



PPAP Automotive Limited

B-206A ■ Sector-81 ■ Phase-II ■ Noida 201305 ■ Uttar Pradesh ■ India
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22nd January, 2024
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: Scrutinizer's Report and Voting results of Postal Ballot notice dated 27th November, 2023

Dear Sir,

In continuation to the letter dated 20th December, 2023 enclosing the following w.r.t. Postal Ballot notice dated 27th November, 2023 :

- i. Scrutinizer's Report pursuant to Section 108 and Section 110 of the Companies Act, 2013 and
- ii. Voting results under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your information and record.

Thanking you,
Yours faithfully,
For **PPAP Automotive Limited**

Pankhuri Agarwal
Company Secretary & Compliance Officer



SCRUTINIZER'S REPORT

[Pursuant to Section 108 & 110 of the Companies Act, 2013 and Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and MCA General Circular No.s 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 in relation to extension of the framework provided in the aforementioned circulars upto September 30, 2024 issued by the Ministry of Corporate Affairs, Government of India (hereinafter collectively referred to as "MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR, 2015"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, as amended and pursuant to other applicable laws and regulations]

To

**The Chairman
PPAP Automotive Limited (the "Company")
54, Okhla Industrial Estate,
Phase III, Delhi - 110 020**

Sub: Scrutinizer Report on the Postal Ballot process conducted through remote e-voting from December 22, 2023 to January 20, 2024, in respect of passing of the Special Resolutions set-out in the notice dated November 27, 2023

Dear Sir,

I, Chetan Gupta, Company Secretary in Practice (COP No – 7077) & Managing Partner, APAC & Associates LLP, (ICSI Unique Code – P2011DE025300), have been appointed as Scrutinizer by the Board of Directors of the Company for the postal ballot as referred in the captioned subject.

- i. to scrutinize the remote e-voting carried out during December 22, 2023 (IST 9:00 A.M.) to January 20, 2024 (5:00 P.M.); and
- ii. to scrutinize the remote e-voting system of the postal ballot on the resolution(s) proposed in the Postal ballot notice dated November 27, 2023 of the Company.

APAC & Associates LLP, a Limited Liability Partnership with LLP Registration No. AAF-7948

**Regd. Office: 604-605, PP City Centre, Road No. 44, Pitampura, New Delhi - 110 034
Tel.: +91-11- 42502625 • E-mail: info@apacandassociates.com • Website: www.apacandassociates.com**

Management's Responsibility

The management of the Company is responsible to ensure the compliance for conducting the postal ballot of the Company through remote e-voting system in accordance with the provisions of the Companies Act, 2013 read with rules made thereunder and the MCA Circulars issued in this regard.

The Company has engaged the services of Link Intime India Private Limited ("LIPL"), to provide remote e-voting facility to the members.

Scrutinizer's Responsibility

My responsibility as a Scrutinizer is ascertaining the requisite majority on voting through Postal Ballot by remote e-voting process offered by LIPL, and submit the Scrutinizer's report of the votes cast "in favor" or "against" the resolutions, based on the data downloaded from e-voting website of LIPL.

1. Further for the above, I submit my report as under:
 - a. The voting rights were reckoned on December 08, 2023, being the "Cut-Off Date" to determine entitlements of the members to vote on the resolutions outlined in the Postal Ballot Notice through remote e-Voting on the resolutions (item no. 1 and item no. 2 as set out in the Postal Ballot notice of the Company).
 - b. The notice along with statement setting out material facts, as confirmed by the Company, was sent to the members on December 20, 2023 in respect of the said resolution(s), through electronic mode to those members whose e-mail addresses are registered with the Company/depositories.
 - c. After the conclusion of the remote e-voting, the votes cast by the members through remote e-voting system, were downloaded from the e-voting website of LIPL on January 20, 2024 around 05:02 pm in the presence of two witnesses, Divya Arora and Akash who are not in the employment of the Company.
 - d. A summary of the votes cast electronically is given as under:

SPECIAL BUSINESS

Item No. 1

Special Resolution: To approve appointment of Mr. Rohit Rajput (DIN:07944150) as an Independent Director of the Company for a first term of five consecutive years with effect from 9th November, 2023 to 8th November, 2028.

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

Number of members who voted	Number of votes cast by them	% of the total number of valid votes cast
30	9103123	99.99

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

Number of members who voted	Number of votes cast by them	% of the total number of valid votes cast
12	26	0.01

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
0	0

Item No. 2

Special Resolution: To approve the payment of remuneration by way of commission upto an amount of Rs. 10,00,000 for the Financial Year 2023-24 to Mr. Deepak Kumar Sethi (DIN: 03605973), Independent Director of the Company.

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

Number of members who voted	Number of votes cast by them	% of the total number of valid votes cast
30	9103123	99.99

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

Number of members who voted	Number of votes cast by them	% of the total number of valid votes cast
12	26	0.01

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
0	0

- (i) Based on the aforesaid results, I report that the resolution as set out in Item No. 1 and Item No. 2 of the Notice of Postal Ballot dated November 27, 2023, have been **passed with requisite majority**. You may declare the result accordingly.
- (ii) It is to be noted:
- a. The members abstained from voting were not considered; and
 - b. Body Corporates whose authorization resolutions/letter were not received were considered as invalid.
- (iii) The relevant records relating to remote e-voting shall remain in my safe custody until the Chairman signs the report and thereafter, the same shall be handed over to the Company Secretary for safe keeping.

Restriction on Use

This report has been issued at the request of the Company for (i) submission to Stock Exchange, (ii) to be placed on the website of the Company and (iii) website of LIPL. This report is not to be used for any other purpose or to be distributed to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking you,

Yours faithfully,

For **APAC & Associates LLP**
Company Secretaries

CHETAN GUPTA

Digitally signed by
CHETAN GUPTA
Date: 2024.01.22
13:03:03 +05'30'

Chetan Gupta
Managing Partner
COP No.:7077

Membership No: 6496
Unique ICSI Code: P2011DE025300
PEER Reviewed No: 3688/2023
UDIN: F006496E003275828

Countersigned by:

For and on behalf of
PPAP Automotive Limited

Ajay Kumar Jain
Chairman & Managing Director

Date: January, 22 2024
Place: New Delhi

PPAP Automotive Limited

Resolution Required :Special		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 9th November, 2023 to 8th November, 2028.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	9100867	9100867	100.0000	9100867	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9100867	100.0000	9100867	0	100.0000	0.0000
Public Institutions	E-Voting	798013	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	4101120	2282	0.0556	2256	26	98.8606	1.1394
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2282	0.0556	2256	26	98.8606	1.1394
Total		14000000	9103149	65.0225	9103123	26	99.9997	0.0003

PPAP Automotive Limited

Resolution Required :Special			2 - Payment of remuneration by way of commission upto an amount of Rs. 10,00,000 for the Financial Year 2024 to Mr. Deepak Kumar Sethi (DIN : 03605973), Independent Director of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	9100867	9100867	100.0000	9100867	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9100867	100.0000	9100867	0	100.0000	0.0000
Public Institutions	E-Voting	798013	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	4101120	2282	0.0556	2256	26	98.8606	1.1394
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2282	0.0556	2256	26	98.8606	1.1394
Total		14000000	9103149	65.0225	9103123	26	99.9997	0.0003