



# Jamna Auto Industries Limited

CIN : L35911HR1965PLC004485

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

Corporate Office: 2, Park Lane, Kishangarh, Vasant Kunj, New Delhi-110070

Telephone: +91 11 26893331, Fax: +91 11 26893180

E-mail: investor.relations@jaispring.com; Website: www.jaispring.com

## NOTICE

**Notice** is hereby given that 54<sup>th</sup> Annual General Meeting of the members of the Company will be held on Tuesday, September 29, 2020 at 3:30 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, 2020, together with the reports of the Board of Directors and Auditors thereon.

#### Item No. 2

To confirm interim dividends amounting to Rs.0.40 on each equity share paid to shareholders for FY 2019-20. The interim dividends paid be taken as total dividend for the financial year ended on March 31, 2020.

#### Item No. 3

To appoint a director in place of Mr. S.P.S. Kohli (DIN: 01643796) 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, Cost Accountants 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.1,75,000 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 2020-21."

#### Item No. 5

To approve appointment of Ms. Taru Bahl (DIN: 06737344) 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 an Ordinary 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 Ms. Taru Bahl (DIN: 06737344) as an Independent Director of the Company for initial term of five consecutive years effective from January 31, 2020 and term of her office shall not be liable to retire by rotation".

#### Item No. 6

To approve re-appointment of Mr. Rakesh Kalra (DIN: 00780354) 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, 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 to the re-appointment of Mr. Rakesh Kalra (DIN: 00780354) as an Independent Director of the Company for second term of five consecutive years effective from February 3, 2020 and term of his office shall not be liable to retire by rotation".

## Item No. 7

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

**“RESOLVED THAT** in accordance with the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules and regulations made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of members be is hereby accorded to the re-appointment of Mr. R. S. Jauhar (DIN: 00746186) as Whole Time Director designated as Vice Chairman & Executive Director for a further period of 3 years with effect from January 01, 2020 to December 31, 2022 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. R. S. Jauhar will also be allowed remuneration by way of commission based on net profits of the Company in a particular year, which put together with salary, allowance and perquisite shall be subject to the overall ceilings 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. R. S. Jauhar shall be entitled to the following Perquisites and Allowances:
  - i. **Housing:** The Company shall provide free of cost, suitable furnished/ unfurnished residential accommodation with all facilities & amenities to Mr. R. S. Jauhar and his family. In case Mr. R. S. Jauhar does not opt for Company provided accommodation at any time, he shall be paid house rent allowance equivalent to 15% of his basic salary;
  - ii. **Gas, Electricity, Water & Furnishings:** The expenditure incurred by the Company on gas, electricity, water, and furnishings;
  - iii. **Medical Reimbursement:** Reimbursement of actual medical expenses incurred by Mr. R. S. Jauhar and his family;
  - iv. **Club Fees:** Actual fees of clubs paid by the Company for Mr. R. S. Jauhar and his family;

- v. **Personal Accident/Health Insurance:** Actual premium paid by the Company for Mr. R. S. Jauhar and his family;
- vi. **Car:** Facility of car(s) with driver for the business of the Company;
- vii. **Telephone:** Free telephone(s) facility at residence including mobile phone(s);
- viii. **Leave Travel Concession:** For Mr. R. S. Jauhar and his family once in a year incurred in accordance with the Company's rules;
- ix. **Earned Leave:** Leaves on full pay and allowances as per the rules of the Company;
- x. **Contribution to Provident and Superannuation Funds:** Company's contribution to Provident and Superannuation funds will be as per the rules of the Company; and
- xi. **Gratuity:** Not exceeding half month's salary for each completed year of service as per rules of the Company.

### Explanation:

- i) For the aforesaid purposes "Family" means spouse, dependent children and dependent parents of Mr. R. S. Jauhar.
- ii) Perquisites shall be evaluated as per Income Tax Rules, 1962, wherever applicable and in the absence of any such rules, perquisites shall be valued at actual cost.

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

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

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

**RESOLVED FURTHER THAT** if in any financial year during the currency of tenure of Mr. R. S. Jauhar as Vice Chairman & Executive Director, the Company has no profits or its profits are inadequate, he shall be entitled to minimum remuneration by way of Salary, Perquisites and Allowances, not exceeding the maximum ceiling limit specified under Schedule V of the Companies Act, 2013 or such other limits as may be prescribed

by the Government from time to time as minimum remuneration, whichever is higher, or the Company may pay to Mr. R. S. Jauhar the above remuneration as the minimum remuneration by way of salary, perquisites and allowance subject to the approval of Central Government or any other authority, if any.”

#### Item No. 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 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 M/s Jai Suspension Systems LLP aggregating to Rs.500 crores in FY 2020-21 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.”

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

Date: August 06, 2020

**Praveen Lakhera**

Place: New Delhi

**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 54th 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”), has allowed to hold the Annual General Meeting through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. 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](mailto:contact@csrsm.com) with a copy marked to Company at [investor.relations@jaispring.com](mailto:investor.relations@jaispring.com) and NSDL at [evoting@nsdl.co.in](mailto: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) 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](mailto:grievances@skylinerta.com); or [admin@skylinerta.com](mailto:admin@skylinerta.com); or [parveen@skylinerta.com](mailto: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.
- 7) The Register of Members and Share Transfer Books of the Company shall remain close from September 23, 2020 to September 29, 2020 (both days inclusive) for the purpose of Annual General Meeting.
- 8) 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 the member and 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](mailto:grievances@skylinerta.com); or [admin@skylinerta.com](mailto:admin@skylinerta.com); or [parveen@skylinerta.com](mailto: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.

- 9) 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 a 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>

- 10) 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.
- 11) 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 Dividend	Due Date for transfer to Investor Education and Protection Fund
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	30.10.2025
2018-19 (Interim Dividend)	12.11.2018	13.12.2025
2018-19 (Final Dividend)	30.07.2019	30.08.2026
2019-20 (First Interim Dividend)	14.11.2019	15.12.2026
2019-20 (Second Interim Dividend )	05.03.2020	05.04.2027

In view of the above, members, who have not yet encashed their dividend warrant for the above financial years, are requested to make their claims to the Company or Registrar and Transfer Agent.

The information in respect of unclaimed dividend 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 at [www.jaispring.com](http://www.jaispring.com) and also filed the details with the Ministry of Corporate Affairs. The details of members whose shares has already been transferred to IEPF Authority have also been hosted on the website of the Company. Members 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](http://www.iepf.gov.in).

- 12) 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 20, 2020 through email on [investor.relations@jaispring.com](mailto:investor.relations@jaispring.com). Such questions shall be replied by the Company suitably.

13) 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.

14) In Compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice, inter-alia, explaining the manner of attending AGM through VC/OAVM and electronic (e-voting) voting along with explanatory statement of 54th AGM of the Company and Annual Report 2019-20 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 2019-20 will also be available on Company's website [www.jaispring.com](http://www.jaispring.com), website of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Ltd. at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

15) 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](mailto:grievances@skylinerta.com); or [admin@skylinerta.com](mailto:admin@skylinerta.com) or [parveen@skylinerta.com](mailto: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.

16) Members may also note that the Notice of the 54th Annual General Meeting and the Annual Report 2019-20 will also be available at the Company's website [www.jaispring.com](http://www.jaispring.com) for download.

17) 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.

18) Procedure for Remote E-voting

I. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44

(1) of Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means through e-Voting Services. The facility of casting the votes by the members using an electronic voting system will be provided by National Depository Service Limited (NSDL).

II. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM through VC/OAVM but shall not be entitled to cast their vote again.

III. The remote e-voting facility will be available during the following voting period after which the portal will be blocked and shall not be available for e-voting :

Commencement of e-voting	Saturday, September 26, 2020 at 9:00 a.m.
End of e-voting	Monday, September 28, 2020 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 September 22, 2020 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 a member, the member shall not be allowed to change it subsequently.

IV. 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.nsd.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.nsd.com](http://www.evoting.nsd.com).
    - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.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](mailto: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.
- 19) The 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 per the instructions mentioned above for remote e-voting.
  2. Only those members, who will be present at the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-Voting, shall be eligible to vote through e-Voting system at the AGM.
  3. Members who have voted through remote e-Voting will be eligible to attend the AGM through VC/OAVM facility. However, they will not be eligible to vote at the AGM.
- 20) Instructions for members for attending the AGM through VC/OAVM are as under:
1. Members can join the AGM through VC/OAVM, 30 minutes prior to the scheduled time of the commencement of the AGM, by following the procedure mentioned in the Notice. The Company has made arrangements to provide facility of participation at the AGM through VC/OAVM to at least 1000 Members, on 'first come first serve' basis. The large Shareholders (i.e. 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 AGM can participate at the AGM without restrictions of 'first come first serve' basis.
  2. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under Shareholders/Members login by using the remote e-voting credentials. The link for VC/OAVM will be available in Shareholder/Members login where the EVENT of the 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. Further, Members can also use the OTP based login for logging into the e-Voting system of NSDL.
  3. Members are encouraged to join the AGM through laptops for better experience.
  4. Further, members will be required to allow camera and use internet with a good speed to avoid any disturbance during the AGM.
  5. Please note that members attending AGM through Mobile Devices or Tablets or Laptops 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.
  6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/Folio Number, PAN, mobile number at [investor\\_relations@jaispring.com](mailto:investor_relations@jaispring.com) upto September 20, 2020. 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.

#### **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](mailto:contact@csrsm.com) with a copy marked to Company at [investor\\_relations@jaispring.com](mailto:investor_relations@jaispring.com) and NSDL at [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

- 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, 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](mailto: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 make, not later than 48 hours from the conclusion of the AGM, a consolidated scrutinizer's report of the total e-vote cast 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.

The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.jaispring.com](http://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 ("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, 2021. 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, 2021.

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**

Based on recommendation of Nomination and Remuneration Committee Ms. Taru Bahl (DIN: 06737344) is appointed as an

Independent Director on the Board for an initial term of five consecutive years from January 31, 2020 upto January 30, 2025. Ms. Bahl is appointed due to the resignation of Ms. Payal Chawla from Directorship of the Company and initially appointed as an Additional Director of the Company w.e.f. January 31, 2020. The Company has received a notice in writing in terms of Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director. She has also submitted a declaration that she meets the criteria of independence as provided in Section 149 of the Act and Regulation 16 of the Listing Regulations.

The Board considers that her association would be of immense benefit to the Company and it is desirable to appoint Ms. Bahl as an Independent Director for initial period of five consecutive years effective from January 31, 2020. Accordingly, the Board is seeking the Ordinary Resolution at Item No. 5 for approval of the members. A brief profile Ms. Bahl 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 Ms. Taru Bahl (DIN: 06737344), are concerned or interested, financially or otherwise, in the resolution set out at item no. 5 of this Notice. The Board, therefore, recommends the Ordinary Resolution at Item No. 5 of the Notice for approval by the members.

##### **Item No. 6**

Mr. Rakesh Kalra was appointed as an Independent Director of the Company by the members of the Company for the term of five years from February 03, 2015 upto February 02, 2020. Mr. Kalra is eligible for re-appointment as an Independent Director for his second term of upto five consecutive years. Mr. Kalra has offered himself for re-appointment and submitted a declaration that he meets the criteria of independence as provided in Section 149 of the Companies Act, 2013 and Regulation 16 of the Listing Regulations.

Based on recommendation of Nomination and Remuneration Committee, Mr. Rakesh Kalra is re-appointed as an Independent Director for his second term of five consecutive years effective from February 03, 2020 upto February 02, 2025.

The Board considers that his continued association would be of immense benefit to the Company and is desirable to re-appoint Mr. Rakesh Kalra as an Independent Director for second term of five consecutive years effective from February 03, 2020. Accordingly, the Board is seeking the Resolution at Item No. 6 for approval of the members. Mr. Kalra will attain the age of 75 years during his tenure of second term. Resolution at Item No. 6 is being proposed as Special Resolution in terms of applicable provisions



of the Act and Listing Regulations. A brief profile Mr. Rakesh Kalra 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. Rakesh Kalra (DIN: 00780354), are concerned or interested, financially or otherwise, in the resolution set out at item no. 6 of this Notice. The Board, therefore, recommends the Special Resolution at Item No. 6 of the Notice for approval by the members.

#### Item No. 7

The term of office of Mr. R. S. Jauhar as Whole-time Director of the Company expired on December 31, 2019. Mr. R. S. Jauhar is a MBA from California State Bakersfield and M. Com. from Kurukshetra University. He is associated with the Company since 1985 and has rich experience of more than 25 years in the Spring Industry. Considering his experience and knowledge the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on November 14, 2019 had approved the re-appointment of Mr. R. S. Jauhar as Whole-time Director of the Company designated as Vice Chairman & Executive Director for a period of three years, with effect from January 1, 2020 to December 31, 2022 at the proposed remuneration. The proposal is detailed in item no. 7 of the notice and requires the approval of the members of the Company. Board considers that the re-appointment of Mr. R. S. Jauhar will be in the best interests of the Company.

The Board commends the Special Resolution at Item No. 7 for approval of the members. A brief profile Mr. R.S. Jauhar 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 other than Mr. B. S. Jauhar, Mr. R. S. Jauhar and Mr. P. S. Jauhar, being related to each other, 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 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 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 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 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.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 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 June 10, 2020 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 set out at item no. 8 of this Notice. 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. 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: August 06, 2020  
Place: New Delhi

**Praveen Lakhera**  
Company Secretary & Head-Legal

**Brief Profile of the Directors seeking appointment or re-appointment in the 54th 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:**

<b>Name</b>	<b>Mr. S.P.S. Kohli</b>	<b>Ms. Taru Bahl</b>	<b>Mr. Rakesh Kalra</b>	<b>Mr. R.S. Jauhar</b>
Director's Identification Number (DIN)	01643796	06737344	00780354	00746186
Age	72 years	54 years	70 years	59 years
Qualifications	Commerce Graduate.	Ms. Taru Bahl is a B.A (Hons) Economics from Jesus & Mary College New Delhi.	Mr. Rakesh Kalra is a B.E (Hons), Mechanical Engineer from Birla Institute of Technology and Science, Pilani.	Mr. R. S. Jauhar is a MBA from California State Bakersfield and M. Com. from Kurukshetra University.
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.	Ms. Taru Bahl has over three decades of experience in the field of journalism, communication and social sector engagement.	Mr. Rakesh Kalra is a accomplished business leader with over 40 years of experience with half at the helm as Managing Director/ CEO of leading large companies like Eicher Motors Ltd. and Mahindra Navistar Automotive Ltd. Currently he is advising on growth strategies and mentoring new business teams to various leading business groups.	Mr. Jauhar is associated with the Company since 1985 and has rich experience of more than 25 years in the Spring Industry.
List of Directorships held in other Companies	-	-	Director in: 1. Kriti Industries (India) Limited 2. Kriti Industries Limited 3. Minda Stoneridge Instruments Limited 4. Automotive Axles Limited 5. Accurate Center For Quality Excellence	Director in: 1. Map Auto Ltd. 2. AIS Distribution Systems Limited
Chairmanship/ membership of Committees of other public companies	-	-	-	-
Number of shares held in the Company	1,83,575 equity shares.	-	1,000 equity shares.	1,75,16,360 equity shares.
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.)	Rs. 3,675,448	Getting sitting fees for attending meetings.	Getting sitting fees for attending meetings.	Rs. 25,124,063