JAMNA AUTO INDUSTRIES LTD
Regd Office: Jai Springs Road, Industrial Area, Yamuna Nagar-135001, Haryana
Phone & Fax: 01732-251810 /11/14 email:praveen@jaispring.com
CIN No.: L35911HR1965PLC004485

Details of Voting Results

Date of the AGM :	August 12, 2016
Total number of shareholders on record date i.e. August 5, 2016:	29460
No. of shareholders present in the meeting either in person or through proxy: 1. Promoters and Promoter Group: 9 2. Public:43	52
No. of Shareholders attended the meeting through Video Conferencing: 1. Promoters and Promoter Group: 2. Public:	Not arranged

Agenda-wise

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, 2016.

Resolution required:				Ordinary				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	**Mode of Voting**	**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	E-Voting	38154630	0	0	0	0	0	0
	Poll		37508258	98.31	37508258	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total	**38154630**	**37508258**	**98.31**	**37508258**	**0**	**100**	**0**
Public Institutional Holders	E-Voting	5745613	2783278	48.44	2783278	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	**5745613**	**2783278**	**48.44**	**2783278**	**0**	**100**	**0**
Public-Others	E-Voting	35736133	16376	0.05	16376	0	100	0
	Poll		268446	0.75	268446	0	100	0
	Postal Ballot		-	-	-	-	-	-
	Total	**35736133**	**284822**	**0.8**	**284822**	**0**	**100**	**0**
Total		**79636376**	**40576358**	**50.95**	**40576358**	**0**	**100**	**0**

Resolution 2: Declaration of Dividend on Equity Shares.

Resolution required:				Ordinary				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	**Mode of Voting**	**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	E-Voting	38154630	0	0	0	0	0	0
	Poll		37508258	98.31	37508258	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total	**38154630**	**37508258**	**98.31**	**37508258**	**0**	**100**	**0**

Public Institutional Holders	E-Voting	5745613	2882996	50.18	2882996	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	**5745613**	**2882996**	**50.18**	**2882996**	**0**	**100**	**0**
Public-Others	E-Voting	35736133	16376	0.05	16376	0	100	0
	Poll		268446	0.75	268446	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total	**35736133**	**284822**	**0.80**	**284822**	**0**	**100**	**0**
Total		**79636376**	**40676076**	**51.08**	**40676076**	**0**	**100**	**0**

Resolution 3: Re- Appointment of Mr. B.S. Jauhar as director liable to retire by rotation.

Resolution required:					Ordinary			
Whether promoter/ promoter group are interested in the agenda/resolution?					Yes			
Category	**Mode of Voting**	**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	E-Voting	38154630	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	**38154630**	**0**	**0**	**0**	**0-**	**0**	**0**
Public Institutional Holders	E-Voting	5745613	2882996	50.18	2414675	468321	83.76	16.24
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	**5745613**	**2882996**	**50.18**	**2414675**	**468321**	**83.76**	**16.24**
Public-Others	E-Voting	35736133	16376	0.05	15276	1100	93.28	6.72
	Poll		268446	0.75	268446	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total	**35736133**	**284822**	**0.80**	**283722**	**1100**	**93.28**	**6.72**
Total		**79636376**	**3167818**	**3.98**	**2698397**	**469421**	**85.18**	**14.82**

Resolution 4: Re- Appointment of Mr. H. S. Gujral as director liable to retire by rotation.

Resolution required:					Ordinary			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	**Mode of Voting**	**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	E-Voting	38154630	0	0	0	0	0	0
	Poll		37508258	98.31	37508258	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total	**38154630**	**37508258**	**98.31**	**37508258**	**0**	**100**	**0**
Public	E-Voting	5745613	2882996	50.18	2414675	468321	83.76	16.24

Institutional Holders	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	**5745613**	**2882996**	**50.18**	**2414675**	**468321**	**83.76**	**16.24**
Public-Others	E-Voting	35736133	16371	0.05	15271	1100	93.28	6.72
	Poll		257746	0.72	257746	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total	**35736133**	**274117**	**0.77**	**273017**	**1100**	**100**	**0**
Total		**79636376**	**40665371**	**51.06**	**40195950**	**469421**	**98.84**	**1.16**

Resolution 5: Rectification of appointment of M/s S.R. Batliboi & Co., Chartered Accountants as Statutory Auditors of the Company.

Resolution required:								
Whether promoter/ promoter group are interested in the agenda/resolution?				Ordinary No				
Category	**Mode of Voting**	**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	E-Voting	38154630	0	0	0	0	0	0
	Poll		37508258	98.31	37508258	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total	**38154630**	**37508258**	**98.31**	**37508258**	**0**	**100**	**0**
Public Institutional Holders	E-Voting	5745613	2770390	48.22	2770390	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	**5745613**	**2770390**	**48.22**	**2770390**	**0**	**100**	**0**
Public-Others	E-Voting	35736133	16376	0.05	16376	0	100	0
	Poll		268446	0.75	268446	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total	**35736133**	**284822**	**0.80**	**284822**	**0**	**100**	**0**
Total		**79636376**	**40563470**	**50.94**	**40563470**	**0**	**100**	**0**

Resolution 6: Ratification of Remuneration to be paid to Cost Auditors.

Resolution required:								
Whether promoter/ promoter group are interested in the agenda/resolution?				Ordinary No				
Category	**Mode of Voting**	**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	E-Voting	38154630	0	0	0	0	0	0
	Poll		37508258	98.31	37508258	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total	**38154630**	**37508258**	**98.31**	**37508258**	**0**	**100**	**0**
Public	E-Voting	5745613	2882996	50.18	2882996	0	100	0

Institutional Holders	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	**5745613**	**2882996**	**50.18**	**2882996**	**0**	**100**	**0**
Public-Others	E-Voting	35736133	16376	0.05	16376	0	100	0
	Poll		268446	0.75	268446	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total	**35736133**	**284822**	**0.80**	**284822**	**0**	**100**	**0**
Total		**79636376**	**40676076**	**51.08**	**40676076**	**0**	**100**	**0**

Resolution 7: Re-appointment of Mr. H. S. Gujral as Executive Director for a period of 3 years w.e.f. May 30, 2016 and fixing his remuneration.

Resolution required:								Special
Whether promoter/ promoter group are interested in the agenda/resolution?								No
Category	**Mode of Voting**	**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	E-Voting	38154630	0	0	0	0	0	0
	Poll		37508258	98.31	37508258	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total	**38154630**	**37508258**	**98.31**	**37508258**	**0**	**100**	**0**
Public Institutional Holders	E-Voting	5745613	2882996	50.18	2882996	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	**5745613**	**2882996**	**50.18**	**2882996**	**0**	**100**	**0**
Public-Others	E-Voting	35736133	16271	0.05	15101	1170	92.81	7.19
	Poll		257746	0.72	257746	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		**274017**	**0.77**	**272847**	**1170**	**100**	**0**
Total		**79636376**	**40665271**	**51.06**	**40664101**	**1170**	**99.99**	**0.01**

Resolution 8: Approval of Related Party Transaction with M/s Jai Suspension Systems LLP

Resolution required:								Special
Whether promoter/ promoter group are interested in the agenda/resolution?								Yes
Category	**Mode of Voting**	**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	E-Voting	38154630	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	**38154630**	**0**	**0**	**0**	**0**	**0**	**0**
Public	E-Voting	5745613	2882996	50.18	2882996	0	100	0

Institutional Holders	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	**5745613**	**2882996**	**50.18**	**2882996**	**0**	**100**	**0**
Public-Others	E-Voting	35736133	16192	0.05	15502	690	95.74	4.26
	Poll		268446	0.75	268446	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total	**35736133**	**284638**	**0.80**	**283948**	**690**	**95.74**	**4.26**
Total		**79636376**	**3167634**	**3.98**	**3166944**	**690**	**99.97**	**0.03**

Resolution 9: Appointment of Mr. P. S. Jauhar as Managing Director and CEO of the Company for the rest of his term

Resolution required:				Special				
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes				
Category	**Mode of Voting**	**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	E-Voting	38154630	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	38154630	0	0	0	0	0	0
Public Institutional Holders	E-Voting	5745613	2882996	50.18	2882996	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	5745613	2882996	50.18	2882996	0	100	0
Public-Others	E-Voting	35736133	16376	0.05	15861	515	96.86	3.14
	Poll		268446	0.75	268446	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total	**35736133**	**284822**	**0.80**	**284307**	**515**	**96.86**	**3.14**
Total		**79636376**	**3167818**	**3.98**	**3167303**	**515**	**99.98**	**0.02**

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

Gist of the proceedings of the Annual General Meeting of Jamna Auto Industries Limited held on August 12, 2016.

Pursuant to the provisions of section 96 of the Companies Act, 2016 and the resolution passed at the meeting of the Board of Directors of the Company held on May 20, 2016 the 50th Annual General Meeting of the Members of the Company was held on August 12, 2016 at 9.30 a.m. at the registered office of the Company at Jai Springs Road, Industrial Area, Yamuna Nagar-135001, Haryana.

Total 52 Members (including proxies) attended the Meeting as per records of attendance. The quorum required for conducting the annual general meeting pursuant to section 103 of the Companies Act, 2016 was duly present.

The Chairman called the Meeting to order and introduced the Directors to the members present. With the consent of the Members present, the Notice dated May 20, 2016 convening the meeting, which had been duly served on all the members was taken as read. The Chairman then requested the Company Secretary to read the Auditors Report. The Auditors Report dated May 20, 2016 on the Balance Sheet as at March 31, 2016 and the Statement of Profit and Loss and the Cash Flow Statement for the year ended on March 31, 2016 was read out by the Company Secretary.

The Chairman then gave an overview of the financial performance of the Company for the financial year ended March 31, 2016 and its future outlook. Questions and queries raised by members on the annual accounts and outlook of the Company were satisfactorily answered by the Chairman and Mr. P. S. Jauhar, Managing Director & CEO. The Chairman thereafter informed the members that 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.

The Chairman further 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 9, 2016 and ended at 5.00 p.m on August 11, 2016. For the members present in person or through proxies at the Annual General Meeting who have not availed the e-voting facility, the Company has arranged for a poll on all the 9 resolutions to be passed at the Meeting, to vote in proportion to the shares held by them. 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.

Thereafter, all the 9 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 9 of the Notice of 50th 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 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 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 50th Annual General Meeting of the Company.

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:

JAMNA AUTO INDUSTRIES LTD
Regd Office: Jai Springs Road, Industrial Area, Yamuna Nagar-135001, Haryana
Phone & Fax: 01732-251810 /11/14 email:praveen@jaispring.com
CIN No.: L35911HR1965PLC004485

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, 2016 passed as an Ordinary Resolution

"**RESOLVED THAT** Annual Accounts of the Company for the year ended March 31, 2016 along with Auditors' Report and Directors' Report thereon, be and are hereby considered, approved and adopted."

Resolution No. 2: 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. 2.75 per equity share be paid out of the profits of the company for the financial year ended March 31, 2016 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 Friday, August 05, 2016."

Resolution No. 3: 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 152 of the Companies Act, 2013 and being eligible offer himself for re-appointment be and is hereby re-appointed as Director of the Company."

Resolution No. 4: 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 152 of the Companies Act, 2013 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 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, the appointment of M/s S. R. Batliboi & CO, LLP; Chartered Accountants, who were appointed as Statutory Auditors of the Company to hold office from the conclusion of 48th Annual General Meeting upto the conclusion of the 52nd Annual General Meeting be and is hereby ratified for the period from conclusion of this Annual General Meeting up to the conclusion of next Annual General Meeting at such terms and remuneration as may be determined from time to time by the Board of Directors or Audit Committee in consultation with the auditors, exclusive of travelling and reimbursement of out of pocket expenses."

SPECIAL BUSINESSES:

Resolution No. 6: Ratification of Remuneration to be paid to Cost Auditors passed as a Special Resolution

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and 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, 2017 as approved by the Board of Directors on the recommendation made by the Audit Committee of the Company be and is hereby ratified."

Resolution No. 7: Appointment of Mr. H.S. Gujral as Executive Director and fixing his remuneration for a period of 3 years w.e.f. May 30, 2106 passed as a Special Resolution

"RESOLVED THAT in accordance with the provisions of Section 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) approval of the members be and is hereby accorded for Re-appointment of Mr. H.S. Gujral (DIN 00518705) as Executive Director of the Company for a period of 3 years with effect from May 30, 2016 to May 29, 2019 on the terms and conditions and remuneration including minimum remuneration, as set out herein below."

1. **Salary (per month)**: INR 63,800
2. **Special Allowance (per month)**: INR 20,000.
3. **Perquisites**: In addition to the above salary and special Allowances, Mr. H.S. Gujral 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. H.S. Gujral and his family. In case Mr. H. S. Gujral does not opt for Company provided accommodation at any time he shall be paid house rent allowances of a sum not exceeding INR 25,520 per month.

   ii. Medical Reimbursement: Reimbursement of actual medical expenses upto INR 1,250 per month incurred by Mr. H. S. Gujral and his family;

   iii. Reimbursement of actual conveyance expenses utpo INR 13,000 per month incurred by Mr. H. S. Gujral;

   iv. Reimbursement of salary of one driver upto INR 10,000 per month;

   v. Reimbursement of actual expenses of on phone utpo INR 1,300 per month;

   vi. Leave Travel Allowance incurred in accordance with any rules specified by the Company for self and family once in a year upto INR 4,150 per month.

   vii. Earned Leave: Leave on full pay and allowances as per the rules of the Company;

   viii. Contribution to Provident and Superannuation funds: Company's contribution to Provident and Superannuation funds will be as per the rules of the Company; and

   ix. Gratuity: Not exceeding half month's salary for each completed year of service as per rules of the Company.

   x. Performance bonus upto Rs.4 lacs in a financial year

   Explanation:

   i) For the aforesaid purposes "Family" means the spouse, the dependent children and dependent parents of Mr. H. S. Gujral.

   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 the terms of office of Mr. H. S. Gujral shall be liable to determination by rotation.

RESOLVED FURTHER THAT the aggregate amount of remuneration payable to Mr. H. S. Gujral 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. H. S. Gujral 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. H. S. Gujral 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. 8: Approval of Related Party Transaction 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, approval of the members be and is hereby accorded to enter into or continue to enter into contract or arrangement of Sale, Purchase, Supply of goods or material or availing, rendering any services from/to M/s Jai Suspension Systems LLP 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. 9: Appointment of Mr. P.S. Jauhar as Managing Director and CEO of the Company for the rest of his term passed as a Special Resolution

"RESOLVED THAT in accordance with the provisions of Section 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules and regulations made thereunder, the appointment of Mr. P.S. Jauhar (DIN 00744518), who was initially appointed as Whole Time Director designated as COO & Executive Director, as Managing Director and CEO of the Company be and is hereby approved for the rest of his term. The other terms and conditions of his appointment including remuneration shall remain same."

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

R S M & CO.
Company Secretaries

D-63, JFF Complex, Jhandewalan, New Delhi 110055
Tel. 011-23623813, 9911919008
Email info@csrsm.com

SCRUTINIZER'S REPORT
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(ix) of the Companies (Management and Administration) Amendment Rules, 2015]

The Chairman
Jamna Auto Industries Limited

50th Annual General Meeting of the Members of Jamna Auto Industries Limited held on Friday, the 12th August, 2016 at 09.30 A. M. at Jai Springs Road, Industrial Area, Yamuna Nagar-135001.

Dear Sir,

I, Ravi Sharma, Practising Company Secretary, appointed by the Board of Directors of the Company at the meeting held on 20th May, 2016 to act as the Scrutinizer in terms of Section 108 of the Companies Act, 2013 read with Rule 20(4)(ix) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of scrutinizing the process of remote e-voting and voting at the 50th Annual General Meeting (AGM) of the Company in respect of the Resolutions for approval at the said AGM, do hereby submit my report as follows:-

1. All the Resolutions for approval at the AGM were transacted through remote e-voting and also voting at the AGM venue, for which purpose the Board of Directors of the Company engaged the services of National Securities Depository Limited (NSDL).

2. Members whose names were recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. 05th August 2016 were entitled to cast their votes by remote e-voting or voting at the AGM venue.

3. Voting through remote e-voting commenced at 9.00 a.m. on 9th August, 2016 and closed at 5.00 p.m. on 11th August, 2016 when remote e-voting was blocked by NSDL

4. In respect of those Members present at the AGM who did not cast their votes by remote e-voting prior to the AGM, facility of physical voting through ballot papers was provided at the AGM venue.

5. After the conclusion of voting at the AGM venue, the votes cast through voting at the AGM venue and remote e-voting were unblocked on 12th August, 2016 at 11.00 a.m. in the presence of 2 (two) witnesses, Ms. Suman Pandey and Mr. Amit Sharma neither of whom are in the employment of the Company.

6. Based on the reports generated from NSDL's e-voting website www.evoting.nsdl.com and on the basis of physical voting done at the venue of AGM, which I have scrutinized, the consolidated results of voting are reported as under:

RSM & CO. CS New Delhi COMPANY SECRETARIES

ORDINARY BUSINESS

Item No. 1- Ordinary Resolution

FOR ADOPTION OF THE AUDITED FINANCIAL STATEMENT OF THE COMPANY AS AT 31ST MARCH, 2016 AND THE STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	75	2799654	52	37776704	127	40576358	100.00
Voted against the resolution	0	0	0	0	0	0	0.00
Total	75	2799654	52	37776704	127	40576358	100
Invalid Votes	NIL		NIL		NIL		

Item No. 2 - Ordinary Resolution

FOR DECLARATION OF DIVIDEND ON EQUITY SHARES.

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	76	2899372	52	37776704	128	40676076	100.00
Voted against the resolution	0	0	0	0	0	0	0.00
Total	76	2899372	52	37776704	128	40676076	100
Invalid Votes	NIL		NIL		NIL		

Item No. 3 - Ordinary Resolution

FOR APPOINTMENT OF DIRECTOR IN PLACE OF MR. B.S. JAUHAR, DIN (00944380), WHO RETIRES BY ROTATION.

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	64	2429951	43	268446	107	2698397	85.18
Voted against the resolution	12	469421	0	0	12	469421	14.82
Total	76	2899372	43	268446	119	3167818	100
Invalid Votes	NIL		NIL		NIL		

*Votes of related parties are not considered for this resolution

RSM & CO. CS New Delhi COMPANY SECRETARIES

Item No. 4 - Ordinary Resolution

FOR APPOINTMENT OF DIRECTOR IN PLACE OF MR. H.S. GUJRAL, DIN (00518705), WHO RETIRES BY ROTATION.

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	63	2429946	52	37776704	115	40206650	98.85
Voted against the resolution	12	469421	0	0	12	469421	1.15
Total	75	2899367	52	37776704	127	40676071	100
Invalid Votes	NIL		NIL		NIL		

*Votes of related parties are not considered for this resolution

Item No. 5 - Ordinary Resolution

FOR RATFICATION OF APPOINTMENT OF M/S S.R. BATLIBIOI & CO., LLP, CHARTERED ACCOUNTANTS FROM CONCULSION OF THIS AGM UPTO THE CONCLUSION OF NEXT AGM

	Remote e-voting*		Voting at the AGM venue*		Consolidated voting results*		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	75	2786766	52	37776704	127	40563470	100.00
Voted against the resolution	0	0	0	0	0	0	0.00
Total	75	2786766	52	37776704	127	40563470	100
Invalid Votes	NIL		NIL		NIL		

SPECIAL BUSINESS

Item No. 6 - Ordinary Resolution

FOR RATIFICATION THE REMUNERATION OF M/S VIJENDER SHARMA & CO., COST ACCOUNTANTS AND M/S GOYAL, GOYAL & ASSOCIATES, COST ACCOUNTANTS FOR THE FINANCIAL YEAR ENDING 31ST MARCH, 2017.

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	76	2899372	52	37776704	128	40676076	100.00
Voted against the resolution	0	0	0	0	0	0	0.00
Total	76	2899372	52	37776704	128	40676076	100
Invalid Votes	NIL		NIL		NIL		

RSM & CO. CS New Delhi COMPANY SECRETARIES

Item No. 7 - Special Resolution

FOR RE- APPOINTMENT OF MR. H.S. GUJRAL (DIN 00518705) AS EXECUTIVE DIRECTOR AND FIXING HIS REMUNERATION FOR A PREIOD OF 3 YEARS.

	Remote e-voting*		Voting at the AGM venue*		Consolidated voting results*		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	70	2898097	51	37766004	121	40664101	99.997
Voted against the resolution	5	1170	0	0	5	1170	0.003
Total	75	2899267	51	37766004	126	40665271	100
Invalid Votes		NIL		NIL			NIL

*Votes of related parties are not considered for this resolution

Item No. 8 - Special Resolution

FOR APPROVAL OF RELATED PARTY TRANSACTION WITH M/S JAI SUSPENSION SYSTEMS LLP

	Remote e-voting*		Voting at the AGM venue*		Consolidated voting results*		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	72	2898498	43	268446	115	3166944	99.978
Voted against the resolution	3	690	0	0	3	690	0.022
Total	75	2899188	43	268446	118	3167634	100
Invalid Votes		NIL		NIL			NIL

*Votes of related parties are not considered for this resolution

Item No. 9 - Special Resolution

FOR APPOINTMENT OF MR. P.S JAUHAR (DIN 00744518) AS MANAGING DIRECTOR WHO WAS INITIALLY APPOINTED AS WHOLE TIME DIRECTOR OF THE COMPANY DESIGNATED AS COO & EXECUTIVE DIRECTOR.

	Remote e-voting*		Voting at the AGM venue*		Consolidated voting results*		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	73	2898857	43	268446	116	3167303	99.98
Voted against the resolution	3	515	0	0	3	515	0.02
Total	76	2899372	43	268446	119	3167818	100
Invalid Votes		NIL		NIL			NIL

*Votes of related parties are not considered for this resolution

RSM & CO. New Delhi COMPANY SECRETARIES

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

I hereby confirm that I am maintaining the registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-voting and poll by the shareholders of the Company.

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
Yours Sincerely

RSM & CO. CS New Delhi COMPANY SECRETARIES

RAVI SHARMA
SCRUTINIZER C. P. NO. 3666
PARTNER, RSM & CO., COMPANY SECRETARIES,
NEW DELHI

Date : 13.08.2016
Place : New Delhi

.....
Signed by Shri. Praveen Lakhera (Company Secretary)
~~Chairman of the Meeting~~
Authorized representative of Chairman of the meeting

We the undersigned have witnessed that the votes cast through remote e-voting and voting through ballot at the AGM venue were unblocked in our presence on 12th August, 2016 at 11.00 A.M

Name: Ms. Suman Pandey
Address: D-63, JFF Complex,
Jhandewalan (New Delhi) 110055

Name: Amit Sharma
Address: D-63, JFF Complex,
Jhandewalan (New Delhi) 110055