

Disclosure in terms of Clause 35A of the Listing Agreement in relation to 20th Annual General Meeting of PPAP Automotive Limited held on 26th September, 2015.

Date of AGM	Saturday, 26 th September, 2015
Total number of shareholders as on cutoff date i.e. 19th September 2015	17464
No. of shareholders present in the meeting either in person or through proxy	
Promoter and Promoter Group	7
Public	88
Total	95
No. of shareholders attended the meeting through video conferencing :	
Promoter and Promoter Group	Not arranged
Public	Not arranged

Agenda Item No. -1 – Ordinary Resolution

Adoption of audited financial statements of the Company for the financial year ended 31st March, 2015, together with the Reports of the Board of Directors and Auditors' thereon.

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes-in against	% of votes in favour on votes polled	% of votes in against on votes polled
	(1)	(2)	$[3]=\frac{[(2)/(1)]*}{100}$	(4)	(5)	$[6]=\frac{[(4)/(2)]*}{100}$	$[7]=\frac{[(5)/(2)]*}{100}$
Mode of Voting (Poll)							
Promoter and Promoter Group	8,841,161	5,852,803	66.20	5,852,803	-	100.00	-
Public Institutional holders	131,433	-	-	-	-	-	-
Public-others	5,027,406	489,519	9.74	489,519	-	100.00	-
Total (A)	14,000,000	6,342,322	45.30	6,342,322	0	100.00	-
Mode of Voting (E-voting)							
Promoter and Promoter Group	8,841,161	2,988,358	33.80	2,988,358	-	100.00	-
Public Institutional holders	131,433	-	-	-	-	-	-
Public-others	5,027,406	1,686	0.00	1,641	45	97.33	2.67
Total (A)	14,000,000	2,990,044	21.36	2,989,999	45	100.00	0.0015
Result (A+B)	14,000,000	9,332,366	66.66	9,332,321	45	100.00	0.0005

For PPAP Automotive Limited


Company Secretary

Agenda Item No. -2- Ordinary Resolution

Declaration of dividend on equity shares.

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes-in against	% of votes in favour on votes polled	% of votes in against on votes polled
	(1)	(2)	$[3]=\frac{[(2)/(1)]}{100}*$	(4)	(5)	$[6]=\frac{[(4)/(2)]}{100}*$	$[7]=\frac{[(5)/(2)]}{100}*$
Mode of Voting (Poll)							
Promoter and Promoter Group	8,841,161	5,852,803	66.20	5,852,803	-	100.00	-
Public Institutional holders	131,433	-	-	-	-	-	-
Public-others	5,027,406	489,519	9.74	489,519	-	100.00	-
Total (A)	14,000,000	6,342,322	45.30	6,342,322	0	100.00	-
Mode of Voting (E-voting)							
Promoter and Promoter Group	8,841,161	2,988,358	33.80	2,988,358	-	100.00	-
Public Institutional holders	131,433	-	-	-	-	-	-
Public-others	5,027,406	1,686	0.00	1,641	45	97.33	2.67
Total (A)	14,000,000	2,990,044	21.36	2,989,999	45	100.00	0.0015
Result (A+B)	14,000,000	9,332,366	66.66	9,332,321	45	100.00	0.0005

Agenda Item No. -3- Ordinary Resolution

Re-appointment of Mr. Abhishek Jain(DIN: 00137651), who retires by rotation and, being eligible, offers himself for re-appointment.

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes-in against	% of votes in favour on votes polled	% of votes in against on votes polled
	(1)	(2)	$[3]=\frac{[(2)/(1)]}{100}*$	(4)	(5)	$[6]=\frac{[(4)/(2)]}{100}*$	$[7]=\frac{[(5)/(2)]}{100}*$
Mode of Voting (Poll)							
Promoter and Promoter Group	8,841,161	5,852,803	66.20	5,852,803	-	100.00	-
Public Institutional holders	131,433	-	-	-	-	-	-
Public-others	5,027,406	489,519	9.74	489,519	-	100.00	-

For PPAP Automotive Limited

[Signature]
Company Secretary

Total (A)	14,000,000	6,342,322	45.30	6,342,322	0	100.00	-
Mode of Voting (E-voting)							
Promoter and Promoter Group	8,841,161	2,988,358	33.80	2,988,358	-	100.00	-
Public Institutional holders	131,433	-	-	-	-	-	-
Public-others	5,027,406	1,686	0.00	1,641	45	97.33	2.67
Total (A)	14,000,000	2,990,044	21.36	2,989,999	45	100.00	0.0015
Result (A+B)	14,000,000	9,332,366	66.66	9,332,321	45	100.00	0.0005

Agenda Item No. -4- Ordinary Resolution

Ratification of the appointment of M/s. O.P. Bagla & Co. (Firm Registration No. 000018N), Chartered Accountants, as Statutory Auditors of the Company.

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes-in against	% of votes in favour 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
Mode of Voting (Poll)							
Promoter and Promoter Group	8,841,161	5,852,803	66.20	5,852,803	-	100.00	-
Public Institutional holders	131,433	-	-	-	-	-	-
Public-others	5,027,406	489,519	9.74	489,519	-	100.00	-
Total (A)	14,000,000	6,342,322	45.30	6,342,322	0	100.00	-
Mode of Voting (E-voting)							
Promoter and Promoter Group	8,841,161	2,988,358	33.80	2,988,358	-	100.00	-
Public Institutional holders	131,433	-	-	-	-	-	-
Public-others	5,027,406	1,686	0.00	1,641	45	97.33	2.67
Total (A)	14,000,000	2,990,044	21.36	2,989,999	45	100.00	0.0015
Result (A+B)	14,000,000	9,332,366	66.66	9,332,321	45	100.00	0.0005

Agenda Item No. -5- Ordinary Resolution

Ratification of the remuneration payable to M/s. Chittora & Co., Cost Accountants (Firm Registration No. 000385) as Cost Auditors of the Company for the financial year 2015-16.

For PPAP Automotive Limited


Company Secretary

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes-in against	% of votes in favour on votes polled	% of votes in against on votes polled
	(1)	(2)	$[3]=\frac{[(2)/(1)]}{100}$	(4)	(5)	$[6]=\frac{[(4)/(2)]}{100}$	$[7]=\frac{[(5)/(2)]}{100}$
Mode of Voting (Poll)							
Promoter and Promoter Group	8,841,161	5,852,803	66.20	5,852,803	-	100.00	-
Public Institutional holders	131,433	-	-	-	-	-	-
Public-others	5,027,406	489,519	9.74	489,519	-	100.00	-
Total (A)	14,000,000	6,342,322	45.30	6,342,322	0	100.00	-
Mode of Voting (E-voting)							
Promoter and Promoter Group	8,841,161	2,988,358	33.80	2,988,358	-	100.00	-
Public Institutional holders	131,433	-	-	-	-	-	-
Public-others	5,027,406	1,686	0.00	1,641	45	97.33	2.67
Total (A)	14,000,000	2,990,044	21.36	2,989,999	45	100.00	0.0015
Result (A+B)	14,000,000	9,332,366	66.66	9,332,321	45	100.00	0.0005

Agenda Item No. -6- Special Resolution

Re-appointment of Mr. Ajay Kumar Jain (DIN: 00148839) as Chairman and Managing Director of the Company.

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes-in against	% of votes in favour on votes polled	% of votes in against on votes polled
	(1)	(2)	$[3]=\frac{[(2)/(1)]}{100}$	(4)	(5)	$[6]=\frac{[(4)/(2)]}{100}$	$[7]=\frac{[(5)/(2)]}{100}$
Mode of Voting (Poll)							
Promoter and Promoter Group	8,841,161	5,852,803	66.20	5,852,803	-	100.00	-
Public Institutional holders	131,433	-	-	-	-	-	-
Public-others	5,027,406	489,519	9.74	489,519	-	100.00	-
Total (A)	14,000,000	6,342,322	45.30	6,342,322	0	100.00	-
Mode of Voting (E-voting)							

For PPAP Automotive Limited


Company Secretary

Promoter and Promoter Group	8,841,161	2,988,358	33.80	2,988,358	-	100.00	-
Public Institutional holders	131,433	-	-	-	-	-	-
Public-others	5,027,406	1,686	0.00	1,641	45	97.33	2.67
Total (A)	14,000,000	2,990,044	21.36	2,989,999	45	100.00	0.0015
Result (A+B)	14,000,000	9,332,366	66.66	9,332,321	45	100.00	0.0005

Agenda Item No. -7- Special Resolution

Re-appointment of Mr. Abhishek Jain (DIN: 00137651) as Whole Time Director (designated as "Executive Director") of the Company.

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes-in against	% of votes in favour on votes polled	% of votes in against on votes polled
	(1)	(2)	$[3]=\frac{[(2)/(1)]*}{100}$	(4)	(5)	$[6]=\frac{[(4)/(2)]*}{100}$	$[7]=\frac{[(5)/(2)]*}{100}$
Mode of Voting (Poll)							
Promoter and Promoter Group	8,841,161	5,852,803	66.20	5,852,803	-	100.00	-
Public Institutional holders	131,433	-	-	-	-	-	-
Public-others	5,027,406	489,519	9.74	489,519	-	100.00	-
Total (A)	14,000,000	6,342,322	45.30	6,342,322	0	100.00	-
Mode of Voting (E-voting)							
Promoter and Promoter Group	8,841,161	2,988,358	33.80	2,988,358	-	100.00	-
Public Institutional holders	131,433	-	-	-	-	-	-
Public-others	5,027,406	1,686	0.00	1,641	45	97.33	2.67
Total (A)	14,000,000	2,990,044	21.36	2,989,999	45	100.00	0.0015
Result (A+B)	14,000,000	9,332,366	66.66	9,332,321	45	100.00	0.0005

For PPAP Automotive Limited
(formerly Precision Pipes and Profiles Company Limited)


Sonia Bhandari
Company Secretary



Reference No.: SA/07/2015-16

**CONSOLIDATED REPORT OF SCRUTINIZER ON REMOTE E-VOTING AND VOTING
THROUGH POLLING PAPER**

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 read with Companies (Management and Administration) Amendment Rules, 2015]

To,

Mr. Ajay Kumar Jain
Chairman & Managing Director
M/s PPAP Automotive Limited
(Formerly Known as Precision Pipes and Profile Company Limited)
54, Okhla Industrial Estate,
Phase III Delhi-110020

Sub: Report on voting through electronic means carried out during 23rd September, 2015 (10:00 A.M.) to 25th September, 2015 (5:00 P.M.) and Poll conducted at the 20th Annual General Meeting of the Company held on Saturday, September 26, 2015 at 11:00 A.M at the Executive Club, Dolly Farms and Resorts Private Limited, 439, Village Shahoorpur, P.O. FatehpurBer, New Delhi-110074.

Dear Sir,

I, Chetan Gupta, a Company Secretary in Practice (FCS 6496, CP No. 7077), appointed as Scrutinizer:

- (i) for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and
- (ii) for the purpose of the poll taken on the below mentioned resolution(s), at the 20th Annual General Meeting of the Equity Shareholders of M/s PPAP Automotive Limited (Formerly Known as Precision Pipes and Profile Company Limited) held on Saturday, 26th September, 2015 at 11.00 A.M., at the Executive Club, Dolly Farms and Resorts Private Limited, 439, Village Shahoorpur, P.O. FatehpurBer, New Delhi-110074, submit our report as under:

1. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and poll on the resolutions contained in the Notice to 20th Annual General Meeting (AGM) of the shareholders of the Company. My responsibility as a Scrutinizer is to make

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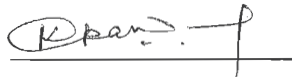
Head Office : 701-702, R.G. Trade Tower, Netaji Subhash Place, Pitam Pura, New Delhi-110 034.
Tel. : +91-11-4738 1100-05, 08 • Fax : +91-11-4738 1109 • E-mail : info@apac.in • Website : www.apac.in

Branch Office : 145-146, Tower B-2, Spaze I-Tech Park, Sohna Road, Sector-49, Sohna Road, Gurgaon-122 102. Tel.: 0124-4264510.

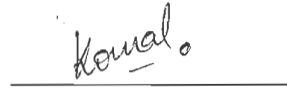
a Scrutinizer's report of the votes cast "in favor" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by the M/s Central Depository Services Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company and the poll received at the 20th Annual General Meeting of the Company.

2. Further for the above, I submit my report as under:

- a. In accordance with the Notice of the 20th AGM sent to the shareholders, the e-voting period commenced on 23rd September, 2015 at 10:00 A.M. to 25th September, 2015 at 5:00 P.M.
- b. The shareholders of the Company as on the "cut-off date" i.e. 19th September, 2015 were entitled to vote on the resolutions (item no. 1 to 7 as set out in the notice of the 20th AGM of the Company).
- c. After the time fixed for closing of the Poll by the Chairman, 2 ballot box kept for polling were locked in our presence with due identification marks placed by us.
- d. The locked ballot box was subsequently opened in my presence along with two witnesses, Mr. K. C. Pandey and Ms. Komal Bhola, who are not in the employment of the Company and poll papers were diligently scrutinized. The witnesses have signed below in confirmation of the Ballot Box being unlocked in their presence. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.

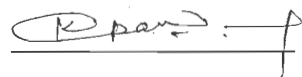


Name: K. C. Pandey

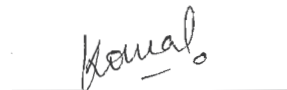


Name: Komal Bhola

- e. The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.
- f. After counting the votes casted by the members and proxy holders present at the 20th AGM, through polling paper, the votes casted through remote e-voting were unblocked on 26th September, 2015, around 12:30 PM in the presence of 2 witnesses, Mr. K. C. Pandey and Ms. Komal Bhola, who are not in the employment of the Company. They have signed below in confirmation of the remote e-votes being unblocked in their presence.



Name: K.C. Pandey



Name: Komal Bhola



- g. Thereafter, the details containing *inter-alia*, list of Equity Shareholders, who voted “for”, “against” each of the resolutions that were put to vote, were generated from the e-voting website of the M/s Central Depository Services Limited (CDSL) and poll conducted at the 20th Annual General Meeting and based on such, the result is as under:

Item No. 1

Ordinary Resolution: Adoption of audited financial statements of the Company for the financial year ended 31st march, 2015, together with the Reports of the Board of Directors and Auditors’ thereon.

- (i) Voted **in favor** of the resolution:

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	51	6342322	67.96
E-voting	15	2989999	32.04
Total	66	9332321	100.00

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

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0.00
E-voting	1	45	0.00
Total	1	45	0.00

- (iii) **Invalid** votes:

Mode of voting	Number of members who voted	Number of votes cast by them
Physical	03	13
E-voting	0	0
Total	03	13



Item No. 2

Ordinary Resolution: Declaration of dividend on Equity Shares

(i) Voted **in favor** of the resolution:

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	51	6342322	67.96
E-voting	15	2989999	32.04
Total	66	9332321	100.00

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

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0.00
E-voting	1	45	0.00
Total	1	45	0.00

(iii) **Invalid** votes:

Mode of voting	Number of members who voted	Number of votes cast by them
Physical	03	13
E-voting	0	0
Total	03	13



Item No. 3

Ordinary Resolution: To Re-appoint Mr. Abhishek Jain, who retires by rotation and, being eligible, offers himself for re-appointment.

(i) Voted **in favor** of the resolution:

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	51	6342322	67.96
E-voting	15	2989999	32.04
Total	66	9332321	100.00

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

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0.00
E-voting	1	45	0.00
Total	1	45	0.00

(iii) **Invalid** votes:

Mode of voting	Number of members who voted	Number of votes cast by them
Physical	03	13
E-voting	0	0
Total	03	13



Item No. 4

Ordinary Resolution: Ratification of the appointment of M/s O. P. Bagla & Co. (Firm Registration no. 000018N), Chartered Accountants, as statutory Auditors of the Company.

(i) Voted **in favor** of the resolution:

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	51	6342322	67.96
E-voting	15	2989999	32.04
Total	66	9332321	100.00

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

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0.00
E-voting	1	45	0.00
Total	1	45	0.00

(iii) **Invalid** votes:

Mode of voting	Number of members who voted	Number of votes cast by them
Physical	03	13
E-voting	0	0
Total	03	13



Item No. 5

Ordinary Resolution: Ratification of the remuneration payable to M/s. Chittora & Co. (Firm Registration no. 000385), Cost Accountants as Cost Auditors of the Company for the Financial Year 2015-16.

(i) Voted **in favor** of the resolution:

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	51	6342322	67.96
E-voting	15	2989999	32.04
Total	66	9332321	100.00

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

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0.00
E-voting	1	45	0.00
Total	1	45	0.00

(iii) **Invalid** votes:

Mode of voting	Number of members who voted	Number of votes cast by them
Physical	03	13
E-voting	0	0
Total	03	13



Item No. 6

Special Resolution: Re-appointment of Mr. Ajay Kumar Jain (DIN: 00148839) as Chairman and Managing Director of the Company.

(i) Voted **in favor** of the resolution:

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	51	6342322	67.96
E-voting	15	2989999	32.04
Total	66	9332321	100.00

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

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0.00
E-voting	1	45	0.00
Total	1	45	0.00

(iii) **Invalid** votes:

Mode of voting	Number of members who voted	Number of votes cast by them
Physical	03	13
E-voting	0	0
Total	03	13



Item No. 7

Special Resolution: Re-appointment of Mr. Abhishek Jain (DIN: 00137651) as Whole Time Director (Designated as "Executive Director") of the Company.

(i) Voted **in favor** of the resolution:

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	51	6342322	67.96
E-voting	15	2989999	32.04
Total	66	9332321	100.00

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

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0.00
E-voting	1	45	0.00
Total	1	45	0.00


(iii) **Invalid** votes:

Mode of voting	Number of members who voted	Number of votes cast by them
Physical	03	13
E-voting	0	0
Total	03	13



The relevant records relating to poll including voting by electronic means shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the 20th Annual General Meeting and the same shall thereafter be handed over to the Company Secretary for safe keeping.

Thanking you,
Yours faithfully,
For APAC & Associates
(Company Secretaries)


Chetan Gupta
(Partner)


Membership No. 6496
C.P. No. 7077



Date: 28th September, 2015
Place: New Delhi

For and on behalf of M/s PPAP Automotive Limited

Date: 28th September, 2015
Place: New Delhi


Mr. Ajay Kumar Jain
Chairman & Managing Director