting division of TCS. Mrs. George has been a key member of leadership teams of Cairn Energy India Pvt Ltd., Hewitt Associates, Aviva Life Insurance Company Pvt. Ltd and Max Healthcare Institute Limited. She is a member of the Governing Body of Action for Autism (AFA) a national level not	Mrs. Vinay Kumari Jain was one of the founder partners of partnership firm Precision Pipes and Profiles Company formed in 1978 and continued as a partner till 1995. Subsequently, she was appointed as the Director of the Company in 2013. She has total work experience of more three decades and possess a deep understanding of the automotive business.

				and Programme Advisory Committee (Mechanical, Civil Engineering and Robotics) Department of Science and Technology, Government of India. Mr. Chaturvedi has rich and diverse top management experience in the automobile, auto components, engineering and management consultancy business. Mr. Chaturvedi is associated with the Company since 2010 and his association has been immense beneficial to the Company.		for profit education, training and advocacy organisation which provides support and services to persons with autism and to those who work with them. She is also Director & Co-promoter of Green Clouds Education Solutions Private Limited	
b	Past Remuneration	NA	The Non-Executive Directors (Independent Directors) are paid sitting fee for attending meetings of Board of Directors, Independent Directors and various Committee of Directors.	The Non-Executive Directors (Independent Directors) are paid sitting fee for attending meetings of Board of Directors, Independent Directors and various Committee of Directors.	The Non-Executive Directors (Independent Directors) are paid sitting fee for attending meetings of Board of Directors, Independent Directors and various Committee of Directors.	The Non-Executive Director are paid sitting fee for attending meetings of Board of Directors and various Committee of Directors.	
c	Recognition or awards	Mr. Sethi started his career in 1948 as a member of initial vendor development team in Maruti. Over the years his efforts were materialized and was deputed as whole time Director of Suzuki Powertrain India Limited. He also headed Supply Chain Vertical of Maruti Suzuki as Executive Director (Supply Chain) and Quality Vertical as Executive Director (Quality Assurance).	Mr. Chaturvedi was elected as President of TMA (Tractor Manufacturers Association) in 1988. He has also been member of CII National Council. He was elected to join the CII delegation to South Africa. He played a leadership role in Eicher Limited to pursue the mission of achieving excellence through operational efficiency. He was also nominated by the Governor of UP as Chancellor's Nominee on the Syndicate (the highest Governing Body) of University of Roorkee in 1996. He was awarded with the distinguished Alumnus Award by IIT Roorkee in 2012 and was invited to become President of IIT Roorkee Alumni Association in 2017.	Mr. Gupta is associated with the Company since 2014 and his experience in the field of Corporate Finance, Taxation, Accounts, Audit and Corporate Governance has been instrumental in the functioning of the Company.	Under Mrs. George leadership HR practice of the Company continue to garner appreciation in the industry.	Under the dynamic leadership of Mrs. Vinay Kumari Jain, Non-Executive Director, the Company has been awarded in areas of quality, safety, environment. Some of the prominent awards & recognitions conferred to the Company by various esteemed forums are Comprehensive Excellence By Maruti Suzuki, Achieving Quality Targets and Zero PPM By Toyota Kirloskar	

d	Job Profile and Suitability	The Non-Executive Directors (including Independent Directors) are expected to perform their duties, whether statutory or fiduciary, faithfully, efficiently and diligently to a standard that commensurate functions of his/ her role, knowledge, skills and experience. The Non-Executive Directors (including Independent Directors) of the Company are highly experienced professionals having specialized knowledge and skills to guide the Company on latest technological developments, global market trends and other relevant indicators for business enhancement.				
e.	Remuneration proposed	As mentioned in item no. 2 of Postal Ballot Notice	As mentioned in item no. 2 of Postal Ballot Notice	As mentioned in item no. 2 of Postal Ballot Notice	As mentioned in item no. 2 of Postal Ballot Notice	As mentioned in item no. 2 of Postal Ballot Notice
f.	Comparative remuneration, profile with respect to industry, size of the Company, profile of the position and person	The proposed commission commensurate with qualifications, experience, remuneration levels in the industry and the responsibilities associated with Non-Executive Directors of the Company.				
g.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, or other director if any.	NA	NA	NA	NA	Mrs. Vinay Kumari Jain owns 3.81% equity stake in PPAP Automotive Limited ("the Company") and with her other family members and relatives control 65.01% of equity share capital of the Company. Mrs. Vinay Kumari Jain is wife of Mr. Ajay Kumar Jain, Chairman and Managing Director and mother of Mr. Abhishek Jain, Chief Executive Officer and Managing Director

III.	Other Information	
a	Reasons of loss or inadequate profits	NA
b	Steps taken or proposed to be taken for improvement	NA
c	Expected increase in productivity and profits in measurable terms	NA