

**Ashish Garg**  
Practicing Company Secretary

107, Gold Arcade,  
3 /1, New Palasia,  
Indore (MP), India - 452003  
Phone : (0731) 2535841  
E-mail [ashishgargcs@gmail.com](mailto:ashishgargcs@gmail.com)

To,  
The Chairman,  
**PORWAL AUTO COMPONENTS LIMITED**  
Plot No. 209, Sector No.1, Industrial Area,  
Pithampur, Distt Dhar

Dear Sir,

**Subject: Scrutinizer's Report on E-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of Companies (Management and Administration) Rules, 2014**

I, Ashish Garg, Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of **PORWAL AUTO COMPONENTS LIMITED** ("the Company") vide resolution dated 30<sup>th</sup> July 2014 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process in respect of the below mentioned resolutions to be passed at the 22<sup>nd</sup> Annual General Meeting of the Company to be held on 29<sup>th</sup> September, 2014.

The Notice dated 30<sup>th</sup> July 2014 convening Annual General Meeting (AGM) of the Company along with Statement setting out materials facts under section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company to be held on 29<sup>th</sup> September, 2014.

The Company has availed E-voting facility offered by Central Depository Services (India) Limited ("CDSL") for conducting E-voting by the shareholders of the Company.

The Shareholders of the Company holding shares as on the "Cut Off" date of 22<sup>nd</sup> August 2014 were entitled to vote on the proposed resolutions as set out at Item Number 1 to 10 in Notice of 22<sup>th</sup> AGM of the Company Porwal Auto Components Limited.

The voting period for E-voting commenced on Tuesday, 23<sup>rd</sup> September, 2014 at 9.00 AM and ends on Thursday, 25<sup>th</sup> September, 2014 at 5.00 PM. The e-voting module shall be disabled by CDSL for voting thereafter.



**I. Resolution 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:**

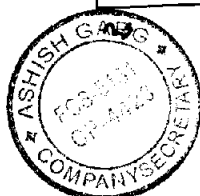
	Number of Members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	8	7566053	100%

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

	Number of Members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	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



## II. Resolution No.2: Ordinary Resolution

### Appointment of Auditors and fixing their remuneration

#### (i) Voted in favour of resolution:

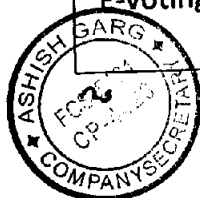
	Number of Members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	8	7566053	100%

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

	Number of Members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	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



### III. Resolution No.3: Special Resolution

#### Re-appointment of Mr. Devendra Jain as Managing Director

(i) Voted in favour of resolution:

	Number of Members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	8	7566053	100%

(ii) Voted against the resolution:

	Number of Members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	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



**IV. Resolution 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 electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	8	7566053	100%

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

	Number of Members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	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



**V. Resolution No.5: Special Resolution**

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

**(i) Voted in favour of resolution:**

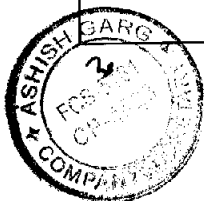
	Number of Members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	8	7566053	100%

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

	Number of Members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	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



**VI. Resolution No.6: Ordinary Resolution**

**Appointment of Mr. Nitin Dafria as an Independent Director**

**(i) Voted in favour of resolution:**

	Number of Members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	8	7566053	100%

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

	Number of Members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	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



**VII. Resolution No.7: Ordinary Resolution**

**Appointment of Mr. Surajmal Kucherla as an Independent Director**

**(i) Voted in favour of resolution:**

	Number of Members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	8	7566053	100%

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

	Number of Members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	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





**VIII. Resolution No.8: Ordinary Resolution**

**Appointment of Mr. Ramesh C Kashyap as an Independent Director**

**(i) Voted in favour of resolution:**

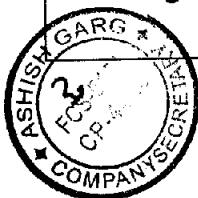
	Number of Members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	8	7566053	100%

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

	Number of Members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	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



**IX. Resolution No.9: Special Resolution**

**Increase in the borrowing powers of the Company**

**(i) Voted in favour of resolution:**

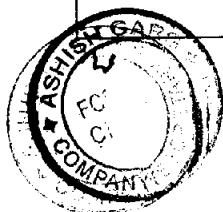
	Number of Members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	8	7566053	100%

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

	Number of Members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	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



**X. Resolution No.10: Special Resolution**

**Creation of charge on movable/immovable properties**

**(i) Voted in favour of resolution:**

	Number of Members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	8	7566053	100%

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

	Number of Members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	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

The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,  
Yours Faithfully,

Scrutinizer

Name: ASHISH GARG

Practicing Company Secretary

FCS: 5181; CP:4423



Place: Pithampur

Date: 29.09.2014