

# **ANNUAL REPORT 2018 - 2019**



**TWENTY SEVENTH ANNUAL REPORT 2018 - 2019**

## ANNUAL REPORT 2018 -19

MR. SURENDRA JAIN	-	<b>CHAIRMAN AND WHOLE TIME DIRECTOR</b>
MR. DEVENDRA JAIN	-	<b>MANAGING DIRECTOR</b>
MR. MUKESH JAIN	-	<b>WHOLE TIME DIRECTOR</b>
MR. NITIN DAFRIA	-	<b>INDEPENDENT DIRECTOR</b>
MR. SURAJMAL KUCHERIA	-	<b>INDEPENDENT DIRECTOR</b>
MR. RAMESH C KASHYAP	-	<b>INDEPENDENT DIRECTOR</b>
MRS. RAJNI JAIN	-	<b>INDEPENDENTDIRECTOR</b>

**CHIEF FINANCIAL & CHIEF OPERATING OFFICER**

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

**COMPANY SECRETARY**

MS. HANSIKA MITTAL

## STATUTORY AUDITORS

S N GADIYA & CO.  
Chartered Accountants  
241 Apollo Tower, 2 M.G. Road  
INDORE – (M.P.)

## BANKERS

STATE BANK OF INDIA  
SME Branch, INDORE – (M.P.)  
KOTAK MAHINDRA BANK LTD.  
580, M. G. Road, Palasia, INDORE — (M.P.)  
ICICI BANK LTD  
Malav Parisar Indore (M.P.)

## REGISTERED OFFICE & WORKS

CIN: L34300MP1992PLC006912  
Plot No. 209 & 215, Sector No. 1,  
Industrial Area, Pithampur, (M. P.) 454775  
Tel: 07292-405101  
Fax: 07292-405120  
E Mail: [admin@porwalauto.com](mailto:admin@porwalauto.com)  
[www.porwalauto.com](http://www.porwalauto.com)

**REGISTRAR AND SHARE TRANSFER AGENT**

Link Intime India Pvt Ltd.  
C 101, 247 Park,  
LBS Marg, Vikroli West, MUMBAI - 400 083  
Tel: +91 22 49186000  
Fax: +91 22 49186060  
E Mail: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

## **NOTICE**

NOTICE is hereby given that Twenty Seventh Annual General Meeting of the Members of the **Porwal Auto Components Limited** will be held on Saturday, the 28<sup>th</sup> day of September, 2019 at 01:30 PM at the registered office of the Company at Plot No. 209 & 215, Sector No. 1, Industrial Area, Pithampur, District, Dhar, (M.P.) 454775 to transact the following business : -

### **ORDINARY BUSINESS:**

- 1. Adoption of Audited Financial Statements for the Financial Year ended 31<sup>st</sup> March, 2019:**  
To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019, together with the Reports of the Board of Directors and the Auditors thereon.
- 2. To declare Dividend on Equity Shares for the Financial year ended 31<sup>st</sup> March, 2019**
- 3. Appointment of Mr. Mukesh Jain (DIN: 00245111), as Whole Time Director, liable to retire by rotation.**  
To appoint a Director in place of Mr. Mukesh Jain (DIN: 00245111), Whole time Director who retires by rotation and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS:**

- 4. Re-appointment of Mrs. Rajni Jain (DIN - 07140288) as the Independent Director of Company.**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule IV to the Companies Act, 2013, applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, and pursuant to the recommendation of Nomination & Remuneration Committee and approval of Board, consent of the members be and is hereby accorded for the re-appointment of Mrs. Rajni Jain (DIN - 07140288) who was appointed as an Independent Director of the Company at the 23<sup>rd</sup> Annual General Meeting of the Company and who holds office of the Independent Director upto 29<sup>th</sup> March, 2020 and who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for re-appointment, be and is hereby reappointed as an Independent Director of the Company for a second term of five consecutive years commencing from 30<sup>th</sup> March, 2020 upto 29<sup>th</sup> March, 2025 and she will not be liable to retire by rotation.

By the order of the Board of Directors  
**Porwal Auto Components Limited**

**Place: Pithampur**

**Date: 10<sup>th</sup> August, 2019**

**Hansika Mittal**  
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 TO BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXIES IN ORDER TO BE EFFECTIVE MUST BE DULY COMPLETED, STAMPED, SIGNED AND DEPOSITED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. THE PROXY FORM FOR THE AGM IS ENCLOSED HERewith.
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. If the Company receives multiple proxies for the same holdings of a Member, the proxy which is dated last will be considered as valid. If such multiple proxies are not dated or they bear the same date without specific mention of time, all such proxies shall be considered as invalid.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed and forms part of the Notice.
6. Brief details of Directors seeking re-appointment / appointment at the Annual General Meeting scheduled to be held on Saturday, the 28<sup>th</sup> September, 2019 [Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 and SS-2] forms part of the notice.
7. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is omitted vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the 25<sup>th</sup> Annual General Meeting, held on 28<sup>th</sup> September, 2017 to hold office for a period of 5 years for the Financial Year 2017-22.
8. The report on the Corporate Governance and Management Discussion and Analysis also forms part to the report of the Directors.
9. The Company has notified closure of register of members and share transfer books (For the purpose of AGM & Dividend) from **Saturday 21<sup>st</sup> September, 2019 to Saturday, 28<sup>th</sup> September, 2019 (both days inclusive)**.
10. The Members are requested to:
  - (i) Intimate changes, if any, in their registered addresses immediately.
  - (ii) Quote their ledger folio number in all their correspondence.
  - (iii) Hand over the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
  - (iv) Bring their Annual Report and Attendance Slips with them at the AGM venue.
11. Members seeking any information are requested to write to the Company by e-mail at [admin@porwalauto.com](mailto:admin@porwalauto.com) at least 7 days before the date of the AGM to enable the management to reply appropriately at the AGM.
12. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
13. 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 Link Intime India Private Limited, RTA of the Company for consolidation into a single folio.
14. 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, to the Registrar and Share Transfer Agent of the Company at Link Intime India Private Limited, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai - 400083.
15. SEBI has vide its Notifications dated 8th June, 2018 and 30<sup>th</sup> November, 2018 mandated that securities of listed companies can be transferred only in dematerialized form from 1st April, 2019. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize the shares held by them in physical form.
16. 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 Notice of the 27<sup>th</sup> Annual General Meeting along with the Annual Report 2018-19 will be sent by electronic mode to those Members whose e-mail addresses are registered with the

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Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies will be sent by the permitted mode. 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, Link Intime India Private Limited to enable the Company to send all communications electronically.

17. Members may note that this Notice and the Annual Report 2018-19 will also be available on the Company's website viz. <http://www.porwalauto.com>
18. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic form, the nomination form may be filed with the respective depository participant.
19. 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 Saturday, 21<sup>st</sup> September, 2019 to Saturday, 28<sup>th</sup> September, 2019 (both days inclusive) for the purpose of payment of dividend to those members whose name stand on the Register of Members as on Friday, 20<sup>th</sup> September, 2019. The dividend, if declared at the Annual General Meeting, would be paid/dispached after 28<sup>th</sup> September, 2019 to those persons or their mandates.
  - 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 Friday, 20<sup>th</sup> September, 2019, as per the details furnished by the depositories for this purpose.
  - The Dividend in respect of equity shares held in physical form after giving effect to all valid share transfers lodged with the Company before closing hours on Friday, 20<sup>th</sup> September, 2019.

The Register of Members and Share Transfer Books of the Company will be closed from Saturday, 21<sup>st</sup> September, 2019 to Saturday, 28<sup>th</sup> September, 2019 (both days inclusive).

- Last date for claiming unclaimed and unpaid dividends declared by the Company for the financial year 2015-2016, 2016-2017 and 2017-2018 and thereafter.

Financial Year Ended	Date of declaration of dividend	Last date for claiming unpaid/unclaimed dividend
31 <sup>st</sup> March 2016	28 <sup>th</sup> September 2016	26 <sup>th</sup> October 2023
31 <sup>st</sup> March 2017	28 <sup>th</sup> September 2017	26 <sup>th</sup> October 2024
31 <sup>st</sup> March 2018	29 <sup>th</sup> September 2018	27 <sup>th</sup> October 2025

Members who have not encashed the dividend warrants so far in respect of the aforesaid periods, are requested to make their claim to Link Intime India Pvt. Ltd. well in advance of the above due date.

- Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details and unclaimed amounts on the website of the Company [www.porwalauto.com](http://www.porwalauto.com).
- Pursuant to the provisions of section 124 and 125 of Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("The IEPF Rules") notified by the Ministry of Corporate Affairs with effect from 7th September, 2016, as amended, all unclaimed/unpaid dividend, application money, debenture interest and interest on deposits as well as principal amount of debentures and deposits remaining unpaid or unclaimed for a period of 7 years from the date they became due for payment, are required to be transferred to the Investor Education and Protection Fund ("IEPF") administered by the Central Government.
- Further, pursuant to the provisions of section 124 of Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 all shares on which dividend has been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

20. The Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/MIRSD/DOP1/ CIR/P/2018/73 dated 20th April, 2018 has mandated registration of PAN and Bank Account Details for all security holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account details to Link Intime India Private Limited along with a self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook/statement attested by the bank. Members holding shares in Demat form are requested to submit the aforesaid information to their respective Depository Participant.
21. The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/ Registrar and Transfer Agents to record additional details of Members, including their PAN details, e-mail address, etc. A form for compiling the additional details is being sent along with this Notice. Members holding shares in physical form are requested to submit the form duly completed to the Company or its Registrar and Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.
22. 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, Sunday and Public holiday, during business hours up to the date of the meeting.
23. The route map showing directions to reach the venue of the **27<sup>th</sup> AGM** is annexed.
24. **Voting through electronic means**
  - (i) In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means. 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 rights 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. If a Member votes by both the modes, then the votes cast through remote e-voting shall prevail and the votes cast at the AGM shall be considered invalid.
  - (iv) The Board of Directors has appointed Ms. Shraddha Jain, Practicing Company Secretary (Membership No. ACS 39488) as the Scrutinizer to scrutinize the voting at the meeting and to conduct remote e-voting process in a fair and transparent manner.
  - (v) **The instructions for shareholders voting electronically are as under:**
    - a. The voting period begins on **25<sup>th</sup> September, 2019** (09:00 am) and ends on **27<sup>th</sup> September, 2019** (05:00 pm). During this period shareholders of the Company, holding shares either in physical form or dematerialized form, as on the cut off Date 20<sup>th</sup> September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
    - b. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
    - c. Click on Shareholders/Members
    - d. Now Enter your User ID
      - For CDSL: 16 digits beneficiary ID,
      - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
      - Members holding shares in Physical Form should enter Folio Number registered with the Company
    - e. Next enter the Image Verification as displayed and Click on Login.
    - f. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

- g. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>➤ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>➤ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both 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 (d).</p>

- h. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **20<sup>th</sup> September, 2019** may obtain the login ID and password by sending a request to Link Intime India Private Limited at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
- i. 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. If a Member votes by both the modes, then the 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 **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 changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (vi) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(vii) **Note for Non – Individual Shareholders and Custodians**

- a. Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - c. 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.
  - d. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - e. 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.
- (viii) 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (ix) In case you have any grievances pertaining to e-voting, you may contact at below address:
- Name: Mr. Rakesh Dalvi  
Designation: Manager  
Address: A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Josh Marg, Lower Parel (E), Mumbai – 400013.  
Email id: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com), Phone number: 1800225533
- (x) 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. **20<sup>th</sup> September, 2019**.
- (xi) 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.
- (xii) 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.
- (xiii) 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.
- (xiv) The voting results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://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.

**PLACE: Pithampur**  
**DATE: 10<sup>th</sup> August, 2019**

**Registered Office**  
Plot No. 209 & 215, Sector No. 1,  
Industrial Area,  
Pithampur (M.P.) 454775  
CIN: L34300MP1992PLC006912

By order of the Board of Directors  
**Porwal Auto Components Limited**

**Hansika Mittal**  
**Company Secretary**



**EXPLANATORY STATEMENT IN TERMS OF SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 04**

Mrs. Rajni Jain joined the Board on 30<sup>th</sup> March, 2015 as an Additional Director in the category of Independent Director of the Company. She has persuaded Bachelor of Arts (BA), which includes the study of humanities, social and cultural studies, languages and music. She has a great Social Service Background. Her extensive experience has helped Company to make critical decisions during challenges. She helps the company in improving corporate credibility and governance standards. The detailed profile of Directorship and Committee position held by her in other Companies are included separately in this Notice.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has proposed to re-appoint Mrs. Rajni Jain (DIN - 07140288) as an Independent Director of the Company for the second term of five years commencing from 30<sup>th</sup> March, 2020 to 29<sup>th</sup> March, 2025, subject to consent by the Members of the Company at the ensuing Annual General Meeting ("AGM").

The Company has also received a declaration from Mrs. Rajni Jain (DIN - 07140288) confirming that she meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The Company has received from Mrs. Rajni Jain (DIN - 07140288) consent in writing to act as Director in form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of section 164 of the Companies Act, 2013.

In the opinion of the Board, Mrs. Rajni Jain (DIN - 07140288) fulfils the conditions for her appointment as an Independent Director as specified in the Act and the Listing Regulations and she is independent of the management. Mrs. Rajni Jain (DIN - 07140288) is not related to any other Director and Key Managerial Personnel of the Company. None of the Directors, Key Managerial Personnel and their relatives, except Mrs. Rajni Jain (DIN - 07140288), are in any way, concerned or interested in the said resolution. The Board recommends to pass Special Resolution as set out in Item No. 4 of the notice.

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

S.No	Name of Directors	Rajni Jain	Mukesh Jain
1.	DIN	07140288	00245111
2.	Date of Birth	19-09-1973	02-10-1956
3.	Date of first Appointment	30-03-2015	01-08-2011
4.	Qualification	BA	B.Com
5.	Expertise/Experience in specific functional areas	She has a great Social Service Background	39 Years experience specific functional areas of Business & Industry
6.	Terms and conditions of appointment/ re-appointment	Re-appointed as Independent Director not liable to retire by rotation	Re-appointed as Whole time Director of the company.
7.	Details of remuneration	NIL	36,00,000 P.A.
8.	No. & % of Equity Shares held	NIL	2,81,105 & 1.86%
9.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NA	Shailesh Jain(Brother), Surendra Jain (Brother), Devendra Jain (Brother),

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10.	Number of Meetings of the Board attended during the year	5	5
11.	List of outside Company Directorships held	NA	NA
12.	Chairman / Member of the Committees of the Board of Directors of the Company	NA	Stakeholders Relationship Committee: Member Corporate Social Responsibility Committee: Member
13.	Chairman / Member of the Committees of the Board of Directors of other Companies in which he is director	NA	NA

By order of the Board of Directors  
**Porwal Auto Components Limited**

**PLACE: Pithampur**  
**DATE: 10<sup>th</sup> August, 2019**

**Hansika Mittal**  
**Company Secretary**

**Registered Office**  
Plot No. 209 & 215, Sector No. 1,  
Industrial Area,  
Pithampur (M.P) 454775  
CIN: L34300MP1992PLC006912