

**Ashish Garg**  
Practicing Company Secretary

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3 /1, New Palasia,  
Indore (MP), India - 452003  
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**FORM No. MGT-13**  
**Report of Scrutinizer**

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of Companies  
(Management and Administration) Rules, 2014]

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

**The Twenty Second Annual General Meeting of the members of Porwal Auto Components Limited (the Company) to be held on Monday, the 29<sup>th</sup> day of 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**

Dear Sir,

I, **Ashish Garg, Practicing Company Secretary**, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 22<sup>nd</sup> Annual General Meeting of the Shareholders of Porwal Auto Components Limited held on Monday, the 29<sup>th</sup> day of 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, submit our report as under:

1. After the time fixed for closing of poll by the Chairman, one ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the



3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll is 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 present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
30	1294968	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
0	0



**Item No.2: Ordinary Resolution****Appointment of Auditors and fixing their remuneration**

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
30	1294968	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
0	0



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

(i) Voted in favour of resolution:

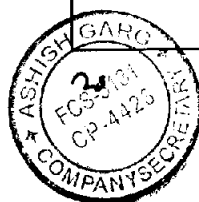
Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
30	1294968	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
0	0



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

(i) Voted in favour of resolution:

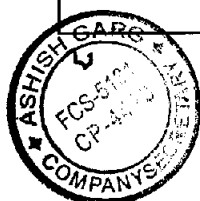
Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
30	1294968	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
0	0



**Item No.5: Special Resolution****Re-appointment of Mr. Surendra Jain as Chairman & Executive Director**

(i) Voted in favour of resolution:

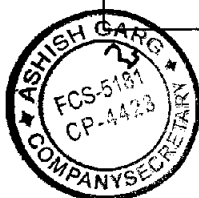
Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
30	1294968	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
0	0



**Item No.6: Ordinary Resolution****Appointment of Mr. Nitin Dafria as an Independent Director**

(i) Voted in favour of resolution:

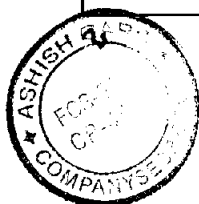
Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
30	1294968	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
0	0



## Item No.7: Ordinary Resolution

### Appointment of Mr. Surajmal Kucheria as an Independent Director

(i) Voted in favour of resolution:

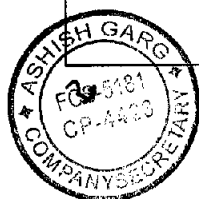
Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
30	1294968	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
0	0





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

(i) Voted in favour of resolution:

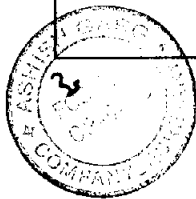
Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
30	1294968	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
0	0



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

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
30	1294968	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
0	0



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

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
30	1294968	100

(ii) Voted against the resolution:

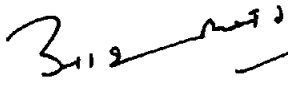

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
0	0

5. A compact Disc (CD) containing a list of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorize by the Board for safe keeping.

**Thanking you,  
Yours Faithfully,**

**Scrutinizer**

**Name: ASHISH GARG**

**Practicing Company Secretary**

**FCS: 5181; CP: 4423**

**Place: Pithampur**

**Date: 29.09.2014**