



# 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

24<sup>th</sup> August, 2017

**The Listing Department  
Bombay Stock Exchange Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400001

**Subject: Scrutinizer's Report**

Dear Sir,

Please find attached the Scrutinizer's Report for the Twenty Second Annual General Meeting of the Company 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.

This is for your information and record.

Thanking you,

Yours truly,

For **PPAP Automotive Limited**

  
**Sonia Bhandari**  
Company Secretary

Encl: As above



**Reference No.: 11/NA/2017-18**

**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,**

**The Chairman**  
**PPAP Automotive Limited**  
54, Okhla Industrial Estate,  
Phase III, Delhi-110020

**Sub: Report on voting through electronic means carried out during 19<sup>th</sup> August, 2017 (10:00 A.M. IST) to 22<sup>nd</sup> August, 2017 (5:00 P.M. IST) and Poll conducted at the Twenty Second Annual General Meeting of the Company 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**

Dear Sir,

We, APAC & Associates LLP, Company Secretaries, 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 22<sup>nd</sup> Annual General Meeting of the Equity Shareholders of M/s PPAP Automotive Limited, (Formerly Precision Pipes and Profiles Company Limited) 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, 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 22<sup>nd</sup> Annual General Meeting (AGM) of the shareholders of the Company. Our responsibility as a Scrutinizer is to make 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 CDSL, the authorized agency to provide e-voting facilities, engaged by the Company and the poll received at the 22<sup>nd</sup> Annual General Meeting of the Company.



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APAC & Associates ( a partnership firm with Registration No. P2011DE025300), w.e.f. February 25, 2016 converted into APAC & Associates LLP, a Limited Liability Partnership with LLP Registration No. AAF-7948

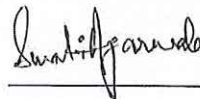


2. Further for the above, we submit our report as under:

- a. In accordance with the Notice of the 22<sup>nd</sup> AGM sent to the shareholders, the e-voting period commenced on 19<sup>th</sup> August, 2017 at 10:00 A.M. to 22<sup>nd</sup> August, 2017 at 5:00 P.M.
- b. The shareholders of the Company as on the "cut-off date" i.e. 16<sup>th</sup> August, 2017 was entitled to vote on the resolutions (item no. 1 to 6 as set out in the notice of the 22<sup>nd</sup> AGM of the Company).
- c. At the venue of the AGM, the facility to vote through Ballot papers had been provided to those members who were present in the AGM and have not exercised the option of Remote E-voting.
- d. After the time fixed for closing of the Poll by the Chairman, two ballot boxes kept for polling were locked in our presence with due identification marks placed by us.
- e. The locked ballot boxes were subsequently opened in our presence along with two witnesses, Ms. Komal Bhola and Ms. Swati Agarwala, 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 Boxes 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: Komal Bhola

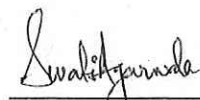


Name: Swati Agarwala

- f. The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.
- g. After counting the votes casted by the members and proxy holders present at the 22<sup>nd</sup> AGM, through polling paper, the votes casted through remote e-voting were unblocked on 23<sup>rd</sup> August, 2017, around 11:10 A.M. in the presence of two witnesses, Ms. Komal Bhola and Ms. Swati Agarwala, 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: Komal Bhola



Name: Swati Agarwala



- h. 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 CDSL and poll conducted at the 22<sup>nd</sup> Annual General Meeting and based on such, the result is as under:

**Item No. 1**

Ordinary Resolution: 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.

- (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	57	3221458	33.0131
E-voting	26	6536676	66.9969
<b>Total</b>	<b>83</b>	<b>9758134</b>	<b>100.0000</b>

- (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	0.0000
E-voting	0	0	0.0000
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>

- (iii) **Invalid** votes:

Mode of voting	Number of members who voted	Number of votes cast by them
Physical	10	566
E-voting	0	0
<b>Total</b>	<b>10</b>	<b>566</b>



**Item No. 2**

Ordinary Resolution: Confirm the payment of interim dividend and declaration of final 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	58	3221468	33.0131
E-voting	26	6536676	66.9969
<b>Total</b>	<b>84</b>	<b>9758144</b>	<b>100.0000</b>

(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	0.0000
E-voting	0	0	0.0000
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>

(iii) **Invalid** votes:

Mode of voting	Number of members who voted	Number of votes cast by them
Physical	10	566
E-voting	0	0
<b>Total</b>	<b>10</b>	<b>566</b>

**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.

(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	58	3221468	33.0131
E-voting	26	6536676	66.9969
<b>Total</b>	<b>84</b>	<b>9758144</b>	<b>100.0000</b>

(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	0.0000
E-voting	0	0	0.0000
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>

(iii) **Invalid** votes:

Mode of voting	Number of members who voted	Number of votes cast by them
Physical	10	566
E-voting	0	0
<b>Total</b>	<b>0</b>	<b>566</b>

**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	57	3221458	33.0130
E-voting	25	6536639	66.9866



<b>Total</b>	<b>82</b>	<b>9758097</b>	<b>99.9996</b>
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(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	0.0000
E-voting	1	37	0.0004
<b>Total</b>	<b>1</b>	<b>37</b>	<b>0.0004</b>

(iii) **Invalid** votes:

Mode of voting	Number of members who voted	Number of votes cast by them
Physical	10	566
E-voting	0	0
<b>Total</b>	<b>0</b>	<b>566</b>

**Item No. 5**

Ordinary Resolution: 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 ended 31<sup>st</sup> March, 2018.

(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	57	3221458	33.0130
E-voting	25	6536639	66.9866
<b>Total</b>	<b>82</b>	<b>9758097</b>	<b>99.9996</b>

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

Mode of voting	Number of members who	Number of votes cast by them	% of total number of valid votes cast



	voted		
Physical	0	0	0.0000
E-voting	1	37	0.0004
<b>Total</b>	<b>1</b>	<b>37</b>	<b>0.0004</b>

(iii) **Invalid votes:**

Mode of voting	Number of members who voted	Number of votes cast by them
Physical	10	566
E-voting	0	0
<b>Total</b>	<b>10</b>	<b>566</b>

**Item No. 6**

Special Resolution: Appointment of Mr. Abhishek Jain (DIN: 00137651) as Chief Executive Officer 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	57	3221458	33.0131
E-voting	26	6536676	66.9999
<b>Total</b>	<b>83</b>	<b>9758134</b>	<b>100.0000</b>

(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	0.0000
E-voting	0	0	0.0000
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>





(iii) **Invalid votes:**

Mode of voting	Number of members who voted	Number of votes cast by them
Physical	10	566
E-voting	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

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 22<sup>nd</sup> 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 LLP  
Company Secretaries

*Neeta*  
Neeta Aggarwal  
Partner  
Membership No. 33744  
C.P. No. 13218



For PPAP Automotive Limited

*Asim*  
Chairman and Managing Director

Date: 24<sup>th</sup> August, 2017  
Place: New Delhi