

NOTICE

NOTICE is hereby given that Thirtieth Annual General Meeting of the Members of the Porwal Auto Components Limited will be held on **Wednesday, 28th September, 2022 at 01:00 P.M. (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business: -

The proceedings of the Annual General Meeting ("AGM") 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 AGM.

ORDINARY BUSINESS:**1. Consideration & Adoption of Audited Financial Statements for the Financial Year ended 31st March, 2022:**

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2022, together with the Reports of the Board of Directors and the Auditors thereon.

2. Appointment of Mr. Surendra Utsavlal Jain (DIN: 00245154), as Whole Time Director, liable to retire by rotation.

To appoint a Director in place of Mr. Surendra Utsavlal Jain (DIN: 00245154), who retires by rotation and being eligible, offers himself for re-appointment.

3. To Appoint M/S. HN Jhavar and Co., Chartered Accountants, Indore (FRN: 000544C) as Statutory Auditor of the Company

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of the Audit Committee and the Board of Directors, M/S. HN Jhavar and Co., Chartered Accountants, Indore (FRN: 000544C), be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring Auditors, S N Gadiya & Co., Chartered Accountants (ICAI Firm Registration No. 002052C), to hold office from the conclusion of this i.e. 30th Annual General Meeting till the conclusion of 35th Annual General Meeting of the Company, at a remuneration as may be mutually agreed between the Board of Directors and the Statutory Auditors of the Company from time to time, in addition to the out-of pocket expenses as may be incurred by them.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all the needful acts, deeds, matters and things to give effect to this resolution including filing of forms with ROC."

SPECIAL BUSINESS:**4. Ratification of the remuneration payable to M/S. A. K. Jain & Associates, Cost Accountants, Indore (FRN: 101472) for the Financial Year ending March 31, 2023**

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

"RESOLVED THAT in accordance with the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, the remuneration payable to M/S. A. K. Jain & Associates, Cost Accountants, Indore (FRN: 101472), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost accounting records of the Company for the Financial Year ending on 31st March, 2023, amounting to Rs. 35,000/- (Rupees Thirty Five Thousand Only) plus applicable taxes, in connection with the said audit, be and is hereby ratified and confirmed;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all the needful acts, deeds, matters and things to give effect to this resolution including filing of forms with ROC."

5. To Re-appoint Mr. Devendra Jain (DIN- 00232920) as the Managing Director of the Company.

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with the provisions of Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being enforce) and other applicable provisions, if any, of the Companies Act, 2013, in terms of Articles of Association, as amended and on recommendation of the Nomination and Remuneration Committee and on Board's approval, the approval of members of the Company be and is hereby accorded for the reappointment of Mr. Devendra Jain (DIN- 00232920), who will attain the age of 70 years during his tenure, as one of the Whole-time Key Managerial Personnel to be designated as Managing Director of the Company for a further period of three years commencing from 1st August, 2023 to 31st July, 2026, upon the terms and conditions, including remuneration details, mentioned in the explanatory statement, with further liberty to the Board of Directors to alter, modify or revise from time to time, the terms and conditions of appointment and remuneration of Mr. Devendra Jain, as Managing Director in such manner as may be considered appropriate and in the best interests of the Company and as may be permissible at law.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any Financial Year during the aforesaid period, Mr. Devendra Jain, Managing Director shall be paid the remuneration by way of salary, perquisites and benefits, in accordance with the applicable provisions of the Act and subject to terms and conditions mentioned in the explanatory statement.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

6. To Re-appoint Mr. Mukesh Utsavlal Jain (DIN- 00245111) as the Whole-Time Director of the Company.

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with the provisions of Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being enforce) and other applicable provisions, if any, of the Companies Act, 2013, in terms of Articles of Association, as amended and on recommendation of the Nomination and Remuneration Committee and on Board's approval, the approval of members of the Company be and is hereby accorded for the reappointment of Mr. Mukesh Utsavlal Jain (DIN- 00245111), as one of the Whole-time Key Managerial Personnel to be designated as Whole Time Director of the Company for a further period of

three years commencing from 1st August, 2023 to 31st July, 2026, who shall be liable to retire by rotation, upon the terms and conditions, including remuneration details, mentioned in the explanatory statement, with further liberty to the Board of Directors to alter, modify or revise from time to time, the terms and conditions of appointment and remuneration of Mr. Mukesh Utsavlal Jain, Whole Time Director in such manner as may be considered appropriate and in the best interests of the Company and as may be permissible at law.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any Financial Year during the aforesaid period, Mr. Mukesh Utsavlal Jain, Whole Time Director shall be paid the remuneration by way of salary, perquisites and benefits, in accordance with the applicable provisions of the Act and subject to terms and conditions mentioned in the explanatory statement.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

7. To Re-appoint Mr. Surendra Utsavlal Jain (DIN- 00245154) as the Chairman and Whole Time Director of the Company.

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with the provisions of Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being enforce) and other applicable provisions, if any, of the Companies Act, 2013, in terms of Articles of Association, as amended and on recommendation of the Nomination and Remuneration Committee and on Board's approval, the approval of members of the Company be and is hereby accorded for the reappointment of Mr. Surendra Utsavlal Jain (DIN- 00245154), who will attain the age of 70 years during his tenure, as one of the Whole-time Key Managerial Personnel to be designated as the Chairman and Whole Time Director of the Company for a further period of three years commencing from 1st August, 2023 to 31st July, 2026, who shall be liable to retire by rotation, upon the terms and conditions, including remuneration details, mentioned in the explanatory statement, with further liberty to the Board of Directors to alter, modify or revise from time to time, the terms and conditions of appointment and remuneration of Mr. Surendra Utsavlal Jain, Chairman and Whole Time Director in such manner as may be considered appropriate and in the best interests of the Company and as may be permissible at law.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any Financial Year during the aforesaid period, Mr. Surendra Utsavlal Jain, Chairman and Whole Time Director shall be paid the remuneration by way of salary, perquisites and benefits, in accordance with the applicable provisions of the Act and subject to terms and conditions mentioned in the explanatory statement.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

8. To approve Material Related Party Transaction(s) to be entered into during the Financial Year 2021-22, 2022-23 and 2023-24

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Regulation 23 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI -

LODR Regulations”), the Company’s Policy on “Related Party Transactions” and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the consent of the Audit Committee and the Board of Directors, the approval of the Members of the Company be and is hereby accorded to the Company to enter into contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) (including any modifications, alterations or amendments thereto), in the ordinary course of business and on arm’s length basis with ‘PORWAL DIESELS PRIVATE LIMITED’ (herein after referred to as related party) of the Company within the meaning of the Act and the SEBI - LODR Regulations, as more particularly enumerated in the explanatory statement to the Notice, on and for an amount not exceeding in the aggregate of Rs. 50,00,00,000/- (Rupees Fifty crores only) for each of the Financial Years, i.e., 2021-2022, 2022-2023 and 2023-2024 and on such terms and conditions as may be agreed between the Company and related party;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to decide upon the nature and value of transactions of the products, goods, materials, services or other transactions etc. for transactions with the aforesaid related party, within the aforesaid limits;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertakings as may be necessary in this regard from time to time to give effect to the above Resolution.”

By the order of the Board of Directors
Porwal Auto Components Limited

Place: Pithampur
Date: 10th August, 2022

Hansika Mittal
Company Secretary

Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 2/2022 dated 05.05.2022 read along with Circular No. 02/2021 dated 13.01.2021, and MCA General Circular No. 20/2020 dated 05.05.2020, 19/2021 dated 08.12.2021, 21/2021 dated 14.12.2021, read together with MCA General Circular Nos. 14/2020 & 17/2020 dated 08.04.2020 and 13.04.2020 respectively, and Securities and Exchange Board of India (“SEBI”) Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13.05.2022, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15.01.2021 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12.05.2020 permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.

Central Depository Services (India) Limited (‘CDSL’), shall be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM is explained at Note No. 32 below.

2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed and forms part of the Notice. The Board

of Directors have considered and decided to include the Item Nos. 4 to 8 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature.

3. In view of the massive outbreak of the COVID-19 pandemic, social distancing has to be a pre-requisite. Pursuant to the above mentioned MCA Circulars, **physical attendance of the Members is not required at the AGM, and attendance of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.**
4. A statement giving the relevant details of the Directors seeking appointment/re-appointment under item no. 5, 6 and 7 of the accompanying Notice, as required under 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India is annexed herewith.
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. 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. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a certified copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address at csshraddhajain@gmail.com with a copy marked to CDSL at www.evotingindia.com.
7. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
8. 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 **Wednesday, 21st September, 2022**, being the cut-off date.
9. In compliance with applicable provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with above mentioned MCA and SEBI Circulars, the AGM of the Company is being conducted through VC/OAVM. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
10. The Members can join the 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 AGM through VC/OAVM will be made available for 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 AGM without restriction on account of first come first served basis.

11. The report on the Corporate Governance and Management Discussion and Analysis also forms part to the report of the Directors.
12. M/S. S N Gadiya & Company, Chartered Accountants, were appointed as Statutory Auditors of the Company at the 25th Annual General Meeting held on 28th September, 2017 to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2022. The Board of Directors, based on the recommendation of the Audit Committee, proposed the appointment of M/S. HN Jhavar and Co., Chartered Accountants, Indore (ICAI Firm Registration No. 000544C) as the Statutory Auditors of the Company to hold office for a term of 5 consecutive years, commencing from the conclusion of this AGM until the conclusion of the 35th AGM of the Company to be held in the year 2027.
13. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and relevant documents referred to in this Notice of AGM, will be available electronically for by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members on the date of AGM, i.e. 28th September, 2022. Members seeking to inspect such documents can send an email to investors.pacl@gmail.com.
14. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, **Link Intime India Private Limited** for assistance in this regard.

Further, in compliance with SEBI vide its circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022, the following requests received by the Company in physical form will be processed and the shares will be issued in dematerialization form only:-

- i. Issue of duplicate share certificate
- ii. Claim from unclaimed suspense account
- iii. Renewal/Exchange of securities certificate
- iv. Endorsement
- v. Sub-division / splitting of securities certificate
- vi. Consolidation of securities certificates/folios
- vii. Transmission
- viii. Transposition

For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of the Company as well as on the website of Link Intime India Pvt. Ltd., Registrar and share transfer agent (RTA) The aforementioned form shall be furnished in hard copy form.

Members holding shares in physical form are requested to dematerialize their holdings at the earliest.

15. SEBI vide circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November 2021 has made it mandatory for all shareholders holding shares in physical form to furnish nomination details to the Company / RTA:

Shareholders can register their nomination details in Form SH-13 or they can choose to give declaration to opt out of Nomination by filing Form ISR-3.

In case of shareholder holding shares in physical form wishes to change the nominee or cancel the nomination then Form SH-14 needs to be filled.

The forms mentioned above are available on the website of the Company as well as on the website of RTA.

16. SEBI vide its Circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021, has made it mandatory for all holders holding shares in physical form to furnish the following documents / details to the RTA

- a) PAN
- b) Contact details, Postal address with PIN, Mobile number, E-mail address
- c) Bank account details (bank name and branch, bank account number, IFS code)
- d) Specimen signature

For furnishing the above-mentioned details, shareholder must submit Form ISR-1 and/or ISR-2 in hard copy form to the Company/ RTA. The forms are available on the website of the Company as well as on the website of RTA.

17. **BOOK CLOSURE:** The Register of Members and Transfer Books of the Company will be closed from **Thursday, 22nd September, 2022 to Wednesday, 28th September, 2022 (both days inclusive)** for the purpose of AGM.
18. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 31st March, 2021 (29th September, 2021, date of last AGM), on the website of the Company at <https://www.porwalauto.com/> and also on the website of the MCA at <http://www.iepf.gov.in/>.

Last date for claiming unclaimed and unpaid dividends declared by the Company for the Financial Year 2015-2016, 2016-2017, 2017-18 & 2018-19 and thereafter.

Financial Year Ended	Date of declaration of dividend	Last date for claiming unpaid/unclaimed dividend
31 st March 2016	28 th September 2016	27 th October 2023
31 st March 2017	28 th September 2017	26 th October 2024
31 st March 2018	29 th September 2018	28 th October 2025
31 st March 2019	28 th September 2019	28 th October 2026 (tentative)

Members who have not encashed the dividend warrants so far in respect of the aforesaid periods, are requested to make their claim to Link Intime India Pvt. Ltd. well in advance of the above due date.

Pursuant to sections 124 and 125 of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer, and Refund) Rules, 2016 ("the IEPF Rules") notified by the Ministry of Corporate Affairs with effect from 7th September, 2016, as amended, all unclaimed/ unpaid dividend, application money, debenture interest and interest on deposits as well as principal amount of debentures and deposits remaining unpaid or unclaimed for a period of 7 years from the date they became due for payment, are required to be transferred to the Investor Education and Protection Fund ("IEPF") administered by the Central Government.

Further, pursuant to the provisions of section 124 of Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 all shares on which dividend has been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

19. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with RTA of the Company at Link Intime India Private Limited, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai – 400083, in case the shares are held by them in physical form.
20. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to RTA of the Company at Link Intime India Private Limited, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai – 400083, in case the shares are held by them in physical form.
21. The MCA General Circular No. 2/2022 dated May 05, 2022 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, have granted relaxations to the companies in view of the prevailing situation and owing to the difficulties involved in dispatching physical copies of the financial statements (including Board's Report, Auditor's Report or other documents required to be attached therewith) for the Financial Year ended 31st March, 2022 pursuant to Section 136 of the Act and Notice calling the AGM pursuant to Section 101 of the Act read with the Rules framed thereunder, such statements including the Notice of AGM are being sent only **through electronic mode** to those Members whose email addresses are registered with the Company/Depositories. For Members who have not registered their e-mail address and those members who have become the members of the Company after Friday, 19th August, 2022 being the cut-off date for sending soft copy of the Notice of 30th AGM and Annual Report for the Financial Year 2021-2022, the same will also be available on the Company's website www.porwalauto.com, website of CDSL i.e. www.evotingindia.com and on website of stock exchanges viz. www.bseindia.com, in Portable Document Format (PDF).
22. 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.
23. For ease of conduct of AGM, 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 AGM, 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 AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
24. 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.
 25. **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 AGM.
 26. **Webcast:** Members who are entitled to participate in the AGM can view the proceedings of AGM by logging in the website of CDSL i.e. www.evotingindia.com using the login credentials.
 27. The Chairman shall at the AGM at the end of discussion on the resolutions on which voting is to be held, allow e-voting to all those members who are present/logged in at the AGM but have not cast their votes by availing the remote e-voting facility.
 28. A person who has acquired the shares and has become a member of the Company after dispatch of notice of AGM and prior to the Cut-off date i.e. Wednesday, 21st September, 2022, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of AGM by following the procedure mentioned in this Notice.
 29. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
 30. The Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 has mandated registration of PAN and Bank Account Details for all security holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account details to Link Intime India Private Limited along with a self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook/statement attested by the bank. Members holding shares in Demat form are requested to submit the aforesaid information to their respective Depository Participant.
 31. **SCRUTINIZER FOR E-VOTING:** Ms. Shraddha Jain, Practicing Company Secretary (Membership No. ACS 39488) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 32. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 (including any statutory modification(s), clarifications, exemptions or reenactments thereof for the time being in force), Regulation 44 of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) and in terms of relevant MCA Circulars, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited ('CDSL') on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.

The process/manner for availing e-voting facility and the instructions for members voting electronically are as under:

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM 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 Sunday, 25th September 2022 from 9:00 A.M. and ends on Tuesday, 27th September, 2022 at 5:00 P.M. 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 21st September, 2022 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 above said 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
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Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<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 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

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 22 55 33.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

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 shareholders 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 shareholders other than individual shareholders holding shares in Demat Form.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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)	<p>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.</p> <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 LIMITED> 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 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 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 **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investors.pacl@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investors.pacl@gmail.com. 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 shall 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** (investors.pacl@gmail.com)/RTA email id(rnt.helpdesk@linkintime.co.in)

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 22 55 33.

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 at toll free no. 1800 22 55 33.

By the order of the Board of Directors
Porwal Auto Components Limited

Place: Pithampur

Date: 10th August, 2022

Hansika Mittal
Company Secretary

EXPLANATORY STATEMENT IN TERMS OF SECTION 102 OF THE COMPANIES ACT, 2013
ITEM NO. 03
Appointment of M/S. HN Jhavar and Co., Chartered Accountants, Indore (FRN: 000544C) as Statutory Auditor of the Company

This explanatory statement is provided though strictly not required as per Section 102 of the Act. Pursuant to the provisions of section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and SEBI (LODR) Regulations, 2015, S N GADIYA & Co., Chartered Accountants (ICAI Firm Registration No. 002052C), the present Auditors of the Company complete their five year term as Statutory Auditors at the conclusion of the ensuing 30th Annual General Meeting ("AGM") of the Company. Accordingly, the Board of Directors has based on the recommendation of the Audit Committee, proposed the appointment of M/S. HN Jhavar and Co., Chartered Accountants (ICAI Firm Registration No. 000544C) as the Statutory Auditors of the Company to hold office for a term of 5 consecutive years, commencing from the conclusion of this AGM until the conclusion of the 35th AGM of the Company to be held in the year 2027, at a remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time in addition to out of pocket expenses as may be incurred by them during the course of the audit. M/S. HN Jhavar and Co., Chartered Accountants have consented to the said appointment and confirmed that their appointment, if made, would be in conformity with the provisions of section 139 of the Act and that they satisfy the criteria provided in section 141 of the Act and are independent of the Management. The Board recommends the Ordinary Resolution as set out at Item No. 03 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution as set out at Item No. 03 of the Notice.

BRIEF DETAIL OF STATUTORY AUDITOR SEEKING APPOINTMENT AT THE 30TH ANNUAL GENERAL MEETING:

Pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Particulars	Details
Name of the listed entity	Porwal Auto Components Limited ("the Company")
Details of the statutory auditor	M/S. HN Jhavar and Co., Chartered Accountants, Indore (M.P.) FRN: 000544C
Reason for Appointment	Appointment in place of existing Statutory Auditors M/s. S N Gadiya & Co., Chartered Accountants (ICAI Firm Registration No. 002052C), whose term shall expire at the conclusion of ensuing 30 th Annual General Meeting
Date of Appointment and Term of Appointment	Subject to approval of Shareholders, appointed for the term of 5 consecutive years from the conclusion of ensuing 30 th Annual General Meeting till the conclusion of 35 th Annual General Meeting of the Company
Brief Profile	HN Jhavar and Co., Chartered Accountants was established in the year 1952 (year of establishment) and have vast experience of Statutory Audit of various companies and tax audit of Companies, Partnership firms, Proprietorship Firms and other establishments. The firm undertakes various matters related to Audit/Income

	tax/Company Law/Project Financing and other related matters. The firm is empaneled with various Banks for their branch audit and also internal auditors of number of companies, Trust, Societies.
Disclosure of relationships between directors(in case of appointment of a director)	Not Applicable

ITEM NO. 04

Ratification of the remuneration payable to M/S. A. K. Jain & Associates, Cost Accountants, Indore (FRN: 101472) for the Financial Year ending March 31, 2023

The Board of Directors has, on the recommendation of the Audit Committee, approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company across various segments, for the Financial Year ending March 31, 2023, as per the following details:

Name of the Cost Auditor	Cost Audit Fee
M/S. A. K. Jain & Associates, Cost Accountants, Indore (FRN: 101472)	Rs. 35000/- plus applicable taxes

In accordance with the provisions of Section 148 of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the members of the Company. Accordingly, ratification by the members is sought for the remuneration payable to the Cost Auditors for the Financial Year ending on March 31, 2023 by passing an Ordinary Resolution as set out at Item No. 04 of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution set out at Item No. 04 of the Notice for ratification by the members.

ITEM NO. 05

Re-appointment of Mr. Devendra Jain as Managing Director of the Company

Mr. Devendra Jain was earlier appointed as Managing Director of the Company with effect from 01.08.2020 and confirmed at the Annual General Meeting dated 29.09.2020, for a period of three years ending on 31.07.2023.

Upon the recommendation of the Nomination and Remuneration Committee, the Board of directors at their meeting held on 10th August, 2022 has re-appointed Mr. Devendra Jain as Managing Director of the Company for a further period of three years commencing from 1st August, 2023 on consideration of the fact that during his term, the performance of Mr. Devendra Jain, was encouraging and satisfactory which deserved favorable consideration in the matter of extending him another term in office as Managing Director of the Company.

Mr. Devendra Jain has rich experience in industries and is acquainted with complete knowledge of the business. His experience, commitments and capabilities are playing a crucial role in the growth of the Company. He is associated with the Company since 03rd February 1992 and having 46 Years experience

of business & Industry. Mr. Devendra Jain has proved to be an invaluable asset for the Company. Considering his sincerity, commitments, hard work, devotion and concern about the Company and its growth, the board feels it absolutely necessary to reappoint him as Managing Director.

In accordance with the provisions of Section 196 and Schedule V of the Companies Act, 2013 (the 'Act'), a person who has attained the age of 70 years can be appointed as a Managing Director only by passing a special resolution, in which case, the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person.

Since Mr. Devendra Jain will attain the age of 70 years during his tenure, thus, in compliance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act, a special resolution is set out in Item No. 05 of the notice of AGM seeking approval of the shareholders for the re-appointment of Mr. Devendra Jain as the Managing director of the Company.

The disclosure under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is provided as a part of this Notice.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of remuneration payable to Mr. Devendra Jain and the terms and conditions of the appointment are given below:

- a. Nature of Duties:** As outlined in Section 166 of the Companies Act, 2013.
- b. Salary per month:** He shall be entitled for the salary subject to maximum limit upto 5,00,000/- (Indian Rupees Five Lacs only) per month.
- c.** He shall be entitled to provident fund, gratuity, retirement benefits, leave encashment and any other benefit & facilities as per the rules of the Company.
- d. Other Perquisites**
 - **Car:** The Company may provide Car with driver for the Company's Business and if no car is provided, reimbursement of the conveyance shall be made on the basis of claims submitted by him.
 - **Telephone, Internet and Cell:** The Company may provide free use of telephone, internet at his residence and cell phone and other facilities as may be provided by the Company from time to time.

He is not disqualified from being appointed as Director in terms of section 164 of the Act. Taking into consideration his experience, commitment and capabilities that are playing a crucial role in the growth of the Company, the Board of Directors feel that there is a need for a continuation of suitable plans and program and therefore, it is imminent that he should continue in the capacity of Managing Director.

Mr. Devendra Jain is interested in the resolution to the extent of his appointment and remuneration payable to him, and Mr. Surendra Utsavlal Jain, Mr. Mukesh Utsavlal Jain and Mr. Shailesh Jain being his relative may also be deemed as concerned or interested in the resolution, however none of the other directors & KMP may be deemed as concerned or interested in the aforesaid resolution. The Board recommends to pass **Special resolution** as set out in Item No. 05 of the notice.

ITEM NO. 06**Re-appointment of Mr. Mukesh Utsavlal Jain as the Whole Time Director of the Company.**

Mr. Mukesh Utsavlal Jain was earlier appointed as Whole Time Director of the Company with effect from 01.08.2020 and confirmed at the Annual General Meeting dated 29.09.2020, for a period of three years ended 31.07.2023.

Thus upon the recommendation of the Nomination and Remuneration Committee, the Board of directors at their meeting held on 10th August, 2022 has re-appointed Mr. Mukesh Utsavlal Jain as Whole Time Director of the Company for a further period of three years commencing from 1st August, 2023 on consideration of the fact that during his term, the performance of Mr. Mukesh Utsavlal Jain, was encouraging and satisfactory which deserved favorable consideration in the matter of extending him another term in office as Whole Time Director of the Company.

Mr. Mukesh Utsavlal Jain have rich experience in industries and is acquainted with complete knowledge of the business. His experience, commitments and capabilities are playing a crucial role in the growth of the Company. He is associated with the Company since 31st March 1998. He is having 46 Years experience of Business & Industry. His experience, commitments and capabilities are playing a crucial role in the growth of the Company. Mr. Mukesh Utsavlal Jain has proved to be an invaluable asset for the Company. Considering his sincerity, commitments, hard work, devotion and concern about the Company and its growth, the board feels it absolutely necessary to reappoint him as Whole Time Director.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act, the re-appointment of Mr. Mukesh Utsavlal Jain as the Whole Time Director are now being placed before the Members for their approval. The Board recommends the special Resolution as set out in Item No. 06 of the notice.

The disclosure under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is provided as a part of this Notice.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of remuneration payable to Mr. Mukesh Utsavlal Jain and the terms and conditions of the appointment are given below:

- a. Nature of Duties:** As outlined in Section 166 of the Companies Act, 2013.
- b. Salary per month:** He shall be entitled for the salary subject to maximum limit upto 5,00,000/- (Indian Rupees Five Lacs only) per month.
- c.** He shall be entitled to provident fund, gratuity, retirement benefits, leave encashment and any other benefit & facilities as per the rules of the Company.
- d. Other Perquisites**
 - **Car:** The Company may provide Car with driver for the Company's Business and if no car is provided, reimbursement of the conveyance shall be made on the basis of claims submitted by him.

- **Telephone, Internet and Cell:** The Company may provide free use of telephone, internet at his residence and cell phone and other facilities as may be provided by the Company from time to time.

He is not disqualified from being appointed as Director in terms of section 164 of the Act. Taking into consideration his experience, commitment and capabilities that are playing a crucial role in the growth of the Company, the Board of Directors feel that there is a need for a continuation of suitable plans and program and therefore, it is imminent that he should continue in the capacity of Whole Time Director.

Mr. Mukesh Utsavlal Jain is interested in the resolution to the extent of his appointment and remuneration payable to him, and Mr. Surendra Utsavlal Jain, Mr. Devendra Jain and Mr. Shailesh Jain being his relative may also be deemed as concerned or interested in the resolution, however, none of the other directors & KMP may be deemed as concerned or interested in the aforesaid resolution. The Board recommends to pass **Special resolution** as set out in Item No. 6 of the notice.

ITEM NO. 07

Re-appointment of Mr. Surendra Utsavlal Jain as Chairman and Whole time director of the Company

Mr. Surendra Utsavlal Jain was earlier appointed as Chairman and Whole time director of the Company with effect from 01.08.2020 and confirmed at the Annual General Meeting 29.09.2020, for a period of three years ended 31.07.2023.

Upon the recommendation of the Nomination and Remuneration Committee, the Board of directors at their meeting held on 10th August, 2022 has re-appointed Mr. Surendra Utsavlal Jain as Chairman and Whole time director of the Company for a further period of three years commencing from 1st August, 2023 on consideration of the fact that during his term, the performance of Mr. Surendra Utsavlal Jain, was encouraging and satisfactory which deserved favorable consideration in the matter of extending him another term in office as Chairman and Whole time director of the Company.

Mr. Surendra Utsavlal Jain has rich experience in industries and is acquainted with complete knowledge of the business. His experience, commitments and capabilities are playing a crucial role in the growth of the Company. He is associated with the Company since 07th June 2005 and having 48 Years experience of business & Industry. Mr. Surendra Utsavlal Jain has proved to be an invaluable asset for the Company. Considering his sincerity, commitments, hard work, devotion and concern about the Company and its growth, the board feels it absolutely necessary to reappoint him as Whole Time Director.

In accordance with the provisions of Section 196 and Schedule V of the Companies Act, 2013 (the 'Act'), a person who has attained the age of 70 years can be appointed as whole time director only by passing a special resolution, in which case, the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person.

Since Mr. Surendra Utsavlal Jain will attain the age of 70 years during his tenure, thus, in compliance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act, a special resolution is set out in Item No. 07 of the notice of AGM seeking approval of the shareholders for the re-appointment of Mr. Surendra Utsavlal Jain as the Chairman and Whole time director of the Company.

The disclosure under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is provided as a part of this Notice.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of remuneration payable to Mr. Surendra Utsavlal Jain and the terms and conditions of the appointment are given below:

- a. Nature of Duties:** As outlined in Section 166 of the Companies Act, 2013.
- b. Salary per month:** He shall be entitled for the salary subject to maximum limit upto 5,00,000/- per month (Indian Rupees Five Lacs only).
- c.** He shall be entitled to provident fund, gratuity, retirement benefits, leave encashment and any other benefit & facilities as per the rules of the Company.
- d. Other Perquisites**
 - **Car:** The Company may provide Car with driver for the Company's Business and if no car is provided, reimbursement of the conveyance shall be made on the basis of claims submitted by him.
 - **Telephone, Internet and Cell:** The Company may provide free use of telephone, internet at his residence and cell phone and other facilities as may be provided by the Company from time to time.

He is not disqualified from being appointed as Director in terms of section 164 of the Act. Taking into consideration his experience, commitment and capabilities that are playing a crucial role in the growth of the Company, the Board of Directors feel that there is a need for a continuation of suitable plans and program and therefore, it is imminent that he should continue in the capacity of Whole Time Director.

Mr. Surendra Utsavlal Jain is interested in the resolution to the extent of his appointment and remuneration payable to him, and Mr. Devendra Jain, Mr. Mukesh Utsavlal Jain and Mr. Shailesh Jain being his relative may also be deemed as concerned or interested in the resolution, however none of the other directors & KMP may be deemed as concerned or interested in the aforesaid resolution. The Board recommends to pass **Special resolution** as set out in Item No. 7 of the notice.

DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT IN THE ENSUING ANNUAL GENERAL MEETING:

S. No	Particulars	Mr. Devendra Jain	Mr. Mukesh Utsavlal Jain	Mr. Surendra Utsavlal Jain
1.	Date of Birth	23.06.1954	02.10.1956	19.10.1952
2.	Background details	Associated with the Company since 03.02.1992	Associated with the Company since 31.03.1998	Associated with the Company since 07.06.2005
3.	Brief Profile	He has earned his B. E. (Mech.) in the year 1976 from Birla Institute of Technology and Science, Pilani.	He has earned his B.Com in the year 1976 from Gujarati College, Indore.	He has earned his B.E. (Mech) in the year 1974 from Shri Govindram Seksaria Institute of Technology and Science, Indore.
4.	Expertise in specific	He is having 46 Years of experience	He is having 46 Years of experience in	He is having 48 Years of experience in

	functional areas/ Job Profile and his suitability	in business & Industry and earlier appointed as Managing director of the Company from 2020-2023	business & Industry and earlier appointed as Whole-time director of the Company from 2020- 2023	business & Industry and earlier appointed as chairman and executive director of the Company from 2020-2023
5.	No. & % of Equity Shares held	352299 (2.33%)	281105 (1.86%)	389280 (2.58%)
6.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Besides the remuneration proposed to be paid to them, the Directors do not have any other pecuniary relationship with the Company. However Mr. Devendra Jain, Mr. Mukesh Utsavlal Jain and Mr. Surendra Utsavlal Jain, are Brothers.		
7.	List of outside Company directorship held	NIL	NIL	NIL
8.	Chairman / Member of the Committees of the Board of Directors of the Company	NIL	Member	NIL
9.	Chairman / Member of the Committees of the Board Directors of other Companies in which he is director	NIL	NIL	NIL
10.	Past remuneration during the Financial Year ended 31st March, 2022	36,00,000/-	36,00,000/-	36,00,000/-

ITEM NO. 08

Approval of Material Related Party Transaction(s) to be entered into during the Financial Year 2021-2022, 2022-23 and 2023-24.

In accordance with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Related Party Transactions require prior approval of the Audit Committee and all material Related Party Transactions require approval of the shareholders through Ordinary Resolution. A transaction with a related party shall be considered material if the transaction/ transactions to be entered into individually or taken together with previous transactions during a Financial Year exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company or Rupees one thousand crores, whichever is less. Section 188 of

the Companies Act, 2013 deals with Related party Transactions and Sub section (1) of Section 188 of the Companies Act, 2013 provides that nothing in this sub section shall apply to any transactions entered into by the Company with Related party, which are in its ordinary course of business, other than transactions which are not on arm's length basis. In our Company, all the related party transactions are in the ordinary course of business and at arm's length basis. Therefore, the approval under section 188 of the Companies Act is not required. Keeping in view the Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and intent of the Companies Act, 2013, the Audit Committee and the Board of Directors of the Company have approved in their respective meetings held on 28th May, 2022 and the approval of the unrelated shareholders of the Company is being sought at its Annual General Meeting to be held on 28th September 2022 for continuation and / or entering into new transactions, arrangements, contracts with Porwal Diesels Private Limited, up to an aggregate amount of Rs. 50,00,00,000/- (Rupees Fifty crores only) for each of the Financial Years, i.e., 2021-2022, 2022-2023 and 2023-2024.

The Shareholders are requested to kindly take note of the following details required to be disclosed in accordance with the SEBI circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021.

S. No.	Particulars	Details
1.	Type, material terms and particulars of the proposed transaction	<p>a. Sale, Purchase, Supply of any goods, materials b. Availment and / or supply of any services</p> <p>All the transactions are proposed to be entered into are at arm's length and in the ordinary course of the business.</p>
2.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Porwal Diesels Private Limited Enterprise of Relative of KMP
3.	Tenure of the proposed transaction (particular tenure shall be specified)	For each of the FY 2021-2022, 2022-23 and 2023-24
4.	Value of Proposed Transaction	Amount up to Rs. 50,00,00,000/- (Rupees Fifty crores only) per annum
5.	The percentage of the listed entity's annual consolidated turnover, for the immediate preceding Financial Year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	46.67%
6.	<p>If the transaction relates to any loan, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary :</p> <p>i) Details of the source of funds in connection with the proposed transaction; ii) Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> • Nature of indebtedness; • Cost of funds and • Tenure; <p>iii) Applicable terms, including covenants, tenure, interest</p>	N.A

	rate and repayment schedule, whether secured or unsecured ; if secured, the nature of security; and iv) The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPR.	
7.	Justification as to why the RPT is in the interest of the listed entity	Arrangement is commercially beneficial and the Company has benefitted from such transactions with Porwal Diesels Private Limited in the past and hence, the Material RPTs are recommended for approval of the Members.
8.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholder.	Not Applicable

The material related party transactions entered into between the Company and Porwal Diesels Private Limited would be reviewed on a quarterly basis by the Audit Committee and the Board of Directors of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives except Mr. Devendra Jain, Managing Director; Mr. Surendra Utsavlal Jain and Mr. Mukesh Utsavlal Jain, Whole Time Directors; and Mr. Shailesh Jain, Chief Financial Officer of the Company and their relatives, are concerned or interested, financially or otherwise, in the above referred resolution.

The Board recommends the Ordinary Resolution as set out at Item No. 08 of the Notice for approval of the Members.

By order of the Board of Directors
Porwal Auto Components Limited

Place: Pithampur
Date: 10th August, 2022

COMPANY SECRETARY
HANSIKA MITTAL

Registered office
 Plot No.209, Sector No. 1,
 Industrial Area,
 Pithampur (M.P.) 454775