PPAP Automotive Limited

(Formerly Precision Pipes and Profiles Company Limited)
CIN NO. L74899DL1995PLC073281
Corporate Office :
B-206 A, Sector-81, Phase-II, Noida – 201305, Uttar Pradesh, India.
Tel. : +91-120-2462552 / 53, Fax : +91-120-2461371
Email : info@ppapco.com Website : www.ppapco.in

September 29, 2014

The Listing Department
Bombay Stock Exchange Limited
PhirozeJeejeebhoy Towers,
Dalal Street,
Mumbai – 400001

The Listing Department
The National Stock Exchange of India Limited
Exchange Plaza,
BandraKurla Complex,
Bandra (E)
Mumbai - 400051

Subject: Outcome of 19th Annual General Meeting

Sir,

This is to inform that at the 19th Annual General Meeting of the Company held on 27th September, 2014, shareholders have approved the following items of agenda as per notice:

1. Adoption of the Audited Balance Sheet as at 31st March, 2014 and Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors' and Auditors' thereon.
2. Re-appointment of Mr. Ajay Kumar Jain, Director, who retires by rotation.
3. Appointment of M/s O.P Bagla & Co., Chartered Accountants, as Statutory Auditors and fix their remuneration.
4. Appointment of Mr. Pravin Kumar Gupta as an Independent Director.
5. Appointment of Ms. Vinay Kumari Jain as a Director.
6. Appointment of Mr. Bhuwan Kumar Chaturvedi as an Independent Director.
7. Appointment of Mr. Ashok Kumar Jain as an Independent Director.
8. Borrowing money upto Rs. 300 Crores over and above the aggregate of paid up capital and free reserves of the Company.
9. Creating mortgage / charge on the assets of the Company for securing borrowings upto Rs. 300 Crores.
10. Adoption of new Articles of Association of the Company.

The result of e-voting as well as voting through poll is enclosed herewith.

You are requested to please take the same on record.

Thanking you,

Yours truly,
For **PPAP Automotive Limited**
(formerly Precision Pipes and Profiles Company Limited)

Sonia Bhandari
Company Secretary

Disclosure in terms of Clause 35A of the Listing Agreement in relation to 19th Annual General Meeting of PPAP Automotive Limited held on 27th September 2014.

Date of AGM	Saturday, 27th September, 2014
Total number of shareholders as on cutoff date i.e.14th August 2014	19220
No. of shareholders present in the meeting either in person or through proxy	
Promoter and Promoter Group	6
Public	76
Total	**82**
No. of shareholders attended the meeting through video conferencing	
Promoter and Promoter Group	Not applicable
Public	Not applicable
Total	

Agenda Item No. -1 – Ordinary Resolution

Adoption of the Audited Balance Sheet as at 31st March, 2014 and Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors' and Auditors' thereon.

Promoter/ Public	**No. of shares held**	**No. of votes polled**	**% of votes polled on outstanding shares**	**No. of votes-in favour**	**No. of votes-in against**	**% of votes in favour on votes polled**	**% of votes in against on votes polled**
	(1)	**(2)**	**[3]=[(2)/(1)] *100**	**(4)**	**(5)**	**[6]=[(4)/(2)]* 100**	**[7]=[(5)/(2)] *100**
Mode of Voting (Poll)							
Promoter and Promoter Group	8,832,361	8,832,361	100.00	8,832,361	0	100.00	-
Public Institutional holders	151,662	-	-	-	-	-	-
Public-others	5,015,977	198	0.0039	198	0	100.00	-
Total (A)	**14,000,000**	**8,832,559**	**63.09**	**8,832,559**	**0**	100.00	**-**
Mode of Voting (E-voting)							
Promoter and Promoter Group	8,832,361	-	-	-	-	-	-
Public Institutional holders	151,662	-	-	-	-	-	-
Public-others	5,015,977	130	0.0026	130	0	100.00	-
Total (B)	**14,000,000**	**130**	**0.0009**	**130**	**0**	100.00	**-**
Result (A+B)	**14,000,000**	**8,832,689**	**63.09**	**8,832,689**	**0**	**100.00**	**0**

Agenda Item No. -2- Ordinary Resolution

Re-appointment of Mr. Ajay Kumar Jain, Director, who retires by rotation

Promoter/ Public	**No. of shares held**	**No. of votes polled**	**% of votes polled on outstanding shares**	**No. of votes-in favour**	**No. of votes-in against**	**% of votes in favour on votes polled**	**% of votes in against on votes polled**
	(1)	**(2)**	**[3]=[(2)/(1)] *100**	**(4)**	**(5)**	**[6]=[(4)/(2)]* 100**	**[7]=[(5)/(2)]*100**
Mode of Voting (Poll)							

For PPAP Automotive Limited

Company Secretary

Promoter and Promoter Group	8,832,361	8,832,361	100.00	8,832,361	0	100.00	-
Public Institutional holders	151,662	0	-	-	-	-	-
Public-others	5,015,977	198	0.0039	198	0	100.00	-
Total (A)	**14,000,000**	**8,832,559**	**63.09**	**8,832,559**	**0**	100.00	-
Mode of Voting (E-voting)							
Promoter and Promoter Group	8,832,361	-	-	-	-	-	-
Public Institutional holders	151,662	-	-	-	-	-	-
Public-others	5,015,977	130	0.0026	45	85	34.62	65.38
Total (B)	**14,000,000**	**130**	**0.0009**	45	**85**	34.62	**65.38**
Result (A+B)	**14,000,000**	**8,832,689**	**63.09**	**8,832,604**	**85**	**99.999**	**0.001**

Agenda Item No. -3- Ordinary Resolution

Appointment of M/s O.P Bagla & Co., Chartered Accountants, as Statutory Auditors and fix their remuneration

Promoter/ Public	**No. of shares held**	**No. of votes polled**	**% of votes polled on outstanding shares**	**No. of votes-in favour**	**No. of votes-in against**	**% of votes in favour on votes polled**	**% of votes in against on votes polled**
	(1)	**(2)**	**[3]=[(2)/(1)]*100**	**(4)**	**(5)**	**[6]=[(4)/(2)]*100**	**[7]=[(5)/(2)]*100**
Mode of Voting (Poll)							
Promoter and Promoter Group	8,832,361	8,832,361	100.00	8,832,361	0	100.00	-
Public Institutional holders	151,662	0	-	-	-	-	-
Public-others	5,015,977	198	0.0039	198	0	100.00	-
Total (A)	**14,000,000**	**8,832,559**	**63.09**	**8,832,559**	**0**	**100**	**0**
Mode of Voting (E-voting)							
Promoter and Promoter Group	8,832,361	-	-	-	-	-	-
Public Institutional holders	151,662	-	-	-	-	-	-
Public-others	5,015,977	130	0.0026	130	0	100.00	-
Total (B)	**14,000,000**	**130**	**0.0009**	**130**	**0**	**100.00**	**-**
Result (A+B)	**14,000,000**	**8,832,689**	**63.09**	**8,832,689**	**0**	**100.000**	**0.000**

For PPAP Automotive Limited

Company Secretary

Agenda Item No. -4- Ordinary Resolution

Appointment of Mr. Pravin Kumar Gupta as an Independent Director

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes-in against	% of votes in favour on votes polled	% of votes in against on votes polled
	(1)	(2)	[3]=[(2)/(1)] *100	(4)	(5)	[6]=[(4)/(2)]* 100	[7]=[(5)/(2)] *100
Mode of Voting (Poll)							
Promoter and Promoter Group	8,832,361	8,832,361	100.00	8,832,361	0	100.00	-
Public institutional holders	151,662	0	-	-	-	-	-
Public-others	5,015,977	198	**0.0039**	198	0	100.00	-
Total (A)	**14,000,000**	**8,832,559**	**63.09**	**8,832,559**	**0**	**100**	**0**
Mode of Voting (E-voting)							
Promoter and Promoter Group	8,832,361	-	-	-	-	-	-
Public Institutional holders	151,662	-	-	-	-	-	-
Public-others	5,015,977	130	0.0026	85	45	65.38	34.62
Total (B)	**14,000,000**	**130**	**0.0009**	**85**	**45**	**65.38**	**34.62**
Result (A+B)	**14,000,000**	**8,832,689**	**63.09**	**8,832,644**	**45**	**99.999**	**0.001**

Agenda Item No. -5- Ordinary Resolution

Appointment of Ms. Vinay Kumari Jain as a Director

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes-in against	% of votes in favour on votes polled	% of votes in against on votes polled
	(1)	(2)	[3]=[(2)/(1)] *100	(4)	(5)	[6]=[(4)/(2)]* 100	[7]=[(5)/(2)] *100
Mode of Voting (Poll)							
Promoter and Promoter Group	8,832,361	8,832,361	100.00	8,832,361	0	100.00	-
Public Institutional holders	151,662	0	-	-	-	-	-
Public-others	5,015,977	198	0.0039	198	0	100.00	-
Total (A)	**14,000,000**	**8,832,559**	**63.09**	**8,832,559**	**0**	**100**	**0**
Mode of Voting (E-voting)							
Promoter and Promoter Group	8,832,361	-	-	-	-	-	-
Public Institutional holders	151,662	-	-	-	-	-	-
Public-others	5,015,977	130	0.0026	130	0	100.00	-
Total (B)	**14,000,000**	**130**	**0.0009**	**130**	**0**	100.00	-
Result (A+B)	**14,000,000**	**8,832,689**	**63.09**	**8,832,689**	**0**	**100.000**	**0.000**

For PPAP Automotive Limited

Company Secretary

Agenda Item No. -6- Ordinary Resolution

Appointment of Mr. Bhuwan Kumar Chaturvedi as an Independent Director.

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes-in against	% of votes in favour on votes polled	% of votes in against on votes polled
	(1)	(2)	[3]=[(2)/(1)] *100	(4)	(5)	[6]=[(4)/(2)]* 100	[7]=[(5)/(2)] *100
Mode of Voting (Poll)							
Promoter and Promoter Group	8,832,361	8,832,361	100.00	8,832,361	0	100.00	-
Public Institutional holders	151,662	0	-	-	-	-	-
Public-others	5,015,977	198	0.0039	198	0	100.00	-
Total (A)	**14,000,000**	**8,832,559**	**63.09**	**8,832,559**	**0**	**100**	**0**
Mode of Voting (E-voting)							
Promoter and Promoter Group	8,832,361	-	-	-	-	-	-
Public Institutional holders	151,662	-	-	-	-	-	-
Public-others	5,015,977	130	0.0026	85	45	65.38	34.62
Total (B)	**14,000,000**	**130**	**0.0009**	**85**	**45**	65.38	34.62
Result (A+B)	**14,000,000**	**8,832,689**	**63.09**	**8,832,644**	**45**	**99.999**	**0.001**

Agenda Item No. -7- Ordinary Resolution

Appointment of Mr. Ashok Kumar Jain as an Independent Director

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes-in against	% of votes in favour on votes polled	% of votes in against on votes polled
	(1)	(2)	[3]=[(2)/(1)] *100	(4)	(5)	[6]=[(4)/(2)]* 100	[7]=[(5)/(2)] *100
Mode of Voting (Poll)							
Promoter and Promoter Group	8,832,361	8,832,361	100.00	8,832,361	0	100.00	-
Public Institutional holders	151,662	0	-	-	-	-	-
Public-others	5,015,977	198	0.0039	198	0	100.00	-
Total (A)	**14,000,000**	**8,832,559**	**63.09**	**8,832,559**	**0**	**100**	**0**
Mode of Voting (E-voting)							
Promoter and Promoter Group	8,832,361	-	-	-	-	-	-
Public Institutional holders	151,662	-	-	-	-	-	-
Public-others	5,015,977	130	0.0026	130	0	100.00	-
Total (B)	**14,000,000**	**130**	**0.0009**	**130**	**0**	100.00	-
Result (A+B)	**14,000,000**	**8,832,689**	**63.09**	**8,832,689**	**0**	**100.000**	**0.000**

For PPAP Automotive Limited

Company Secretary

Agenda Item No. -8- Special Resolution

Borrowing money upto Rs. 300 Crores over and above the aggregate of paid up capital and free reserves of the Company

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes-in against	% of votes in favour on votes polled	% of votes in against on votes polled
	(1)	(2)	[3]=[(2)/(1)] *100	(4)	(5)	[6]=[(4)/(2)]* 100	[7]=[(5)/(2)] *100
Mode of Voting (Poll)							
Promoter and Promoter Group	8,832,361	8,832,361	100.00	8,832,361	0	100.00	-
Public Institutional holders	151,662	0	-	-	-	-	-
Public-others	5,015,977	198	0.0039	198	0	100.00	-
Total (A)	**14,000,000**	**8,832,559**	**63.09**	**8,832,559**	**0**	**100**	**0**
Mode of Voting (E-voting)							
Promoter and Promoter Group	8,832,361	-	-	-	-	-	-
Public Institutional holders	151,662	-	-	-	-	-	-
Public-others	5,015,977	130	0.0026	85	45	65.38	34.62
Total (B)	**14,000,000**	**130**	**0.0009**	**85**	**45**	65.38	34.62
Result (A+B)	**14,000,000**	**8,832,689**	**63.09**	**8,832,644**	**45**	**99.999**	**0.001**

Agenda Item No. -9- Special Resolution

Creating mortgage / charge on the assets of the Company for securing borrowings upto Rs. 300 Crores

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes-in against	% of votes in favour on votes polled	% of votes in against on votes polled
	(1)	(2)	[3]=[(2)/(1)] *100	(4)	(5)	[6]=[(4)/(2)]* 100	[7]=[(5)/(2)]* 100
Mode of Voting (Poll)							
Promoter and Promoter Group	8,832,361	8,832,361	100.00	8,832,361	0	100.00	-
Public Institutional holders	151,662	0	-	-	-	-	-
Public-others	5,015,977	198	0.0039	198	0	100.00	-
Total (A)	**14,000,000**	**8,832,559**	**63.09**	**8,832,559**	**0**	**100**	**0**
Mode of Voting (E-voting)							
Promoter and Promoter Group	8,832,361	-	-	-	-	-	-
Public Institutional holders	151,662	-	-	-	-	-	-
Public-others	5,015,977	130	0.0026	45	85	34.62	65.38
Total (B)	**14,000,000**	**130**	**0.0009**	**45**	**85**	34.62	65.38
Result (A+B)	**14,000,000**	**8,832,689**	**63.09**	**8,832,604**	**85**	**99.999**	**0.001**

For PPAP Automotive Limited

Company Secretary

Agenda Item No. -10-Special Resolution

Adoption of new Articles of Association of the Company

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes-in against	% of votes in favour on votes polled	% of votes in against on votes polled
	(1)	(2)	[3]=[(2)/(1)] *100	(4)	(5)	[6]=[(4)/(2)]* 100	[7]=[(5)/(2)]* 100
Mode of Voting (Poll)							
Promoter and Promoter Group	8,832,361	8,832,361	100.00	8,832,361	0	100.00	-
Public Institutional holders	151,662	0	-	-	-	-	-
Public-others	5,015,977	198	0.0039	198	0	100.00	-
Total (A)	**14,000,000**	**8,832,559**	**63.09**	**8,832,559**	**0**	**100**	**0**
Mode of Voting (E-voting)							
Promoter and Promoter Group	8,832,361	-	-	-	-	-	-
Public Institutional holders	151,662	-	-	-	-	-	-
Public-others	5,015,977	130	0.0026	130	0	100.00	-
Total (B)	**14,000,000**	**130**	**0.0009**	**130**	**0**	100.00	-
Result (A+B)	**14,000,000**	**8,832,689**	**63.09**	**8,832,689**	**0**	**100.000**	**0.000**

For **PPAP Automotive Limited**
(formerly Precision Pipes and Profiles Company Limited)

Sonia Bhandari
Company Secretary

Ref: 58/2014-15

Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014*]*

To,

Chairman of 19th Annual General Meeting of the shareholders of

M/s PPAP Automotive Limited (Formerly Known as Precision Pipes and Profile Company Limited)
To be held on Saturday, the 27th Day of September, 2014, at 10:30 A.M.
At The Executive Club, Dolly Farms and Resorts Private Limited,
439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi-110074.

Dear Sir,

I, **Chetan Gupta**, a Company Secretary in Practice, appointed by the Board of Directors of M/s PPAP Automotive Limited (Formerly Known as Precision Pipes and Profile Company Limited) ("the Company) as Scrutinizer for the purpose of the scrutinizing the e-voting process in a fair and transparent manner and also for ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the notice of the 19th Annual General Meeting of the shareholders of the Company to be held on Saturday, the 27th Day of September, 2014 at the Executive Club, Dolly Farms and Resorts Private Limited, 439 Village Shahoorpur, P.O. Fatehpur Beri, New Delhi-110074.

1. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice to 19th Annual General Meeting (AGM) of the shareholders of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer's report of the votes cast "in favor" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services Limited **("CDSL")** , the authorized agency to provide e-voting facilities, engaged by the Company.

2. Further for the above, I submit my report as under:

   a. In accordance with the Notice of the 19th AGM sent to the shareholders, the e-voting period commenced on 21.09.2014 to 23.09.201 at www.evotingindia.com.

APAC & ASSOCIATES NEW DELHI COMPANY SECRETARIES

Head Office : 701-702, R.G. Trade Tower, Netaji Subhash Place, Pitam Pura, New Delhi-110 034.
Tel. : +91-11-4738 1100-05, 08 • Fax : +91-11-4738 1109 • E-mail : info@apac.in • Website : www.apac.in
Branch Office : 145-146, Tower B-2, Spaze I-Tech Park, Sohna Road, Sector-49, Sohna Road, Gurgaon-122 102. Tel.: 0124-4264510.

b. The shareholders of the Company as on the "cut-off date" i.e. 23.09.2014 were entitled to vote on the resolutions (item no. 01 to 10 as set out in the notice of the 19th AGM of the Company).

c. The votes cast were unblocked on 23.09.2014 in the presence of 2 witnesses, Mr. Shafiq Ahmed and Ms. Bhawani Charak who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name: Shafiq Ahmed

Name: Bhawani Charak

d. Thereafter, the details containing *inter-alia,* list of Equity Shareholders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of Central Depository Services Limited (CDSL) i.e. www.evotingindia.com and based on such report generated, the result of the e-voting is as under:

Item No. 1

To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors' and Auditors' thereon.

(i) Voted **in favor** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favor/Against)
03	130	100

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favor/Against)
NIL	NIL	NIL

(iii) **Invalid** votes:

Number of members voted	Number of votes cast by them
NIL	NIL

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Item No. 2

To appoint a Director in place of Mr. Ajay Kumar Jain (DIN: 00148839), who retires by rotation and being eligible, offers himself for re- appointment.

(i) Voted **in favor** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favor)
01	45	34.62

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Against)
02	85	65.38

(iii) **Invalid** votes:

Number of members voted	Number of votes cast by them
NIL	NIL

Item No. 3

To appoint the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of 23rd Annual General Meeting and fix their remuneration.

(i) Voted **in favor** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favor/Against)
03	130	100

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

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Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favor/Against)
NIL	NIL	NIL

(iii) **Invalid** votes:

Number of members voted	Number of votes cast by them
NIL	NIL

Item No. 4

To appoint Mr. Pravin Kumar Gupta (DIN: 06491563) as an Independent.

(i) Voted **in favor** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favor)
02	85	65.38

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Against)
01	45	34.62

(iii) **Invalid** votes:

Number of members voted	Number of votes cast by them
NIL	NIL

Item No. 5

To appoint Ms. Vinay Kumari Jain (DIN:00228718) as a Director.

(i) Voted **in favor** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favor)
03	130	100

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favor/Against)
NIL	NIL	NIL

(iii) **Invalid** votes:

Number of members voted	Number of votes cast by them
NIL	NIL

Item No. 6

To appoint Mr. Bhuwan Kumar Chaturvedi (DIN:00144487) as an Independent Director.

(i) Voted **in favor** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favor/Against)
02	85	65.38

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Against)
01	45	34.62

(iii) **Invalid** votes:

Number of members voted	Number of votes cast by them
NIL	NIL

Item No. 7

To appoint Mr. Ashok Kumar Jain (DIN:06881412) as an Independent Director.

(i) Voted **in favor** of the resolution:

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Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favor)
03	130	100

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favor/Against)
NIL	NIL	NIL

(iii) **Invalid** votes:

Number of members voted	Number of votes cast by them
NIL	NIL

Item No. 8

To authorize the Board of Directors for borrowing up to Rs. 300 Crores.

(i) Voted **in favor** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favor/Against)
02	85	65.38

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Against)
01	45	34.62

(iii) **Invalid** votes:

Number of members voted	Number of votes cast by them
NIL	NIL

Item No. 9

To authorize the Board of Directors for mortgaging and/or creating charge on all or any of the movable or immovable assets and / or immovable property of the Company for securing borrowings

APAC & ASSOCIATES * NEW DELHI * COMPANY SECRETARIES

(i) Voted **in favor** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favor)
01	45	34.62

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Against)
02	85	65.38

(iii) **Invalid** votes:

Number of members voted	Number of votes cast by them
NIL	NIL

Item No. 10

To adopt the new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013

(iv) Voted **in favor** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favor/Against)
03	130	100

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favor/Against)
NIL	NIL	NIL

(vi) **Invalid** votes:

APAC & ASSOCIATES * NEW DELHI * COMPANY SECRETARIES

Number of members voted	Number of votes cast by them
NIL	NIL

The relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the 19th Annual General Meeting and the same shall thereafter be handed over to the Company Secretary for safe keeping.

Thanking you,
Yours faithfully,
For **APAC Associates**
Company Secretaries

Chetan Gupta
Company Secretary in Practice
Membership No. 6496
C.P. No. 7077

Date: 26.09.2014

Place: New Delhi

Form No. MGT-13

Report of Scrutinizer(s)

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

To,

Chairman of 19th Annual General Meeting of the shareholders of

M/s PPAP Automotive Limited
(Formerly Known as Precision Pipes and Profile Company Limited)
held on Saturday, the 27th Day of September, 2014, at 10:30 A.M.
At The Executive Club, Dolly Farms and Resorts Private Limited,
439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi-110074.

Dear Sir,

I, **Chetan Gupta**, Practicing Company Secretary, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 19th Annual General Meeting of the Equity Shareholders of M/s PPAP Automotive Limited (Formerly Known as Precision Pipes and Profile Company Limited), held on Saturday, 27.09.2014 at 10:30 A.M. at The Executive Club, Dolly Farms and Resorts Private Limited, 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi-110074 , submit our report as under:

1. After the time fixed for closing of the Poll by the Chairman, two ballot boxes kept for polling were locked in my presence with due identification marks placed by me.

2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.

3. The **Two** 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

To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors' and Auditors' thereon.

COMPANY SECRETARIES * APAC & ASSOCIATES * NEW DELHI

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	**Number of votes cast by them**	**% of total number of valid votes cast (Favor/Against)**
34	8832559	100

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

Number of members present and voting (in person or by proxy)	**Number of votes cast by them**	**% of total number of valid votes cast (Favor/Against)**
NIL	NIL	NIL

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	**Number of votes cast by them**
2	71040

Item No. 2

To appoint a Director in place of Mr. Ajay Kumar Jain (DIN: 00148839), who retires by rotation and being eligible, offers himself for re- appointment.

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	**Number of votes cast by them**	**% of total number of valid votes cast (Favor/Against)**
34	8832559	100

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

Number of members present and voting (in person or by proxy)	**Number of votes cast by them**	**% of total number of valid votes cast (Against)**
NIL	NIL	NIL

APAC & ASSOCIATES * NEW DELHI * COMPANY SECRETARIES

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	**Number of votes cast by them**
2	71040

Item No. 3

To appoint the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of 23rd Annual General Meeting and fix their remuneration.

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	**Number of votes cast by them**	**% of total number of valid votes cast (Favor/Against)**
34	8832559	100

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

Number of members present and voting (in person or by proxy)	**Number of votes cast by them**	**% of total number of valid votes cast (Favor/Against)**
NIL	NIL	NIL

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	**Number of votes cast by them**
2	71040

Item No. 4

To appoint Mr. Pravin Kumar Gupta (DIN: 06491563) as an Independent.

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	**Number of votes cast by them**	**% of total number of valid votes cast (Favor/Against)**

APAC & ASSOCIATES * NEW DELHI * COMPANY SECRETARIES

34	8832559	100

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

Number of members present and voting (in person or by proxy)	**Number of votes cast by them**	**% of total number of valid votes cast (Against)**
NIL	NIL	NIL

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	**Number of votes cast by them**
2	71040

Item No. 5

To appoint Ms. Vinay Kumari Jain (DIN:00228718) as a Director.

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	**Number of votes cast by them**	**% of total number of valid votes cast (Favor/Against)**
34	8832559	99.20

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

Number of members present and voting (in person or by proxy)	**Number of votes cast by them**	**% of total number of valid votes cast (Favor/Against)**
NIL	NIL	NIL

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	**Number of votes cast by them**
2	100

APAC & ASSOCIATES * NEW DELHI * COMPANY SECRETARIES

Item No. 6

To appoint Mr. Bhuwan Kumar Chaturvedi (DIN:00144487) as an Independent Director.

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	**Number of votes cast by them**	**% of total number of valid votes cast (Favor/Against)**
34	8832559	100

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

Number of members present and voting (in person or by proxy)	**Number of votes cast by them**	**% of total number of valid votes cast (Against)**
NIL	NIL	NIL

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	**Number of votes cast by them**
2	71040

Item No. 7

To appoint Mr. Ashok Kumar Jain (DIN:06881412) as an Independent Director.

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	**Number of votes cast by them**	**% of total number of valid votes cast (Favor/Against)**
34	8832559	100

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

Number of members present and voting (in person or by proxy)	**Number of votes cast by them**	**% of total number of valid votes cast (Favor/Against)**
NIL	NIL	NIL

(iii) **Invalid** votes:

APAC & ASSOCIATES * NEW DELHI * COMPANY SECRETARIES

Number of members present and voting (in person or by proxy)	Number of votes cast by them
2	71040

Item No. 8

To authorize the Board of Directors for borrowing up to Rs. 300 Crores.

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (Favor/Against)
34	8832559	100

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (Against)
NIL	NIL	NIL

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
2	71040

Item No. 9

To authorize the Board of Directors for mortgaging and/or creating charge on all or any of the movable or immovable assets and / or immovable property of the Company for securing borrowings

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (Favor/Against)
34	8832559	100

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

APAC & ASSOCIATES * NEW DELHI * COMPANY SECRETARIES

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (Against)
NIL	NIL	NIL

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
2	71040

Item No. 10

To adopt the new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013

(iv) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (Favor/Against)
34	8832559	100

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (Favor/Against)
NIL	NIL	NIL

(vi) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
2	71040

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.

APAC & ASSOCIATES * NEW DELHI * COMPANY SECRETARIES

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

For **APAC & Associates,**
Company Secretaries

Chetan Gupta
Company Secretary in Practice
FCS-6496
COP:7077

Dated:

Place: **New Delhi**