



## Details of Voting Results

Date of the AGM :	September 3, 2014
Total number of shareholders on record date (i.e. July 25, 2014 – cut-off date for e-voting purpose):	16685
No. of shareholders present in the meeting either in person or through proxy: 1. Promoters and Promoter Group: 9 2. Public: 25	34
No. of Shareholders attended the meeting through Video Conferencing: 1. Promoters and Promoter Group: 2. Public:	Not arranged

### Agenda-wise

#### **In case of Poll/Postal Ballot/E-voting:**

The Mode of voting for all resolutions was E-voting and Poll conducted at the Meeting.

#### **Resolution 1: Adoption of Balance Sheet, Statement of Profit and Loss and the Reports of the Board of Directors and Auditors thereon for the financial period ended on March 31, 2014 passed as an Ordinary Resolution**

Promoter/Public	No. of shares held'	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	(3)=(2)/(1) *100	4	5	(6)=(4)/(2)100	(7)=(5)/(2)*100
Promoter and Promoter Group	17409830	16357299	93.95	16357299	0	100	0
Public Institutional Holders	9850	0	0	0	0	0	0
Public-Others	22115309	125647	0.57	125647	0	100	0
Total	39534989	16482946	41.69	12922916	0	100	0

#### **Resolution 2: Declaration of Dividend on Preference Shares to IFCI Limited passed as an Ordinary Resolution**

Promoter/Public	No. of shares held'	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	(3)=(2)/(1) *100	4	5	(6)=(4)/(2)100	(7)=(5)/(2) *100
Promoter and Promoter Group	17409830	16357299	93.95	16357299	0	100	0
Public Institutional Holders	9850	0	0	0	0	0	0
Public-Others	22115309	125647	0.57	125647	200	100	0.16
Total	39534989	16482946	41.69	12922916	0	100	0

#### **JAMNA AUTO INDUSTRIES LIMITED**

Reg. Office: Jai Springs Road, Industrial Area, Yamuna Nagar –135001, Haryana  
Tel: 91-1732-251810 Fax: 91-1732-251820  
CIN- 135911HR1965PLC004485



**Resolution 3: Declaration of Dividend on Equity Shares passed as an Ordinary Resolution**

Promoter/Public	No. of shares held'	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	(3)=(2)/(1)*100	4	5	(6)=(4)/(2)100	(7)=(5)/(2)*100
Promoter and Promoter Group	17409830	16357299	93.95	16357299	0	100	0
Public Institutional Holders	9850	0	0	0	0	0	0
Public-Others	22115309	125647	0.57	125647		100	0
Total	39534989	16482946	41.69	12922916	0	100	0

**Resolution 4: Re- Appointment of Mr. B.S. Jauhar as director liable to retire by rotation passed as an Ordinary Resolution**

Promoter/Public	No. of shares held'	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	(3)=(2)/(1)*100	4	5	(6)=(4)/(2)100	(7)=(5)/(2)*100
Promoter and Promoter Group	17409830	11938098	68.57	11938098	0	100	0
Public Institutional Holders	9850	0	0	0	0	0	0
Public-Others	22115309	125647	0.57	125647		100	0
Total	39534989	12063745	30.51	12063745	0	100	0

**Resolution 5: Re- Appointment of Mr. H.S. Gujral as director liable to retire by rotation passed as an Ordinary Resolution**

Promoter/Public	No. of shares held'	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	(3)=(2)/(1)*100	4	5	(6)=(4)/(2)100	(7)=(5)/(2)*100
Promoter and Promoter Group	17409830	16357299	93.95	16357299	0	100	0
Public Institutional Holders	9850	0	0	0	0	0	0
Public-Others	22115309	125647	0.57	125647		100	0
Total	39534989	16482946	41.69	16482946	0	100	0



**Resolution 6: Re-Appointment of M/s S.R. Batliboi & Co., Chartered Accountants as Statutory Auditors of the Company passed as an Ordinary Resolution**

Promoter/Public	No. of shares held'	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	(3)=(2)/(1)*100	4	5	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	17409830	16357299	93.95	16357299	0	100	0
Public Institutional Holders	9850	0	0	0	0	0	0
Public-Others	22115309	125647	0.57	125647		100	0
Total	39534989	16482946	41.69	16482946	0	100	0

**Resolution 7: Ratification of Remuneration to be paid to Cost Auditors passed as an Ordinary Resolution**

Promoter/Public	No. of shares held'	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	(3)=(2)/(1)*100	4	5	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	17409830	16357299	93.95	16357299	0	100	0
Public Institutional Holders	9850	0	0	0	0	0	0
Public-Others	22115309	125647	0.57	125647		100	0
Total	39534989	16482946	41.69	16482946	0	100	0

**Resolution 8: Re- Appointment of Mr. R.S. Jauhar as whole time director designated as CEO & Executive Director and fixing his remuneration for a period of 3 years w.e.f. 01.01.2014 passed as a Special Resolution**

Promoter/Public	No. of shares held'	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	(3)=(2)/(1)*100	4	5	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	17409830	12025896	69.08	12025896	0	100	0
Public Institutional Holders	9850	0	0	0	0	0	0
Public-Others	22115309	125647	0.57	125647		100	0
Total	39534989	12151543	30.74	12151543	0	100	0



**Resolution 9: Approval to make office of Mr. P.S. Jauhar, COO & Executive Director liable to determination by retirement of directors by rotation passed as a Special Resolution**

Promoter/Public	No. of shares held'	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	(3)=(2)/(1)*100	4	5	(6)=(4)/(2)100	(7)=(5)/(2)*100
Promoter and Promoter Group	17409830	12025896	69.08	12025896	0	100	0
Public Institutional Holders	9850	0	0	0	0	0	0
Public-Others	22115309	125647	0.57	125647		100	0
Total	39534989	12151543	30.74	12151543	0	100	0

**Resolution 10: Appointment of Mr. U.K. Singhal (DIN 01472482) as Independent Director passed as an Ordinary Resolution**

Promoter/Public	No. of shares held'	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	(3)=(2)/(1)*100	4	5	(6)=(4)/(2)100	(7)=(5)/(2)*100
Promoter and Promoter Group	17409830	16357299	93.95	16357299	0	100	0
Public Institutional Holders	9850	0	0	0	0	0	0
Public-Others	22115309	125647	0.57	125647		100	0
Total	39534989	16482946	41.69	16482946	0	100	0

**Resolution 11: Appointment of Mr. C. K. Vohra (DIN 00950974) as Independent Director passed as an Ordinary Resolution**

Promoter/Public	No. of shares held'	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	(3)=(2)/(1)*100	4	5	(6)=(4)/(2)100	(7)=(5)/(2)*100
Promoter and Promoter Group	17409830	16357299	93.95	16357299	0	100	0
Public Institutional Holders	9850	0	0	0	0	0	0
Public-Others	22115309	125647	0.57	125647		100	0
Total	39534989	16482946	41.69	16482946	0	100	0



**Resolution 12: Appointment of Mr. Shashi Bansal (DIN 01118864) as Independent Director passed as an Ordinary Resolution**

Promoter/Public	No. of shares held'	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	(3)=(2)/(1)*100	4	5	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	17409830	16357299	93.95	16357299	0	100	0
Public Institutional Holders	9850	0	0	0	0	0	0
Public-Others	22115309	125547	0.57	125547		100	0
Total	39534989	16482846	41.69	16482846	0	100	0

**Resolution 13: Appointment of Mr. Jainendar Kumar Jain (DIN 00066452) as Independent Director passed as an Ordinary Resolution**

Promoter/Public	No. of shares held'	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	(3)=(2)/(1)*100	4	5	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	17409830	16357299	93.95	16357299	0	100	0
Public Institutional Holders	9850	0	0	0	0	0	0
Public-Others	22115309	125647	0.57	125647		100	0
Total	39534989	16482946	41.69	16482946	0	100	0

**Resolution 14: Appointment of Seth Ashok Kumar (DIN 00138677) as Independent Director passed as an Ordinary Resolution**

Promoter/Public	No. of shares held'	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	(3)=(2)/(1)*100	4	5	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	17409830	16357299	93.95	16357299	0	100	0
Public Institutional Holders	9850	0	0	0	0	0	0
Public-Others	22115309	125647	0.57	125647		100	0
Total	39534989	16482946	41.69	16482946	0	100	0



**Resolution 15: Authorisation to create mortgage/charges/hypothecation in favor of lenders passed as a Special Resolution**

Promoter/Public	No. of shares held'	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	(3)=(2)/(1)*100	4	5	(6)=(4)/(2)100	(7)=(5)/(2)*100
Promoter and Promoter Group	17409830	16357299	93.95	16357299	0	100	0
Public Institutional Holders	9850	0	0	0	0	0	0
Public-Others	22115309	125547	0.57	125547		100	0
Total	39534989	16482846	41.69	16482846	0	100	0

**Resolution 16: Authorisation to borrow monies upto an amount of Rs.350 crore over and above paid up capital and free reserves passed as a Special Resolution**

Promoter/Public	No. of shares held'	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	(3)=(2)/(1)*100	4	5	(6)=(4)/(2)100	(7)=(5)/(2)*100
Promoter and Promoter Group	17409830	16357299	93.95	16357299	0	100	0
Public Institutional Holders	9850	0	0	0	0	0	0
Public-Others	22115309	125647	0.57	125647		100	0
Total	39534989	16482946	41.69	16482946	0	100	0

**Resolution 17: Approval of arrangement of job work with Jamna Agro Implements Private Limited passed as a Special Resolution**

Promoter/Public	No. of shares held'	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	(3)=(2)/(1)*100	4	5	(6)=(4)/(2)100	(7)=(5)/(2)*100
Promoter and Promoter Group	17409830	11925896	68.50	11925896	0	100	0
Public Institutional Holders	9850	0	0	0	0	0	0
Public-Others	22115309	125647	0.57	125647		100	0
Total	39534989	12051543	30.48	12051543	0	100	0



**Resolution 18: Approval of arrangement of job work with MAP Auto Limited passed as a Special Resolution**

Promoter/Public	No. of shares held'	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	(3)=(2)/(1)*100	4	5	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	17409830	1304628	7.49	1304628	200	100	0.0153
Public Institutional Holders	9850	0	0	0	0	0	0
Public-Others	22115309	125647	0.57	125647		100	0
Total	39534989	1430275	3.62	1430275	0	100	0

**Resolution 19: Approval of arrangement of warehousing and logistic services with MAP Auto Limited passed as a Special Resolution**

Promoter/Public	No. of shares held'	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	(3)=(2)/(1)*100	4	5	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	17409830	1304628	7.49	1304628	200	100	0.0153
Public Institutional Holders	9850	0	0	0	0	0	0
Public-Others	22115309	125647	0.57	125647		100	0
Total	39534989	1430275	3.62	1430275	0	100	0

**Resolution 20: Approval of lease arrangement with SW Farms Private Limited passed as a Special Resolution**

Promoter/Public	No. of shares held'	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	(3)=(2)/(1)*100	4	5	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	17409830	10886933	62.53	10886933	200	100	0.00184
Public Institutional Holders	9850	0	0	0	0	0	0
Public-Others	22115309	125547	0.57	125547		100	0
Total	39534989	11012480	27.86	11012480	0	100	0

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**Resolution 21: Approval of lease arrangement with Mrs. Sonia Jauhar passed as a Special Resolution**

Promoter/Public	No. of shares held'	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	(3)=(2)/(1)*100	4	5	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	17409830	12025896	69.08	12025896	200	100	0.00166
Public Institutional Holders	9850	0	0	0	0	0	0
Public-Others	22115309	125647	0.57	125647		100	0
Total	39534989	12151543	30.74	12151543	0	100	0

**Resolution 22: Approval of lease arrangement with Mrs. Sonia Jauhar passed as a Special Resolution**

Promoter/Public	No. of shares held'	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	(3)=(2)/(1)*100	4	5	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	17409830	12025896	69.08	12025896	0	100	0
Public Institutional Holders	9850	0	0	0	0	0	0
Public-Others	22115309	125647	0.57	125647		100	0
Total	39534989	12151543	30.74	12151543	0	100	0

**Resolution 23: Approval for arrangement of job work and sale of goods with M/s Jai Suspension Systems LLP passed as a Special Resolution**

Promoter/Public	No. of shares held'	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	(3)=(2)/(1)*100	4	5	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	17409830	12025896	69.08	12025896	200	100	0.002
Public Institutional Holders	9850	0	0	0	0	0	0
Public-Others	22115309	125647	0.57	125647		100	0
Total	39534989	12151543	30.74	12151543	0	100	0





**Resolution 24: Approval of lease arrangement with MAP Auto Limited passed as a Special Resolution**

Promoter/Public	No. of shares held'	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	(3)=(2)/(1)*100	4	5	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	17409830	1304628	7.49	1304628	0	100	0
Public Institutional Holders	9850	0	0	0	0	0	0
Public-Others	22115309	125647	0.57	125647		100	0
Total	39534989	1430275	3.62	1430275	0	100	0

**Note:** (i) All the aforesaid resolutions were passed with requisite majority  
(ii) % are calculated upto maximum of three decimal points only



## **Gist of the proceedings of the Annual General Meeting of Jamna Auto Industries Limited held on September 3, 2014**

The 48<sup>th</sup> Annual General Meeting of the Members of the Company was held on September 3, 2014 at 9.30 a.m. at the registered office of the Company.

Mr. Bhupinder Singh Jauhar chaired the proceedings of the Meeting. Mr. C K Vohra, Independent Director chaired the proceedings in respect of the items of business where Mr. Bhupinder Singh Jauhar was deemed to be interested.

Total 34 Members (including proxies) attended the Meeting as per records of attendance.

After ascertaining the requisite quorum, the Chairman called the Meeting to order. The Chairman gave an overview of the financial performance of the Company for the financial year ended March 31, 2014 and its future outlook and invited queries of the members on annual accounts. The statutory registers, auditors' certificates in respect of Employees' Stock Option Schemes for the Company and inspection documents were available during the meeting for inspection of the members.

With the consent of the Members present, the Notice dated May 29, 2014 convening the meeting, which had been duly served on all the members was taken as read. The Chairman then requested the Secretary to read the Auditors Report. The Auditors Report dated May 29, 2014 on the Balance Sheet as at March 31, 2014 on the Balance Sheet and the Statement of Profit and Loss and the Cash Flow Statement for the year ended on March 31, 2014 was read out by the Company Secretary.

The Chairman informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 the Companies (Management and Administration) Rules, 2014, the Company had extended the e-voting facility to the Members of the Company in respect of businesses to be transacted at the Annual General Meeting. The e-voting commenced at 9.30 a.m. on August 25, 2014 and ended at 6.00 p.m on August 27, 2014.

The Chairman further informed the Members that therefore, it was obligatory to provide such voting rights to the members present in person at the Annual General Meeting, to vote in proportion to the shares held by them. He stated that Company has arranged for a poll on all the 24 resolutions to be passed at the Meeting.

Thereafter, all the 24 resolutions were proposed and seconded. The Chairman then ordered for the poll on all Resolutions for the Ordinary and Special businesses as set out in Item no. 1 to 24 of the Notice of 48<sup>th</sup> Annual General Meeting and requested all the members present, who had not casted their votes through e-voting to participate in the poll to be taken immediately after the closure of the meeting. The Chairman informed that Mr. Ravi Sharma, Company Secretary (Membership No. 4468) of M/s RSM & Co., Company Secretaries was appointed as Scrutinizer to scrutinize the poll process and votes given on the poll and report thereon in the prescribed manner.

The Chairman stated that the results of voting on each resolution shall be determined by adding the Poll in favour or against a resolution with the electronic votes in favour or against the same resolution. He declared that on receipt of Scrutinizer's Report on the Poll to be conducted, the result of voting shall be declared. He further stated that the results shall also be uploaded on the company's website [www.jaispring.com](http://www.jaispring.com) with the respective reports of Scrutinizers for Electronic Voting and the Poll.

The Chairman invited Mr. Ravi Sharma of M/s RSM & Co., Scrutinizer appointed for the poll, after closure of the meeting, to take over the poll proceedings. The Chairman announced that the combined result of e-voting and the electronic poll will be put on the Company's website.

Thanking the members for their participation, the Chairman announced formal closure of the 48<sup>th</sup> Annual General Meeting of the Company.

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## **Conduct of poll**

Mr. Ravi Sharma, Scrutinizer appointed for the poll conducted the Poll which included distribution of Polling papers, showing empty Polling boxes to the members, locking and sealing of empty Polling boxes in the presence of members. After that all members participating in the Poll casted their votes, the Scrutinizer closed the Poll. The Scrutinizer then took the custody of polling box.

The resolutions passed by Members were as follows:

### **ORDINARY BUSINESSES:**

#### **Resolution No. 1: Adoption of Balance Sheet, Statement of Profit and Loss and the Reports of the Board of Directors and Auditors thereon for the financial period ended on March 31, 2014 passed as an Ordinary Resolution**

“**RESOLVED THAT** Annual Accounts of the Company for the year ended March 31, 2014 along with Auditors’ Report and Directors’ Report thereon, be and are hereby considered, approved and adopted.”

#### **Resolution No. 2: Declaration of Dividend on Preference Shares to IFCI Limited passed as an Ordinary Resolution**

“**RESOLVED THAT** pursuant to the recommendations made by the Board of Directors, Preference dividend of Rs. 3,284,246 be paid on 12.5% Redeemable Optionally Convertible Preference Shares of Rs. 100 each out of the profits of the Company for the year ended March 31, 2014 to IFCI Limited.”

#### **Resolution No. 3: Declaration of Dividend on Equity Shares passed as an Ordinary Resolution**

“**RESOLVED THAT** pursuant to the recommendations made by the Board of Directors, a final dividend at the rate of Re. 1 per equity share be paid out of the profits of the company for the financial year ended March 31, 2014 to the members of the company whose name appear on the register of beneficial owners maintained by depositories and / or the register of members of the company at the close of business hours on Wednesday, August 27, 2014.”

#### **Resolution No. 4: Re- Appointment of Mr. B.S. Jauhar as director liable to retire by rotation passed as an Ordinary Resolution**

“**RESOLVED THAT** Mr. B. S. Jauhar, who retires by rotation under Section 255 of the Companies Act, 1956 and being eligible offer himself for re-appointment be and is hereby re-appointed as Director of the Company.”

#### **Resolution No. 5: Re- Appointment of Mr. H.S. Gujral as director liable to retire by rotation passed as an Ordinary Resolution**

“**RESOLVED THAT** Mr. H. S. Gujral, who retires by rotation under Section 255 of the Companies Act, 1956 and being eligible offer himself for re-appointment be and is hereby re-appointed as Director of the Company.”

#### **Resolution No. 6: Re-Appointment of M/s S.R. Batliboi & Co., Chartered Accountants as Statutory Auditors of the Company passed as an Ordinary Resolution**

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, M/s S. R. Batliboi & CO, LLP; Chartered Accountants, be and is hereby appointed as Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting upto the conclusion of the 52nd Annual General Meeting at such terms and remuneration as may be determined from time to time by the Board of Directors in consultation with the auditors, exclusive of travelling and reimbursement of other out of pocket expenses.



**RESOLVED FURTHER THAT** pursuant to provision of Section 139 of the Companies Act, 2013 appointment of M/s S.R. Batliboi & Co. LLP, Chartered Accountant as Statutory Auditor shall be subject to ratification by members of the Company at every Annual General Meeting held subsequent to this Annual General Meeting.”

**Resolution No. 7: Ratification of Remuneration to be paid to Cost Auditors passed 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 Companies (Audit and Auditors) Rules, 2014, the remuneration of cost auditors i.e. M/s Vijender Sharma & Co; Cost Accountants and M/s Goyal, Goyal & Associates, Cost Accountants for the financial year ending March 31, 2015 as approved by the Audit Committee be and is hereby ratified and confirmed.”

**SPECIAL BUSINESSES:**

**Resolution No. 8: Re-appointment of Mr. R.S. Jauhar as whole time director designated as CEO & Executive Director and fixing his remuneration for a period of 3 years w.e.f. 01.01.2014 passed 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 (including any statutory modification or re-enactment thereof for the time being in force) and subject to approval of the Central Government, if any, approval of the Company be and is hereby accorded for re-appointment of Mr. R. S. Jauhar (DIN 00746186) as Whole Time Director of the Company designated as CEO & Executive Director for a period of 3 years with effect from January 1, 2014 to December 31, 2016 on the terms and conditions and remuneration including minimum remuneration, as set out herein below:

1. Salary (per month): Rs. 660,000 (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 laid down in Section 197 read with Schedule V of the Companies Act, 2013.

The amount of Commission will be paid every year with the approval of the Board of Directors on the recommendation of the Remuneration Committee.

3. Perquisites and Allowances: In addition to the above Salary and Commission, Mr. R. S. Jauhar be entitled to the following Perquisites and Allowances:
  - i. Housing: The Company shall provide free of cost, suitable furnished 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 of a sum not exceeding 60% of his 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 to be paid by the Company for Mr. R. S. Jauhar and his family;
  - v. Personal Accident/Health Insurance: Actual premium to be paid by the Company for Mr. R. S. Jauhar and his family;
  - vi Car: Facility of car with driver for the business of the Company;
  - vii Telephone: Free telephone facility at Residence including mobile phone;

**JAMNA AUTO INDUSTRIES LIMITED**

Reg. Office: Jai Springs Road, Industrial Area, Yamuna Nagar –135001, Haryana  
Tel: 91-1732-251810 Fax: 91-1732-251820  
CIN- 135911HR1965PLC004485



- viii. Leave Travel Concession: For Mr. R. S. Jauhar and his family once in a year incurred in accordance with any rules specified by the Company.
- ix. Earned Leave: Leave 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 the spouse, the 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 terms 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 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. R. S. Jauhar as CEO & 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."

**Resolution No. 9: Approval to make office of Mr. P.S.Jauhar, COO & Executive Director liable to determination by retirement of directors by rotation passed as a Special Resolution**

**"RESOLVED THAT** pursuant to Section 152(6) and other applicable provisions, if any, of the Companies Act, 2013 and rules and regulations made thereunder consent of the Company be and is hereby accorded to make office of Mr. P. S. Jauhar (DIN 00744518) COO & Executive Director of the Company liable to determination by retirement of directors by rotation."

**Resolution No. 10: Appointment of Mr. U.K. Singhal (DIN 01472482) as Independent Director passed as an Ordinary Resolution**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013, Mr. U. K. Singhal (DIN 01472482), Director of the Company in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a consecutive term of five years effective from April 1, 2014."

**Resolution No. 11: Appointment of Mr. C. K. Vohra (DIN 00950974) as Independent Director passed as an Ordinary Resolution**



**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013, Mr. C. K. Vohra (DIN 00950974), Director of the Company in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a consecutive term of five years effective from April 1, 2014 .”

**Resolution No. 12: Appointment of Mr. Shashi Bansal (DIN 01118864) as Independent Director passed as an Ordinary Resolution**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013, Mr. Shashi Bansal (DIN 01118864), Director of the Company in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a consecutive term of five years effective from April 1, 2014 .”

**Resolution No. 13: Appointment of Mr. Jainendar Kumar Jain (DIN 00066452) as Independent Director passed as an Ordinary Resolution**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013, Mr. Jainendar Kumar Jain (DIN 00066452), Director of the Company in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a consecutive term of five years effective from April 1, 2014.”

**Resolution No. 14: Appointment of Seth Ashok Kumar (DIN 00138677) as Independent Director passed as an Ordinary Resolution**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013, Seth Ashok Kumar (DIN 00138677), Director of the Company in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a consecutive term of five years effective from April 1, 2014 .”

**Resolution No. 15: Authorisation to create mortgage/charges/hypothecation in favor of lenders passed as a Special Resolution**

**“RESOLVED THAT** pursuant to the provisions of Section 180 (1)(a) and other applicable provisions if any of the Companies Act, 2013, the approval of the Company be and is hereby accorded to the Board of Directors of the Company to create mortgages/ charges on immovable and/ or movable properties, both present and future, in respect of all or any one or more of the properties &/ or undertakings of the Company together with power to take over the management of the business and concerns of the Company in certain events, and ranking pari- passu with or subservient & subordinate to all the existing/ prior mortgages and/ or charges that may be created in future, in favour of financial institutions whether Indian or foreign and/ or banks, whether Indian or foreign and/ or any other lending institutions or entities and/ or debentures holders/ security holders or their trustees in respect of debentures/ securities to be issued by the Company in accordance with the resolution passed in a manner as the board of directors may deem fit to secure all monies borrowed by the Company from the lending agencies together with interest, additional interest and further interest, if any, remuneration of lending agencies, cost charges, expenses and all other monies payable to the lending agencies in terms of the agreements to be entered into between the Company and the lending agencies.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to vary and/ or alter the terms and conditions of the security aforesaid in consultation with the lending agencies as may be necessary.

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**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to prepare finalize and execute with the lending agencies documents/ deeds in writing and charges as aforesaid & to do such acts, deeds matters and things as may be necessary and/ or expedient for giving effect to this resolution.”

**Resolution No.16: Authorisation to borrow monies upto an amount of Rs. 350 crore over and above paid up capital and free reserves passed as a Special Resolution**

“**RESOLVED THAT** pursuant to the provisions of Section 180 (1)(c) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Director of the Company for borrowing for and on behalf of the Company from time to time any sum or sums of monies on such terms and conditions as the Board may deem fit notwithstanding that the monies to be borrowed together with monies already borrowed by the company (apart from temporary loans obtained from the company’s bankers in the ordinary course of business) will or may exceed in the aggregate for the time being of the paid-up-capital of the Company and its free reserves provided that the total amount upto which monies may be borrowed shall not at any time exceed Rs. 350 crores ( Rupees Three Hundred & Fifty Crores only) over and above the paid-up capital of the Company and its free reserves.”

**Resolution No. 17: Arrangement of job work with Jamna Agro Implements Private Limited passed as a Special 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 subject to such approval of any authority as may be necessary, consent of the Company be and is hereby accorded to enter into or continue to enter into contract or arrangement of job work with Jamna Agro Implements Private Limited for a term of five years w.e.f. April 1, 2014 on continuing billing basis at prevailing market prices on such terms and conditions as may be mutually agreed upon between Board of Directors and Jamna Agro Implements Pvt. Limited.”

**Resolution No. 18: Arrangement of job work with MAP Auto Limited passed as a Special 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 subject to such approval of any authority as may be necessary, consent of the Company be and is hereby accorded to enter into or continue to enter into contract or arrangement of job work with MAP Auto Limited for a term of five years w.e.f. April 1, 2014 on continuing billing basis at prevailing market prices on such terms and conditions as may be mutually agreed upon between Board of Directors and MAP Auto Limited.”

**Resolution No. 19: Arrangement of warehousing and logistic services with MAP Auto Limited passed as a Special 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 subject to such approval of any authority as may be necessary, consent of the Company be and is hereby accorded to enter or continue to enter into contract or arrangement of warehousing and logistic services with MAP Auto Limited for a term of five years w.e.f. April 1, 2014 on continuing billing basis at prevailing market prices on such terms and conditions as may be mutually agreed upon between Board of Directors and MAP Auto Limited.”

**Resolution No. 20: Lease arrangement with SW Farms Private Limited passed as a Special 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 subject to such approval of any authority as may be necessary, consent of the Company be and is hereby accorded to take or continue to take on lease from

SW Farms Private Limited, 1st Floor of the property situated at 1, Park Lane, Kishan Garh, Vasant Kunj, New Delhi for the term(s) upto five years w.e.f. April 1, 2014 at monthly rent at Rs. 159,720 on such terms



and conditions including yearly increase in rent as may be mutually agreed upon between Board of Directors and SW Farms Private Limited.”

**Resolution No. 21: Lease arrangement with Mrs. Sonia Jauhar passed as a Special 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 subject to such approval of any authority as may be necessary, consent of the Company be and is hereby accorded to take or continue to take on lease from Mrs. Sonia Jauhar the property situated at 2, Park Lane, KishanGarh, Vasant Kunj, New Delhi for the term(s) upto five years w.e.f. April 1, 2014 at monthly rent at Rs. 79,860 on such terms and conditions including yearly increase in rent as may be mutually agreed upon between Board of Directors and Mrs. Sonia Jauhar.”

**Resolution No. 22: Lease arrangement with Mrs. Sonia Jauhar passed as a Special 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 subject to such approval of any authority as may be necessary, consent of the Company be and is hereby accorded to take or continue to take on lease from Mrs. Sonia Jauhar the property situated at C- 374, Block- C, Sushant Lok, Phase –I, Gurgaon (Haryana) for the term(s) upto five years w.e.f. April 1, 2014 at monthly rent at Rs. 169,400 on such terms and conditions including yearly increase in rent as may be mutually agreed upon between Board of Directors and Mrs. Sonia Jauhar.”

**Resolution No. 23: Arrangement of job work and sale of goods with M/s Jai Suspension Systems LLP passed as a Special 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 subject to such approval of any authority as may be necessary, consent of the Company be and is hereby accorded to enter into or continue to enter into contract or arrangement of job work and sale of goods to M/s Jai Suspension Systems LLP for a term of five years w.e.f. April 1, 2014 on continuing billing basis at prevailing market prices on such terms and conditions as may be mutually agreed upon between Board of Directors and M/s Jai Suspension Systems LLP.”

**Resolution No. 24: Lease arrangement with MAP Auto Limited passed as a Special 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 subject to such approval of any authority as may be necessary, consent of the Company be and is hereby accorded to give or continue to give on lease to MAP Auto Limited the shop situated at Jai Springs Road, Yamuna Nagar, Haryana for the term(s) upto five years w.e.f. April 1, 2014 at monthly rent at Rs. 17,084 on such terms and conditions including yearly increase in rent as may be mutually agreed upon between Board of Directors and MAP Auto Limited.”

The poll results were notified to the Stock Exchanges in the format prescribed under Clause 35A of the Listing Agreement and the details of the said results were also uploaded on the Company’s website.

For **Jamna Auto Industries Limited**

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



**COMBINED SCRUTINIZER'S REPORT FOR E-VOTING & POLL**  
**FOR**  
**JAMNA AUTO INDUSTRIES LIMITED**

To,

The Chairman  
JAMNA AUTO INDUSTRIES LIMITED  
Jai Spring Road, Industrial Area  
Yamuna Nagar  
**Haryana-135001**

**Subject : Passing of Resolution through electronic and poll conducted at the AGM of Jamna Auto Industries Limited held on 3<sup>rd</sup> September 2014.**

Dear Sir,

I, Ravi Sharma, PCS, holding Membership Number FCS 4468 and Certificate of Practice Number-3666 Partner of RSM & Co. Company Secretaries, D-63, JFF Complex, Jhandewalan, New Delhi 110 055 has been appointed by the Board of Directors of **JAMNA AUTO INDUSTRIES LIMITED** as a Scrutinizer for conducting the e-voting and for the purpose of the Poll taken on the below mentioned resolution(s), at the Annual General Meeting of the Company to be held on 3<sup>rd</sup> September 2014.

The Company has appointed National Securities Depository Limited (NSDL) as the Service Provider, for extending the facility for the electronic voting to the shareholder from Monday, 25<sup>th</sup> August 2014 [9.00 AM] to 27<sup>th</sup> August 2014 [6.00 PM]. The E voting results were unblocked by me on 28<sup>th</sup> August 2014 in the presence of two witnesses. For further details kindly refer my Scrutinizer report dated 1<sup>st</sup> September 2014 attached herewith.

At the AGM, it was facilitated to the members present in the meeting who could not participate in the e-voting record their votes through poll process. For details kindly refer to my Scrutinizer report in MGT 13 dated 28<sup>th</sup> August 2014.



The result of the E-voting together with that of the Poll is as under:

Resol ution No.	Subject matter of the Resolution	Particular of Business	Total No of shares	Assent/Favour		Dissent/Against	
				No of Votes	% of votes	No of Votes	% of votes
1	Adoption of Annual Accounts (Ordinary Resolution)	E-Voting	12922916	12922916	100	0	0
		Poll	3560030	3560030	100	0	0
		<b>Total</b>	<b>16482946</b>	<b>16482946</b>	<b>100</b>	<b>0</b>	<b>0</b>
2	Declaration of Preference Dividend (Ordinary Resolution)	E-Voting	12922916	12922716	99.998	200	0.002
		Poll	3560030	3560030	100	0	0
		<b>Total</b>	<b>16482946</b>	<b>16482746</b>	<b>99.999</b>	<b>200</b>	<b>0.001</b>
3	Declaration of Equity Dividend (Ordinary Resolution)	E-Voting	12922916	12922916	100	0	0
		Poll	3560030	3560030	100	0	0
		<b>Total</b>	<b>16482946</b>	<b>16482946</b>	<b>100</b>	<b>0</b>	<b>0</b>
4	Appointment of Mr. B.S Jauhar, Director retiring by rotation (Ordinary Resolution)	E-Voting	12021398	12021398	100	0	0
		Poll	42347	42347	100	0	0
		<b>Total</b>	<b>12063845</b>	<b>12063845</b>	<b>100</b>	<b>0</b>	<b>0</b>
5	Appointment of Mr. H.S Gujral, Director retiring by rotation (Ordinary Resolution)	E-Voting	12922916	12922916	100	0	0
		Poll	3560030	3560030	100	0	0
		<b>Total</b>	<b>16482946</b>	<b>16482946</b>	<b>100</b>	<b>0</b>	<b>0</b>
6	Appointment of Statutory Auditors & fixing their Remuneration (Ordinary Resolution)	E-Voting	12922916	12922916	100	0	0
		Poll	3560030	3560030	100	0	0
		<b>Total</b>	<b>16482946</b>	<b>16482946</b>	<b>100</b>	<b>0</b>	<b>0</b>
7	Appointment of Cost Auditors & fixing their Remuneration (Ordinary Resolution)	E-Voting	12922916	12922916	100	0	0
		Poll	3560030	3560030	100	0	0
		<b>Total</b>	<b>16482946</b>	<b>16482946</b>	<b>100</b>	<b>0</b>	<b>0</b>
8	Appointment of Mr. R.S. Jauhar as Whole-time Director (Special Resolution)	E-Voting	12109196	12109196	100	0	0
		Poll	42347	42347	100	0	0
		<b>Total</b>	<b>12151643</b>	<b>12151643</b>	<b>100</b>	<b>0</b>	<b>0</b>
9	Approval of Mr. P.S Jauhar as a Director liable to retire by rotation (Special Resolution)	E-Voting	12109196	12109196	100	0	0
		Poll	42347	42347	100	0	0
		<b>Total</b>	<b>12151643</b>	<b>12151643</b>	<b>100</b>	<b>0</b>	<b>0</b>
10	Appointment of Mr. U. K. Singhal as an Independent Director (Ordinary Resolution)	E-Voting	12922916	12922916	100	0	0
		Poll	3560030	3560030	100	0	0
		<b>Total</b>	<b>16482946</b>	<b>16482946</b>	<b>100</b>	<b>0</b>	<b>0</b>
11	Appointment of Mr. C. K. Vohra as an Independent Director (Ordinary Resolution)	E-Voting	12922916	12922916	100	0	0
		Poll	3560030	3560030	100	0	0
		<b>Total</b>	<b>16482946</b>	<b>16482946</b>	<b>100</b>	<b>0</b>	<b>0</b>
12	Appointment of Mr. Shashi Bansal as an Independent Director (Ordinary Resolution)	E-Voting	12922816	12922816	100	0	0
		Poll	3560030	3560030	100	0	0
		<b>Total</b>	<b>16482846</b>	<b>16482846</b>	<b>100</b>	<b>0</b>	<b>0</b>
13	Appointment of Mr. Jainendar Kumar Jain as an Independent Director	E-Voting	12922916	12922916	100	0	0
		Poll	3560030	3560030	100	0	0





	(Ordinary Resolution)	<b>Total</b>	<b>16482946</b>	<b>16482946</b>	<b>100</b>	<b>0</b>	<b>0</b>
14	Appointment of Seth Ashok Kumar as an Independent Director (Ordinary Resolution)	E-Voting	12922916	12922916	100	0	0
		Poll	3560030	3560030	100	0	0
		<b>Total</b>	<b>16482946</b>	<b>16482946</b>	<b>100</b>	<b>0</b>	<b>0</b>
15	Approval for creation of mortgage / charge under section 180(1)(a) (Special Resolution)	E-Voting	12922816	12922816	100	0	0
		Poll	3560030	3560030	100	0	0
		<b>Total</b>	<b>16482846</b>	<b>16482846</b>	<b>100</b>	<b>0</b>	<b>0</b>
16	Approval of borrowing powers under section 180(1)(c) (Special Resolution)	E-Voting	12922916	12922916	100	0	0
		Poll	3560030	3560030	100	0	0
		<b>Total</b>	<b>16482946</b>	<b>16482946</b>	<b>100</b>	<b>0</b>	<b>0</b>
17	Approve to enter into contract or continue to enter into contract or arrangement of work with Jamna Agro Implements Private Limited under Sec188 (Special Resolution)	E-Voting	12009196	12009196	100	0	0
		Poll	42347	42347	100	0	0
		<b>Total</b>	<b>12051643</b>	<b>12051643</b>	<b>100</b>	<b>0</b>	<b>0</b>
18	Approve to enter into contract or continue to enter into contract or arrangement of work with MAP Auto Limited under Sec188 (Special Resolution)	E-Voting	1387928	1387728	99.986	200	0.014
		Poll	42347	42347	100	0	0
		<b>Total</b>	<b>1430375</b>	<b>1430175</b>	<b>99.986</b>	<b>200</b>	<b>0.014</b>
19	Approve to enter into contract or continue to enter into contract or arrangement of warehousing and logistic services with MAP Auto Limited under Sec188 (Special Resolution)	E-Voting	1387928	1387728	99.986	200	0.014
		Poll	42347	42347	100	0	0
		<b>Total</b>	<b>1430375</b>	<b>1430175</b>	<b>99.986</b>	<b>200</b>	<b>0.014</b>
20	Approve to take or continue to take on lease from SW Farms Private Limited, 1 <sup>st</sup> Floor of the property situated at 1, Park Lane, Kishan Garh, Vasant Kunj, New Delhi under Sec188 (Special Resolution)	E-Voting	10970133	10969933	99.998	200	0.002
		Poll	42347	42347	100	0	0
		<b>Total</b>	<b>11012580</b>	<b>11012380</b>	<b>99.998</b>	<b>200</b>	<b>0.002</b>
21	Approve to take or continue to take on lease from Mrs. Sonia Jauhar the property situated at 2, Park Lane, Kishan Garh, Vasant Kunj, New Delhi under Sec188 (Special Resolution)	E-Voting	12109196	12108996	99.998	200	0.002
		Poll	42347	42347	100	0	0
		<b>Total</b>	<b>12151643</b>	<b>12151443</b>	<b>99.998</b>	<b>200</b>	<b>0.002</b>
22	Approve to take or continue to take on lease from Mrs. Sonia Jauhar the property situated at C-374, Block-C, Sushant Lok, Gurgaon, Haryana under Sec188 (Special Resolution)	E-Voting	12109196	12109196	100	0	0
		Poll	42347	42347	100	0	0
		<b>Total</b>	<b>12151643</b>	<b>12151643</b>	<b>100</b>	<b>0</b>	<b>0</b>
23	Approve to enter into contract or arrangement of work or sale of goods to M/s Jai Suspension Systems LLP under Sec188 (Special Resolution)	E-Voting	12109196	12108996	99.998	200	0.002
		Poll	42347	42347	100	0	0
		<b>Total</b>	<b>12151643</b>	<b>12151443</b>	<b>99.998</b>	<b>200</b>	<b>0.002</b>
24	Approve to give or continue to give on lease to MAP Auto Limited the shop situated at Jai Springs Road, Yamuna Nagar, Haryana under Sec188 (Special Resolution)	E-Voting	1387928	1387928	100	0	0
		Poll	42347	42347	100	0	0
		<b>Total</b>	<b>1430375</b>	<b>1430375</b>	<b>100</b>	<b>0</b>	<b>0</b>



All the resolutions stand passed under e voting and poll with requisite majority.

I hereby confirm that I am maintaining the Register received from the Service Provider both electronically and manual, in respect of the votes cast through e-voting and poll by the shareholder of the company. I shall be arranging to hand over these records to the Chairman or such other person as authorized by him in due course as prescribed in the said Rules.

Thanking you,



**(CS RAVI SHARMA)**

**SCRUTINIZER**

**PARTNER RSM & CO.**

**COMPANY SECRETARIES**

**FCS NO. 4468, C. P. No. 3666**



Place : Delhi

Dated : 04.09.2014



**SCRUTINIZER'S REPORT**

To,

The Chairman  
JAMNA AUTO INDUSTRIES LIMITED  
Jai Spring Road, Industrial Area  
Yamuna Nagar  
**Haryana-135001**

**Subject : Report on the e-Voting Process for the Annual General Meeting of  
JAMNA AUTO INDUSTRIES LIMITED.**

Dear Sir,

I Ravi Sharma, PCS, holding Membership Number FCS 4468 and Certificate of Practice Number -3666 Partner of RSM & Co. Company Secretaries, D-63, JFF Complex, Jhandewalan, New Delhi 110 055 has been appointed by the Board of Directors of **JAMNA AUTO INDUSTRIES LIMITED** as a Scrutinizer for conducting the e-voting process for the Annual General Meeting of the Company to be held on 3<sup>rd</sup> September 2014.

As the Scrutinizer, I report that in compliance of the provisions of Rule 20(3) (vi) of the Companies ( Management and Administration) Rule 2014, the above electronic voting remained open to the members from 25<sup>th</sup> August 2014 [9.00 AM] to 27<sup>th</sup> August 2014 [6.00 PM]. Further the e-voting period was completed three days prior to the date of meeting, as per the above Rule.

On completion of the E-voting period, in compliance of the provisions of Rule 20(3)(xi) of the Companies ( Management and Administration) Rule 2014, in the presence of two witnesses, who were not the employees of the Company. The name and signatures of the witness appeared elsewhere in this report.



The following is the summary of e-voting result:

Res olut ion No	Subject matter of the Resolution	Total No of shares through E-voting	Assent/in favour of			Dissent/against	
			No of Votes thru e- Voting	% of votes in favour of votes thru e voting	% of paid up capital	No of Votes throug h E- voting	% of votes against on votes thru E voting
1	Adoption of Annual Accounts	12922916	12922916	100	32.7	0	0
2	Declaration of Preference Dividend	12922916	12922716	99.998	32.7	200	0.002
3	Declaration of Equity Dividend	12922916	12922916	100	32.7	0	0.000
4	Appointment of Mr. B.S Jauhar, Director retiring by rotation (Ordinary Resolution)	12021398	12021398	100	30.42	0	0.000
5	Appointment of Mr. H.S Gujral, Director retiring by rotation (Ordinary Resolution)	12922916	12922916	100	32.7	0	0.000
6	Appointment of Statutory Auditors & fixing their Remuneration (Ordinary Resolution)	12922916	12922916	100	32.7	0	0.000
7	Appointment of Cost Auditors & fixing their Remuneration (Ordinary Resolution)	12922916	12922916	100	32.7	0	0.000
8	Appointment of Mr. R.S. Jauhar as Whole-time Director (Special Resolution)	12109196	12109196	100	30.64	0	0.000
9	To Approve Mr. P.S Jauhar as a Director liable to retire by rotation (Special Resolution)	12109196	12109196	100	30.64	0	0.000
10	Appointment of Mr. U. K. Singhal as an Independent Director (Ordinary Resolution)	12922916	12922916	100	32.7	0	0.000
11	Appointment of Mr. C. K. Vohra as an Independent Director (Ordinary Resolution)	12922916	12922916	100	32.7	0	0.000





12	Appointment of Mr. Shashi Bansal as an Independent Director (Ordinary Resolution)	12922816	12922816	100	32.7	0	0.000
13	Appointment of Mr. Jainendar Kumar Jain as an Independent Director (Ordinary Resolution)	12922916	12922916	100	32.7	0	0.000
14	Appointment of Seth Ashok Kumar as an Independent Director (Ordinary Resolution)	12922916	12922916	100	32.7	0	0.000
15	Approve the power for creation of mortgage / charge under section 180(1)(a) (Special Resolution)	12922816	12922816	100	32.7	0	0.000
16	Approve Borrowing powers under section 180(1)(c) (Special Resolution)	12922916	12922916	100	32.7	0	0.000
17	Approve to enter into contract or continue to enter into contract or arrangement of work with Jamna Agro Implements Private Limited under Sec188 (Special Resolution)	12009196	12009196	100	30.39	0	0.000
18	Approve to enter into contract or continue to enter into contract or arrangement of work with MAP Auto Limited under Sec188 (Special Resolution)	1387928	1387728	99.98559	3.512	200	0.014
19	Approve to enter into contract or continue to enter into contract or arrangement of warehousing and logistic services with MAP Auto Limited under Sec188 (Special Resolution)	1387928	1387728	99.98559	3.512	200	0.014
20	Approve to take or continue to take on lease from SW Farms Private Limited, 1 <sup>st</sup> Floor of the property situated at 1, Park Lane, Kishan Garh, Vasant Kunj, New Delhi under Sec188 (Special Resolution)	10970133	10969933	99.99817	27.76	200	0.002



21	Approve to take or continue to take on lease from Mrs. Sonia Jauhar the property situated at 2, Park Lane, KishanGarh, Vasant Kunj, New Delhi under Sec188 (Special Resolution)	12109196	12108996	99.99834	30.64	200	0.002
22	Approve to take or continue to take on lease from Mrs. Sonia Jauhar the property situated at C-374, Block-C, Sushant Lok, Gurgaon, Haryana under Sec188 (Special Resolution)	12109196	12109196	100	30.64	0	0.000
23	Approve to enter into contract or arrangement of work or sale of goods to M/s Jai Suspension Systems LLP under Sec188 (Special Resolution)	12109196	12108996	100	30.64	200	0.002
24	Approve to give or continue to give on lease to MAP Auto Limited the shop situated at Jai Springs Road, Yamuna Nagar, Haryana under Sec188 (Special Resolution)	1387928	1387928	100	3.512	0	0.000

You may accordingly declare the result of the e-voting.

Thanking you,



**(CS RAVI SHARMA)**

**SCRUTINIZER**

**PARTNER [RSM & CO.]**

**COMPANY SECRETARIES**



**FCS NO. 4468, C. P. No. 3666**

Place : Delhi

Dated : 01.09.2014

Witnesses to the unblocking of Votes:

1. Ms. Suman Pandey

D-307A, Lajpat Nagar,  
Sahibabad, Ghaziabad U.P.

2. Ms. Parul Sharma

D-63, JFF Complex , Jhandewalan  
New Delhi 110 055



**FORM No. MGT-13: Report of Scrutinizer(s)**  
[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2)  
of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman  
JAMNA AUTO INDUSTRIES LIMITED  
Jai Spring Road, Industrial Area  
Yamuna Nagar  
**Haryana-135001**

**Polling Result: ANNUAL GENERAL MEETING of the Equity Shareholders of JAMNA  
AUTO INDUSTRIES LIMITED held on 3<sup>rd</sup> September 2014.**

Dear Sir,

I Ravi Sharma, PCS, holding Membership Number FCS 4468 and Certificate of Practice Number -3666 Partner of RSM & Co. Company Secretaries, appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 48<sup>th</sup> Annual General Meeting of the Equity Shareholders of **JAMNA AUTO INDUSTRIES LIMITED**, held on 3<sup>rd</sup> September 2014 at the Registered Office of the Company at Jai Springs Road, Industrial Area, Yamuna Nagar-135001, Haryana submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



4. The result of the Poll is as under:

**Resolution 1: Adoption of Audited Financial Statement of the Company for the financial year ended March 31, 2014, the reports of the Board of Directors and Auditors thereon (Ordinary Resolution)**

**(I) VOTED IN FAVOUR THE RESOLUTION:**

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
34	3560130	100%

**(II) VOTED AGAINST THE RESOLUTION:**

No. of Members present and voting (in person or by proxy )	Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

**(III) INVALID VOTES OF THE RESOLUTION:**

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

**Resolution 2: Declaration of Dividend for the financial year ended 31st March, 2014 on Preference Shares to IFCI Ltd. (Ordinary Resolution)**

**(I) VOTED IN FAVOUR THE RESOLUTION:**

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
34	3560130	100%

**(II) VOTED AGAINST THE RESOLUTION:**

No. of Members present and voting (in person or by proxy )	Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

**(III) INVALID VOTES OF THE RESOLUTION:**

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL



**Resolution 3: Declaration of Dividend for the financial year ended 31st March, 2014 on Equity Shares (Ordinary Resolution)**

**(I) VOTED IN FAVOUR THE RESOLUTION:**

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
34	3560130	100%

**(II) VOTED AGAINST THE RESOLUTION:**

No. of Members present and voting (in person or by proxy )	Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

**(III) INVALID VOTES OF THE RESOLUTION:**

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

**Resolution 4: Appointment of Mr. B.S Jauhar, Director retiring by rotation (Ordinary Resolution)**

**(I) VOTED IN FAVOUR THE RESOLUTION:**

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
34	42447	100%

**(II) VOTED AGAINST THE RESOLUTION:**

No. of Members present and voting (in person or by proxy )	Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

**(III) INVALID VOTES OF THE RESOLUTION:**

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL



**Resolution 5: Appointment of Mr. H.S Gujral, Director retiring by rotation (Ordinary Resolution)**

**(I) VOTED IN FAVOUR THE RESOLUTION:**

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
34	3560130	100%

**(II) VOTED AGAINST THE RESOLUTION:**

No. of Members present and voting (in person or by proxy )	Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

**(III) INVALID VOTES OF THE RESOLUTION:**

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

**Resolution 6: Appointment of Statutory Auditors & fixing their Remuneration (Ordinary Resolution)**

**(I) VOTED IN FAVOUR THE RESOLUTION:**

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
34	3560130	100%

**(II) VOTED AGAINST THE RESOLUTION:**

No. of Members present and voting (in person or by proxy )	Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

**(III) INVALID VOTES OF THE RESOLUTION:**

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL



**Resolution 7: Appointment of Cost Auditors & fixing their Remuneration (Ordinary Resolution)**

**(I) VOTED IN FAVOUR THE RESOLUTION:**

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
34	3560130	100%

**(II) VOTED AGAINST THE RESOLUTION:**

No. of Members present and voting (in person or by proxy )	Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

**(III) INVALID VOTES OF THE RESOLUTION:**

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

**Resolution 8: Appointment of Mr. R.S. Jauhar as Whole-time Director (Special Resolution)**

**(I) VOTED IN FAVOUR THE RESOLUTION:**

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
34	42447	100%

**(II) VOTED AGAINST THE RESOLUTION:**

No. of Members present and voting (in person or by proxy )	Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

**(III) INVALID VOTES OF THE RESOLUTION:**

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL



**Resolution 9: To Approve Mr. P.S Jauhar as a Director liable to retire by rotation (Special Resolution)**

**(I) VOTED IN FAVOUR THE RESOLUTION:**

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
34	42447	100%

**(II) VOTED AGAINST THE RESOLUTION:**

No. of Members present and voting (in person or by proxy )	Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

**(III) INVALID VOTES OF THE RESOLUTION:**

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

**Resolution 10: Appointment of Mr. U. K. Singhal as an Independent Director (Ordinary Resolution)**

**(I) VOTED IN FAVOUR THE RESOLUTION:**

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
34	3560130	100%

**(II) VOTED AGAINST THE RESOLUTION:**

No. of Members present and voting (in person or by proxy )	Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

**(III) INVALID VOTES OF THE RESOLUTION:**

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL



**Resolution 11: Appointment of Mr. C. K. Vohra as an Independent Director (Ordinary Resolution)**

**(I) VOTED IN FAVOUR THE RESOLUTION:**

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
34	3560130	100%

**(II) VOTED AGAINST THE RESOLUTION:**

No. of Members present and voting (in person or by proxy )	Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

**(III) INVALID VOTES OF THE RESOLUTION:**

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

**Resolution 12: Appointment of Mr. Shashi Bansal as an Independent Director (Ordinary Resolution)**

**(I) VOTED IN FAVOUR THE RESOLUTION:**

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
34	3560130	100%

**(II) VOTED AGAINST THE RESOLUTION:**

No. of Members present and voting (in person or by proxy )	Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

**(III) INVALID VOTES OF THE RESOLUTION:**

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL



**Resolution 13: Appointment of Mr. Jainendar Kumar Jain as an Independent Director (Ordinary Resolution)**

**(I) VOTED IN FAVOUR THE RESOLUTION:**

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
34	3560130	100%

**(II) VOTED AGAINST THE RESOLUTION:**

No. of Members present and voting (in person or by proxy )	Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

**(III) INVALID VOTES OF THE RESOLUTION:**

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

**Resolution 14: Appointment of Seth Ashok Kumar as an Independent Director (Ordinary Resolution)**

**(I) VOTED IN FAVOUR THE RESOLUTION:**

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
34	3560130	100%

**(II) VOTED AGAINST THE RESOLUTION:**

No. of Members present and voting (in person or by proxy )	Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

**(III) INVALID VOTES OF THE RESOLUTION:**

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL





**Resolution 15: Approve the power for creation of mortgage / charge under section 180(1)(a) (Special Resolution)**

**(I) VOTED IN FAVOUR THE RESOLUTION:**

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
34	3560130	100%

**(II) VOTED AGAINST THE RESOLUTION:**

No. of Members present and voting (in person or by proxy )	Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

**(III) INVALID VOTES OF THE RESOLUTION:**

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

**Resolution 16: Approve the Borrowing powers under section 180(1)(c) (Special Resolution)**

**(I) VOTED IN FAVOUR THE RESOLUTION:**

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
34	3560130	100%

**(II) VOTED AGAINST THE RESOLUTION:**

No. of Members present and voting (in person or by proxy )	Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

**(III) INVALID VOTES OF THE RESOLUTION:**

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL



**Resolution 17: Approve to enter into contract or continue to enter into contract or arrangement of work with Jamna Agro Implements Private Limited under Sec188 (Special Resolution)**

**(I) VOTED IN FAVOUR THE RESOLUTION:**

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
34	42447	100%

**(II) VOTED AGAINST THE RESOLUTION:**

No. of Members present and voting (in person or by proxy )	Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

**(III) INVALID VOTES OF THE RESOLUTION:**

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

**Resolution 18: Approve to enter into contract or continue to enter into contract or arrangement of work with MAP Auto Limited under Sec188 (Special Resolution)**

**(I) VOTED IN FAVOUR THE RESOLUTION:**

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
34	42447	100%

**(II) VOTED AGAINST THE RESOLUTION:**

No. of Members present and voting (in person or by proxy )	Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

**(III) INVALID VOTES OF THE RESOLUTION:**

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL



**Resolution 19: Approve to enter into contract or continue to enter into contract or arrangement of warehousing and logistic services with MAP Auto Limited under Sec188 (Special Resolution)**

**(I) VOTED IN FAVOUR THE RESOLUTION:**

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
34	42447	100%

**(II) VOTED AGAINST THE RESOLUTION:**

No. of Members present and voting (in person or by proxy )	Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

**(III) INVALID VOTES OF THE RESOLUTION:**

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

**Resolution 20: Approve to take or continue to take on lease from SW Farms Private Limited, 1<sup>st</sup> Floor of the property situated at 1, Park Lane, Kishan Garh, Vasant Kunj, New Delhi under Sec188 (Special Resolution)**

**(I) VOTED IN FAVOUR THE RESOLUTION:**

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
34	42447	100%

**(II) VOTED AGAINST THE RESOLUTION:**

No. of Members present and voting (in person or by proxy )	Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

**(III) INVALID VOTES OF THE RESOLUTION:**

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL



**Resolution 21: Approve to take or continue to take on lease from Mrs. Sonia Jauhar the property situated at 2, Park Lane, KishanGarh, Vasant Kunj, New Delhi under Sec188 (Special Resolution)**

**(I) VOTED IN FAVOUR THE RESOLUTION:**

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
34	42447	100%

**(II) VOTED AGAINST THE RESOLUTION:**

No. of Members present and voting (in person or by proxy )	Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

**(III) INVALID VOTES OF THE RESOLUTION:**

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

**Resolution 22: Approve to take or continue to take on lease from Mrs. Sonia Jauhar the property situated at C-374, Block-C, Sushant Lok, Gurgaon, Haryana under Sec188 (Special Resolution)**

**(I) VOTED IN FAVOUR THE RESOLUTION:**

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
34	42447	100%

**(II) VOTED AGAINST THE RESOLUTION:**

No. of Members present and voting (in person or by proxy )	Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

**(III) INVALID VOTES OF THE RESOLUTION:**

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL



**Resolution 23: Approve to enter into contract or arrangement of work or sale of goods to M/s Jai Suspension Systems LLP under Sec188 (Special Resolution)**

**(I) VOTED IN FAVOUR THE RESOLUTION:**

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
34	42447	100%

**(II) VOTED AGAINST THE RESOLUTION:**

No. of Members present and voting (in person or by proxy )	Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

**(III) INVALID VOTES OF THE RESOLUTION:**

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

**Resolution 24: Approve to give or continue to give on lease to MAP Auto Limited the shop situated at Jai Springs Road, Yamuna Nagar, Haryana under Sec188 (Special Resolution)**

**(I) VOTED IN FAVOUR THE RESOLUTION:**

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
34	42447	100%

**(II) VOTED AGAINST THE RESOLUTION:**

No. of Members present and voting (in person or by proxy )	Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

**(III) INVALID VOTES OF THE RESOLUTION:**

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
34	42447	100%



The poll papers and all other relevant records were sealed and handed over to the Company Secretary of the Company, authorised by the Board for safe keeping.

Thanking you,



**(CS RAVI SHARMA)**  
**SCRUTINIZER**  
**PARTNER**  
**RSM & CO.**  
**COMPANY SECRETARIES**



**FCS NO. 4468, C. P. No. 3666**

Place : Delhi

Dated : 04.09.2014