

Ashish Garg
Practicing Company Secretary

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Scrutinizer's Report-Combined

To,
The Chairman,
22nd Annual General Meeting of
PORWAL AUTO COMPONENTS LIMITED
Plot No. 209, Sector No.1, Industrial Area,
Pithampur, Distt Dhar

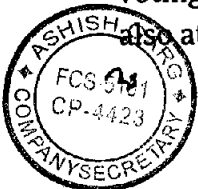
Dear Sir,

1. I, **Ashish Garg, Practicing Company Secretary**, has been appointed as a Scrutinizer by-

(i) The Board of Directors of **PORWAL AUTO COMPONENTS LIMITED** (the Company) for the purpose of scrutinizing the E-voting process under the provisions of Section 108 of the Companies Act, 2013 and Rule 20 (3)(xi) of Companies (Management and Administration) Rules, 2014 in respect of the below mentioned resolutions to be passed at the 22nd AGM of the members of the Company held on Monday, 29th September, 2014.

(ii) The Chairman of the Annual General Meeting (AGM) on poll under the provisions of Section 109 of the Companies Act, 2013 and Rule 21(2) of Companies (Management and Administration) Rules, 2014, on the resolutions contained in the Notice to the 22nd AGM of the members of the Company held on Monday, 29th September, 2014 at 1:30 PM at the Registered office of the Company at Plot No. 209, Sector No.1, Industrial Area, Pithampur, Distt Dhar.

2. The Management of the Company is responsible to ensure the compliance with the requirement of Companies Act, 2013 and Rule relation to E-voting and Poll on the resolutions contained in the Notice to the 22nd Annual General Meeting (AGM) of the members of the Company. My responsibilities as scrutinizer for E-voting process and for Poll at the AGM is restricted to Scrutinizer's Report of the votes cast "in favour" or "Against" the resolutions stated above based on the reports generated from the E-voting system provided by Central Depository Services (India) Limited ("CDSL") and also at the time of Poll at AGM.



I have issued separate Scrutinizer's Report dated 29th September, 2014 on the E-voting and on the Poll on the resolutions contained in the Notice to the AGM. As requested by Management, I submit herewith my combined report on the results of E-voting and Poll as under-

Item No.1: Ordinary Resolution

Receive, consider and adopt the audited Balance Sheet as at March 31, 2014, the Statement of Profit & Loss and the Cash Flow Statement for the financial year ended March 31, 2014 and the Reports of the Board of Directors and Auditors thereon.

(i) Voted in favour of resolution:

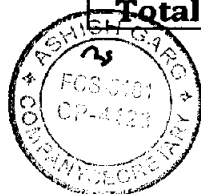
	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	8	7566053	--
Poll	30	1294968	--
Total	38	8861021	100%

(ii) Voted against the resolution:

	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	--
Poll	0	0	--
Total	0	0	0

(iii) Invalid Votes

	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	0	0
Poll	0	0
Total	0	0



Item No.2: Ordinary Resolution

Appointment of Auditors and fixing their remuneration

(i) Voted in favour of resolution:

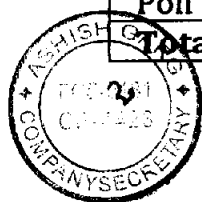
	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	8	7566053	--
Poll	30	1294968	--
Total	38	8861021	100%

(ii) Voted against the resolution:

	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	--
Poll	0	0	--
Total	0	0	0

(iii) Invalid Votes

	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	0	0
Poll	0	0
Total	0	0



Item No. 3: Special Resolution**Re-appointment of Mr. Devendra Jain as Managing Director**

(i) Voted in favour of resolution:

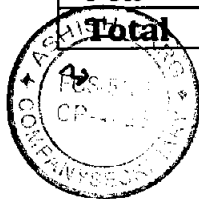
	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	8	7566053	--
Poll	30	1294968	--
Total	38	8861021	100%

(ii) Voted against the resolution:

	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	--
Poll	0	0	--
Total	0	0	0

(iii) Invalid Votes

	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	0	0
Poll	0	0
Total	0	0



Item No.4: Special Resolution**Re-appointment of Mr. Mukesh Jain as Whole Time Director**

(i) Voted in favour of resolution:

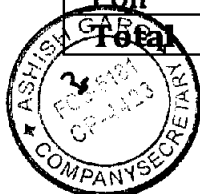
	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	8	7566053	--
Poll	30	1294968	--
Total	38	8861021	100%

(ii) Voted against the resolution:

	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	--
Poll	0	0	--
Total	0	0	0

(iii) Invalid Votes

	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	0	0
Poll	0	0
Total	0	0



Item No.5: Special Resolution

Re-appointment of Mr. Surendra Jain as Chairman & Executive Director

(i) Voted in favour of resolution:

	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	8	7566053	--
Poll	30	1294968	--
Total	38	8861021	100%

(ii) Voted against the resolution:

	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	--
Poll	0	0	--
Total	0	0	0

(iii) Invalid Votes

	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	0	0
Poll	0	0
Total	0	0



Item No.6: Ordinary Resolution

Appointment of Mr. Nitin Dafria as an Independent Director

(i) Voted in favour of resolution:

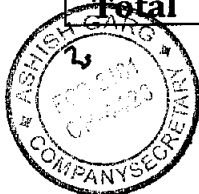
	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	8	7566053	--
Poll	30	1294968	--
Total	38	8861021	100%

(ii) Voted against the resolution:

	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	--
Poll	0	0	--
Total	0	0	0

(iii) Invalid Votes

	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	0	0
Poll	0	0
Total	0	0



Item No.7: Ordinary Resolution**Appointment of Mr. Surajmal Kucheria as an Independent Director**

(i) Voted in favour of resolution:

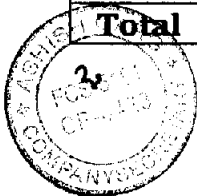
	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	8	7566053	--
Poll	30	1294968	--
Total	38	8861021	100%

(ii) Voted against the resolution:

	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	--
Poll	0	0	--
Total	0	0	0

(iii) Invalid Votes

	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	0	0
Poll	0	0
Total	0	0



Item No.8: Ordinary Resolution**Appointment of Mr. Ramesh C Kashyap as an Independent Director**

(i) Voted in favour of resolution:

	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	8	7566053	--
Poll	30	1294968	--
Total	38	8861021	100%

(ii) Voted against the resolution:

	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	--
Poll	0	0	--
Total	0	0	0

(iii) Invalid Votes

	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	0	0
Poll	0	0
Total	0	0



Item No.9: Special Resolution**Increase in the borrowing powers of the Company**

(i) Voted in favour of resolution:

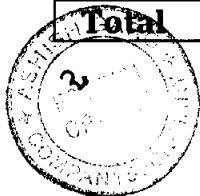
	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	8	7566053	--
Poll	30	1294968	--
Total	38	8861021	100%

(ii) Voted against the resolution:

	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	--
Poll	0	0	--
Total	0	0	0

(iii) Invalid Votes

	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	0	0
Poll	0	0
Total	0	0



Item No.10: Special Resolution**Creation of charge on movable/immovable properties**

(i) Voted in favour of resolution:

	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	8	7566053	--
Poll	30	1294968	--
Total	38	8861021	100%

(ii) Voted against the resolution:

	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	--
Poll	0	0	--
Total	0	0	0

(iii) Invalid Votes

	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	0	0
Poll	0	0
Total	0	0

Conclusion: All the 10 (ten) Resolutions stands passed under e-voting combined with poll at the Annual General Meeting with requisite majority.

Thanking you,
Yours Faithfully,

3-11-2014

Scrutinizer

Name: ASHISH GARG

Practicing Company Secretary

FCS: 5181; CP:4423

Place: Pithampur

Date: 29.09.2014

