



PORWAL AUTO COMPONENTS LIMITED
(CIN: L29300MP1992PLC006912)

Regd. Office: Plot No. 209, Sector No. 1, Industrial Area Pithampur,(M.P.) 454775
E-mail: admin@porwalauto.com; Phone: 07292-403608 Website: www.porwalauto.com

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given to the Members of Porwal Auto Components Limited (“Company”) that an Extraordinary General Meeting (“EGM”) of the Company Notice is hereby given that the Extra Ordinary General Meeting of the members of Porwal Auto Components Limited will be held on Friday, June 05, 2026 at 01:00 pm (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business:

The proceedings of the Extraordinary General Meeting shall be deemed to be conducted at the Registered Office of the Company at Plot No. 209, Sector No.1, Industrial Area, Pithampur, District, Dhar, (M.P.) 454775 which shall be the deemed venue of the EGM.

SPECIAL BUSINESS

Item no. 1

To consider and approve issuance and allotment of upto 17,54,384 Equity Shares of face value of Rs 10/- each to the Public of the Company on Preferential basis on private placement basis (“Preferential Issue”).

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

“RESOLVED THAT pursuant to provisions of Sections 23, 42, 62(1)(c) of the Companies Act, 2013 (the “Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any of the Act (including amendments or any statutory modification(s) and re-enactment(s) thereof for the time being in force), and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (“SEBI SAST Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI LODR Regulations”) and the rules, regulations, notifications and circulars issued thereunder and other applicable law including any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), the Ministry of Corporate Affairs, the BSE Limited where the equity shares of the Company are listed (“Stock Exchange”), and or any other competent regulatory authority and in accordance with the uniform listing agreement entered into with the Stock Exchange and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to the Stock Exchange and SEBI and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which expression shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, consent of the Members of the Company be and is hereby accorded, to authorize, create, issue, offer and allot by way of Preferential Allotment cum private placement from time to time in one or more tranches, up to 17,54,384 (Seventeen Lakhs Fifty Four Thousand Three Hundred and Eighty Four) Equity shares, having Face Value of Rs. 10/- (Rupee Ten Only) each at a price of Rs. 57.00/- (Rupees Fifty-Seven Only) per Equity Share (including a premium of Rs. 47.00/- (Rupees Forty-Seven Only) per share (“Preferential Allotment Price”), as determined in accordance with Chapter V of SEBI (ICDR) Regulations, 2018 each aggregating to Rs. 9,99,99,888/- (Rupees Nine Crore Ninety-Nine Lakhs Ninety Nine Thousand Eight Hundred and Eighty Eight Only), in dematerialized form to Public, on preferential allotment basis in compliance with Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments thereto and on such terms and conditions and in such manner as the Board may in its absolute discretion deem fit, to the following persons/entities as mentioned below and, on such terms, and conditions as follows:

Sr. No.	Name of Proposed Allottees	Category - Promoters/ Promoter Group / public	Status of Proposed Allottees Individual/Body Corporate/Trust /HUF	Maximum no. of Equity Shares proposed to be allotted	Name of the Ultimate Beneficial Owner
1.	Ms. Neha Nishant Gandhi	Public	Individual-Resident	4,38,596	Not Applicable
2.	Mr. Nishant Lalitbhai Gandhi	Public	Individual-Resident	4,38,596	Not Applicable
3.	Mr. Akshar Yatin Popat	Public	Individual-Resident	4,38,596	Not Applicable
4.	Ms. Shreya Bhavesh Shah	Public	Individual-Resident	4,38,596	Not Applicable
Total				17,54,384	

RESOLVED FURTHER THAT the Equity Shares being offered, issued and allotted to the Investors by way of a preferential allotment shall inter-alia be subject to the following:

- i. in terms of Chapter V of the SEBI (ICDR) Regulations, 2018 (as amended), the “Relevant Date” for determining the minimum price for the purpose of the Preferential Allotment shall be Wednesday, May 06, 2026 being the date that is thirty days prior to the date on which the meeting of members of the Company is held to consider the Preferential Allotment.
- ii. the Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the members of the Company, provided that where the allotment of Equity Shares is subject to receipt of any approval from any regulatory and / or statutory authority(including the in-principle approval from the Stock Exchanges, in accordance with the ICDR), the allotment shall be completed within a period of 15 days from the date of receipt of the last of such approvals.
- iii. the Equity Shares to be created, offered, issued and allotted to the Proposed Allottees by way of preferential issue shall rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- iv. the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI (ICDR) Regulations, 2018 (as amended), without being required to seek any further consent or approval of the members of the Company.
- v. The equity shares so offered and issued to the Investor, are being issued for cash.

RESOLVED FURTHER THAT the Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 (as amended) and will be listed on the stock exchange subject to receipt of necessary permissions and approvals.

RESOLVED FURTHER THAT pursuant to the provisions of Section 42 of the Act read with Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules 2014 and other applicable provisions, if any, of the Act, the name of the Equity Allottee be recorded in Form No. PAS-5 for the issuance of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 containing the terms and conditions, together with an application form be issued to the Equity Allottee inviting them to subscribe to the Equity Shares.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Reserve Bank of India (RBI) / Securities and Exchange Board of India (SEBI) and/ or such other appropriate authority may impose at the time of their approval as agreed by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to issue and allot Equity Shares to the Equity Allottee, and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolutions and matters incidental thereto, without requiring any further approval of the Members of the Company, including without limitation:

- (i) to issue and allot the Equity Shares, subject to and in accordance with applicable laws;

- (ii) to issue clarifications, resolve and settle all matters, questions of doubt, involved in or concerned with the issue and allotment of the Equity Shares and incidental thereto, as the Board in its absolute discretion may deem fit;
- (iii) to negotiate, finalize, enter into or execute all contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the issue) to give effect to the above resolutions including making application to the Stock Exchanges for obtaining necessary approvals, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (“NSDL”), Central Depository Services (India) Limited (“CDSL”) and / or such other authorities as may be necessary for the purpose;
- (iv) to give effect to any modifications, changes, variations, alterations, additions and / or deletions to the terms and conditions, as may be required by any Applicable Regulatory Authorities involved in or concerned with the issue and allotment of the Equity Shares;
- (v) to take all such steps as may be necessary for the admission of the Equity Shares with the depository CDSL and for the credit of such Equity Shares to the respective dematerialized securities account of the Equity Allottee;
- (vi) to authorize any or all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company, and to settle, resolve and issue clarifications to all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares, and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection, and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive; and
- (vii) to delegate all or any of the powers herein conferred upon it by this resolution to committee of directors including the finance committee / any director(s) / company secretary / any officer(s) / authorized signatory(ies) / executives of the Company to give effect to the aforesaid resolution including execution of any documents on behalf of the Company and to represent the Company before any Applicable Regulatory Authorities and to appoint any professional advisors, bankers, consultants and advisors to give effect to this resolution, and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT all actions taken by the Company in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by any one of the Directors or the Company Secretary, may be furnished to any person(s) as may be required.”

Item No. 2

To consider and approve issuance and allotment of upto 3,94,735 Warrants convertible into Equity shares of Face Value INR. 10/- each to Promoter Group of the Company on Preferential basis.

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

“RESOLVED THAT pursuant to provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, (the “Act”) (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any of the Act (including any statutory modification(s) and re-enactment(s) thereof for the time being in force), subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (“SEBI (ICDR) Regulations, 2018”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (“SEBI SAST Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI (LODR) Regulations”) and the rules, regulations, notifications and circulars issued thereunder and other applicable law including any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), the Ministry of Corporate Affairs, the BSE Limited where the equity shares of the Company are listed (“Stock Exchange”), and or any other competent regulatory authority and in accordance with the uniform listing agreements entered into with the Stock Exchange and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to the Stock Exchange and SEBI and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approval,

consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which expression shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, consent of the Members be and is hereby accorded, to authorize, create, issue, offer and allot by way of Preferential Allotment cum private placement in one or more tranches, up to 3,94,735 (Three Lakhs Ninety Four Thousand Seven Hundred and Thirty Five) Convertible Warrants each convertible into, or exchangeable, at an option of Proposed Allottees, within a maximum period of 18 months from the date of allotment of warrants into equivalent number of fully paid up equity share of the Company of face value of Rs.10/- (Rupee Ten Only) each at a price Rs. 57.00/- (Rupees Fifty-Seven) each payable in cash (“Warrant Issue Price”), convertible into 3,94,735 (Three Lakhs Ninety-Four Thousand Seven Hundred and Thirty-Five) Equity Share of Face Value of Rs. 10/- (Rupees Ten Only) each and premium of Rs.57.00/- (Rupees Fifty-Seven Only) each aggregating to Rs. 2,24,99,895/- (Rupees Two crores twenty four lakhs Ninety nine thousand Eight hundred and ninety Five only), to persons belongs to promoter group mentioned below, on Preferential allotment basis for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations and SEBI SAST Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members to the following persons as mentioned below and, on such terms, and conditions as follows:

Sr. No.	Name of Proposed Allottees	Category- Promoters/ Promoter Group / Public	Status of Proposed Allottees Individual/Body Corporate/Trust/HUF	Maximum no. of Warrants convertible into Equity Shares proposed to be allotted	Name of the Ultimate Beneficial Owner
1.	Ms. Pramila Jain	Promoter Group	Individual-Resident	21,930	Not Applicable
2.	Mukesh Jain HUF	Promoter Group	Individual-HUF	1,31,578	Mr. Mukesh Jain
3.	Shailesh Jain HUF	Promoter Group	Individual-HUF	87,719	Mr. Shailesh Jain
4.	Gajendra Jain HUF	Promoter Group	Individual-HUF	65,789	Mr. Gajendra Jain
5.	Devendra Jain HUF	Promoter Group	Individual-HUF	87,719	Mr. Devendra Jain
Total				3,94,735	

RESOLVED FURTHER THAT the in terms of Chapter V of the SEBI (ICDR) Regulations, 2018 (as amended), the “Relevant Date” for the Preferential Issue of the Warrants convertible into Equity Shares is Wednesday, May 06, 2026 being the date that is thirty days prior to the date on which the meeting of members of the Company is held to consider the Preferential Allotment.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Warrants shall be subject to following terms:

- i. Each Warrants is convertible into One (1) Equity Share and the conversion can be exercised by warrant holder(s) at any time during the period of Eighteen (18) months from the date of allotment of Warrants convertible into Equity Shares, in one or more tranches, as the case may be and on such other terms and conditions as applicable.
- ii. the Warrant Issue Price for the preferential issue is not less than the floor price arrived at in accordance with Regulation 164 of Chapter V of the ICDR.
- iii. An amount equivalent to 25% of the issue price will be payable in cash consideration at the time of subscription of Warrants convertible into Equity Shares, as prescribed by the SEBI (ICDR) Regulations, which would be adjusted by the Company and appropriated against the issue price of the Equity Shares. The balance of 75% of the issue price of the equity shares shall be payable in cash consideration by the warrant holder(s) at the time of exercising conversion of warrants
- iv. The warrant holder(s) shall be entitled to exercise the option of exercising any or all of the warrants convertible into equity shares in one or more tranches by way of a written notice which shall be given to the Company, specifying the number of warrants proposed to be converted along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the

corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account of the warrant holders.

- v. The Equity Shares to be so allotted on exercise of warrants convertible into equity shares shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including dividend, with the existing equity shares of the Company.
- vi. In the event the warrant holder(s) does not exercise the warrants convertible into equity shares within Eighteen (18) months from the date of allotment of the warrants, then such warrants convertible into equity shares shall lapse and the amount paid shall stand forfeited by the Company.
- vii. The Equity Shares arising from the exercise of conversion of the warrants will be listed on Stock Exchange where the Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be and shall inter alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority.
- viii. The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI ICDR Regulations from time to time.
- ix. the price determined above and the number of equity shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as required under the rules, regulations, and laws, as applicable from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Reserve Bank of India (RBI) / Securities and Exchange Board of India (SEBI) and/ or such other appropriate authority may impose at the time of their approval as agreed by the Board.

RESOLVED FURTHER THAT pursuant to the provisions of Section 42 of the Act read with Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules 2014 and other applicable provisions, if any, of the Act, the name of the Warrants Allottee be recorded in Form No. PAS-5 for the issuance of invitation to subscribe to the Warrants and private placement offer letter in Form No. PAS-4 containing the terms and conditions, together with an application form be issued to the Warrants Allottee inviting them to subscribe to the Warrants.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to issue and allot Warrants to the Warrants Allottee and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolutions and matters incidental thereto, without requiring any further approval of the Members of the Company, including without limitation:

- i. to issue and allot the Warrants and such number of equity shares may be required to be issued and allotted upon exercise of the Warrants, without requiring any further approval of the Members;
- ii. to issue clarifications, resolve and settle all matters, questions of doubt as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit;
- iii. to negotiate, finalize, enter into or execute all contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors) to give effect to the above resolutions including making application to Stock Exchanges for obtaining necessary approvals and filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (“NSDL”), Central Depository Services (India) Limited (“CDSL”) and / or such other authorities as may be necessary for the purpose;
- iv. to give effect to any modifications, changes, variations, alterations, additions and / or deletions to the terms and conditions, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants and the equity shares to be issued and allotted upon the exercise of the Warrants;
- v. to take all such steps as may be necessary for the admission of the Warrants and equity shares (to be issued on exercise of the Warrants) with the depository CDSL and for the credit of such Warrants / equity shares to the respective dematerialized securities account of the Warrants Allottee;
- vi. to authorize any or all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company, and to settle, resolve and issue clarifications to all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and the equity shares to be issued and allotted upon the exercise thereof, the listing of the equity shares to be issued and allotted upon the exercise thereof with the Stock Exchanges as appropriate and utilisation

- of proceeds of the Warrants and the equity shares to be issued and allotted upon the exercise thereof, take all other steps which may be incidental, consequential, relevant or ancillary in this connection, and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive; and
- vii. to delegate all or any of the powers herein conferred upon it by this resolution to committee of directors including the finance committee / any director(s) / company secretary / any officer(s) / authorized signatory(ies) / executives of the Company to give effect to the aforesaid resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.”

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized on behalf of the Company (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants and Equity Shares to be allotted upon conversion of Warrants to the Proposed Allottees for effecting any modification(s), change(s), variation(s), alteration(s), addition(s) and/or deletion(s) to the Preferential Allotment as may be required by any regulatory or other authority(ies) or agency(ies) involved in or concerned with the issue of Warrants and for determining and making any changes to the form, terms and timing of the Preferential Allotment, and the number of Warrants and Equity Shares to be allotted upon conversion of Warrants, (ii) making applications to the stock exchanges for obtaining in-principle approvals, (iii) listing of resultant Equity Shares upon conversion of Warrants, (iv) filing requisite documents with the Ministry of Corporate Affairs (“MCA”) and other regulatory authorities, (v) filing of requisite documents with the Depositories, (vi) to resolve and settle any questions and difficulties that may arise in the Preferential Allotment, (vii) issue and allotment of the Warrants and Equity Shares upon conversion of Warrants, (viii) to determine, finalise and vary utilisation of the proceeds of the Preferential Allotment, in accordance with applicable laws, (ix) to finalise, sign, modify and execute all documents/ declarations/ undertakings/ certificates in respect of the Preferential Allotment, as required under applicable laws, and (x) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive;”

RESOLVED FURTHER THAT all action(s) taken by the Board or Committee(s) thereof, any Director(s)/Company Secretary or Officer(s) or any other authorized signatory/ies of the Company in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Board of Directors of the Company (including Committee(s) of the Board), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**By Order of the Board of Directors of
Porwal Auto Components Limited**

**Place: Pithampur
Date: 8th May, 2026**

**Sd/-
Hansika Mittal
Company Secretary**

Registered office
Plot No.209, Sector No. 1,
Industrial Area,
Pithampur (M.P.) 4547750

Notes:

1. **Meeting through VC/OAVM & Dispatch of Notice of EGM:** The Ministry of Corporate Affairs (MCA) by General Circular Nos. 14/2020, 17/2020 and 09/2024 dated 8th April 2020, 13th April 2020 and 19th September 2024 and Securities and Exchange Board of India (SEBI) by Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12th May, 2020 ('the said Circulars') had permitted sending of the Notice of EGM through electronic mode to those Members whose e-mail addresses were registered with the Company / Depositories as well as conducting the EGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM). MCA by General Circular No. 03/2025 dated 22nd September, 2025 have extended the above exemptions and accordingly in compliance with applicable provisions of the Companies Act, 2013 and the said Circulars and other:
 - a) Notice of the EGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories.
 - b) EGM of the Members will be held through VC / OAVM.
 - c) In compliance with the applicable provisions of the Act, SEBI Listing Regulations, MCA Circulars and SEBI Circulars, the EGM of the Company is being held through VC/OAVM on Friday, 05th June, 2026 at 1:00 p.m. (IST). The proceedings of the EGM will be deemed to be conducted at the Registered Office of the Company situated at Plot No. 209, Sector No.1, Industrial Area, Pithampur, District, Dhar, (M.P.) 454775.
 - d) Members may note that the Notice of the EGM has been uploaded on the website of the Company at the link: <https://www.porwalauto.com/>
 - e) Members may note that who have not registered their e-mail address and those members who have become the members of the Company after Friday, 08th May, 2026 being the cut-off date for sending soft copy of the Notice of EGM are available on the Company website: <https://www.porwalauto.com/> , BSE: www.bseindia.com and CDSL: www.evotingindia.com .

Registrar and Transfer Agent: MUFG Intime India Pvt. Ltd (Formerly known Link Intime India Pvt. Ltd.) is the Company's Registrar and Transfer Agent

E-voting Platform: Central Depository Services (India) Limited ('CDSL') shall be providing facility for voting through remote e-voting, for participation in the EGM through VC/OAVM facility and e-voting during the EGM. The procedure for participating in the meeting through VC/OAVM is explained at Note given below.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Clause 1.2.5 of Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, setting out the material facts and reasons in respect of the proposed Resolutions is annexed to this notice of EGM.
3. **Quorum:** Pursuant to the above MCA Circulars, physical attendance of the Members is not required at the EGM and attendance of Members through VC/OAVM facility will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 ("the Act").
4. As the Members can attend and participate in the EGM through VC / OAVM only, the facility to appoint proxies to attend and vote on behalf of the Members is not available for the EGM, and hence the Proxy Form and Attendance Slip are not annexed to the Notice. Similarly, the route map is not annexed to the Notice. The deemed venue for the EGM shall be the Registered Office of the Company.
5. Corporate Members are entitled to appoint authorized representatives to attend the EGM through VC / OAVM and vote on their behalf. Institutional / Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned, certified copy (PDF / JPG Format) of their Board or governing body's Resolution / Authorisation, authorising their representative to attend the EGM through VC / OAVM on their behalf and to vote through remote e-voting, to the Scrutinizer through e-mail at csshreddhajain@gmail.com with a copy marked to with a copy marked to www.evotingindia.com and investors.pacl@gmail.com.

6. In case of joint holders, the Member whose name appears higher in the order of their names as per the Register of Members of the Company in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM and Members, who hold shares in multiple Demat accounts and those who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names, are advised to consolidate their holdings in single Demat account/ Folio. \
7. The voting rights of Shareholders shall be in proportion of shares held by them to the total paid up equity shares of the Company as on Friday, 29th May, 2026, being the cut-off date.
8. **BOOK CLOSURE:** The Register of Members and Transfer Books of the Company will remain closed from **Saturday, 30th May, 2026 to Friday, 05th June, 2026** (both days inclusive) for the purpose of EGM.
9. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1,000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
10. For ease of conduct of EGM, members who wish to ask questions/express their views on the items of the businesses to be transacted at the meeting are requested to write to the Company's investor email-id investors.pacl@gmail.com, at least 7 days before the date of the EGM, mentioning their name, demat account no. /folio number; email ID, mobile number etc. The queries may be raised precisely and in brief to enable the Company to answer the same. Those Members who have registered themselves as a speaker will be allowed to express their views / ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM. The Company reserves the right to restrict the number of speakers and time allotted to speak, as appropriate depending on the availability of time at the EGM for smooth conduct thereof.
11. **Investor Grievance Redressal:** The Company has designated an exclusive e-mail ID i.e. investors.pacl@gmail.com to enable the investors to register their complaints / send correspondence, if any for the purpose of EGM.
12. **SCRUTINISER FOR E-VOTING:** Ms. Shraddha Jain, Practicing Company Secretary (Membership No. ACS 39488) has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
13. **DECLARATION OF RESULTS:**
 - a. The scrutinizer shall, immediately after the conclusion of voting during the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote evoting and make, within 2 (two) working days of conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson of the Company or the person authorized by him, who shall countersign the same.
 - b. Based on the scrutinizer's report, the Company will submit within 2(two) working days of the conclusion of the EGM to the Stock Exchanges, details of the voting results as required under Regulation 44(3) of the SEBI Listing Regulation.
 - c. The results declared along with the scrutinizer's report, will be hosted on the website of the Company at www.porwalauto.com and on the website of CDSL i.e. www.evotingindia.com, immediately after the declaration of the result by the Chairperson or a person authorized by him in writing and communicated to the Stock Exchanges.
 - d. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Friday, 05th June, 2026 subject to receipt of the requisite number of votes in favour of Resolutions

14. INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING & EGM:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 and General Circular No. 03/2025 dated 22nd September, 2025 (latest circular) the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
 - a. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.porwalauto.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
6. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020 and General Circular No. 03/2025 dated 22nd September, 2025 (latest circular).
7. In continuation to this Ministry's **General Circular No. 20/2020** dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 02nd June, 2026 at 09:00 am and ends on 04th June, 2026 at 05:00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) 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 company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is 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. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access 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, 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.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is 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 3) 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

	<p>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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
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 21 09911
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

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Porwal Auto Components Ltd. on which you choose to vote.
- (x) 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.

- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at csshraddhajain@gmail.com and to the Company at the email address viz; investors.pacl@gmail.com(designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance **at least seven days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **seven days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

EXPLANATORY STATEMENT:

As required by Section 102 of the Companies Act, 2013 and rules thereunder, as amended (“Act”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR”), the following Explanatory Statement sets out all material facts relating to the businesses mentioned in the accompanying Notice of the EGM:

Special Business:

Item No. 1 & 2

Issue of up to 17,54,384 Equity Shares of Face value INR. 10/- & 3,94,735 Warrants convertible into equity shares of INR. 10/- each on Preferential Basis

Pursuant to the resolution passed by the Board of Directors of the Company in their meeting held on Friday, May 08, 2026 and subject to the necessary statutory and regulatory approvals, if any, the Board has approved the creation, offer, issue and allotment of up to 17,54,384 (Seventeen Lakhs Fifty-Four Thousand Three Hundred and Eighty-Four) fully paid-up Equity Shares at a price of Rs. 57.00/- (Rupees Fifty-Seven Only) to Public for a total cash consideration of Rs. 9,99,99,888/- (Rupees Nine Crores Ninety-Nine Lakhs Ninety Nine Thousand Eight Hundred and Eighty Eight Only) and up to 3,94,735 (Three Lakhs Ninety Four Thousand Seven Hundred and Thirty Five) Convertible Warrants of face value of Rs. 10/- (Rupees Ten only) each at a price of Rs. 57.00/- (Rupees Fifty Seven Only) to Promoter Group for a total cash consideration of Rs. 2,24,99,895 (Rupees Two Crores Twenty Four Lakhs Ninety Nine Thousand Eight Hundred and Ninety Five Only) respectively on Preferential Allotment basis.

In terms of Section 62(1)(c) read with Sections 42 of the Companies Act, 2013 and rules made thereunder (“Act”), and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, the Preferential Issue requires approval of the shareholders of the Company by way of a special resolution. Accordingly, consent of the members is being sought in terms of Section 42 & 62(1)(c) of the Companies Act 2013 and Chapter V of the SEBI (ICDR) Regulations, 2018.

The details of the issue and other particulars as required in terms of Regulation 163 of the Chapter V of the SEBI (ICDR) Regulations, 2018, Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and allotment of securities) Rules, 2014 in relation to the above said Special Resolution are given as under.

1. Objects of the preferential issue:

The proposed issue of 17,54,384 (Seventeen Lakhs Fifty Four Thousand Three Hundred and Eighty Four) Equity Shares and 3,94,735 (Three Lakh Ninety Four Thousand Seven Hundred and Thirty Five) Convertible Warrants is being made for cash with the object of:

The Company proposes to raise an amount aggregating up to Rs. 12,24,99,783/- (Twelve Crores Twenty Four Lakhs Ninety Nine Thousand Seven Hundred and Eighty Three Only) through the Preferential Issue. The Objects of the Preferential issue are as below:

Objects of the Issue	Amount (Rs.)	Percentage of amount proposed to be utilised to overall Preferential Issue	Tentative timelines for utilization of Issue
Capital Expenditure for Purchase of Equipment's	9,31,25,962.94	76.02%	Within 24 months from receipt of funds
General Corporate Purpose	2,93,73,820.06	23.98%	
Total	12,24,99,783.00	100.00%	

The above fund requirements are based on our current business plan, managements' estimates and have not been appraised by any bank or financial institution. Our Company's funding deployment schedule are subject to revision in the future at the discretion of our Board in accordance with applicable law. If the Issue Proceeds are not utilized (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board or duly appointed Committee thereof, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable law.

In terms of the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

Monitoring Of Utilization of Funds:

Since the proceeds from the Issue is less than 100 Crores, in terms of Regulation 162A of Chapter V of SEBI (ICDR) Regulations, 2018 hence appointment of Monitoring Agency to monitor the use of proceeds of this preferential issue is not required

2. Kinds of securities offered, Maximum number of securities to be issued and price at which the allotment is proposed:

The Company proposes to issue and allot 17,54,384 (Seventeen Lakhs Fifty Four Thousand Three Hundred and Eighty Four) Equity Shares of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 57.00/- (Rupees Fifty Seven Only) each (including premium of Rs. 47.00/- each) and upto 3,94,735 (Three Lakhs Ninety Four Thousand Seven Hundred and Thirty Five) Convertible Warrants (convertible into 3,94,735 equity shares of INR. 10/- each) of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 57.00/- (Rupees Fifty Seven Only) each (including premium of Rs. 47.00/- each) on preferential basis for Cash consideration, such share price being not less than the minimum price as on Relevant Date, as determined in accordance with Chapter V of ICDR Regulations ("Floor Price").

3. The class or classes of persons to whom the allotment is proposed to be made:

The proposed preferential allotment of Equity Shares and Convertible Warrants are made to Individuals and Hindu Undivided Family (HUF) belonging to Public and Promoter Group category respectively.

4. Intention of promoters, directors, key managerial personnel or senior management of the issuer to subscribe to the offer:

None of the existing Directors, Key Managerial Personnel or Senior Management of the Company have shown their intention to subscribe to proposed Preferential Issue of Equity Shares, except

Ms. Pramila Jain, Mr. Mukesh Utsavlal Jain (Karta of Mukesh Jain HUF), Mr. Shailesh Jain (Karta of Shailesh Jain HUF), Mr. Gajendra Jain (Karta of Gajendra Jain HUF), Mr. Devendra Jain (Karta of Devendra Jain HUF) (Promoter group)

5. Date of passing Board Resolution: Friday, May 8, 2026.

6. Amount which the Company intends to raise by way of such issue of securities:

The Company proposes to raise an amount aggregating up to Rs. 12,24,99,783/- (Twelve Crores Twenty-Four Lakhs Ninety-Nine Thousand Seven Hundred and Eighty-Three Only) through the Preferential Issue.

7. Shareholding pattern before and after Preferential Issue (including equity shares as well as convertible warrants for cash assuming conversion into equity shares) would be as follows:

Sr No.	Category	*Pre-Preferential Issue		Post Preferential Issue considering allotment of 17,54,384 Equity Shares but prior to conversion of warrants into Equity shares		#Post Preferential Issue (Assuming allotment of 17,54,384 Equity Shares and conversion of 3,94,735 Warrants into Equity Shares)	
		No. of shares held	% of share holding	No. of shares held	% of share holding	No. of shares held	% of share holding
A	Promoters Holding						
1	Indian						
	Individual	33,61,221	22.26%	33,61,221	19.94%	37,55,956	21.77%
	Bodies corporate	27,50,000	18.21%	27,50,000	16.32%	27,50,000	15.94%
	Sub-total	61,11,221	40.47%	61,11,221	36.26%	65,05,956	37.72%
2	Foreign Promoters	-	-	-	-	-	-
	Sub-total (A)	61,11,221	40.47%	61,11,221	36.26%	65,05,956	37.72%
B	Non-promoters' holding						
B1	Institutions (Domestic)	-	-	-	-	-	-
B2	Institutions (Foreign)	-	-	-	-	-	-
B3	Central Government/ State Government(s)/ President of India	-	-	-	-	-	-
B4	Non-Institutions	-	-	-	-	-	-
	Investor Education and Protection Fund (IEPF)	3,12,157	2.07%	3,12,157	1.85%	3,12,157	1.81%
	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	36,04,738	23.87%	36,04,738	21.39%	36,04,738	20.90%
	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	11,85,128	7.85%	29,39,512	17.44%	29,39,512	17.04%
	Non-Resident Indians (NRIs)	55,465	0.37%	55,465	0.33%	55,465	0.32%
	Bodies Corporate	35,21,487	23.32%	35,21,487	20.89%	35,21,487	20.42%

	Any other (Including LLP, HUF & Clearing Members)	3,09,804	2.05%	3,09,804	1.84%	3,09,804	1.80%
	Sub Total B4	89,88,779	59.53%	1,07,43,163	63.74%	1,07,43,163	62.28%
	Sub-total (B)	89,88,779	59.53%	1,07,43,163	63.74%	1,07,43,163	62.28%
C	Non-Promoter & Non-Public	-	-	-	-	-	-
	GRAND TOTAL	1,51,00,000	100.00%	1,68,54,384	100.00%	1,72,49,119	100.00%

*The pre preferential Issue shareholding pattern as on the 31st March, 2026 as available on the Stock Exchange website i.e. www.bseindia.com and website of the company at www.porwalauto.com

The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the Equity Shares and Warrant conversion into equity shares.

8. Time frame within which the preferential allotment shall be completed:

For equity shares, as required under the Regulation 170 of SEBI (ICDR) Regulations 2018, the Company shall complete the allotment of Equity Shares within a period of 15 days from the date of passing of this Special Resolution by the shareholders in Extra-Ordinary General Meeting, provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchanges is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission.

For warrants, as per Regulation 162(2) of SEBI ICDR Regulations, upon exercise of the option by the Allottee to convert the convertible securities, the issuer shall ensure that the allotment of equity shares pursuant to exercise of the warrants is completed within a period of 15 days from the date of such exercise by the Allottee.

9. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control if any in the issuer consequent to the preferential issues:

Name of the Proposed Allottees	Category	Ultimate Beneficial Owner	Pre Preferential Issue*		No. of Equity Shares proposed to be allotted	No. of Convertible Warrants proposed to be allotted	Post Preferential Issue (Assuming allotment of 17,54,384 Equity Shares and conversion of 3,94,735 Convertible Warrants into Equity Shares)	
			No of shares held	% of share holding			No of shares held	% of share holding
Mukesh Jain HUF	Promoter group	Mukesh Jain	59,000	0.39%	-	1,31,578	1,90,578	1.10%
Shailesh Jain HUF	Promoter group	Shailesh Jain	20,500	0.14%	-	87,719	1,08,219	0.63%
Gajendra Jain HUF	Promoter group	Gajendra Jain	66,000	0.44%	-	65,789	1,31,789	0.76%
Devendra Jain HUF	Promoter group	Devendra Jain	69,000	0.46%	-	87,719	1,56,719	0.91%

1. The percentage (%) of Post Preferential Issue Capital that may be held by the allottees and change in control, if any, consequent to the Preferential Issue:

The percentage (%) of Post Preferential Issue Capital that may be held by the allottees as mentioned in table below and there shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Shares and Warrants.

A) Equity Shares to Public allottees:

Name of the Proposed Allottees	Category	Ultimate Beneficial Owner	Pre Preferential Issue*		No. of Equity Shares proposed to be allotted	No. of Convertible Warrants proposed to be allotted	Post Preferential Issue (Assuming allotment of 17,54,384 Equity Shares and conversion of 3,94,735 Convertible Warrants into Equity Shares)	
			No of shares held	% of share holding			No of shares held	% of share holding
Neha Nishant Gandhi	Public	Not Applicable	Nil	Nil	4,38,596	-	4,38,596	2.54%
Nishant Lalitbhai Gandhi	Public	Not Applicable	Nil	Nil	4,38,596	-	4,38,596	2.54%
Akshar Yatin Popat	Public	Not Applicable	Nil	Nil	4,38,596	-	4,38,596	2.54%
Shreya Bhavesh Shah	Public	Not Applicable	Nil	Nil	4,38,596	-	4,38,596	2.54%

B) Convertible Warrants to Promoters Group:

Name of the Proposed Allottees	Category	Ultimate Beneficial Owner	Pre Preferential Issue*		No. of Equity Shares proposed to be allotted	No. of Convertible Warrants proposed to be allotted	Post Preferential Issue (Assuming allotment of 17,54,384 Equity Shares and conversion of 3,94,735 Convertible Warrants into Equity Shares)	
			No of shares held	% of share holding			No of shares held	% of share holding
Pramila Jain	Promoter group	Not Applicable	1,10,000	0.73	-	21,930	1,31,930	0.76%
Mukesh Jain HUF	Promoter group	Mukesh Jain	59,000	0.39%	-	1,31,578	1,90,578	1.10%
Shailesh Jain HUF	Promoter group	Shailesh Jain	20,500	0.14%	-	87,719	1,08,219	0.63%
Gajendra Jain HUF	Promoter group	Gajendra Jain	66,000	0.44%	-	65,789	1,31,789	0.76%
Devendra Jain HUF	Promoter group	Devendra Jain	69,000	0.46%	-	87,719	1,56,719	0.91%

10. The change in control if any in the company that would occur consequent to the preferential offer:

The proposed Preferential Allotment of Equity Shares as well as total conversion of warrants into equity shares will not result in any change in the management and control of the Company.

11. Relevant date with reference to which the price has been arrived at:

The Relevant Date in terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 for determining the price of Equity Shares with reference to the proposed allotment is Wednesday, May 06, 2026, being the date 30 days prior to Friday, June 05, 2026 (i.e., the date on which the Extra-Ordinary General Meeting of the Company is being convened in terms of the Companies Act, 2013 to consider the proposed preferential issue) being fixed as the relevant date in compliance with the Explanation to Regulation 161 of the SEBI (ICDR) Regulations.

12. Basis or justification on which the price of the Preferential Issue has been arrived at along with report of the Registered Valuer:

- A. The Equity Shares of the Company are listed on BSE Limited (“BSE”) (referred to as “Stock Exchange”). The Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164 (5) of Chapter V of the SEBI (ICDR) Regulations, 2018. In terms of Regulation 164 (1) of Chapter V of SEBI (ICDR) Regulations, 2018, the minimum price at which equity shares shall be issued and shall not be less than higher of the following:
- i. Rs. 56.31/- each- the 90 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date; or
 - ii. Rs. 53.72/- each- the 10 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date.
 - iii. Pursuant to above, the minimum issue price determined in accordance with Regulations 164 (1) read with Regulation 161 of Chapter V of the SEBI (ICDR) Regulations, 2018 is Rs. 57.00/- each.
- B. Method of determination of price as per the Articles of Association of the Company - Not applicable as the Articles of Association of the Company does not provide for a method on the determination of a floor price/ minimum price of the shares issued on preferential basis.
- C. Regulation 166A of the SEBI (ICDR) Regulations, 2018 as amended, the Valuation of Equity Shares by way of valuation report from an independent registered valuer and consider the same for determining the price – Not applicable as there is no change in control or allotment of more than five per cent. of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert and the issue is less than five per cent. of the post issue fully diluted share capital of the issuer.

13. Undertakings:

- i. The Issuer Company hereby undertakes to recompute the price of the specified securities in terms of the provision of SEBI (ICDR) Regulations, 2018, as amended where it is required to do so.
- ii. The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

14. Disclosure as specified under Regulation 163(1) of SEBI (ICDR) Regulations 2018

- a) The Company, none of the Promoters or Directors of the Company are categorized as wilful defaulters by any bank(s) or financial institution(s) or any consortium thereof, in accordance with the guidelines on wilful defaulters, issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) of SEBI (ICDR) Regulations.
- b) The proposed allottees, the beneficial owners to proposed allottees, issuer, its promoter and directors, have not been declared as wilful defaulter or a fraudulent borrower as per RBI Circular Ref. No. RBI/2015-16/100 DBR.No.CID.BC.22/20.16.003/2015-16 dated 1 July 2015 by the banks.

- c) The proposed allottees and the beneficial owners to proposed allottees have not been, directly or indirectly, debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.
- d) None of the Promoters or Directors of the Company is a fugitive economic offender as defined under section 12 of the Fugitive Economic Offenders Act, 2018.
- e) Issuer, proposed allottees and beneficial owners do not have direct or indirect relation with the companies, its promoters and whole-time directors, which are compulsorily delisted by any recognized stock exchange.
- f) The proposed allottees have confirmed that they have not sold any equity share of the Company during the 90 trading days preceding the Relevant Date.
- g) The Company has no subsisting default in the redemption or payment of dividend on equity shares of the Company since the commencement of Companies Act, 2013.
- h) There is no outstanding due to Securities Exchanges Board of India, the stock exchange or the depositories.
- i) The Company is in compliance with the conditions for continuous listing of equity shares, as specified in the listing agreement with BSE Limited, where the equity shares of the issuer are listed, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder; and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- m) The preferential issue of securities is being made in strict compliance with the provisions of SEBI (ICDR) Regulations, 2018 and the amendments, thereof, pertaining to conditions for preferential issue.
- n) The proposed preferential issue is not ultra vires to the provisions of Articles of Association of the issuer.

15. The Current and Proposed status of the allottees post the preferential issue namely, promoter or non-promoter:

Sr. No.	Name of the Proposed Allottees	Current status of the allottees namely promoter or promoter group or public	Proposed status of the allottees post the preferential issue namely promoter or promoter group or public
1.	Pramila Jain	Promoter Group	Promoter Group
2.	Mukesh Jain HUF	Promoter Group	Promoter Group
3.	Shailesh Jain HUF	Promoter Group	Promoter Group
4.	Gajendra Jain HUF	Promoter Group	Promoter Group
5.	Devendra Jain HUF	Promoter Group	Promoter Group
6.	Neha Nishant Gandhi	Public	Public
7.	Nishant Lalitbhai Gandhi	Public	Public
8.	Akshar Yatin Popat	Public	Public
9.	Shreya Bhavesh Shah	Public	Public

16. Practicing Company Secretary' Certificate:

A copy of the certificate from M/s. Dilip Swarnkar & Associates (Membership No. 47600 and CP No. 26253) Practicing Company Secretary certifying that the Preferential Issue is being made in accordance with the requirements of Chapter V of SEBI (ICDR) Regulations, 2018 shall be placed before the shareholders at their proposed Extra Ordinary General Meeting and the same shall be available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days between Monday to Friday from the date of dispatch of the EGM Notice. This certificate is also placed under "Investor Relations" tab on the following link - <https://www.porwalauto.com/>

17. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer:

Not Applicable, as the proposed allotment is made for Cash consideration.

18. The number of persons to whom allotment through preferential issue have already been made during the year in terms of number of securities as well as price:

During the period from 01st April 2026 till the date of this notice, the Company has not made any preferential issue of Equity Shares.

19. Lock-in period:

The aforesaid allotment of Equity Shares allotted on a preferential basis shall be locked in as per Regulation 167 of Chapter V of the SEBI (ICDR) Regulations, 2018, as amended. The entire pre-preferential allotment shareholding of the allottees, if any shall be locked-in as per Regulation 167 (6) of Chapter V of the SEBI (ICDR) Regulations, 2018.

20. Principle terms of assets charged as securities:

Not Applicable

21. Listing of the proposed shares

The Company shall make an application to BSE Limited, on which the existing equity shares of the Company are listed, for listing of the aforementioned shares. The above shares, once allotted, shall rank pari passu with the existing equity shares of the Company in all respects, including dividend.

22. Interest of the Promoters/ Directors:

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, except Mr. Mukesh Jain, Mr. Shailesh Jain, Mr. Gajendra Jain and Mr. Devendra Jain being related of the proposed allottees and their respective relatives may be deemed to be interested financially or otherwise, either directly or indirectly in passing of the said Resolutions, save and except to the extent of their respective interest as shareholders of the Company.

Accordingly, the Board of Directors of your Company recommend the Resolution set out in Item No. 1 & 2 of this Notice for the approval of the Members by way of passing Special Resolutions.

**By Order of the Board of Directors of
Porwal Auto Components Limited**

Place: Pithampur
Date: 8th May, 2026

Sd/-
HANSIKA MITTAL
COMPANY SECRETARY

Registered office
Plot No.209, Sector No. 1,
Industrial Area,
Pithampur (M.P.) 4547750