



# PPAP Automotive Limited

CIN No. L74899DL1995PLC073281

B-206A, Phase-II, Noida-201305, Uttar Pradesh, India.

Tel.: +91-120-2462552 / 53, Fax : +91-120-2461371

Email : info@ppapco.com; Website : www.ppapco.in

29<sup>th</sup> July, 2017

**The Listing Department**  
**Bombay Stock Exchange Limited**  
Phiroze Jeejee bhoy Towers,  
Dalal Street,  
Mumbai – 400001

**The Listing Department**  
**The National Stock Exchange of India Limited**  
Exchange Plaza,  
Bandra Kurla Complex,  
Bandra (E)  
Mumbai – 400051

**Subject: Notice of 22<sup>nd</sup> Annual General Meeting**

Dear Sir,

Please find attached the Notice of 22<sup>nd</sup> Annual General Meeting of the Company which is scheduled to be held on Wednesday, 23<sup>rd</sup> August, 2017 at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110003 at 10:30 a.m.

This is for your information and record.

Thanking you,

Yours truly,  
For **PPAP Automotive Limited**

**Sonia Bhandari**  
Company Secretary

## 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 (U.P.)

Tel: +91-120-2462552 / 53; Fax: +91-120-2461371

Website: www.ppapco.in; E-mail ID: investorservice@ppapco.com

### NOTICE

NOTICE is hereby given that the Twenty Second Annual General Meeting of the members of **PPAP Automotive Limited** will be held on **Wednesday, the 23<sup>rd</sup> day of August, 2017 at 10:30 a.m.** at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110003 to transact the following business:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements (standalone and consolidated) of the Company for the financial year ended 31<sup>st</sup> March, 2017, together with the Reports of the Board of Directors and Auditors' thereon.
2. To confirm the payment of interim dividend and to declare final dividend on equity shares for the financial year 2016-17.
3. To appoint a Director in place of Mr. Abhishek Jain (DIN: 00137651), who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 139-142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s. O.P. Bagla & Co. (Firm Registration No. 000018N), Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Twenty Third Annual General Meeting of the Company to be held in the year 2018 at such remuneration excluding service tax and other out-of-pocket expenses, if any, as may be mutually agreed between the Statutory Auditors and the Board of Directors of the Company.”

#### SPECIAL BUSINESS

5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, the remuneration of ₹ 1,60,000 (Rupees One Lacs Sixty Thousand only) plus service tax and reimbursement of travel and out of pocket expenses as approved by the Board, to be

paid to M/s. Rakesh Singh & Co. (Firm Registration No. 000247), Cost Accountants, Cost Auditors of the Company for the financial year ended 31<sup>st</sup> March, 2018, be and is hereby ratified, confirmed and approved.

**RESOLVED FURTHER THAT** Mr. Ajay Kumar Jain (DIN: 00148839) Chairman & Managing Director, Mr. Abhishek Jain (DIN: 00137651), Chief Executive Officer & Managing Director, Mr. Manish Dhariwal, Chief Financial Officer and Mrs. Sonia Bhandari, Company Secretary of the Company be and are hereby severally authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary to give effect to the above resolution and to do all other matters that are incidental and consequent thereto including filing application and obtaining necessary approvals as may be required.”

6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and subject to the approval of Central Government or other Government Authority / Agency / Board, if any, the approval of the members be and is hereby accorded to appoint Mr. Abhishek Jain (DIN: 00137651), as the Chief Executive Officer and Managing Director of the Company, for a period of five years with effect from 1<sup>st</sup> April, 2017 to 31<sup>st</sup> March, 2022 at a remuneration as recommended by the Nomination and Remuneration Committee and set out in the explanatory statement as annexed to the notice.”

**RESOLVED FURTHER THAT** Mr. Ajay Kumar Jain (DIN: 00148839) Chairman & Managing Director, Mr. Manish Dhariwal, Chief Financial Officer and Mrs. Sonia Bhandari, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to the above resolution and to do all other matters that are incidental and consequent thereto including filing application



and obtaining necessary approvals as may be required.”

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

Place: Noida  
Date: 23<sup>rd</sup> May, 2017

**Sonia Bhandari**  
Company Secretary

#### NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (the “MEETING” OR “AGM”) IS ALSO ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or members(s).
2. A blank Proxy Form is enclosed with this notice and if intended to be used, the Proxy Form duly stamped and completed must be deposited at the Registered / Corporate Office of the Company not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of companies, societies etc. must be supported by appropriate resolution / authority, as applicable.
3. Members / Proxies are requested to bring a copy of this notice, as no copies will be made available at the Meeting. Under no circumstances, photocopies of the admission slip will be allowed for admission into the Meeting place.
4. As a measure of economy, copies of the Annual Report will not be distributed at the Meeting place. The members are, therefore requested to bring their Annual Report. Those members who have not received the copies of Annual Report can collect their copies from the Registered / Corporate Office of the Company.
5. Member, proxies and authorised representatives should bring their attendance slips duly filled in for attending the Meeting.
6. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
7. Corporate members intending to send their authorized representatives to attend the Meeting are requested to submit a duly certified copy of the Board Resolution / Power of Attorney authorizing their representative to attend and vote on their behalf at the Meeting, pursuant to the provisions of Section 113 of the Companies Act, 2013.
8. Explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013, in respect of item no. 4 to 6 of the notice is annexed hereto. The relevant details, in terms of Regulation 36 of Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosures Requirements) Regulations, 2015, in respect of Directors proposed to be re-appointed along with his profile, are disclosed in the Corporate Governance Report forming part of the Annual Report.
9. The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, 17<sup>th</sup> August, 2017 to Tuesday, 22<sup>nd</sup> August, 2017 (both days inclusive).
10. The voting shall be reckoned in proportion to the paid up equity share capital held by the members as on Wednesday, 16<sup>th</sup> August, 2017 (cut-off date). 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 remote e-voting or e-voting at the AGM. A person who is not a member on the cut-off date should accordingly treat this notice as for information purposes only. The voting rights for the equity shares are one vote per equity share, as registered in the name of the member.
11. Final Dividend of ₹ 1.75 per equity share has been recommended by the Board of Directors, if approved by the members at the ensuing Annual General Meeting, will be paid on and after Tuesday 5<sup>th</sup> September, 2017 to those members whose names appear on the Company's Register of Members as on Wednesday, 16<sup>th</sup> August, 2017. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as at the close of business hours on Wednesday, 16<sup>th</sup> August, 2017 as per the details furnished by the Depositories, viz., National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) for the purpose as on that date. An Interim Dividend of ₹ 1.25 per equity share was paid on Monday, 21<sup>st</sup> November, 2016.
12. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants (DP) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
13. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.
14. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number,



name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their DP. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Share Transfer Agent (RTA) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to RTA.

15. The members desirous of seeking any information on the financial statements, may write to the Company at the Registered Office for the attention to the Company Secretary, at least 10 days before the Meeting, so that the required information can be made available at the Meeting.
16. All documents referred to in the accompanying notice are available for inspection at the Registered Office of the Company, on all working days between 10.00 a.m. to 01:00 p.m. upto the date of this Meeting.
17. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will also be available for inspection by the members at the AGM.
18. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form, are advised to file nomination in the prescribed Form SH-13 with RTA. In respect of shares held in electronic / demat form, the members may please contact their respective DP.
19. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the members

are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this notice. The Company has appointed Ms. Neeta Aggarwal, Practicing Company Secretary (CP No. 13218) and partner of M/s. APAC & Associates LLP, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

**The instructions for members for voting electronically are as under:-**

**In case of members receiving e-mail:**

- i) The voting period begins on Saturday, 19<sup>th</sup> August, 2017 (10:00 a.m. IST) and ends on Tuesday, 22<sup>nd</sup> August, 2017 (05:00 p.m. IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, 16<sup>th</sup> August, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iii) Click on Shareholders.
- iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter folio number registered with the Company.
- v) Next enter the Image verification as displayed and click on Login.
- vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vii) If you are a first time user follow the steps given below:

	For members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number which is printed on attendance slip indicated in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>



- viii) After entering these details appropriately, click on “SUBMIT” tab.
- ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- xi) Click on the EVSN for the relevant Company i.e. PPAP Automotive Limited on which you choose to vote.
- xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES / NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.
- xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire resolution details.
- xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the voting page.
- xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on forgot password & enter the details as prompted by the system.
- xviii) Note for Non – Individual Shareholders and Custodians.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xix) Shareholders can also cast their vote using CDSL’s mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
20. Under Section 124 of the Companies Act, 2013, Rules made there under and other applicable provisions of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company had, accordingly, transferred the unpaid and unclaimed dividend amount to the IEPF.
- Details of the unpaid / unclaimed dividend are also uploaded as per the requirements, on the Company’s website [www.ppapco.in](http://www.ppapco.in). Members, who have not encashed their dividend are advised to write to the Company immediately claiming dividends declared by the Company.
21. The Ministry of Corporate Affairs (‘MCA’) had notified the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund)



Rules, 2016, as amended ('IEPF Rules 2016'). Amongst other things, the Rules provides for the manner of transfer of the unpaid and unclaimed dividends to the IEPF and the manner of transfer of shares in case any dividend has not been encashed by the members on such shares during the last seven years to the designated Suspense Account as prescribed by the IEPF Authority.

As per the requirement of Rule 6 of the IEPF Rules 2016, the Company had sent information to all the members who had not claimed / encashed dividends in the last seven years intimating, amongst other things, the requirements of the IEPF Rules, 2016 with regard to transfer of shares and that in the event those members do not claim any unclaimed / unpaid dividends for the past seven years, the Company will be required to transfer the respective shares to the IEPF Suspense Account by the due date prescribed as per the IEPF Rules, 2016 or such other extended date as may be notified. The Company has also simultaneously published notice in the leading newspaper in English and regional language having wide circulation to such members and uploaded on the "Investors" section of the website of the Company viz. [www.ppapco.in](http://www.ppapco.in) giving details of such members and shares due to transfer.

22. Members may also note that the notice of the 22<sup>nd</sup> Annual General meeting and the Annual Report for the year ended 31<sup>st</sup> March, 2017 will also be available on the Company's website at [www.ppapco.in](http://www.ppapco.in) for their download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication, the members may also send requests to the Company's investor email ID: [investorservice@ppapco.com](mailto:investorservice@ppapco.com).
23. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form, they may download the e-mail registration form from the Company's website under the 'Investors' section for updation / registration their e-mail address.

#### **EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013.**

##### **ITEM NO. 4**

M/s. O.P. Bagla & Co. (Firm Registration No. 000018N), Chartered Accountants, New Delhi, were appointed as the statutory auditors of the Company for a period of four years at the Annual General Meeting (AGM) of the Company held on 27<sup>th</sup> September, 2014, to hold office till the conclusion of Twenty Third Annual General

Meeting to be held in the year 2018.

As per the provisions of Section 139(1) of the Companies Act, 2013, their appointment for the above tenure is subject to ratification by members at every AGM.

Accordingly, ratification of the members is being sought for the proposal contained in the resolution set out at item no. 4 of the notice.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed Ordinary Resolution as set out at item no. 4 of the notice.

The Board recommends the Ordinary Resolution as set out in item no. 4 of the notice for approval by the members.

##### **ITEM NO. 5**

The Board of Directors, on the recommendation of Audit Committee, at their meeting held on 23<sup>rd</sup> May, 2017, approved the appointment and remuneration of M/s. Rakesh Singh & Co. (Firm Registration No. 000247), Cost Accountants, to conduct the audit of the cost records of the Company for the financial year 2017-18.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company.

Accordingly, ratification of the members is being sought for the proposal contained in the resolution set out at item no. 5 of the notice.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed Ordinary Resolution as set out at item no. 5 of the notice.

The Board recommends the Ordinary Resolution as set out in item no. 5 of the notice for approval by the members.

##### **ITEM NO. 6**

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, at their meeting held on 17<sup>th</sup> March, 2017, has elevated Whole Time Director, Mr. Abhishek Jain, to the position of Chief Executive Officer and Managing Director of the Company, for a period of five years with effect from 1<sup>st</sup> April, 2017 to 31<sup>st</sup> March, 2022.

Mr. Abhishek Jain is a Bachelor of Science in Industrial Engineering from Purdue University, West Lafayette, USA.

He has an experience of over a decade in the automotive industry. He commenced his career in USA by working for an automotive company. Subsequently, he joined the Company in 2003. Since then, he has been managing all the operations of the Company. He served as the Regional Coordinator of Toyota Kirloskar



Suppliers Association from 2008 to 2015. Currently, he is a member of the Executive Committee of the Honda Suppliers Club.

He is looking after the overall operations of the Company including production, planning & control, marketing and quality control functions. He is also entrusted with the responsibility of strategy, research & development, growth, diversification and improving stakeholders wealth.

The terms and conditions of appointment Mr. Abhishek Jain (DIN: 00137651) as the Chief Executive Officer and Managing Director, of the Company are as follows:

**A. Basic Salary:**

₹ 3.00 lacs per month with the authority to the Board of Directors (hereinafter referred to as the 'Board' which term shall include a duly constituted Committee of Directors) to determine the salary and grant increases from time to time taking into account the performance of the Company, subject to a ceiling of ₹ 12.00 lacs per month.

**B. Commission:**

2% of net profit before tax of the Company as calculated under the provisions of Section 198 of the Companies Act, 2013.

**C. Perquisites & Allowances:**

The Chief Executive Officer and Managing Director shall be entitled to the following perquisites and benefits:

- i. Rent free residential accommodation (furnished / unfurnished) with the Company bearing the cost of repairs, maintenance and utilities (e.g. gas, electricity and water charges) or house rent allowance in lieu thereof;
- ii. Free landline telephone facility at residence along with free mobile telephone facility;
- iii. Reimbursement of actual expenditure on medical treatment for self and dependent family members, including premium paid on health insurance policies, whether in India or abroad;
- iv. Leave travel for self and dependent family members;
- v. Subscription to club fees and other expenses incurred at the club;
- vi. Medical insurance, accident insurance or any other insurance paid by the Company;
- vii. Car with driver maintained by the Company for business and personal use. In addition, the Company shall also reimburse running and maintenance expenses of another car owned by, or leased / rented to the Chief Executive Officer and Managing Director for business and personal use; and

- viii. Other perquisites / benefits / allowances subject to overall ceiling of remuneration stipulated in Section 197 or Schedule V of the Companies Act, 2013.

In addition to the above, the Chief Executive Officer and Managing Director will also be entitled to the following benefits:

- (i) Company's contribution to Provident Fund and Superannuation Fund; (ii) Payment of gratuity and other retirement benefits; and (iii) Leave encashment.

**D. Other terms and conditions:**

- a) In the event of absence or inadequacy of profits in any financial year during the tenure of the Chief Executive Officer and Managing Director, salary and perquisites subject to the limits stipulated under Schedule V read with Sections 196 and 197 of the Companies Act, 2013, are payable.
- b) "Family" means the spouse and dependent children of Mr. Abhishek Jain.
- c) Leave with full pay and allowances shall be allowed as per the Company's rules.
- d) The Chief Executive Officer and Managing Director shall be liable to retire by rotation.
- e) The perquisites as listed in para (C) above shall be valued as per the Income Tax Rules, 1962, wherever provided and / or applicable and in the absence of any such rules, perquisites shall be evaluated at actual cost. However, the value of perquisites will be subject to overall ceiling of remuneration stipulated under Section 197 or Schedule V of the Companies Act, 2013.

Mr. Abhishek Jain is interested in the resolution set out at item no. 6 of the notice.

Mr. Ajay Kumar Jain, who is his relative and Chairman & Managing Director and Mrs. Vinay Kumari Jain, who is his relative and Non-Executive Director of the Company and their other relatives, to the extent of their shareholding in the Company, may be deemed to be concerned or interested in the resolution set out at item no. 6.

Accordingly, approval of the members is being sought for the proposal contained in the resolution set out at item no. 6 of the notice.

Save and except the above, none of the Directors and Key Managerial Personnel and their relatives, in any way, are concerned or interested in this resolution.

The Board recommends the Special Resolution as set out in item no. 6 of the notice for approval by the members

*<Please register your email address and make contribution to save our planet>*



# 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 (U.P.)

Tel: +91-120-2462552 / 53; Fax: +91-120-2461371

Website: www.ppapco.in; E-mail ID: investorservice@ppapco.com

(To be presented at the entrance of the meeting venue)

## Form MGT-11

### PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s):
Registered Address:
E-mail ID:
Folio / DP ID - Client ID No.:

I / We being the member(s) of \_\_\_\_\_ shares of PPAP Automotive Limited hereby appoint:

- 1 Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-Mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him / her
- 2 Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-Mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him / her
- 3 Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-Mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him / her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 22<sup>nd</sup> Annual General Meeting of the Company, to be held on Wednesday, 23<sup>rd</sup> August, 2017 at 10:30 a.m. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110003 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions	For	Against
<b>Ordinary Business</b>			
1.	Adoption of audited financial statements (standalone and consolidated) of the Company for the financial year ended 31 <sup>st</sup> March, 2017, together with the Reports of the Board of Directors and Auditors' thereon.		
2.	Confirm the payment of interim dividend and declaration of final dividend on equity shares.		
3.	Re-appointment of Mr. Abhishek Jain (DIN: 00137651), who retires by rotation and, being eligible, offers himself for re-appointment.		
4.	Ratification of the appointment of M/s. O.P. Bagla & Co. (Firm Registration No. 000018N), Chartered Accountants, as Statutory Auditors of the Company.		
<b>Special Business</b>			
5.	Ratification of the remuneration payable to M/s. Rakesh Singh & Co., Cost Accountants (Firm Registration No. 000247) as Cost Auditors of the Company for the financial year ending 31 <sup>st</sup> March, 2018.		
6.	Appointment of Mr. Abhishek Jain (DIN: 00137651), as Chief Executive Officer and Managing Director of the Company.		

Signed this..... day of.....20.....

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of Proxy holder(s)

Affix  
revenue  
stamp

#### Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- For the resolutions, explanatory statement and notes, please refer to the notice of the 22<sup>nd</sup> Annual General Meeting.
- It is optional to put a (✓) in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he / she thinks appropriate.



# Route Map to the venue of the AGM

