



# JAMNA AUTO INDUSTRIES LTD

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

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

CIN No.: L35911HR1965PLC004485

## Details of Voting Results

Date of the AGM :	August 12, 2016
Total number of shareholders on record date i.e. August 5, 2016:	29460
No. of shareholders present in the meeting either in person or through proxy: 1. Promoters and Promoter Group: 9 2. Public:43	52
No. of Shareholders attended the meeting through Video Conferencing: 1. Promoters and Promoter Group: 2. Public:	Not arranged

### Agenda-wise

#### **Resolution 1: Adoption of Balance Sheet, Statement of Profit and Loss and the Reports of the Board of Directors and Auditors thereon for the financial period ended on March 31, 2016.**

<b>Resolution required:</b>				Ordinary				
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>				No				
Category	Mode of Voting	No. of shares held'	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=(2)/(1)*100	4	5	(6)=(4)/(2)100	(7)=(5)/(2)*100
<b>Promoter and Promoter Group</b>	E-Voting	38154630	0	0	0	0	0	0
	Poll		37508258	98.31	37508258	0	100	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>38154630</b>	<b>37508258</b>	<b>98.31</b>	<b>37508258</b>	<b>0</b>	<b>100</b>
<b>Public Institutional Holders</b>	E-Voting	5745613	2783278	48.44	2783278	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>5745613</b>	<b>2783278</b>	<b>48.44</b>	<b>2783278</b>	<b>0</b>	<b>100</b>
<b>Public-Others</b>	E-Voting	35736133	16376	0.05	16376	0	100	0
	Poll		268446	0.75	268446	0	100	0
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>35736133</b>	<b>284822</b>	<b>0.8</b>	<b>284822</b>	<b>0</b>	<b>100</b>
<b>Total</b>		<b>79636376</b>	<b>40576358</b>	<b>50.95</b>	<b>40576358</b>	<b>0</b>	<b>100</b>	<b>0</b>

#### **Resolution 2: Declaration of Dividend on Equity Shares.**

<b>Resolution required:</b>				Ordinary				
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>				No				
Category	Mode of Voting	No. of shares held'	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=(2)/(1)*100	4	5	(6)=(4)/(2)100	(7)=(5)/(2)*100
<b>Promoter and Promoter Group</b>	E-Voting	38154630	0	0	0	0	0	0
	Poll		37508258	98.31	37508258	0	100	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>38154630</b>	<b>37508258</b>	<b>98.31</b>	<b>37508258</b>	<b>0</b>	<b>100</b>



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<b>Public Institutional Holders</b>	E-Voting	5745613	2882996	50.18	2882996	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>5745613</b>	<b>2882996</b>	<b>50.18</b>	<b>2882996</b>	<b>0</b>	<b>100</b>
<b>Public- Others</b>	E-Voting	35736133	16376	0.05	16376	0	100	0
	Poll		268446	0.75	268446	0	100	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>35736133</b>	<b>284822</b>	<b>0.80</b>	<b>284822</b>	<b>0</b>	<b>100</b>
<b>Total</b>		<b>79636376</b>	<b>40676076</b>	<b>51.08</b>	<b>40676076</b>	<b>0</b>	<b>100</b>	<b>0</b>

### Resolution 3: Re- Appointment of Mr. B.S. Jauhar as director liable to retire by rotation.

<b>Resolution required:</b>				Ordinary				
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>				Yes				
Category	Mode of Voting	No. of shares held'	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		<b>1</b>	<b>2</b>	<b>(3)=(2)/(1)*100</b>	<b>4</b>	<b>5</b>	<b>(6)=(4)/(2)*100</b>	<b>(7)=(5)/(2)*100</b>
<b>Promoter and Promoter Group</b>	E-Voting	38154630	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>38154630</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0-</b>	<b>0</b>
<b>Public Institutional Holders</b>	E-Voting	5745613	2882996	50.18	2414675	468321	83.76	16.24
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>5745613</b>	<b>2882996</b>	<b>50.18</b>	<b>2414675</b>	<b>468321</b>	<b>83.76</b>
<b>Public- Others</b>	E-Voting	35736133	16376	0.05	15276	1100	93.28	6.72
	Poll		268446	0.75	268446	0	100	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>35736133</b>	<b>284822</b>	<b>0.80</b>	<b>283722</b>	<b>1100</b>	<b>93.28</b>
<b>Total</b>		<b>79636376</b>	<b>3167818</b>	<b>3.98</b>	<b>2698397</b>	<b>469421</b>	<b>85.18</b>	<b>14.82</b>

### Resolution 4: Re- Appointment of Mr. H. S. Gujral as director liable to retire by rotation.

<b>Resolution required:</b>				Ordinary				
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>				No				
Category	Mode of Voting	No. of shares held'	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		<b>1</b>	<b>2</b>	<b>(3)=(2)/(1)*100</b>	<b>4</b>	<b>5</b>	<b>(6)=(4)/(2)*100</b>	<b>(7)=(5)/(2)*100</b>
<b>Promoter and Promoter Group</b>	E-Voting	38154630	0	0	0	0	0	0
	Poll		37508258	98.31	37508258	0	100	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>38154630</b>	<b>37508258</b>	<b>98.31</b>	<b>37508258</b>	<b>0</b>	<b>100</b>
<b>Public</b>	E-Voting	5745613	2882996	50.18	2414675	468321	83.76	16.24



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<b>Institutional Holders</b>	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>5745613</b>	<b>2882996</b>	<b>50.18</b>	<b>2414675</b>	<b>468321</b>	<b>83.76</b>	<b>16.24</b>
<b>Public-Others</b>	E-Voting	35736133	16371	0.05	15271	1100	93.28	6.72
	Poll		257746	0.72	257746	0	100	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>35736133</b>	<b>274117</b>	<b>0.77</b>	<b>273017</b>	<b>1100</b>	<b>100</b>
<b>Total</b>		<b>79636376</b>	<b>40665371</b>	<b>51.06</b>	<b>40195950</b>	<b>469421</b>	<b>98.84</b>	<b>1.16</b>

## Resolution 5: Rectification of appointment of M/s S.R. Batliboi & Co., Chartered Accountants as Statutory Auditors of the Company.

<b>Resolution required:</b>				Ordinary				
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>				No				
Category	Mode of Voting	No. of shares held'	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		<b>1</b>	<b>2</b>	<b>(3)=(2)/(1)*100</b>	<b>4</b>	<b>5</b>	<b>(6)=(4)/(2)100</b>	<b>(7)=(5)/(2)*100</b>
<b>Promoter and Promoter Group</b>	E-Voting	38154630	0	0	0	0	0	0
	Poll		37508258	98.31	37508258	0	100	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>38154630</b>	<b>37508258</b>	<b>98.31</b>	<b>37508258</b>	<b>0</b>	<b>100</b>
<b>Public Institutional Holders</b>	E-Voting	5745613	2770390	48.22	2770390	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>5745613</b>	<b>2770390</b>	<b>48.22</b>	<b>2770390</b>	<b>0</b>	<b>100</b>
<b>Public-Others</b>	E-Voting	35736133	16376	0.05	16376	0	100	0
	Poll		268446	0.75	268446	0	100	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>35736133</b>	<b>284822</b>	<b>0.80</b>	<b>284822</b>	<b>0</b>	<b>100</b>
<b>Total</b>		<b>79636376</b>	<b>40563470</b>	<b>50.94</b>	<b>40563470</b>	<b>0</b>	<b>100</b>	<b>0</b>

## Resolution 6: Ratification of Remuneration to be paid to Cost Auditors.

<b>Resolution required:</b>				Ordinary				
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>				No				
Category	Mode of Voting	No. of shares held'	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		<b>1</b>	<b>2</b>	<b>(3)=(2)/(1)*100</b>	<b>4</b>	<b>5</b>	<b>(6)=(4)/(2)100</b>	<b>(7)=(5)/(2)*100</b>
<b>Promoter and Promoter Group</b>	E-Voting	38154630	0	0	0	0	0	0
	Poll		37508258	98.31	37508258	0	100	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>38154630</b>	<b>37508258</b>	<b>98.31</b>	<b>37508258</b>	<b>0</b>	<b>100</b>
<b>Public</b>	E-Voting	5745613	2882996	50.18	2882996	0	100	0



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<b>Institutional Holders</b>	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>5745613</b>	<b>2882996</b>	<b>50.18</b>	<b>2882996</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Public-Others</b>	E-Voting	35736133	16376	0.05	16376	0	100	0
	Poll		268446	0.75	268446	0	100	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>35736133</b>	<b>284822</b>	<b>0.80</b>	<b>284822</b>	<b>0</b>	<b>100</b>
<b>Total</b>		<b>79636376</b>	<b>40676076</b>	<b>51.08</b>	<b>40676076</b>	<b>0</b>	<b>100</b>	<b>0</b>

## Resolution 7: Re-appointment of Mr. H. S. Gujral as Executive Director for a period of 3 years w.e.f. May 30, 2016 and fixing his remuneration.

<b>Resolution required:</b>				Special				
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>				No				
Category	Mode of Voting	No. of shares held'	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		<b>1</b>	<b>2</b>	<b>(3)=(2)/(1)*100</b>	<b>4</b>	<b>5</b>	<b>(6)=(4)/(2)100</b>	<b>(7)=(5)/(2)*100</b>
<b>Promoter and Promoter Group</b>	E-Voting	38154630	0	0	0	0	0	0
	Poll		37508258	98.31	37508258	0	100	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>38154630</b>	<b>37508258</b>	<b>98.31</b>	<b>37508258</b>	<b>0</b>	<b>100</b>
<b>Public Institutional Holders</b>	E-Voting	5745613	2882996	50.18	2882996	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>5745613</b>	<b>2882996</b>	<b>50.18</b>	<b>2882996</b>	<b>0</b>	<b>100</b>
<b>Public-Others</b>	E-Voting	35736133	16271	0.05	15101	1170	92.81	7.19
	Poll		257746	0.72	257746	0	100	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>274017</b>	<b>0.77</b>	<b>272847</b>	<b>1170</b>	<b>100</b>	<b>0</b>
<b>Total</b>		<b>79636376</b>	<b>40665271</b>	<b>51.06</b>	<b>40664101</b>	<b>1170</b>	<b>99.99</b>	<b>0.01</b>

## Resolution 8: Approval of Related Party Transaction with M/s Jai Suspension Systems LLP

<b>Resolution required:</b>				Special				
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>				Yes				
Category	Mode of Voting	No. of shares held'	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		<b>1</b>	<b>2</b>	<b>(3)=(2)/(1)*100</b>	<b>4</b>	<b>5</b>	<b>(6)=(4)/(2)100</b>	<b>(7)=(5)/(2)*100</b>
<b>Promoter and Promoter Group</b>	E-Voting	38154630	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	
	<b>Total</b>		<b>38154630</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public</b>	E-Voting	5745613	2882996	50.18	2882996	0	100	0



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<b>Institutional Holders</b>	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>5745613</b>	<b>2882996</b>	<b>50.18</b>	<b>2882996</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Public-Others</b>	E-Voting	35736133	16192	0.05	15502	690	95.74	4.26
	Poll		268446	0.75	268446	0	100	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>35736133</b>	<b>284638</b>	<b>0.80</b>	<b>283948</b>	<b>690</b>	<b>95.74</b>
<b>Total</b>	<b>79636376</b>	<b>3167634</b>	<b>3.98</b>	<b>3166944</b>	<b>690</b>	<b>99.97</b>	<b>0.03</b>	

## Resolution 9: Appointment of Mr. P. S. Jauhar as Managing Director and CEO of the Company for the rest of his term

Resolution required:				Special				
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes				
Category	Mode of Voting	No. of shares held'	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=(2)/(1)*100	4	5	(6)=(4)/(2)100	(7)=(5)/(2)*100
<b>Promoter and Promoter Group</b>	E-Voting	38154630	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>38154630</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public Institutional Holders</b>	E-Voting	5745613	2882996	50.18	2882996	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>5745613</b>	<b>2882996</b>	<b>50.18</b>	<b>2882996</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Public-Others</b>	E-Voting	35736133	16376	0.05	15861	515	96.86	3.14
	Poll		268446	0.75	268446	0	100	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>35736133</b>	<b>284822</b>	<b>0.80</b>	<b>284307</b>	<b>515</b>	<b>96.86</b>	<b>3.14</b>
<b>Total</b>	<b>79636376</b>	<b>3167818</b>	<b>3.98</b>	<b>3167303</b>	<b>515</b>	<b>99.98</b>	<b>0.02</b>	

**Note:** (i) All the aforesaid resolutions were passed with requisite majority  
(ii) % are calculated upto maximum of two decimal points only

## Gist of the proceedings of the Annual General Meeting of Jamna Auto Industries Limited held on August 12, 2016.

Pursuant to the provisions of section 96 of the Companies Act, 2016 and the resolution passed at the meeting of the Board of Directors of the Company held on May 20, 2016 the 50<sup>th</sup> Annual General Meeting of the Members of the Company was held on August 12, 2016 at 9.30 a.m. at the registered office of the Company at Jai Springs Road, Industrial Area, Yamuna Nagar-135001, Haryana.

Total 52 Members (including proxies) attended the Meeting as per records of attendance. The quorum required for conducting the annual general meeting pursuant to section 103 of the Companies Act, 2016 was duly present.



The Chairman called the Meeting to order and introduced the Directors to the members present. With the consent of the Members present, the Notice dated May 20, 2016 convening the meeting, which had been duly served on all the members was taken as read. The Chairman then requested the Company Secretary to read the Auditors Report. The Auditors Report dated May 20, 2016 on the Balance Sheet as at March 31, 2016 and the Statement of Profit and Loss and the Cash Flow Statement for the year ended on March 31, 2016 was read out by the Company Secretary.

The Chairman then gave an overview of the financial performance of the Company for the financial year ended March 31, 2016 and its future outlook. Questions and queries raised by members on the annual accounts and outlook of the Company were satisfactorily answered by the Chairman and Mr. P. S. Jauhar, Managing Director & CEO. The Chairman thereafter informed the members that the statutory registers, auditors' certificates in respect of Employees' Stock Option Schemes for the Company and inspection documents were available during the meeting for inspection of the members.

The Chairman further informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 the Companies (Management and Administration) Rules, 2014, the Company had extended the e-voting facility to the Members of the Company in respect of businesses to be transacted at the Annual General Meeting. The e-voting commenced at 9.30 a.m. on August 9, 2016 and ended at 5.00 p.m on August 11, 2016. For the members present in person or through proxies at the Annual General Meeting who have not availed the e-voting facility, the Company has arranged for a poll on all the 9 resolutions to be passed at the Meeting, to vote in proportion to the shares held by them. Mr. Ravi Sharma, Company Secretary (Membership No. 4468) of M/s RSM & Co., Company Secretaries was appointed as Scrutinizer to scrutinize the poll process and votes given on the poll and report thereon in the prescribed manner.

Thereafter, all the 9 resolutions were proposed and seconded. The Chairman then ordered for the poll on all Resolutions for the Ordinary and Special businesses as set out in Item no. 1 to 9 of the Notice of 50<sup>th</sup> Annual General Meeting and requested all the members present, who had not casted their votes through e-voting to participate in the poll to be taken immediately after the closure of the meeting.

The Chairman stated that the results of voting on each resolution shall be determined by adding the Poll in favour or against a resolution with the electronic votes in favour or against the same resolution. He declared that on receipt of Scrutinizer's Report on the Poll to be conducted, the result of voting shall be declared. He further stated that the results shall also be uploaded on the company's website [www.jaispring.com](http://www.jaispring.com) with the respective reports of Scrutinizers for Electronic Voting and the Poll.

The Chairman invited Mr. Ravi Sharma of M/s RSM & Co., Scrutinizer appointed for the poll, after closure of the meeting, to take over the poll proceedings. The Chairman announced that the combined result of e-voting and the electronic poll will be put on the Company's website.

Thanking the members for their participation, the Chairman announced formal closure of the 50<sup>th</sup> Annual General Meeting of the Company.

### **Conduct of poll**

Mr. Ravi Sharma, Scrutinizer appointed for the poll conducted the Poll which included distribution of Polling papers, showing empty Polling boxes to the members, locking and sealing of empty Polling boxes in the presence of members. After that all members participating in the Poll casted their votes, the Scrutinizer closed the Poll. The Scrutinizer then took the custody of polling box.

The resolutions passed by Members were as follows:



**ORDINARY BUSINESSES:**

**Resolution No. 1: Adoption of Balance Sheet, Statement of Profit and Loss and the Reports of the Board of Directors and Auditors thereon for the financial period ended on March 31, 2016 passed as an Ordinary Resolution**

“**RESOLVED THAT** Annual Accounts of the Company for the year ended March 31, 2016 along with Auditors’ Report and Directors’ Report thereon, be and are hereby considered, approved and adopted.”

**Resolution No. 2: Declaration of Dividend on Equity Shares passed as an Ordinary Resolution**

“**RESOLVED THAT** pursuant to the recommendations made by the Board of Directors, a final dividend at the rate of Re. 2.75 per equity share be paid out of the profits of the company for the financial year ended March 31, 2016 to the members of the company whose name appear on the register of beneficial owners maintained by depositories and / or the register of members of the company at the close of business hours on Friday, August 05, 2016.”

**Resolution No. 3: Re- Appointment of Mr. B.S. Jauhar as director liable to retire by rotation passed as an Ordinary Resolution**

“**RESOLVED THAT** Mr. B. S. Jauhar, who retires by rotation under Section 152 of the Companies Act, 2013 and being eligible offer himself for re-appointment be and is hereby re-appointed as Director of the Company.”

**Resolution No. 4: Re- Appointment of Mr. H. S. Gujral as director liable to retire by rotation passed as an Ordinary Resolution**

“**RESOLVED THAT** Mr. H. S. Gujral, who retires by rotation under Section 152 of the Companies Act, 2013 and being eligible offer himself for re-appointment be and is hereby re-appointed as Director of the Company.”

**Resolution No. 5: Re-Appointment of M/s S.R. Batliboi & Co., Chartered Accountants as Statutory Auditors of the Company passed as an Ordinary Resolution**

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the appointment of M/s S. R. Batliboi & CO, LLP; Chartered Accountants, who were appointed as Statutory Auditors of the Company to hold office from the conclusion of 48<sup>th</sup> Annual General Meeting upto the conclusion of the 52<sup>nd</sup> Annual General Meeting be and is hereby ratified for the period 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 out of pocket expenses.”

**SPECIAL BUSINESSES:**

**Resolution No. 6: Ratification of Remuneration to be paid to Cost Auditors passed as a Special Resolution**

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, the remuneration of cost auditors i.e. M/s Vijender Sharma & Co; Cost Accountants and M/s Goyal, Goyal & Associates, Cost Accountants for the financial year ending March 31, 2017 as approved by the Board of Directors on the recommendation made by the Audit Committee of the Company be and is hereby ratified.”

**Resolution No. 7: Appointment of Mr. H.S. Gujral as Executive Director and fixing his remuneration for a period of 3 years w.e.f. May 30, 2106 passed as a Special Resolution**



# JAMNA AUTO INDUSTRIES LTD

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

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

CIN No.: L35911HR1965PLC004485

**“RESOLVED THAT** in accordance with the provisions of Section 196 and 197 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules and regulations 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 Re-appointment of Mr. H.S. Gujral (DIN 00518705) as Executive Director of the Company for a period of 3 years with effect from May 30, 2016 to May 29, 2019 on the terms and conditions and remuneration including minimum remuneration, as set out herein below.”

1. **Salary (per month):** INR 63,800

2. **Special Allowance (per month):** INR 20,000.

3. **Perquisites:** In addition to the above salary and special Allowances, Mr. H.S. Gujral 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. H.S. Gujral and his family. In case Mr. H. S. Gujral does not opt for Company provided accommodation at any time he shall be paid house rent allowances of a sum not exceeding INR 25,520 per month.
- ii. **Medical Reimbursement:** Reimbursement of actual medical expenses upto INR 1,250 per month incurred by Mr. H. S. Gujral and his family;
- iii. **Reimbursement of actual conveyance expenses** upto INR 13,000 per month incurred by Mr. H. S. Gujral;
- iv. **Reimbursement of salary of one driver** upto INR 10,000 per month;
- v. **Reimbursement of actual expenses of on phone** upto INR 1,300 per month;
- vi. **Leave Travel Allowance** incurred in accordance with any rules specified by the Company for self and family once in a year upto INR 4,150 per month.
- vii. **Earned Leave:** Leave on full pay and allowances as per the rules of the Company;
- viii. **Contribution to Provident and Superannuation funds:** Company's contribution to Provident and Superannuation funds will be as per the rules of the Company; and
- ix. **Gratuity:** Not exceeding half month's salary for each completed year of service as per rules of the Company.
- x. **Performance bonus** upto Rs.4 lacs in a financial year

**Explanation:**

- i) For the aforesaid purposes “Family” means the spouse, the dependent children and dependent parents of Mr. H. S. Gujral.
- 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** the terms of office of Mr. H. S. Gujral shall be liable to determination by rotation.

**RESOLVED FURTHER THAT** the aggregate amount of remuneration payable to Mr. H. S. Gujral 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. H. S. Gujral as 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. H. S. Gujral 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.”

**Resolution No. 8: Approval of Related Party Transaction with M/s Jai Suspension Systems LLP passed 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 any 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 on such terms and conditions as may be mutually agreed upon between Board of Directors and M/s Jai Suspension Systems LLP.”

**Resolution No. 9: Appointment of Mr. P.S. Jauhar as Managing Director and CEO of the Company for the rest of his term passed as a Special Resolution**

“**RESOLVED THAT** in accordance with the provisions of Section 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules and regulations made thereunder, the appointment of Mr. P.S. Jauhar (DIN 00744518), who was initially appointed as Whole Time Director designated as COO & Executive Director, as Managing Director and CEO of the Company be and is hereby approved for the rest of his term. The other terms and conditions of his appointment including remuneration shall remain same.”

The poll results were notified to the Stock Exchanges in the format prescribed under Clause 35A of the Listing Agreement and the details of the said results were also uploaded on the Company’s website.

For **Jamna Auto Industries Limited**

Sd/-

**Praveen Lakhera**

**Company Secretary & Head - Legal**