

PPAP Automotive Limited

(Formerly Precision Pipes and Profiles Company Limited)

CIN NO. L74899DL1995PLC073281

B-206 A, Sector-81, Phase-II, Noida – 201305, U.P.;

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

Email : info@ppapco.com; Website : www.ppapco.in

August 25, 2015

The Listing Department
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001

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

Sub: Notice of 20th Annual General Meeting of the Company

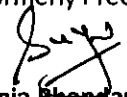
Dear Sir,

This is to inform that the 20th Annual General Meeting (AGM) of the Company will be held on Saturday, the 26th day of September, 2015. Please find enclosed herewith the Notice of 20th Annual General Meeting (AGM) of the Company.

Kindly take the same on record.

Thanking you,

Yours truly,
For **PPAP Automotive Limited**
(Formerly Precision Pipes and Profiles Company Limited)


Sonia Bhandari
Company Secretary



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; Fax No.: +91-120-2461371

NOTICE

NOTICE is hereby given that the Twentieth Annual General Meeting of the Members of **PPAP Automotive Limited** (Formerly Precision Pipes and Profiles Company Limited) will be held on **Saturday, the 26th day of September 2015 at 11:00 a.m.** at The Executive Club, Dolly Farms and Resorts Private Limited, 439 Village Shahoorpur, P.O. Fatehpur Beri, New Delhi-110074 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2015, together with the Reports of the Board of Directors and Auditors' thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Abhishek Jain (DIN: 00137651), who retires by rotation and being eligible, offers himself 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 First Annual General Meeting of the Company to be held in the year 2016 at such remuneration plus service tax, out-of-pocket expenses etc., as may be mutually agreed between 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 2015-16, at a remuneration of Rs. 1,25,000/- (Rupees one lac twenty five 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 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 of the Company be and is hereby accorded for the re-appointment of Mr. Ajay Kumar Jain (DIN: 00148839) as Chairman and Managing Director of the Company, not liable to retire by rotation, for a period of 3 (three) years with effect from 1st November, 2015 to 31st October, 2018, including payment of remuneration, on the terms and conditions as set out herein below:

A. Salary :

Rs. 2.00 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 Rs. 15.00 lacs per month.

B. Perquisites & Allowances :

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

- i) Accommodation (furnished / unfurnished) or House Rent Allowance in lieu thereof;
- ii) Maintenance and upkeep, all monthly outgoings, cost of repairs, furnishings, payment of actual expenses for gas, electricity, water;
- iii) Landline telephone facility at residence along with mobile telephone facility;
- iv) Reimbursement of actual expenditure on medical treatment for self and dependent family members;
- v) Leave travel for self and dependent family members;
- vi) Subscription to club fees and other expenses incurred at the club;
- vii) Medical / accident insurance;
- viii) Car with driver maintained by the Company for the use of Mr. Ajay Kumar Jain and his family; and
- ix) Other perquisites / benefits / allowances subject to overall ceiling of remuneration stipulated in Section 197 or Schedule V of the Companies Act, 2013.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the Income Tax Rules wherever provided and / or applicable and in the absence of any such rules, perquisites shall be evaluated at actual cost. The total value of perquisites / benefits / allowances shall not exceed Rs 15.00 lacs per month.

In addition to the above, he will also be entitled to the following benefits:

- (i) Company's contribution to Provident Fund and Superannuation Fund; (ii) Payment of gratuity and other retiral benefits and (iii) Leave encashment.

RESOLVED FURTHER THAT in any financial year during the period of his office as Chairman and Managing Director, the Company has no profits or its profits are inadequate, the remuneration by way of salary, allowances, perquisites etc. as decided by the Board from time to time, within the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013, shall be paid to Mr. Ajay Kumar Jain as minimum remuneration with the approval of Central Government, if required.

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

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, approval of the shareholders of the Company be and is hereby accorded for the re-appointment of Mr. Abhishek Jain (DIN: 00137651) as Whole Time Director of the Company, designated as Executive Director, liable to retire by rotation, for a period of 3 (three) years with effect from 3rd June, 2015 to 31st May, 2018, including payment of remuneration, on the terms and conditions as set out herein below:



A Salary :

Rs. 2.00 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 Rs. 10.00 lacs per month.

B Perquisites & Allowances :

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

- i. Accommodation (furnished / unfurnished) or House Rent Allowance in lieu thereof;
- ii. Maintenance and upkeep, all monthly outgoings, cost of repairs, furnishings, payment of actual expenses for gas, electricity, water;
- iii. Free landline telephone facility at residence along with free mobile telephone facility. Long distance personal calls to be recovered by the Company;
- iv. Reimbursement of actual expenditure on medical treatment for self and dependent family members;
- v. Leave travel for self and dependent family members;
- vi. Subscription to club fees and other expenses incurred at the club;
- vii. Medical / accident insurance;
- viii. Car with driver maintained by the Company for the use of Mr. Abhishek Jain and his family; and
- ix. Other perquisites / benefits / allowances subject to overall ceiling of remuneration stipulated in Section 197 or Schedule V of the Companies Act, 2013.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the Income Tax Rules wherever provided and / or applicable and in the absence of any such rules, perquisites shall be evaluated at actual cost. The total value of perquisites / benefits / allowances shall not exceed Rs 10.00 lacs per month.

In addition to the above, he will also be entitled to the following benefits:

(i) Company's contribution to Provident Fund and Superannuation Fund; (ii) Payment of gratuity and other retiral benefits and (iii) Leave encashment.

RESOLVED FURTHER THAT in any financial year during the period of his office as Whole Time Director, the Company has no profits or its profits are inadequate, the remuneration by way of salary, allowances, perquisites etc. as decided by the Board from time to time, within the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013, shall be paid to Mr. Abhishek Jain as minimum remuneration with the approval of Central Government, if required.

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

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

Place : Noida
Date : 8th August, 2015

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 Clause 49 of the Listing Agreement, 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 Tuesday, 22nd September, 2015 to Friday, 25th September, 2015 (both days inclusive).
10. Dividend recommended by the Board of Directors, if approved by the Members at the Meeting, will be paid on and after Thursday, 1st October, 2015 to those members whose names appear on the Company's Register of Members as on Monday, 21st September, 2015. 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 Monday, 21st September, 2015 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.
11. 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 account 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.
12. 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.
13. 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.
14. 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.
15. 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.

16. 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 Mr. Chetan Gupta, Practicing Company Secretary (Membership No. 6496), partner of M/s. APAC & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

The instructions for Members for voting electronically are as under:-

In case of Members receiving e-mail:

- (i) The voting period begins on Wednesday, 23rd September, 2015 (10.00 a.m. IST) and ends on Friday, 25th September, 2015 (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) Saturday, 19th September, 2015, 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 Custodians 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) 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.
17. 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 27th September, 2014 (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.
18. Members may also note that the Notice of the 20th Annual General Meeting and the Annual Report for 2014-15 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.
19. 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 Annual General Meeting (AGM) of the Company held on 27th September, 2014.

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

The Board of Directors of the Company on the recommendation of the Audit Committee approved the appointment and remuneration of M/s. Chittora & Co., (Firm Registration No. 000385), Cost Accountants, to conduct the audit of the cost records of the Company for the financial year 2015-16.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors for the financial year 2015-16 as set out in the Resolution for the aforesaid services to be rendered by them.

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

Mr. Ajay Kumar Jain (DIN: 00148839) is a Chairman and Managing Director of the Company and having an experience of more than four 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. His current term of appointment as Chairman and Managing Director will expire on 31st October, 2015.

In terms of the provisions of the Companies Act, 2013 and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Board and the Board of Directors, at their meeting held on 26th May, 2015, re-appointed him as the Chairman and Managing Director of the Company for a further period of three years w.e.f. 1st November, 2015 till 31st October, 2018, subject to the approval of shareholders of the Company on the terms and conditions as set out in the proposed resolution.

Mr. Ajay Kumar Jain, being an appointee, is interested in the resolution set out at item no. 6 of the Notice.

Ms. 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 re-appointment of Mr. Ajay Kumar Jain.

Save and except the above, none of the Directors and Key Managerial Personnel and their relatives, in any way, are concerned or interested in this resolution.

The Board recommends the Special Resolution as set out in Item No. 6 of the Notice for approval by the Members.

ITEM NO. 7

Mr. Abhishek Jain (DIN: 00137651) 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.

In terms of the provisions of the Companies Act, 2013 and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Board and the Board of Directors, at their meeting held on 26th May, 2015, reappointed him as the Whole Time Director of the Company for a period of three years w.e.f. 3rd June, 2015 till 31st May, 2018, subject to the approval of shareholders of the Company on the terms and conditions, as set out in the proposed resolution. The Nomination and Remuneration Committee of the Board and the Board of Directors have designated him as Executive Director at their meeting held on 8th August, 2015.

Mr. Abhishek Jain, being an appointee, 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 Ms. 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 re-appointment of Mr. Abhishek Jain.

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.

Statement of Particulars (Pursuant to Schedule V of the Companies Act, 2013)

GENERAL INFORMATION

1. Nature of Industry:

The Company is the principal manufacturer of Automotive Sealing Systems, Interior and Exterior Injection Molded Products. The Automotive Sealing system product range includes Outer Belt Moulding, Inner Belt Moulding, Windshield Moulding, Roof Moulding, Quarter Window Moulding, A-Pillar Garnish, B-Pillar Garnish, Body Side Moulding, Skirt Air Damper etc. The Injection molded products range includes Door Trims, Interior Pillars, Rear Parcel Shelf, Trunk Linings, Fender Inner, etc.

The Company's esteemed customers include Maruti Suzuki India Limited, Honda Cars India Limited, General Motors India Private Limited, Toyota Kirloskar Motor Private Limited, Renault Nissan Automotive India Private Limited, Tata Motors Limited, Ford India Private Limited, Mahindra and Mahindra Limited along with the OEMs. The Company also caters to the requirements of their respective Tier 1 suppliers. The Company has technical collaboration with Tokai Kogyo Co. Ltd., Japan and Nissen Chemitec Corporation, Japan. The Company also has a Joint Venture with Tokai Kogyo Co. Ltd., Japan for manufacturing EPDM Rubber based Automotive System with products like Opening Trims, Hood Seals, Door Weatherstrip and TPV Glass Run Channels.

2. Date of Commencement of Commercial Production:

The Company was incorporated in the year 1995 and has been in commercial production since then.

3. Financial Performance of the Company:

The Financial Performance of the Company is as follows:

(Rs. in crores)

	2014-15	2013-14	2012-13
Total Income	322.64	255.51	219.59
Earnings before interest, tax, depreciation and amortization expense	44.50	36.27	19.74
Less: interest	7.12	3.04	1.13
Depreciation & amortization	21.53	19.74	18.11
Profit / (loss) before exceptional and extraordinary items and tax	15.83	13.48	0.49
Profit / (loss) for the period	12.02	5.45	1.53

4. Foreign Earnings:

(Rs. in crores)

	2014-15	2013-14	2012-13
Earnings in foreign exchange	-	0.011	0.70

5. Foreign investments or collaborations, if any:

The Company is a listed company and as on 31st March, 2015, the foreign equity shareholding in the Company is 405,453 shares.

The Company has technical collaborations with Tokai Kogyo Co. Ltd, Japan and Nissen Chemitec Corporation, Japan.

I. Information about appointee:

Sr. No.	Particulars	Mr. Ajay Kumar Jain	Mr. Abhishek Jain
1.	Background details, Recognition or awards	Mr. Ajay Kumar Jain is a Commerce Graduate from the prestigious Shriram College of Commerce, Delhi. He has been associated with the industry for more than four decades. His business career has been continuously evolving with constant forays into new ventures, utilizing latest technologies and superior manufacturing techniques. He ventured into the Automotive components business 25 years ago. Throughout his career, he has maintained a leadership position in his field of businesses and has constantly led the Company to achieve many accolades from all the customers. He has served as the President of Honda Cars India Suppliers Club in the year 2011-12. He has served as the Vice President of Toyota Kirloskar Suppliers' Association from 2006 - 2015. Currently, he is the President of Toyota Kirloskar Suppliers' Association.	Mr. Abhishek Jain holds a degree of Bachelor of Science in Industrial Engineering from Purdue University, USA. After gaining work experience in USA, he joined the Company in 2003. Since then, he has been managing all the operations of the Company. He has been an active executive of the Toyota Kirloskar Suppliers' Association for over 7 years. Currently, he is a member of the executive committee of the Honda Cars India Suppliers Club.
2.	Past Remuneration	Rs. 48,00,000 (Rupees forty eight lacs only) per annum.	Rs. 29,04,000 (Rupees twenty nine lacs four thousand only) per annum.
3.	Job Profile & Suitability	Overall responsibility of the Company.	Assisting the Chairman and Managing Director with the overall responsibility of the Company.
4.	Remuneration Proposed	The proposed remuneration would comprise of monthly basic salary, allowances and all perquisites as mentioned in the proposed Item no. 6 and 7 respectively of this Annual General Meeting Notice.	
5.	Comparative remuneration profile with respects to industry, size of the Company, profile of the position and person	The remuneration of the appointees, Mr. Ajay Kumar Jain, Chairman & Managing Director and Mr. Abhishek Jain, Whole Time Director, is justifiable and comparable with the similar positions in the industry. These appointees have enriched knowledge and experience of the automotive industry. They have been looking after day to day operations and growth of the Company.	

6.	Pecuniary relationship directly or indirectly, with the Company or relationship with the managerial personnel, if any	Mr. Ajay Kumar Jain owns 28.63% equity stake of the Company and with his other family members and relatives, having overall control 63.15% of equity share capital of the Company. Mr. Ajay Kumar Jain is husband of Ms. Vinay Kumari Jain and father of Mr. Abhishek Jain, Director of the Company and they form part of Promoter / Promoter group of the Company.	Mr. Abhishek Jain owns 7.16% equity stake of the Company and with his other family members and relatives, having overall control 63.15% of equity share capital of the Company. Mr. Abhishek Jain is son of Mr. Ajay Kumar Jain and Ms. Vinay Kumari Jain, Directors of the Company and they form part of promoter / promoter group of the Company.
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II. Other information

Reasons for losses or inadequate profits:

- Global recession;
- Volatility in exchange rates;
- Factors influencing the car manufacturers, global turbulence, having a ripple effect on the domestic automobile industry;
- Growing global competition; and
- Increase in raw material prices.

Steps taken or proposed to be taken for improvement:

- Revenue enhancement;
- Reduction in cost;
- Increase in its cost competitiveness;
- Lowering the overheads; and
- Aligning resources with current levels of operations.

Expected Increase in productivity and profits in measurable terms:

Considering the present business scenario, the Company is expecting increase in revenues and profitability. The Management is confident of keeping a higher growth ratio in the period to come.

III. Disclosures:

The details of remuneration and other information are given in the Corporate Governance, part of the Directors' Report.

**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; E-mail: investorservice@ppapco.com

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 20th Annual General Meeting of the Company, to be held on Saturday, 26th September, 2015 at 11:00 a.m. at The Executive Club, Dolly Farms and Resorts Private Limited, 439 Village Shahoorpur, P.O. Fatehpur Beri, New Delhi -110074 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	For	Against
Ordinary Business			
1.	Adoption of audited financial statements of the Company for the financial year ended 31 st March, 2015, together with the Reports of the Board of Directors and Auditors' thereon.		
2.	Declaration of dividend on equity shares.		
3.	Re-appointment of Mr. Abhishek Jain, who retires by rotation and, being eligible, offers himself 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. (Firm Registration No. 000385), Cost Accountants as Cost Auditors of the Company for the financial year 2015-16.		
6.	Re-appointment of Mr. Ajay Kumar Jain (DIN: 00148839) as Chairman and Managing Director of the Company.		
7.	Re-appointment of Mr. Abhishek Jain (DIN: 00137651) as Whole Time Director (designated as "Executive Director") of the Company.		

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

Affix
revenue
stamp

Signature of Shareholder

Signature of Proxy holder(s)

Note:

- This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- 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.



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Phone No.: +91-120-2462552; 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 20th Annual General Meeting of the Company at The Executive Club, Dolly Farms and Resorts Private Limited, 439 Village Shahoorpur, P.O. Fatehpur Beri, New Delhi-110074 on Saturday, 26th September, 2015 at 11:00 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

Note: Please read the instructions printed in the Notice of 20th Annual General Meeting dated 26th September, 2015. The voting period starts from 10:00 a.m. (IST) on Wednesday, 23rd September, 2015 and ends at 05:00 p.m. (IST) on Friday, 25th September, 2015. The voting module shall be disabled by CDSL for voting thereafter.

Route Map to the venue of the AGM

