

## POSTAL BALLOT NOTICE

**NOTICE** is hereby given to the members of Jamna Auto Industries Limited (the ‘Company’), that pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), read with the Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with SEBI Circular Nos. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and subsequent circulars issued in this regard by SEBI and the latest being SEBI/HO/CFD/CFD-PoD2/P/CIR/2023/167 dated October 7, 2023 hereinafter collectively referred to as (SEBI Circulars’), and the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), the Special Resolution is being proposed for consideration by the members of the Company for passing by means of Postal Ballot by way of voting through electronic means (‘remote e-voting’)only.

In compliance with the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those members only whose e-mail addresses are registered with the Depositories/Registrar and Share Transfer Agent (‘RTA’) as on the cut-off date of Friday, February 23, 2024. If your e-mail address is not registered with the Depositories/ RTA, please follow the process provided in the notes herein below. The communication of the assent(FOR) or dissent (AGAINST) of the members would only take place through remote e-voting. The Company has engaged National Securities Depository Limited (‘NSDL’) for the purpose of providing remote e-voting facility to its members. Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent(FOR) or dissent (AGAINST) by following the procedure as stated in the notes forming part of the Notice for casting of votes by remote e-voting commencing from Friday, March 01, 2024 at 9:00 a.m. and ending on Saturday, March 30, 2024 at 5:00 p.m. The remote e-voting facility will be disabled by NSDL immediately thereafter. This Notice is also displayed on the website of the Company at <https://www.jaispring.com/annual-and-financial-report-financial.aspx?financial-year=2023-2024>. Special business for passing Special Resolution by means of Postal Ballot is given below:

### Special Business: Item No. 1

To consider and approve re-appointment of Mr. S. P. S Kohli (DIN:01643796) as Whole Time Director designated as Executive Director and payment of remuneration to him and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules and regulations made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the members be and

is hereby accorded for re-appointment of Mr. S. P. S Kohli (DIN:01643796) as Whole Time Director designated as Executive Director for a further period of 3 years with effect from February 13, 2024 to February 12, 2027 on the terms and conditions and remuneration including minimum remuneration, as set out herein below:

1. Salary (per month): Rs.2,13,600
2. Special Allowance (per month): Rs. 49,600
3. Perquisites: In addition to the above salary and special allowance, Mr. S. P. S. Kohli will be entitled to the following perquisites and allowances:
  - i) Housing: The Company shall provide free of cost suitable furnished/unfurnished residential accommodation with all facilities & amenities to Mr. S. P. S. Kohli and his family. In case Mr. S. P. S. Kohli does not opt for Company provided accommodation at any time he shall be paid house rent allowance of a sum not exceeding Rs. 1,06,800 per month;
  - ii) Reimbursement of actual entertainment expenses upto Rs.4,000 per month incurred by Mr. S. P. S. Kohli for the purpose of the Company;
  - iii) Reimbursement of actual conveyance expenses upto Rs.10,000 per month incurred by Mr. S. P. S. Kohli;
  - iv) Reimbursement of salary of one driver upto Rs.14,500 per month;
  - v) Reimbursement of salary of one helper upto Rs.15,000 per month;
  - vi) Reimbursement of actual expenses on phone upto Rs.1,500 per month;
  - vii) Leave Travel Allowance incurred in accordance with rules of the Company for self and family once in a year upto Rs. 3,200 per month;
  - viii) Car shall be provided by Company for official as well as personal use and perquisites shall be valued as per Income Tax Act. Mr. S.P.S. Kohli shall be eligible for buy back of car as per Company's policy;
  - ix) Earned Leave: Leave on full pay and allowances as per the rules of the Company;
  - x) Gratuity: Not exceeding half month's salary for each completed year of service as per rules of the Company;

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

**RESOLVED FURTHER THAT** the terms of office of Mr. S.P.S. Kohli shall be liable to determination by rotation.

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

**RESOLVED FURTHER THAT** if in any financial year during the currency of tenure of Mr. S.P.S. Kohli as Executive Director, the Company has no profits or its profits are inadequate, he shall be entitled to

minimum remuneration by way of Salary, Perquisites and Allowances, not exceeding the maximum ceiling limit specified under Schedule V of the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time as minimum remuneration, whichever is higher, or the Company may pay to Mr. S.P.S. Kohli the above remuneration as the minimum remuneration by way of salary, perquisites and allowance with the approval of Central Government or any other authority, if required .”

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

Date: February 07, 2024  
Place: New Delhi

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

**NOTES:**

1. The explanatory statement, pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to the Special Business proposed to be considered through postal ballot through remote e-voting is annexed hereto.
2. In compliance with the provisions of Section 108 of the Act, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and provisions of Regulation 44 of the SEBI Listing Regulations, as amended, the members are provided with the facility to record their assent or dissent through remote e-voting. The Company has engaged the services of NSDL for the purpose of providing remote e-voting facility to all its members.
3. In compliance with the applicable MCA Circulars, this Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Depositories/Registrar and Share Transfer Agent as on the cut-off date of Friday, February 23, 2024. If your e-mail address is not registered with the Depositories/ RTA, please follow the process provided at note no. 6 to register/update your email-id.
4. Pursuant to the MCA Circulars, physical copies of this Notice, Postal Ballot forms and pre-paid Business Reply Envelopes are not being sent to the members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only.
5. Members may please note that the Notice will also be available on the Company's website at <https://www.jaispring.com/annual-and-financial-report-financial.aspx?financial-year=2023-2024>, websites of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) 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).
6. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Therefore, those members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below.
  - a) Members holding shares in physical form, are requested to register/ update their email addresses by submitting the details in requisite forms with our Registrar and transfer agent, M/s Skyline Financials Services Private Limited at D-153 A, Ist Floor Okhla, Industrial Area, Phase- I, New Delhi-110020. Ph: 011-40450193 to 97; Email Id: [parveen@skylinerta.com](mailto:parveen@skylinerta.com), Website: [www.skylinerta.com](http://www.skylinerta.com).
  - b) Members holding shares in dematerialized form, are requested to register/ update their email addresses with the Depository Participants with whom the demat account is maintained.
7. The Board of Directors of the Company has appointed M/s RSM & Co. Practicing Company Secretaries (Membership No. 4468) as the Scrutinizer for conducting this Postal Ballot process through remote e-voting, in a fair and transparent manner.
8. Details pursuant to Regulation 36(3) of Listing Regulations and Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India in respect of Director seeking re-appointment as mentioned under Item no. 1 form integral part of this Notice.

9. Members would be able to cast their votes and convey their assent (FOR) or dissent (AGAINST) to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members/ List of Beneficial Owners as on the Cut-Off Date i.e. Friday, February 23, 2024 will only be considered eligible for the purpose of e-voting. Voting rights of a member/beneficial owner (in case of electronic shareholding) shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
10. The remote e-voting period will commence on Friday, March 01, 2024 at 9:00 a.m. and ending on Saturday, March 30, 2024 at 5:00 p.m. During this period, members of the Company, holding equity shares either in physical form or in dematerialized form, as on the Cut-off date i.e. Friday, February 23, 2024, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL after the prescribed date and time for voting. Once the vote on the proposed resolution is cast by a member, the member shall not be allowed to change it subsequently.
11. Members are requested to read the instructions mentioned under note no.15, to cast their votes electronically from their respective locations. Members are requested to cast their votes through the remote e-voting process not later than Saturday, March 30, 2024 at 5:00 p.m.
12. Upon completion of the votes cast through remote e-voting, the Scrutinizer shall submit their report to the Chairman of the Company or person authorized by the Chairman. The results of the Postal Ballot along with the Scrutinizer's Report shall be announced by the Chairman or person authorized by the Chairman within 2 working days of the conclusion of the Postal Ballot process through remote e-voting. The results along with the Scrutinizer's Report shall also be intimated to the National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE'), where the Equity Shares of the Company are listed and will be displayed on the Company's website at <https://www.jaispring.com/stock-exchange-financial.aspx?financial-year=2023-2024> as well as on the website of NSDL.
13. Relevant documents referred to in this Notice shall be available for inspection electronically until the last date of voting. Members seeking to inspect such documents may send an email to investor.relations@jaispring.com.
14. In case of any issues / queries, members may Mr. Amit Vishal, Assistant Vice President, NSDL, Trade World, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013, through e-mail at [evoting@nsdl.com](mailto:evoting@nsdl.com) or call on 022 - 4886 7000 and 022 - 2499 7000 or to the company at [investor.relations@jaispring.com](mailto:investor.relations@jaispring.com).

15. THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:  
**Step 1: Access to NSDL e-Voting system**

2) **Login method for e-Voting for Individual shareholders holding securities in demat mode**

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

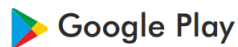
Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https:// eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “Login” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> . Select “<b>Register Online for IdeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>

Individual Shareholders holding securities in demat mode with CDSL

1. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



1. Existing users who have opted for CDSL Easi / Easiest, they can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
--	---

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and ForgotPassword option available at above mentioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 22 55 33.

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

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

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

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



4. Your User ID details are given below :

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

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

- a) If you are already registered for e-Voting, then you can use existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

- a) Click on “**Forgot User Details/Password**” (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) “**Physical User Reset Password**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  8. Now, you will have to click on “Login” button.
  9. After you click on the “Login” button, Home page of e-Voting will open.

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

#### **How to cast your vote electronically on NSDL e-Voting system?**

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

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [contact@csrsm.com](mailto:contact@csrsm.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “e-Voting” tab in their login.

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 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Amit Vishal, Assistant Vice President at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

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

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

**Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013**

**Item No 1.**

Mr. S. P. S. Kohli was appointed as an Executive Director by the members of the Company for a term of 3 years from February 13, 2021 to February 12, 2024. He is a commerce graduate having vast experience in the auto components industry. He has served the Company for around 40 years in various capacities in marketing, finance, production and administration. Considering his experience and knowledge, the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on February 07, 2024 have approved the re-appointment of Mr. S.P.S. Kohli as Whole Time Director designated as Executive Director for a further period of three years, with effect from February 13, 2024 to February 12, 2027 at the remuneration proposed in detail in the resolution. The proposed item requires the approval of members by way of Special Resolution. The terms of office of Mr. S.P.S. Kohli shall be liable to determination by rotation. Board considers that the re-appointment of Mr. S.P.S. Kohli will be in the best interests of the Company.

Mr. S.P.S. Kohli holds 1,83,575 equity shares in the Company and has attained the age of seventy five years. A brief profile of Mr. S.P.S. Kohli including the information as required under applicable provisions of Companies Act, 2013, SEBI Listing Regulations and Secretarial Standards SS-2 is annexed with this Notice. This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Act.

None of the Directors or any Key Managerial Personnel of the Company or their relatives except Mr. Kohli, the proposed appointee, are in any way interested or concerned, financially or otherwise, in the said resolution. The Board recommends the Special Resolution for approval of the members.

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

Date: February 07, 2024  
Place: New Delhi

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

**Details of Directors seeking appointment (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 issued by Institute of Company Secretaries of India**

1	Name	Mr. S. P. S. Kohli
2	Director's Identification Number (DIN)	01643796
3	Age	75 Years
4	Qualifications	Mr. S.P.S. Kohli is a commerce graduate.
5	Date of Appointment	February 13, 2018
6	Nature of Expertise in Specific Functional Area	Mr. Kohli is having a vast experience in the auto component industry. He has served the Company for around 40 years in various capacities in marketing, finance, production and administration.
7	List of Directorships held in other Companies	Nil
8	Chairmanship/ membership of Committees of other public companies	Nil
9	Number of shares held in the Company	1,83,575 equity shares
10	Relationship between directors inter-se	-
11	Last Salary Drawn (in Rs.)	2,57,259 (per month)