

Shraddha Jain
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Scrutinizer's Report-Combined

(Pursuant to section 108 and 109 of the Companies Act 2013 read with rule 20 of the companies (Management and Administrations) Amendment Rules, 2015)

To,
The Chairman,
23rd Annual General Meeting of
PORWAL AUTO COMPONENTS LIMITED
Plot No. 209, Sector No.1, Industrial Area,
Pithampur, Distt Dhar

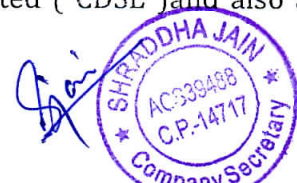
Dear Sir,

Sub: Scrutinizer's Report on Remote E-Voting and poll

1. I, **Shraddha Jain, 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 of Companies (Management and Administration) Rules, 2014 in respect of the below mentioned resolutions to be passed at the 23rd AGM of the members of the Company held on Wednesday, the 30th day of September, 2015.
- (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 23rd AGM of the members of the Company held on Wednesday, the 30th day of September, 2015 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 relating to remote E-voting and Poll on the resolutions contained in the Notice to the 23rd 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.



3. DISPATCH OF NOTICE CONVENING AGM

The company has informed that on the basis of the Register of members and the list made available by the depositories viz National Securities Depository Limited (NSDL) and Central Depositories Services (India) Limited (CDSL). The Notice dated 10th August 2015 along with the statement setting out material facts under section 102 of the Act were sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the company.

4. CUT OFF DATE

The voting rights were reckoned on Wednesday, 23rd September 2015, being the cutoff date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the meeting.

5. REMOTE-EVOTING:

5.1 Agency:

The Company had taken the services of Central Depositories Services (India) Limited (CDSL) for providing the remote E-Voting Platform.

5.2 Remote E-Voting:

Remote E-Voting platform remained open from Sunday, 27th September 2015 (9.00 am) upto Tuesday, 29th September 2015 (5.00 pm) and members were given an option to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and /or Special Resolutions, on the e-voting platform provided by CDSL.

6. VOTING AT THE AGM:

6.1 As prescribed under Rule 20(4)(xiii) of the companies (Management and Administration) Amendment Rules 2015, for the purpose of ensuring that members who have cast their votes through remote E-Voting do not vote again at the General Meeting, the scrutinizer shall have access after closure of period of remote e-voting and before the start of general meeting, to only such details relating to members who have cast their votes through remote e-voting, such as their names, folios, number of shares held but not the manner in which they have voted.

6.2 Accordingly CDSL, the E-voting agency provided me with the names, DP Id/ Folio Numbers and shareholding of the members who had cast their votes through remote e-voting.

6.3 Further, the chairman announced the poll at the Annual General Meeting for the shareholders who had attended the meeting and have not cast their vote earlier through remote e-voting.



7. COUNTING PROCESS:

- 7.1 After the voting at the AGM was concluded, ballot box kept for the purpose of casting of votes was locked in my presence.
- 7.2 The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The polling papers were reconciled with the records maintained by the Link Intime India Pvt Ltd the registrar and Transfer Agent of the company and the Authorizations/ proxies lodged with the company.
- 7.3 The poll papers, which were incomplete and which were otherwise found defective have been treated as invalid and kept separately.
- 7.4 The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses Mr Ravi Prakash Singh and Mr Anmol Nag, who were not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

8. RESULTS

8.1 I observed that

- a) 30 members had cast their votes through poll conducted at the meeting.
- b) 13 members had cast their votes through remote E-voting.

8.2 Based on the aforesaid results, Three Ordinary Resolutions and Four Special Resolution as contained in Item No. 1 to 7 of the notice dated 10th August 2015 have been passed with requisite majority as per the provisions of the Companies Act 2013.

I have issued separate Scrutinizer's Report dated 3rd day of October, 2015 on the Remote 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 Remote E-voting and Poll as under-



Item No.1: Ordinary Resolution

Receive, consider and adopt the audited Balance Sheet as at March 31, 2015, the Statement of Profit & Loss and the Cash Flow Statement for the financial year ended March 31, 2015 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 through Poll	Number of Votes (Shares)	% of total number of valid votes cast
E-voting	13	7494628	100%
Poll	30	1269368	--
Total	43	8763996	100%

(ii) Voted against the resolution:

	Number of Members voted through e-voting system through Poll	Number of Votes (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 (Shares)
E-voting	0	0
Poll	0	0
Total	0	0



Item No.2: Ordinary Resolution

Re-appointment of Mr. Mukesh Jain who retires by rotation.

(i) Voted in favour of resolution:

	Number of Members voted through e-voting system through Poll	Number of Votes (Shares)	% of total number of valid votes cast
E-voting	12	7213523	100%
Poll	29	1210368	--
Total	41	8423891	100%

(ii) Voted against the resolution:

	Number of Members voted through e-voting system through Poll	Number of Votes (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 (Shares)
E-voting	0	0
Poll	0	0
Total	0	0



Item No. 3: Ordinary Resolution

Appointment of Auditors and fixing their remuneration.

(i) Voted in favour of resolution:

	Number of Members voted through e-voting system through Poll	Number of Votes (Shares)	% of total number of valid votes cast
E-voting	13	7494628	100%
Poll	30	1269368	--
Total	43	8763996	100%

(ii) Voted against the resolution:

	Number of Members voted through e-voting system through Poll	Number of Votes (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 (Shares)
E-voting	0	0
Poll	0	0
Total	0	0



Item No.4: Special Resolution

Appointment of Mrs. Rajni Jain as Non Executive Independent Director.

(i) Voted in favour of resolution:

	Number of Members voted through e-voting system through Poll	Number of Votes (Shares)	% of total number of valid votes cast
E-voting	13	7494628	100%
Poll	30	1269368	--
Total	43	8763996	100%

(ii) Voted against the resolution:

	Number of Members voted through e-voting system through Poll	Number of Votes (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 (Shares)
E-voting	0	0
Poll	0	0
Total	0	0




Item No.5: Special Resolution

Increase in remuneration of Mr. Surendra Jain, Chairman of the company.

(i) Voted in favour of resolution:

	Number of Members voted through e-voting system through Poll	Number of Votes (Shares)	% of total number of valid votes cast
E-voting	11	7090348	99.99%
Poll	29	1209868	--
Total	40	8300216	99.99%

(ii) Voted against the resolution:

	Number of Members voted through e-voting system through Poll	Number of Votes (Shares)	% of total number of valid votes cast
E-voting	1	160	0.01%
Poll	0	0	--
Total	1	160	0.01%

(iii) Invalid Votes

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



Item No.6: Special Resolution**Increase in remuneration of Mr. Devendra Jain, Managing Director of the company.**

(i) Voted in favour of resolution:

	Number of Members voted through e-voting system through Poll	Number of Votes (Shares)	% of total number of valid votes cast
E-voting	11	7142329	99.99%
Poll	29	1200368	--
Total	40	8342697	99.99%

(ii) Voted against the resolution:

	Number of Members voted through e-voting system through Poll	Number of Votes (Shares)	% of total number of valid votes cast
E-voting	1	160	0.01%
Poll	0	0	--
Total	1	160	0.01%

(iii) Invalid Votes

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



Item No.7: Special Resolution**Increase in remuneration of Mr. Mukesh Jain, Whole Time Director of the company**

(i) Voted in favour of resolution:

	Number of Members voted through e-voting system through Poll	Number of Votes (Shares)	% of total number of valid votes cast
E-voting	9	7213523	99.99%
Poll	29	1210368	--
Total	38	8423891	99.99%

(ii) Voted against the resolution:

	Number of Members voted through e-voting system through Poll	Number of Votes (Shares)	% of total number of valid votes cast
E-voting	3	480	0.01%
Poll	0	0	--
Total	3	480	0.01%

(iii) Invalid Votes

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

Conclusion: All the 7 (Seven) Resolutions stands passed under e-voting combined with poll at the Annual General Meeting with requisite majority

Thanking you,
Yours Faithfully,

To be counter signed by the chairman,
For Porwal Auto Components Ltd.




Scrutinizer

Name: SHRADDHA JAIN

Practicing Company Secretary

ACS: 39488; CP: 14717


Place: Pithampur


Date: 03.10.2015


Authorised Signatory

SURENDRA JAIN

WITNESSES


Ravi Prakash Singh


Anmol Nag