



Details of Voting Results

Date of the AGM :	September 29, 2015
Total number of shareholders on record date (i.e. September 24, 2015 – cut-off date for e-voting purpose):	17506
No. of shareholders present in the meeting either in person or through proxy: 1. Promoters and Promoter Group: 12 2. Public:34	46
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, 2015 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	16245681	93.31	16245681	0	100	0
Public Institutional Holders	5600	0	0	0	0	0	0
Public-Others	22323551	259956	1.16	259956	0	100	0
Total	39738981	16505637	41.53	16505637	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	16245681	93.31	16245681	0	100	0
Public Institutional Holders	5600	0	0	0	0	0	0
Public-Others	22323551	259956	1.16	259696	260	99.90	0.10
Total	39738981	16505637	41.53	16505377	260	99.99	0.01

JAMNA AUTO INDUSTRIES LIMITED

Reg. Office: Jai Springs Road, Industrial Area, Yamuna Nagar –135001, Haryana
Tel: 91-1732-251810 Fax: 91-1732-251820
CIN- I35911HR1965PLC004485



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	16245681	93.31	16245681	0	100	0
Public Institutional Holders	5600	0	0	0	0	0	0
Public-Others	22323551	259956	1.16	259956	0	100	0
Total	39738981	16505637	41.53	16505637	0	100	0

Resolution 4: Re-appointment of Mr. R.S. Jauhar (DIN 00746186) 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	0	0	0	0	0	0
Public Institutional Holders	5600	0	0	0	0	0	0
Public-Others	22323551	259956	1.16	259706	250	99.91	0.09
Total	39738981	259956	0.65	259706	250	99.91	0.09

Resolution 5: Re-appointment of Mr. P.S. Jauhar (DIN 00744518) 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	0	0	0	0	0	0
Public Institutional Holders	5600	0	0	0	0	0	0
Public-Others	22323551	259956	1.16	259586	370	99.86	0.14
Total	39738981	259956	0.65	259586	370	99.86	0.14

JAMNA AUTO INDUSTRIES LIMITED

Reg. Office: Jai Springs Road, Industrial Area, Yamuna Nagar -135001, Haryana
Tel: 91-1732-251810 Fax: 91-1732-251820
CIN- I35911HR1965PLC004485



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	16245681	93.31	16245681	0	100	0
Public Institutional Holders	5600	0	0	0	0	0	0
Public-Others	22323551	259846	1.16	259846	0	100	0
Total	39738981	16505527	41.53	16505527	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	16245681	93.31	16245681	0	100	0
Public Institutional Holders	5600	0	0	0	0	0	0
Public-Others	22323551	259946	1.16	259946	0	100	0
Total	39738981	16505627	41.53	16505627	0	100	0

Resolution 8: Re- appointment of Mr. P.S. Jauhar (DIN 00744518) as whole time director designated as COO & Executive Director and fixing his remuneration for a period of 3 years w.e.f. August 1, 2015 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	0	0	0	0	0	0
Public Institutional Holders	5600	0	0	0	0	0	0
Public-Others	22323551	259956	1.16	259706	250	99.91	0.09
Total	39738981	259956	0.65	259706	250	99.91	0.09

JAMNA AUTO INDUSTRIES LIMITED

Reg. Office: Jai Springs Road, Industrial Area, Yamuna Nagar –135001, Haryana
Tel: 91-1732-251810 Fax: 91-1732-251820
CIN- I35911HR1965PLC004485



Resolution 9: Appointment of Ms. Payal Chawla (DIN 06988235) as an 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	16245681	93.31	16245681	0	100	0
Public Institutional Holders	5600	0	0	0	0	0	0
Public-Others	22323551	259956	1.16	259946	10	99.996	0.004
Total	39738981	16505637	41.53	16505627	10	99.99994	0.00006

Resolution 10: Appointment of Mr. Rakesh Kalra (DIN 00780354) as an 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	16245681	93.31	16245681	0	100	0
Public Institutional Holders	5600	0	0	0	0	0	0
Public-Others	22323551	259956	1.16	259956	0	100	0
Total	39738981	16505637	41.53	16505637	0	100	0

Resolution 11: Approval of stock split and consequent to this alteration in authorised share capital of the Company 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	16245681	93.31	16245681	0	100	0
Public Institutional Holders	5600	0	0	0	0	0	0
Public-Others	22323551	259956	1.16	259956	0	100	0
Total	39738981	16505637	41.53	16505637	0	100	0



Resolution 12: Approval of related party transaction 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	0	0	0	0	0	0
Public Institutional Holders	5600	0	0	0	0	0	0
Public-Others	22323551	259956	1.16	259696	260	99.90	0.10
Total	39738981	259956	0.65	259696	260	99.90	0.10

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

Gist of the proceedings of the Annual General Meeting of Jamna Auto Industries Limited held on September 29, 2015

The 49th Annual General Meeting of the Members of the Company was held on September 29, 2015 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 46 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, 2015 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 August 11, 2015 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 19, 2015 on the Balance Sheet as at March 31, 2015 and the Statement of Profit and Loss and the Cash Flow Statement for the year ended on March 31, 2015 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 September 26, 2015 and ended at 5.00 p.m on September 28, 2015.

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 12 resolutions to be passed at the Meeting.

Thereafter, all the 12 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 12 of the Notice of 49th 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.

JAMNA AUTO INDUSTRIES LIMITED

Reg. Office: Jai Springs Road, Industrial Area, Yamuna Nagar -135001, Haryana
Tel: 91-1732-251810 Fax: 91-1732-251820
CIN- I35911HR1965PLC004485



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 49th 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:

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, 2015 passed as an Ordinary Resolution

"RESOLVED THAT Annual Accounts of the Company for the year ended March 31, 2015 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.10,96,747 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, 2015 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. 2.20 per equity share be paid out of the profits of the company for the financial year ended March 31, 2015 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, September 25, 2015."

Resolution No. 4: Re-appointment of Mr. R.S. Jauhar (DIN 00746186) as director liable to retire by rotation passed as an Ordinary Resolution

"RESOLVED THAT Mr. R. 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. 5: Re-appointment of Mr. P.S. Jauhar (DIN 00744518) as director liable to retire by rotation passed as an Ordinary Resolution

"RESOLVED THAT Mr. P. 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. 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, 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.”

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 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, 2016 as approved by the Board of Directors on the recommendation made by the Audit Committee of the Company be and is hereby ratified.”

SPECIAL BUSINESSES:

Resolution No. 8: Appointment of Mr. P.S. Jauhar (DIN 00744518) as whole time director designated as COO & Executive Director and fixing his remuneration for a period of 3 years w.e.f. August 1, 2015 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 members be and is hereby accorded for re-appointment of Mr. P. S. Jauhar (DIN 00744518) as Whole Time Director of the Company designated as COO & Executive Director for a period of 3 years with effect from August 1, 2015 to July 31, 2018 on the terms and conditions and remuneration including minimum remuneration, as set out herein below:

1. **Salary (per month):** Rs.726,000 (subject to an increase of 10% p.a.).
2. **Commission:** Mr. P. 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 Nomination & Remuneration Committee.

3. **Perquisites and Allowances:** In addition to the above Salary and Commission, Mr. P. S. Jauhar shall be entitled to the following Perquisites and Allowances:
 - i. **Housing:** The Company shall provide free of cost, suitable furnished/ unfurnished residential accommodation with all facilities & amenities to Mr. P. S. Jauhar and his family. In case Mr. P. 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. P. S. Jauhar and his family;
 - iv. **Club fees:** Actual fees of clubs to be paid by the Company for Mr. P. S. Jauhar and his family;
 - v. **Personal Accident/Health Insurance:** Actual premium to be paid by the Company for Mr. P. S. Jauhar and his family;
 - vi. **Car:** Facility of car(s) with driver for the business of the Company;
 - vii. **Telephone:** Free telephone(s) facility at residence including mobile phone(s);
 - viii. **Leave Travel Concession:** For Mr. P. S. Jauhar and his family once in a year incurred in accordance with the rules of 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. P. 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. P. 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. P. S. Jauhar shall be liable to determination by retirement of Directors by rotation."

"RESOLVED FURTHER THAT the aggregate amount of remuneration payable to Mr. P. S. Jauhar in a financial year shall not exceed the overall ceiling limit laid down in Section 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. P. S. Jauhar as COO and 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 Central Government from time to time as Minimum Remuneration whichever is higher or the Company may pay to Mr. P. 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 required."

Resolution No. 9: Appointment of Ms. Payal Chawla (DIN 06988235) as Independent Director passed as an Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013, Ms. Payal Chawla (DIN 06988235), Director of the Company in respect of whom the Company has received a notice in writing from a member proposing her 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 February 3, 2015."

"RESOLVED FURTHER THAT the terms of office of Ms. Payal Chawla shall not be liable to determination by retirement of Directors by rotation."

Resolution No. 10: Appointment of Mr. Rakesh Kalra (DIN 00780354) as an Independent Director passed as an Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013, Mr. Rakesh Kalra (DIN 00780354), 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 February 3, 2015."

"RESOLVED FURTHER THAT the terms of office of Mr. Rakesh Kalra shall not be liable to determination by retirement of Directors by rotation."



Resolution No. 11 Approval of stock split and consequent to this alteration in authorised share capital of the Company passed as a Special Resolution

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 and in accordance with Articles of Association of the Company subject to the approval of Securities and Exchange Board of India (SEBI), National Stock Exchange of India Limited (NSE) and the Bombay Stock Exchange Limited (BSE) and such other authorities, as may be necessary, approval of the members of the Company be and is hereby accorded for subdividing the Equity Shares of the Company, including the Paid up Shares, such that, each existing Equity Share of nominal value of Rs.10/- each be sub-divided into 2 (Two) Equity Shares of nominal value of Rs.5/- each, and consequently, the Authorized Share Capital of Rs.673,865,000/- (Rupees Sixty Seven Crore Thirty Eight Lacs Sixty Five Thousand only) would comprise of 127,773,000 (Twelve Crore Seventy Seven Lacs Seventy Three Thousand) Equity Shares of Rs.5/- each and 350,000 (Three Lacs Fifty Thousand) 12.5% Optionally Convertible Cumulative Preference Shares of Rs.100/- each with effect from the ‘Record date’ to be determined by the Board for this purpose”.

“RESOLVED FURTHER THAT Clause V of the Memorandum of Association and Article No. 5 of the Article of Association of the Company shall stand altered as:

“The Authorised Share Capital of the Company is Rs.673,865,000/- (Rupees Sixty Seven Crore Thirty Eight Lacs Sixty Five Thousand only) divided into 127,773,000 (Twelve Crore Seventy Seven Lacs Seventy Three Thousand) Equity Shares of Rs.5/- each and 350,000 (Three Lacs Fifty Thousand) 12.5% Optionally Convertible Cumulative Preference Shares of Rs.100/- each with power to extinguish, subdivide, consolidate, increase or decrease and upon subdivision of the shares to apportion the right to participate in profits, in any manner and between the shares resulting from the subdivision and with power to the Board of Directors (‘the Board”) subject to the provisions of Article of Association to issue Equity Shares with or without voting rights and with the rights privileges and conditions attaching thereto as are provided by the Articles of Association of the Company with power to increase and reduce the capital of the Company and divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Associations of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company in such manner as may be permitted by the Companies Act, 2013 or provided by the Articles of Association of the Company for the time being.”

“RESOLVED FURTHER THAT pursuant to the sub-division of the Equity Shares of the Company, each existing Paid-up Equity Share of the Company of the nominal value of Rs. 10/- each, as existing on the Record Date, shall stand sub-divided into 2 (Two) Equity Shares of nominal value of Rs. 5/- each fully paid-up, with effect from the Record Date.”

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do or cause to do all such acts, deeds, matters as may be necessary in the interest of the Company to give effect to this resolution, including but not limited to signing and execution of necessary forms, paper, writings, agreements and documents as may be deemed necessary and expedient in this regard.”

Resolution No. 12 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 not exceeding Rs.500 crore in a financial year on such terms and conditions as may be mutually agreed upon between Company and M/s Jai Suspension Systems LLP.”

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

JAMNA AUTO INDUSTRIES LIMITED

Reg. Office: Jai Springs Road, Industrial Area, Yamuna Nagar –135001, Haryana

Tel: 91-1732-251810 Fax: 91-1732-251820

CIN- I35911HR1965PLC004485

R S M & CO.

Company Secretaries

D-63, JFF Complex, Jhandewalan, New Delhi 110055

Tel. 011-23623813, 9911919008

Email info@csrsm.com

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

To,
The Chairman,

49th Annual General Meeting of Jamna Auto Industries Limited

Jai Springs Road, Industrial Area

Yamuna Nagar – 135001 (Haryana)

New Delhi-110030

Subject : Passing of Resolution(s) through electronic voting AND poll conducted at the 49th Annual General Meeting of Jamna Auto Industries Limited ("The Company") held on September 29, 2015 at 09.30 A. M. at Yamuna Nagar (Haryana).

The Board of the Company at its meeting held on May 19th, 2015 had appointed me as Scrutinizer for the e-voting held between September 26, 2015 (09:30 A. M.) to September 28, 2015 (5:00 P. M.) and the Chairman of the 49th Annual General Meeting ("AGM") has also appointed me as the scrutinizer for the poll held at the 49th Annual General Meeting of the Company on September 29th, 2015.

The Company had appointed National Securities Depository Limited ("NSDL") as the service provider, for extending the facility of electronic voting to the shareholders of the Company from Saturday, September 26, 2015 (09:30 A. M.) to Monday, September 28, 2015 (5:00 P. M.) The e-voting results were unblocked by me on September 29, 2015 after the annual general meeting of the company in the presence of two witnesses. For further details kindly refer my Scrutinizer's report dated September 30th, 2015 attached herewith.

At the 49th Annual General Meeting of the Company held on September 29, 2015, the Chairman of the Company had suo motto called for a poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman of the Annual General Meeting had appointed me as the Scrutinizer for the same. For further details kindly refer to my Scrutinizer's report in form MGT 13 dated September 30th, 2015.

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



AGENDA ITEM NO. – 1**ORDINARY RESOLUTION FOR ADOPTION OF THE AUDITED FINANCIAL STATEMENT OF THE COMPANY AS AT 31ST MARCH, 2015 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.**

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	14	222653	100
Total Votes received through physical ballot mode	47	16283084	100
Total Number of Invalid Votes	1	100	N.A
Total Number of Valid Votes	60	16505637	100
Total Number of Votes against the resolution	0	0	0
Total Number of Votes in favour of Resolution	60	16505637	100

AGENDA ITEM NO : 2**ORDINARY RESOLUTION FOR DECLARATION OF DIVIDEND ON PREFERENCE SHARES TO IFCI LTD.**

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	14	222653	100
Total Votes received through physical ballot mode	47	16283084	100
Total Number of Invalid Votes	1	100	N.A
Total Number of Valid Votes	60	16505637	100
Total Number of Votes against the resolution	2	260	0.01
Total Number of Votes in favour of	58	16505377	99.99



Resolution			
------------	--	--	--

AGENDA ITEM NO: 3

ORDINARY RESOLUTION FOR DECLARATION OF DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR ENDING 31ST MARCH 2015

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	14	222653	100
Total Votes received through physical ballot mode	47	16283084	100
Total Number of Invalid Votes	1	100	N.A
Total Number of Valid Votes	60	16505637	100
Total Number of Votes against the resolution	0	0	0
Total Number of Votes in favour of Resolution	60	16505637	100

AGENDA ITEM NO: 4

ORDINARY RESOLUTION FOR APPOINTMENT OF MR. R.S JAUHAR, DIN (00746186), WHO RETIRES BY ROTATION.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	14	222653	100
Total Votes received through physical ballot mode	35	37403	100
Total Number of Invalid Votes	1	100	N.A
Total Number of Valid Votes	48	259956	100
Total Number of Votes against the resolution	1	250	0.10



Total Number of Votes in favour of Resolution	47	259706	99.90
---	----	--------	-------

AGENDA ITEM NO: 5

ORDINARY RESOLUTION FOR APPOINTMENT OF MR. P.S JAUHAR, DIN (00744518), WHO RETIRES BY ROTATION

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	14	222653	100
Total Votes received through physical ballot mode	35	37403	100
Total Number of Invalid Votes	1	100	N.A
Total Number of Valid Votes	48	259956	100
Total Number of Votes against the resolution	2	370	0.14
Total Number of Votes in favour of Resolution	46	259586	99.86

AGENDA ITEM NO: 6

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

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	13	222543	100
Total Votes received through physical ballot mode	47	16283084	100
Total Number of Invalid Votes	1	100	N.A
Total Number of Valid Votes	59	16505527	100
Total Number of Votes against the	0	0	0



resolution			
Total Number of Votes in favour of Resolution	59	16505527	100

AGENDA ITEM NO: 7

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, 2016.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	13	222643	100
Total Votes received through physical ballot mode	47	16283084	100
Total Number of Invalid Votes	1	100	N.A
Total Number of Valid Votes	59	16505627	100
Total Number of Votes against the resolution	0	0	0
Total Number of Votes in favour of Resolution	59	16505627	100

AGENDA ITEM NO: 8

SPECIAL RESOLUTION FOR RE- APPOINTMENT OF MR. P.S JAUHAR (DIN 00744518) AS WHOLE TIME DIRECTOR OF THE COMPANY DESIGNATED AS COO & EXECUTIVE DIRECTOR AND FIXING HIS REMUNERATION FOR A PREIOD OF 3 YEARS

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	14	222653	100
Total Votes received through physical ballot mode	35	37403	100



Total Number of Invalid Votes	1	100	N.A
Total Number of Valid Votes	48	259956	100
Total Number of Votes against the resolution	1	250	0.10
Total Number of Votes in favour of Resolution	47	259706	99.90

AGENDA ITEM NO: 9

ORDINARY RESOLUTION FOR APPOINTMENT OF MS. PAYAL CHAWLA (DIN 06988235) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	14	222653	100
Total Votes received through physical ballot mode	47	16283084	100
Total Number of Invalid Votes	1	100	N.A
Total Number of Valid Votes	60	16505637	100
Total Number of Votes against the resolution	1	10	0.01
Total Number of Votes in favour of Resolution	59	16505627	99.99

AGENDA ITEM NO: 10

ORDINARY RESOLUTION FOR APPOINTMENT OF MR. RAKESH KALRA (DIN 0780354) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	14	222653	100
Total Votes received through physical ballot mode	47	16283084	100
Total Number of Invalid Votes	1	100	N.A



Total Number of Valid Votes	60	16505637	100
Total Number of Votes against the resolution	0	0	0
Total Number of Votes in favour of Resolution	60	16505637	100

AGENDA ITEM NO: 11

SPECIAL RESOLUTION FOR SUBDIVIDING THE EQUITY SHARE OF THE COMPANY AND CONSEQUENT TO THIS ALTERATION IN AUTHORISED SHARE CAPITAL OF THE COMPANY

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	14	222653	100
Total Votes received through physical ballot mode	47	16283084	100
Total Number of Invalid Votes	1	100	N.A
Total Number of Valid Votes	60	16505637	100
Total Number of Votes against the resolution	0	0	0
Total Number of Votes in favour of Resolution	60	16505637	100

AGENDA ITEM NO: 12

SPECIAL RESOLUTION FOR APPROVAL OF RELATED PARTY TRANSACTION WITH JAI SUSPENSION SYSTEMS LLP

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	14	222653	100
Total Votes received through physical ballot mode	35	37403	100
Total Number of Invalid Votes	1	100	N.A



Total Number of Valid Votes	48	259956	100
Total Number of Votes against the resolution	2	260	0.10
Total Number of Votes in favour of Resolution	46	259696	99.90

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. I shall be arranging to hand over these records to you or such other person as authorised by you.

Thanking you

Yours Sincerely

RAVI SHARMA

SCRUTINIZER

C. P. NO. 3666

PARTNER

RSM & CO.,

COMPANY SECRETARIES,

NEW DELHI



Date : 30th September, 2015

Place : New Delhi

Countersigned by:

For Jamna Auto Industries Limited

Mr. Praveen Lakhera

Company Secretary & Head-Legal

**SCRUTINIZER'S REPORT ON E-VOTING
FOR JAMNA AUTO INDUSTRIES LIMITED**

The Chairman

Jamna Auto Industries Limited

Jai Springs Road, Industrial Area,

Yamuna Nagar-135001(Haryana)

49th Annual General Meeting of the Members of Jamna Auto Industries Limited held on Tuesday, the 29th September, 2015 at 9.30 A. M. at Jai Springs Road, Industrial Area, Yamuna Nagar-135001

Subject: Passing of resolutions through electronic voting pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015.

Dear Sir,

1. Pursuant to the resolution passed by the Board of Directors of Jamna Auto Industries Limited (hereinafter referred to as the "Company") on 19th May, 2015 I have been appointed as a Scrutinizer for the e-voting process as mentioned under Rule 20(4)(ix) of the Companies (Management and Administration) Amendment Rules, 2015.
2. The Company engaged National Securities Depository Limited ("NSDL") as the Service Provider for extending the facility of electronic voting to the shareholders of the Company. The Service Provider provided a system for recording the votes of the Shareholders electronically on all the items of business (both ordinary and special business) sought to be transacted in the 49th Annual General Meeting ("AGM") of the Company, which was held on Tuesday, the 29th September, 2015. National Securities Depository Limited ("NSDL") had set up e-voting facility on their website, <https://www.evoting.nsdl.com>. The Company had uploaded all the items of the business to be transacted on the website of the Company and also it's Service Provider to facilitate their shareholders to cast their vote through e-voting.



3. As on the cutoff date there were 17092 Shareholders of the Company. The Notice of Annual General Meeting and Circular for e-voting was sent through email to 3,941 Shareholders whose email id was made available by the two depositories and for those holding in physical form to the extent it was available with the RTA and in the physical form to 13,151 shareholders.
4. The Notice sent both through email and physical form contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20(4)(iii)(A) to (C) of the Companies (Management and Administration) Amendment Rules, 2015.
5. The cutoff date (Record date) for the purposes of identifying the Shareholders who will be entitled to vote on the resolutions placed for the approval of the shareholders was 24.09.2015. The e-voting facility was kept open from 26th September, 2015 (09.30 A.M.) to 28th September, 2015 (05.00 P.M.)
6. Pursuant to Rule 20(4)(v) of Companies (Management and Administration) Amendment Rules, 2015, the Company also released an advertisement, which was published 21 days before the date of Annual General Meeting in Financial Express, English (All Editions) and Jan satta Hindi (Delhi Edition) Newspaper both dated 06th September, 2015. The notice published in the newspaper carried the required information as specified in the Rule 20(4)(v) (a) to (h) of Companies (Management and Administration) Amendment Rules, 2015.
7. At the end of the voting period on September 28, 2015 at 5.00 P.M. the voting Portal of the service provider was blocked forthwith. On September 29, 2015 after the annual general meeting the votes cast through e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Suman Pandey and Ms. Parul Sharma who acted as the witnesses, as prescribed in sub Rule (4)(xii) of said Rule 20 of Companies (Management and Administration) Amendment Rules, 2015.
8. Particulars of all Votes cast by electronic mode have been entered in the register separately maintained for the purpose in electronic mode.

As a Scrutinizer the report of the e-voting carried by the shareholders was duly complied, the detail of which are as follows.



RESOLUTION NO. 1 – ORDINARY RESOLUTION FOR ADOPTION OF THE AUDITED FINANCIAL STATEMENT OF THE COMPANY AS AT 31ST MARCH, 2015 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.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	14	222653	100	5.60
Total Number of Invalid Votes	NIL	NIL	NIL	NIL
Total Number of Votes against the resolution	NIL	NIL	NIL	NIL
Total Number of Votes in favour of Resolution	14	222653	100	5.60

RESOLUTION NO. 2 – ORDINARY RESOLUTION FOR DECLARATION OF DIVIDEND ON PREFERENCE SHARES TO IFCI LTD.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	14	222653	100	5.60
Total Number of Invalid Votes	NIL	NIL	NIL	NIL
Total Number of Votes against the resolution	2	260	0.12	0.006
Total Number of Votes in favour of Resolution	12	222393	99.88	5.59



RESOLUTION NO. 3 – ORDINARY RESOLUTION FOR DECLARATION OF DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR ENDING 31ST MARCH 2015

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	14	222653	100	5.60
Total Number of Invalid Votes	NIL	NIL	NIL	NIL
Total Number of Votes against the resolution	NIL	NIL	NIL	NIL
Total Number of Votes in favour of Resolution	14	222653	100	5.60

RESOLUTION NO. 4 – ORDINARY RESOLUTION FOR APPOINTMENT OF MR. R.S JAUHAR, DIN (00746186), WHO RETIRES BY ROTATION.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	14	222653	100	5.60
Total Number of Invalid Votes	NIL	NIL	NIL	NIL
Total Number of Votes against the resolution	1	250	0.12	0.006
Total Number of Votes in favour of Resolution	13	222403	99.88	5.59



RESOLUTION NO. 5 – ORDINARY RESOLUTION FOR APPOINTMENT OF MR. P.S JAUHAR, DIN (00744518), WHO RETIRES BY ROTATION

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	14	222653	100	5.60
Total Number of Invalid Votes	NIL	NIL	NIL	NIL
Total Number of Votes against the resolution	2	370	0.17	0.006
Total Number of Votes in favour of Resolution	12	222283	99.83	5.59

RESOLUTION NO. 6 – ORDINARY RESOLUTION FOR RATIFICATION OF APPOINTMENT OF M/S S.R. BATLIBIOI & CO., LLP, CHARTERED ACCOUNTANTS FROM CONCLUSION OF THIS AGM UPTO THE CONCLUSION OF NEXT AGM.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	13	222543	100	5.60
Total Number of Invalid Votes	NIL	NIL	NIL	NIL
Total Number of Votes against the resolution	NIL	NIL	NIL	NIL
Total Number of Votes in favour of Resolution	13	222543	100	5.60



RESOLUTION NO. 7 – 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, 2016.

Particulars	No. of Members who cast their votes electronic ally	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	13	222643	100	5.60
Total Number of Invalid Votes	NIL	NIL	NIL	NIL
Total Number of Votes against the resolution	NIL	NIL	NIL	NIL
Total Number of Votes in favour of Resolution	13	222643	100	5.60

RESOLUTION NO. 8 – SPECIAL RESOLUTION FOR RE- APPOINTMENT OF MR. P.S JAUHAR (DIN 00744518) AS WHOLE TIME DIRECTOR OF THE COMPANY DESIGNATED AS COO & EXECUTIVE DIRECTOR AND FIXING HIS REMUNERATION FOR A PREIOD OF 3 YEARS

Particulars	No. of Members who cast their votes electronic ally	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	14	222653	100	5.60
Total Number of Invalid Votes	NIL	NIL	NIL	NIL
Total Number of Votes against the resolution	1	250	0.12	0.006
Total Number of Votes in favour of Resolution	13	222403	99.88	5.59



RESOLUTION NO. 9 – ORDINARY RESOLUTION FOR APPOINTMENT OF MS. PAYAL CHAWLA (DIN 06988235) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	14	222653	100	5.60
Total Number of Invalid Votes	NIL	NIL	NIL	NIL
Total Number of Votes against the resolution	1	10	0.01	NIL
Total Number of Votes in favour of Resolution	13	222643	99.99	5.60

RESOLUTION NO. 10 – ORDINARY RESOLUTION FOR APPOINTMENT OF MR. RAKESH KALRA (DIN 0780354) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	14	222653	100	5.60
Total Number of Invalid Votes	NIL	NIL	NIL	NIL
Total Number of Votes against the resolution	NIL	NIL	NIL	NIL
Total Number of Votes in favour of Resolution	14	222653	100	5.60



RESOLUTION NO. 11 – SPECIAL RESOLUTION FOR SUBDIVIDING THE EQUITY SHARE OF THE COMPANY AND CONSEQUENT TO THIS ALTERATION IN AUTHORISED SHARE CAPITAL OF THE COMPANY

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	14	222653	100	5.60
Total Number of Invalid Votes	NIL	NIL	NIL	NIL
Total Number of Votes against the resolution	NIL	NIL	NIL	NIL
Total Number of Votes in favour of Resolution	14	222653	100	5.60

RESOLUTION NO. 12 – SPECIAL RESOLUTION FOR APPROVAL OF RELATED PARTY TRANSACTION WITH M/S JAI SUSPENSION SYSTEMS LLP

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	14	222653	100	5.60
Total Number of Invalid Votes	NIL	NIL	NIL	NIL
Total Number of Votes against the resolution	2	260	0.12	0.006
Total Number of Votes in favour of Resolution	12	222393	99.88	5.59



All the resolutions contained in the notice dated 11th August, 2015 calling 49th annual general meeting of the Company stand passed under e-voting process with 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 by the shareholders of the Company. I shall be arranging to hand over these records to the Chairman of the Company or such other person to be authorised by him in due course as prescribed in the said rules.

Thanking you,

Yours Sincerely



RAVI SHARMA
SCRUTINIZER

C. P. NO. 3666

PARTNER

RSM & Co.,

COMPANY SECRETARIES
NEW DELHI

Place : New Delhi

Dated: 30th September, 2015



Witness: 1. Suman Pandey
D/o Shri V.C Pandey
D-63, JFF Complex,
Jhandewalan (New Delhi) 110055



2. Parul Sharma
D/o Shri Ashok Sharma
D-63, JFF Complex,
Jhandewalan (New Delhi) 110055

R S M & CO.

Company Secretaries

D-63, JFF Complex, Jhandewalan, New Delhi 110055

Tel. 011-23623813, 9911919008

Email info@csrsm.com

FORM No. MGT-13

Report of Scrutinizer(s)

*[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2)
of The Companies (Management and Administration) Rules, 2014]*

To,

THE CHAIRMAN

49th Annual General Meeting of the Equity Shareholders of Jamna Auto Industries Limited held on 29th September, 2015 at 9.30 A. M., at Jai Springs Road, Industrial Area, Yamuna Nagar-135001.

Dear Sir,

I, CS Ravi Sharma, Practising Company Secretary, holding Membership Number FCS 4468 and Certificate of Practice Number 3666, Partner of RSM & Co. Company Secretaries, was appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 49th Annual General Meeting of the Equity Shareholders of **Jamna Auto Industries Limited** held on 29th September, 2015 at 9.30 A. M., at Jai Springs Road, Industrial Area, Yamuna Nagar-135001 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 our presence with due identification marks placed by us.
2. The locked ballot box was subsequently opened in our 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:



AGENDA ITEM NO.	1
SUBJECT	ADOPTION OF THE AUDITED FINANCIAL STATEMENT OF THE COMPANY AS AT 31ST MARCH, 2015 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
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR OF 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
46	16282984	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/ABSTAIN 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
01	100

AGENDA ITEM NO.	2
SUBJECT	DECLARATION OF DIVIDEND ON PREFERENCE SHARES TO IFCI LTD.
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR OF 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
46	16282984	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/ABSTAIN 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
1	100

AGENDA ITEM NO.	3
SUBJECT	DECLARATION OF DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR ENDING 31ST MARCH 2015
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR OF 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
46	16282984	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/ABSTAIN 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
1	100



AGENDA ITEM NO.	4
SUBJECT	APPOINTMENT OF MR. R.S JAUHAR, DIN (00746186), WHO RETIRES BY ROTATION
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR OF 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	37303	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/ABSTAIN 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
1	100

AGENDA ITEM NO.	5
SUBJECT	APPOINTMENT OF MR. P.S JAUHAR, DIN (00744518), WHO RETIRES BY ROTATION
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR OF 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	37303	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/ABSTAIN 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
1	100

AGENDA ITEM NO.	6
SUBJECT	RATIFICATION OF APPOINTMENT OF M/S S.R. BATLIBIOI & CO., LLP, CHARTERED ACCOUNTANTS FROM CONCLUSION OF THIS AGM UPTO THE CONCLUSION OF NEXT AGM
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR OF 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
46	16282984	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/ABSTAIN 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
1	100

AGENDA ITEM NO.	7
SUBJECT	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, 2016
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR OF 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
46	16282984	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/ABSTAIN 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
1	100

AGENDA ITEM NO.	8
SUBJECT	RE- APPOINTMENT OF MR. P.S JAUHAR (DIN 00744518) AS WHOLE TIME DIRECTOR OF THE COMPANY DESIGNATED AS COO & EXECUTIVE DIRECTOR AND FIXING HIS REMUNERATION FOR A PREIOD OF 3 YEARS
TYPE OF RESOLUTION	SPECIAL RESOLUTION

(I) VOTED IN FAVOUR OF 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	37303	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/ABSTAIN 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
1	100

AGENDA ITEM NO.	9
SUBJECT	APPOINTMENT OF MS. PAYAL CHAWLA (DIN 06988235) AS AN INDEPENDENT DIRECTOR OF THE COMPANY
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR OF 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
46	16282984	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/ABSTAIN 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
1	100



AGENDA ITEM NO.	10
SUBJECT	APPOINTMENT OF MR. RAKESH KALRA (DIN 0780354) AS AN INDEPENDENT DIRECTOR OF THE COMPANY
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR OF 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
46	16282984	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/ABSTAIN 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
1	100

AGENDA ITEM NO.	11
SUBJECT	SUBDIVIDING THE EQUITY SHARE OF THE COMPANY AND CONSEQUENT TO THIS ALTERATION IN AUTHORISED SHARE CAPITAL OF THE COMPANY
TYPE OF RESOLUTION	SPECIAL RESOLUTION

(I) VOTED IN FAVOUR OF 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
46	16282984	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/ABSTAIN 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
1	100

AGENDA ITEM NO.	12
SUBJECT	APPROVAL OF RELATED PARTY TRANSACTION WITH M/S JAI SUSPENSION SYSTEMS LLP
TYPE OF RESOLUTION	SPECIAL RESOLUTION

(I) VOTED IN FAVOUR OF 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	37303	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/ABSTAIN 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
1	100



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

Thanking you,
Yours Sincerely



(CS Ravi Sharma)
SCRUTINIZER
C P No. 3666
PARTNER
RSM & CO.
COMPANY SECRETARIES

Place : New Delhi
Dated : 30th September, 2015

Witness-1
Suman Pandey
D/o Shri V.C. Pandey
D-63, JFF Complex,
Jhandewalan (New Delhi) 110055

: 

Witness-2
Parul Sharma
D/o Shri Ashok Sharma
D-63, JFF Complex,
Jhandewalan (New Delhi) 110055

: 

Countersigned by:
For Jamna Auto Industries Limited



Mr. Praveen Lakhera
Company Secretary & Head-Legal