



PPAP Automotive Limited

B-206A ■ Sector-81 ■ Phase-II ■ Noida 201305 ■ Uttar Pradesh ■ India
☎ +91-120-4093901 ✉ info@ppapco.com 🌐 www.ppapco.in

14th April, 2023

The Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001
Symbol: 532934

The Listing Department
The National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400051
Symbol: PPAP

Subject: Postal Ballot Notice - Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Dear Sir,

Pursuant to Regulation 30 read with Part A of Schedule III of the Listing Regulations, we hereby submit the Postal Ballot Notice along with the Explanatory Statement dated 13th April, 2023 ("Notice"), being sent to all the Members of the Company whose names appear on the Register of Members/ List of Beneficial Owners as on 7th April, 2023 ("Cut-off date") seeking approval of Members on the following item of special business, through remote e-voting system:

Sr. No.	Particulars	Type of Resolution
1.	To advance loan(s), to give guarantee(s) and provide security(ies) in terms of Sections 185 of the Companies Act, 2013.	Special Resolution

In compliance with Ministry of Corporate Affairs General Circular No. 14/2020 dated 8th April, 2020, Circular No. 17 / 2020 dated 13th April, 2020, in relation to extension of framework "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid - 19", and General Circular No. 11/2022 dated 28th December, 2022, in relation to extension of the framework provided in the aforementioned circulars up to 30th September, 2023 ("**MCA Circulars**"), issued by the Ministry of Corporate Affairs, Government of India, Regulation 44 of the Listing Regulations, the Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Depositories/DP as on the Cut-off date. The communication of assent or dissent of the Members would only take place through the remote e-voting system.

The Company has engaged the services of Link Intime India Private Limited to provide remote e-voting facility to its Members. The remote e-voting period commences from Sunday, 16th April, 2023 at 09:00 A.M. (IST) and ends on Monday, 15th May, 2023 at 5:00 P.M. (IST).

The results shall be declared on or before Wednesday 17th May, 2023 at 5:00 P.M. by posting the same on the website of the Company (www.ppapco.in), website of RTA (<https://instavote.linkintime.co.in>) and by filing with BSE Ltd. (www.bseindia.com) and National Stock



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Exchange of India Ltd. (www.nseindia.com) where shares of the Company are listed. It shall also be displayed on the Notice Board at the Registered Office & Corporate Office of the Company.

The Notice is also being made available on the website of the Company at www.ppapco.in.

You are requested to take the same on records.

Thanking you,

Yours Faithfully,

for **PPAP Automotive Limited**

Pankhuri Agarwal
Company Secretary and Compliance Officer



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, Uttar Pradesh

Tel: +91-120-4093901 Website: www.ppapco.in; E-mail ID: investorservice@ppapco.com

Notice of Postal Ballot

[Pursuant to provisions of Section 110 of the Companies Act, 2013 read with Section 108, Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Circulars issued by Ministry of Corporate Affairs, Government of India]

Dear Members,

Notice is hereby given pursuant to Section 110 read with Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Management Rules"), read with the General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17 / 2020 dated 13th April, 2020, in relation to extension of framework "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid - 19", and General Circular No. 11/2022 dated 28th December, 2022, in relation to extension of the framework provided in the aforementioned circulars up to 30th September, 2023 ("MCA Circulars"), issued by the Ministry of Corporate Affairs, Government of India and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), Secretarial Standards on General meeting issued by the Institute of Company Secretaries of India and pursuant to other applicable laws and regulations, that the resolution appended below is proposed for approval of the shareholders of PPAP Automotive Limited ("the Company") by postal ballot ("Postal Ballot") only through remote e-voting.

The members holding equity shares of the company are requested to carefully read all the instructions given in the notes.

SPECIAL BUSINESS:

1. To advance loan(s), to give guarantee(s) and provide security(ies) in terms of Sections 185 of the Companies Act, 2013

To consider and if though fit to pass following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification, amendment or re-enactment thereof for the time being in force, read with relevant rules framed thereunder and subject to such approvals, consents, sanction and permissions as may be necessary, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include, unless the context otherwise requires, any Committee which the Board may have constituted or hereinafter constitute) to advance any loan, including any loan represented by book debt or give guarantee or provide any security in connection with any loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Director of the Company is deemed to be interested (collectively referred to as "the Entities"), up to a maximum amount of Rs. 25,00,00,000 Crores [Rupees Twenty five Crores Only] at any time, provided that such loan is /are utilized by the Entities for their respective principal business activities.

RESOLVED FURTHER THAT the Board of Directors and/or key managerial personnel of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution."

By order of the Board
For PAPP Automotive Limited

Place: Noida
Date: 13th April, 2023

Pankhuri Agarwal
Company Secretary & Compliance Officer
A-59103

NOTES:

1. The explanatory statement pursuant to Sections 102 and 110 of the Companies Act, 2013 ("the Act") read together with the Rule 22 of the Companies (Management and Administration) Rules, 2014 stating all material facts and the reason for the proposal is annexed herewith. The Postal Ballot Notice is also placed on the website of the Company i.e. www.ppapco.in and at the relevant sections of the websites of the stock exchanges on which the shares of the Company are listed i.e. BSE Ltd. (www.bseindia.com) and National Stock Exchange of India Ltd. (www.nseindia.com).
2. The Postal Ballot Notice is being sent to all the Members, by e-mail, whose names appear in the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Friday, 7th April, 2023 ("the Cut-off date") and who have registered their email addresses with the Company's Share Transfer Agent i.e. Link Intime India Private Limited ("RTA") or Depository ("DP") through the respective Depository Participants. Any member who has not received the Postal Ballot Notice may write an e-mail to the Company at investorservice@ppapco.com or download from the website of the Company i.e. www.ppapco.in and also from the websites of the stock exchanges on which the shares of the Company are listed i.e. BSE Ltd. (www.bseindia.com) and National Stock Exchange of India Ltd. (www.nseindia.com).
3. The Company has appointed Mr. Chetan Gupta, Practicing Company Secretary (CP No. 7077) and Managing Partner at APAC & Associates LLP, Company Secretaries, as the Scrutinizer to ensure that the Postal Ballot process is conducted in a fair and transparent manner.
4. In compliance with Sections 108 and 110 of the Act and the rules made thereunder, the MCA Circulars and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through remote e-voting service facility arranged by Link Intime India Private Limited. The instructions for remote e-voting are provided as part of this Postal Ballot Notice.
5. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Friday, the 7th April, 2023. 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 Cutoff date will be entitled to cast their votes by e-voting. A member who is not holding shares of the Company as on Cut-off date shall treat this notice for information purpose only.
6. Process for updating / registration of email address and mobile numbers and updation of bank account details:
Members who have registered their email address with the Company / RTA/Depositories, login details for e-voting are being sent on the registered email address.
a) **Members holding shares in physical form or members who have not updated email address, mobile number and bank account details:**

Members who have not registered their email address, mobile number, bank account details and in consequence are not receiving communications from the Company electronically (viz. the Annual Report, notice of members meeting, e-voting details, etc.) may get their email address, mobile number and bank account details registered by providing the same to the Company's RTA at Noble Heights, 1st Floor, Plot NH 2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi - 110058. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e mail id and Form ISR-1, ISR-2, ISR-3/SH-13 and requested documents mentioned therein for updation of KYC including email address, mobile number and bank account details.

Members are requested to note that Securities and Exchange Board of India vide its circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021 has mandated that all the folios have to be KYC compliant and accordingly, asked the investors to register their PAN, KYC details and Nomination with the RTAs. SEBI has also directed that RTAs shall not process any service requests or complaints received from the holder(s) / claimant(s) till PAN, KYC and Nomination documents/details are registered. Hence, we request you to please register/update your PAN, KYC and Nomination details with our RTA, if not already done. For more information visit <https://www.linkintime.co.in> -> Resources -> Downloads -> KYC -> Formats for KYC.

b) Members holding shares in Dematerialized Form:

Please contact your DP and register / update your email address, mobile number and bank account details in your Demat account, as per the process advised by your DP.

7. A Member cannot exercise his vote by proxy on Postal Ballot.
8. Contact details of the person responsible to address the queries/grievances connected with the voting by Postal Ballot including voting by electronic means are as under:-
 - i. Ms. Pankhuri Agarwal
Company Secretary & Compliance Officer
B-206A, Sector-81, Phase-II, Noida-201305, Uttar Pradesh
Email: investorservice@ppapco.com
 - ii. Mr. Rajiv Ranjan
Link Intime INSTAVOTE helpdesk
enotices@linkintime.co.in/rnt.helpdesk@linkintime.co.in
contact on: 022 – 4918 6000/022-49186000
9. The remote e-voting period commences on Sunday, 16th April, 2023 at 9:00 A.M. and ends on Monday, 15th May, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by RTA for voting thereafter.
10. The instructions for shareholders for remote e-voting are as under:

As per the SEBI circular dated 9th December, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

A Individual Shareholders holding securities in demat mode with NSDL

- i. Existing IDeAS user can visit the e-Services website of NSDL viz. <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
- ii. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- iii. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

B Individual Shareholders holding securities in demat mode with CDSL

- i. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
- ii. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
- iii. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

- iv. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

C Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

- i. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
- ii. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No. and Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP) / Company shall use the sequence number provided to you, if applicable).

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format).

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

**Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

**Shareholders holding shares in NSDL form, shall provide 'D' above*

- Set the password of your choice (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).
- Click "confirm" (Your password is now generated).

iii. Click on 'Login' under '**SHARE HOLDER**' tab.

iv. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

Cast your vote electronically:

- i. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
- ii. E-voting page will appear.
- iii. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- iv. After selecting the desired option i.e. Favour / Against, 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.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <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.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on:- 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/ DOI, Bank Account Number (last four digits) etc. as mentioned above. 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.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No and Folio Number registered with the Company.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Other Instructions

- i. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
- ii. The Scrutinizer shall prepare Scrutinizer's Report on the total votes cast in favour or against, if any. The Scrutinizer will submit his report to the Chairman of the Company or any person authorized by him, after completion of scrutiny of votes received through E-voting.
- iii. The results shall be declared on or before Wednesday, 17th May, 2023 at 5:00 P.M. by posting the same on the website of the Company (www.ppapco.in), website of RTA (<https://instavote.linkintime.co.in>) and by filing with BSE Ltd. (www.bseindia.com) and National Stock Exchange of India Ltd. (www.nseindia.com) where shares of the Company are listed. It shall also be displayed on the Notice Board at the Registered Office & Corporate Office of the Company.
- iv. Resolutions passed by the Members through Postal Ballot are deemed to have been passed at a General Meeting of the Members. The Resolutions, if approved by the requisite majority of Members by means of Postal Ballot, shall be deemed to have been passed on the last date of voting, i.e. Monday, 15th May, 2023.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item-i

Pursuant to the provisions of Section 185 of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) ["the Act"] a company may advance any loan including loan represented by way of a book debt to and/or give any guarantee and/or provide any security in connection with any loan taken/to be taken by any person in whom any of the director of the company is interested, subject to compliance with the following conditions:

- a. If a special resolution is passed by the company in general meeting; and
- b. The loan(s) are utilised by the borrowing companies for their principal business activities.

Further, Section 185 of the Act does not apply in case of any loan made by a holding company to its wholly-owned subsidiary company or any guarantee given or security provided by a holding company in respect of any loan made to its wholly-owned subsidiary company; or any guarantee given or security provided by a holding company in respect of loan made by any bank or financial institution to its subsidiary company.

Therefore in order to augment the long term resources of the Company and to render support for the business requirements of Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Director of the Company is deemed to be interested (collectively referred to as "the Entities"), the Board of Directors in its meeting held on 25th March, 2023 has proposed and approved for seeking the shareholder approval to advance any loan, including any loan represented by book debt or give guarantee or provide any security in connection with any loan taken/to be taken by the Entities, as the Board of the Directors in its absolute discretion deems fit and beneficial and in the best interest of the Company, up to maximum amount of Rs. 25,00,00,000 Crores (Rupees Twenty five Crores Only) at any time, provided that such loan is /are utilized by the Entities for their respective principal business activities.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any) and/or such bodies corporate to whom loans, guarantee and security being advanced/given/provided by the Company pursuant to this Special Resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board, recommend the passing of the Special Resolution as set forth in this Notice.

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

Place: Noida
Date: 13th April, 2023

Pankhuri Agarwal
Company Secretary & Compliance Officer
A-59103