PPAP AUTOMOTIVE LIMITED

(Formerly Precision Pipes and Profiles Company Limited)
CIN No. - L74899DL1995PLC073281
Registered Office: 54, Okhla Industrial Estate, Phase III, New Delhi – 110020
Corporate Office : B-206A, Sector – 81, Phase II, Noida - 201305 (U.P.)
Phone : +91-120-2462552; E-mail: investorservices@ppapco.com

NOTICE

NOTICE is hereby given that the Nineteenth Annual General Meeting of the members of **PPAP Automotive Limited** (Formerly Precision Pipes and Profiles Company Limited) will 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 to transact the following business:

ORDINARY BUSINESS

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.
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.
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 and pass the following resolution thereof:

   "RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, M/s. O.P. Bagla & Co. (Firm Registration No. 000018N), Chartered Accountants, be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Twenty-Third Annual General Meeting of the Company to be held in the year 2018, subject to ratification by the shareholders at every Annual General Meeting hereafter, and the Board of Directors be and are hereby authorized to fix their remuneration in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out-of- pocket expenses incurred by them, for the purpose of audit."

SPECIAL BUSINESS

4. **To appoint Mr. Pravin Kumar Gupta (DIN:06491563) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the rules framed there under, approval be and is hereby accorded to the appointment of Mr. Pravin Kumar Gupta (DIN:06491563), in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature, as an Independent Director of the Company to hold office upto March 31, 2019, whose period of office shall not be liable to retire by rotation."
5. **To appoint Ms. Vinay Kumari Jain (DIN:00228718) as a Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

   "RESOLVED THAT Ms. Vinay Kumari Jain (DIN: 00228718) who was appointed as an Additional Director of the Company with effect from December 26, 2013 by the Board of Directors pursuant to the provisions of Section 149 and sub section (1) of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and holds office up to the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, whose period of office shall be liable to retire by rotation."
6. **To appoint Mr. Bhuwan Kumar Chaturvedi (DIN:00144487) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

   "RESOLVED THAT Mr. Bhuwan Kumar Chaturvedi (DIN: 00144487) who was appointed as an Independent Director (Additional Director) of the Company with effect from December 26, 2013 by the Board of Directors pursuant to the provisions of Section 149 and sub section (1) of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and holds office up to the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold the office up to December 25, 2018 , whose period of office shall not be liable to retire by rotation."
7. **To appoint Mr. Ashok Kumar Jain (DIN:06881412) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

   "RESOLVED THAT Mr. Ashok Kumar Jain (DIN:06881412) who was appointed as an Independent Director (Additional Director) of the Company with effect from May 27, 2014 by the Board of Directors pursuant to the provisions of Section 149 and sub section (1) of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and holds office up to

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the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold the office up to May 26, 2019, whose period of office shall not be liable to retire by rotation."

8. **To authorize the Board of Directors for borrowing up to Rs. 300 Crores and in this regard 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 Section 180(1)(c) and all other provisions of the Companies Act, 2013 read with relevant rules (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company, consent of the Company be and is hereby accorded in favor of the Board of Directors of the Company for borrowing from time to time any sum or sums of money, which together with the monies already borrowed by the Company (apart from temporary loans obtained from the bankers of the Company in the ordinary course of business) shall not exceed in aggregate at any time Rs. 300,00,00,000/- (Rupees Three Hundred Crores only) irrespective of the fact that such aggregate amount of borrowing outstanding at any time may exceed the aggregate for the time being of the paid-up capital of the Company and free reserves, that is to say, reserves not set apart for any specific purpose.
   RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do or cause to be done all such acts, deeds and other things as may be required or considered necessary or incidental thereto for giving effect to this resolution."
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 and in this regard 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 Section 180(1)(a) of the Companies Act, 2013 read with relevant rules (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company for mortgaging and / or create charge or charging in such form and manner and on such terms and at such time(s) as the Board of Directors may deem fit, the movable and / or immovable assets and properties of the Company, wherever situated, present and future, whether presently belonging to the Company or not, in favor of any person including, but not limited to financial / investment institution(s), bank(s), insurance Company(s), mutual fund(s), corporate body(s), trustee(s) to secure the loans, borrowings, debentures, hire purchase and / or working capital facilities and other credit facilities up to a sum not exceeding Rs. 300,00,00,000/- (Rupees Three Hundred Crores only).
   RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do or cause to be done all such acts, deeds and other things as may be required or considered necessary or incidental thereto for giving effect to this resolution."
10. **To adopt the new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard 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 Section 14 and all other applicable provisions of the Companies Act, 2013 read with rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association 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 Articles of Association of the Company.
    RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By the order of the Board
For **PPAP Automotive Limited**

Place: Noida
Date: August 14, 2014

Sonia Bhandari
Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (the "MEETING') IS ALSO ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder(s).
2. A blank Proxy Form is enclosed with this notice and if intended to be used, the Proxy Form duly stamped, completed must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of Companies, Societies etc. must be supported by appropriate resolution / authority, as applicable.
3. Members / Proxies are requested to bring a copy of this notice, as no copies will be made available at the Meeting. Under no circumstances, photocopies of the admission slip will be allowed for admission into the Meeting place.
4. As a measure of economy, copies of the Annual Report will not be distributed at the Meeting place. The members are, therefore requested to bring their Annual Report. Those members who have not received the copies of the Annual Report can collect their copies from the Registered/ Corporate Office of the Company.
5. Members / proxies should bring their attendance slips duly filled in for attending the meeting.
6. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
7. Corporate members intending to send their authorized representatives to attend the Meeting are requested to submit a duly certified copy of the Board Resolution/ Power of Attorney authorizing their representative to attend and vote on their behalf at the Meeting.

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8. Explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of item no. 4 to 10 of the notice is annexed hereto. The relevant details, in terms of Clause 49 of the Listing Agreement, in respect of Directors proposed to be appointed / re-appointed are disclosed in the Corporate Governance Report forming part of the Annual Report.
9. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 23, 2014 to Friday, September 26, 2014(both days inclusive).
10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
11. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
12. The members desirous of seeking any information on the Accounts, may write to the Company at the Registered Office for the attention to the Company Secretary, at least a week before the meeting, so that the required information can be made available at the meeting.
13. All documents referred to in the accompanying notice are available for inspection at the Registered Office of the Company, on all working days between 10.00 A.M. to 1:00 P.M. upto the date of this meeting.
14. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited("CDSL"), on all resolutions set forth in this Notice. The Company has appointed Mr. Chetan Gupta, Practicing Company Secretary (Membership No. FCS 6496), to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting, given hereinafter.

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

(i) The voting period begins on September 21, 2014 (9:00 a.m.) and ends on September 23, 2014 (6:00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut off (record date) of August 14, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Log on to the e-voting website www.evotingindia.com

(iii) Click on "Shareholders" tab.

(iv) 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.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) 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.

(vii) 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) • Physical Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in Capital Letter followed by 8 digits folio no in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the folio number. Eg: If your name is Ramesh Kumar with folio number 1234 then enter RA00001234 in the PAN field. • Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in Capital Letter followed by 8 digit CDSL / NSDL client id. For Eg: in case of name is Rahul Mishra and Demat A/c No. is 12058700 00001234 then default value of PAN is 'RA00001234.
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. • 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 number of shares held by you as on August 14, 2014 in the Dividend Bank details field.

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN of PPAP Automotive Limited.

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(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If 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.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.com and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

a) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

b) The voting period begins on September 21, 2014 (9:00 a.m.) and ends on September 23, 2014 (6:00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 14, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

c) 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.

15. Pursuant to the provisions of Section 205A and 205C of the Companies Act, 1956, and pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company (www.ppapco.in), as also on the Ministry of Corporate Affairs website. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013 (Section 205A of the erstwhile Companies Act, 1956), be transferred to the Investor Education and Protection Fund. Members/Persons who have not yet encashed their IPO refund cheques/dividend warrant(s) are requested to make their claims without any delay. Members are requested to please note that once the unclaimed dividend is transferred to the Investor Education and Protection Fund, no claim shall lie in respect, thereof.

16. Members may also note that the Notice of the 19th Annual General Meeting and the Annual Report for 2013 - 2014 will also be available on the Company's website www.ppapco.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during normal business hours on the working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication, the shareholders may also send requests to the Company's investor email ID: investorservice@ppapco.com.

17. Members who have not registered their e-mail address so far, are requested to register their email address for receiving all communication including Annual Report, Notices etc. from the Company in electronic form.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013.

ITEM NO. 4

Mr. Pravin Kumar Gupta was appointed as an Independent Director and his office as an Independent Director was liable to retire by rotation. However, as per the provisions of Section 149 of the Companies Act, 2013 (which has been notified with effect from April 1, 2014), the Independent Directors shall not retire by rotation. Hence, to be in compliance with the applicable provisions of law, the Board proposes to alter the terms of appointment of Mr. Pravin Kumar Gupta with respect to his term of office, as an Independent Director and his term of office as an Independent Director, shall not be liable to retire by rotation.

Mr. Pravin Kumar Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Brief resume of Mr. Pravin Kumar Gupta, nature of his expertise in specific functional areas, names of companies in which he holds directorship and the membership/ chairmanships of Board Committee, shareholding in the Company and relationship between the Directors inter-se as required under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report, forming part of the Annual Report.

The Company has received a notice in writing from the member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing the

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candidature of Mr. Pravin Kumar Gupta for the office of the Independent Director of the Company.

The Company has also received the declaration from Mr. Pravin Kumar Gupta that he meets with the criteria of independence as prescribed under sub section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 (revised) of the Listing Agreement.

In the opinion of the Board, Mr. Pravin Kumar Gupta, fulfils the conditions for the appointment as an independent director as specified under the applicable provisions of the Companies Act, 2013 and Rules made there under and the Listing Agreement.

A copy of the draft letter of appointment of Mr. Pravin Kumar Gupta, setting out the terms and conditions of his appointment, is available for inspection by the members at the Registered Office of the Company.

Mr. Pravin Kumar Gupta, being an appointee is interested in the resolution set out at Item No. 4 .of the Notice.

The relatives of Mr. Pravin Kumar Gupta may be deemed to be interested in the resolution set out at item No. 4 of the Notice, to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the Directors and Key Managerial Personnel and their relatives, in any way, are concerned or interested, in this resolution.

Accordingly, your Directors recommend the passing of resolution as specified in Item No. 4 of the notice convening the Nineteenth Annual General Meeting.

ITEM NO. 5

The Board of Directors of the Company vide circular resolution appointed Ms. Vinay Kumari Jain, as an Additional Director of the Company with effect from December 26, 2013, who shall hold office up to the date of this Annual General Meeting, subject to her election as a Director by the members at this Annual General Meeting.

The Company has received a notice in writing from the member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing the candidature of Ms. Vinay Kumari Jain for the office of the Director of the Company.

Ms. Vinay Kumari Jain is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director.

Brief resume of Ms. Vinay Kumari Jain, nature of her expertise in specific functional areas, names of companies in which she holds directorship and the membership / chairmanships of Board Committee, shareholding in the Company and relationship between the Directors inter-se as required under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report, forming part of the Annual Report.

Ms. Vinay Kumari Jain, being an appointee is interested in the resolution set out at Item No. 5.of the Notice.

Mr. Ajay Kumar Jain who is her relative and Chairman & Managing Director of the Company and Mr. Abhishek Jain, who is her relative and Whole Time Director of the Company and their other relatives, to the extent of their shareholding in the Company, may be deemed to be concerned or interested in the appointment of Ms. Vinay Kumari Jain.

Save and except the above, none of the Directors and Key Managerial Personnel and their relatives, in any way, are concerned or interested in this resolution.

Accordingly, your Directors recommend the passing of resolution as specified in Item No. 5 of the notice convening the Nineteenth Annual General Meeting.

ITEM NO. 6

The Board of Directors of the Company vide circular resolution appointed Mr. Bhuwan Kumar Chaturvedi as an Independent Director (Additional Director) of the Company, who shall hold office for a term of 5 (five) consecutive years with effect from December 26, 2013, subject to his election as a Director by the members at this Annual General Meeting.

Mr. Bhuwan Kumar Chaturvedi is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

The Company has received a notice in writing from the member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Bhuwan Kumar Chaturvedi for the office of the Independent Director of the Company.

Brief resume of Mr. Bhuwan Kumar Chaturvedi, nature of his expertise in specific functional areas, names of companies in which he holds directorship and the membership / chairmanships of Board Committee, shareholding in the Company and relationship between the Directors inter-se as required under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

The Company has also received the declaration from Mr. Bhuwan Kumar Chaturvedi that he meets with the criteria of independence as prescribed under sub section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 (revised) of the Listing Agreement.

In the opinion of the Board, Mr. Bhuwan Kumar Chaturvedi, fulfils the conditions for the appointment as an Independent Director as specified under the applicable provisions of the Companies Act, 2013, and Rules made there under and the Listing Agreement.

A copy of the draft letter of appointment of Mr. Bhuwan Kumar Chaturvedi, setting out the terms and conditions of his appointment, is available for inspection by the members at the Registered Office of the Company.

Mr. Bhuwan Kumar Chaturvedi, being an appointee is interested in the resolution set out at Item No. 6 of the Notice.

The relatives of Mr. Bhuwan Kumar Chaturvedi may be deemed to be interested in the resolution set out at item No. 6 of the Notice, to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the Directors and Key Managerial Personnel and their relatives, in any way, are concerned or interested in this resolution.

Accordingly, your Directors recommend the passing of resolution as specified in Item No. 6 of the notice convening the Nineteenth Annual General Meeting.

ITEM NO. 7

The Board of Directors of the Company vide circular resolution appointed Mr. Ashok Kumar Jain as an Independent Director (Additional Director) of the Company, who shall hold office for a term of 5 (five) consecutive years with effect from May 27, 2014, subject to his election as a Director by the members at this Annual General Meeting.

Mr. Ashok Kumar Jain is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act,

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2013 and has given his consent to act as a Director.

The Company has received a notice in writing from the member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Ashok Kumar Jain for the office of the Independent Director of the Company.

Brief resume of Mr. Ashok Kumar Jain, nature of his expertise in specific functional areas, names of companies in which he holds directorship and the membership / chairmanships of Board Committee, shareholding in the Company and relationship between the Directors inter-se as required under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

The Company has also received the declaration from Mr. Ashok Kumar Jain that he meets with the criteria of independence as prescribed under sub section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 (revised) of the Listing Agreement.

In the opinion of the Board, Mr. Ashok Kumar Jain, fulfils the conditions for the appointment as an Independent Director as specified under the applicable provisions of the Companies Act, 2013 and Rules made there under and the Listing Agreement.

A copy of the draft letter of appointment of Mr. Ashok Kumar Jain, setting out the terms and conditions of his appointment, is available for inspection by the members at the Registered Office of the Company.

Mr. Ashok Kumar Jain, being an appointee is interested in the resolution set out at Item No. 7 of the Notice.

The relatives of Mr. Ashok Kumar Jain may be deemed to be interested in the resolution set out at item No. 7 of the Notice, to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the Directors and Key Managerial Personnel and their relatives, in any way, are concerned or interested in this resolution.

Accordingly, your Directors recommend the passing of resolution as specified in Item No. 7 of the notice convening the Nineteenth Annual General Meeting.

ITEM NO. 8

The operations of the Company have increased substantially and in order to meet the growing funds requirement of the Company, additional funds are required to be raised by way of borrowings from banks / financial institutions.

According to the provisions of Section 180 (1) (c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid up Share Capital of the Company and its free reserves at any time except with the consent of the Shareholders of the Company in a General Meeting.

In order to meet the financial requirements of the Company for the ongoing and future projects, it is proposed to seek the shareholders' approval for the borrowings up to Rs. 300,00,00,000/- (Rupees Three Hundred crores only).

Accordingly, your Directors recommend the passing of resolution as specified in Item No. 9 of the notice convening the Nineteenth Annual General Meeting.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel are, in anyway, concerned or interested in the above resolution.

ITEM NO.9

The operations of the Company have increased substantially and in order to meet the growing funds requirement of the Company, additional funds are required to be raised by creation of security on the immovable / movable properties of the Company.

According to the provisions of Section 180(1) (a) of the Companies Act, 2013, in order to borrow loans from Banks, institutions, etc. the Board needs authorization to mortgage / hypothecate the assets of the Company as security / collateral security. In order to mortgage or hypothecate the assets of the Company, the consent of shareholders is required under Section 180 (1) (a) of Companies Act, 2013, authorizing the Board of Directors with the necessary powers.

Therefore, it is proposed to authorize the Board of Directors of the Company to mortgage / create charge on immovable and / or movable properties of the Company, both present and future, for securing the loans, borrowings, debentures, hire purchase and / or working capital facilities and other credit facilities as per the requirements of Section 180(1) (a) of the Companies Act, 2013, Rules made there under and any other statutory and procedural formalities to be complied with in this regard.

Accordingly, your Directors recommend the passing of resolution as specified in Item No. 9 of the notice convening the Nineteenth Annual General Meeting.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel are, in anyway, concerned or interested in the above resolution.

ITEM NO. 10

The existing Articles of Association ("AoA") are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific Sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Act.

With the coming into force of the Companies Act, 2013, several regulations of the existing AoA of the Company require alteration or deletion. Accordingly, it is proposed to replace the entire existing AoA by a set of new Articles of Association.

The new AoA to be substituted, in place of existing AoA, are based on Table 'F' of the Companies Act, 2013, which sets out the model Articles of Association, for a Company limited by shares.

The proposed new draft of AoA is being uploaded on the Company's website for perusal by the shareholders.

Accordingly, your Directors recommend the passing of resolution as specified in Item No. 10 of the notice convening the Nineteenth Annual General Meeting.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel is, in anyway, concerned or interested in the above resolution.

By the order of the Board
For **PPAP Automotive Limited**

Place: Noida
Date: August 14, 2014

Sonia Bhandari
Company Secretary

For PPAP Automotive Limited

Company Secretary

ATTENDANCE SLIP

PPAP AUTOMOTIVE LIMITED

CIN No. - L74899DL1995PLC073281
Registered Office: 54, Okhla Industrial Estate, Phase III, New Delhi – 110020
Corporate Office :B-206A, Sector – 81, Phase II,Noida - 201305 (U.P.)
Phone :+91-120-2462552; E-mail: investorservices@ppapco.com
(To be presented at the entrance of the meeting venue)

Folio No.....DP ID.....Client ID.....

Name and address of the Member attending .....

Full name of the First Joint-holder.....

(To be filled in if first joint – holder does not attend the meeting)

Name of Proxy.....

(To be filled in if Proxy Form has been duly deposited with the Company)

I/We hereby record my/our presence at the 19th Annual General Meeting of the Company held on Saturday, September 27, 2014 at 10:30 A.M. at The Executive Club, Dolly Farms and Resorts Private Limited, 439 Village Shahoorpur, P.O. FatehpurBeri, New Delhi – 110074.

Signature of the Shareholder or Proxy

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

PPAP AUTOMOTIVE LIMITED

CIN No. - L74899DL1995PLC073281
Registered Office: 54, Okhla Industrial Estate, Phase III, New Delhi – 110020
Corporate Office : B-206A, Sector – 81, Phase II, Noida - 201305 (U.P.)
Phone :+91-120-2462552; E-mail: investorservices@ppapco.com

Name of the member(s):.....
Registered Address: .....
E-mail ID:.....
Folio / DP ID - Client ID No.:.....

I/We being the member(s) of _____ shares of PPAP Automotive Limited hereby appoint:

1. Name:_____Address:_____

   E-mail ID:_____Signature:_____or failing him/her

2. Name:_____Address:_____

   E-mail ID:_____Signature:_____or failing him/her

3. Name:_____Address:_____

   E-mail ID:_____Signature:_____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 19th Annual General Meeting of the Company, to be held on Saturday, September 27, 2014 at 10:30 A.M. at The Executive Club, Dolly Farms and Resorts Private Limited, 439 Village Shahoorpur, P.O. FatehpurBeri, New Delhi – 110074 and at any adjournment thereof in respect of such resolutions as are indicated below:

For PPAP Automotive Limited

Company Secretary

S. No.	Ordinary Business
1.	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.
2.	Re-appointment of Mr. Ajay Kumar Jain, Director, who retires by rotation
3.	Appointment of Auditors and fixing their remuneration
	Special Business
4.	Appointment Mr. Pravin Kumar Gupta as an Independent Director
5.	Appointment Ms. Vinay Kumari Jain as a Director
6.	Appointment Mr. Ashok Kumar Jain as an Independent Director
7.	Appointment Mr. Bhuwan Kumar Chaturvedi as an Independent Director
8.	Borrowing money up to Rs. 300 Crores over and above the aggregate of paid up capital and free reserves of the Company
9.	Mortgage and / or create charge on all or any of the movable or immovable assets and / or immovable property of the Company for securing borrowings up to Rs. 300 crores
10.	Adoption of new Articles of Association of the Company

Signed this..... day of..... 20....

Affix revenue stamp

Signature of Shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

For PPAP Automotive Limited

Company Secretary