

To,
Corporate Relationship Department,
BSE Limited.
1st Floor, New Trading Ring,
P.J. Towers, Dalal Street,
MUMBAI-400001

Sub: Annual Report for the Financial Year 2016-2017 pursuant to the provisions of Regulation 34 of SEBI (LODR) Regulations, 2015.

Dear Sir,

We are enclosing herewith Annual Report for the Financial Year 2016-2017 pursuant to the provisions of Regulation 34 of the SEBI (LODR) Regulations, 2015 duly approved and adopted by the Members of the company at 25th Annual General Meeting (AGM) of the Company held on Thursday, the 28th day of September, 2017 at 1.30 PM at Registered office of the Company at Plot No. 209, Sector No.1, Industrial Area, Pithampur, Distt Dhar, (M.P.) 454775.

This is for your information and records.

Thanking You,
Your Sincerely


SURENDRA JAIN
WHOLE-TIME DIRECTOR
(DIN : 00245154)

Regd. Off. & Works :

Plot No. 209 & 215, Sector-1, Industrial Area, Pithampur - 454 775. (M.P) - INDIA

+91 7292 405101, 421300 +91 7292 405120

admin@porwalauto.com www.porwalauto.com

CIN-L34300MP1992PLC006912

ANNUAL REPORT 2016 - 2017



TWENTY FIFTH REPORT 2016 - 2017

ANNUAL REPORT 2016 -17

MR. SURENDRA JAIN	-	CHAIRMAN AND WHOLE TIME DIRECTOR
MR. DEVENDRA JAIN	-	MANAGING DIRECTOR
MR. MUKESH JAIN	-	WHOLE TIME DIRECTOR
MR. NITIN DAFRIA	-	INDEPENDENT DIRECTOR
MR. SURAJMAL KUCHERIA	-	INDEPENDENT DIRECTOR
MR. RAMESH C KASHYAP	-	INDEPENDENT DIRECTOR
MRS. RAJNI JAIN	-	INDEPENDENT DIRECTOR

CHIEF FINANCIAL & CHIEF OPERATING OFFICER

MR. SHAILESH JAIN - CFO
MR. ATIN JAIN - COO

COMPANY SECRETARY

MS. ARWA SAIFEE

STATUTORY AUDITORS

ASSG & ASSOCIATES
Chartered Accountants
"Kanti Mansion" 6, Murai Mohalla,
INDORE – (M.P.)

BANKERS

STATE BANK OF INDIA
SME Branch, INDORE – (M.P.)
KOTAK MAHINDRA BANK LTD.
580, M. G. Road, Palasia, INDORE — (M.P.)

REGISTERED OFFICE & WORKS

CIN: L34300MP1992PLC006912
Plot No. 209, Sector No. 1,
Industrial Area, Pithampur, (M. P.) 454775
Tel: 07292-405101
Fax: 07292-405120
E Mail: admin@porwalauto.com
www.porwalauto.com

REGISTRAR AND SHARE TRANSFER AGENT

Link Intime India Pvt Ltd.
C 101, 247 Park,
LBS Marg, Vikhroli West,
Mumbai 400 083
Tel: +91 22 49186000
Fax: +91 22 49186060
E Mail: prajwal.suvarna@linkintime.co.in

NOTICE

Notice is hereby given that Twenty Fifth Annual General Meeting of the members of the Porwal Auto Components Limited will be held on Thursday, the 28th day of September, 2017 at 1.30 PM at the registered office of the company at Plot No. 209, Sector No.1, Industrial Area, Pithampur, Distt Dhar, (M.P.) 454775 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend on Equity Shares for the Financial year ended March 31, 2017.
3. To appoint a Director in place of Mr. Mukesh Jain (DIN- 00245111), who retires by rotation and being eligible, offers himself for re-appointment.

4. To appoint Statutory Auditor:

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), S N GADIYA &CO., Chartered Accountants (ICAI Firm Registration No. 002052C), be appointed as the Statutory Auditors of the Company, in place of the retiring Auditors of the Company ASSG & ASSOCIATES, Chartered Accountants, Indore (ICAI Firm Registration No. 012120C), to hold office for a term of 5 (five) years, from the conclusion of this Annual General Meeting until the conclusion of the 30th Annual General Meeting of the Company to be held in the year 2022 (subject to ratification of their appointment by the Members at every Annual General Meeting, as may be applicable), at a remuneration to be determined by the Board of Directors of the Company, in addition to out of pocket expenses as may be incurred by them during the course of the Audit.

FURTHER RESOLVED THAT approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

SPECIAL BUSINESS:

5. Re-appointment of Mr. Devendra Jain (DIN- 00232920) as the Managing Director of Company.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee, and approval of the Board and pursuant to the provisions of Section 196, 197, 198 and 203 read with the provisions of Schedule V of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, as amended, approval of members of the Company be and are hereby accorded for the re-appointment of Mr. Devendra Jain (DIN- 00232920), as one of the Whole-time Key Managerial Personnel to be designated as Managing Director of the Company for a further period of three years commencing from 1st August, 2017 to 31st July, 2020, on the remuneration and other terms and conditions as given below:

- A. Salary per month: 3,00,000/- (Rupees Three lacs only)
- B. He shall be entitled to provident fund, gratuity, retirement benefits, leave encashment and any other benefit & facilities as per the Rules of the Company.
- C. Other Perquisites:
 - Car: The Company may provide car with driver for the Company's business and if no car is provided, reimbursement of the conveyance shall be made as per actual on the basis of claims submitted by him.
 - Telephone, Internet & Cell: The Company may provide free use of telephone, internet at his residence and Cell phone.

RESOLVED FURTHER THAT Mr. Devendra Jain (DIN- 00232920), Managing Director shall also be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company's business.

RESOLVED FURTHER THAT in the event of there being loss or inadequacy of profit for any financial year, the remuneration payable to Mr. Devendra Jain (DIN- 00232920) shall not be in excess with the limit prescribed in the Schedule V of the Companies Act, 2013 as may be applicable from time to time during his tenure.

RESOLVED FURTHER THAT Board of Directors of Company be and is hereby authorized to do all the needful acts, deeds, matters and things to give effect to this resolution including filing of forms with ROC."

6. Re-appointment of Mr. Mukesh Jain (DIN- 00245111) as the Whole-Time Director of Company.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee, and approval of the Board and pursuant to the provisions of Section 196, 197, 198 and 203 read with the provisions of Schedule V of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, as amended, approval of members of the Company be and are hereby accorded for the re-appointment of Mr. Mukesh Jain (DIN-00245111), as one of the Whole-time Key Managerial Personnel to be designated as Whole-time Director of the Company for a further period of three years commencing from 1st August, 2017 to 31st July, 2020, liable to be retire by rotation on the remuneration and other terms and conditions as given below:

- A. Salary per month: 3,00,000/- (Rupees Three lacs only)
- B. He shall be entitled to provident fund, gratuity, retirement benefits, leave encashment and any other benefit & facilities as per the Rules of the Company.
- C. Other Perquisites:
 - Car: The Company may provide car with driver for the Company's business and if no car is provided, reimbursement of the conveyance shall be made as per actual on the basis of claims submitted by him.
 - Telephone, Internet & Cell: The Company may provide free use of telephone, internet at his residence and Cell phone.

RESOLVED FURTHER THAT Mr. Mukesh Jain (DIN- 00245111), Whole-time Director shall also be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company's business.

RESOLVED FURTHER THAT in the event of there being loss or inadequacy of profit for any financial year, the remuneration payable to Mr. Mukesh Jain (DIN- 00245111) shall not be in excess with the limit prescribed in the Schedule V of the Companies Act, 2013 as may be applicable from time to time during his tenure.

RESOLVED FURTHER THAT Board of Directors of Company be and is hereby authorized to do all the needful acts, deeds, matters and things to give effect to this resolution including filing of forms with ROC."

7. Re-appointment of Mr. Surendra Jain (DIN- 00245154) as the Chairman and Whole time director of Company.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee, and approval of the Board and pursuant to the provisions of Section 196, 197, 198 and 203 read with the provisions of Schedule V of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, as amended, approval of members of the Company be and are hereby accorded for the re-appointment of Mr. Surendra Jain (DIN- 00245154), as one of the Whole-time Key Managerial Personnel to be designated as Chairman and Whole time director of the Company for a further period of three years commencing from 1st August, 2017 to 31st July, 2020, liable to be retire by rotation, on the remuneration and other terms and conditions as given below:

- A. Salary per month: 3,00,000/- (Rupees Three lacs only)
- B. He shall be entitled to provident fund, gratuity, retirement benefits, leave encashment and any other benefit & facilities as per the Rules of the Company.
- C. Other Perquisites:
 - Car: The Company may provide car with driver for the Company's business and if no car is provided, reimbursement of the conveyance shall be made as per actual on the basis of claims submitted by him.
 - Telephone, Internet & Cell: The Company may provide free use of telephone, internet at his residence and Cell phone.

RESOLVED FURTHER THAT Mr. Surendra Jain (DIN- 00245154), Chairman and Whole time director shall also be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company's business.

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RESOLVED FURTHER THAT in the event of there being loss or inadequacy of profit for any financial year, the remuneration payable to Mr. Surendra Jain (DIN- 00245154) shall not be in excess with the limit prescribed in the Schedule V of the Companies Act, 2013 as may be applicable from time to time during his tenure.

RESOLVED FURTHER THAT Board of Directors of Company be and is hereby authorized to do all the needful acts, deeds, matters and things to give effect to this resolution including filing of forms with ROC."

8. To Approve the Expenses for Service of Documents to Members

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed there under, the consent of the Company be and is hereby accorded to charge from a member fee in advance, a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any request has been made by such member for delivery of such document to him/ her through such mode of service provided that such request along with the requisite fee has been duly received by the Company at least one week in advance of the dispatch of the document by the Company.

RESOLVED FURTHER THAT Board of the Directors of the Company be and are hereby authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to above resolution."

By order of the Board of Directors
Porwal Auto Components Limited

Place : Pithampur
Date : 12.08.2017

Registered office
Plot No. 209, Sector No. 1,
Industrial Area,
Pithampur (M.P.) 454775

ARWA SAIFEE
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. 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.
3. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 is given below and forms part of the Notice.
4. Pursuant to Provisions of Section 91 of the Companies Act, 2013, the Register of Members and share transfer book of the Company will remain closed during the period from Friday, 22nd September 2017 to Thursday 28th September 2017 (both days inclusive) for the purpose of payment of dividend to those members whose name stand on the Register of Members as on Thursday 21st September, 2017. The dividend, if declared at the Annual General Meeting, would be paid/dispatched after 28th September 2017 to those persons or their mandates
 - The Dividend in respect of equity shares held in electronic form will be payable to the beneficial owner of the equity shares as at the end of business hours on Thursday 21st September, 2017, as per the details furnished by the depositories for this purpose
 - The Dividend in respect of equity shares held in physical form after giving effect to all valid share transfers lodged with the Company before closing hours on Thursday 21st September, 2017.
5. Last date for claiming unclaimed and unpaid dividends declared by the Company for the financial year 2015-16 and thereafter is as under:

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Financial Year ended	Date of declaration of dividend	Last date for claiming unpaid/unclaimed dividend
31st March 2016	28th September 2016	26th October 2023

Members who have not encashed the dividend warrants so far in respect of the aforesaid periods, are requested to make their claim to Link Intime India Pvt. Ltd well in advance of the above due date.

6. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unpaid and unclaimed amounts on the website of the Company www.porwalauto.com. Further, pursuant to the provisions of section 124 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.
7. Brief details of Directors seeking re-appointment / appointment at the Annual General Meeting scheduled to be held on 28th September 2017 (Pursuant to Regulation 36 (3) of the SEBI (Listing Obligation & Disclosure Requirement), Regulations, 2015) and additional Information under Schedule V provided as a part of this notice.
8. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Directors.
9. The company has notified closure of register of members and share transfer books (For the purpose of AGM and Dividend) from Friday, September 22, 2017 to Thursday, September 28, 2017 (both days inclusive).
10. The Members are requested to:
 - a. Intimate changes, if any, in their registered addresses immediately.
 - b. Quote their ledger folio number in all their correspondence.
 - c. Hand over the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
 - d. Bring their Annual Report and Attendance Slips with them at the AGM venue.
11. Members seeking any information are requested to write to the Company by email at admin@porwalauto.com at least 7 days before the date of the AGM to enable the management to reply appropriately at the AGM.
12. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per the register of Members will be entitled to vote.
13. Members who hold shares in physical form in multiple folios in identical names or joint holding in same order of names are requested to send the share certificates to Link Intime India Pvt. Ltd, for consolidation into a single folio.
14. Members are requested to notify immediately any change in their address and E – Mail ID to their respective Depository Participants (DPs) in respect of their electronic share accounts and to the Registrar and Share Transfer Agent of the Company, Link Intime India Pvt. Ltd at C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083
15. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members may contact the Company or Registrar and Share Transfer Agent of the Company for assistance in this regard.
16. In accordance with the provisions of Section 101 of the Companies Act, 2013, Rule 18 of the Companies (Management and Administration) Rules, 2014 and Regulation 36 of the SEBI (LODR) Regulations, 2015 and the Ministry of Corporate Affairs, Government of India (vide its circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' by allowing paperless compliances and recognizing delivery of Notices / Documents / Annual Reports, etc., to the shareholders through electronic medium. In view of the above the Company will send Notices / Documents / Annual Reports, etc., to the shareholders through email, wherever the email addresses are available and through other modes of services where email addresses have not been registered. Accordingly, members are requested to support this initiative by registering their email addresses in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company's Registrar and Transfer Agent, Link Intime India Pvt. Ltd. to enable the Company to send all communications electronically.
17. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic form, the nomination form may be filed with the respective depository participant.
18. Members may also note that the Annual Report for FY 2016-17 is also available for downloading on Company's website www.porwalauto.com.

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19. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
20. The Securities and Exchange Board of India (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 their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Link Intime India Pvt Ltd.
21. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the company on all working days, except Saturday, during business hours up to the date of the meeting.
22. The route map showing directions to reach the venue of the Twenty-Fifth AGM is annexed.
23. Voting through electronic means
 - (i) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by CDSL.
 - (ii) The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.
 - (iii) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - (iv) The voting period begins on 25th September 2017 (9.00 am) and ends on 27th September 2017 (5.00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (v) Instructions for the voting through electronic means
 - a. The shareholders should log on to the e-voting website www.evotingindia.com.
 - b. Click on Shareholders tab.
 - c. 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.
 - d. Next enter the Image Verification as displayed and Click on Login.
 - e. 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.
 - f. 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) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number. The sequence number is printed on the address sticker where the Annual Report is sent in physical form and the same is communicated in the e-mail where the Annual Report is sent in an electronic form.
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. <ul style="list-style-type: none"> • 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 (c).

- g. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 21st September 2017, may obtain the login ID and password by sending a request to Link Intime India Pvt Ltd at prajwal.suvarna@linkintime.co.in.
- h. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If Demat account holder has forgotten the password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- i. After entering these details appropriately, click on "SUBMIT" tab.
- j. 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.
- k. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- l. Click on the EVSN for the relevant **PORWAL AUTO COMPONENTS LIMITED** on which you choose to vote.
- m. 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.
- n. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- o. 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.
- p. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- q. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- r. **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 Corporate.
 - 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 linked in the login 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.
- (vi) 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.
- (vii) The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 21st September 2017.
- (viii) Ms. Shraddha Jain (Membership No. 39488 CP no. 14717), Company Secretary in Practice has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (ix) At the AGM, at the end of discussion on the resolutions on which voting is to be held, the Chairman shall, with the assistance of Scrutinizer, order voting through poll for all those members who are present at the AGM but have not cast their votes electronically using the remote e-voting facility.

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- (x) Immediately after the conclusion of voting at the AGM, the Scrutinizer shall first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall prepare a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, not later than three days after the conclusion of the AGM. This report shall be made to the Chairman or any other person authorized by the Chairman, who shall declare the result of the voting forthwith.
- (xi) The voting results declared along with the Scrutinizer's Report shall be placed on the Company's website www.porwalauto.com and on the website of CDSL immediately after the declaration of the result by the Chairman or a person authorized by the Chairman. The results shall also be immediately forwarded to BSE Limited.

EXPLANATORY STATEMENT IN TERMS OF SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 04:

This explanatory statement is provided though strictly not required as per Section 102 of the Act.

Pursuant to the provisions of section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, **ASSG & ASSOCIATES**, Chartered Accountants, Indore, (ICAI Firm Registration No.012120C), the present Auditors of the Company complete their term as Auditors at the conclusion of the ensuing 25th Annual General Meeting ("AGM") of the Company.

Accordingly, the Board of Directors has based on the recommendation of the Audit Committee, proposed the appointment of **S N GADIYA & CO.**, Chartered Accountants (ICAI Firm Registration No. 002052C) as the Statutory Auditors of the Company to hold office for a term of 5 years, commencing from the conclusion of this AGM until the conclusion of the 30th AGM of the Company to be held in the year 2022, subject to ratification of their appointment by the Members at every AGM held after this AGM, as may be applicable, at a remuneration to be determined by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of the Audit. **S N GADIYA & CO.**, Chartered Accountants have consented to the said appointment and confirmed that their appointment, if made, would be in conformity with the provisions of section 139 of the Act and that they satisfy the criteria provided in section 141 of the Act and are independent of the Management.

The Board recommends the Ordinary Resolution as set out at Item No. 4 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution as set out at Item No. 4 of the Notice.

Item No. 05

Reappointment of Mr. Devendra Jain as Managing Director of the Company

Mr. Devendra Jain was earlier appointed as Managing Director of the Company with effect from 01.08.2014 and confirmed at the Annual General Meeting dated 29.09.2014, for a period of three years ended 31.07.2017.

Thus upon the recommendation of the Nomination and Remuneration Committee, the Board of directors at their meeting held on 31st July, 2017 has re-appointed Mr. Devendra Jain as Managing Director of the Company for a further period of three years commencing from 1st August, 2017 on consideration of the fact that during his term, the performance of Mr. Devendra Jain, was encouraging and satisfactory which deserved favorable consideration in the matter of extending him another term in office as Managing Director of the Company.

Mr. Devendra Jain have rich experience in industries and is acquainted with complete knowledge of the business. His experience, commitments and capabilities are playing a crucial role in the growth of the company. He is associated with the Company since 03rd February 1992 and having 40 Years experience of business & Industry. Mr Devendra Jain has proved to be an invaluable assets for the company. Considering his sincerity, commitments, hard work, devotion and concern about the company and its growth, the board feels it absolutely necessary to reappoint him as Managing Director.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act, the re-appointment of Mr. Devendra Jain as Managing Director are now being placed before the Members for their approval. The Board recommends the Ordinary Resolution as set out in Item No. 5 of the notice.

The disclosure under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is provided as a part of this Notice.

Mr. Devendra Jain is interested in the resolution to the extent of his appointment and remuneration payable to him, and Mr. Surendra Jain, Mr. Mukesh Jain and and Mr. Shailesh Jain being his relative may also be deemed as concerned or interested in the resolution, however none of the other directors & KMP may be deemed as concerned or interested in the aforesaid resolution.

Item: 06

Reappointment of Mr. Mukesh Jain as Whole Time Director of the Company.

Mr. Mukesh Jain was earlier appointed as Whole Time Director of the Company with effect from 01.08.2014 and confirmed at the Annual General Meeting dated 29.09.2014, for a period of three years ended 31.07.2017.

Thus upon the recommendation of the Nomination and Remuneration Committee, the Board of directors at their meeting held on 31st July, 2017 has re-appointed Mr. Mukesh Jain as Whole Time Director of the Company for a further period of three years commencing from 1st August, 2017 on consideration of the fact that during his term, the performance of Mr. Mukesh Jain, was encouraging and satisfactory which deserved favorable consideration in the matter of extending him another term in office as Whole Time Director of the Company.

Mr. Mukesh Jain have rich experience in industries and is acquainted with complete knowledge of the business. His experience, commitments and capabilities are playing a crucial role in the growth of the company. He is associated with the Company since 31st March 1998. He is having 37 Years experience of Business & Industry. His experience, commitments and capabilities are playing a crucial role in the growth of the company. Mr. Mukesh Jain has proved to be an invaluable assets for the company. Considering his sincerity, commitments, hard work, devotion and concern about the company and its growth, the board feels it absolutely necessary to reappoint him as Whole Time Director.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act, the re-appointment of Mr. Mukesh Jain as the Whole Time Director are now being placed before the Members for their approval. The Board recommends the Ordinary Resolution as set out in Item No. 6 of the notice.

The disclosure under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is provided as a part of this Notice.

Mr. Mukesh Jain is interested in the resolution to the extent of his appointment and remuneration payable to him, and Mr. Surendra Jain, Mr. Devendra Jain and Mr. Shailesh Jain being his relative may also be deemed as concerned or interested in the resolution, however none of the other directors & KMP may be deemed as concerned or interested in the aforesaid resolution.

Item: 07

Reappointment of Mr. Surendra Jain as Chairman and Whole time director of the Company

Mr. Surendra Jain was earlier appointed as Chairman and Whole time director of the Company with effect from 01.08.2014 and confirmed at the Annual General Meeting dated 29.09.2014, for a period of three years ended 31.07.2017.

Thus upon the recommendation of the Nomination and Remuneration Committee, the Board of directors at their meeting held on 31st July, 2017 has re-appointed Mr. Surendra Jain as Chairman and Whole time director of the Company for a further period of three years commencing from 1st August, 2017 on consideration of the fact that during his term, the performance of Mr. Surendra Jain, was encouraging and satisfactory which deserved favorable consideration in the matter of extending him another term in office as Chairman and Whole time director of the Company.

Mr. Surendra Jain have rich experience in industries and is acquainted with complete knowledge of the business. His experience, commitments and capabilities are playing a crucial role in the growth of the company. He is associated with the Company since 07th June 2005 and having 41 Years experience of business & Industry. Mr. Surendra Jain has proved to be an invaluable assets for the company. Considering his sincerity, commitments, hard work, devotion and concern about the company and its growth, the board feels it absolutely necessary to reappoint him as Whole Time Director.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act, the re-appointment of Mr. Surendra Jain as the Chairman and Whole time director are now being placed before the Members for their approval. The Board recommends the Ordinary Resolution as set out in Item No. 7 of the notice.

The disclosure under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is provided as a part of this Notice.

Mr. Surendra Jain is interested in the resolution to the extent of his appointment and remuneration payable to him, and Mr. Devendra Jain, Mr. Mukesh Jain and and Mr. Shailesh Jain being his relative may also be deemed as concerned or interested in the resolution, however none of the other directors & KMP may be deemed as concerned or interested in the aforesaid resolution.

Details of the directors seeking appointment/re-appointment in the ensuing Annual General Meeting under Regulation 36(3) of the Securities and Exchange Board of India (Listing obligations and disclosure requirements) regulations, 2015 and additional Information under Schedule V is provided as a part of this notice.

Porwal Auto Components Ltd. Annual Report 2016 - 2017

I. General Information:

(i) **Nature of Industry:**

The company is involved in the manufacturing of Ductile Iron, grey cast iron, steel casting components and subassemblies.

(ii) **Expected date of commencement of commercial production:**

The Company was incorporated on February 3rd, 1992 and started working in the year 1995.

(iii) **Financial performance based on given indicators – as per audited financial results for the year ended 31st March, 2017:**

Particulars	Rs. in Lacs
Turnover & Other Income	9195.76
Net profit as per Statement of Profit & Loss (After Tax)	208.20
Net Worth	5298.81

(iv) **Foreign investments or collaborators, if any:** No foreign investments or collaborations.

II. **Information about the appointee:**

S. No	Particulars	Mr. Devendra Jain	Mr. Mukesh Jain	Mr. Surendra Jain
1.	Date of Birth	23.06.1954	02.10.1956	19.10.1952
2.	Background details	Associated with the company since 03.02.1992	Associated with the company since 31.03.1998	Associated with the company since 07.06.2005.
3.	Brief Profile	He has earned his B. E. (Mech.) in the year 1976 from Birla Institute of Technology and Science, Pilani.	He has earned his B.Com in the year 1976 from Gujrati College, Indore.	He has earned his B.E. (Mech) in the year 1974 from Shri Govindram Seksaria Institute of Technology and Science, Indore.
4.	Expertise in specific functional areas/ Job Profile and his suitability	He is having 40 Years of experience in business & Industry and earlier appointed as Managing director of the company from 2014-2017	He is having 37 Years of experience in business & Industry and earlier appointed as Whole-time director of the company from 2014-2017	He is having 41 Years of experience in business & Industry and earlier appointed as chairman and executive director of the company from 2014-2017
5.	No. & % of Equity Shares held	352299 (2.33%)	281105 (1.86%)	389280 (2.57%)
6.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Besides the remuneration proposed to be paid to them, the Directors do not have any other pecuniary relationship with the Company. However Mr. Devendra Jain, Mr. Mukesh Jain and Mr. Surendra Jain, are Brothers.		
7.	List of outside Company directorship held	Pithampur Auto Cluster	NIL	NIL

Porwal Auto Components Ltd. Annual Report 2016 - 2017

S. No	Particulars	Mr. Devendra Jain	Mr. Mukesh Jain	Mr. Surendra Jain
8.	Chairman / Member of the Committees of the Board of Directors of the Company	NIL	Member-Stakeholder Relationship Committee	NIL
9.	Chairman / Member of the Committees of the Board Directors of other Companies in which he is director	NIL	NIL	NIL
10.	Past remuneration during the financial year ended 31st March, 2017	34,00,000/-	34,00,000/-	34,00,000/-
11.	Recognition or awards	Nil	Nil	Nil
12.	Remuneration proposed	3,00,000/- PM	3,00,000/- PM	3,00,000/- PM
13.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):	Taking into consideration the size of the Company, the profile of Mr. Devendra Jain, Mr. Mukesh Jain & Mr. Surendra Jain and the responsibilities shouldered to them and the industry benchmarks, the remuneration propose to be paid is commensurate with the remuneration packages paid to similar senior level in other companies.		

III. Other Information:

- i) Reasons of loss or inadequate profits:
The Company has posted a net profit after tax of Rs. 2.08 crores during the year ended 31st March, 2017.
- ii) Steps taken or proposed to be taken for improvement and Expected increase in productivity and profits in measurable terms:

The Automobile Industry in India is an emerging sector, our Company has performed well in all our products and introduced a couple of new models for domestic business, which are well accepted by Customers. We are geared for the future and your Directors are also implementing their management skills and strategies for the better organic and inorganic growth of the company.

ITEM NO. 08

TO APPROVE THE EXPENSES FOR SERVICE OF DOCUMENTS TO MEMBERS

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivery at his office or residence address or by such electronic or other mode as may be prescribed. Further, proviso to subsection (2) of Section 20 states that a member may request for delivery of any document through a particular mode, for which shareholder shall pay such fees in advance as may be determined by the company in its Annual General Meeting. Accordingly, the Board of Directors in their meeting held on 12th August, 2017 has proposed that a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any request has been made by any member for delivery of such documents to him through such mode of service, be taken to cover the cost of such delivery.

The Board recommends the Ordinary Resolution at Item No. 8, for approval of the members. None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested financially or otherwise in the Ordinary Resolution set out at Item No. 8 of the Notice.

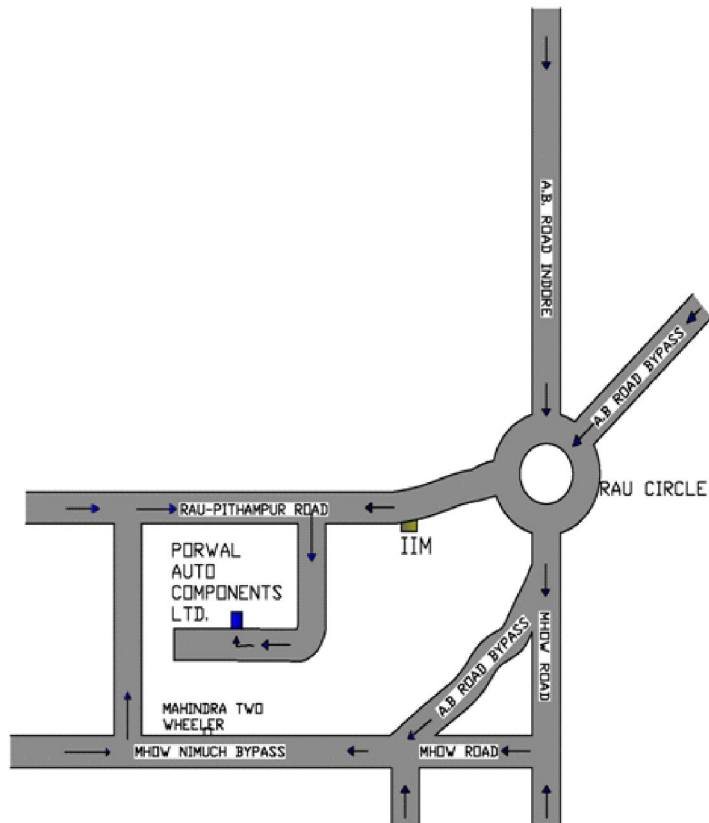
Place: Pithampur
Date: 12.08.2017

Registered office

Plot No. 209, Sector No. 1,
Industrial Area,
Pithampur (M.P.) 454775

By order of the Board of Directors
Porwal Auto Components Limited

ARWA SAIFEE
Company Secretary



BOARDS' REPORT

To
The Members of
Porwal Auto Components Ltd.
Pithampur-454775

Your directors are pleased to present the 25th Annual Report together with the Audited financial Statement for the year ended 31st March, 2017.

1. STATE OF AFFAIRS, FINANCIAL PERFORMANCE AND FUTURE OUTLOOK :

1.1 Financial Results highlights and summary

(Rs. in lacs)

Particulars	As on 31.03.2017	As on 31.03.2016
Total Income	9195.76	8255.91
Less : Total Expenditures	8221.76	7385.06
Profit before Interest, Tax & Depreciation	974.00	870.84
Less : Financial Charges	108.11	190.18
Less : Depreciation	416.75	368.12
Profit before tax	449.13	312.54
Less: Provision for tax-		
Current Tax	91.57	66.20
Deferred Tax	149.36	22.92
Profit/(Loss) after tax	208.20	223.42
Balance of Profit brought forward from previous year	379.85	209.05
Total Profit	588.05	432.47
Appropriations		
Proposed Dividend	-75.50	-45.30
Dividend Tax	-15.37	-9.22
Income tax for earlier years	-0.38	1.90
Balance Profit carried forward to Balance Sheet	496.80	379.85

During the year under review the Company has reported a turnover of Rs. 9195.76 Lacs against the turnover of Rs. 8255.91 Lacs in the Previous Financial Year, registering a growth of 11.38%. The overall expense of the Company has also increased from Rs. 7385.06 Lacs to Rs. 8221.76 Lacs due to high operational cost. The Company's has earned a net profit of Rs. 208.20 Lacs as compared to net profit of Rs. 223.42 Lacs in previous Financial Year.

1.2 OPERATIONS AND FUTURE OUTLOOK

The Indian auto-components Industry has experienced healthy growth over the last few years. Some of the factors attributable to this include a buoyant end-user market, improved consumer sentiment and return of adequate liquidity in the financial system. The Auto-Components Industry accounts for almost seven per cent of India's Gross Domestic Product (GDP) and employs as many as 19 million people, both directly and indirectly.

Now with the advent of Goods and Services Tax, there is no scope for any excise or other duty to be tweaked. So this new tax regime of 2017 will also going to boost the auto industry and encourage buyer sentiment and consumer confidence.

Solar power in India is a fast growing Industry. India quadrupled its solar-generation capacity to 12,289 megawatts (MW) till 31 March 2017 as compared to 2,650 MW as on 26 May 2014 . Solar power being the best suited energy source, solar power generation unit has been set up by your Company in 2013-2014 at village kakodiya Tarana District, Ujjain, Madhya Pradesh for captive consumption. By putting solar power generation unit, the company provides electricity units to Madhya Pradesh Paschim Kashetra Vidyut Vitaran Co. Ltd (MPPVVCL) and receives the credit of the same by the settlement of the electricity bill. Again, the Company is planning to make investment approximately Rs. 15 Crores in Solar Power Plant for captive consumption with the capacity of 3 MW.

1.3 Change in nature of Business

During the year there was no change in business activity of the company.

1.4 Changes in Share Capital

During the Financial Year 2016-17 there was no change in capital structure of the company. The paid up equity capital as on March 31, 2017 is Rs.1510 Lacs. During the year under review, the company has not issued shares with differential voting rights nor has granted any stock option or sweat equity shares.

1.5 Revision of Annual Financial Statement

There was no case of revision in financial statement during the year.

2. Transfer to Reserves

During the year the Company has not transferred any amount to the reserves.

3. Dividend

The Board has recommended a dividend of Rs. 0.50 per share i.e. 5% of the face value of Rs. 10/- per share on the Equity Capital (last year Rs. 0.30 per equity share) for the year ended 31st March, 2017, subject to approval of the members at the ensuing Annual General Meeting.

4. Deposits

During the year under review, your Company did not accept any deposits within the meaning of provisions of Chapter V – Acceptance of Deposits by Companies of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

5. Material changes and commitments after the end of Financial Year

There are no material changes and commitments affecting financial position of the company which have occurred between the end of the financial year of the company to which financial statements relate and date of the report.

6. Subsidiary, Associate Companies or Joint Venture

The Company does not have any subsidiary company or associate company or any joint venture or Holding company.

7. Extracts of Annual Return

Pursuant to sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014 the extracts of the Annual Return as at March 31, 2017 forms part of this report as Annexure I.

8. Number of Meetings of the Board

During the year under review the Board meets 6 (six) times viz. April 9, 2016; May 28, 2016; August 06, 2016; November 12, 2016; February 11, 2017 and March 30, 2017. The details of meetings of the Board and the attendance of Directors are provided in the Corporate Governance Report.

9. Directors' Responsibility Statement

In terms of Section 134(3)(c) of the Companies Act, 2013, your Directors state that:

- a. In the preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures.
- b. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit for the year ended on that period.
- c. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities.
- d. The Directors have had prepared the annual accounts on a going concern basis.
- e. The Directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f. The Directors have devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

10. Reporting of fraud by Statutory Auditors

There was no fraud in the Company; hence no reporting was made by statutory auditors of the Company under sub-section (12) of section 143 of Companies Act, 2013.

11. Declaration by Independent Directors

11.1 Declaration by Independent Directors

All Independent Directors of your Company have given a declaration pursuant to Section 149(7) of the Companies Act, 2013 affirming compliance to the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Based on the declaration(s) of Independent Directors, the Board of Directors recorded its opinion that all Independent Directors are independent of the Management and have fulfilled the conditions as specified in the Companies Act, 2013 and the Rules made thereunder.

11.2 Meetings of Independent Directors

During the year under review, a separate meeting of Independent Directors was held on March 31, 2017, interalia, to discuss:

- evaluation of the performance of Non-Independent Directors and Board of Directors as a whole.
- evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive Directors and non-executive directors.
- evaluation of the quality, content and timelines of flow of information between the management and the Board of Directors that is necessary for the Board of Directors to effectively and necessarily perform its duties.

All the Independent Directors were present at the said Meeting.

11.3 Familiarization Programme

The objective of a familiarization programme is to ensure that the non-executive directors are updated on the business environment and overall operations of the Company. This enables the non-executive directors to make better informed decisions in the interest of the Company and its stakeholders.

In compliance with the requirements of SEBI Regulations, the Company has put in place a familiarization programme for the Independent Directors to familiarize them with their role, rights and responsibility as Directors, the working of the Company, nature of the industry in which the Company operates, business model etc.

With a view to familiarize the independent directors with the Company's operations, as required under regulation 25(7) of the SEBI Listing Regulations, 2015, the familiarization programme has been posted on the website of the Company under the web link –<http://www.porwalauto.com/FamiliarisationProgrammeforIndependentDirectors.pdf>

12. Nomination & Remuneration Committee and Stakeholders Relationship Committee

As per the requirement of Section 178 of the Companies Act, 2013 and Regulation 19 and 20 of SEBI (LODR) Regulations, 2015 the Company has constituted Nomination and Remuneration Committee and Stakeholders Relationship Committee. The Composition of the above Committees, their terms of reference detailed in the report of Corporate Governance.

13. Remuneration Policy

The Board on the recommendation of the Nomination and Remuneration Committee has approved and adopted a Remuneration Policy for selection and appointment of Directors, Senior Management personnel and their remuneration. The Remuneration Policy of the Company forms part of this report as Annexure II.

14. Auditors

14.1 Statutory Auditor

Statutory Auditors **ASSG & ASSOCIATES**, Chartered Accountants, Indore (ICAI Firm Registration No. 012120C), the retiring Auditors of the Company complete their term as Statutory Auditors as provided under the Companies Act, 2013 and relevant Rules thereunder at the conclusion of the ensuing Annual General Meeting ("AGM") of the Company.

The Board has placed on record its sincere appreciation for the services rendered by **ASSG & ASSOCIATES**, as Statutory Auditors of the Company. The Board of Directors on the recommendation of the Audit Committee has approved and recommended to the Members, the appointment of **S N GADIYA & CO.**, Chartered Accountants (ICAI Firm Registration No. 002052C), as Statutory Auditors for a period of 5 years, commencing from the conclusion of the 25th AGM till the conclusion of the 30th AGM, subject to ratification of their appointment by the Members at every AGM, as may be applicable.

S N GADIYA & CO., Chartered Accountants, have given a written consent to act as Statutory Auditors of your Company and have also confirmed that the said appointment would be in conformity with the provisions of sections 139 and 141 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014.

The Members are requested to appoint **S N GADIYA & CO.**, Chartered Accountants, as Statutory Auditors of the Company in place of the retiring Auditors, **ASSG & ASSOCIATES**, Chartered Accountants at the ensuing AGM for a term of 5 years from the conclusion of the ensuing AGM till the conclusion of the 30th AGM and fix their remuneration.

Explanation to Auditor's Remark

The Board has duly reviewed the statutory Auditors Report on the Accounts. The notes forming part of the accounts referred to in the Auditors Report of the Company are self explanatory and do not call for any further explanation.

14.2 Secretarial Auditor

The Board has appointed Ms. Shraddha Jain, Practicing Company Secretary, to conduct Secretarial Audit for the financial year 2016-17. The Secretarial Audit Report for the financial year ended March 31, 2017 is annexed herewith marked as **Annexure III** to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

The Board in its meeting held on 12.08.2017 has appointed Ms. Shraddha Jain, Practicing Company Secretary as Secretarial Auditor of the Company to conduct Secretarial Audit for the financial year 2017-18.

14.3 Cost Record and Cost Audit

Your company does not fall within the provisions of Section 148 of Company's Act, 2013 read with the Companies (Cost records & Audit) Rules, 2014, therefore no such records required to be maintained.

15. Particulars of loans, guarantees or investments

Details of loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the Note No 10 and 11 to the financial statements.

16. Particulars of contracts or arrangements with Related Parties

In accordance with the provisions of Section 188 of the Companies Act, 2013 and rules made thereunder, the transactions entered into with related parties are in the ordinary course of business and on an arm's length basis, the details of which are included in the notes forming part of the financial statements. There are no material contracts or arrangement or transactions during the year. Accordingly, information in Form AOC-2, is not annexed.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at www.porwalauto.com

Suitable disclosures as required under AS-18 have been made in the Note No 29 to the financial statements.

17. Conservation of Energy, technology absorption, foreign exchange earnings and outgo

Information as per Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 relating to conservation of energy, technology absorption, foreign exchange earnings and outgo are given in **Annexure IV** forming part of this report.

18. Risk Management

The Company recognizes that risk is an integral and unavoidable component of business and is committed to managing the risk in a proactive and efficient manner. The Company as part of business strategy has in place a mechanism to identify, assess, monitor risks and mitigate various risks with timely action.

19. Corporate Social Responsibility

Your company does not meet the requirements of Section 135 of Companies Act, 2013 for establishing Corporate Social responsibility (CSR) committee; therefore no such committee was established by the Board.

20. Performance Evaluation of the Board-

Pursuant to the provisions of section 134 of Companies Act 2013 and Regulation 25(4)(a) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Board of Directors has carried out an annual performance evaluation of its own performance, the Directors individually including Independent Directors. The manner in which the evaluation has been carried out is explained in the Corporate Governance report.

21. Directors and Key Managerial Personnel

Mr. Mukesh Jain, retires by rotation at the forthcoming Annual General Meeting, and being eligible offers himself for re-appointment.

Mr. Devendra Jain has been re-appointed as Managing Director of the Company for a period of three years commencing from 1st August, 2017. Mr. Mukesh Jain has been re-appointed as Whole Time Director and Mr. Surendra Kumar Jain has been re-appointed as Chairman and Whole time director of the Company w.e.f 1st August, 2017 for a term of three years, pursuant to the provisions of sections 196, 197, 203 and applicable provisions if any, of companies act 2013. Mr. Shailesh Jain and Ms Arwa Saifee are the Chief Financial Officer (CFO) and Company Secretary (CS) of the Company respectively.

Disqualifications of Directors

During the year declarations received from the Directors of the Company pursuant to Section 164 of the Companies Act, 2013. The Board appraised the same and found that none of the director is disqualified for holding office as director.

22. Code of Conduct

The Company has laid down a code of conduct for all Board members and senior management and Independent Directors of the Company. All the Board members including independent directors and senior management personnel have affirmed compliance with the code of conduct.

23. Significant and material orders passed by the regulators or courts

There are no significant or material orders passed by the Regulators / Courts which would impact the future operations / going concern status of the Company.

24. Internal Financial Controls and its adequacy

The Company has comprehensive Internal Financial Controls system for all major processes including financial statements to ensure reliability of reporting. The system also helps management to have timely data on various operational parameters for effective review. It also ensures proper safeguarding of assets across the Company and its economical use. The internal financial controls system of the Company is commensurate with the size, scale and complexity of its operations. The system and controls are periodically reviewed and modified based on the requirement.

The internal and operational audit is entrusted to M/s Jain Praveen and Associates, Chartered Accountants for the Financial Year 2016-17. The main thrust of internal audit is to test and review controls, appraisal of risks and business processes, besides benchmarking controls with best practices in the industry. Based on the audit observations & suggestions, follow up & remedial measures are being taken on a regular basis.

The Board in its meeting held on 27.05.2017 has appointed Vikas S. Garg & Co., as Internal Auditor of the Company for the financial year 2017-18.

25. Audit Committee

The Audit Committee comprises of Mr. Nitin Dafria as Chairman, Mr. Surajmal Kucheria and Mr. Ramesh Kashyap as members. All the recommendations made by the Audit Committee were accepted by the Board. The details of meetings of Audit Committee held during the year, its composition, terms of reference are given in the Report on Corporate Governance.

26. Vigil Mechanism/Whistle Blower Policy

Your Company has established a Vigil Mechanism/ Whistle Blower Policy to enable Directors and employees of the Company to report unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The Policy provides adequate safeguards against victimization of Directors/ employees and direct access to the Chairman of the Audit Committee in exceptional cases.

The Whistle Blower Policy has been disclosed on the Company's at www.porwalauto.com and circulated to all the Directors and employees.

27. Commission received by directors from holding/subsidiary Company.

The Company does not have any holding/ subsidiary company. Hence provisions of section 197 (14) of Companies Act, 2013 are not applicable to the Company.

28. Disclosure of ratio of remuneration of Directors and Key Managerial Personnel

The prescribed particulars of employees required under section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended is enclosed as Annexure V and forms the part of this Board Report.

29. Particulars of Employees

During the year, there was no employee drawing remuneration in excess of Rs. 1,02,00,000/- p.a. or Rs. 8,50,000/- p.m. Accordingly, information required to be given pursuant to provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, has not been given here.

Further the particulars of top ten employees in terms of remuneration drawn required under section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended is enclosed as Annexure VI and forms the part of this Board Report.

30. Voting Rights of employees

During the year under review the company has not given loan to any employee for purchase of its own shares as per section 67(3)(c) of Companies Act, 2013.

31. Disclosure regarding issue of Employee Stock Options

The Company has not issued shares under employee's stock options scheme pursuant to provisions of Section 62 read with Rule 12(9) of Companies (Share Capital and Debenture) Rules, 2014.

32. Disclosure regarding issue of Sweat Equity Shares

The Company has not issued sweat equity shares pursuant to provisions of Section 54 read with Rule 8 of Companies (Share Capital and Debenture) Rules, 2014 during the Financial Year.

33. Corporate Governance Report

Your Company and its Board has been complying with Corporate Governance practices as set out in a separate report in pursuance of requirement of para C of Schedule V SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure VII**. Auditor's certificate confirming compliance of the Corporate Governance as stipulated under the said Regulations is also attached to this Report.

34. Management Discussion and Analysis Statement

Management Discussion and Analysis statement in pursuance of requirement of para B of Schedule V SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are attached to this report as **Annexure – VIII**.

35. Listing at Stock Exchange

The Equity shares of the Company are listed with BSE Ltd, Mumbai and the listing fee for the year 2017-18 has been duly paid.

36. Insurance

The Company's assets are adequately insured against the loss of fire and other risk, as consider necessary by the Management from time to time. The Company has also taken insurance cover for any claims/losses arising out of its core business of security broking.

37. Business Responsibility Report:

The Business Responsibility Reporting as required by Regulation 34(2)(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, is not applicable to your Company for the financial year ending March 31, 2017.

38. Depository System

Your Company's shares are tradable compulsorily in electronic form and your Company has connectivity with both the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Service (India) Limited (CDSL). In view of the numerous advantages offered by the Depository System, members are requested to avail the facility of Dematerialization of the Company's shares on either of the Depositories mentioned as aforesaid.

39. Environment and Safety

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner, so as to ensure safety of all concerned, compliances environmental regulations and preservation of natural resources.

40. Industrial Relations

Industrial relations remained cordial throughout the year. Your Directors recognize and appreciate the sincere, hard work, loyal, dedicated efforts and contribution of all the employees in the growth and performance of the Company during the year.

≡≡≡ **Porwal Auto Components Ltd.** ≡≡≡≡≡≡≡≡ **Annual Report 2016 - 2017** ≡≡≡

The Company continues to accord a very high priority to both industrial safety and environmental protection and these are ongoing processes at the Company's plant and facilities to maintain high awareness levels. The Company as a policy re-evaluates safety standards and practices from time to time in order to raise the bar of safety for its people as well as users and customers.

41. Disclosure under the sexual harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace, in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made there under. The Policy aims to provide protection to employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure. Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment.

It may be noted that during the year 2016-17, no grievance / complaint from any women employee was reported.

42. Acknowledgements

On the occasion of the Silver Jubilee Year, Your Directors place on record their special gratitude to all the Government and semi government departments and Company's Bankers, for the assistance and co-operation and encouragement they extended to the Company. Your Directors also wish to place on record their sincere thanks and appreciation for the continuing support and unstinting efforts of Customer, Vendors, Employees and all other stakeholders in ensuring an excellent all around operational performance.

For & on behalf of the Board of Directors
Porwal Auto Components Limited

Place: Pithampur

Date: 12.08.2017

Registered office

Plot No. 209, Sector No. 1,
Industrial Area,
Pithampur (M.P.) 454775

SURENDRA JAIN
Chairman

Porwal Auto Components Ltd. Annual Report 2016 - 2017

FORM NO. MGT 9

ANNEXURE – I

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2017

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014

I REGISTRATION & OTHER DETAILS:-

1	CIN	L34300MP1992PLC006912
2	Registration Date	03.02.1992
3	Name of the Company	Porwal Auto Components Ltd
4	Category/Sub-category of the Company	Public Company / Limited by shares
5	Address of the Registered office & contact details	Plot No. 209, Sector 1, Industrial Area, Pithampur, (M.P.) 454775
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Link Intime India Pvt Ltd. C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083 Tel: +91 22 49186000

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S.No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1.	CI & SG Iron Automobile Components	34300	97.54%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S.No.	Name and Address of the company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares Held
NA				

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

A) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 1- 04-2016]				No. of Shares held at the end of the year[As on 31-03-2017]				
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	%Change during the year
A. Promoters									
1 Indian									
a) Individual/ HUF	2825973	50800	2876773	19.05	28,58,542	0	28,58,542	18.93	-0.12
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	2750000	0	2750000	18.21	2750000	0	2750000	18.21	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
Total share-holding of Promoter (A)(2):-	5575973	50800	5626773	37.26	5608542	0	5608542	37.14	-0.12
2 Foreign									
a) NRIs -	0	0	0	0	0	0	0	0	0
Individuals	0	0	0	0	0	0	0	0	0

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Category of Shareholders	No. of Shares held at the beginning of the year[As on 1- 04-2016]				No. of Shares held at the end of the year[As on 31-03-2017]				
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	%Change during the year
b) Other –Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total share-holding of Promoter (A) = (A)(1)+(A)(2)	5575973	50800	5626773	37.26	5608542	0	5608542	37.14	-0.12
B. Public Shareholding									
1 Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2 Non-Institutions									
a) Bodies Corp.									
i) Indian	3715704	196600	3912304	25.90	3561503	196600	3758103	24.89	-1.02
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	3560005	413403	3973408	26.31	3636528	408303	4044831	26.79	0.47
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1119253	44700	1163953	7.71	1067012	44700	1111712	7.36	-0.35
c) Others (specify)									
Hindu Undivided Family	235207	0	235207	1.57	260436	0	260436	1.72	0.17
Non Resident Indians (Repat)	67493	0	67493	0.45	62870	0	62870	0.42	-0.03
Non Resident Indians (Non Repat)	48570	0	48570	0.32	52915	0	52915	0.35	0.03
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	72292	0	72292	0.48	200591	0	200591	1.33	0.85
Trusts	0	0	0	0	0	0	0	0	0
Foreign Bodies-D R	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	8818524	654703	9473227	62.74	8841855	649603	9491458	62.86	0.12
Total Public Shareholding (B)=(B)(1)+ (B)(2)	8818524	654703	9473227	62.74	8841855	649603	9491458	62.86	0.12

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Category of Shareholders	No. of Shares held at the beginning of the year[As on 1- 04-2016]				No. of Shares held at the end of the year[As on 31-03-2017]				
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	%Change during the year
Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	14394497	705503	15100000	100.00	14450397	649603	15100000	100	0

B) Shareholding of Promoter and Promoters Group-

SN	Shareholder's Name	Shareholding at the beginning of the year (As on 01-04-2016)			Shareholding at the end of the year (As on 31-03-2017)			
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	% change in shareholding during the year
1	Surendra Jain	404280	2.6774	0	389280	2.5780	0	-0.0994
2	Devendra Jain	352299	2.3331	0	352299	2.3331	0	0
3	Mukesh Jain	281105	1.8616	0	281105	1.8616	0	0
4	Flag Vittwas Limited	2750000	18.2119	0	2750000	18.2119	0	0
5	Gajendra Utsavljaji Jain	275989	1.8277	0	275989	1.8277	0	0
6	Shailesh Jain	192800	1.2768	0	192800	1.2768	0	0
7	Chandanbai Utsavljaji Jain	164000	1.0861	0	164000	1.0861	0	0
8	Sunita Jain	114600	0.7589	0	114600	0.7589	0	0
9	Pramila Jain	110000	0.7285	0	110000	0.7285	0	0
10	Pushpa Jain	95000	0.6291	0	95000	0.6291	0	0
11	Manju Jain	94900	0.6285	0	94900	0.6285	0	0
12	Premalata Jain	92000	0.6093	0	92000	0.6093	0	0
13	Atin Jain	78500	0.5199	0	78500	0.5199	0	0
14	Santosh Aidasani	75000	0.4967	0	75000	0.4967	0	0
15	Arshui Jain	72500	0.4801	0	72500	0.4801	0	0
16	Devendra Jain HUF	69000	0.4570	0	69000	0.4570	0	0
17	Gajendra Jain HUF	66000	0.4371	0	66000	0.4371	0	0
18	Surendra Jain HUF	59500	0.3940	0	59500	0.3940	0	0
19	Mukesh Jain HUF	59000	0.3907	0	59000	0.3907	0	0
20	Sejal Jain	34500	0.2285	0	34500	0.2285	0	0
21	Sonali Parekh	30800	0.2040	0	30800	0.2040	0	0
22	Parul Atin Jain	26500	0.1755	0	26500	0.1755	0	0
23	Richa Devendra Jain	24000	0.1589	0	24000	0.1589	0	0
24	Cherry Kappale	23500	0.1556	0	21500	0.1424	0	-0.0132
25	Reema Devendra Jain	23000	0.1523	0	23000	0.1523	0	0
26	Shailesh Jain HUF	20500	0.1358	0	20500	0.1358	0	0
27	Rohan Mukesh Jain	17500	0.1159	0	17500	0.1159	0	0
28	Ritidawra	9000	0.0596	0	9000	0.0596	0	0
29	Shikha Gawade	7000	0.0464	0	5769	0.0382	0	-0.0082
30	Anish Jain	4000	0.0265	0	4000	0.0265	0	0
	Total	5626773	37.2634	0	5608542	37.1427	0	0

C) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Shareholding at the beginning of the year (As on 01-04-2016)		Cumulative Shareholding during the year (01-04-2016 to 31-03-2017)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	5626773	37.2634	5626773	37.2634
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):			Note-1	
	At the end of the year	5608542	37.1427	5608542	37.1427

Note : There is change in the total shareholding of promoters between 01-04-2016 and 31-03-2017 and the same details are given below.

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NOTE-I DETAILS OF INCREASE AND DECREASE IN PROMOTERS' SHARE HOLDING

Sl. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-16 to 31-03-17)	
		No. of Shares at the beginning (01-04-16)/end of the year (31-03-17)	% of total shares of Company				No. of Shares	% of total shares of Company
1.	Surendra Jain	404280	2.6774	01.04.2016			404280	2.6774
				06.05.2016	-5000	Transfer	399280	2.6442
				10.06.2016	-10000	Transfer	389280	2.5780
		389280	2.5780	31.03.2017			389280	2.5780
2.	Cherry Kapale	23500	0.1556	01.04.2016			23500	0.1556
				09.12.2016	-23500	Transfer	0	0.0000
				16.12.2016	23500	Transfer	23500	0.1556
				13.01.2017	-560	Transfer	22940	0.1519
				20.01.2017	-1440	Transfer	21500	0.1424
		21500	0.1424	31.03.2017			21500	0.1424
3.	ShikhaGawade	7000	0.0464	01.04.2016				
				13.01.2017	-714	Transfer	6286	0.0416
				20.01.2017	-517	Transfer	5769	0.0382
		5769	0.0382	31.03.2017			5769	0.0382
4.	Chandanbai Utsavil Jain	164000	1.0861	01.04.2016			164000	0.9536
				13.05.2016	-20000	Transfer	144000	0.9536
				20.05.2016	20000	Transfer	164000	1.0861
				05.08.2016	20000	Transfer	184000	1.2185
				12.08.2016	-20000	Transfer	164000	-1.0861
		164000	1.0861	31.03.2017			164000	1.0861
5.	Sonal Parekh	30800	0.2040	01.04.2016				
				06.05.2016	-30800	Transfer	0	0.0000
				13.05.2016	30800	Transfer	30800	0.2040
				05.08.2016	30800	Transfer	61600	0.4079
				12.08.2016	-30800	Transfer	30800	0.2040
		30800	0.2040	31.03.2017			30800	0.2040

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D) Shareholding Pattern of top ten Shareholders : (Other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Name (For Each of the Top 10 Shareholders)	Shareholding					Cumulative Shareholding during the year (01-04-16 to 31-03-17)	
		No. of Shares at the beginning (01-04-16)/ end of the year (31-03-17)	% of total shares of Company	Date	Increase/ Decrease in shareholding	Reason	No. of Shares	% of total shares of Company
1	Porwal Finsec Pvt. Limited	3308300	21.9092	01-Apr-16	0	Transfer	3308300	21.9092
				11-Nov-16	-200000		3288300	21.7768
		3288300	21.7768	31-Mar-17	0		3288300	21.7768
2	Padma Pirlamarla	294534	1.9506	01-Apr-16			294534	1.9506
				03-Mar-17	1777	Transfer	296311	1.9623
		296311	1.9623	31-Mar-17			296311	1.9623
3	Indianivesh Securities Limited	0	0.0000	01-Apr-16			0	0.0000
				29-Apr-16	1600	Transfer	1600	0.0106
				06-May-16	2500	Transfer	4100	0.0272
				13-May-16	5	Transfer	4105	0.0272
				20-May-16	1769	Transfer	5874	0.0389
				27-May-16	1096	Transfer	6970	0.0462
				03-June-16	200	Transfer	7170	0.0475
				10-June-16	-4170	Transfer	3000	0.0199
				17-June-16	100	Transfer	3100	0.0205
				24-June-16	-100	Transfer	3000	0.0199
				30-June-16	-1200	Transfer	1800	0.0119
				01-Jul-16	100	Transfer	1900	0.0126
				15-Jul-16	1050	Transfer	2950	0.0195
				22-Jul-16	850	Transfer	3800	0.0252
				29-Jul-16	-7	Transfer	3793	0.0251
				05-Aug-16	1500	Transfer	5293	0.0351
				12-Aug-16	2407	Transfer	7700	0.0510
				02-Sep-16	-501	Transfer	7199	0.0477
				09-Sep-16	1000	Transfer	8199	0.0543
				16-Sep-16	-1120	Transfer	7079	0.0469
				23-Sep-16	120	Transfer	7199	0.0477
				30-Sep-16	-1699	Transfer	5500	0.0364
				07-Oct -16	2150	Transfer	7650	0.0507
				14-Oct-16	-150	Transfer	7500	0.0497
				21-Oct -16	-4550	Transfer	2950	0.0195
				04-Nov-16	-2550	Transfer	400	0.0026
				11-Nov-16	650	Transfer	1050	0.0070
				02-Dec-16	-100	Transfer	950	0.0063
				09-Dec-16	100	Transfer	1050	0.0070
				30-Dec-16	-650	Transfer	400	0.0026
				10-Feb-17	-200	Transfer	200	0.0013
		17-Feb-17	200	Transfer	400	0.0026		
		03-Mar-17	500	Transfer	900	0.0060		
		10-Mar-17	200	Transfer	1100	0.0073		
		17-Mar-17	-700	Transfer	400	0.0026		
		24-Mar-17	93200	Transfer	93600	0.6199		
		31-Mar-17	6800		100400	0.6649		
		100400	0.6649	31-Mar-17		100400	0.6649	

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Sl. No.	Name (For Each of the Top 10 Shareholders)	Shareholding					Cumulative Shareholding during the year (01-04-16 to 31-03-17)	
		No. of Shares at the beginning (01-04-16)/end of the year (31-03-17)	% of total shares of Company	Date	Increase/ Decrease in shareholding	Reason	No. of Shares	% of total shares of Company
4	Mahesh kurunghat sukumaran	0	0.0000	01-Apr-16			0	0.0000
				17-Mar-17	44712	Transfer	44712	0.2961
				24-Mar-17	43202	Transfer	87914	0.5822
		87914	0.5822	31-Mar-17			87914	0.5822
5	keynote Industries private Limited	49000	0.3245	01-Apr-16			49000	0.3245
		49000	0.3245	31-Mar-17		Nil movement during the year	49000	0.3245
6	Surana International Private Limited	46900	0.3106	01-Apr-16	0		46900	0.3106
					0	Nil movement during the year		
		46900	0.3106	31-Mar-17	0		46900	0.3106
7	Govind bhai Laji bhai Kakadia	0	0.0000	01-Apr-16	0		0	0.0000
				06-Jan-17	3180	Transfer	3180	0.0211
				13-Jan -17	19755	Transfer	22935	0.1519
				24-Mar-17	10000	Transfer	32935	0.2181
		32935	0.2181	31-Mar-17			32935	0.2181
8	Muthulakshmi M	32026	0.2121	01-Apr-16	0		32026	0.2121
		32026	0.2121	31-Mar-17	0	Nil movement during the year	32026	0.2121
9	Kunjita Impex Private Limited	38378	0.2542	1-Apr-16			38378	0.2542
				29-Apr-16	-1000	Transfer	37378	0.2475
				06-May-16	-3000	Transfer	34378	0.2277
				13-May-16	-2000	Transfer	32378	0.2144
				12-Aug-16	-1000	Transfer	31378	0.2078
		29378	0.1946	31-Mar-17	-2000	Transfer	29378	0.1946
10	Jeevan Kantilal Shah	0	0	1-Apr-16			0	0
				08-April-16	28940	Transfer	28940	0.1916
		28940	0.1916	31-Mar-17			28940	0.1916
11	Pananghat Muraleedharan	0	0	1-Apr-16			0	0
				08-April-16	28000	Transfer	28000	1.8543
		28000	1.8543	31-Mar-17			28000	1.8543

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Sl. No.	Name (For Each of the Directors and Key Managerial Personnel)	Shareholding					Cumulative Shareholding during the year (01-04-16 to 31-03-17)	
		No. of Shares at the beginning (01-04-16)/end of the year (31-03-17)	% of total shares of Company	Date	Increase/ Decrease in shareholding	Reason	No. of Shares	% of total shares of Company
12.	Ketan S Shah	27000	0.1788	01-Apr-16		Nil movement during the year	27000	0.1788
		27000	0.1788	31-Mar-17			27000	0.1788
13.	Zen Securities Ltd-Bse Clients A/C	152183	1.0078	01-Apr-16			152183	1.0078
				06-May-16	500	Transfer	152683	1.0111
				13-May-16	800	Transfer	153483	1.0164
				20-May -16	-500	Transfer	152983	1.0131
				03-Jun-16	-152358	Transfer	625	0.0041
				10-Jun-16	99	Transfer	724	0.0048
				17-Jun-16	1100	Transfer	1824	0.0121
				24-Jun-16	-800	Transfer	1024	0.0068
				30-Jun-16	1	Transfer	1025	0.0068
				12-Aug-16	2900	Transfer	3925	0.0260
				19-Aug-16	-1097	Transfer	2828	0.0187
				26-Aug-16	-1803	Transfer	1025	0.0068
				02-Sep-16	2021	Transfer	3046	0.0202
				09-Sep-16	700	Transfer	3746	0.0248
				16-Sep-16	15398	Transfer	19144	0.1268
				23-Sep-16	-7398	Transfer	11746	0.0778
				30-Sep-16	1000	Transfer	12746	0.0844
				07-Oct-16	2600	Transfer	15346	0.1016
				14-Oct-16	-1500	Transfer	13846	0.0917
				21-Oct16	1445	Transfer	15291	0.1013
				28-Oct-16	8665	Transfer	23956	0.1586
				04-Nov-16	598	Transfer	24554	0.1626
				25-Nov-16	-194	Transfer	24360	0.1613
				02-Dec-16	-10000	Transfer	14360	0.0951
				09-Dec-16	900	Transfer	15260	0.1011
				16-Dec-16	-436	Transfer	14824	0.0982
				23-Dec-16	-1590	Transfer	13234	0.0876
				30-Dec-16	-10000	Transfer	3234	0.0214
				06-Jan-17	1401	Transfer	4635	0.0307
				13-Jan-17	-1425	Transfer	3210	0.0213
				3-Feb-17	-36	Transfer	3174	0.021
				10-Feb-17	6073	Transfer	9247	0.0612
				17-Feb-17	2950	Transfer	12197	0.0808
				24-Feb-17	-1200	Transfer	10997	0.0728
				03-Mar-17	-521	Transfer	10476	0.0694
				10-Mar-17	2000	Transfer	12476	0.0826
				17-Mar-17	2840	Transfer	15316	0.1014
				24-Mar-17	-1940	Transfer	13376	0.0886
				31-Mar-17	-1000	Transfer	12376	0.082
		12376	0.082	31-Mar-17			12376	0.082

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14.	V.V.S. RANI	33000	0.2185	01-Apr-16			33000	0.2185
				30-Jun-16	8000	Transfer	41000	0.2715
					5000		46000	0.3046
				30-Sep-16		Transfer		
					-13000		33000	0.2185
				21-Oct-16		Transfer		
					-13000		20000	0.1325
				10-Feb-17		Transfer		
					-10000		10000	0.0662
		10000	0.0662	31-Mar-17			10000	0.0662
15.	Kapil Dinesh Vira	44938	0.2976	01-Apr-16			44938	0.2976
				06-May-16	-6000	Transfer	38938	0.2579
				26-Aug-16	-2000	Transfer	36938	0.2446
				04-Nov-16	-30000	Transfer	6938	0.0459
				11-Nov-16	-6938	Transfer	0	0.0000
		0	0.0000	31-Mar-17			0	0.0000
16.	Kamal Kumar Khurana	37000	0.2450	01-Apr-16			37000	0.2450
				13-May-16	-17375	Transfer	19625	0.1300
				20-May-16	-11060	Transfer	8565	0.0567
				12-Aug-16	-8565	Transfer	0	0.0000
		0	0.0000	31-Mar-17			0	0.0000

E) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name (For Each of the Directors and Key Managerial Personnel)	Shareholding					Cumulative Shareholding during the year (01-04-16 to 31-03-17)		
		No. of Shares at the beginning (01-04-16)/ end of the year (31-03-17)	% of total shares of Company	Date	Increase/ Decrease in shareholding	Reason	No. of Shares	% of total shares of Company	
A. DIRECTORS									
1	Surendra Jain- Chairman	404280	2.6774	01-Apr-16		Decrease in holding due to Transfer during the year	404280	2.6774	
				06-May-16	-5000				
				10-June-16	-10000				
		389280	2.5780	31-Mar-17			389280	2.5780	
2	Mukesh Jain- WTD	281105	1.8616	01-Apr-16	0	Nil movement during the year	281105	1.8616	
		281105	1.8616	31-Mar-17				281105	1.8616
3	Devendra Jain- MD	352299	2.3331	01-Apr-16	0	Nil movement during the year	352299	2.3331	
		352299	2.3331	31-Mar-17				352299	2.3331
4	Nitin Dafria- Independent Director	0	0	01-Apr-16	0	Nil Holding/ movement during the year	0	0	
		0	0	31-Mar-17				0	0
5	Surajmal Kucheria- Independent Director	0	0	01-Apr-16	0	Nil Holding/ movement during the year	0	0	
		0	0	31-Mar-17				0	0
6	Ramesh Kashyap- Independent Director	0	0	01-Apr-16	0	Nil Holding/ movement during the year	0	0	
		0	0	31-Mar-17				0	0
7	Rajni Jain- Independent Director	0	0	01-Apr-16	0	Nil Holding/ movement during the year	0	0	
		0	0	31-Mar-17				0	0

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KEY MANAGEMENT PERSONNEL

1	Shailesh Jain- CFO	192800	1.2768	01-Apr-16	0	Nil movement during the year	192800	1.2768
		192800	1.2768	31-Mar-17			192800	1.2768
2	Arwa Saifee - CS	0	0	01-Apr-16	0	Nil Holding/ movement during the year	0	0
		0	0	31-Mar-17			0	0

V INDEBTEDNESS – Indebtedness of the Company including interest outstanding/accrued but not due for payment. Amount in Lacs

SN	Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
	Indebtedness at the beginning of the financial year (01.04.2016)				
i)	Principal Amount	825.91	-	-	825.91
ii)	Interest due but not paid	-	-	-	-
iii)	Interest accrued but not due	-	-	-	-
	Total (i+ii+iii)	825.91	-	-	825.91
	Change in Indebtedness during the financial year				
	Addition	131.96	-	-	131.96
	Reduction	175.98	-	-	175.98
	Net Change	(44.02)	-	-	(44.02)
	Indebtedness at the end of the financial year (31.03.2017)				
i)	Principal Amount	781.89	-	-	781.89
ii)	Interest due but not paid	-	-	-	-
iii)	Interest accrued but not due	-	-	-	-
	Total (i+ii+iii)	781.89	-	-	781.89

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Mr. Surendra Jain	Mr. Devendra Jain	Mr. Mukesh Jain	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3400000	3400000	3400000	10200000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit-	-	-	-	-
	- others, specify...-	-	-	-	-
5	Others, please specify-	-	-	-	-
	Total (A)	3400000	3400000	3400000	10200000
	Ceiling as per the Act	As per schedule V of Companies Act 2013			

B Remuneration to other directors

SN	Particulars of Remuneration	Name of Directors				Total Amount
		Mr. Nitin Dafria	Mr. Surajmal Kucheria	Mr. Ramesh Kashyap	Mrs. Rajni Jain	
1	Independent Directors					
	Fee for attending board committee meetings	6000	6000	6000	6000	24000
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	6000	6000	6000	6000	24000
2	Other Non-Executive Directors					
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	6000	6000	6000	6000	24000
	Total Managerial Remuneration	6000	6000	6000	6000	24000

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Overall Ceiling as per the Act	The Company may pay sitting fees to the Directors for attending Board / Committee meetings as may be decided by the Board of Directors which shall not exceed one lakh rupees per meeting of the Board or committee. The Board has fixed 1000/- as sitting fees for Board meetings.
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C REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD /MANAGER/ WTD

SN	Particulars of Remuneration	Key Managerial Personnel		
		CFO	CS	Total Amount
		Shailesh Jain	Arwa Saifee	
1	Gross salary	2550000	213000	2763000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity			
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total (A)	2550000	213000	2763000

VII PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: There were no Penalties/ Punishment/ Compounding of Offences for the year ended 31st March 2017.

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY			NIL		
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

ANNEXURE – II

NOMINATION AND REMUNERATION POLICY

1. Introduction

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

Objectives of the Committee:

The Committee shall:

- i. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, key managerial personnel and other employees;
- ii. Formulation of criteria for evaluation of Independent Directors and the Board of directors;
- iii. Devising a policy on Board diversity;
- iv. Identify persons who are qualified to become Directors and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy;
- v. Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel and shall carry out evaluation of every director's performance.
- vi. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

Definitions:

- **"Board"**:-Board means Board of Directors of the Company.
- **"Director"**:-Directors means Directors of the Company.
- **"Policy or This Policy"** means, "Nomination and Remuneration Policy."
- **"Remuneration"** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income tax Act, 1961."
- **"Committee"**:-Committee means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board, from time to time.
- **"Company"**:- Company means Porwal Auto Components Limited.
- **"Key Managerial Personnel"**:- Key Managerial Personnel (KMP) means-
 - (i) the Chief Executive Officer or the managing director or the manager;
 - (ii) the company secretary;
 - (iii) the whole-time director;
 - (iv) the Chief Financial Officer; and
 - (v) such other officer as may be prescribed under the Companies Act, 2013
- **"Independent Director"** means a non-executive director, other than a nominee director of the listed entity:
 - a. who, in the opinion of the board of directors, is a person of integrity and possesses relevant expertise and experience;
 - b. (i) who is or was not a promoter of the listed entity or its holding, subsidiary or associate company;
(ii) who is not related to promoters or directors in the listed entity, its holding, subsidiary or associate company;
 - c. apart from receiving director's remuneration, has or had no material pecuniary relationship with the listed entity, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
 - d. none of whose relatives has or had pecuniary relationship or transaction with the listed entity, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed from time to time, whichever is lower, during the two immediately preceding financial years or during the current financial year;

- e. who, neither himself, nor whose relative(s) —
 - (i) holds or has held the position of a key managerial personnel or is or has been an employee of the listed entity or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
 - (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of
 - a. a firm of auditors or company secretaries in practice or cost auditors of the listed entity or its holding, subsidiary or associate company; or
 - b. any legal or a consulting firm that has or had any transaction with the listed entity, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;
 - (iii) holds together with his relatives two per cent or more of the total voting power of the listed entity; or
 - (iv) is a chief executive or director, by whatever name called, of any non profit organisation that receives twenty-five per cent or more of its receipts or corpus from the listed entity, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the listed entity;
 - (v) is a material supplier, service provider or customer or a lessor or lessee of the listed entity;
- f. who is not less than 21 years of age.
- **“Senior Management”**:- The expression “senior management” means personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

Applicability:-

The Policy is applicable to

- Directors (Executive and Non Executive)
- Key Managerial Personnel
- Senior Management Personnel

General Appointment Criteria:

The Committee shall consider the following criteria and qualifications as follows.

- i. The Committee shall identify, ascertain and consider the ethical standards of integrity and probity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and accordingly recommend to the Board his / her appointment.
- ii. The Company should ensure that the person so appointed as Director/ Independent Director/ KMP/ Senior Management Personnel shall not be disqualified under the Companies Act, 2013, rules made thereunder, Listing Regulations or any other enactment for the time being in force.
- iii. The Director/ Independent Director/ KMP/ Senior Management Personnel shall be appointed as per the procedure laid down under the provisions of the Companies Act, 2013, rules made thereunder, Listing Regulations or any other enactment for the time being in force.
- iv. The Committee has the discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

Additional Criteria for Appointment of Independent Directors:

The Nomination and Remuneration Committee shall satisfy itself with regard to the Independent nature of the Directors so as to enable the Board to discharge its function and duties effectively. Independent Director shall meet all criteria specified under the provisions of the Companies Act, 2013 and rules made there under and Listing Regulations. The Committee shall consider qualifications for Independent Directors as mentioned in herein earlier under the head ‘Definitions’.

Term / Tenure:

The Term / Tenure of the Directors shall be governed as per provisions of the Listing Regulations, Companies Act, 2013 and rules made there under as amended from time to time.

Performance Evaluation Criteria

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval.

Removal:

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations or any other reasonable ground, the Committee may recommend to the Board for removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

Policy on Board diversity:

The Board of Directors shall have the optimum combination of Directors from the different areas / fields like production, Management, Quality Assurance, Finance, Sales and Marketing, Supply Chain, Research and Development, Human Resources etc. or as may be considered appropriate.

Policy Review:-

This policy is framed based on the provision of the Companies Act, 2013 and rules thereunder and requirement of the SEBI (LODR) Regulations.

Remuneration: Policy For Remuneration To Directors/Key Managerial Personnel/Senior Management Personnel:

1. Non-Executive Directors

The Company is not paying any remuneration to the Non-Executive /Independent Directors except, sitting fees for attending the Board meetings.

The amount of sitting fees shall be subject to limits as provided under the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

2. Managing Director & Key Managerial Personnel & Other Employees

The remuneration shall be reasonable and sufficient to attract, retain and motivate directors, Key Managerial Personnel and Senior Management of the quality required to run the company successfully. The relationship of remuneration to performance should be clear and meet appropriate performance benchmarks.

The remuneration should also involve a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

1. The remuneration of Executive Director including the Chairman, Managing Director, and KMP shall be recommended and approved by the Nomination and Remuneration Committee to the Board.

The remuneration shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

2. The Company shall pay sitting fees to executive Directors for attending the Board meetings.

The amount of sitting fees shall be subject to limits as provided under the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

3. The Company shall pay remuneration to its CS and CFO as per the terms of the appointment as approved by the Nomination and Remuneration Committee and they shall also entitled for the annual increments based on their performance, evaluated by the Nomination and Remuneration Committee and Board on annual basis.

4. The Remuneration to other employees will be such as to ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks. Remuneration to other employees shall involve a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

Amendment

Any change in the Policy shall, on recommendation of Nominations and Remuneration Committee, be approved by the Board of Directors of the Company. The Board of Directors shall have the right to withdraw and / or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding.

ANNEXURE – III

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
PORWAL AUTO COMPONENTS LTD
(L34300MP1992PLC006912)
Plot no. 209, Sector 1,
Industrial Area
MP 454775 IN

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by PORWAL AUTO COMPONENTS LTD (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015,
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; which is not applicable to the Company during the Audit Period
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; which is not applicable to the Company during the Audit Period
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; which is not applicable to the Company during the Audit Period
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; which is not applicable to the Company during the Audit Period and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; which is not applicable to the Company during the Audit Period
 - i) The Securities and Exchange Board of India (Listing obligations And Disclosure Requirements) Regulations, 2015

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India, which made applicable from 1st July 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of Board of Directors that took place during the period under review were carried out in compliance with the provision of the Act.

Adequate notice is given to all the directors to schedule the Board meeting, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee(s) Meetings are carried through unanimously as recorded in the meetings of the Board and Committee(s) of the Board, as the case may be.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

SHRADDHA JAIN

Place: Indore
Date: 12.08.2017

PRACTISING COMPANY SECRETARY
ACS No: 39488
C P No: 14717

Annexure – IV

The information under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 for the year ended March 31, 2017 is given here below and forms part of the Board Report.

A. Conservation of Energy :

i. The steps taken or impact on conservation of energy

- Company ensures that the manufacturing operations are conducted in the manner whereby optimum utilization and maximum possible savings of energy is achieved.
- Upgradation of Machineries and installation of new machineries based on fuel or power efficiency.
- Monitoring the maximum demand and power load factor on daily basis.
- Replacement of inefficient motors with energy efficient motors.

ii. The steps taken by the Company for utilizing alternate sources of energy

During the year under review the Company utilized solar energy for electricity.

iii. Capital Investment on Energy Conservation Equipments

The Company acknowledges the fact that investment in energy conservation offers significant economic benefits in addition to climate change benefits.

The Company has setup solar power plant in the year 2013-14 for environment protection and conservation of energy. The Company has invested Rs. 11.97 crores as capital investment on energy conservation equipment. In the year 2015-2016 and 2016-2017 the Company has earned total receipt of Rs. 133.65 Lacs and Rs. 142.80 Lacs respectively from the solar power generation unit.

B. Technology Absorption

i. The efforts made towards technology absorption

Installation of solar power generation unit for electricity.

ii. The benefits derived like increase in productivity and cost reduction.

iii. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) – The company is using manufacturing technology which is entirely indigenous.

iv. Expenditure on R&D – Research & Development activities are being carried out as part of the Company's normal business activities. In order to maintain its position, your Company is continuously upgrading its technology to meet the ever increasing demands of its customers. The Company is regular in adding new equipments for testing. During the year the Company has made an investment of 24 Lacs approximately towards Research and Development.

C. Foreign exchange earnings and Outgo-

	2016-17	2015-16
Foreign exchange earnings	NIL	NIL
Foreign exchange outgo (Travelling Expenses)	NIL	Rs. 147000

Annexure – V

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- (i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2016-17, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2016-17 and the comparison of remuneration of each key Managerial Personnel (KMP) against the performance of the Company are as under:

S N	Name of Director/ KMP and Designation	Designation	Remuneration of Director/ KMP for financial year 2016-17	% increase in Remuneration in the Financial Year 2016-17	Ratio of Remuneration of each Director to median remuneration of employees
1.	Mr. Surendra Jain	Chairman & Whole Time Director	34,00,000	41.67%	33.68%
2.	Mr. Devendra Jain	Managing Director	34,00,000	41.67%	33.68%
3.	Mr. Mukesh Jain	Whole Time Director	34,00,000	41.67%	33.68%
4.	Mr. Nitin Dafria	Independent Director	—	—	—
5.	Mr. Surajmal Kucheria	Independent Director	—	—	—
6.	Mr. Ramesh Kashyap	Independent Director	—	—	—
7.	Mrs. Rajni Jain	Independent Director	—	—	—
8.	Mr. Shailesh Jain	CFO	25,50,000	41.67%	NA
9.	Ms. Arwa Saifee	Company Secretary	2,13,000	14.52%	NA

Note

- None of the Independent Directors of the Company received any remuneration other than sitting fees of Rs.1000/- for attending Board Meetings during the financial year 2016-17.
- (ii) The percentage increase in the median remuneration of employees in the financial year- **8.23%**
- (iii) The number of permanent employees on the rolls of Company as on March 31, 2017- **286**.
- (iv) Average percentile increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2016-17 was 18.12% whereas the increase in the managerial remuneration for the same financial year was 42%. There are no exceptional circumstances for increase in the managerial remuneration.
- (v) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy.

Annexure – VI

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(2) & 5 (3) OF CHAPTER XIII, THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, AND FORMING PART OF THE BOARDS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2017.

S. No.	Name	Designation	Remuneration received	Qualification and Experience	Date of Joining	Age	Last Employment
1	Mr. Surendra Jain	Chairman and Whole Time Director	34,00,000	B. E. (Mech), 41 Years experience of Business & Industry.	07.06.2005	65 Years	Triveni Conductors Limited, Indore
2	Mr. Devendra Jain	Managing Director	34,00,000	B. E. (Mech), 40 Years experience of Business & Industry	03.02.1992	63 years	Porwal Diesels Pvt. Ltd. Pithampur
3	Mr. Mukesh Jain	Whole Time Director	34,00,000	Graduate in commerce, 37 Years experience of Business & Industry	31.03.1998	61 years	Porwal udhyog
4	Mr. Shailesh Jain	Chief Financial Officer	25,50,000	B. Com ; 33 Years	01.04.1999	59 years	Porwal Diesels Pvt Ltd, Pithampur
5	Mr. Atin Jain	Chief Operating Officer	24,00,000	MBA (Foreign), 15 Years	01.04.2014	40 Years	Porwal Diesel Pvt. Ltd., Pithampur
6	Mr. Anish Jain	Commercial Manager	18,00,000	BBA MBA, 9 Years	01.04.2008	30 years	-
7	Mr. Praveen Sinha	Vice President (Oper.)	15,00,000	B. Tech , MCA ; 32 Years	25.11.2015	57 Years	Priyanshi Casting Pvt. Ltd., Siliguri
8	Mr. Nutan Joshi	Maintanance Manager	7,56,000	B. Sc , DME ; 33 Years	05.09.2015	57 Years	Pioneer Enginee. P. Ltd. Ujjain
9	Mr. Sunil Lanjewar	Quality Manager	7,10,323	B. E. (Mech), 17 Years	19.09.2006	40 Years	Raneka Industries Ltd., Pithampur
10	Mr. Narendra Malakar	NPD Manager	6,12,000	B.E. (Mech), 16 Years	02.02.2010	37 Years
11	Mr. G. L. Tirole Manager	Accounts & Finance	6,00,000	M. Com., MBA Finance 26 years	02.02.1995	51 years	N. K. Machines Pvt. Ltd. , Indore
12	Mr. R. K. Sahu	H R Manager	5,40,000	B. A. 19 years	02.02.2001	47 Years	Gomtesh Engineering, Pithampur
13	Mr. Anil Mendiratta	Marketing Manager	4,80,000	B.A. ; 25 Years	01.05.2014	50 Years	Phooltas Temper Pvt. Ltd. New Delhi
14	Neeraj Kumar Hundi	Assistant Manager	4,06,903	BE (Electronics); 5 Years	01.04.2015	34 Years	Apicom Automation Pvt. Ltd. Bangalore
15	Mr. Pabitra Behera	Asst. Manager Melting	3,67,484	B. Sc ; 19 Years	01.01.2015	41 Years	Lalita Metals Vishakha-patnam

- None of the employees except the Chairman, Managing Director, Whole time Director and CFO holds 2% or more of the paid up equity share capital of the Company as per clause (iii) of sub-rule (2) of Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- Mr. Surendra Jain, Mr. Devendra Jain, Mr. Mukesh Jain and Mr. Shailesh Jain are Brothers, Atin Jain and Anish Jain are relatives of KMP.
- All the above employees are permanent employees of the Company.

Annexure – VII

CORPORATE GOVERNANCE REPORT 2016-17

(Forming part of the Board Report of Porwal Auto Components Limited)

Effective Corporate Governance practices constitute the foundations on which successful commercial enterprises are built to last. Corporate Governance is a set of principles, processes and systems which govern a company. The elements of Corporate Governance are independence, transparent, accountability, responsibility, compliance ethics, values and trust. Corporate Governance enables an organization to perform efficiently and ethically to generate long term wealth and create value for all its stakeholders.

The Company believes that sound Corporate Governance is critical for enhancing and retaining investor trust and your Company always seeks to ensure that its performance and goals are met with integrity. The Company has always worked towards building trust with shareholders, employees, customers, suppliers and other stakeholders based on the principles of good corporate.

1. Company's Philosophy on code

Corporate Governance is essentially a system by which Companies are governed and controlled by the management under the direction and supervision of the Board in the best interest of all stakeholders. It is not mere compliance of laws, rules and regulations, but also the application of best management practices and adherence to the highest ethical principles in all its dealings, to achieve the objects of the Company, enhance stakeholder value and discharge its social responsibility. Above all, it is a way of life, rather than merely a legal compulsion.

The Company has a strong legacy of fair, transparent and ethical governance practices. The Company's philosophy on Corporate Governance strives for attaining the optimum level of transparency and accountability in all faces of its operation and dealing with its shareholders, employees, lenders, creditors, customers and the government.

Your company shall continue to follow the same with a desire for further development on continuous basis. The Company has a strong legacy of fair, transparent and ethical governance practices. The Board of Directors, by considering itself as trustee of its shareholders, aims at maximizing shareholders value and protecting the interest of all stakeholders.

In India, Corporate Governance standards for listed companies are regulated by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Your Company is in compliance with the requirements of Corporate Governance stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). The Company has adopted best practices mandated in SEBI (LODR) Regulations, 2015.

2. MD/ CFO Certification

As required under Regulation 17(8) of the Listing Regulations, Mr. Devendra Jain, the Managing Director and Mr. Shailesh Jain, the CFO of the Company, have inter alia, certified and confirmed to the Board about the correctness of the financial statements, adequacy of internal control measures and matters to be reported to the Audit Committee for the year ended 31st March, 2017.

3. Board of Directors

a) Composition

The Board of Directors of the company consists of eminent persons with considerable professional expertise and experience of trade, commerce, profession and industry. It has ideal combination of Executive and Non Executive Directors and is in conformity with the provisions of Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015. The present composition is three directors in the whole time employment of the company and four independent directors out of them one is the Women Director. The composition of the Board and the Independent Directors of the Company meet all the criteria mandated by SEBI Listing Regulations and the Companies Act, 2013.

b) Board Procedure

The Board meets at least once in a quarter to review the overall business operations including to consider the business which are related to formulation and execution of policies relating to production, finance, marketing, personnel, materials and general administration. Notice and agenda papers are sent to the directors in advance. The maximum gap between any two Board meetings was not more than One Hundred and Twenty days. The Board met Six times during the year under review and the dates on which the said meetings were held are as follows:

April 09, 2016, May 28, 2016; August 06, 2016; November 12, 2016, February 11, 2017, and March 30, 2017.

c) Board Category, Directors Attendance and their other directorship and Committee position as on March 31, 2017

Name of the Director	Category	Attendance at Board meeting	Attendance at last AGM	No. of Directorship (including this Company)	No. of Committee membership position (including this company)		Share-holding of Non Executive Director
					Chairman	Member	
1. Mr. Devendra Jain DIN : 00232920	Managing Director	6	Yes	2	-	-	-
2. Mr. Mukesh Jain DIN : 00245111	Whole time Director	6	Yes	1	-	1	-
3. Mr. Surendra Jain DIN : 00245154	Chairman & Whole Time Director	6	Yes	1	-	-	-
4. Mr. Nitin Dafria DIN : 01560804	Independent Non-Executive	6	Yes	1	2	1	-
5. Mr. Surajmal Kucheria DIN : 00027661	Independent Non-Executive	6	Yes	2	1	2	-
6. Mr. Ramesh Kashyap DIN : 06593723	Independent Non-Executive	6	Yes	1	-	2	-
7. Mrs. Rajni Jain DIN : 07140288	Independent Non-Executive	6	Yes	1	-	-	-

d) Inter-se relationship among directors

Mr. Surendra Jain, Mr. Devendra Jain and Mr. Mukesh Jain are Brothers.

e) Independent Director

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and the SEBI Listing Regulations, a separate meeting of the Independent Directors of the Company was held on March 31, 2017 without the attendance of non-independent directors and members of management to discuss:

- evaluation of the performance of Non-Independent Directors and Board of Directors as a whole.
- evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive Directors.
- evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and necessarily perform its duties.

All the Independent Directors were present at the said Meeting.

4. Code of Conduct

Regulation 17(5) of the SEBI (LODR) Regulations, 2015 requires listed companies to lay down a Code of Conduct for its directors and senior management, which shall suitably incorporate the duties of Independent directors as laid down in the Companies Act, 2013 and the same is available on Company's website at www.porwalauto.com.

5. Role of Independent Directors

Independent directors play an important role in deliberations at the board meetings and bring to the Company their wide experience in the field of Business and Industry. This wide knowledge of both, their field of expertise and boardroom practices helps foster varied, unbiased, independent and experienced perspectives.

The Audit Committee, the Nomination & Remuneration Committee and the Stakeholders Relationship Committee have a majority of independent directors. These committees function within the defined terms of reference in accordance with the Companies Act, 2013, the SEBI (LODR) Regulations, 2015 and as approved by the board, from time to time.

6. Formal Letter of appointment to Independent Directors

The Company issues a formal letter of appointment to Independent Directors in the manner as provided in the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015. A copy of the letter detailing the terms and conditions of appointment of the independent directors is placed on the Company's website at www.porwalauto.com.

All Independent Directors of the Company, at the time of their first appointment to the Board and thereafter at the first meeting of the Board in every financial year, give a declaration that they meet with the criteria of independence as provided under Section 149 of the Companies Act, 2013.

In the opinion of the Board, each Independent Director possesses appropriate balance of skills, experience and knowledge, as required.

7. Performance Evaluation of the Board

The Nomination and Remuneration Committee has laid down the criteria for performance evaluation of Executive Directors, Non Executive Directors including independent Directors ("IDS") and Board as a Whole.

The criteria for performance evaluation are as under:

For Managing Director and Whole time directors :

The criteria for evaluation of Managing Director and Whole time directors, inter alia, includes his ability to conduct meetings, ability to elicit inputs from all members, ability to table and openly discuss challenging matters, attendance at meetings, assistance to board in formulating policies and setting standards, accessibility, ability to analyze strategic situations, ability to protect positive image of the Company, compliance with regulatory requirements.

For Non-Executive Directors (including Independent Directors):

The criteria for evaluation of Non-Executive Directors (including Independent Directors), inter alia, includes attendance at the meetings, study of agenda and active participation, contribution to discussion on strategy, participate constructively and actively in committees of the Board, exercise of skills and diligence with due and reasonable care and to bring independent judgment to the Board, ability to bring in best practices from his/her experience, adherence to the code of conduct.

For Board as a whole :

The criteria for evaluation of the Board, inter alia, includes composition and diversity, induction programme, team work, performance culture, risk management and financial controls, integrity, credibility, trustworthiness, active and effective participation by members.

8. Familiarization Programme

The objective of a familiarization programme is to ensure that the non-executive directors are updated on the business environment and overall operations of the Company. This enables the non-executive directors to make better informed decisions in the interest of the Company and its stakeholders.

In compliance with the requirements of SEBI Regulations, the Company has put in place a familiarization programme for the Independent Directors to familiarize them with their role, rights and responsibility as Directors, the working of the Company, nature of the industry in which the Company operates, business model etc.

A familiarization programme was conducted for non-executive directors on areas such as the core functions of the Company, overview of the industry, financials and the performance of the Company. An overview of the familiarization programme is placed on the Company's website at www.porwalauto.com.

9. Code of Conduct for prohibition of Insider Trading

Your Company has adopted the code as per SEBI (Prohibition of Insider Trading) Regulations, 2015, which has been effective from 15th May, 2015. The Details of the said code is available on website of the Company i.e www.porwalauto.com

10. Committees of the Board

Board has three Committees, viz.

- a. Audit Committee;
- b. Nomination and Remuneration Committee;
- c. Stakeholder Relationship Committee;

The above said Committees consist of a majority of Independent Directors. The quorum for the Meetings is either two directors or one third of the members of the Committee, whichever is higher.

A. Audit Committee

As a measure of good Corporate Governance and to provide assistance to the Board of directors and to meet the requirement of section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulations, 2015 and in fulfilling the Board's overall responsibilities, an Audit Committee is functioning consisting of only Independent Directors.

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Terms of reference

Apart from all the matters provided in Regulation 18 of the SEBI (LODR) Regulations, 2015 and section 177 of the Companies Act 2013, the Audit committee review report of the internal auditor, meets statutory auditors as and when required and discusses their findings, suggestions, observations and other related matters.

The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process and, inter alia, performs the following functions:

- overseeing the Company's financial reporting process and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible;
- reviewing and examining with management the quarterly financial results before submission to the Board for approval.

Composition

The Audit Committee comprised of three Directors, out of which all the Directors are Independent Directors. All these directors possess knowledge of corporate finance, accounts and company law. The composition of the Audit Committee and the details of meetings attended by its members are given below:

Name	Category	Number of Meetings during the year 2016-17	
		Held	Attended
Mr. Nitin Dafria	Chairman, Non Executive Independent Director	4	4
Mr. S.B. Kucheria	Member, Non Executive Independent Director	4	4
Mr. Ramesh Kashyap	Member, Non Executive Independent Director	4	4

Meetings

During the financial year ended 31st March, 2017, Four Audit Committee Meetings were held and the Dates on which the said meetings were held are as follows:

May 28, 2016, August 06, 2016, November 12, 2016 and February 11, 2017.

B. Nomination and Remuneration Committee

The powers, role and terms of reference of the Nomination and Remuneration Committee covers the areas as contemplated under SEBI (LODR) Regulations, 2015 and Section 178 of the Companies Act, 2013, besides other terms as may be referred by the Board.

Terms of reference

The terms of reference of the Nomination and Remuneration Committee covers all the areas mentioned under Regulation 19 of SEBI (LODR) Regulations, 2015 and section 178 of the Companies Act, 2013. The broad terms of reference includes recommending a policy relating to remuneration and employment terms of Managing Director, Whole-Time Director and senior management personnel, adherence to the remuneration policy as finally approved by the Board of Directors, preparing the criteria and identify persons who may be appointed as directors or in senior management.

Composition

Your company has formed this committee to consider and approve the remuneration payable to the directors. The Nomination and Remuneration Committee comprised of three Directors, out of which all the Directors are Non Executive Independent Director. The composition of the Nomination and Remuneration Committee and the details of meetings attended by its members are given below:

Name	Category	Number of Meetings during the year 2016-17	
		Held	Attended
Mr. S.B. Kucheria	Chairman, Non Executive Independent Director	1	1
Mr. Nitin Dafria	Member, Non Executive Independent Director	1	1
Mr. Ramesh C Kashyap	Member, Non Executive Independent Director	1	1

Meetings

Nomination and Remuneration Committee meeting was held on May 28, 2016.

Remuneration Policy

The Board on the recommendation of the Nomination and Remuneration Committee has framed a Remuneration Policy, providing (a) criteria for determining qualifications, positive attributes and independence of directors and (b) a policy on remuneration for directors, key managerial personnel and other employees. The Remuneration policy is placed on the Company's website.

Remuneration to Executive Directors

During the financial year, there were only three directors who are in the whole time employment of the company and there is increase in Remuneration payable to them from Rs 2,00,000/- pm to Rs 3,00,000/- pm wef 1st June 2016 and their remuneration were as follows:

Name of	Designation Directors	Remuneration
Mr. Devendra Jain	Managing Director	3,00,000/- pm
Mr. Mukesh Jain	Whole Time Director	3,00,000/- pm
Mr. Surendra Jain	Chairman & Whole Time Director	3,00,000/- pm

Payment to non-executive directors

The Company is not paying any remuneration to the Non-Executive /Independent Directors except sitting fees for attending the Board meetings.

C. Stakeholders Relationship Committee

In line with the Section 178(5) of Companies Act, 2013 / Regulation 20 of SEBI (LODR) Regulations, 2015, board has set up a Stakeholders Relationship Committee to consider and resolve the grievances of the security holders of the listed entity including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends. The Stakeholders Relationship Committee comprise of Mr. Nitin Dafria (Chairman), Mr. S.B. Kucheria and Mr. Mukesh Jain. The committee looks into redressal of shareholders, investors, depositors and customer complaints.

The Stakeholders Relationship Committee met Four times during the year on May 28, 2016, August 06, 2016, November 12, 2016 and February 11, 2017. The details of attendance at the committee meetings are as under:

Name	Category	Number of Meetings during the year 2016-17	
		Held	Attended
Mr. Nitin Dafria	Chairman, Non Executive Independent Director	4	4
Mr. S.B. Kucheria	Member, Non Executive Independent Director	4	4
Mr. Mukesh Jain	Member, Whole Time Director	4	4

As of March 31, 2017, No Complaint has been received.

11. Compliance Officer

Ms Arwa Saiffee, is the general compliance officer of the company except specifically provided otherwise for specific purposes.

12. General Meeting

Details of the General Meetings held during last three years:

AGM/EGM	Date	Venue	Time
AGM- 2014	29th Sept. 2014	Reg. Off of the Company at Pithampur	1.30 pm
AGM- 2015	30th Sept. 2015	Reg. Off of the Company at Pithampur	1.30 pm
AGM- 2016	28th Sept. 2016	Reg. Off of the Company at Pithampur	1.30 pm

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Details of Special Businesses Transacted in last three years General Meetings are as under:

AGM/EGM	Date	Special Business Transacted
AGM	29th Sept. 2014	<ul style="list-style-type: none"> ▪ Re-appointment of Mr. Devendra Jain as Managing Director ▪ Re-appointment of Mr. Mukesh Jain as Whole Time Director ▪ Re-appointment of Mr. Surendra Jain as Chairman and Whole Time director ▪ Appointment of Mr. Nitin Dafria as an Independent Director ▪ Appointment of Mr. Surajmal Kucheria as an Independent Director ▪ Appointment of Mr. Ramesh C Kashyap as an Independent Director ▪ Increase in the borrowing powers of the Company ▪ Creation of charge on movable/immovable properties
AGM	30 th Sept. 2015	<ul style="list-style-type: none"> ▪ Appointment of Mrs. Rajni Jain as Non Executive Independent Director ▪ Increase in the remuneration of Mr. Surendra Jain, Chairman of the Company from Rs.1,25,000/-pm to Rs.2,00,000/-pm ▪ Increase in the remuneration of Mr. Devendra Jain, Managing Director of the Company from Rs.1,25,000/-pm to Rs.2,00,000/-pm ▪ Increase in the remuneration of Mr. Mukesh Jain, Whole-Time Director of the Company from Rs.1,25,000/-pm to Rs.2,00,000/-pm
AGM	28 th Sept. 2016	<ul style="list-style-type: none"> ▪ Increase in the remuneration of Mr. Surendra Jain, Chairman of the Company from Rs.2,00,000/-pm to Rs.3,00,000/-pm ▪ Increase in the remuneration of Mr. Devendra Jain, Managing Director of the Company from Rs. 2,00,000/-pm to Rs.3,00,000/-pm ▪ Increase in the remuneration of Mr. Mukesh Jain, Whole-Time Director of the Company from Rs. 2,00,000/-pm to Rs.3,00,000/-pm ▪ To make investment under section 186 of the Companies Act, 2013. ▪ Adoption of new set of Article of Association of the Company.

Postal Ballot:

For the year ended March 31, 2017 there has been no ordinary or special resolution passed by the Company's Shareholders through postal ballot.

13. Note on Directors Appointment/ Re-appointment

Mr. Mukesh Jain, retires by rotation at the forthcoming Annual General Meeting, and being eligible offers himself for re-appointment.

Mr. Devendra Jain has been re-appointed as Managing Director of the Company for a period of three years commencing from 1st August, 2017. Mr. Mukesh Jain has been re-appointed as Whole Time Director and Mr. Surendra Kumar Jain has been re-appointed as Chairman and Whole time director of the Company w.e.f 1st August, 2017 for a term of three years, pursuant to the provisions of sections 196, 197, 203 and applicable provisions if any, of Companies Act 2013.

14. Disclosures:

i. Related Party Transactions

None of the transaction with any of the related parties were in conflict with the interest of the Company. Details of all transactions with related parties have been disclosed in the notes to the Accounts in the financial statements of the company.

ii. Compliance by the Company

There has not been any non-compliance by the company and no penalties or strictures imposed on the company by the Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

iii. Vigil Mechanism/ Whistle Blower Policy

The Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior. The Company has a Vigil Mechanism Policy under which the employees are free to report violations of applicable laws and regulations. The same is posted on the website of the Company at www.porwalauto.com. No personnel has been denied access to the Audit Committee to lodge their grievances.

iv. Compliance with mandatory requirements

The Company has complied with the mandatory requirements as stipulated under Regulation 34(3) and 53 of SEBI (LODR) Regulations, 2015. The Company has submitted the quarterly compliance status report to the stock exchanges within the prescribed time limit. The Company has not adopted any of the non-mandatory requirements of SEBI (LODR) Regulations, 2015.

v. Policy on dealing with Related Party Transactions

The Company has formulated a policy on materiality of and dealing with Related Party Transactions pursuant to the provisions of the Act and Regulation 23 of the Listing Regulations. The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at the web-link: http://www.porwalauto.com/pdf/related_party_transaction_policy

vi. Disclosure of commodity price risks and commodity hedging activities

Your Company does not deal in any commodity and hence is not directly exposed to any commodity price risk.

vii. Disclosure of Accounting Treatment

The company is following the Accounting Standards as applicable to the company.

viii. Anti Sexual Harassment Policy

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the sexual harassment of women at the workplace (Prevention, Prohibition & Redressal) Act 2013. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment. An Internal Complaint Committee has been set up to redress complaints received regarding sexual Harassment. During the year no complaints of Sexual Harassment were received.

15. Means of Communication

- i. The Board of Directors of the Company approves and takes on record the quarterly, half yearly and yearly financial results in the Performa prescribed by SEBI (LODR) Regulations, 2015 within one month of the end of the respective period.
- ii. The Quarterly/ Half yearly/ Annual Results of the Company are published in accordance with the Stock Exchange, Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 in newspapers viz. "Free Press", (English) and "Chhota Sansar" (Hindi).
- iii. The Company's website contains a section "Investor" which displays details / information of interest to various stakeholders.

16. Shareholder Information

i. AGM

Date, Time & Venue of AGM – on Thursday, the 28th day of September, 2017 at 1.30 PM at the Registered Office of the Company.

ii. Financial Calendar

(Tentative)

Results for the quarter ending 30th June, 2017	:	Second week of August 2017
Results for the quarter ending 30th Sept, 2017	:	Second week of Nov. 2017
Results for the quarter ending 31st Dec, 2017	:	Second week of Feb. 2018
Results for the quarter ending 31st Mar, 2018	:	Last week of May 2018

iii. Book Closure

Friday, 22nd September 2017 to Thursday 28th September 2017 (both days inclusive) for the purpose of AGM and Dividend.

iv. Dividend

The Board of Directors of the Company has proposed a dividend of Rs. 0.5 per equity share for the financial year 2016-17, subject to the approval by the shareholders at the ensuing annual general meeting. The same shall be dispatched to the shareholders within 30 days from the date of AGM.

v. Listing

The equity shares of the company are listed at BSE Ltd, Mumbai, and the listing fees has been paid for 2017-18.

vi. Stock Code

The Company has Scrip Code: - 532933

vii. STOCK MARKET DATA: Quotes of the Company traded at BSE

Table 1: Monthly highs and lows Quotes at the BSE, 2016-17

Year	High(Rs.)	Low(Rs.)	Close(Rs.)
Mar 2017	48.00	36.40	40.35
Feb 2017	46.00	38.00	38.45
Jan 2017	52.80	41.30	43.75
Dec 2016	44.60	37.70	43.00
Nov 2016	49.00	35.60	41.30
Oct 2016	46.80	35.25	44.20
Sep 2016	41.40	33.30	36.90
Aug 2016	42.00	31.50	38.25
Jul 2016	38.70	31.00	33.30
Jun 2016	43.90	32.00	38.25
May 2016	38.10	29.00	33.15
Apr 2016	31.30	17.55	29.35

viii. Registrars and Share Transfer Agents

Link Intime India Pvt Ltd.
 C 101, 247 Park LBS Marg, Vikhroli West, Mumbai 400 083
 Tel: +91 22 49186000
 Fax: +91 22 49186060
 E Mail: prajwal.suvarna@linkintime.co.in

xi. Share transfer system:

Share Transfers are registered and returned/Demat confirmed within 30 days from the date of receipt, if the documents are in order in all respects. The share transfer committee of the Board of Directors of the Company meets frequently to approve the transfer of shares.

x. ISIN no.

The Company has got the ISIN NO: INE 386 I01018 (both CDSL and NSDL)

xi. Distribution of shareholding as on 31st March, 2017

SHAREHOLDING OF NOMINAL SHARES	NUMBER OF SHAREHOLDERS	PERCENTAGE OF TOTAL	SHARE AMOUNT RS.	PERCENTAGE OF TOTAL
1 -- 5000	7416	78.61	14251040	9.44
5001 -- 10000	1033	10.95	8283070	5.49
10001 -- 20000	539	5.71	7958470	5.27
20001 -- 30000	142	1.51	3655270	2.42
30001 -- 40000	60	0.64	2133980	1.41
40001 -- 50000	63	0.67	2977220	1.97
50001 -- 100000	79	0.84	5776410	3.83
100001 -- *****	102	1.08	105964540	70.18
TOTAL	9434	100.0000	151000000	100.0000

xii) Dematerialization of Shares

CATEGORY	NO. OF SHARES	PERCENTAGE (%)
Total number of Dematted shares with NSDL	8876583	58.79%
Total number of Dematted shares with CDSL	5573814	36.91%
TOTAL	14450397	95.7%

xiii) SHAREHOLDING PATTERN AS ON 31st March, 2017

Sr. No.	Category	No. of Shares Held	Percentage of Shareholding
1.	Promoters & Promoter Group	5608542	37.14
2.	Corporate Bodies	3758103	24.89
3.	Indian Public	5617570	37.20
4.	NRIs/OCBs	115785	0.77
		15100000	100

xiv) Outstanding GDR's/ADR's/Warrant's/Convertible instruments and their impact on equity- NIL

xv) Registered Office & Plant Location

Plot No. 209, Sector No. 1, Industrial Area,
Pithampur, Distt. DHAR (M.P.) 454775
Tel: 07292-405101, Fax: 07292-405120
admin@porwalauto.com , www.porwalauto.com

DECLARATION

This is to confirm that for the year 2016-17, all the Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct applicable to all the Directors and Senior Management of the Company. The Code of Conduct is displayed on the website of the Company at www.porwalauto.com.

Devendra Jain
Managing Director
(DIN-00232920)

MD / CFO CERTIFICATION

To,
The Board of Directors,
Porwal Auto Components Ltd.
Pithampur

Dear members of the Board,

We, Mr. Devendra Jain, Managing Director and Mr. Shailesh Jain, Chief Financial officer of Porwal Auto Components Limited, to the best of our knowledge and belief, certify that:

- (a) We have reviewed the audited Financial Statements for the financial year ended 31st March 2017 and that to the best of our knowledge and belief:
 - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) We further certify that, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violate the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee that there is
 - i. No significant change in internal control over financial reporting during the year
 - ii. No significant change in accounting policies during the year under review and
 - iii. No instance of any fraud in the company in which the management has any role.

Place: Pithampur
Date: 12.08.2017

Shailesh Jain
Chief Financial officer

Devendra Jain
Managing Director
DIN: 00232920

Annexure – VIII

MANAGEMENT DISCUSSION AND ANALYSIS

Industry structure and developments

The Indian automotive industry is showing positive signs with moderate growth, the auto ancillary segment has established itself with global level of technology and capabilities. The Indian auto industry is witnessing a phase of rapid transformation recording tremendous growth over the years and has emerged as a major contributor to India's gross domestic product (GDP).

Automobile industry is an evolving industry. It represents freedom and economic growth. Nearly every automobile trip ends with either an economic transaction or some other benefit to the quality of life.

The automotive sector is a highly complex and technology driven industry, with a strong focus on safety and environmental regulations. The Company's strategy is based on the principle that creating value for its customers and gaining their trust requires consistent outstanding performance

The Automobile Industry in India is an emerging sector. The Industry has been continually evolving and absorbing new technologies in order to align itself with global developments. Your Company operates in Casted Components, Assemblies and Sub-assemblies segment of the Auto Components. The demand for products will continue to grow with enhanced volumes of the vehicle industry and our Company can look towards its growth.

In the recent years, the Company has grown substantially, owing to a focus on quality, innovation and application of Lean Manufacturing principles enabling us to secure business across industries. We are greatly acknowledged in the market place for the continuous improvement in product quality and advancement of our technologies.

Opportunities and Threats

Opportunities-

Indian Automobile industry is flourishing its twigs worldwide and is close to a fruition of triumph in the global competition. The spine of the industry is its suppliers of auto components and accessories which is also an exclusive industrial segment. Today auto industry is enjoying the benefits while the auto component sector is in its gloom despite of hard efforts of survival.

The Indian auto-components industry has experienced a healthy growth over the last few years. Some of the factors attributable to this include: a buoyant end-user market, improved consumer sentiment and return of adequate liquidity in the financial system. A stable government framework, increased purchasing power, large domestic market, and an ever increasing development in infrastructure have made India a favorable destination for Investment.

The rapidly globalizing world is opening up new avenues which will lead to newer verticals and opportunities for the auto-component manufacturers, who would need to adapt to the change via systematic research and development. The Indian auto-components industry is set to become the third largest in the world by 2025. The Indian auto-component makers are well positioned to benefit from the globalization of the sector,

The Government is focusing on strengthening the economy with various reform measures such as Make in India, Smart cities, Digital India, Skill India, Start up India, Likely rollout of GST to ensure long-term sustainable economic growth. The Government of India encourages foreign investment in the automobile sector and allows 100% FDI under the automatic route.

Threats-

Competition has increased in the Indian market due to entry of new players and expansion plans of existing ones. The Company is aware of the increasing competition and is taking customer focused measures to remain competitive in the market place.

The global economic uncertainties and domestic monetary tightening measures have built up a near term negative sentiment for the Indian auto component industry. However the long term prospects of the industry are definitely perceived as a huge opportunity area.

Macroeconomic uncertainty, Recession, un-employment, volatility in the fuel prices, High fixed cost and investments in research and development etc. are the economic factors which will daunt the automobile industry for a long period of time. Today the mood is cautious, and industry growth has moderated. But nonetheless the long term prospects are strong, as India is poised to be one of the fastest growing automotive markets worldwide over the next decade.

Rapidly changing technology, raw material costs and labour productivity are areas of concern for the Company. Technical up-gradation would be essential for the Company in meeting the expectations of the customers in future. In order to maintain its leadership position, your company is continuously focused on upgrading its products and manufacturing technology as well as acquiring new and advanced technology to meet the emerging expectations of the customers.

Your company is working aggressively on cost saving initiatives like Value Engineering, enhancing Procurement efficiencies and rigorous Cost management to reduce the impact of increased cost.

However its success requires decisive Boardroom action and prudent leadership of the top management of the company.

Segment - wise or product - wise performance

The company is engaged in automobile Components manufacturing only and there are no separate reportable segments.

Outlook

The auto component industry was growing gradually and was making significant developments in domestic as well as in international market . The internal barriers in the country and constraints at international level had sluggish down the industry growth, these barriers predominantly are hindrances like unavailability of resources at reasonable cost for example- Power, Skilled Labour, Technology etc is also a major constraint. The challenges are mainly to overcome with these hindrances and sustain into international competition . Adding up the extra values to the products and seeking government active participation in the meager resources may help to break the barriers.

Good fiscal health and higher rural focus rolled out in the central budget 2017-18 is likely to improve demand in markets. Positive impetus to fiscal discipline and increased momentum in bringing key economic reforms such as the introduction of Goods and Services Tax (GST) will provide a conducive ecosystem for business growth. Hence, the GDP growth rate in India for FY 2017-18 is likely to hover around 7% to 7.3%. Given the economic outlook, the automobiles and auto-component sectors are expected to see moderate recovery in FY 2017-18.

Auto industry like all others, is waiting for good times. A good monsoon and a pick up in the pace of the economic recovery should augur well for auto volumes. The increase in the demand for the Company's products supported by appropriate economic factors in the market segments like Heavy Vehicles, Tractors, Powders and Strips are expected to offer good opportunities for the Company. The components industry is working towards achieving world class standards of inventory management, processing time and quality levels. Over the past few decades, it has made significant progress in the export markets, indicating growing significance of the Indian industry in the global automotive value chain.

The long term outlook for the automobile industry is bright and robust, though outlook for the Indian auto industry in near term is expected to remain stable growth. The future outlook of your Company remains positive as your Company is actively working on both the strategic front and the operations front to take advantage of the turning trends which includes Research and Development, improving operational performances, focus on quality, broaden the customer base etc.

Risks and concerns

Intensity of competition has increased in almost all the segments of the Indian automotive market. The competition makes it difficult for companies to pass on increases in raw material prices to the customer. Due to high operating leverage, a small increase in input prices adversely affects margins by a significant percentage. Compliance to stringent fuel emission standards and fuel efficiency requirements resulted in significant structural costs for companies as well. The Company is aware of the increasing competition and is taking measures to remain competitive in the market place.

In India, implementation issues during GST roll-out and less than average monsoon could pose challenges for growth. Any significant downtrend in industry volume, may adversely affect profitability and performance of your Company. In the coming decade, the main focus would be on enhancing efficiency and productivity, and on innovation, driven by changing customer demands. Price sensitivity of the Indian consumer, cost optimization needs of manufacturers and increasing focus on environmental concerns will drive critical changes in the market. Instead of it there is no other apparent, significant and material risk involved in this company.

Internal control systems and their adequacy

The Company has a proper and adequate internal control system to ensure that all the assets of the Company are safeguarded and protected against any loss . It ensures that all transactions are authorised, recorded and reported correctly. and all the transactions are properly authorized and recorded. It monitors compliance to internal processes and provide timely and reliable information to management.

Discussion on financial performance with respect to operational performance

Share Capital and reserve and surplus – The total paid up share capital during the year was Rs.1510 lacs consisting of 151 lacs shares of Rs. 10 each. During the year the company has earned a profit of Rs. 208.20 lacs as compared to Profit of Rs. 223.41 Lacs in previous year.

Secured Loans – As on 31st March 2017 the Company has a secured loan of Rs.782.88 Lacs out of which Rs.61.74 Lacs are current liabilities.

Fixed assets –The total gross block of Land, Building, Plant and Machinery and other fixed assets was Rs. 6402.86 lacs.

Net Current assets – Net Current assets comprised primarily of cash and bank balance, Sundry Debtors, Loans and Advances, Inventories, Current Liabilities and Provisions etc. The net current assets amounting to Rs 1789.17 Lacs.

Turnover - The total turnover registered for the fiscal year 2016-17 was Rs. 9195.75 lacs as compared to Rs. 8255.59 lacs of fiscal year 2015-16.

Material development in human resources/industrial relations front, including number of people employed

During the year, the Company has taken several initiatives to further strengthen its human resource base to meet its current & future growth plans. There was unity of purpose among the employees to continuously strive for all round improvements in work practices & productivity Industrial relations were cordial throughout the year at all locations. As on 31st March, 2017, there were 286 employees on the roll of the Company.

AUDITORS REPORT ON CORPORATE GOVERNANCE

To,
The Members,
Porwal Auto Components Limited

We have examined the compliance of conditions of Corporate Governance by Porwal Auto Components Ltd ("The Company") for the financial year ended March 31, 2017 as stipulated in Regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and Clause (b) to (i) of sub regulation (2) of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as "SEBI Listing Regulations, 2015).

The Compliance of the conditions of Corporate Governance is the responsibility of the Management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance, issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company, for ensuring the compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion of financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, We certify that the company has complied with the conditions of Corporate Governance as stipulated in SEBI Listing Regulations, 2015

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restriction on use

This certificate is issued solely for the purpose of complying with the aforesaid Listing Regulations and may not be suitable for any other purpose.

**For ASSG & Associates
Chartered Accountants**

Place: Indore
Dated: 27.05.2017

**SANJAY GUPTA
Proprietor
M. NO. 72073**

INDEPENDENT AUDITOR'S REPORT

To the Members of
PORWAL AUTO COMPONENTS LIMITED

Report on Financial Statements

We have audited the accompanying standalone financial statements of PORWAL AUTO COMPONENTS LIMITED, which comprise the Balance Sheet as at March 31, 2017, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the financial statements

The Company's Board of Directors is responsible for the matters stated in Section 134 (5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143 (10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at March 31st 2017, and its Profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards notified under the Act (which are deemed to be applicable as per Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014).
 - e) On the basis of written representations received from the directors as on March 31, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 in our opinion and to the best of information and according to the explanation given to us:
 - (a) The Company has disclosed the impact of pending litigation as at March 31st 2017, on its financial position in its financial statements refer note no. 26 to the financial statements;
 - (b) The Company has made provisions, as required under the applicable law or accounting standards for material foreseeable losses, if any on long term contracts.
 - (c) There has been no delay in transferring amounts required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31st 2017.
 - (d) The Company has provided requisite disclosure in the financial statements as to holdings as well as dealing in Specified Bank Notes during the period from 08th November, 2016 to 30th December 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management – Refer Note (31)

For ASSG & ASSOCIATES
CHARTERED ACCOUNTANTS
(F.R.N. 012120C)

PLACE : INDORE
DATE : 27.05.2017

CA SANJAY GUPTA
Proprietor
M.No. 072073

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT
(Referred to in paragraph 1 under "Report on Other Legal and Regulatory Requirements section of our report of even date)

In terms of the information and explanations given to us and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that –

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) Major items of fixed assets have been physically verified by the management during the year in accordance with a programmed of verification, which in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) (a) The management, during the year under review, has conducted physical verification of inventory and no material discrepancies were noticed on such verification.
- (iii) The company has granted loans to one body corporate covered in the register maintained under section 189 of the Companies Act, 2013.
 - (a) The rate of interest and other terms and conditions on which the loans had been granted to the body corporate listed in the register maintained under Section 189 of the Act were not, prima facie, prejudicial to the interest of the company.
 - (b) In the case of loans granted to the body corporate listed in the register maintained under section 189 of the Act, the borrower has been regular in payment of the principal and interest as stipulated.
 - (c) There are no overdue amount in respect of the loans granted to a body corporate listed in the register maintained under section 189 of the Act.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) The Company has not accepted any deposits from public within the meaning of Section 73 and 74 of the Act and the rules framed there under to the extent notified.
- (vi) The Central Government has not prescribed maintenance of cost records under of sub- section (1) of Section 148 of the Act, for the nature of industry in which the Company is doing business.
- (vii) (a) Undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess (as applicable) have generally been regularly deposited with the appropriate authorities.
- (b) No disputed amounts payable in respect of Wealth Tax, Income Tax, Service Tax, Custom Duty, Excise Duty and Cess were in arrears as at 31st March 2017 except the following.

Name of the Statute	Nature of Dues	Amount Disputed	Period to which the amount relates	Forum where dispute is pending
Employee Provident Fund & Mis. Provisions Act 1952	Provident	Rs. 8.05 lacs	F.Y. 2005-06	Employee Provident Fund Appellate Tribunal
MP VAT Tax	Vat Tax	Rs.1.38 lacs	F.Y. 2010-11	M.P. Commercial Tax Appellate Board, Bhopal
MP VAT Tax	Vat Tax	Rs. 2.56 lacs	F.Y. 2011-12	M.P. Commercial Tax Appellate Board, Bhopal
MP VAT Tax	Vat Tax	Rs. 2.48 lacs	F.Y. 2013-14.	Appellate Authority Additional Commissioner of Commercial Tax, Indore
Excise Duty Act, 1944	Excise Duty	Rs. 64.43 lacs	March 2005-Oct. 2011	Commissioner (Appeals) Customs, Excise & Service Tax, Bhopal

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- (viii) The company has not defaulted in repayment of dues to financial institutions or banks as at the balance sheet date.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments), Company has availed term loan facility during the year and the term loan has been utilized for the purpose for which it was availed.
- (x) No instance of material fraud on or by the Company, notice or reported during the year, nor have we been informed of any such case by the Management.
- (xi) The Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) The Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) The transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) The Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

PLACE : INDORE
DATE : 27/05/2017

For **ASSG & ASSOCIATES**
(F.R.N. 012120C)
CHARTERED ACCOUNTANTS

CA SANJAY GUPTA
Proprietor
M.No. 072073

Annexure - B to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of PORWAL AUTO COMPONENTS LIMITED ("the Company") as of 31 March 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **ASSG & Associates**
Firm Reg No. 012120C
Chartered Accountants

(CA Sanjay Gupta)
Proprietor
M.No.072073

Place: Indore
Date: 27/05/2017

Balance Sheet as at 31st March, 2017

Particulars	Note No	As at 31st March 2017	As at 31st March 2016
I. EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	1	151,000,000	151,000,000
(b) Reserves and surplus	2	378,881,141	367,185,624
2 Non-current liabilities			
(a) Long-term borrowings	3	38,288,495	51,475,497
(b) Deferred tax liabilities (Net)	4	31,628,500	16,692,800
3 Current liabilities			
(a) Short-term borrowings	5	33,825,813	25,844,620
(b) Trade payables	6	33,494,011	26,489,382
(c) Other current liabilities	7	24,178,416	15,647,084
(d) Short-term provisions	8	40,243,346	28,080,682
	TOTAL	731,539,721	682,415,689
II. ASSETS			
1 Non-current assets			
(a) Fixed assets			
(i) Tangible assets	9	357,982,069	346,905,141
(ii) Capital work-in-progress		21,089,633	15,448,219
(b) Non-current investments	10	58,383,576	35,022,665
(c) Long-term loans and advances	11	63,451,932	64,933,366
(d) Other non-current assets	12	51,714,857	48,416,101
2 Current assets			
(a) Inventories	13	70,253,067	84,836,028
(b) Trade receivables	14	93,355,729	60,251,354
(c) Cash and cash equivalents	15	1,170,699	1,063,452
(d) Short-term loans and advances	16	1,492,435	1,633,730
(e) Other current assets	17	12,645,724	23,905,633
	TOTAL	731,539,721	682,415,689

Significant Accounting Policies
Notes on Financial Statements

1 to 24

**As per our report of even date
For ASSG & ASSOCIATES**

Chartered Accountants
(F.R.N. 012120C)

(CA SANJAY GUPTA)

Proprietor
M. No.072073

PLACE : INDORE
DATED : 27-05-17

For and on behalf of Board

DEVENDRAJAIN

Managing Director
DIN 00232920

ARWA SAIFEE
Company Secretary

MUKESH JAIN

Whole-time Director
DIN 00245111

SHAILESH JAIN
Chief Financial Officer

Statement of Profit and Loss for the year ended 31st March, 2017

S. No.	Particulars	Note No	As at 31st March 2017	As at 31st March 2016
I.	Revenue From Operations	18	917527262	825400319
II.	Other income	19	2048287	190185
	Total Revenue (I + II)		919575549	825590504
III.	Expenses:			
	Cost of materials consumed	20	423782890	395648513
	Cost of Traded Goods		10807320	10691584
	Decrease/(Increase) in inventories of finished goods work-in-progress and Stock-in-Trade		7054468	15467464
	Employee benefits expenses	22	79854545	63922430
	Finance costs	23	10810654	19018231
	Depreciation		41675472	36811846
	Other expenses	24	300677274	252776457
	Total expenses		874662623	794336525
IV.	Profit before tax		44912926	31253978
V	Extraordinary Items		0	0
VI	Profit before tax (VII- VIII)		44912926	31253978
VII.	Tax expense:			
	(1) Current tax		9157000	6620000
	(2) Deferred tax		14935700	2292000
			24092700	8912000
VIII	Profit (Loss) for the period from continuing operations (VII-VIII)		20820226	22341978
IX.	Earning per equity share of face value of Rs. 10/-each			
	Basic and Diluted (In Rs.)		1.38	1.48
	Significant Accounting Policies Notes on Financial Statements	1 to 24		

As per our report of even date

For **ASSG & ASSOCIATES**

Chartered Accountants
(F.R.N. 012120C)

(CA SANJAY GUPTA)

Proprietor
M. No.072073

PLACE : INDORE
DATED : 27-05-17

For and on behalf of Board

DEVENDRA JAIN

Managing Director
DIN 00232920

ARWA SAIFEE
Company Secretary

MUKESH JAIN

Whole-time Director
DIN 00245111

SHAILESH JAIN
Chief Financial Officer

Porwal Auto Components Ltd. Annual Report 2016 - 2017

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

	31.03.2017	31.03.2016
Operating Activities		
Profit before tax	44912926	31253978
Add: Depreciation	41675472	36811846
Add: Interest/ Finance Cost	10810654	19018231
Less: Non Operating Income	-2048287	-190185
Add: Loss on Sale of Fixed Assets	-1975897	-113692
Cash Flow from operating activities	93374868	86780178
Add Increase CL (including bank borrowings)	35679818	-41907470
Less increase in current assets	-7120210	18005813
Less tax paid	-24092700	-8912000
Less Interest Paid	-10810654	-19018231
Net Operating Cash Flow	87031122	34948290
Investing Activities		
In flow :		
Increase in Deferred Tax Liability	14935700	2292000
Short Provision W/o	-37708	190568
Sale of Fixed Assets	3300000	1130000
Outflow		
Increase in Fixed Assets	-53326503	-30746475
Increase in Non current Assets	-30819647	2320884
Net Cash from Investing Activities	-65948158	-24813023
Financial Activities		
Inflow :		
Net Change in Long term Borrowing	-13187002	-4824846
Net Non Operating Income	2048287	190185
Dividend Paid	-7550000	-4530000
Dividend Distribution Tax	-1537002	-922218
Net Cash from Financial Activities	-20225717	-10086879
Opening Cash	1063452	1015063
Cash Surplus/Deficit	857247	48388
Closing Cash	1170699	1063451

**As per our report of even date
For ASSG & ASSOCIATES**

Chartered Accountants
(F.R.N. 012120C)

(CA SANJAY GUPTA)
Proprietor
M. No.072073

PLACE : INDORE
DATED : 27-05-17

For and on behalf of Board

DEVENDRA JAIN
Managing Director
DIN 00232920

ARWA SAIFEE
Company Secretary

MUKESH JAIN
Whole-time Director
DIN 00245111

SHAILESH JAIN
Chief Financial Officer

NOTES TO THE FINANCIAL STATEMENT

PARTICULARS	As at 31-03-2017	As at 31-03-2016
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1. Share Capital

Authorised 2,00,00,000 (31 March 2016 : 200,00,000) equity Share of Rs. 10/- each	200,000,000	200,000,000
Issued, subscribed & fully paid up 151,00,000 (31 March 2016 : 151,00,000) equity Share of Rs. 10/- each	151,000,000	151,000,000
Total	151,000,000	151,000,000

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period Equity Shares.

	As at 31 March 2017		As at 31 March 2016	
	Number	Amount	Number	Amount
Share outstanding at the beginning of the year	15,100,000	151,000,000	15,100,000	151,000,000
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Any other movement (please specify)	-	-	-	-
Shares outstanding at the end of the year	15,100,000	151,000,000	15,100,000	151,000,000

b. Terms/rights attached to equity shares

The company has only one class of equity shares having a par value Rs.10/- per share. Each holder of equity of shares is entitled to one vote per share. The company declares and pays dividend in Indian Rupees. In the event of liquidation of the company, the holders of the equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amount. The distribution will be in proportion of the number of equity shares held by the shareholders.

c. Details of shareholders holding more than 5% shares in the company.

Name of Shareholder	Equity Shares			
	As at 31 March 2017		31 March 2016	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Flag Vittawas Limited	2750000	18.21	2750000	18.21
Porwal Finsec Private Limited	3288300	21.78	3308300	21.91

2. Reserves and Surplus

	As at 31st March 2017	As at 31st March 2016
Securities Premium Account Opening Balance as per last balance sheet	326,000,000	326,000,000
	-	-
Closing Balance	326,000,000	326,000,000

NOTES TO THE FINANCIAL STATEMENT

	As at 31st March 2017	As at 31st March 2016
General Reserve		
Opening Balance as per last balance sheet	3,200,413	3,200,413
Closing Balance	3,200,413	3,200,413
Surplus/(Deficit) in the statement of Profit and Loss		
Opening Balance as per last balance sheet	37,985,211	20,904,883
Net Profit For the current year	20,820,227	22,341,978
Proposed Dividend* @ 5%	(7,550,000)	(4,530,000)
Dividend Tax	(1,537,002)	(922,218)
Income tax/Wealth tax of earlier years	(37,708)	190,568
Closing Balance	49,680,728	37,985,211
Total	378,881,141	367,185,624

* Dividend proposed to be distributed to equity shareholders is Re. 0.50 (P.Y. Re 0.30 per equity share).

3. Long - term borrowings

	As at 31st March 2017	As at 31st March 2016
Secured		
Term Loan		
From SBI	25,633,331	45,250,531
Secured by way of charge over the fixed assets of the Solar Plant and is repayable in 89 monthly installments ending on May 2021 and carries interest @ 10.20% p.a, remaining 53 monthly installment . The loan is further secured by way of personal guarantee of three directors.		
From Kotak Mahindra Bank Ltd. Term Loan	11,321,611	5,618,652
Secured by way of first charge over the fixed assets situated at Plot No. 215 and second charge over the fixed assets situated at Plot No. 209 The said loan is repayable in 60 monthly installments from September 2015 and ending on September 2020 and carries interest @ 10.75% p.a. The loan is further secured by way of personal guarantee of three directors.		
Vehicle loans		
HDFC Bank Ltd Car Loan (Innova)	586,570	-
HDFC Bank Ltd Car Loan (Innova)	625,043	-
From S.B.of Bikaner & Jaipur (Skoda)	-	166,614
From Kotak Mahindra Prime Ltd (Creta)	121,940	439,700
(All loans secured by hypothecation of specific vehicles)		
	38,288,495	51,475,497

TERMS OF REPAYMENT

The Innova Car loan was availed in the year 2016-17 to be repaid by June 2019. Total no of 36 monthly installments are repayable of Rs. 48170/- each. Rate of interest applicable on this loan is 9.50% p.a.

The Innova Car loan was availed in the year 2016-17 to be repaid by July 2019. Total no of 36 monthly installments are repayable of Rs. 48170/-each. Rate of interest applicable on this loan 9.50% p.a.

The Skoda loan was availed in the year 2014-15 to be repaid by 08/09/2017. Total no of 34 monthly installments are repayable of Rs. 26000/- each, remaining 7 monthly installment outstanding. Rate of interest applicable on this loan is 10.40% p.a.

The Creta Loan was availed in the year 2015-16 to be repaid by 01/08/2018 in 36 monthly installment of Rs. 32150/ Total no of 36 monthly installments are repayable of Rs. 32150/- each, remaining 16 monthly installment outstanding. Rate of interest applicable on this loan is 9.50%

NOTES TO THE FINANCIAL STATEMENT

4. Deferred Tax Liability (Net)

	As at 31st March 2017	As at 31st March 2016
Deferred Tax Liability		
Related to fixed assets	42772000	44278000
Gross Deferred Tax Liability	42772000	44278000
Deferred Tax Assets		
Disallowance under the Income Tax Act	1301600	908500
Carried forward Losses	2101700	24070700
Mat Credit	7740200	2606000
Gross Deferred Tax Assets	11143500	27585200
Net Deferred Tax Liability	31628500	16692800

5. Short Term Borrowings

	As at 31st March 2017	As at 31st March 2016
Secured		
Working Capital Loan		
From SBI SSI Branch Indore	26,439,852	25,631,243
From SBI Pithampur Branch	7,385,961	213,579
Secured by way of hypothecation of present and future stock of raw material, stock in process, finished goods, stores and spares, and book debts and second charge on fixed assets of the company. The cash credit is repayable on demand and carries interest @ 12.05% p.a. These loans are further secured by personal guarantee of three directors.		
From Kotak Mahindra Bank Limited (Cash Credit)	-	(202)
Secured by way of hypothecation of present and future stock of raw material, stock in process, finished goods, stores and spares, and book debts and second charge on fixed assets of the company. The cash credit is repayable on demand and carries interest @ 10.00% p.a. These loans are further secured by personal guarantee of three directors.		
Total	33,825,813	25,844,620

6. Trade Payable

	As at 31st March 2017	As at 31st March 2016
Other than Micro, Small and Medium Enterprises	33,494,011	26,489,382
Total	33,494,011	26,489,382

Details of dues to Micro, Small and Medium Enterprises as per MSMED Act, 2006. There are no outstanding to parties covered under the Micro, Small and Medium enterprises as per MSMED Act, 2006. This information has been determined to the extent such parties have been identified on the basis of information available with the Company.

NOTES TO THE FINANCIAL STATEMENT

10. Non - Current Investments

	As at 31.03.2017	As at 31.03.2016
Other Investments		
Investment in Plot at Scheme No.78 IDA,Indore	14,103,576	8,442,665
Non Traded Investments		
Equity (Unquoted)	125,000	125,000
12500 (PY 12500) equity shares of Pithampur Auto Cluster of Rs. 10/- each		
Mutual Funds (Quoted) units of Rs. 10/- each unless otherwise		
9465.649 (4803.684) units of Birla Sunlife 95 Fund (G)	5,520,000	2,640,000
678122.415 (478122.415) units of Birla Sunlife Medium Term Plan Fund (G)	10,000,000	10,000,000
31515.351 (15800.631)units of Birla Sunlife Top 100 Fund (G)	1,380,000	660,000
62435.804 (31250.242)units of Franklin India Balanced Fund (G)	5,865,000	2,805,000
2293.093 (1152.935) units of Franklin India Prima Plus Fund (G)	1,035,000	495,000
46020.327 (23247.724) units of HDFC Balanced Fund (G)	5,175,000	2,475,000
61019.347 (31245.74) units of ICICI Prudential Balanced Fund (G)	5,865,000	2,805,000
14917.11 (7469.05) units of ICICI Prudential Value Discovery Fund (G)	1,725,000	825,000
16197.458 (7753.843) units of L&T Equity Fund	990,000	450,000
38346.711 (19825.182) units of TATA Balanced Fund (G)	6,600,000	3,300,000
(Mutual Fund Units of 960333.27 (820671.446) NAV as on 31.03.2017 5,30,86,415/- (P.Y.Rs. 29036220/-)		
Total	58,383,576	35,022,665

11. Long Term Loans and Advances

	As at 31.03.2017	As at 31.03.2016
(Unsecured and considered good)		
a. Capital Advances	16,223,938	5,825,500
b. Trade Advance	5,677,442	4,824,000
c. Loans and advances to related party	35,697,023	43,896,286
c. Other loans and advances	5,853,529	10,387,580
Total	63,451,932	64,933,366

12. Other Non Current Assets

	As at 31.03.2017	As at 31.03.2016
(Unsecured considered good)		
Secured, considered good		
a. Deposit	7,442,285	7,154,373
b. PF Demand	402,472	402,472
c. Vat Tax Demand	121,125	121,125
d. VAT Claim Receivable	24,909,004	16,206,660
e. Renewable Energy Certificate Receivable	18,839,972	24,531,471
Total	51,714,857	48,416,101

13. Inventories

Particulars	As at 31.03.2017	As at 31.03.2016
a. Raw Materials and components (Valued at Cost)	17,300,079	32,428,673
b. Work-in-progress (Valued at Cost)	6,518,870	7,642,342
c. Finished goods (Valued at Cost)	40,591,638	37,714,739
d. Stores and spares (Valued at Cost)	5,842,480	7,050,274
Total	70,253,067	84,836,028

14. Trade Receivable

	As at 31.03.2017	As at 31.03.2016
Unsecured, considered good		
Others	93,355,729	60,251,354
Total	93,355,729	60,251,354

15. Cash and Cash equivalents

Cash and cash equivalents	As at 31.03.2017		As at 31.03.2016	
a. Balances with banks*		1,039,584		969,484
This includes:				
Bank Guarantees	939,000		870,822	
Bank deposits with more than 12 months maturity	20,000		20,000	
b. Cash on hand*		131,115		93,968
		1,170,699		1,063,452

*Repatriation restrictions, if any, in respect of cash and bank balances shall be separately stated.

16 Short-term loans and advances

	As at 31st March 2017	As at 31st March 2016
(Unsecured considered good)		
Advance for expenses	217,216	279,034
Loans to Employees	1,275,219	1,277,166
Tour Advances	-	77,530
Total	1,492,435	1,633,730

17 Other Current Assets

	As at 31st March 2017	As at 31st March 2016
Advance for Trade	276,500	16,346,555
Cenvat Credit Receivable	3,146,254	2,598,064
Balance with Excise Department	10,939	10,939
Advance Tax and TDS and TCS	8,269,023	4,041,881
Prepaid Expenses	943,008	908,194
TOTAL	12,645,724	23,905,633

18 Revenue From Operations

	As at 31st March 2017	As at 31st March 2016
Sale of Products:		
CI & SG Iron Automobile Components	1,001,037,510	900,148,673
Solar Power	14,280,262	13,365,007
Scarp	10,807,321	10,691,584
Job Work Charges	90,560	241,526
Revenue from operations (gross)	1,026,215,653	924,446,790
Less: Excise duty	108,688,391	99,046,471
Revenue from operations (net)	917,527,262	825,400,319

19 Other Income

	As at 31st March 2017	As at 31st March 2016
Profit on sale of Fixed Assets	1,975,897	113,692
Interest Income	72,390	76,493
Total	2,048,287	190,185

20 Cost of raw materials consumed

Particulars	As at 31st March 2017	As at 31st March 2016
Inventory at the beginning of the year	22,624,679	30,534,874
Add: Purchases	399,395,374	372,634,372
	422,020,053	403,169,246
Less: Inventory at the end of the year	16,303,980	22,624,679
Cost of raw material consumed	405,716,073	380,544,567

Details of Stores & Consumables Consumed

Particulars	As at 31st March 2017	As at 31st March 2016
Inventory at the beginning of the year	7,050,274	7,748,290
Add: Purchases	16,859,023	14,405,930
	23,909,297	22,154,220
Less: Inventory at the end of the year	5,842,480	7,050,274
Cost of stores & consumable consumed	18,066,817	15,103,946
Total Consumption	423,782,890	395,648,513

Details of Raw Material Consumed

Particulars	As at 31st March 2017	As at 31st March 2016
Pig Iron	2,793,432	3,893,697
Scrap	251,464,470	231,929,661
Others	151,458,171	144,721,209
Total	405,716,073	380,544,567

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21 Increase/(Decrease) in Inventory of Finished Goods, Stock-in-Process and Stock-in-Trade Inventories at the close of the year

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2016	Increase / Decrease
Stock in Process	6,518,870	7,642,342	-1,123,472
Finished Goods	40,591,638	37,714,739	2,876,899
Stock of runners & Risers	996,099	9,803,994	-8,807,895
Total	48,106,607	55,161,075	-7,054,468

22 Employee Benefits Expenses

	For the year ended 31 March 2017	For the year ended 31 March 2016
(a) Salaries and incentives	70,732,209	56,789,895
(b) Contributions to -		
(i) Provident Fund/ ESIC and other fund		3,508,311
(ii) Superannuation scheme	3,993,910	
(c) Gratuity fund contributions	2,400,000	1,200,000
(d) Staff welfare expenses	2,728,426	2,424,224
Total	79,854,545	63,922,430

23 Finance Cost

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2016
Interest expense	-5,823,549	-2,928,883
Interest & Bank Charges	5,357,977	8,007,792
Bank Charges & Bill Discounting Charges	11,276,225	13,939,321
	10,810,654	19,018,231

24 Other Expenses

	For the year ended 31 March 2017	For the year ended 31 March 2016
Manufacturing Expenses		
Freight Inward	22,299,737	23,092,330
Commission	326,097	848,835
Insurance Expenses	373,158	354,069
Job work Charges	74,650,161	50,598,187
Miscellaneous Factory Overhead	1,420,746	1,340,393
Power & fuel	101,482,059	84,676,500
Repairs & Maintenance	6,505,728	4,198,869
Contract Wages	41,485,245	37,966,707
Provident Fund Contractor	16,974	29,791
Tax Expenses (VAT)	37,285,001	34,627,285

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	For the year ended 31 March 2017	For the year ended 31 March 2016
Advertisement Expenses	112,787	148,458
Solar Power Line Charges	100,000	100,000
Selling Expenses	83,248	127,486
Joint Venture Expenses	-	1,718,286
Wealth Tax Expense	-	200
Service Tax Expense	-	3,893
Service Tax on Freight Outward	197,592	152,035
Service Tax Penalty	-	4,964
Swachh Bharat Cess	280,996	105,724
Business Promotion	-	641,674
Krishi kalyan cess	220,587	-
Website Design Expense	29,100	60,700
Computer software Development expense	-	38,755
Customer Entertainment Expenses	149,403	189,401
Freight Outward	5,795,667	4,355,668
Auditor's Remuneration	60,000	60,000
Books & Periodicals	5,947	7,500
Conveyance Expenses	49,027	21,825
Consultancy Fees	660,801	523,484
Donation	6,310	-
Gratuity Insurance Premium	54,517	50,686
Lease Rent	575,928	186,255
Legal Expenses	973,960	1,524,286
Membership & Subscription	282,748	274,112
Office Expenses	286,664	208,152
Postage & Courier Charges	124,713	33,850
Professional fees	771,551	801,893
Property Tax	154,564	154,564
Stationary & printing	419,883	437,806
Telephone Expenses	574,560	547,322
Tender Fees	87,721	54,870
Training & seminar	108,724	18,671
Travelling Expenses	1,184,488	1,854,945
Vehicle Running & Maintenance	795,732	636,027
Cess (Prevention and pollution control)	606	-
Late Delivery Charges (L.D.)	684,543	-
Total	300,677,274	252,776,457

SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Accounting:

The financial statements have been prepared on the historical cost convention and in accordance with normally accepted accounting principles on going concern basis and accounting standards issued by ICAI following mercantile system of accounting. Accounting policies not referred to otherwise are consistent with generally accepted accounting principles.

(b) Fixed Assets and CENVAT credit on capital goods:

Fixed Assets are stated at cost of acquisition or construction (Net of CENVAT Credit Availed) less accumulated depreciation. Cost comprises the purchase price and other attributable costs. CENVAT credit availed but not adjusted against excise duty payment is treated as CENVAT Credit receivable and shown under "Loans and Advances". Fixed assets on which CENVAT credit is not availed is shown at full value.

(c) Depreciation:

Depreciation on fixed assets is provided on the basis of estimated useful life of the assets as per straight-line method at the rates and in the manner prescribed in Schedule II of the Companies Act, 2013 as under:-

Factory Building	-	30 Years
Plant and Machinery	-	15 Years
Material Handling Equipment	-	8 Years
Tools and Patterns	-	8 Years
Electrical Installation	-	10 Years
Testing Equipments	-	10 Years
Auxiliary Equipment	-	8 Years
Furniture and Fixture	-	15 Years
Office Equipment	-	5 Years
Computer	-	3 Years
Vehicle	-	5 Years
Air Pollution Equipment	-	15 Years
Plant and Machinery	-	15 Years
Solar Plant	-	15 Years
Intangible Asset		Over the estimated life

(d) Inventories:

Inventories of raw materials, stock in process, stores and process material and runner and risers are stated at cost on FIFO basis. Finished goods are stated at lower of cost or net realizable value.

(e) Turnover:

Turnover is net of excise duty.

(f) Recognition of Income & Expenditure:

These are accounted on accrual basis. Revenue recognition on sale of REC units is accounted for on receipt basis. The company has obtained Group Gratuity Insurance policy from LIC of India to cover its Gratuity liability and is making annual payment of the liability calculated by them. Provident Fund Cost is accounted as per provisions of the said Act.

(g) Taxation

Provision for tax (tax expense) is made considering both current and deferred taxes. Provision for current tax is made at current income tax rates based on assessable income. Provision for deferred tax is made based on the tax effect of timing differences resulting from the recognition of items in the financial statements and in estimating its current tax provision. Deferred tax assets are recognized if there is reasonable certainty of realization. The effect of change in tax rates on deferred taxes is recognized in the Profit and Loss Account in the period that includes the enactment date.

(h) Provisions for Contingent Liabilities

Provisions in respect of present obligations arising out of past events are made in the accounts when reliable estimates can be made of the amount of the obligation. Contingent liabilities are disclosed by way of note to the financial statements after careful evaluation by the Management of the facts and legal aspects of the matter involved.

26. CONTINGENT LIABILITIES

a.	Guarantee issued by Bank on behalf of the company (including LC)	Rs.95,23,759 (Rs. 8,37,200/-)
b.	Vendor bill discounting limit with Bank (Earlier Axis Bank now Kotak Mahindra Bank)	Rs.10,73,74,059/- (Rs.14,73,54,628/-)
c.	Provident Fund demand for the financial year 2005-06 (Disputed by the company, deposited Rs. 4.02 lacs for appeal)	Rs.8,04,944/- (Rs. 8,04,944/-)
d.	Estimated amount of contracts remaining unexecuted on capital account and not provided for	Rs.10,50,29,009/- (Rs.58,10,660/-)
e.	VAT tax demand for financial year 2010-11	Rs.1,38,029/- (Rs.1,38,029/-)
f.	VAT tax demand for financial year 2011-12	Rs.2,56,111/- (Rs.2,56,111/-)
g.	VAT Input Disallowed for financial year 2013-14	Rs. 2,48,526/- (Rs.15,53,283/-)
h.	Excise duty demand on account of show cause notice issued for the period March 2005- Oct. 2011 against which the Company has filed appeal before Honorable Commissioner (Appeals) Customs Excise and Service Tax, Bhopal	Rs. 64,43,134/- (Nil)

27 PAYMENT TO AUDITORS

	2016-17	2015-16
a. Auditor	45000	45000
b. for other services	15000	15000
Total	60000	60000

28 EARNING PER SHARE

Particular	2016-17	2015-16
Profit after tax as per Profit and Loss Account (Rs/Lacs)	20820226	22341978
Weighted Average number of Equity Shares outstanding (Nos.)	1,51,00,000	1,51,00,000
Basic and Diluted Earning Per Share (Face Value Rs. 10 per share) (Rs.)	1.38	1.48

29. RELATED PARTY TRANSACTIONS

Related Parties with whom transactions have taken place during the year: (As indicated by management and relied upon by auditors)

1. Relationship
 - a. Key Managerial Personnel and Relatives
Mr. Devendra Jain, Managing Director
 - b. Relatives of Key Management personnel and their enterprises where transactions have taken place
 - ❖ Mr. Surendra Jain, Brother
 - ❖ Mr. Shailesh Jain, Brother
 - ❖ Mr. Mukesh Jain, Brother
 Porwal Diesels Pvt. Ltd.

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2. Transactions carried out with related parties referred above are as under:-

Particulars	With Key Management Personnel	Entities owned or significantly influenced by Key Management Personnel	Relative of Key Management Personnel/Director and their enterprises	Associate and subsidiary companies
Remuneration	3400000 (2400000)	Nil (Nil)	9350000 (6600000)	Nil (Nil)
<u>Loan & Advance (Dr.)</u>				
Opening Balance	Nil (Nil)	Nil (Nil)	43896286 (43971996)	Nil (Nil)
Advance given	Nil (Nil)	Nil (Nil)	13228379 (5356985)	Nil (Nil)
Advance received back	Nil (Nil)	Nil (Nil)	37324124 (5432695)	Nil (Nil)
Closing Balance	Nil (Nil)	Nil (Nil)	19800541 (43896286)	Nil (Nil)
Trade Advance (Dr)	Nil (Nil)	Nil (Nil)	15896482 (15521666)	Nil (Nil)
Purchase of Goods	Nil (Nil)	Nil (Nil)	4173153 (7229229)	Nil (Nil)
Sale of Goods	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)
Job work paid	Nil (Nil)	Nil (Nil)	51432982 (33148365)	Nil (Nil)
Interest received	Nil (Nil)	Nil (Nil)	5221841 (5356985)	Nil (Nil)

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Disclosure in respect of material transactions with related parties during the year (included in 2 above):

Remuneration

Related Party	Current Year	Previous Year
Mr.Devendra Jain	3400000	2400000
Mr.Mukesh Jain	3400000	2400000
Mr.Surendra Jain	3400000	2400000
Mr. Shailesh Jain	2550000	1800000

Purchase of Goods

Related Party	Current Year	Previous Year
Porwal Diesels Pvt. Ltd.	4173153	7229229

Job Work Paid

Related Party	Current Year	Previous Year
Porwal Diesels Pvt. Ltd.	51432982	33148365

Interest Received

Related Party	Current Year	Previous Year
Porwal Diesels Pvt. Ltd.	4028379.00	5356985

Loans and Advances (Dr)

Related Party	Current Year	Previous Year
Porwal Diesels Pvt. Ltd.	19800541.00	43896286

Trade Advances (Dr)

Related Party	Current Year	Previous Year
Porwal Diesels Pvt. Ltd.	15896482.00	15521666

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30. As evidenced by internal Management Information System (MIS), there are no reportable segments in the company. Therefore, the disclosure requirements of 'Accounting Standard 17' (AS-17) - 'Segment Reporting' are not furnished.
31. Following is the details of Specified Bank Notes (SBN) held and transacted during the period from 8th November, 2016 to 30th December, 2016 as provided in the Table below:-

	SBN's		Other denomination notes		TOTAL	
	Denomination Rs 500 – 380	Amount 190000	Denomination Others	Amount 21196	Denomination	Amount 211196
Closing Balance as at 8th November 2016						
Add Withdrawal from bank account	--	--	--	574000	--	--
Add Receipts for permitted transactions	--	--	--	Nil	--	--
Add Receipts for non-permitted transactions	--	--	--	--	--	--
Less : Paid for permitted transactions	--	--	--	--	--	--
Less : Paid for non permitted transactions	--	--	--	496955	--	--
Less : Deposited in bank accounts	--	190000	--	700	--	--
Closing balance as at 30th December 2016				97541		97541

Porwal Auto Components Ltd. Annual Report 2016 - 2017

	SBN's		Other denomination notes		TOTAL	
	Denomination	Amount	Denomination	Amount	Denomination	Amount
Less : Paid for permitted transactions	--	--	--	--	--	--
Less : Paid for non permitted transactions	--	--	--	496955	--	--
Less : Deposited in bank accounts	--	190000	--	700	--	--
Closing balance as at 30th December 2016				97541		97541

32. VALUE OF STORES, SPARES AND PACKING MATERIAL CONSUMED

	2016-17		2015-16	
	Amount in Rs	% of Consumption	Amount in Rs	% of Consumption
Imported	0	0	0	0
Indigenous	1,80,66,817	100	1,51,03,946	100
TOTAL	1,80,66,817	100	1,51,03,946	100

33. VALUE OF IMPORTS ON CIF BASIS IN RESPECT OF

	2016-17	2015-16
Raw Material and Stock in trade	Nil	Nil
Stores, Spares and Packing Material	Nil	Nil
Capital Goods	Nil	Nil

34. EXPENDITURE IN FOREIGN CURRENCY

	2016-17	2015-16
Repairing	0	0
Travelling	0	147000

35. Previous year figures have been regrouped/reclassified wherever necessary to correspond with the current years classification/disclosure.

As per our report of even date

For ASSG & ASSOCIATES
(Firm Reg. 012120C)
CHARTERED ACCOUNTANTS

CA SANJAY GUPTA
Proprietor
M.No. 72073

DATED : 27/05/2017
PLACE : INDORE

For and on behalf of the Board

Devendra Jain
Managing Director
DIN 00232920

Arwa Saifee
Company Secretary

Mukesh Jain
Whole-time Director
DIN 00245111

Shailesh Jain
Chief Financial Officer

PORWAL AUTO COMPONENTS LIMITED

Regd. Office: Plot No. 209; Sector No. 1 Industrial Area,
Pithampur, Distt. DHAR (M.P.) 454775
CIN: L34300MP1992PLC006912

E-mail: admin@porwalauto.com phone no.-07292-405101

PROXY FORM

Form No. MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L34300MP1992PLC006912
Name of the Company : Porwal Auto Components Limited
Registered office : Plot No. 209; Sector No. 1 Industrial Area, Pithampur, (M.P.) 454775
Name of the member (s) : _____
Registered address : _____
E-mail ID : _____
Folio No/ Client ID/DP ID : _____

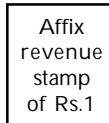
I/We, being the member(s) of _____ shares of the above named company, hereby appoint:

Name	:	
Address	:	
E-mail Id	:	or failing him
Name	:	
Address	:	
E-mail Id	:	or failing him
Name	:	
Address	:	
E-mail Id	:	or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Fifth Annual General Meeting of the Company, to be held on Thursday the 28th day of September, 2017 at 1:30 PM at the registered office of the company at Plot No. 209, Sector No.1, Industrial Area, Pithampur, Distt Dhar and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:	
1.	Receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon.
2.	Declaration of Dividend on Equity Shares for the year ended March 31, 2017.
3.	To appoint a Director in place of Mr. Mukesh Jain (DIN- 00245111), who retires by rotation and being eligible, offers himself for re-appointment
4.	Appointment of S N GADIYA & CO, Chartered Accountants as Statutory Auditors of the Company and fixing their remuneration.
Special Business:	
5.	Re-appointment of Mr. Devendra Jain (DIN- 00232920) as the Managing Director of Company.
6.	Re-appointment of Mr. Mukesh Jain (DIN- 00245111) as the Whole-Time Director of Company.
7.	Re-appointment of Mr. Surendra Jain (DIN- 00245154) as the Whole-Time Director of Company.
8.	To Approve the expenses for service of documents to Members.

Signed this _____ day of _____ 2017



Signature of shareholder

Signature of Proxy holder(s)

Note:

1. 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.
2. Notwithstanding the above the Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.

ATTENDANCE SLIP
25th ANNUAL GENERAL MEETING ON 28th SEPTEMBER 2017.

R.F. No. _____

Mr./Mrs./Miss _____

(Shareholders' name in block letters)

I/We certify that I/We am/are registered shareholder / proxy for the registered shareholder of the company.
I/We hereby record my/our presence at the 25th Annual General meeting of the company at the registered office of the company on 28th September, 2017.

(If signed by proxy, his name should be
Written in block letters)

(Shareholders/proxy's Signature)

Note:

1. Shareholders / proxy holders are requested to bring the attendance Slips with them when they come to the meeting and hand over them at the entrance after affixing their signatures on them.
2. If it is intended to appoint a proxy, the form of proxy should be completed and deposited at the Registered Office of the Company at least 48 hours before the Meeting.

To,

If undelivered, Please return to :
PORWAL AUTO COMPONENTS LTD.
Regd. Office : Plot No. 209, Sector No. 1 Industrial Area,
Pithampur, Distt. DHAR (M. P.) 454775

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SRETMRPTNA DAR