



PPAP AUTOMOTIVE LIMITED

(Formerly Precision Pipes and Profiles Company 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.)

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

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

NOTICE

NOTICE is hereby given that the Twenty First Annual General Meeting of the members of **PPAP Automotive Limited** (Formerly Precision Pipes and Profiles Company Limited) will be held on **Wednesday, the 7th day of September 2016 at 10:30 a.m** at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110003 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, 2016, 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 2015-16.
3. To appoint a Director in place of Mrs. Vinay Kumari Jain (DIN: 00228718), 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 Sections 139-142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s O.P. Bagla & Co. (Firm Registration No. 000018N), Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Twenty Second Annual General Meeting of the Company to be held in the year 2017 at such remuneration plus service tax, out-of-pocket expenses, etc., 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 an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s Chittora & Co. (Firm Registration No. 000385), Cost Accountants, appointed as the Cost Auditors of the Company by the Board of Directors, to conduct the audit of the cost records of the Company for the financial year 2016-17, at a remuneration of ₹ 1,50,000/- (Rupees One Lac Fifty Thousand Only) excluding service tax, travelling and other out-of-pocket expenses, if any, incurred by them in connection with the aforesaid audit, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors and / or the Company Secretary be and are hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

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 196, 197 and 203 or any other applicable provisions of

the Companies Act, 2013 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 Companies Act, 2013 and subject to the approval of Central Government or other Government authority / agency / board, if any, the approval of the shareholders be and is hereby accorded for the modification in the terms of appointment, including payment of remuneration, of Mr. Ajay Kumar Jain (DIN: 00148839), Chairman and Managing Director of the Company, with effect from 1st June, 2016 to 31st October, 2018, as recommended by the Nomination and Remuneration Committee and set out in the explanatory statement as annexed to the notice.

RESOLVED FURTHER THAT Mr. Abhishek Jain (DIN: 00148839), Whole Time Director, Mr. Manish Dhariwal, Chief Financial Officer and Mrs. Sonia Bhandari, Company Secretary of the Company be and are hereby severally 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.”

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 196, 197 and 203 and any other applicable provisions of the Companies Act, 2013 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 Companies Act, 2013 and subject to the approval of Central Government or other Government authority / agency / board, if any, the approval of the shareholders be and is hereby accorded for the modification in the terms of appointment, including payment of remuneration, of Mr. Abhishek Jain (DIN: 00137651), Whole Time Director of the Company, with effect from 1st June, 2016 to 31st May, 2018, as recommended by the Nomination and Remuneration Committee and set out in the explanatory statement as annexed to the notice.

RESOLVED FURTHER THAT Mr. Ajay Kumar Jain (DIN: 00148839), Chairman & Managing Director, Mr. Manish Dhariwal, Chief Financial Officer and Mrs. Sonia Bhandari, Company Secretary of the Company be and are hereby severally 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.”

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

Place : Noida
Date : 19th May, 2016

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 shareholder(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. Members / proxies should bring their attendance slips duly filled in for attending the Meeting.



6. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
7. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to submit a duly certified copy of the Board Resolution / Power of Attorney authorizing their representative to attend and vote on their behalf at the Meeting.
8. Explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013, in respect of item no. 4 to 7 of the notice is annexed hereto. The relevant details, in terms of Regulation 36 of Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosures Requirements) Regulations, 2015, in respect of Directors proposed to be re-appointed along with their profiles, are disclosed in the Corporate Governance Report forming part of the Annual Report.
9. The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, 1st September, 2016 to Tuesday, 6th September, 2016 (both days inclusive).
10. Final Dividend of ₹ 1 per equity share has been recommended by the Board of Directors, if approved by the Members at the ensuing Annual General Meeting, will be paid on and after Thursday, 29th September, 2016 to those members whose names appear on the Company's Register of Members as on Wednesday, 31st August, 2016. 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 Wednesday, 31st August, 2016 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 ₹ 1 per equity share was paid on 24th November, 2015.
11. 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.
12. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.
13. a) Members holding the shares in electronic mode may please note that their dividend would be paid through National Electronic Clearing System (NECS) or Electronic Clearing Services (ECS) at the available Reserve Bank of India locations. The dividend would be credited to their bank accounts as per the mandate given by the Members to their Depositories Participants. In the absence of availability of NECS / ECS facility, the dividend would be paid through warrants and the Bank details as furnished by the respective depositories to the Company will be printed on their dividend warrants as per the applicable Regulations.
b) Members are requested to send their bank account particulars (viz. Account No., Name & Branch of the Bank and the MICR Code) to their Depositories Participants in case the shares are held in electronic mode or to the Registrar and Share Transfer Agents in case the shares are held in physical mode for printing on dividend warrant to ensure that there is no fraudulent encashment of the warrants.
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 a week 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 1:00 p.m. upto 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. Pursuant to Section 72 of the Companies Act, 2013, Members holding shares in physical form, are advised to file nomination in the prescribed Form SH-13 with the Company's registrar and share transfer agent. In respect of shares held in electronic / demat form, the Members may please contact their respective depository participant.
18. In compliance with the provisions of Section 108 of the Companies Act, 2013, and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by

CDSL, on all resolutions set forth in this Notice. The Company has appointed M/s APAC & Associates, Company Secretaries, as 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:-

In case of members receiving e-mail:

- (i) The voting period begins on Saturday, 3rd September, 2016 (10:00 a.m. IST) and ends on Tuesday, 6th September, 2016 (5:00 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 (record date) of Wednesday, 31st August, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). • Members who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd / mm / yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of PPAP Automotive Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES / NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.



- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
 - (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
 - (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xviii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - (xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
 - (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
19. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956 (which are still applicable as the relevant sections under the Companies Act, 2013, are yet to be notified), the Company has transferred, on due date, the unpaid or unclaimed Initial Public Offer (IPO) application money to the Investor Education and Protection Fund (IEPF). Pursuant to Rule 3 of the Investor Education and Protection Fund (IEPF) (Awareness and Protection of Investors) Rules, 2001 and IEPF (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 26th September, 2015 (date of the last Annual General Meeting) on the website of the Company (www.ppapco.in) and also on the website of the Ministry of Corporate Affairs (www.mca.gov.in). Members are requested to ensure that they claim the dividend(s) from the Company before transfer of the said amounts to IEPF.
20. Members may also note that the Notice of the 21st Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company’s website www.ppapco.in for their download. The physical copies of the aforesaid documents will also be available at the Company’s Registered Office in New Delhi for inspection during normal business hours on the working days. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication, the shareholders may also send requests to the Company’s investor email ID: investorservice@ppapco.com.
21. Members, who have not registered their e-mail address so far, are requested to register their email addresses for receiving all communications including Annual Report, Notices, Circulars etc. from the Company in electronic form.

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

ITEM NO. 4

M/s O.P. Bagla & Co. (Firm Registration No. 000018N), Chartered Accountants, New Delhi, were appointed as the statutory auditors of the Company for a period of four years at the AGM of the Company held on 27th September, 2014, to hold office till the conclusion of Twenty Third AGM of the Company to be held in the year 2018.

As per the provisions of Section 139(1) of the Companies Act, 2013, their appointment for the above tenure is subject to ratification by Members at every AGM.

Accordingly, ratification of the Members is being sought for the proposal contained 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

Pursuant to the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a Cost Auditor to audit the cost records of the Company.

On recommendation of the Audit Committee at its meeting held on 19th May, 2016, the Board has approved the appointment of M/s. Chittora & Co., (Firm Registration No. 000385), Cost Accountants as the Cost Auditors of the Company for the financial year 2016-17, in connection with the Cost Audit. The remuneration of the Cost Auditors as set out in the Resolution is required to be ratified subsequently by the shareholders in accordance to the provisions of the Section 148 of the Companies Act, 2013 Act and Rule 14 of the Companies (Audit and Auditors) Rules, 2014.

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. 5 of the Notice.

The Board recommends the Ordinary Resolution as set out in Item No. 5 of the Notice for approval by the Members.

ITEM NO. 6

The Board of Directors of the Company at its meeting held on 19th May, 2016, subject to the approval of the Central Government or other Government authority / agency / board and Members of the Company, had modified the terms of appointment, including payment of remuneration, of Mr. Ajay Kumar Jain (DIN: 00148839), Chairman and Managing Director of the Company, with effect from 1st June, 2016 to 31st October, 2018, on recommendations of the Nomination and Remuneration Committee.

Mr. Ajay Kumar Jain is a Chairman and Managing Director of the Company and having an experience of more than three decades in the automotive industry. He is a Commerce Graduate from Shriram College of Commerce, Delhi. He has excellent grasp and thorough knowledge of not only automotive industry but also of general management.

Revised terms and conditions of appointment of Mr. Ajay Kumar Jain, Chairman and Managing Director, of the Company are as follows:

A Basic Salary :

₹ 3.00 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 ₹ 15.00 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 :

The Chairman and Managing Director shall be entitled to the following perquisites and benefits:

- 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 and Managing Director 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 and 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.

A. Other terms and conditions:

- a) In the event of absence or inadequacy of profits in any financial year during the tenure of the Chairman and 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 and Managing Director shall not be liable to retire by rotation.
- 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 is interested in the resolution set out at item no. 6 of the Notice.

Mrs. Vinay Kumari Jain, who is his relative and Non-Executive Director and Mr. Abhishek Jain, who is his relative and Whole Time Director of the Company and their other relatives, to the extent of their shareholding in the Company, may be deemed to be concerned or interested in the Resolution set out at Item No. 6.

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

The Board of Directors of the Company at its meeting held on 19th May, 2016, subject to the approval of the Central Government or other Government authority / agency / board and Members of the Company, had modified the terms of appointment, including payment of remuneration, of Mr. Abhishek Jain (DIN: 00137651), Whole Time Director of the Company, with effect from 1st June, 2016 to 31st May, 2018, on recommendations of the Nomination and Remuneration Committee.

Mr. Abhishek Jain is a Whole Time Director of the Company and having experience of more than a decade in the automotive industry. He holds a degree of Bachelor of Science in Industrial Engineering from Purdue University, USA. Revised terms and conditions of appointment of Mr. Abhishek Jain, Whole Time Director, of the Company are as follows:

A. Basic Salary :

₹ 3.00 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 ₹ 12.00 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 :

The Whole Time Director shall be entitled to the following perquisites and benefits:

- 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 Whole Time Director 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, Whole Time 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 Whole Time 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. Abhishek Jain.
- c) Leave with full pay and allowances shall be allowed as per the Company's rules.
- d) The Whole Time Director shall be liable to retire by rotation.
- 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. Abhishek Jain is interested in the resolution set out at item no. 7 of the Notice.

Mr. Ajay Kumar Jain, who is his relative and Chairman & Managing Director and Mrs. Vinay Kumari Jain, who is his relative and Non-Executive 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 Resolution set out at Item No. 7.

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.



PPAP AUTOMOTIVE LIMITED

(Formerly Precision Pipes and Profiles Company 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.)

Website: www.ppapco.in; Fax: +91-120-2461371

Phone : +91-120-2462552 / 53; E-mail: investorservice@ppapco.com

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 21st Annual General Meeting of the Company, to be held on Wednesday, 7th September, 2016 at 10:30 A.M. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110003 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, 2016, together with the Reports of the Board of Directors and Auditors' thereon.		
2.	Confirm the payment of interim dividend and to declare final dividend on equity shares for the financial year 2015-16.		
3.	Re-appointment of Mrs. Vinay Kumari Jain, who retires by rotation and, being eligible, offers herself for re-appointment.		
4.	Ratification of the appointment of M/s O.P. Bagla & Co. (Firm Registration No. 000018N), Chartered Accountants, as Statutory Auditors of the Company.		
Special Business			
5.	Ratification of the remuneration payable to M/s Chittora & Co., Cost Accountants (Firm Registration No. 000385) as Cost Auditors of the Company for the financial year 2016-17.		
6.	Modify the terms of appointment of Mr. Ajay Kumar Jain (DIN: 00148839) as Chairman and Managing Director of the Company.		
7.	Modify the terms of appointment of Mr. Abhishek Jain (DIN: 00137651) as Whole Time Director of the Company.		

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

Signature of Shareholder

Signature of Proxy holder(s)

Affix
revenue
stamp

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered / Corporate 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 21st 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.



PPAP AUTOMOTIVE LIMITED

(Formerly Precision Pipes and Profiles Company 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.)

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

Phone No.: +91-120-2462552 / 53; Fax No.: +91-120-2461371

ATTENDANCE SLIP

Registered Folio No. / DP ID No. / Client ID No.

Name and address of the Member(s)

Joint Holder 1

Joint Holder 2

Number of Shares held:

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the 21st Annual General Meeting of the Company at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110003 on Wednesday, 7th September, 2016 at 10:30 a.m.

Name of the member / proxy

Signature of member / proxy

Note:

1. A member or his duly appointed Proxy wishing to attend the Meeting must complete this Attendance Slip and hand it over at the entrance.
2. Name of the Proxy in Block letters..... (in case the Proxy attends the meeting)
3. Members are requested to bring their copies of the Annual Report to the Meeting.

PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING HALL.

Electronic Voting Particulars

Electronic Voting Sequence No.	User ID	*Sequence Number

*Applicable to those members who have not updated their PAN with the Company / Depository Participant

Route Map to the venue of the AGM

