



Jamna Auto Industries Limited

CIN : L35911HR1965PLC004485

Regd. Office : Jai Springs Road, Industrial Area, Yamuna Nagar - 135001 (Haryana)

Phone & Fax : 01732-251810/11/14 e-mail : praveen@jaispring.com

Website : www.jaispring.com

NOTICE

Notice is hereby given that 51st Annual General Meeting of the members of the Company will be held on Tuesday, August 01, 2017 at 9:30 a.m. at the Registered Office of the Company at Jai Springs Road, Industrial Area, Yamuna Nagar – 135 001 (Haryana), to transact the following businesses:

Ordinary business

Item No. 1

To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended on March 31, 2017, together with the Reports of the Board of Directors and Auditors thereon.

Item No. 2

To declare final dividend on equity shares of the Company for the financial year ended on March 31, 2017.

Item No. 3

To appoint a director in place of Mr. R. S. Jauhar (DIN: 00746186) who retires by rotation and, being eligible, offers himself for re-appointment.

Item No. 4

To ratify the appointment of M/s. S. R. Botliboi & Co., LLP, Chartered Accountants, as Statutory Auditors of the Company and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 141 and 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or reenactments for the time being in force), the appointment of M/s S. R. Batliboi & Co, LLP; Chartered Accountants (having ICAI Firm Registration No. 301003E/E300005) as approved in the 48th Annual General Meeting until 52nd Annual General Meeting, be and is hereby ratified from conclusion of this Annual General Meeting up to the conclusion of next Annual General Meeting at such terms and remuneration as may be determined from time to time by the Board of Directors or Audit Committee in consultation with the auditors, exclusive of travelling and reimbursement of other out of pocket expenses.”

Special business

Item No. 5

To ratify the remuneration of Cost Auditors of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactments thereof, for the time being in force), the remuneration of cost auditors i.e. M/s Jangira & Associates, Cost Accountants of the Company to conduct the audit of the cost records maintained by the Company for the financial year 2017-18 as approved by the Board of Directors on the recommendation made by the Audit Committee be and is hereby ratified.”

Item No. 6

To approve re-appointment of Mr. R. S. Jauhar (DIN: 00746186) as the Whole-time Director of the Company designated as Vice Chairman & Executive Director and payment of remuneration to him and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded for the re-appointment of Mr. R. S. Jauhar as Whole-time Director of the Company designated as Vice Chairman & Executive Director for a period of 3 years with effect from January 1, 2017 to December 31, 2019 on the terms and conditions and remuneration including minimum remuneration, as set out herein below:

- 1. Salary (per month):** Rs.7,98,600 (subject to an increase of 10% p.a.).
- 2. Commission:** Mr. R. S. Jauhar will also be allowed remuneration by way of commission based on net profits of the Company in a particular year, which put together with

salary, allowance and perquisite shall be subject to the overall ceilings laid down in Section 197 read with Schedule V of the Companies Act, 2013.

The amount of Commission will be paid every year with the approval of the Board of Directors on the recommendation of the Nomination & Remuneration Committee.

3. Perquisites and Allowances: In addition to the above Salary and Commission, he shall be entitled to the following Perquisites and Allowances:

- i. **Housing:** The Company shall provide free of cost, suitable furnished/ unfurnished residential accommodation with all facilities & amenities to Mr. R. S. Jauhar and his family. In case Mr. R. S. Jauhar does not opt for Company provided accommodation at any time, he shall be paid house rent allowance equivalent to 60% of his basic salary;
- ii. **Gas, Electricity, Water & Furnishings:** The expenditure incurred by the Company on gas, electricity, water, and furnishings;
- iii. **Medical Reimbursement:** Reimbursement of actual medical expenses incurred by Mr. R. S. Jauhar and his family;
- iv. **Club Fees:** Actual fees of clubs to be paid by the Company for Mr. R. S. Jauhar and his family;
- v. **Personal Accident/Health Insurance:** Actual premium to be paid by the Company for Mr. R. S. Jauhar and his family;
- vi. **Car:** Facility of car(s) with driver for the business of the Company;
- vii. **Telephone:** Free telephone(s) facility at residence including mobile phone(s);
- viii. **Leave Travel Concession:** For Mr. R. S. Jauhar and his family once in a year incurred in accordance with the Company's rules;
- ix. **Earned Leave:** Leaves on full pay and allowances as per the rules of the Company;
- x. **Contribution to Provident and Superannuation Funds:** Company's contribution to Provident and Superannuation funds will be as per the rules of the Company; and
- xi. **Gratuity:** Not exceeding half month's salary for each completed year of service as per rules of the Company.

Explanation:

- i) For the aforesaid purposes "Family" means the spouse, the dependent children and dependent parents of Mr. R. S. Jauhar.

- ii) Perquisites shall be evaluated as per Income Tax Rules, 1962, wherever applicable and in the absence of any such rules, perquisites shall be valued at actual cost.

RESOLVED FURTHER THAT Mr. R. S. Jauhar shall be entitled to reimbursement of all actual expenses or charges including travel, entertainment, club fees/expenses (corporate membership) or other out-of-pocket expenses incurred by him for and on behalf of the Company, in furtherance of its business and objects.

RESOLVED FURTHER THAT the terms of office of Mr. R. S. Jauhar shall be liable to determination by rotation.

RESOLVED FURTHER THAT the aggregate amount of remuneration payable to Mr. R. S. Jauhar in a financial year shall not exceed the overall ceiling limit laid down in Sections 197 read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT if in any financial year during the currency of tenure of Mr. R. S. Jauhar as Vice Chairman & Executive Director, the Company has no profits or its profits are inadequate, he shall be entitled to minimum remuneration by way of Salary, Perquisites and Allowances, not exceeding the maximum ceiling limit specified under Schedule V of the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time as minimum remuneration, whichever is higher, or the Company may pay to Mr. R. S. Jauhar the above remuneration as the minimum remuneration by way of salary, perquisites and allowance subject to the approval of Central Government or any other authority, if any."

Item No. 7

To approve the transactions with Jai Suspension Systems LLP and in this regard, to consider and if thought fit, to pass the following resolution, with or without modification(s), as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and subject to such approval of appropriate authority as may be necessary, approval of the members be and is hereby accorded to enter into or continue to enter into contract or arrangement of sale, purchase, supply of goods or material or availing, rendering any services from/to M/s Jai Suspension Systems LLP on continuing billing basis at prevailing market prices and to provide guarantee on behalf of M/s Jai Suspension Systems LLP on such terms and conditions as may be mutually agreed upon between Board of Directors and M/s Jai Suspension Systems LLP."

Item No. 8

To approve the sub-division (stock split) of equity shares of the Company and in this regard, to consider and if thought fit, to pass the following resolution, with or without modification(s), as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) and in accordance with Memorandum and Articles of Association of the Company, subject to the approval(s), consent(s), permission(s), sanction(s), if any, as may be necessary from the appropriate statutory authority(ies), consent of the members be and is hereby accorded for sub dividing the Equity Shares of nominal value of Rs.5/- (Rupees Five only) each in the Capital of the Company, into Equity Shares of Rs.1/- (Rupee One only) each, with effect from the Record Date as may be fixed for the purpose.

RESOLVED FURTHER THAT pursuant to the sub-division of the equity shares of the Company, all the equity shares of nominal value Rs.5/- (Rupees Five only) in the Company existing on the Record date to be fixed by the Company shall stand sub-divided into equity shares of nominal value Rs.1/- (Rupees One only) each.

RESOLVED FURTHER THAT upon Sub-division, the existing Share Certificate(s) in relation to the existing Equity Shares of Rs.5/- (Rupees Five only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may, either call back the existing Share Certificate(s) from the Shareholders or without requiring the surrender of the existing Share Certificate(s), directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing Share Certificate(s) subject to the provisions laid down in the Companies Act, 2013 or any other statutory act (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company and in the case of shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before Sub-division.

RESOLVED FURTHER THAT Clause V of the Memorandum of Association and Article No. 5 of the Article of Association of the Company shall stand altered as:

“The Authorised Share Capital of the Company is Rs. 673,865,000/- (Sixty Seven Crore Thirty Eight Lac Sixty Five Thousand) only would comprise of 638,865,000 (Sixty Three Crore Eighty Eight Lac Sixty Five Thousand) Equity Shares of Rs.1/- (one) each and 350,000 (Three Lac Fifty Thousand) 12.5% Optionally Convertible Preference Shares of Rs.100/- (Hundred) each with power to extinguish, subdivide, consolidate, increase or decrease and upon subdivision of the shares to apportion the right to participate in profits, in any manner and between the shares resulting from the subdivision and with power to the Board of Directors (“the Board”) subject to the provisions of Article of Association to issue equity shares with or without voting rights and with the rights privileges and conditions attaching thereto as are provided by the Articles of Association of the Company with

power to increase or reduce the capital of the Company and divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Associations of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company in such manner as may be permitted by the Companies Act, 2013 or provided by the Articles of Association of the Company for the time being.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, if any, in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

Item No. 9

To grant employee stock options and in this regard, to consider and if thought fit, to pass the following resolution, with or without modification(s), as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 62 and other applicable provisions of the Companies Act, 2013 (the “Act”); SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (the “SEBI Regulations”) as amended from time to time and subject to such permissions and approvals, if any, as may be required and subject to such conditions and modifications as may be imposed by authorities while granting such permissions and approvals, which the Board of Directors (hereinafter referred to as “the Board”, which term shall include the Compensation Committee of the Board) shall be authorised to accept on behalf of the Company, the approval of the members be and is hereby accorded to adopt and implement the employee stock options scheme of the Company under the name and style of Employee Stock Option Scheme 2017 (“ESOP Scheme 2017”) silent features of which are described in the explanatory statement attached hereto, and the Board be and is hereby authorised to grant stock options and to create, issue, offer and allot equity shares, from time to time, to employees of the Company, as determined by the Board of Directors in terms of ESOP Scheme 2017 in compliance with SEBI Regulations, such that the creation, issue, offer and allotment of such equity shares under the ESOP Scheme 2017 shall not exceed in aggregate more than 39,84,000 equity shares of Rs.5 each or 1,99,20,000 equity shares of Rs.1 each of the Company or such adjusted numbers of such face value, as may be determined by the Board and approved by the members, due to change in capital structure of the Company as a result of re-classification of shares, splitting up of the face value of shares,

sub-division of shares, issue of bonus shares, conversion of shares into other shares or securities of the Company and any other change in the rights or obligations in respect of shares, inter alia, on such other terms and conditions and in such tranches as may be decided by the Board in its absolute discretion.

RESOLVED FURTHER THAT the equity shares to be issued as stated aforesaid shall rank pari passu with all the existing equity shares of the Company for all purposes.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, regarding creation, offer, issue and allotment, listing of such shares, the Board be and is hereby authorized to evolve, decide upon and bring into effect the ESOP Scheme 2017 and to make any modifications, changes, variation, alteration or revisions in the ESOP Scheme 2017 or any options already granted or to suspend, withdraw or revive the Scheme from time to time in accordance with applicable laws and/or as may be specified by any appropriate authority and to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary, desirable, usual or proper in relation thereto with the liberty to the Board on behalf of the Company to settle any question, difficulties or doubts whatsoever may arise with regard to such creation, offer, issue and allotment of shares without requiring the Board to secure any further consent or approval of the members.”

Item No. 10

To extend the benefits of employee stock options to the employees of the subsidiary(ies) and in this regard, to consider and if thought fit, to pass the following resolution, with or without modification(s), as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 62 and other applicable provisions of the Companies Act, 2013 (the “Act”); SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (the “SEBI Regulations”) as amended from time to time and subject to such permissions and approvals, if any, required and subject to such conditions and modifications as may be imposed by authorities while granting such permissions and approvals, which the Board of Directors (hereinafter referred to as “the Board”, which term shall include the Compensation Committee of the Board) shall authorised to accept on behalf of the Company, the approval of the members be and is hereby accorded to adopt and implement the employee stock options scheme of the Company under the name and style of Employee Stock Option Scheme 2017 (“ESOP Scheme 2017”) silent features of which are described in the explanatory statement attached hereto, and the Board be and is hereby authorised to grant stock options and to create, issue, offer and allot equity shares, from time to time, to employees of the subsidiaries of the Company, as determined by the Board of Directors in terms of ESOP Scheme 2017 in compliance with SEBI Regulations, such that the creation, issue, offer and

allotment of such equity shares under the ESOP Scheme 2017 shall not exceed in aggregate more than 39,84,000 equity shares of Rs.5 each or 1,99,20,000 equity shares of Rs.1 each of the Company or such adjusted numbers of such face value, as may be determined by the Board and approved by the members, due to change in capital structure of the Company as a result of re-classification of shares, splitting up of the face value of shares, sub-division of shares, issue of bonus shares, conversion of shares into other shares or securities of the Company and any other change in the rights or obligations in respect of shares, inter alia, on such other terms and conditions and in such tranches as may be decided by the Board in its absolute discretion.

RESOLVED FURTHER THAT the equity shares to be issued as stated aforesaid shall rank pari passu with all the existing equity shares of the Company for all purposes.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, regarding creation, offer, issue and allotment, listing of such shares, the Board be and is hereby authorized to evolve, decide upon and bring into effect the ESOP Scheme 2017 or any options already granted and to make any modifications, changes, variation, alteration or revisions in the ESOP Scheme 2017 or to suspend, withdraw or revive the Scheme from time to time in accordance with applicable laws and/or as may be specified by any appropriate authority and to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary, desirable, usual or proper in relation thereto with the liberty to the Board on behalf of the Company to settle any question, difficulties or doubts whatsoever may arise with regard to such creation, offer, issue and allotment of shares without requiring the Board to secure any further consent or approval of the members.”

By order of the Board of Directors
For **Jamna Auto Industries Limited**

Date: May 20, 2017
Place: New Delhi

Praveen Lakhera
Company Secretary & Head-Legal

NOTES:

- 1) The explanatory statement, pursuant to Section 102 of the Companies Act, 2013 (“Act”), setting out material facts relating to the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto.
- 2) **A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the Company.** The proxy form duly stamped and executed in order to be effective, must reach the registered office of the Company not less than 48 hours before the time of commencement of the Annual General Meeting. Corporate members are duly requested to send to the registered office of the Company a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies

Act, 2013, authorising their representative to attend and vote at the Annual General Meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013 and Rule 19 (2) of the Companies (Management and Administration) Rules, 2014, a person can act as 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. It is also provided that 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 proxy for any other person or shareholder.

- 3) Details pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India in respect of Director seeking re-appointment as mentioned under Item no. 3 and 6 of this Notice, forms integral part thereof. The Company has received relevant declarations from the Director seeking re-appointment.
- 4) Members are requested to:
 - a) Intimate immediately any change in their address to the Company's Registrar and Share Transfer Agents i.e M/s. Skyline Financial Services Pvt. Ltd. located at D-153/A, First Floor, Okhla Industrial Area, Phase – I, New Delhi – 110020; Email Id: admin@skylinerta.com; Ph. No. +91-11-64732682-88.
 - b) Please quote folio number/Client ID, DP ID numbers in all correspondence.
 - c) Consolidate holdings into one folio in case of multiplicity of folios with names in identical orders.
- 5) The Register of Members and Share Transfer Books of the Company will remain closed from July 29, 2017 to August 01, 2017 (both days inclusive) in connection with the Annual General Meeting and for the purpose of payment of dividend, if approved by the Members.
- 6) The dividend as recommended by the Board, if declared at the meeting, will be paid within 30 days from the date of declaration to those members:
 - (a) Whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfer in physical form lodged with the Registrar and Transfer Agent on or before July 26, 2017 and
 - (b) Whose names appear as Beneficial Owners in the list of Beneficial Owners on July 26, 2017 to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited for this purpose.
- 7) As per SEBI directions, every participant in securities market is required to submit their Permanent Account Number (PAN). Accordingly Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts and Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agent.
- 8) Members holding shares in physical form are, in their own interest, requested to dematerialize the shares to avail the benefits of electronic holding/ trading.
- 9) Pursuant to Section 72 of the Companies Act, 2013 read with applicable rules made thereunder, facility for making nominations is available to the members in respect of the shares held by them. Nomination forms can be obtained from the RTA by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participants.
- 10) Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, dividend remaining unclaimed/ unpaid for a period of 7 years from the date of transfer to the Company's unpaid dividend account will be transferred to the Investor Education and Protection Fund (IEP Fund). Following are the dates of dividends declared and the corresponding dates when unclaimed dividends are due for transfer to IEP Fund:

Financial Year	Date of Declaration of Dividend	Due date for transfer to Investor Education and Protection Fund
2010-11 (Interim Dividend)	03.02.2011	06.03.2018
2010-11 (Final Dividend)	31.08.2011	01.10.2018
2011-12 (Interim Dividend)	01.08.2011	01.09.2018
2011-12 (Second Interim Dividend)	31.01.2012	02.03.2019
2011-12 (Final Dividend)	18.08.2012	18.09.2019
2012-13 (Final Dividend)	20.09.2013	20.10.2020
2013-14 (Final Dividend)	03.09.2014	04.10.2021
2014-15 (Final Dividend)	29.09.2015	30.10.2022
2015-16 (Final Dividend)	12.08.2016	12.09.2023
2016-17 (Interim Dividend)	09.11.2016	10.12.2023

In view of the above, members are advised to send un-encashed dividend warrants pertaining to the above years to the Registrar and Transfer Agent for revalidation or issuance of Demand Drafts in lieu thereof and encash those before the due dates for transfer to the IEP Fund.

The information in respect of unclaimed dividend due for transfer to the IEPF in future is given in the Corporate Governance Report forming part of Annual Report. The Company has also uploaded the details of unpaid and unclaimed amounts lying with the Company as on August 12, 2016 (date of last AGM) on the website of the Company i.e. at www.jaispring.com and also filed the details with the Ministry of Corporate Affairs. Members, who have not yet encashed their dividend warrant for the above financial years, are requested to make their claims to the Company accordingly, without any delay.

- 11) Members desiring any information on the Annual Report are requested to write to the Company's Corporate Office at New Delhi at least ten days before the date of the Annual General Meeting so that information can be made available at the meeting.
- 12) As per SEBI directions, now the physical instrument should necessarily mention the bank account details of the investors. In view of this, members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or our Registrar cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
- 13) Electronic copy of the Annual Report 2016-2017 is being sent to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purpose unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report 2016-2017 is being sent in the permitted mode.
- 14) Electronic copy of the notice of the 51st Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to the members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purpose unless any member has requested for a physical copy of the same, for members who have not registered their email IDs, physical copies of the Notice of the 51st Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

15) Members may also note that the Notice of the 51st Annual General Meeting and the Annual Report 2016-2017 will also be available at the Company's website www.jaispring.com for download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon marking a request for the same, by post free of cost. For any communication, the shareholders may also send request to the Company's investor email i.e. praveen@jaispring.com.

16) Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

17) To Support "Green Initiative", Members are requested to provide their email addresses to the Company/RTA/ Depository Participants, as the case may be, for serving of documents by electronic mode.

18) Voting through electronic means and procedure thereof

- I. In compliances with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 (1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolution proposed to be considered at the 51st 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 will be provided by National Depository Service Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have casted 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 e-voting facility will be available during the following voting period after which the portal will be blocked and shall not be available for e-voting :

Commencement of e-voting	Saturday, July 29, 2017 (09:00 a.m. IST)
End of e-voting	Monday, July 31, 2017 (05:00 p.m. IST)

During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 26, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:

(i) Open email and open PDF file viz; "Jaispring e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: <https://evoting.nsd.com/>

(iii) Click on shareholder- Login

(iv) Put user ID and password as initial password/PIN noted in step (i) above and click Login.

(v) Password change menu appears. Change the Password /PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.

(vii) Select "EVEN" of Jamna Auto Industries Limited.

(viii) Now you are ready for e-Voting as Cast page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant board resolution/ Authority letter etc. together with attested specimen signature of the authorized signatory(ies) who are authorized to vote, to scrutinize through e-mail to

info@csrsm.com or praveen@jaispring.com with a copy marked to evoting@nsdl.co.in.

B. In case a member receives physical copy of Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participant(s) or requesting physical copy] :

(i) Initial password is provided as below/at the bottom of Attendance Slip for the AGM:

EVEN (E Voting Event Number) **USER ID**
PASSWORD/PIN

(ii) Please follow all steps from serial no. (ii) to (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the Download section of www.evoting.nsd.com or call on toll free no. 1800-222-990.

VII. If you already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date (record date) of July 26, 2017.

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares on or after July 01, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsd.com or contact NSDL at the following toll free no.: 1800-222-990.

XI. A member may participate in the AGM even after exercising his right to vote through e-voting but shall not be allowed to vote again at the AGM

XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of e-voting as well as voting at the AGM through ballot paper.

XIII. M/s RSM & Co. Company Secretaries has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes casted at the meeting and thereafter unblock the votes casted through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes casted in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.jaispring.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where Company's shares are listed.

19) Since the Company is providing the facility of remote e-voting to the shareholders, there shall be no voting by show of hands at the AGM. The shareholders who will be physically present at the meeting shall be provided with polling papers to cast their votes at the AGM.

20) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

21) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the registered office of the Company during normal business hours (9:00 a.m. to 6:00 p.m.) on all working days except Saturdays, up to the conclusion of the Annual General Meeting of the Company.

22) The complete particulars of the venue of the Meeting including route map and prominent land mark for easy location are enclosed herewith. The route map of the Venue of the Meeting is also hosted along with the Notice on the website of the Company i.e. www.jaispring.com.

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

Item No. 5

The Board of Directors of the Company, on recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Jangira & Associates, Cost Accountants as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018.

In accordance with the provisions of Section 148 of the Companies Act, 2013 and the rules made thereunder, the remuneration payable to the Cost Auditors needs to be ratified by the members of the Company.

Accordingly, the consent of the Members is being sought for ratification of the remuneration payable to Cost Auditors for the financial year ending March 31, 2018.

None of the Directors and Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 5 of this Notice.

The Board, therefore, recommends the Ordinary Resolution at Item No. 5 of the Notice for approval by the members.

Item No. 6:

The term of office of Mr. R. S. Jauhar as Whole-time Director of the Company expired on December 31, 2016. Mr. R. S. Jauhar is a MBA from California State Bakersfield and M. Com. from Kurukshetra University. He is associated with the Company since 1985 and has rich experience of more than 25 years in the Spring Industry. Considering his experience and knowledge the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on November 9, 2016 had approved the re-appointment of Mr. R. S. Jauhar as Whole-time Director of the Company designated as Vice Chairman & Executive Director for a period of three years, with effect from January 1, 2017 to December 31, 2019 at the proposed remuneration. The proposal is detailed in item no. 6 of the notice and requires the approval of the members of the Company. Board considers that the re-appointment of Mr. R. S. Jauhar will be in the best interests of the Company.

None of the key managerial persons and directors of Company other than Mr. B. S. Jauhar, Mr. R. S. Jauhar and Mr. P. S. Jauhar, being related to each other are interested or concerned in the resolution. Mr. R. S. Jauhar holds 35,03,272 equity shares in the Company.

The Board commends the Special Resolution at Item No. 6 for approval of the members.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Act.

Item No. 7

The Company enters into contract or arrangement of sale, purchase, supply of goods or material or availing, rendering any services from/to M/s Jai Suspension Systems LLP (“the LLP”) and providing guarantee on behalf of the LLP in its ordinary course of business and at arm’s length. Regulation 23(4) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 requires a company to take members’ approval for entering into any material related party transactions. Pursuant to the provisions of Regulation 23(4) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the transactions with the LLP are material in nature and require approval of unrelated members of the Company by a special resolution. The particulars of transactions pursuant to Para No. 3 of Explanation(1) to Rule 15 of Companies (Meetings of Board and its Power) Rules 2014 are as under:

1. Name of Related Party: M/s Jai Suspension Systems LLP
2. Name of Director or Key Managerial Personnel who is related : Mr. B. S. Jauhar, Mr. R. S. Jauhar and Mr. P. S. Jauhar
3. Nature of Relationship: Company is majority partner in LLP. Mr. B. S. Jauhar draws remuneration from LLP. Mr. R.S. Jauhar and Mr. P.S. Jauhar are related to Mr. B.S. Jauhar.
4. Monetary Value: not exceeding Rs.500 crore in aggregate in a financial year.
5. Nature, Material Terms and Particulars of the arrangement: The Company enters into contract or arrangement of sale, purchase, supply of goods or material or availing, rendering any services from/to M/s Jai Suspension Systems LLP and providing guarantee on behalf of the LLP in its ordinary course of business and at arm’s length. All transactions with LLP shall be carried out as per the business requirements in the ordinary course of business of the Company/ LLP at arms’ length basis. The consideration, scope of work and other terms & conditions may vary for each transaction.
6. Any other information relevant or important for the members to take a decision on the proposed resolution: None

The Audit Committee and the Board of Directors of the Company at their meetings held on May 20, 2017 have granted their approval for entering into transactions with the LLP. The Board commends the Special Resolution for approval by the unrelated members.

The Board commends the Special Resolution at Item No. 7 for approval of the members.

None of the Directors or any of the Key Managerial Personnel of the Company or their relatives are, in any way, concerned or

interested, financially or otherwise, in the resolution. However, Mr.B. S. Jauhar may be deemed to be concerned in his capacity as employees of the LLP and Mr. R. S. Jauhar and Mr. P. S. Jauhar may be deemed to be interested as relatives of Mr. B. S. Jauhar.

Item No. 8

The Company’s Equity Shares are listed on Bombay Stock Exchange Limited (BSE Ltd.) and National Stock Exchange of India Ltd. (NSE Ltd.). In order to improve the liquidity of company’s equity shares in stock markets with higher floating stock in absolute numbers it is proposed to sub-divide (stock split) each Equity Share of the Company having a face value of Rs. 5 each into 5 equity shares of the face value of Rs. 1 each.

Consequent to the subdivision of the equity shares the Clause V of Memorandum of Association and Article No. 5 of the Articles of Association of the Company shall also be altered in consonance of the subdivision of equity shares.

As per the provisions of Section 61 of the Companies Act, 2013 read with applicable rules made thereunder, approval of the members of the Company is required for subdivision of shares. Accordingly, the approval is being sought through item no. 8 of the notice for approval of the members.

None of the Directors and Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 8 of this Notice.

Item No. 9 & 10

The Securities and Exchange Board of India has issued the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (SEBI Regulations) with effect from October 28, 2014 and has repealed the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999. All listed companies having existing schemes to which the SEBI Regulations apply are required to comply with the same in their entirety.

In order to grant new stock option to the employees of the Company and its subsidiary, it is proposed to adopt a new scheme under the name Employee Stock Option Scheme 2017 (“ESOP Scheme 2017”). The Board of Directors of the Company has approved the scheme on February 11, 2017.

The resolutions contained at item nos. 9 and 10 seek to obtain the approval of the members of the Company to authorise the Board of Directors (hereinafter referred to as “the Board”, which term shall include the Compensation Committee of the Board) to grant stock options and to create, issue, offer and allot equity shares, from time to time, to employees of the Company and its subsidiaries under the ESOP Scheme 2017.

Pursuant to Regulation 6(2) of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, following are the information of the ESOP Scheme 2017:

Brief description of the Scheme	The Scheme envisages grant of Options to Employees as a way of employee compensation with the objective to attract, motivate and retain best talent, to encourage employees for higher performance and to align personal goals of the employees with those of the organization. The Scheme shall be administered by the Compensation Committee. The stock options shall be granted to the eligible employees as shall be determined by the Committee.
Total number of options to be granted	<p>The maximum aggregate number of Shares that may be granted under this Scheme (including Shares granted under earlier schemes) is 39,84,000 equity shares of Rs.5 each or 1,99,20,000 equity shares of Rs.1 each of the Company or such adjusted numbers of such face value, as may be determined by the Board and approved by the members, due to change in capital structure of the Company as a result of re-classification of shares, splitting up of the face value of shares, sub-division of shares, issue of bonus shares, conversion of shares into other shares or securities of the Company and any other change in the rights or obligations in respect of shares, inter alia, on such other terms and conditions and in such tranches as may be decided by the Board in its absolute discretion.</p> <p>Upon Vesting, each valid Option shall entitle the Employee to apply for and seek issue of one share of Rs.5 each or five shares of Rs.1 each in the Company after the sub division of equity shares.</p>
Identification of classes of employees entitled to participate and beneficiaries in the scheme	The Compensation Committee shall grant Options to the eligible employees in terms of this Scheme and Securities Exchange Board of India (Share Based Employee Benefits) Regulations, 2014. Employee means a permanent employee of the Company or its subsidiaries whether working in India or outside India and a director of the Company or its subsidiaries, whether a whole time director or not but excluding an independent director but does not include (a) an employee who is a promoter or a person belonging to the promoter group or (b) a director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10 per cent of the outstanding equity shares of the Company.
Requirements of vesting and period of vesting and the maximum period within which the options shall be vested	The continuation of the employee in the service of the Company shall be a primary requirement of the vesting. The Compensation Committee shall decide the Vesting Schedule of Options under each Grant, provided that the minimum Vesting Period shall not be less than 1 years and not more than 5 years from Grant Date.
Exercise price, purchase price or pricing formula	The Compensation Committee shall decide the Exercise Price per Option under each Grant. The Options granted to the Employees under this Plan shall carry an Exercise Price, which may be such discounted price to the Market Price of the Shares of the Company as may be determined by the Committee. However the Exercise Price shall not be less than the face value per Share or such other minimum price required under applicable laws.
Exercise period and process of exercise	The Compensation Committee shall decide the exercise period per Option under each grant; provided, however, that maximum exercise period shall not be more than 3 years from vesting date. After vesting a valid Option can be exercised by the employee within the exercise period.

	The options would be exercisable by submitting the requisite application form / exercise notice to the Company or such other person as the Company may prescribe. The Board / Committee may grant an extension upon a specific request made by the employee concerned to this effect. All the participants in the Scheme shall deliver a written notice of exercise, in the prescribed form, to the Compensation Committee on or before the expiry of the exercise period. The exercise price shall be payable at the time of exercise by way of check / demand draft drawn in favour of the Company or online payment in Company's bank account.
The appraisal process for determining the eligibility of employees for the scheme	The Compensation Committee, on the recommendation of the management, may grant options to the employees under the Scheme and select the eligible employees to whom stock options may be granted under the Scheme including but not limited to various parameters, such as length of service, grade, performance, technical knowledge, leadership qualities, merit, contribution and conduct, future potential, etc..
Maximum number of options, shares to be issued per employee and in aggregate	The maximum number of Options granted to an Employee in any one financial year and in aggregate shall not exceed 1% of the total paid-up equity capital of the Company at the time of grant of options.
Maximum quantum of benefits to be provided per employee under the scheme	The maximum number of Options granted to an Employee shall not exceed 1% of the total paid-up equity capital of the Company.
Whether the scheme is to be implemented and administered directly by the Company or through a trust	The Scheme shall be administered by the Company through the Compensation Committee.
Whether the scheme involves new issue of shares by the Company or secondary acquisition by the trust or both	The Scheme involves new issue of shares by the Company.
The amount of loan to be provide for implementation of the scheme by the Company to the trust, its tenure, utilization, repayment terms etc	Not applicable
Maximum percentage of secondary acquisition that can be made by the trust for the purposes of the scheme	Not applicable
A statement to the effect that the Company shall conform to the accounting policies specified in regulation 15	The Company shall comply with the accounting policy as applicable from time to time and as specified in the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
The method which the Company shall use to value its options	The Company shall use fair value method to value its options.

A copy of the ESOP Scheme 2017 will also be available for inspection at the registered office of the Company on working days during office hours up to the date of the AGM. The Board recommends the resolution for the approval of the members.

The Board commends the Special Resolutions at Item No. 9 and 10 for approval of the members.

None of the Directors and their relatives, Key Managerial Personnel of the Company are deemed to be interested in the resolution except to the extent of their employee stock options.

By order of the Board of Directors
For **Jamna Auto Industries Limited**

Date: May 20, 2017

Place: New Delhi

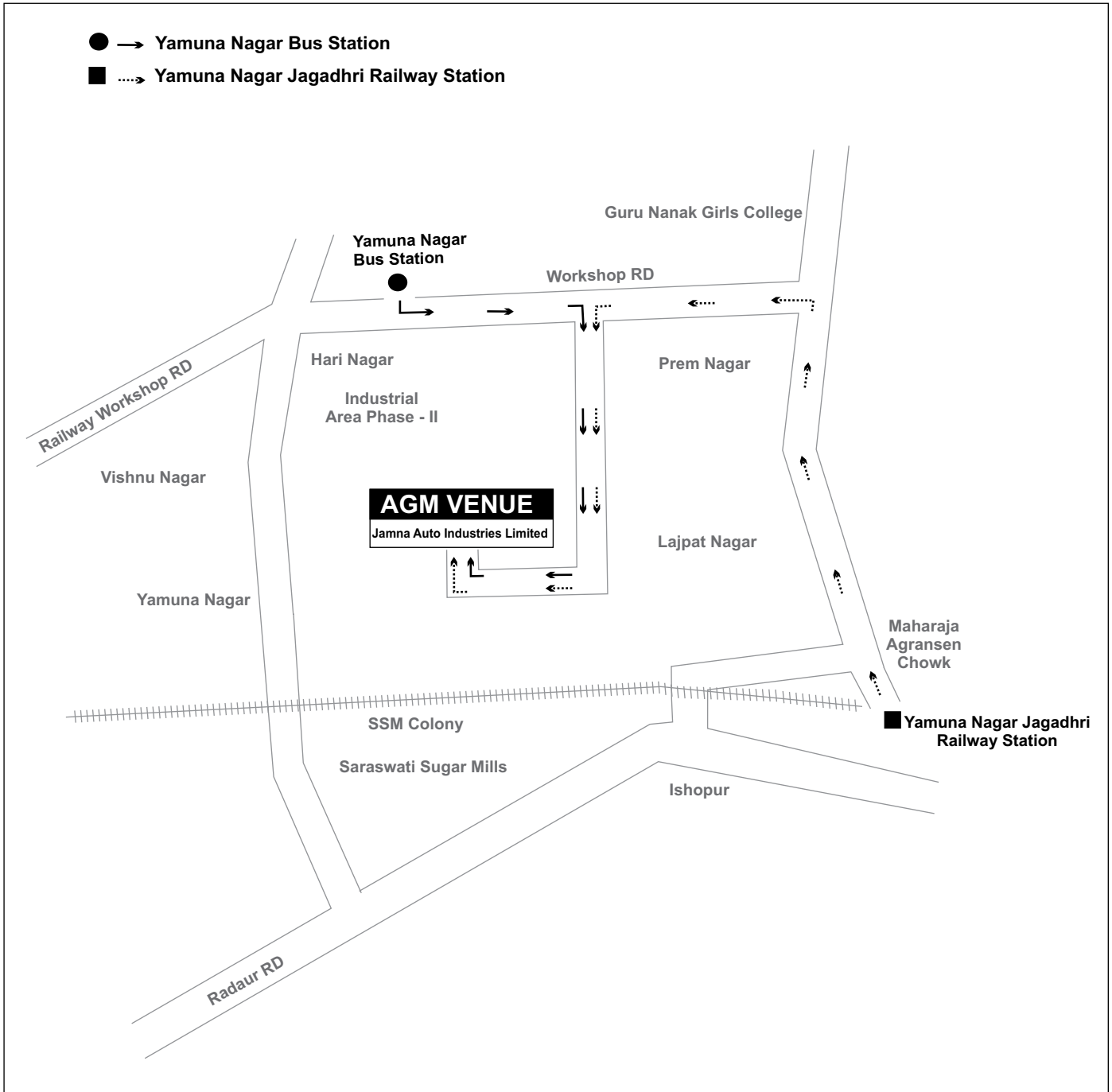
Praveen Lakhera
Company Secretary & Head-Legal

Brief Profile of the Director seeking re-appointment in the 51st AGM in pursuance of Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India:

Name	Mr. R S Jauhar
Director's Identification Number (DIN)	00746186
Age	56 Years
Qualifications	MBA from California State Bakersfield and M. Com. from Kurukshetra University
Nature of Expertise in Specific Functional Area	25 Years of Experience in the Spring Industry. Associated with company since 1985.
List of Directorships held in other Companies	MAP AUTO LIMITED
Chairmanship/membership of Committees of other public Companies	N.A
Number of shares held in the Company	35,03,272 Shares
Relationship between directors inter-se	Related to Mr. B S Jauhar, Chairman and Mr. P S Jauhar, Managing Director & CEO
Last Salary Drawn (in Rs.)	666.20 Lakhs p.a.

AGM VENUE ROUTE MAP

Jai Springs Road, Industrial Area, Yamuna Nagar – 135 001 (Haryana),





Jamna Auto Industries Limited

CIN : L35911HR1965PLC004485

Regd. Office : Jai Springs Road, Industrial Area, Yamuna Nagar - 135001 (Haryana)

Phone : 01732-251810/11/14 Fax : 01732-251820 e-mail : praveen@jaispring.com

Website : www.jaispring.com

51st Annual General Meeting – Tuesday, August 01, 2017

Name of the Member
(In Block Letters)

Name of Proxy, If any
(In Block Letters)
(In case Proxy attends
the meeting in place of member)

DP ID/Client ID/Folio No.

No. of Shares held

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

I hereby record my presence at the 51st Annual General Meeting of the Company at the Jai Springs Road, Industrial Area, Yamuna Nagar- 135001, Haryana on Tuesday, August 01, 2017 at 9:30 A.M.

.....
Name of the Member / Proxy
(in BLOCK letters)

.....
Signature of the Member / Proxy

Note:

1. Please complete the Folio/DPID-Client ID No. and name, sign the Attendance Slip and hand it over at the Attendance Verification counter at the entrance of the Meeting Hall.
2. Electronic copy of the Annual Report for the financial year ended on March 31, 2017 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of Annual Report for the financial year ended on March 31, 2017 and Notice of Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

E-VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD

Note : Please read instructions given at in the Notice of the 51st Annual General Meeting of the Company before casting your vote through e-voting.



PROXY FORM

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

Jamna Auto Industries Limited

CIN : L35911HR1965PLC004485

Regd. Office : Jai Springs Road, Industrial Area, Yamuna Nagar - 135001 (Haryana)

Phone : 01732-251810/11/14 Fax : 01732-251820 e-mail : praveen@jaispring.com

Website : www.jaispring.com

51st Annual General Meeting – Tuesday, August 01, 2017

Name of member(s) :

Registered address :

E Mail Id:

Folio No. / DP ID - Client ID:

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

1) Name: _____ E Mail: _____

Address: _____

Signature _____ Or failing him / her

2) Name: _____ E Mail: _____

Address: _____

Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 51st Annual General Meeting of the Company to be held on Tuesday, August 01, 2017 at 9:30 a.m. at the Registered office of the Company at Jai Springs Road, Industrial Area, Yamuna Nagar-135001, Haryana and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
		For	Against
Ordinary Business			
1	Adoption of Financial Statements and the Reports of the Board of Directors and Auditors thereon for the financial year ended on 31 st March, 2017		
2	Declaration of dividend on Equity Shares		
3	Re-appointment of Mr. R. S. Jauhar as director liable to retire by rotation		
4	Ratification of appointment of M/s S. R. Batliboi & Co., Chartered Accountants as Statutory Auditors of the Company		
Special Business			
5	Ratification of remuneration to be paid to Cost Auditors		
6	Re-appointment of Mr. R S Jauhar as the Whole-time Director of the Company for further term		
7	Approval of transaction with M/s Jai Suspension Systems, LLP		
8	Approval of sub-division of equity shares of the Company		
9	Approval of grant of Employee Stock Options		
10	Approval of extension of benefit of Employee Stock Options to employees of subsidiary(ies)		

Signed this day of 2017.

Affix Revenue Stamp not less than Rs. 1

Signature of the member

Signature of the 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. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 51st Annual General Meeting.
3. It is optional to put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' and 'Against' column blank against any or all Resolutions, your Proxy will be titled to vote in the manner as he/she think appropriate.
4. Please complete all details including detail of member(s) in above box before submission.