

**JAY BHARAT MARUTI LIMITED**  
(MINUTES OF GENERAL MEETING)

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**MINUTES OF THE 25<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF JAY BHARAT MARUTI LIMITED HELD ON TUESDAY, 21<sup>ST</sup> DAY OF AUGUST 2012 AT 11:00 A.M. AT AIRFORCE AUDITORIUM, SUBROTO PARK, NEW DELHI 110010.**

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**PRESENT**

1. Mr. S. K. Arya, Chairman & Managing Director
2. Mr. U.C. Agarwal, Director
3. Mr. D.P. Aggarwal, Director
4. Mr. Nishant Arya, Director

**BY INVITATION**

Mr. R.K. Mehra, Statutory Auditor  
(Representing M/s Mehra Goel & Co., Chartered Accountants)

**IN ATTENDANCE**

1. Mr. Anand Swaroop, President and CFO
2. Mr. S. Kartik, Company Secretary

**AND 3330 Members (3317 members in person and 13 members in proxy) attended the meeting holding 6295380 equity shares of the Company.**

Mr. S K Arya, Chairman & Managing Director of the Company took the chair and welcomed the members present in the meeting. The Chairman called the meeting in order, as the requisite quorum was present.

Mr. S K Arya, Chairman & Managing Director delivered the Chairman Speech and briefed the members about the Company's performance during 2011-12, economic scenario, expansion and future plans. The Key points of the Chairman Speech are as follows: -

Date: 01.09.2012  
Place: New Delhi



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Initial/Signature  
(CHAIRMAN)

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The Chairman & Managing Director informed the shareholders that the Company has completed 25 years of operations. The Shareholders applauded and congratulated the management for successful completion of 25 years and wished the best for future initiatives. In his speech, he focused on the overall economic scenario and outlook for 2012-13. He also expressed concerns on the adverse factors viz. high inflation, high interest rates etc. He also informed about the expansion plans and various awards received by the Company.

With the permission of the members present, the notice convening the meeting and Directors' Report etc. were taken as read with general consent of the Members.

Mr. S K Arya, Chairman & Managing Director invited the Statutory Auditor to read their report on the Annual Accounts of the Company for the Financial Year 2011-12.

Mr. R.K. Mehra, representing Statutory Auditors - M/s Mehra Goel & Co., Chartered Accountants read the Auditors' Report on the Annual Accounts of the Company for the Financial Year 2011-12

Mr. S. K. Arya, Chairman & Managing Director took up the Agenda Items one by one as per Notice of the Meeting.

The following resolutions were passed by members of the Company.

**ORDINARY BUSINESS:**

**AGENDA ITEM NO. 1: (ORDINARY RESOLUTION)**

**Adoption of Balance Sheet and Profit and Loss Account for the year ended on 31<sup>st</sup> March, 2012, Directors' Report and Auditors' Report thereon**

Mr. Subhash Chand Aggarwal, member of the Company (DP-Client ID No. 1201910100025053) proposed the following resolution as an ordinary resolution:

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Initial/Signature  
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**"RESOLVED THAT** audited Balance Sheet of the Company as at 31<sup>st</sup> March 2012 and Profit & Loss Account for the year ended 31<sup>st</sup> March 2012 along with Directors' Report and Auditors' Report thereon, as laid before the Members at this meeting, be and are hereby received, considered and adopted."

SECONDED BY Ms. Poonam (DP-Client ID No. 1201910100053511), Member of the Company.

The resolution was then put to vote on show of hands by Mr. S. K. Arya, Chairman & Managing Director and declared that it was carried unanimously.

**AGENDA ITEM NO. 2: (ORDINARY RESOLUTION)**

**Declaration of Dividend for the Financial Year 2011-12**

Mr. S. K. Arya, Chairman & Managing Director informed members that the Board of Directors had recommended a dividend at the rate of 30% on 21650000 fully paid-up equity shares of Rs. 5/- each of the Company for the Financial Year 2011-12 for the approval of members.

The members took note of the same.

Mr. Yashpal Singh (DP / CLIENT ID NO. IN301143-10452097) Member of the Company proposed the following resolution:

**"RESOLVED THAT** dividend at the rate of Rs. 1.50/- (30%) per fully paid up equity share of the Company, as recommended by the Board of Directors of the Company, for the Financial Year 2011 -12 is being approved for payment to members."

**RESOLVED FURTHER THAT** dividend shall be paid to the shareholders for shares held in physical form, if approved, whose names appear in the register of members as on date of book closure as per provision of Section 206 of the Companies Act, 1956 and to the shareholders for the shares held in electronic form, the dividend will be paid on the basis of

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Initial/Signature  
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particulars of beneficial ownerships furnished by the Depositories for this purpose as on that date."

Mr. Nihal Chand (DP/CLIENT ID NO. 1201910100039634) member of the Company seconded the same.

The resolution was then put to vote on show of hands by Mr. S. K. Arya, Chairman & Managing Director and declared that it was carried unanimously.

**AGENDA ITEM NO. 3: (ORDINARY RESOLUTION)**

**Re-Appointment of Mr. Dharampal Aggarwal, Director**

The following resolution was proposed by Mr. Vimal Jain (DP/CLIENT ID NO. IN300118-10131690), member of the Company:

**"RESOLVED THAT** Mr. Dharampal Aggarwal, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company, whose office is liable to retire by rotation."

SECONDED BY Mr. Jharna Seth (DP/CLIENT ID NO. IN300118-10648789), Member of the Company.

The resolution was then put to vote on show of hands by Mr. S. K. Arya, Chairman & Managing Director and declared that it was carried unanimously.

**AGENDA ITEM NO. 4: (ORDINARY RESOLUTION)**

**Re-Appointment of Mr. Nishant Arya, Director**

The following resolution was proposed by Mr. Deepak Chauhan (DP/CLIENT ID NO. IN300861-10026990), member of the Company:



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**"RESOLVED THAT** Mr. Nishant Arya, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company, whose office is liable to retire by rotation."

SECONDED BY Ms. Rekha Rani (DP/CLIENT ID NO. 301143-10399576), Member of the Company.

The resolution was then put to vote on show of hands by Mr. S. K. Arya, Chairman & Managing Director and declared that it was carried unanimously.

**AGENDA ITEM NO. 5: (ORDINARY RESOLUTION)**

**Re-Appointment of Auditors**

The following resolution was proposed by Mr. Narendra Singh Chauhan (DP/CLIENT ID NO. 1201410000008655), Member of the Company.

**"RESOLVED THAT** M/s Mehra Goel & Company, Chartered Accountants, the retiring Auditors be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting of the Company on a remuneration to be fixed by the Board of Directors in consultation with the Auditors".

SECONDED BY Mr. Ashok Kumar Jain (DP/CLIENT ID NO. 300118-10242590), Member of the Company.

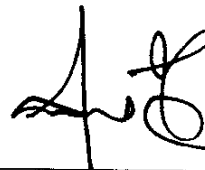
The resolution was then put to vote on show of hands by Mr. S. K. Arya, Chairman & Managing Director and declared that it was carried unanimously.

**VOTE OF THANKS:**

Mr. Om Prakash (DP/CLIENT ID NO. 300724-10151450), member of the Company proposed a hearty vote of thanks to the Chair.

There being no other matter, Mr. S. K. Arya, Chairman & Managing Director declared the Meeting concluded and closed.

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Initial/Signature  
(CHAIRMAN)