

ANNUAL REPORT 2015 - 2016



TWENTY FOURTH ANNUAL REPORT 2015 - 2016

ANNUAL REPORT 2015 -16

MR. SURENDRA JAIN	-	CHAIRMAN & WHOLE TIME DIRECTOR
MR. DEVENDRA JAIN	-	MANAGING DIRECTOR
MR. MUKESH JAIN	-	WHOLE TIME DIRECTOR
MR. NITIN DAFRIA	-	INDEPENDENT DIRECTOR
MR. SURAJMAL KUCHERIA	-	INDEPENDENT DIRECTOR
MR. RAMESH C KASHYAP	-	INDEPENDENT DIRECTOR
MRS. RAJNI JAIN	-	INDEPENDENT DIRECTOR

CHIEF FINANCIAL & CHIEF OPERATING OFFICER

MR. SHAILESH JAIN - CFO
MR. ATIN JAIN - COO

COMPANY SECRETARY

MS. ARWA SAIFEE

STATUTORY AUDITORS

M/s ASSG & ASSOCIATES
Chartered Accountants
"Kanti Mansion" 6, Murai Mohalla,
INDORE – (M.P.)

BANKERS

STATE BANK OF INDIA
SME Branch, INDORE – (M.P.)
KOTAK MAHINDRA BANK LTD.
INDORE BRANCH

REGISTERED OFFICE & WORKS

CIN: L34300MP1992PLC006912
Plot No. 209, Sector No. 1,
Industrial Area, Pithampur, (M. P.) 454775
Tel: 07292-405101
Fax: 07292-405120
admin@porwalauto.com
www.porwalauto.com

REGISTRAR AND SHARE TRANSFER AGENT

Link Intime India Pvt Ltd.
C-13, Pannalala Silk Mills Compound
LBS Marg, Bhandup, MUMBAI
Tel: 022-25963838
Fax: 022-25946969
E Mail: supriya.yerondkar@linkintime.co.in

NOTICE

Notice is hereby given that Twenty Fourth Annual General Meeting of the members of the Porwal Auto Components Limited will be held on Wednesday, the 28th day of September, 2016 at 1.30 PM at the registered office of the company at Plot No. 209, Sector No.1, Industrial Area, Pithampur, Distt Dhar, (M.P.) 454775 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements for the financial year ended March 31, 2016 and the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend on Equity Shares for the year ended March 31, 2016.
3. To appoint a Director in place of Mr. Surendra Jain (DIN- 00245154), who retires by rotation and being eligible, offers himself for re-appointment.
4. **To ratify the appointment of auditors of the Company and to fix their remuneration and to pass the following resolution as Ordinary Resolution thereof:**

"RESOLVED THAT, pursuant the provisions of section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, pursuant to the recommendation of the audit committee and pursuant to the resolution passed by the members at the AGM held on 29.09.2014 the appointment of M/s ASSG & Associates, Chartered Accountants (ICAI Firm Registration No. 012120C), as the auditors of the Company to hold office till the conclusion of the AGM to be held in the calendar year 2017 be and is hereby ratified and that the Board of Directors be and are hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2017 as may be recommended by the audit committee."

SPECIAL BUSINESS:

5. **To Increase in remuneration of Mr. Surendra Jain, Chairman and Whole Time Director of the Company.**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of sections 196, 197, 203 read with the provisions of Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being enforce), the approval of the members of the Company be and are hereby granted for increase in remuneration of Mr. Surendra Jain (DIN: 00245154) Chairman and Whole Time Director of the Company from Rs.2,00,000/- (Two Lacs only) per month to Rs. 3,00,000/- (Three Lacs only) per month w.e.f 1st June 2016 on the terms and conditions of the resolution passed by the members at the AGM held on 29.09.2014.

RESOLVED FURTHER THAT the Board of directors be and are hereby authorized to do all the needful acts, deeds, matters and things to give effect to this resolution including filing of forms with RoC."

6. **To Increase in remuneration of Mr. Devendra Jain, Managing Director of the Company.**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of sections 196, 197, 203 read with the provisions of Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being enforce), the approval of the members of the Company be and are hereby granted for increase in remuneration of Mr. Devendra Jain (DIN- 00232920), Managing Director of the Company from Rs.2,00,000/- (Two Lacs only) per month to Rs.3,00,000/- (Three Lacs only) per month w.e.f 1st June 2016 on the terms and conditions of the resolution passed by the members at the AGM held on 29.09.2014.

RESOLVED FURTHER THAT the Board of directors be and are hereby authorized to do all the needful acts, deeds, matters and things to give effect to this resolution including filing of forms with RoC."

7. **To Increase in remuneration of Mr. Mukesh Jain, Whole Time Director of the Company.**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of sections 196, 197, 203 read with the provisions of Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being enforce), the approval of the members of the Company be and are hereby granted for increase in remuneration of Mr. Mukesh Jain (DIN- 00245111), Whole Time Director of the Company from Rs.2,00,000/-(Two Lacs only) per month to Rs.3,00,000/-(Three Lacs only) per month w.e.f 1st June 2016 on the terms and conditions of the resolution passed by the members at the AGM held on 29.09.2014.

RESOLVED FURTHER THAT the Board of directors be and are hereby authorized to do all the needful acts, deeds, matters and things to give effect to this resolution including filing of forms with RoC."

8. To make investments under Section 186 of the Companies Act, 2013.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as Special Resolution:

"RESOLVED THAT pursuant to Section 186 and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors including any Committee thereof (hereinafter referred to as "the Board") to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty percent of company's paid up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account whichever is more as the Board of Directors may think fit, provided that the total investments made shall not any time exceed Rs. 50 Crores, (Rupees Fifty Crores only) over and above the paid up capital of the Company, free reserves and securities premium account.

RESOLVED FURTHER THAT Board of Directors and the Director(s) or the person authorized by the Board be and are hereby authorised to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed investments and to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith."

9. Adoption of new set of Articles of Association of the Company:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 14 and other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Associations submitted to this meeting be and are hereby approved and adopted in substitution and to the entire exclusion, of the regulations contained in the existing Article of Association of the Company".

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board of Directors

Porwal Auto Components Limited

Place: Pithampur
Date: 06.08.2016

Registered office
Plot No. 209, Sector No. 1,
Industrial Area,
Pithampur (M.P.) 454775

ARWA SAIFFEE
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 is given below and forms part of the Notice.
4. Pursuant to Provisions of Section 91 of the Companies Act, 2013, the Register of Members and share transfer book of the Company will remain closed during the period from Thursday, 22nd September 2016 to Wednesday 28th September 2016 (both days inclusive) for the purpose of payment of dividend to those members whose name stand on the Register of Members as on Wednesday 21st September, 2016. The Dividend in respect of equity shares held in electronic form will be payable to the beneficial owner of the equity shares as at the end of business hours on Wednesday 21st September, 2016, as per the details furnished by the depositories for this purpose & all those members holding shares in physical form after giving effect to all valid share transfers lodged with the Company before closing hours on Wednesday 21st September, 2016.
5. Brief details of Directors seeking re-appointment / appointment at the Annual General Meeting scheduled to be held on 28th September 2016 (Pursuant to Regulation 36 (3) of the SEBI (Listing Obligation & Disclosure Requirement), Regulations, 2015) forms part of the notice.
6. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Directors.
7. The company has notified closure of register of members and share transfer books (For the purpose of AGM and Dividend) from Thursday, September 22, 2016 to Wednesday, September 28, 2016 (both days inclusive).
8. The Members are requested to:
 - a. Intimate changes, if any, in their registered addresses immediately.
 - b. Quote their ledger folio number in all their correspondence.
 - c. Hand over the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
 - d. Bring their Annual Report and Attendance Slips with them at the AGM venue.
9. Members seeking any information are requested to write to the Company by email at admin@porwalauto.com at least 7 days before the date of the AGM to enable the management to reply appropriately at the AGM.
10. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. Members who hold shares in physical form in multiple folios in identical names or joint holding in same order of names are requested to send the share certificates to M/s Link Intime India Pvt. Ltd, for consolidation into a single folio.
12. Members are requested to notify immediately any change in their address and E – Mail ID to their respective Depository Participants (DPs) in respect of their electronic share accounts and to the Registrar and Share Transfer Agent of the Company at M/s Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup, Mumbai (MH) 400078.
13. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members may contact the Company or Registrar and Share Transfer Agent of the Company for assistance in this regard.

14. In accordance with the provisions of Section 101 of the Companies Act, 2013, Rule 18 of the Companies (Management and Administration) Rules, 2014 and Regulation 36 of the SEBI (LODR) Regulations, 2015 and the Ministry of Corporate Affairs, Government of India (vide its circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' by allowing paperless compliances and recognizing delivery of Notices / Documents / Annual Reports, etc., to the shareholders through electronic medium. In view of the above the Company will send Notices / Documents / Annual Reports, etc., to the shareholders through email, wherever the email addresses are available and through other modes of services where email addresses have not been registered. Accordingly, members are requested to support this initiative by registering their email addresses in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company's Registrar and Transfer Agent, M/s Link Intime India Pvt. Ltd. to enable the Company to send all communications electronically.
15. Members may also note that the Annual Report for FY 2015-16 is also available for downloading on Company's website www.porwalauto.com.
16. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / M/s Link Intime India Pvt Ltd.
18. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the company on all working days, except Saturday, during business hours up to the date of the meeting.
19. **Voting through electronic means**
 - (i) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by CDSL.
 - (ii) The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.
 - (iii) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - (iv) The voting period begins on 25th September 2016 (9.00 am) and ends on 27th September 2016 (5.00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (v) **Instructions for the voting through electronic means**
 - a. The shareholders should log on to the e-voting website www.evotingindia.com.
 - b. Click on Shareholders tab.
 - c. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - d. Next enter the Image Verification as displayed and Click on Login.
 - e. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - f. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number. The sequence number is printed on the address sticker where the Annual Report is sent in physical form and the same is communicated in the e-mail where the Annual Report is sent in an electronic form.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (c).

- g. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 21st September 2016, may obtain the login ID and password by sending a request to Link Intime India Pvt Ltd at supriya.yerondkar@linkintime.co.in.
- h. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If Demat account holder has forgotten the password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- i. After entering these details appropriately, click on "SUBMIT" tab.
- j. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- k. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- l. Click on the EVSN for the relevant **PORWAL AUTO COMPONENTS LIMITED** on which you choose to vote.
- m. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- n. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- o. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- p. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- q. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- r. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- s. **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (vi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (vii) The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 21st September 2016.
- (viii) Ms. Shraddha Jain (Membership No. 39488 CP no. 14717), Company Secretary in Practice has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (ix) At the AGM, at the end of discussion on the resolutions on which voting is to be held, the Chairman shall, with the assistance of Scrutinizer, order voting through poll for all those members who are present at the AGM but have not cast their votes electronically using the remote e-voting facility.
- (x) Immediately after the conclusion of voting at the AGM, the Scrutinizer shall first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall prepare a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, not later than three days after the conclusion of the AGM. This report shall be made to the Chairman or any other person authorized by the Chairman, who shall declare the result of the voting forthwith.
- (xi) The voting results declared along with the Scrutinizer's Report shall be placed on the Company's website www.porwalauto.com and on the website of CDSL immediately after the declaration of the result by the Chairman or a person authorized by the Chairman. The results shall also be immediately forwarded to BSE Limited.

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN THE ENSUING ANNUAL GENERAL MEETING

Name of Directors	Mr. Surendra Jain
Date of Birth	19.10.1952
Date of Appointment	07.06.2005
Expertise / Experience in specific functional areas	40 Years experience of Business & Industry
Qualification	B.E. (Mech)
No. & % of Equity Shares held	404280 (2.67%)
List of outside Company directorship held	NIL
Chairman / Member of the Committees of the Board of Directors of the Company	NIL
Chairman / Member of the Committees of the Board Directors of other Companies in which he is director	NIL

EXPLANATORY STATEMENT IN TERMS OF SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 5, 6 & 7:

Mr. Surendra Jain is a B.E. (Mech) and is Chairman & Whole Time Director of the Company. He is associated with the Company since 07th June 2005. He is having 40 Years experience of Business & Industry.

Mr. Devendra Jain is a B.E. (Mech) and is Managing Director of the Company. He is associated with the Company since 03rd February 1992. He is having 39 Years experience of Business & Industry.

Mr. Mukesh Jain is graduate in commerce and is Whole-time Director of the Company. He is associated with the Company since 31st March 1998. He is having 36 Years experience of Business & Industry.

The members of the Company at their meeting held on 29.09.2014 approved the re-appointment of above three Directors for a period of three years commencing from 01st August 2014 till 31st July 2017. Considering the inflationary trend and the substantial increase in the business activities of the Company which results in increase in the work load and responsibilities of Managerial Personnel, the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee has increased the monthly remuneration of above three Directors w.e.f. 1st June 2016 on the same terms and conditions as mentioned in the special resolution passed by the members of the Company at their meeting held on 29.09.2014.

All the three directors are having very rich experience in industries and are acquainted with complete knowledge of business. Their experience, commitment and capabilities are playing a crucial role in the growth of the Company. All the three Directors have proved to be an invaluable asset for the Company. Considering their sincerity, commitment, hard work, devotion and concern about the company and its growth, the Board feels it absolutely necessary to increase the remuneration from Rs. 2,00,000/- (Two Lacs only) per month to Rs. 3,00,000/- (Three Lacs only) per month of each Director w.e.f 1st June 2016.

The Board recommends to pass special resolutions as set out in Item No. 5 to 7 of the notice. Mr. Surendra Jain, Mr. Devendra Jain and Mr. Mukesh Jain are considered as the financially interested in the resolutions to the extent of the remuneration as may be paid to them. Further that Mr. Shailesh Jain, CFO being relative of above directors may also be deemed as concerned or interested financially or otherwise in the resolutions. Except that none of the other directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolution.

Item No. 8 :

As a measure of achieving greater financial flexibility and to enable optimal financial structuring to facilitate speedy implementation of its plans, it is proposed that the Board of Directors be authorized to invest upto Rs. 50 Crores, (Rupees Fifty Crores only) over and above the paid up share capital, free reserves and securities premium account in other body corporate(s) by way of subscription and/or purchase of their securities.

As per Section 186 of the Companies Act, 2013, a Company cannot make investments in excess of the limits set out therein unless it is previously authorized by a Special Resolution. Hence, it is necessary to obtain approval for the same from the Members. The funds required for investments will be sourced through internal accruals, securities issue and/or borrowings.

The Board recommends passing of the above resolution(s) by the members of the Company as a Special Resolution. None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the proposed resolutions.

Item No. 9:

The existing Articles of Association ("Articles") of the Company are based on the erstwhile Companies Act, 1956 and several regulations in the existing Articles contain reference to the specific Sections of the erstwhile Companies Act, 1956. Some regulations in the existing Articles are no longer in conformity with the provisions of the Companies Act, 2013 ("Act").

With the enactment of the Companies Act, 2013, several regulations of the existing Articles of the Company require alteration and/or deletion. Given this position, it is considered expedient to replace the existing Articles by adopting a new set of Articles.

The draft Articles shall be open for inspection by the Members at the Registered Office of the Company on all working days between 11.00 a.m to 1.00 p.m excluding Saturday upto the date of this Annual General Meeting.

The Board recommends the Special Resolution as set out at Item No. 9 of the Notice for approval by the Members.

None of the Directors Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution as set out at Item No. 9 of the Notice.

Place: Pithampur

Date: 06.08.2016

Registered office

Plot No. 209, Sector No. 1,
Industrial Area,
Pithampur (M.P.) 454775

By order of the Board of Directors

**Porwal Auto Components
Limited**

ARWA SAIFEE
Company Secretary

Road Map

