



Jamna Auto Industries Ltd.

July 04, 2019

To,
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai- 400001 Maharashtra

BSE Code: 520051

To,
National Stock Exchange of India Limited
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (E)
Mumbai - 400 051, Maharashtra
NSE Code: JAMNAAUTO

Subject– Notice of 53rd Annual General Meeting of the Company and Intimation for closure of transfer books

Dear Sir / Madam,

This is to inform you that 53rd Annual General Meeting (“AGM”) of the Company is scheduled to be held on Tuesday, July 30, 2019 at 09:30 a.m. at the registered office of the Company situated at Jai Springs Road, Industrial Area, Yamunanagar-135001, Haryana. We are enclosing herewith the Notice of 53rd AGM of the Company.

Pursuant to Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members & Share Transfer Books of the Company will remain close from Monday, July 22, 2019 to Tuesday, July 30, 2019 (both days inclusive) for the purpose of AGM of the Company and for payment of final dividend for the financial year 2018-19.

Kindly take the above information on records.

Thanking you,

Yours faithfully,

For Jamna Auto Industries Limited

Praveen Lakhera

Company Secretary & Head-Legal





Jamna Auto Industries Limited

CIN : L35911HR1965PLC004485

Registered Office: Jai Springs Road, Industrial Area, Yamuna Nagar - 135001 (Haryana)
Corporate Office: Hotel Novotel & Pullman, 5th Floor, Commercial Tower, Asset Area No.2,
Hospitality District, Aerocity, New Delhi-110 037
Telephone: +91 11 45504550, Fax: +91 11 45504551
E-mail: praveen@jaispring.com; Website: www.jaispring.com

NOTICE

Notice is hereby given that 53rd Annual General Meeting of the members of the Company will be held on Tuesday, July 30, 2019 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, 2019, together with the reports of the Board of Directors and Auditors thereon.

Item No. 2

To confirm interim dividend amounting to Rs.0.50 on each equity share paid to shareholders for FY 2018-19 and declare final dividend amounting to Rs. 0.45 on each equity share of the Company for the financial year ended on March 31, 2019.

Item No. 3

To appoint a director in place of Mr. B. S. Jauhar (DIN: 00944380) who retires by rotation and, being eligible, offers himself for reappointment.

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 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 amounting to Rs.3,50,000 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 2019-20.”

Item No. 5

To approve re-appointment of Mr. Uma Kant Singhal (DIN: 01472842) as an Independent Director for second term 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 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr. Uma Kant Singhal (DIN: 01472842), Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149 of the Act and Regulation 16 of the Listing Regulations, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for second term of five consecutive years with effect from April 01, 2019 upto March 31, 2024 and whose office shall not be liable to retire by rotation”.

Item No. 6

To approve re-appointment of Mr. Shashi Bhushan Bansal (DIN: 01118864) as an Independent Director for second term 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 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16 of

the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Mr. Shashi Bhushan Bansal (DIN: 01118864), Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149 of the Act and Regulation 16 of the Listing Regulations, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for second term of five consecutive years with effect from April 01, 2019 upto March 31, 2024 and whose office shall not be liable to retire by rotation".

Item No. 7

To approve re-appointment of Mr. Jainendar Kumar Jain (DIN: 00066452) as an Independent Director for second term 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 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Mr. Jainendar Kumar Jain (DIN: 00066452), Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149 of the Act and Regulation 16 of the Listing Regulations, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for second term of five consecutive years with effect from April 01, 2019 upto March 31, 2024 and whose office shall not be liable to retire by rotation".

Item No. 8

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 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 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended

from time to time 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 aggregating to Rs.800 crores in FY 2019-20 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. 9

To approve payment of existing remuneration to Mr. Pradeep Singh Jauhar, Managing Director and CEO on existing terms and conditions 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 furtherance to the special resolution passed at the Annual General Meeting of the members of the Company on September 29, 2018 and pursuant to Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time and applicable provisions, if any of the Companies Act, 2013 read with rules made thereunder (including any statutory modification or re-enactments thereof for the time being in force) the consent of the Company be and is hereby accorded, for the continuation of payment of remuneration to Mr. Pradeep Singh Jauhar (DIN: 00744518), Managing Director and CEO as per existing terms and conditions as approved by the members of the Company on September 29, 2018, notwithstanding that the remuneration payable to him exceeds the limits stipulated in Regulation 17(6) (e) of the Listing Regulations, during the remaining tenure of his appointment.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient or desirable to give effect to the above Resolutions."

Item No. 10

To approve payment of existing remuneration to Mr. Randeep Singh Jauhar, Vice Chairman and Executive Director on existing terms and conditions 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 furtherance to the special resolution passed at the Annual General Meeting of the members of the Company on August 01, 2017 and pursuant to Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time and applicable provisions if any of the Companies Act, 2013 read with rules made thereunder (including any statutory modification or re-enactments thereof for the time being in force) the consent of the Company be and is hereby accorded, for the continuation of payment of remuneration to Mr. Randeep Singh Jauhar (DIN: 00746186), Vice Chairman & Executive Director as per existing terms and conditions as approved by the members of the Company on August 01, 2017, notwithstanding that the remuneration payable to him exceeds the limits stipulated in Regulation 17(6)(e) of the Listing Regulations, during the remaining tenure of his appointment.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient or desirable to give effect to the above Resolutions.”

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

Date: May 21, 2019
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, authorizing 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 also provides 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 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 Director seeking appointment or re-appointment.
 - 4) 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. located at D-153/A, First Floor, Okhla Industrial Area, Phase – I, New Delhi – 110020; Email Id: grievances@skylinerta.com; 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.
 - 5) The Register of Members and Share Transfer Books of the Company shall remain close from July 22, 2019 to July 30, 2019 (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 whose names shall appear on the list of members as on the record date of July 19, 2019.
 - 7) As per SEBI directions, every shareholder is required to update their Permanent Account Number (PAN) and Bank Account details in Company’s records. Accordingly members holding shares in electronic form are requested to submit

their PAN and Bank Account Details to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details and Bank Account Details to the Registrar and Transfer Agent by forwarding a self-attested copy of PAN card and cancelled "Name printed Cheque" or copy of Bank Passbook / Statement.

- 8) As per SEBI circular no. LIST/COMP/15/2018-19 dated July 05, 2018 effective from April 01, 2019 requests for Transfer of Securities held in physical form would be carried out in dematerialized form only except in case of transmission or transposition of securities. Therefore, Registrar and Share Transfer Agent and Company will not accept any request for transfer of shares in physical form. Shareholders holding shares in physical form are requested to convert the physical shares into dematerialisation form and for this purpose, get in touch with any Depository Participant for opening of demat account. 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)

CDSL: <https://www.cdslindia.com/investors/open-demat.aspx>

- 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 of the Companies Act, 2013 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 (IEP Fund). 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 IEP Fund:

Financial Year	Date of Declaration Dividend	Due Date for transfer to Investor Education and Protection Fund
2011-12 (Final Dividend)	18.08.2012	18.09.2019
2012-13 (Final Dividend)	20.09.2013	21.10.2020
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
2016-17 (Final Dividend)	01.08.2017	01.09.2024
2017-18 (Interim Dividend)	11.11.2017	12.12.2024
2017-18 (Final Dividend)	29.09.2018	29.10.2025
2018-19 (Interim Dividend)	12.11.2018	12.12.2025

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 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 September 29, 2018 (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. The details of members whose shares has already transferred to IEPF Authority has also been hosted on the website of the Company. Any shareholder whose shares has 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.

- 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 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.
- 13) Electronic copy of the Annual Report 2018-19 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 2018-19 are being sent in the permitted mode.
- 14) Electronic copy of the notice of the 53rd 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 53rd 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 53rd Annual General Meeting and the Annual Report 2018-19 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 53rd 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	July 27, 2019 at 9:00 a.m.
End of e-voting	July 29, 2019 at 05:00 p.m.

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 19, 2019, 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:

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

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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. Your password details 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, your ‘initial password’ is communicated to you on your postal address.
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.
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.

Details on Step 2 is given below:

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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, Initial password is provided as below/at the bottom of Attendance Slip for the AGM:
2. 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 **evoting@nsdl.co.in**.
3. 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.

4. 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.: 1800-222-990 or send a request at evoting@nsdl.co.in
- 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 and Sundays, up to the conclusion of the Annual General Meeting of the Company.
- 22) 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.
- 23) 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.
- 24) 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.

25) 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.

26) 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. 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, 2020.

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, 2020.

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, 6 and 7:

Mr. Uma Kant Singhal, Mr. Shashi Bhushan Bansal and Mr. Jainendar Kumar Jain were appointed as Independent Directors of the Company by the members of the Company for the term of five years from April 01, 2014 upto March 31, 2019.

As per Section 149 of the Companies Act, 2013 ("Act"), an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a requisite resolution by the Company for second term of upto five consecutive years. The Company has received notices in writing in terms of Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Uma Kant Singhal, Mr. Shashi Bhushan Bansal and Mr. Jainendar Kumar Jain to be re-appointed as Independent Directors of the Company for the second term.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 and 160 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Uma Kant Singhal, Mr. Shashi Bhushan Bansal and Mr. Jainendar Kumar Jain, being eligible for re-appointment as Independent Directors and offering themselves for re-appointment, are proposed to be re-appointed as Independent Directors for second term of five consecutive years from April 01, 2019 upto March 31, 2024.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to re-appoint Mr. Uma Kant Singhal, Mr. Shashi Bhushan Bansal and Mr. Jainendar Kumar Jain as Independent Directors for second term. Accordingly, the Board is seeking the Resolutions at Item No. 5, 6 and 7 for approval of the members. Mr. Uma Kant Singhal has attained the age of seventy five years and Mr. Shashi Bhushan Bansal, Mr. Jainendar Kumar Jain will attain the age of seventy five years during their tenure of second term. Therefore, Resolution at Item No. 5, 6 and 7 is being proposed as Special Resolution in terms of Act and SEBI Listing Regulations. A brief profile Mr. Uma Kant Singhal, Mr. Shashi Bhushan Bansal and Mr. Jainendar Kumar Jain 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 Companies Act, 2013.

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 resolutions except Mr. Uma Kant Singhal, Mr. Shashi Bhushan Bansal and Mr. Jainendar Kumar Jain.

Item No. 8

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	The Company is a majority partner in the LLP
3	Nature of Relationship	The Company is a majority partner in the 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	Rs.800 crore
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. 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 21, 2019 have granted their approval for entering into transactions with the LLP.

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. 9 and 10

Mr. Randeep Singh Jauhar is the Vice Chairman and Executive Director and Mr. Pradeep Singh Jauhar is the Managing Director & CEO of the Company. Both Mr. Randeep Singh Jauhar and Mr. Pradeep Singh Jauhar are also Promoters of the Company. The members of the Company have granted their approval for payment of remuneration to Mr. Randeep Singh Jauhar and Mr. Pradeep Singh Jauhar, within the limits as prescribed under the

provisions of Companies Act, 2013, by way of special resolutions passed on August 01, 2017 and September 28, 2018 respectively.

Securities and Exchange Board of India has amended the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") by inserting a new regulation 17(6) (e) effective from April 1, 2019. In terms of the amended Listing Regulations, the remuneration payable to Executive Directors who are promoters or member of promoter group, shall be subject to the approval of the shareholders by way of Special Resolution in General Meeting, if:

- the annual remuneration payable to each executive director exceeds Rs.5 crore or Rs.2.5 percent of the net profits of the listed entity, whichever is higher; or
- where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 percent of the net profits of the listed entity.

The members of the Company have granted their approval for payment of remuneration to Mr. Randeep Singh Jauhar and Mr. Pradeep Singh Jauhar, within the limits as prescribed under the provisions of Companies Act, 2013 which is in excess of the newly prescribed threshold limits of amended Listing Regulations. The aforesaid amendment in the Listing Regulations necessitates seeking approval of the members by way of special resolution for payment of remuneration in excess of the amended Listing Regulations till the expiry of their remaining term. The Nomination and Remuneration Committee and Board of Directors in their respective meetings held on May 21, 2019 has approved and recommended to obtain approval of members of the Company for continuation of existing remuneration of Mr. Randeep Singh Jauhar and Mr. Pradeep Singh Jauhar on existing terms and conditions.

Approval by way of special resolutions are being sought from the members of the Company at Item No. 9 and 10. The approval given by the shareholders shall be valid only till the expiry of the respective term of Mr. Randeep Singh Jauhar and Mr. Pradeep Singh Jauhar .

None of the Directors or any Key Managerial Personnel of the Company or their relatives are, except Mr. B. S. Jauhar, Mr. R. S. Jauhar and Mr. P. S. Jauhar, in any way interested or concerned, financially or otherwise, in the resolutions.

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

Date: May 21, 2019
Place: New Delhi

Praveen Lakhera
Company Secretary & Head-Legal

Brief Profile of the Director seeking re-appointment in the 53rd 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. B. S. Jauhar	Mr. Jainendar Kumar Jain	Mr. Uma Kant Singhal	Mr. Shashi Bhushan Bansal
Director's Identification Number (DIN)	00944380	00066452	01472482	01118864
Age	85 years	73 years	76 years	72 years
Qualifications		Mr. J. K. Jain is a member of the Institute of Chartered Accountants of India and a commerce graduate.	Mr. U. K. Singhal is a Law Graduate.	Mr. Shashi Bhushan Bansal is a Bachelor of Engineering.
Nature of Expertise in Specific Functional Area	Mr. B. S. Jauhar has wide experience of more than 60 years in engineering and auto component industry, especially in the area of automobile suspension system.	Mr. J. K. Jain, is an Ex-Director (Finance) of GAIL. He has a total experience of more than thirty years in various organizations in different capacities in Finance function.	Mr. U. K. Singhal has been practicing as an advocate and has rich experience of over 45 years in corporate law matters.	Mr. Shashi Bhushan Bansal has more than 40 years of experience at various positions.
List of Directorships held in other Companies	-	-	-	-
Chairmanship/ membership of Committees of other public companies	-	-	-	-
Number of shares held in the Company	71,03,240	-	-	-
Relationship between directors inter-se	Mr. B. S. Jauhar, Mr. R.S. Jauhar and Mr. P.S. Jauhar are related to each other	-	-	-
Last Salary Drawn (in Rs.)	-	Getting sitting fees for attending meetings	Getting sitting fees for attending meetings	Getting sitting fees for attending meetings



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

53rd Annual General Meeting – Tuesday, July 30, 2019

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 53rd Annual General Meeting of the Company to be held on Tuesday, July 30, 2019 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:

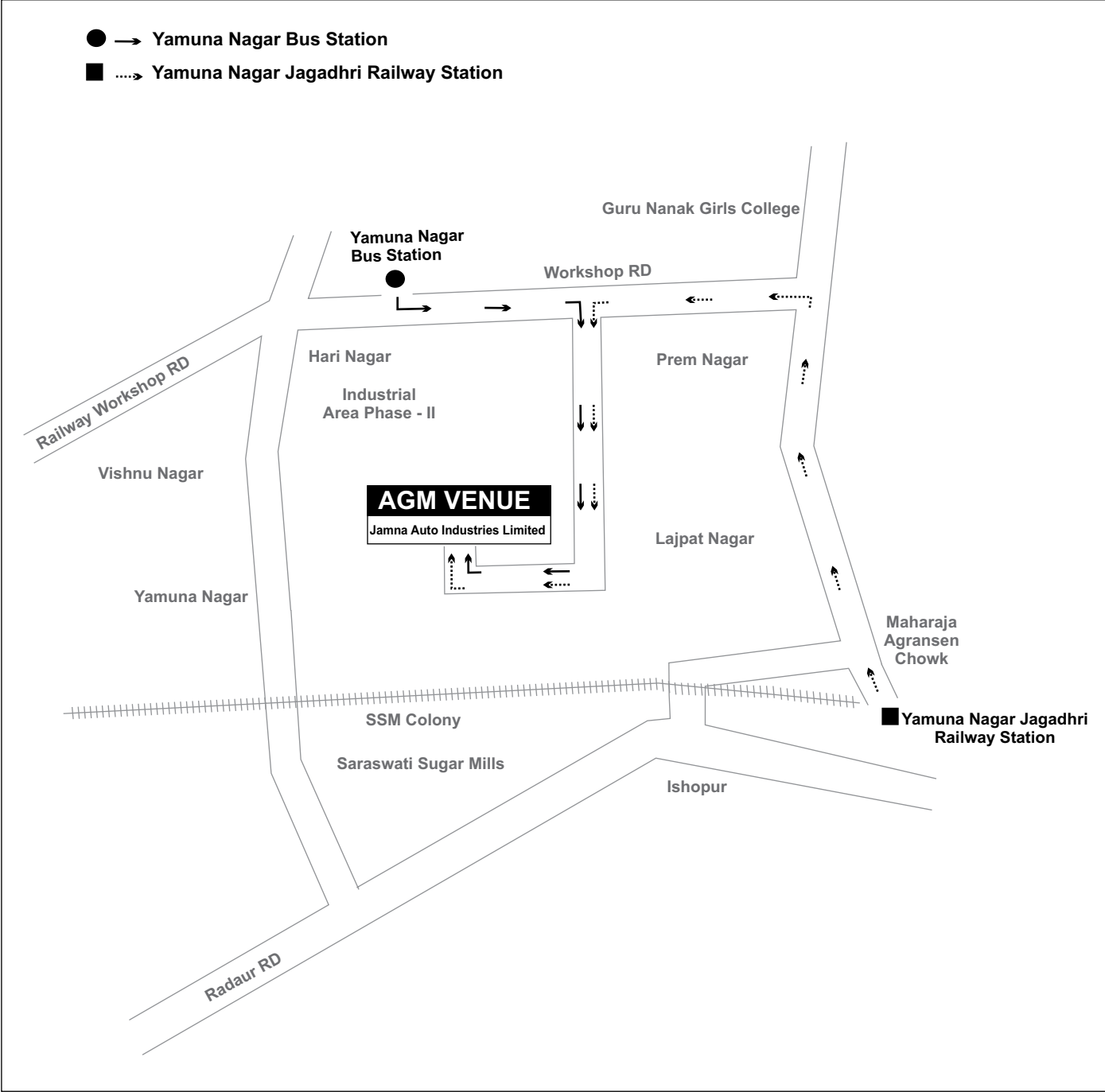
Table with columns: Resolution No., Resolutions, Optional (For, Against). Rows include Ordinary Business (1-3) and Special Business (4-10). Includes a section for 'Signed this ... day of ... 2019' and 'Signature of the member'.

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 53rd Annual General Meeting.
3. It is optional to put an '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.

53rd 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

53rd Annual General Meeting – Tuesday, July 30, 2019

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 53rd Annual General Meeting of the Company at the Jai Springs Road, Industrial Area, Yamuna Nagar- 135001, Haryana on Tuesday, July 30, 2019 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, 2019 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, 2019 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 53rd Annual General Meeting of the Company before casting your vote through e-voting.