



PPAP AUTOMOTIVE LIMITED

CIN: L74899DL1995PLC073281

Registered Office: 54, Okhla Industrial Estate, Phase III, New Delhi-110020

Corporate Office: B-206A, Sector-81, Phase-II, Noida-201305 (U.P.)

Tel: +91-120-2462552 / 53; Fax: +91-120-2461371

Website: www.ppapco.in; E-mail ID: investorservice@ppapco.com

NOTICE

NOTICE is hereby given that the 23rd Annual General Meeting of the members of **PPAP Automotive Limited** will be held on **Thursday, the 23rd day of August, 2018 at 11:30 a.m.** at M.P.C.U. Shah Auditorium, Mahatma Gandhi Sanskritik Kendra, Shree Delhi Gujarati Samaj Marg, Civil Lines, Delhi-110054 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements (standalone and consolidated) of the Company for the financial year ended 31st March, 2018, together with the Reports of the Board of Directors and Auditors' thereon.
2. To confirm the payment of interim dividend and to declare final dividend on equity shares for the financial year 2017-18.
3. To appoint a Director in place of Mrs. Vinay Kumari Jain (DIN: 00228718), Non-Executive Director who retires by rotation and being eligible, offers herself for re-appointment.
4. 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 Section 139 and other applicable provisions, if any, of the Companies Act, 2013, M/s O P Bagla & Co LLP (Firm Registration No. 000018N / N500091), Chartered Accountants, be and are hereby re-appointed, as Statutory Auditors of the Company for the second term of five consecutive years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 28th Annual General Meeting of the Company to be held in the year 2024, and the Board of Directors be and are hereby authorized to fix their remuneration plus applicable taxes and out-of-pocket expenses, if any, as may be mutually agreed between the Statutory Auditors and the Board of Directors of the Company."

SPECIAL BUSINESS

5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:
"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 or any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Act and subject to the approval of Central Government or other Government authority / agency / board, if any, the consent of the shareholders be and is hereby accorded for the re-appointment of Mr. Ajay Kumar Jain (DIN: 00148839), as the Chairman and Managing Director of the Company, not liable to retire by rotation, for a period of 5 (five) years with effect from 1st November, 2018 up to 31st October, 2023 at a remuneration as set out in the explanatory statement annexed to the notice.
RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, and things as may be necessary to give effect to the above resolution and to do all other matters that are incidental and consequent thereto."
6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:
"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV the Act and Regulation 16(1)(b) of the SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015, Mr. Bhuwan Kumar Chaturvedi (DIN: 00144487), Non-Executive Independent Director of the Company who has submitted a declaration that he 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 re-appointed as a Non-Executive Independent Director of the Company to hold office for another term of five consecutive years with effect from 26th December, 2018 up to 25th December, 2023."

7. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:
"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Pravin Kumar Gupta (DIN: 06491563), Non-Executive Independent Director of the Company who has submitted a declaration that he 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 re-appointed as a Non-Executive Independent Director of the Company to hold office for another term of five consecutive years with effect from 1st April, 2019 up to 31st March, 2024."
8. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:
"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ashok Kumar Jain (DIN: 06881412), Non-Executive Independent Director of the Company who has submitted a declaration that he 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 re-appointed as a Non-Executive Independent Director of the Company to hold office for another term of five consecutive years with effect from 27th May, 2019 up to 26th May, 2024."
9. 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 Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, the remuneration of ₹ 160,000 (Rupees one lac sixty thousand only) plus applicable taxes and reimbursement of travel and out of pocket expenses as approved by the Board, to be paid to M/s Rakesh Singh & Co. (Firm Registration No. 000247), Cost Accountants, Cost Auditors of the Company for the financial year ended 31st March, 2019, be and is hereby ratified, confirmed and approved."

By order of the Board

Place: Noida
Date: 21st May, 2018

Sonia Bhandari
Company Secretary



NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (the "MEETING" OR "AGM") IS ALSO ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE ON A POLL 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 proxy and such person shall not act as a proxy for any other person or members(s).
2. A blank Proxy Form is enclosed with this notice and if intended to be used, the Proxy Form duly stamped and completed must be deposited at the Registered / Corporate 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 Annual Report can collect their copies from the Registered / Corporate Office of the Company.
5. Member, proxies and authorized representatives 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, pursuant to the provisions of Section 113 of the Companies Act, 2013.
8. Explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013, in respect of item no. 4 to 9 of the notice is annexed hereto. Details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India (ICSI) in respect of the Directors seeking appointment / re-appointment at the AGM are provided in Annexure 1, forms integral part of the notice of the AGM. Requisite declarations have been received from the Directors for seeking appointment / re-appointment.
9. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 17th August, 2018 to Wednesday, 22nd August, 2018 (both days inclusive).
10. The voting shall be reckoned in proportion to the paid up equity share capital held by the members as on Thursday, 16th August, 2018 (cut-off date). Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or voting at the AGM. A person who is not a member on the cut-off date should accordingly treat this notice as for information purpose only. The voting rights for the equity shares are one vote per equity share, as registered in the name of the member.
11. Final dividend of ₹ 2.50 per equity share has been recommended by the Board of Directors, if approved by the members at the ensuing AGM, will be paid on and after Monday, 3rd September, 2018 to those members whose names appear on the Company's Register of Members as on Thursday, 16th August, 2018. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as at the close of business hours on Thursday, 16th August, 2018 as per the details furnished by the Depositories, viz., National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) for the purpose as on that date. An interim dividend of ₹ 2.00 per equity share was paid on 18th November, 2017.
12. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
13. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend(s). The Company or its Registrars cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the respective depository participant of the members. Members holding shares in physical form are desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend(s) are requested to write to the Company. Members who wish to register their e-mail ID can download the 'Email-Registration Form' from the Company's website at <http://ppapco.in/pdf/Email-Registration-Form.pdf>.
14. The members desirous of seeking any information on the financial statements, may write to the Company at the Registered Office for the attention to the Company Secretary, at least 10 days before the Meeting, so that the required information can be made available at the Meeting.
15. 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 01:00 p.m. up to the date of this Meeting.
16. 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 AGM. The Register of contracts or arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will also be available for inspection by the members at the AGM.
17. In accordance with the amendments to Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to be made effective later, SEBI has revised the provisions relating to transfer of listed securities and has decided that requests for effecting transfer of listed securities shall not be processed unless the securities are held in dematerialized form with Depositories (NSDL and CDSL). This measure is aimed at curbing fraud and manipulation risk in physical transfer of securities by unscrupulous entities. Transfer of securities only in demat form will improve ease, facilitate convenience and safety of transactions for investors. Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares in accordance with the amendments to Regulation.
18. Pursuant to the provisions of Section 124 of the Companies Act, 2013, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company had, accordingly, transferred ₹ 189,816 and ₹ 223,798 being the unpaid and unclaimed dividend amount pertaining to Final Dividend 2010 and Interim Dividend 2011 on 16th October, 2017 and on 13th April, 2018, respectively, to the IEPF.
19. Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the Investors Education and Protection Fund Authority ('IEPFA') within a period of thirty days of such shares becoming due to be transferred to the IEPFA. Accordingly, the Company had transferred 4,169 equity shares of ₹ 10 each to the IEPFA on which the dividends remained unpaid or unclaimed for seven consecutive years. The unclaimed shares which have been transferred, can be claimed back by the shareholders from IEPFA by following the

procedure as prescribed in the IEPF Rules. The procedure is also available on website of Investors Education and Protection Fund i.e. <http://iepf.gov.in/IEPFA/refund.html>

20. Members may also note that the notice of the 23rd AGM and the Annual Report for the year ended 31st March, 2018 is also available on the Company's website at www.papco.in for their download. 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 members may also send requests to the Company's investor e-mail ID: investorservice@ppapco.com.
21. The route map showing directions to reach the venue of the 23rd AGM is annexed.
22. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 issued by the ICSI, the members are provided with the facility to cast their vote electronically, through the e-voting services provided by Link Intime India Private Limited (LI IPL), on the resolutions set forth in this notice. The Company has appointed Mrs. Neeta Aggarwal, Practicing Company Secretary (CP No. 13218) and Partner of M/s APAC & Associates LLP, Company Secretaries, as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

The instructions for members for voting electronically are as under:

- i. The voting period begins on Sunday, 19th August, 2018 (10:00 a.m. IST) and ends on Wednesday, 22nd August, 2018 (05:00 p.m. IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, 16th August, 2018, may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter.
- ii. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
- iii. Click on "Login" tab, available under 'Shareholders' section.
- iv. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
- v. Your User ID details are given below:
 - a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 character DP ID followed by 8 Digit Client ID.
 - b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID.
 - c. Shareholders holding shares in physical form (i.e. share certificate): Your User ID is event number + folio number registered with the Company.
- vi. Your password details are given below:
If you are using e-voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

For shareholders holding shares in Demat Form or Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> • Members who have not updated their PAN with depository participant or in the Company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.

DOB / DOI	Enter the Date of Birth (DOB) / Date of Incorporation (DOI) as recorded with depository participant or in the Company record for the said demat account or folio number 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 number. <ul style="list-style-type: none"> • Please enter the DOB / DOI or Dividend Bank details in order to register. If the above mentioned details are not recorded with the depository participants or Company, please enter folio number in the Dividend Bank details field as mentioned in instruction [v(c)].

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and / or voted on an earlier voting of any company then you can use your existing password to login.

If shareholders holding shares in demat form or physical form have forgotten password:

Enter User ID, select mode and enter image verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid e-mail address, password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his / her choice by providing the information about the particulars of the security question & answer, PAN, DOB / DOI, Dividend Bank details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the Company in which they are a shareholder and eligible to vote, provided that the Company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Cast your vote electronically

- vii. After successful login, you will be able to see the notification for e-voting on the home page of INSTA vote. Select / view "Event No." of the Company, you choose to vote.
- viii. On the voting page, you will see "Resolution Description" and against the same the option "Favour / Against" for voting.
 - a. Cast your vote by selecting appropriate option i.e. Favour / Against as desired.
 - b. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour / Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour / Against'.
- ix. If you wish to view the entire Resolution(s) details, click on the 'View Resolutions' file link.
- x. After selecting the appropriate option i.e. Favour / Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
- xi. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- xii. You can also take the printout of the votes cast by you by clicking on "Print" option on the voting page.

General guidelines for shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodian are required to log on to e-voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'.

They are also required to upload a scanned certified true copy of the board resolution / authority letter / power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.



- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios / demat account shall choose the voting process separately for each of the folios / demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-voting manual available at <https://instavote.linkintime.co.in>, under "Help Section" or write an e-mail to enotices@linkintime.co.in or call: +91-022-49186000.

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

ITEM NO. 4

Members are informed that M/s O P Bagla & Co. (firm) (Registration No. 000018N), Chartered Accountants, Statutory Auditors, has converted itself into a Limited Liability Partnership (LLP) under the provisions of the Limited Liability Partnership Act, 2008 and is now known as M/s O P Bagla & Co LLP with effect from 25th April, 2018. The firm has been appointed as the Statutory Auditors of the Company at the 19th AGM of the Company held on 27th September, 2014 for the period of four years i.e. up to the conclusion of the 23rd AGM to be held in the year 2018.

The Board upon the recommendation of Audit Committee at its meeting held on 21st May, 2018 proposed the re-appointment of M/s O P Bagla & Co LLP, Chartered Accountants, as the Statutory Auditors of the Company for the second term of five consecutive years to hold office from the conclusion of the 23rd AGM till the conclusion of the 28th AGM of the Company to be held in the year 2024.

M/s O P Bagla & Co LLP (Registration No. 000018N / N500091), Chartered Accountants, have consented to their re-appointment as Statutory Auditors and have confirmed that if re-appointed, their re-appointment will be in accordance with Section 139 read with Section 141 of the Companies Act, 2013.

Accordingly, approval of the members is being sought for re-appointment of M/s O P Bagla & Co LLP as Statutory Auditors of the Company in the resolution set out at item no. 4 of the notice.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed Ordinary Resolution as set out at item no. 4 of the notice.

The Board recommends the Ordinary Resolution as set out in item no. 4 of the notice for approval by the members.

ITEM NO. 5

Mr. Ajay Kumar Jain (DIN: 00148839) is a Chairman & Managing Director of the Company and having an experience of more than four decades in the automotive industry.

Mr. Ajay Kumar Jain was re-appointed as the Chairman & Managing Director of the Company at the 20th AGM held on 26th September, 2015 for a period three years with effect from 1st November, 2015 up to 31st October, 2018.

The current tenure of Mr. Ajay Kumar Jain, as Chairman & Managing Director will expire on 31st October, 2018. The Board upon the recommendation of Nomination and Remuneration Committee and in terms of the provisions of the Companies Act, 2013 at its meeting held on 21st May, 2018 proposed to re-appoint Mr. Ajay Kumar Jain, as Chairman & Managing Director for a tenure of five years with effect from 1st November, 2018 up to 31st October, 2023, subject to the approval of shareholders of the Company.

Mr. Ajay Kumar Jain is a Commerce Graduate from the prestigious Shriram College of Commerce, Delhi. He has been associated with the industry for more than four decades. He has served as the President of Honda Cars India Suppliers Club in the year 2011-12. He has also served as the Vice President of Toyota Kirloskar Suppliers' Association from 2006-2015. Currently, he is the President of Toyota Kirloskar Suppliers' Association.

The terms and conditions of re-appointment of Mr. Ajay Kumar Jain as Chairman & Managing Director are as follows:

A. Salary:

₹ 5.00 lacs per month with the authority to the Board of Directors (hereinafter referred to as the 'Board' which term shall include a duly constituted Committee of Directors) to determine the salary and grant increases from time to time taking into account the performance of the Company, subject to a ceiling of ₹ 20.00 lacs per month.

B. Commission:

2% of net profit before tax of the Company as calculated under the provisions of Section 198 of the Companies Act, 2013.

C. Perquisites, Allowances & Benefits:

The Chairman & Managing Director shall be entitled to the following:

- i. Rent free residential accommodation (furnished / unfurnished) with the Company bearing the cost of repairs, maintenance and utilities (e.g. gas, electricity and water charges) or house rent allowance in lieu thereof;
- ii. Free landline telephone facility at residence along with free mobile telephone facility;
- iii. Reimbursement of actual expenditure on medical treatment for self and dependent family members, including premium paid on health insurance policies, whether in India or abroad;
- iv. Leave travel for self and dependent family members;
- v. Subscription to club fees and other expenses incurred at the club;
- vi. Medical insurance, accident insurance or any other insurance paid by the Company;
- vii. Car with driver maintained by the Company for business and personal use. In addition, the Company shall also reimburse running and maintenance expenses of another car owned by, or leased / rented to the Chairman for business and personal use; and
- viii. Other perquisites / benefits / allowances subject to overall ceiling of remuneration stipulated in Section 197 or Schedule V of the Companies Act, 2013.

In addition to the above, Chairman & Managing Director will also be entitled to the following benefits:

- (i) Company's contribution to provident fund and superannuation fund; (ii) Payment of gratuity and other retirement benefits and (iii) Leave encashment.

D. Other terms and conditions:

- a) In the event of absence or inadequacy of profits in any financial year during the tenure of the Chairman & Managing Director, salary and perquisites subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013, are payable;
- b) "Family" means the spouse and dependent children of Mr. Ajay Kumar Jain;
- c) Leave with full pay and allowances shall be allowed as per the Company's rules;
- d) The Chairman & Managing Director shall not be liable to retire by rotation; and
- e) The perquisites as listed in para (C) above shall be valued as per the Income Tax Rules, 1962, wherever provided and / or applicable and in the absence of any such rules, perquisites shall be evaluated at actual cost. However, the value of perquisites will be subject to overall ceiling of remuneration stipulated under Section 197 or Schedule V of the Companies Act, 2013.

Mr. Ajay Kumar Jain, being an appointee, is interested in the resolution set out at item no. 5 of the notice.

Mrs. Vinay Kumari Jain, who is his relative and Non-Executive Director and Mr. Abhishek Jain, who is his relative and Chief Executive Officer and Managing 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 re-appointment of Mr. Ajay Kumar Jain. Accordingly, approval of the members is being sought for re-appointment of Mr. Ajay Kumar Jain as Chairman and Managing Director of the Company set out at item no. 5 of the notice.

Save and except the above, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed Special Resolution as set out at item no. 5 of the notice.

The Board recommends the Special Resolution as set out in item no. 5 of the notice for approval by the members.

ITEM NO. 6

Mr. Bhuwan Kumar Chaturvedi (DIN: 00144487) is a Non-Executive Independent Director of the Company. He joined the Board of the Company in December, 2013. Pursuant to the Companies Act, 2013 Mr. Bhuwan Kumar Chaturvedi, was appointed as a Non-Executive

Independent Director to hold office for a term of five consecutive years up to 25th December, 2018, by the members of the Company at the 19th AGM held on 27th September, 2014.

Pursuant to the provisions of Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company and shall be eligible for re-appointment on passing a special resolution by the Company for another term of up to five consecutive years on the Board of a Company. Based on the recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, Mr. Bhuwan Kumar Chaturvedi, being eligible for re-appointment as an Independent Director and offers himself for re-appointment, is proposed to be re-appointed as an Independent Director for another term of five consecutive years from 26th December, 2018 up to 25th December, 2023.

Mr. Bhuwan Kumar Chaturvedi has done B.E. (Mech.) from IIT Roorkee and M.B.A from IIM, Ahmedabad. He began his career with Tata Motors and went on to hold apex level positions such as Managing Director, Eicher Limited, President & Executive Director, Hindustan Motors Limited. Mr. Bhuwan Kumar Chaturvedi has been President of Tractor Manufacturers Association & Member of CII National Council. He has been Member of Syndicate-University of Roorkee, Member, Finance Committee-IIT Roorkee Alumni Association, Member, Board of Management Studies-AICTE and Member, Programme Advisory Committee (Mechanical, Civil Engineering and Robotics)-Department of Science and Technology, Government of India. Mr. Chaturvedi has rich and diverse top management experience in the automobile, auto components, engineering, real estate development and management consultancy business.

Accordingly, the Board recommends Special Resolution for the re-appointment of Mr. Chaturvedi as a Non-Executive Independent Director for another term of five consecutive years with effect from 26th December, 2018 to 25th December, 2023, for the approval by the shareholders of the Company.

Except Mr. Chaturvedi, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise.

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.

The Board recommends the Special Resolution as set out in item no. 6 of the notice for approval by the members.

ITEM NO. 7

Mr. Pravin Kumar Gupta (DIN: 06491563) is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in May, 2013. Pursuant to the Companies Act, 2013 Mr. Pravin Kumar Gupta, was appointed as a Non-Executive Independent Director to hold office for a term of five consecutive years up to 31st March, 2019, by the members of the Company at the 19th AGM held on 27th September, 2014.

Pursuant to the provisions of Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company and shall be eligible for re-appointment on passing a special resolution by the Company for another term of up to five consecutive years on the Board of a Company. Based on the recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, Mr. Gupta, being eligible for re-appointment as an Independent Director and offers himself for re-appointment, is proposed to be re-appointed as an Independent Director for another term of five consecutive years from 1st April, 2019 up to 31st March, 2024.

Mr. Pravin Kumar Gupta is a fellow member of the Institute of Chartered Accountants of India. He is a Managing Partner and a key person of M/s K. S. Gupta & Co., Chartered Accountants (Est.: 1955). He has more than 25 years of experience in both large and SME segments in manufacturing and service industries. He has wide and in depth knowledge and experience in the field of corporate finance and taxation, accounts, audit and indirect tax laws.

Accordingly, the Board recommends Special Resolution in relation to eligibility and re-appointment of Mr. Gupta as an Independent Director for another term of five consecutive years with effect

from 1st April, 2019 up to 31st March, 2024, for the approval by the shareholders of the Company.

Except Mr. Gupta, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise.

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.

The Board recommends the Special Resolution as set out in item no. 7 of the notice for approval by the members.

ITEM NO. 8

Mr. Ashok Kumar Jain (DIN: 06881412) is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in May, 2014. Pursuant to the Companies Act, 2013 Mr. Ashok Kumar Jain, was appointed as a Non-Executive Independent Director to hold office for a term of five consecutive years up to 26th May, 2019, by the members of the Company at the 19th AGM held on 27th September, 2014.

Pursuant to the provisions of Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company and shall be eligible for re-appointment on passing a special resolution by the Company for another term of up to five consecutive years on the Board of a Company.

Based on the recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, Mr. Ashok Kumar Jain, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for another term of five consecutive years from 27th May, 2019 up to 26th May, 2024.

Mr. Ashok Kumar Jain is a fellow member of the Institute of Chartered Accountants of India. Mr. Jain has over 33 years experience in petroleum, oil company and automobile sectors. He has been on the Board of Sona Koyo Steering Systems Limited from 2001-2003 as a Non-Executive Nominee Director. He has been Chairman of Maruti Employees Provident Fund Trust from 2001-2006. He has been associated with social welfare activities such as development of Children Park at India Gate. Currently, he is a proprietor of M/s Ashok Kumar Jain & Associates, Chartered Accountants.

Accordingly, the Board recommends Special Resolution in relation to eligibility and re-appointment of Mr. Jain as an Independent Director for another term of five consecutive years with effect from 1st April, 2019 up to 31st March 2024, for the approval by the shareholders of the Company.

Except Mr. Jain, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise.

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.

The Board recommends the Special Resolution as set out in item no. 8 of the notice for approval by the members.

ITEM NO. 9

The Board of Directors, on the recommendation of Audit Committee, at their meeting held on 21st May, 2018, approved the appointment and remuneration of M/s Rakesh Singh & Co. (Firm Registration No. 000247), Cost Accountants, to conduct the audit of the cost records of the Company for the financial year 2018-19.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, ratification of the members is being sought for the proposal contained in the resolution set out at item no. 9 of the notice.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed Ordinary Resolution as set out at item no. 9 of the notice.

The Board recommends the Ordinary Resolution as set out in item no. 9 of the notice for approval by the members.

Annexure 1

Pursuant to Regulation 26(4) and 36(3) of SEBI (Listing Obligations



and Disclosure Requirements) Regulations, 2015 and SS-2 issued by ICSI, A brief resume and other details or information about the

Directors proposed to be appointed / re-appointed at the 23rd AGM are furnished below and forms part of the notice:

Name of the Director	Mrs. Vinay Kumari Jain	Mr. Ajay Kumar Jain	Mr. Bhuwan Kumar Chaturvedi	Mr. Pravin Kumar Gupta	Mr. Ashok Kumar Jain
Director Identification Number (DIN)	00228718	00148839	00144487	06491563	06881412
Nationality	Indian	Indian	Indian	Indian	Indian
Date of Birth and age	20.02.1956 62 years	03.12.1954 63 years	06.03.1948 70 years	24.01.1962 56 years	03.06.1948 70 years
Date of first appointment	26.12.2013	18.10.1995	26.12.2013	08.05.2013	27.05.2014
Expiry of first term	NA	NA	25.12.2018	31.03.2019	26.05.2019
Qualification	Bachelor of Science from Delhi University	Commerce Graduate from Shriram College of Commerce, Delhi University	B.E. (Mech.) from IIT Roorkee and M.B.A. from IIM, Ahmedabad	Member of the Institute of Chartered Accountants of India	Member of the Institute of Chartered Accountants of India
Terms and conditions of appointment / re-appointment	Refer Item No. 3 of the notice	Refer Item No. 5 of the notice Re-appointment as the Chairman and Managing Director.	Refer Item No. 6 of the notice Re-appointment as a Non-executive Independent Director.	Refer Item No. 7 of the notice Re-appointment as a Non-executive Independent Director.	Refer Item No. 8 of the notice Re-appointment as a Non-executive Independent Director.
Details of remuneration last drawn (financial year 2016-17) and sought to be paid, if applicable	₹ 3.20 lacs	₹ 266.97 lacs	₹ 3.20 lacs	₹ 4.20 lacs	₹ 3.20 lacs
No. of Board Meetings attended during the financial year 2017-18	5 (five)	5 (five)	5 (five)	5 (five)	5 (five)
Relationships with other Directors, Managers and other key managerial personnel	Wife of Mr. Ajay Kumar Jain, Chairman & Managing Director and Mother of Mr. Abhishek Jain, CEO & Managing Director	Husband of Mrs. Vinay Kumari Jain, Non-Executive Director and Father of Mr. Abhishek Jain, CEO & Managing Director	Nil	Nil	Nil
List of Companies in which Directorships held as on 31 st March, 2018*	Nil	Nil	Ring Plus Aqua Limited	Nil	Nil
Chairmanship / Membership of specified Committees** of the Boards of above Companies as on 31 st March, 2018	Nil	Nil	Chairman of Audit Committee - Ring Plus Aqua Limited	Nil	Nil
No. of shares / convertible instruments held in the Company as on 31 st March, 2018 (a) Own (b) For other persons on a beneficial basis	533,890	3,867,180 90,123 [#]	Nil	Nil	Nil

* includes directorships held in public limited companies and excludes directorships in private limited companies, overseas companies and companies incorporated under Section 8 of the Companies Act, 2013 and of the Company.

** for the purpose of committees of Board of Directors, only audit and stakeholders' relationship committees in other public limited companies are considered.

[#] holding in the name of Ajay Kumar Jain HUF as Karta

By order of the Board

Place: Noida
Date : 21st May, 2018

Sonia Bhandari
Company Secretary

<Please register your e-mail address and make contribution to save our planet>



PPAP AUTOMOTIVE LIMITED

CIN: L74899DL1995PLC073281

Registered Office: 54, Okhla Industrial Estate, Phase-III, New Delhi-110020

Corporate Office: B-206A, Sector-81, Phase-II, Noida-201305 (U.P.)

Tel: +91-120-2462552 / 53; Fax: +91-120-2461371

Website: www.ppapco.in; E-mail ID: investorservice@ppapco.com

(To be presented at the entrance of the meeting venue)

Form MGT-11

PROXY FORM

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

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: _____ or failing him / her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 23rd Annual General Meeting of the Company, to be held on **Thursday, the 23rd day of August, 2018 at 11:30 a.m.** at M.P.C.U. Shah Auditorium, Mahatma Gandhi Sanskritik Kendra, Shree Delhi Gujarati Samaj Marg, Civil Lines, Delhi-110054 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions	For	Against
Ordinary Business			
1.	Adoption of audited financial statements (Standalone and Consolidated) of the Company for the financial year ended 31 st March, 2018, together with the Reports of the Board of Directors and Auditors' thereon.		
2.	Confirm the payment of interim dividend and declaration of final dividend on equity shares.		
3.	Re-appointment of Mrs. Vinay Kumari Jain (DIN: 00228718), who retires by rotation and, being eligible, offers herself for re-appointment.		
4.	Appointment of M/s O P Bagla & Co LLP (Firm Registration No. 000018N / N500091), Chartered Accountants, as Statutory Auditors of the Company for another term of five consecutive years.		
Special Business			
5.	Re-appointment of Mr. Ajay Kumar Jain (DIN: 00148839), as the Chairman and Managing Director of the Company.		
6.	Re-appointment of Mr. Bhuwan Kumar Chaturvedi (DIN: 00144487), as a Non-Executive Independent Director of the Company for another term of five consecutive years.		
7.	Re-appointment of Mr. Pravin Kumar Gupta (DIN: 06491563), as a Non-Executive Independent Director of the Company for another term of five consecutive years.		
8.	Re-appointment of Mr. Ashok Kumar Jain (DIN: 06881412), as a Non-Executive Independent Director of the Company for another term of five consecutive years.		
9.	Ratification of the remuneration payable to M/s Rakesh Singh & Co., Cost Accountants (Firm Registration No. 000247) as Cost Auditors of the Company for the financial year ending 31 st March, 2019.		

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

Signature of Shareholder

Signature of Proxy holder(s)

Affix
revenue
stamp

Notes:

- 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 the resolutions, explanatory statement and notes, please refer to the notice of the 23rd Annual General Meeting.
- It is optional to put a (✓) in the appropriate column against the Resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he / she thinks appropriate.

Route Map to the venue of the AGM

