

NOTICE

Notice is hereby given that the 55th Annual General Meeting of the members of the Company is scheduled to be held on Wednesday, September 22, 2021 at 2:30 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") 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, 2021, together with the reports of the Board of Directors and Auditors thereon.

Item No. 2

To confirm interim dividend amounting to Rs.0.25 on each equity share paid to shareholders for FY 2020-21 and declare final dividend amounting to Rs.0.50 on each equity shares of the Company for the financial year ended on March 31, 2021.

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.

Special business

Item No. 4

To ratify the remuneration of M/s Jangira & Associates as 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 other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the remuneration amounting to Rs.2,00,000 plus out of pocket expenses and applicable taxes be paid to M/s Jangira & Associates, Cost Auditors of the Company to conduct the audit of the cost records maintained by the Company for the financial year 2021-22."

Item No. 5

To approve re-appointment of Mr. S. P. S. Kohli (DIN: 01643796) as 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 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 and regulations

made thereunder (including any statutory modifications or re-enactments thereof for the time being in force) and subject to approval of the Central Government, if required, the approval of the members be and is hereby accorded for the re-appointment of Mr. S.P.S. Kohli as Executive Director for a further period of 3 years with effect from February 13, 2021 to February 12, 2024 on the terms and conditions and remuneration including minimum remuneration, as set out herein below:

1. **Salary (per month):** Rs.1,78,000
2. **Special Allowance (per month):** Rs.1,475
3. **Perquisites:** In addition to the above salary and special allowance, Mr. S. P. S. Kohli will 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. S. P. S. Kohli and his family. In case Mr. S. P. S. Kohli does not opt for Company provided accommodation at any time he shall be paid house rent allowance of a sum not exceeding Rs. 89,000 per month;
 - ii) Reimbursement of actual entertainment expenses upto Rs.4,000 per month incurred by Mr. S. P. S. Kohli for the purpose of the Company;
 - iii) Reimbursement of actual conveyance expenses upto Rs.5,250 per month incurred by Mr. S. P. S. Kohli;
 - iv) Reimbursement of salary of one driver upto Rs.17,400 per month;
 - v) Reimbursement of salary of one helper upto Rs.10,000 per month;
 - vi) Reimbursement of actual expenses on phone upto Rs.1,500 per month;
 - vii) Leave Travel Allowance incurred in accordance with rules of the Company for self and family once in a year upto Rs.3,000 per month;
 - viii) Car shall be provided by Company for official as well as personal use and perquisites shall be valued as per Income Tax Act. Mr. S.P.S. Kohli shall be eligible for buy back of car as per Company's policy;
 - ix) **Earned Leave:** Leave on full pay and allowances as per the rules of the Company;
 - x) **Gratuity:** Not exceeding half month's salary for each completed year of service as per rules of the Company;
 - xi) Performance Incentive upto Rs.12 lakhs in a financial year.

Explanation:

- i) For the aforesaid purposes "Family" means the spouse, the dependent children and dependent parents of Mr. S. P. S. Kohli.
- 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. S.P.S. Kohli 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. S.P.S. Kohli shall be liable to determination by rotation.

RESOLVED FURTHER THAT the aggregate amount of remuneration payable to Mr. S.P.S. Kohli 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. S.P.S. Kohli 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. S.P.S. Kohli the above remuneration as the minimum remuneration by way of salary, perquisites and allowance with to the approval of Central Government or any other authority, if required ."

Item No. 6

To approve re-appointment of Mr. P. S. Jauhar (DIN: 00744518) as Managing Director & CEO of the Company for further term of 3 years 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 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 and regulations made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and subject to approval of the Central Government, if required , the approval of the members be and is hereby accorded for re-appointment of Mr. P. S. Jauhar (DIN 00744518) as Managing Director & CEO for a period of 3 years with effect from August 01, 2021 to July 31, 2024 on the terms and conditions and remuneration including minimum remuneration, as set out herein below:

1. **Salary (per month):** Rs.1,430,000 (subject to an increase of 10% p.a.).

2. **Commission:** Mr. P. 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 of 2.5% of the net profits of the Company or Rs.5 crore whichever is higher.

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 , Mr. P. S. Jauhar 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 including cook, guard, gardner and domestic help etc; to Mr. P. S. Jauhar and his family. In case Mr. P. S. Jauhar does not opt for Company provided accommodation at any time he shall be paid house rent allowance of a sum not exceeding 15% of his salary;
- ii. **Gas, Electricity, Water & Furnishings:** The expenditure incurred by the Company on gas, electricity, water, and furnishings at his accommodation;
- iii. **Medical Reimbursement:** Reimbursement of actual medical expenses incurred by Mr. P. S. Jauhar and his family;
- iv. **Club fees:** Actual fees of clubs to be paid by the Company for Mr. P. S. Jauhar and his family;
- v. **Personal Accident/Health Insurance:** Actual premium to be paid by the Company for Mr. P. S. Jauhar and his family;
- vi. **Car:** Facility of car(s) with driver for the business of the Company as well for personal purposes including his family;
- vii. **Telephone:** Free telephone(s) facility at Residence including mobile phone(s);
- viii. **Leave Travel Concession:** For Mr. P. S. Jauhar and his family once in a year (including India or Abroad) incurred in accordance with rules specified by the Company.;
- ix. **Earned Leave:** Leave on full pay and allowances as per the rules of the Company at time of retirement;
- 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 at time of retirement.

Explanation:

- i) For the aforesaid purposes "Family" means the spouse, the dependent children and dependent parents of Mr. P. 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. P. 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. P. S. Jauhar shall be liable to determination by rotation.

RESOLVED FURTHER THAT the aggregate amount of remuneration payable to Mr. P. S. Jauhar in a financial year shall not exceed 2.5% of the net profits of the Company or Rs.5 crore whichever is higher.

RESOLVED FURTHER THAT the aggregate amount of remuneration payable to Mr. P. 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. P. S. Jauhar as Managing Director & CEO, 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. P. S. Jauhar the above remuneration as the minimum remuneration by way of salary, perquisites and allowance with the approval of Central Government or any other authority, if any."

Item No. 7

To approve appointment of Mr. Gautam Mukherjee (DIN: 02590120) as an Independent Director 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 pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members of the Company be and is hereby granted for the appointment of Mr. Gautam Mukherjee (DIN: 02590120) as an Independent Director of the Company for initial term of five consecutive years effective from May 31, 2021 and term of his office shall not be liable to retire by rotation".

Item No. 8

To approve the transactions with Jai Suspension Systems Private Limited, and in this regard, to consider and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary 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 applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 Jai Suspension Systems Private Limited (which expression includes Jai Suspension Systems LLP before its conversion into a private limited company) as the case may be, aggregating to Rs. 500 Crores in FY 2021-22 on continuing billing basis at prevailing market prices and to provide guarantee on behalf of Jai Suspension Systems Private Limited on such terms and conditions as may be mutually agreed."

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

Date: 14 August, 2021
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 55th Annual General Meeting ("AGM") is annexed hereto.
- 2) In view of outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars"), had allowed to hold the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), during the calendar year 2020 without the physical presence of the members at a common venue. The MCA vide General Circular No.02/2021 dated January 13, 2021 has further allowed the Companies to hold the AGM through VC/OAVM for calendar year 2021. In compliance with the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC/OAVM.

In terms of the MCA circulars, the physical attendance of members has been dispensed with and there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Since the AGM of the Company will be held through VC / OAVM, the Route Map for AGM venue is not annexed in this Notice.
- 3) The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 4) Corporate members are required to send scanned certified copy (in PDF/ JPG Format) of their relevant Board Resolution/ Authority letter etc.; with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend the AGM and vote on their behalf through remote e-voting or voting at the AGM, to the Scrutinizer by e-mail to contact@csrsm.com with a copy marked to Company at investor.relations@jaispring.com and NSDL at evoting@nsdl.co.in.
- 5) Details pursuant to Regulation 36(3) of Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India in respect of Directors seeking appointment or re-appointment as mentioned under Item no. 3, Item no. 5, Item no. 6 and Item no.7, forms integral part of this Notice. The Company has received relevant declarations from the Directors seeking appointment or re-appointment.
- 6) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the

commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.; who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

- 7) Members are requested to:
 - a) Intimate immediately any change in their address to the Company's Registrar and Share Transfer Agent i.e M/s. Skyline Financial Services Pvt. Ltd. at D-153/A, First Floor, Okhla Industrial Area, Phase – I, New Delhi –110020; Email Id: grievances@skylinerta.com; or admin@skylinerta.com; or parveen@skylinerta.com; Ph. No. +91- 11-40450193- 97.
 - b) Please quote folio number/Client ID, DP ID numbers in all correspondences.
 - c) Consolidate holdings into one folio in case of multiplicity of folios with names in identical orders.
- 8) The Register of Members and Share Transfer Books of the Company shall remain close from September 16, 2021 to September 22, 2021 (both days inclusive) in connection with the Annual General Meeting.
- 9) The final dividend as recommended by the Board, if declared at the AGM, will be paid within 30 days from the date of declaration to those members:
 - a) Whose names appear as member in the register of member of the Company as on September 15, 2021.
 - b) Whose names appear as Beneficial Owners in the list of Beneficial Owners on September 15, 2021 to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited for this purpose.
- 10) Members holding shares in physical form, are requested to intimate their change in Bank Mandate/National Electronic Clearing Service (NECS) details and/or, update their PAN details through a request letter along with self-attested copy of PAN, original cancelled cheque with preprinted name of member or bank attested copy of passbook/ statement showing name of the account holder to M/s. Skyline Financial Services Pvt. Ltd. at D-153/A, First Floor, Okhla Industrial Area, Phase – I, New Delhi –110020; Email Id: grievances@skylinerta.com; or admin@skylinerta.com; or parveen@skylinerta.com; Ph. No. +91- 11-40450193-

97. Beneficial owners holding shares in electronic form are requested to intimate their change in Bank Mandate/NECS details, if any, to their respective Depository Participants (DPs) in order to get the same registered.

- 11) SEBI has also mandated that the requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialised form with depository except in the cases of transmission or transposition of securities. In view of above, members holding shares in physical form are requested to open a demat account with a Depository Participant (DP) and deposit their physical shares with such DP and get their shares demat at the earliest to avoid any kind of inconvenience. Depository Participant will guide you about the process of dematerialisation of shares or you may refer the following links for understanding the process of dematerialisation of shares:

NSDL:[https://nsdl.co.in/faqs/faq.php\(dematerialization\)](https://nsdl.co.in/faqs/faq.php(dematerialization))
CDSL:<https://www.cdslindia.com/investors/open-demat.aspx>

- 12) Pursuant to Section 72 of the Act read with applicable rules made thereunder, facility for making nomination 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.
- 13) Pursuant to the provisions of Section 124 of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refunds) Rules, 2016, dividend remaining unclaimed/ unpaid for a period of 7 years from the date of transfer to the Company's unpaid dividend account and all shares in respect of which dividend has not been paid or claimed for seven consecutive years will be transferred to the Investor Education and Protection Fund (IEPF). Please be informed that following are the dates of dividends declared and the corresponding dates when unclaimed dividends and shares are due for transfer to IEPF:

Financial Year	Date of Declaration of Dividend	Due Date for transfer to Investor Education and Protection Fund
2013-14 (Final Dividend)	September 03, 2014	October 4, 2021
2014-15 (Final Dividend)	September 29, 2015	October 30, 2022
2015-16 (Final Dividend)	August 12, 2016	September 12, 2023
2016-17 (Interim Dividend)	November 09, 2016	December 10, 2023
2016-17 (Final Dividend)	August 01, 2017	September 1, 2024
2017-18 (Interim Dividend)	November 11, 2017	December 12, 2024
2017-18 (Final Dividend)	September 29, 2018	October 30, 2025
2018-19 (Interim Dividend)	November 12, 2018	December 13, 2025
2018-19 (Final Dividend)	July 30, 2019	August 30, 2026
2019-20 (First Interim Dividend)	November 14, 2019	December 15, 2026
2019-20 (Second Interim Dividend)	March 5, 2020	April 5, 2027
2020-21 (Interim Dividend)	February 05, 2021	March 5, 2028

In view of the above, members, who have not yet encashed their dividend warrants for the above financial years, are requested to make their claims to the Company or RTA.

The information in respect of unclaimed dividends due for transfer to the IEPF is also 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 on the website of the Company i.e. at www.jaispring.com and has also filed the details with the Ministry of Corporate Affairs. The details of members whose shares have already been transferred to IEPF Authority have also been hosted on the website of the Company. Member whose shares have been transferred to IEPF Authority can claim the same from the IEPF Authority. The procedure for claim of shares from IEPF Authority has been provided on the website www.iepf.gov.in.

- 14) Members seeking any information with regard to the accounts or any other matter to be placed at the AGM, are requested to write to the Company latest by September 12, 2021 through email on investor.relations@jaispring.com. Such questions shall be replied by the Company suitably.
- 15) 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 for payment of dividend, in future. The Company or RTA 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.

- 16) Notice, inter-alia, explaining the manner of attending AGM through VC/OAVM and electronic voting (e-voting) along with explanatory statement of 55th AGM of the Company and with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on Company's website www.jaispring.com, website of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Ltd. at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at www.evoting.nsdl.com.
- 17) Members holding shares in physical mode, who have not registered / updated their email addresses with the Company, are requested to register / update the same by writing to the RTA with details of folio number and attaching a self-attested copy of PAN card at grievances@skylinerta.com; or admin@skylinerta.com or parveen@skylinerta.com. Members holding shares in dematerialised mode, who have not registered / updated their email addresses with their Depository Participants, are requested to register / update their email addresses with the Depository Participants with whom they maintain their demat accounts.
- 18) Members may also note that the Notice of the 55th Annual General Meeting and the Annual Report 2020-21 is also be available at the Company's website www.jaispring.com for download.
- 19) 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.

20) THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period shall begin on Sunday, September 19, 2021 at 09:00 A.M. and ends on Tuesday, September 21, 2021 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 15, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 15, 2021.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.

Type of shareholders	Login Method
	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to

open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

- 1) After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
- 2) Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
- 3) Now you are ready for e-Voting as the Voting page opens.
- 4) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- 5) Upon confirmation, the message “Vote cast successfully” will be displayed.
- 6) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 7) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to contact@csrsm.com

with a copy marked to Company at investor.relations@jaispring.com and NSDL at evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. 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.nsdl.com or call on toll free no.: 1800-1020-990/ 1800-224-430 or send a request at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor.relations@jaispring.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor.relations@jaispring.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of glitches.
4. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/ folio number, email id, mobile number at investor.relations@jaispring.com upto September 12, 2021. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask

questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

- 21) In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
- 22) Relevant documents referred to in the Annual Report including AGM Notice and Explanatory Statement shall be available for inspection through electronic mode as per request received from interested members. Members are requested to send their request on investor.relations@jaispring.com.
- 23) M/s RSM & Co., Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- 24) The Scrutinizer shall immediately after the conclusion of e-voting at the AGM, unblock the votes cast through remote e-Voting and e-vote cast during the AGM and will submit, not later than 48 hours from the conclusion of the AGM, a consolidated Scrutinizer's Report to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

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.

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

Item No. 4

The Board of Directors of the Company, on recommendation of the Audit Committee, has approved the re-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, 2022. 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 is required to be ratified by the members of the Company. Accordingly, the approval of the members is being sought for ratification of the remuneration payable to Cost Auditors for the financial year ending March 31, 2022.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 4 of this Notice. The Board, therefore, recommends the Ordinary

Resolution at Item No. 4 of the Notice for approval by the members.

Item No. 5

Mr. S.P.S. Kohli (DIN: 01643796) is a commerce graduate having vast experience in the auto components industry. He has served the Company for around 40 years in various capacities in marketing, finance, production and administration during which period he was also an Executive Director of the Company from 23 October, 2008 to 31 March, 2013. The last tenure of 3 years of Mr. S.P.S. Kohli as Executive Director of the Company was expired on February 12, 2021. Considering his experience and knowledge the Nomination and Remuneration Committee and Board of Directors at their respective meetings held on February 05, 2021 have approved his reappointment as Executive Director of the Company for a further term of three years with effect from February 13, 2021 to February 12, 2024 at the remuneration proposed in detail at Item No.5 of the Notice. The Item No. 5 of the Notice requires the approval of members of the Company. The terms of office of Mr. S.P.S. Kohli shall be liable to determination by rotation. The Board is of the Opinion that re-appointment of Mr. S.P.S. Kohli will be beneficial for the Company.

Mr. S.P.S. Kohli holds 1,83,475 equity shares in the Company. Mr. Kohli has attained the age of seventy years. A brief profile of Mr. S.P.S. Kohli including the information as required under applicable provisions of Companies Act, 2013, SEBI Listing Regulations and Secretarial Standards SS-2 is annexed with this Notice. This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Act.

None of the Directors and Key Managerial Personnel of the Company or their relatives, except Mr. S.P.S. Kohli, are concerned or interested, financially or otherwise, in the resolution set out at Item no. 5 of this Notice. The Board, therefore, recommends the Special Resolution at Item No. 5 of the Notice for approval by the members.

Item No. 6

The term of office of Mr. P. S. Jauhar (DIN 00744518) as Managing Director & CEO was expired on July 31, 2021. Mr. P. S. Jauhar has rich experience of more than 31 years in the auto component industry, especially in the area of automobile suspension system. Considering his experience and knowledge, the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on May 31, 2021 have approved the reappointment of Mr. P. S. Jauhar as Managing Director at CEO for a further period of three years, with effect from August 01, 2021 to July 31, 2024 at the remuneration proposed in detail at Item No. 6 of this Notice. The Item No.6 of the notice requires approval of the member of the Company. The terms of office of Mr. P.S. Jauhar shall be liable to determination by rotation. Board considers that the re-appointment of Mr. P. S.

Jauhar will be in the best interests of the Company.

Mr. P. S. Jauhar holds 2,28,44,323 equity shares in the Company. A brief profile of Mr. P.S. Jauhar including the information as required under applicable provisions of Companies Act, 2013, SEBI Listing Regulations and Secretarial Standards SS-2 is annexed with this Notice. This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Act.

None of the Directors or any Key Managerial Personnel of the Company or their relatives are, except Mr. R. S. Jauhar and Mr. P. S. Jauhar, in any way interested or concerned, financially or otherwise, in the resolution. The Board recommends the Special Resolution at Item No. 6 for approval of the members.

Item No. 7

Based on the recommendation of Nomination and Remuneration Committee the Board of Directors has appointed Mr. Gautam Mukherjee (DIN: 02590120) as Independent Director for initial term of 5 years effective from May 31, 2021. Mr. Gautam Mukherjee is initially appointed as Additional Director with effect from May 31, 2021. The Company has received a notice in writing in terms of Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director. He has also submitted a declaration that he meets the criteria of independence as provided in Section 149 of the Act and Regulation 16 of the SEBI Listing Regulations.

Mr. Gautam Mukherjee holds a degree in Bachelor of Arts. He started his career in 1983 as a Probationary Officer with State Bank of India (SBI). He served SBI till 1990, when he moved to The Economic Times, as Financial Editor. Thereafter, Mr. Mukherjee has served ICICI Bank as Vice President and its North India Head for Corporate Banking from 1996-2002 and afterwards ING Vysya Bank. During his banking career he was involved in industrial finance and has deep knowledge of auto industry. Mr. Mukherjee was also associated with the Company as President-Finance from 2008 to 2012. Presently he is an Independent Director on the Board of Directors of Motherson Sumi Systems Limited, SMR Automotive Systems India Limited and Motherson Sumi Wiring India Limited.

Considering his knowledge and experience, the Board is of the opinion that the association of Mr. Mukherjee would be beneficial for the Company, therefore it is proposed to appoint Mr. Mukherjee for the initial term of 5 year with effect from May 31, 2021. Mr. Gautam Mukherjee holds 64,000 equity shares in the Company. A brief profile of Mr. Mukherjee as required under the applicable provisions of the Companies Act, 2013, SEBI Listing Regulations and relevant Secretarial Standards SS-2 is annexed with this notice.

None of the Directors and Key Managerial Personnel of the Company or their relatives, except Mr. Gautam Mukherjee, are concerned or interested, financially or otherwise, in the

resolution set out at item no. 7 of this Notice. The Board, therefore, recommends the Special Resolution at Item No. 7 of the Notice for approval by the members

Item No. 8

The Company enters into contracts or arrangements of sale, purchase, supply of goods or material or availing, rendering any services from/to Jai Suspension Systems Private Limited (“the Subsidiary ” which expression includes Jai Suspension Systems LLP before its conversion into a private limited company) in its ordinary course of business and at arm’s length. The Company

also provides guarantee on behalf of the Subsidiary in its ordinary course of business. Regulation 23(4) of SEBI Listing Regulations requires a company to take members’ approval for entering into any material related party transactions. Pursuant to the provisions of Regulation 23(4) of Listing Regulations, the transactions with the subsidiary are material in nature and require approval of unrelated members. The particulars of transactions pursuant to Para No. 3 of Explanation to Rule 15 of Companies (Meetings of Board and its Power) Rules 2014 are as under:

1	Name of Related Party	Jai Suspension Systems Private Limited *.
2	Name of Director or Key Managerial Personnel who is related	-----
3	Nature of Relationship	Jai Suspension Systems Private Limited is a subsidiary of the Company.
4	Monetary Value	Rs. 500 Crore
5	Nature, Material Terms and Particulars of the arrangement	The Company enters into contracts or arrangements of sale, purchase, supply of goods or material or availing, rendering any services from/to Subsidiary and provides guarantee on behalf of the Subsidiary. All transactions with Subsidiary shall be carried out as per the business requirements in the ordinary course of business of the Company/ Subsidiary 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

Note: *Jai Suspension Systems LLP has been converted into a private limited company with the name Jai Suspension Systems Private Limited. After conversion of the LLP into the company, the Related Party Transactions are continued to be entered into with Jai Suspension Systems Private Limited.

The Audit Committee and the Board of Directors of the Company at their respective meetings held on May 31, 2021 have granted their approval for entering into transactions with Subsidiary.

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. The Board, therefore, recommends the Ordinary Resolution at Item No. 8 of the Notice for approval by the members.

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

Date: 14 August, 2021
Place: New Delhi

Praveen Lakhera
Company Secretary & Head-Legal

Brief Profile of the Directors seeking appointment or re-appointment in the 55th 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. S.P.S. Kohli	Mr. Gautam Mukherjee	Mr. P.S. Jauhar	Mr. R.S. Jauhar
Director's Identification Number (DIN)	01643796	02590120	00744518	00746186
Age	73 years	64 years	56 years	60 years
Qualifications	Commerce Graduate	Bachelor of Arts	Commerce Graduate	MBA, M.Com
Date of First Appointment	February 13,2018	-	March 11,2008	April 1, 1988
Nature of Expertise in Specific Functional Area	Mr. S.P.S. Kohli is a commerce graduate having a vast experience in the auto component industry. In his earlier term he has served the Company for around 40 years in various capacities in marketing, finance, production and administration.	A seasoned Banker with vast knowledge and experience in industrial finance, planning, project management areas. Mr. Mukherjee was also associated with the Company as President-Finance from 2008 to 2012.	Mr. P. S. Jauhar is the Managing director & CEO. Mr. P. S. Jauhar looks after the operations of the company. He is a commerce graduate and has about 31 years of experience in the auto component industry.	He is associated with the Company since 1985 and has rich experience of more than 25 years in the auto component industry.
List of Directorships held in other Companies	-	Director in 1. Motherson Sumi Systems Ltd. 2. SMR Automotive Systems India Ltd. 3. Motherson Sumi Wiring India Ltd.	Director in Map Auto Limited	Director in 1. Map Auto Ltd. 2. AIS Distribution Systems Limited
Chairmanship/ membership of Committees of other public companies	-	Audit Committee: - Motherson Sumi Systems Ltd. (Member) - SMR Automotive Systems India Ltd. (Chairman) Nomination and Remuneration Committee: - Motherson Sumi Systems Ltd. (Chairman) - SMR Automotive Systems India Ltd. (Chairman) Corporate Social Responsibility Committee: - SMR Automotive Systems India Ltd. (Chairman) Stakeholder Relationship Committee - Motherson Sumi Systems Ltd. (Chairman)	-	-
Number of shares held in the Company	1,83,575 equity shares	64,000 equity shares	2,28,44,323 equity shares	1,75,16,360 equity shares
Relationship between directors inter-se	-	-	Mr. R.S. Jauhar and Mr. P.S. Jauhar are related to each other	Mr. R.S. Jauhar and Mr. P.S. Jauhar are related to each other
Last Salary Drawn (in Rs.)	Rs.3,857,505	(He will be paid sitting fees for attending the meetings of the Board of Directors and Board Committees)	Rs.25,357,476	Rs.26,292,691
Number of Board meetings attended during FY 2020-21	5 out of 5	N.A.	5 out of 5	5 out of 5