



20th December, 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 ("Notice"), being sent to the members of the Company whose names appear on the Register of Members/ List of Beneficial Owners as on 8th December, 2023 ("Cut-off date") seeking approval of Members on the following items of special business, through remote e-voting system:

S.no	Particulars	Type of resolution
1	Appointment of Mr. Rohit Rajput (DIN: 07944150) as an Independent Director of the Company for the first term of five consecutive years with effect from 9 th November, 2023 to 8 th November, 2028.	Special Resolution
2	Payment of remuneration by way of commission	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", General Circular No. 11/2022 dated 28th December, 2022 and General Circular No. 9/2023 dated 25th December, 2023, in relation to extension of the framework provided in the aforementioned circulars up to 30th September, 2024 ("MCA Circulars"), issued by the Ministry of Corporate Affairs, Government of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Depositories/DP or Company 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 Friday, 22nd December, 2023 at 9:00 A.M. and ends on Saturday, 20th January, 2024 at 05:00 P.M..

The results shall be declared on or before Tuesday, 23rd January 2024 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.



PPAP Automotive Limited

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

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

This is for your information and record.

Thanking you,

Yours faithfully,

For **PPAP Automotive Limited**

Pankhuri Agarwal

Company Secretary & 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", General Circular No. 11/2022 dated 28th December, 2022 and General Circular No. 9/2023 dated 25th September, 2023 in relation to extension of the framework provided in the aforementioned circulars up to 30th September, 2024 ("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 resolutions appended below are proposed for approval of the shareholders of PPAP Automotive Limited ("the Company") by 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. Appointment of Mr. Rohit Rajput (DIN:07944150) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to Section 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Schedule IV thereto and the Rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s), statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Rohit Rajput (DIN: 07944150), who was appointed as an Additional Director (Independent) of the Company w.e.f. 9th November, 2023 by the Board of Directors upon the recommendation of Nomination and Remuneration Committee of the Company in terms of Section 161 of the Act, and who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment and in respect of whom, the Company has received a notice in writing from a member under Section 160(1) of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, for a first term of five consecutive years with effect from 9th November, 2023 to 8th November, 2028.

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."

2. Payment of remuneration by way of commission

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

"RESOLVED THAT pursuant to Section 149, 197, 198, Schedule V and all other applicable provisions of the Companies Act, 2013 ("the Act") and rules made thereunder and Regulation 17(6)(ca) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members of the Company be and is hereby accorded in relation to the payment of remuneration by way of commission upto an amount of ₹ 10,00,000/- (Rupees Ten lacs only) for the financial year 2023-24 to Mr. Deepak Kumar Sethi (DIN: 03605973) Independent Director of the Company, which is likely to exceed 50% (fifty percent) of the aggregate remuneration paid / payable to all Non-Executive Directors of the Company for the said financial year.

RESOLVED FURTHER THAT the remuneration by way of commission shall be payable as minimum remuneration notwithstanding the profits / absence of profits / inadequacy of profits of the Company during financial year 2023-24, and that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Act.

RESOLVED FURTHER THAT the above remuneration by way of commission shall be in addition to fees payable to the Director(s) for attending the meetings of the Board or Committees thereof and reimbursement of expenses for participation in the meeting of Board or Committees.

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 **PPAP Automotive Limited**

Place: Noida

Date: 27th November, 2023 Company Secretary & Compliance Officer
Pankhuri Agarwal
A-59103

NOTES:

1. The explanatory statement pursuant to Section 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, 8th December, 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 through the respective Depository Participants (“DP”). 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 Section 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 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, 8th December, 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 November 03, 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
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 no.: 022 – 4918 6000
9. The remote e-voting period commences on Friday, 22nd December, 2023 at 9:00 A.M. and ends on Saturday, 20th January, 2024 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 December 9, 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 evoting 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 + 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: - Tel: 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 + 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 Tuesday, 23rd January, 2024 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. Saturday, 20th January, 2024.

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

Item-i

Members may note that the Board of Directors of the Company upon the recommendation of Nomination and Remuneration Committee, have appointed Mr. Rohit Rajput (DIN: 07944150) as an Additional Director (Independent) w.e.f. 9th November, 2023, for the first term of five consecutive years subject to the approval of Shareholders.

Pursuant to Regulations 17(1C) of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), Mr. Rohit Rajput shall hold office upto the date of next Annual General Meeting or for a period of three months from the date of appointment whichever is earlier.

Mr. Rohit Rajput is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act 2013, ("the Act") and has given his consent to act as a Director.

Mr. Rohit Rajput is not debarred from holding the office of Director, pursuant to Securities and Exchange Board of India's order or any other authority. The Company has received a declaration from Mr. Rohit Rajput that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of the Listing Regulations.

In the opinion of the Board, Mr. Rohit Rajput fulfills the conditions for appointment as an Independent Director specified in the Act and rules made thereunder and the Listing Regulations. Mr. Rohit Rajput is independent to the management.

The Board is also satisfied with regard to integrity, expertise and experience (including proficiency) of Mr. Rohit Rajput.

The Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company under Section 160 of the Act.

The Board evaluated the performance of Mr. Rohit Rajput on the basis of criteria laid down in the Nomination and Remuneration Policy of the Company and expressed their satisfaction for his appointment as an Independent Director of the Company.

The resolution seeks the approval of members for appointment of Mr. Rohit Rajput as an Independent Director pursuant to Section 149 and other applicable provisions of the Act and rules made thereunder to hold office for a first term of five consecutive years w.e.f. 9th November, 2023 upto 8th November, 2028.

Mr. Rohit Rajput meets the following skills and capabilities as laid down by Board of Directors:

- A. Knowledge / experience
 - i. Experience of CEO or senior management or track record of superior results
 - ii. Understanding of relevant laws, rules, regulation and policies
 - iii. Sound understanding of human capital enrichment
- B. Technical skills / experience
 - i. Financial literacy
 - ii. Sales and marketing
 - iii. Compliances and risk mitigation
- C. Behavioral competencies
 - i. High ethical standards of integrity and probity
 - ii. Leadership and interpersonal skills
 - iii. Mentoring abilities

The Board is of the opinion that it will be beneficial to the Company to avail his services as an Independent Director of the Company therefore the Board, recommend the passing of the Special Resolution as set forth in Item no. 1 of this Notice.

A copy of the draft letter for the appointment of Mr. Rohit Rajput as an independent director setting out the terms and conditions is available on the website of the Company for inspection during e-voting period.

Details of Mr. Rohit Rajput are provided in the "Annexure - A" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Mr. Rohit Rajput is concerned or interested in the resolution no 1 of the accompanying notice relating to his appointment and his relatives are concerned or interested to the extent their shareholding, if any, in the Company. None of the other Directors/ Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested financially or otherwise, in the proposed Resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Item-ii

Mr. Deepak Kumar Sethi (DIN: 03605973) hands-on 40 years' work experience in automobile sector is instrumental in pressing forward the business. Considering the contribution and time involved in deliberating on the strategic and critical issues, the Board of Directors upon recommendation of Nomination and Remuneration Committee, approved payment of remuneration by way of commission upto an amount of ₹ 10,00,000 (Rupees Ten Lakhs only) for the financial year ending 31st March, 2024 in addition to fees payable for attending the meetings of the Board or Committees thereof.

Further shareholders through postal ballot on 31st March, 2023 had approved the payment of remuneration by way of commission, payable as a minimum remuneration notwithstanding the profits / absence of profits / inadequacy of profits, and, that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Companies Act, 2013 in such manner as may be determined by the Board of Directors of the Company to Non-Executive Directors of the Company.

However as per Regulation 17(6)(ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") approval of shareholders by special resolution is required annually, in case annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors.

The proposed remuneration by way of commission to Mr. Deepak Kumar Sethi is likely to exceed fifty per cent of the total annual remuneration payable to all non-executive directors during the financial year ending 31st March, 2024.

Thus, the Board, recommend the shareholders passing of the Special Resolution as set forth in Item no. 2 of this notice.

Mr. Deepak Kumar Sethi is concerned or interested in the resolution no. 2 of the accompanying notice and his relatives are concerned or interested to the extent their shareholding, if any, in the Company. None of the other Directors/ Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested financially or otherwise, in the proposed Resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Details as per Secretarial Standard on General Meetings ("SS-2") are attached as Annexure-A forming part of the notice. Details required under Part II Section II of Schedule V of the Act are attached as Annexure-B forming part of the notice.

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

Place: Noida
Date: 27th November, 2023

Pankhuri Agarwal
Company Secretary & Compliance Officer
A-59103

Annexure A

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India

S. No.	Particular		
1	Name	Mr. Rohit Rajput	Mr. Deepak Kumar Sethi
2	Category/ Designation	Independent Director	Independent Director
3	Director Identification Number (DIN)	07944150	03605973
4	Age	45 years	64 years
5	Date of Birth	4 th January, 1978	10 th August, 1959
6	Original Date of Appointment	9 th November, 2023	4 th February, 2023
7	Qualification	Graduate in mechanical engineering and MBA finance from MDI, Gurugram	Mechanical Engineering Graduate from Delhi College of Engineering and Postgraduate from IIM, Ahmedabad
8	Experience and expertise in specific functional Area	Mr. Rohit Rajput has over 21 years of experience across a variety of disciplines from engineering, banking, entrepreneurship & consulting.	He has 40 years work experience in Automobile sector including 38 years of work experience in Maruti Suzuki primarily in areas of Vendor Development/ Supply Chain, Manufacturing and Quality.
9	Brief Profile	Mr. Rohit Rajput is the former CEO of Max Asset Services, the asset operations arm of Max Ventures & Industries, and was a director in Max I, that focused on VC investments in Real estate enabled & Clean-tech businesses. He was also part of the founding team at Max Ventures.	Mr. Deepak Kumar Sethi- Mechanical Engineering Graduate from Delhi College of Engineering and Postgraduate from IIM, Ahmedabad. He has 40 years' work experience, primarily in Automobile sector. He has worked with Maruti Suzuki for over 38 years. During his tenure in Maruti he was deputed as whole time Director of Suzuki Powertrain India Limited which manufactured Diesel Engines, Transmissions and 2W engines and headed Supply Chain Vertical of Maruti Suzuki as Executive Director (Supply Chain) and Quality Vertical as Executive Director (Quality Assurance).
10	Number of Board meetings attended during the financial year (01-04-2023 to 27-11-2023)	1	3
11	Directorship in other Companies along with listed entities	ATKINS INDIA (1975) PVT LTD	1. Nippon Thermostat India Ltd. 2. SKH Metals Ltd.
12	Listed entities from which director has resigned in last three years	NIL	NIL
13	Chairmanship/ Membership of Committees in other Companies including PPAP Automotive Limited	Chairman of Corporate Social Responsibility Committee of PPAP Automotive Limited Member of Audit Committee, Nomination and Remuneration committee of PPAP Automotive Limited	Chairman of Audit Committee of PPAP Automotive Limited Member of Corporate Social Responsibility and Stakeholder Relationship Committee of PPAP Automotive Limited
14	Number of Equity Shares held in the Company	NIL	NIL
15	Number of Equity Shares held in the Company for any other person on a beneficial basis	NIL	NIL

16	Relationship between Directors inter-se; with other Director and Key Managerial Personnel of the Company	None	None
17	Terms and conditions of appointment or re-appointment	Terms and Conditions of appointment are mentioned in draft letter of appointment, which is available on the website of the Company upto the last date of e-voting i.e. Saturday 20 th January, 2024	NA
18	Details of Remuneration last drawn (during FY24)	NA	Sitting fees of Rs. 1,50,000
19	Remuneration proposed to be paid	Sitting Fees and remuneration by way of commission in accordance with the provision of the Companies Act, 2013	Sitting Fees and remuneration by way of commission in accordance with the provision of the Companies Act, 2013
20	Justification for appointment as an Independent Director	As per Explanatory Statement of Postal Ballot Notice.	NA

Annexure B

Disclosure as required under Section II of Part II of Schedule V to the Companies Act, 2013

S.No	General Information					
I	a	Nature of Industry	Auto component			
	b	Date of commencement of commercial production	The Company commenced its business on 1 st November, 1995 (certificate of commencement)			
	c	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA			
	d	Financial performance of the Company based on given indicators	(Rs. In Lacs)			
			Particulars	2022-23	2021-22	2020-21
			Total Income	49,561.91	41,106.86	32,383.20
			Earning before interest, tax, depreciation and amortization expense	4,885.15	4,104.59	3,635.65
			Less: Interest	1,029.83	598.30	369.35
			Depreciation and amortization expense	2954.00	2,895.09	2,632.44
			Profit / (loss) before exceptional and extraordinary items and tax	901.32	611.20	633.86
			Profit / (loss) for the period	681.02	458.82	483.61
	e	Foreign investments or collaborations, if any	The Company has a technical collaboration with Tokai Kogyo Co. Ltd, Japan and Nissen Chemitec Corporation, Japan			

II	Information about the Appointee	
a	Background details	He has 40 years work experience in Automobile sector including 38 years of work experience in Maruti Suzuki primarily in areas of Vendor Development/ Supply Chain, Manufacturing and Quality.
b	Past Remuneration	Sitting fees of Rs. 1,50,000
c	Recognition or awards	Mr. Deepak Kumar Sethi started his career in 1948 as a member of initial vendor development team in Maruti. Over the years his efforts were materialized and was deputed as whole time Director of Suzuki Powertrain India Limited. He also headed Supply Chain Vertical of Maruti Suzuki as Executive Director (Supply Chain) and Quality Vertical as Executive Director (Quality Assurance).
d	Job Profile and Suitability	Expected to perform duties, whether statutory, fiduciary, faithfully, efficiently and diligently to a standard commensurate with both the functions of his role and knowledge, skills and experience. Mr. Deepak Kumar Sethi is a highly experienced professional having specialized knowledge and skills to guide the Company on latest technological developments, global market trends and other relevant indicators for business enhancement.
e.	Remuneration proposed	As mentioned in item no. 2 of Postal ballot notice
f.	Comparative remuneration, profile with respect to industry, size of the Company, profile of the position and person	The proposed commission commensurate with qualifications, experience, the remuneration levels in the industry and the responsibilities associated with Mr. Deepak Kumar Sethi.
g.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, or other director if any	NA

III.		Other Information	
	a	Reasons of loss or inadequate profits	The resolution is passed as an abandoned caution under Schedule V.
	b	Steps taken or proposed to be taken for improvement	
	c	Expected increase in productivity and profits in measurable terms	