

Shraddha Jain
Practicing Company Secretary

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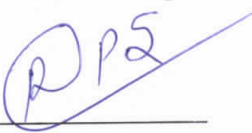
To,
The Chairman,
PORWAL AUTO COMPONENTS LIMITED
Plot No. 209, Sector No.1, Industrial Area,
Pithampur, Distt Dhar

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, 2015 for 23rd Annual General Meeting of M/s Porwal Auto Components Limited held on 30th September, 2015.

I, **Shraddha Jain, Practicing Company Secretary**, had been appointed as the Scrutinizer by the Board of Directors of **PORWAL AUTO COMPONENTS LIMITED** ("the Company") pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 (4) (xii) 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 23rd Annual General Meeting of the Company to be held on 30th September, 2015.

1. The voting period for Remote E-voting commenced on Sunday, 27th September 2015 at 9.00 AM and ends on Tuesday, 29th September 2015 at 5.00 PM.
2. The Shareholders of the Company holding shares as on the "Cut Off" date of 23rd September 2015 were entitled to vote on the proposed resolutions as set out at Item Number 1 to 7 in Notice of 23rd AGM of the Company Porwal Auto Components Limited.
3. 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.



Ravi Prakash Singh



Anmol Nag



4. Thereafter the details containing inter- alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Services (India) Limited ("CDSL") i.e. www.evotingindia.com.
5. The results of Remote e-voting is as under:

I. Resolution 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 electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	13	7494628	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

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

(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	12	7213523	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: 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	13	7494628	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

Appointment of Mrs. Rajni Jain as Non Executive 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	13	7494628	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

Increase in remuneration of Mr. Surendra Jain, Chairman 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	11	7090348	99.99%

(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	1	160	0.01%

(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: 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 electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	11	7142329	99.99%

(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	1	160	0.01%

(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: 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 electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	9	7213523	99.99%

(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	3	480	0.01%

(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 23 rd Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,
Yours Faithfully,



Scrutinizer
Name: Shraddha Jain
Practicing Company Secretary
ACS: 39488; CP: 14717
Place: Pithampur
Date: 03.10.2015