

JMA/CSCors/2018-19/dt: **28th September, 2018**

The Manager
National Stock Exchange of India Limited
Exchange Plaza, Plot No C/1, G Block,
Bandra- Kurla Complex,
Bandra (East), Mumbai-40051
Fax No. : +91-22-26598237/38
Telephone No. : +91-22-26598235/36, 8346

Sub: **Proceeding of 69th Annual General Meeting**
Ref: **Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Name of the Company	Jullundur Motor Agency (Delhi) Limited
Symbol	JMA
ISIN	INE412C01015
Day and Date of Annual General Meeting	Friday, 28th September, 2018
Time of Annual General Meeting	10:30 AM
Place of Annual General Meeting	Regd. Off: 458-1/16, Sohna Road, Opp. New Court, Gurugram (Gurgaon) – 122 001, Haryana, India

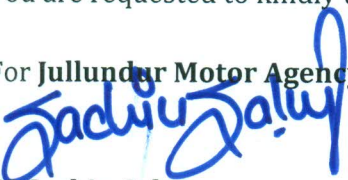
Dear Sir/Madam,

At the outset, We Jullundur Motor Agency (Delhi) Limited ("the Company") wish to inform you that all 10 (Ten) items proposed in the Notice of 69th Annual General Meeting of the Company have been duly approved / passed with requisite majority.

Pursuant to Regulation 30 and any other regulation(s), if applicable, read with Part-A of Schedule – III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith proceeding of 69th Annual General Meeting of shareholders of the Company held on Friday, 28th September, 2018 at 10:30 AM at registered office situated at 458-1/16, Sohna Road, Opposite New Court, Gurugram (Gurgaon) - 122001, Haryana, INDIA..

You are requested to kindly take the above letter and proceedings on record.

For **Jullundur Motor Agency (Delhi) Limited**


CS Sachin Saluja
Company Secretary & Compliance Officer
M. No. A24269



Encl.: **As Above**

CERTIFIED TRUE COPY OF THE PROCEEDINGS OF 69TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF JULLUNDUR MOTOR AGENCY (DELHI) LIMITED HELD ON FRIDAY, THE 28TH DAY OF SEPTEMBER, 2018 AT 10:30 A.M. AT REGISTERED OFFICE SITUATED AT 458-1/16, SOHNA ROAD, OPPOSITE NEW COURT, GURUGRAM (GURGAON) - 122001, HARYANA, INDIA

DIRECTORS PRESENT:

CA Subhash Chander Vasudeva
Shri Avinash Chander Anand

Shri Deepak Arora
CA Mohindar Mohan Khanna
Smt Shuchi Arora
Shri Virat Sondhi
Shri Varoon Malik

Chairman

Independent Director
(Chairman-Nomination & Remuneration Committee)
(Chairman-Stakeholder's Relationship Committee)

Joint Managing Director

Independent Director (Chairman-Audit Committee)
Non-Independent Director (**Woman Director**)

Managing Director

Non-Executive Director

IN ATTENDANCE:

CA Narinder Pal Singh
CS Sachin Saluja

Chief Financial Officer
Company Secretary & Compliance Officer

Members Attendance:

Total 36 members in person attended the meeting as per the attendance slips collected/kept at the venue of 69th Annual General Meeting (hereinafter referred to as "AGM"). No Proxy attended the AGM.

Chairman of AGM

CA Subhash Chander Vasudeva, Chairman, chaired the proceedings of AGM. Chairman then introduced the persons on the dais to the members present.

Chairman of the Committees of Board of Directors

Chairman of the following committees were present at AGM:

- a) Audit Committee
- b) Stakeholders Relationship Committee
- c) Nomination & Remuneration Committee

Statutory Auditors

CA Ashok Kumar Batra, Partner at M/s Aiyar & Co., Chartered Accountants, representing Statutory Auditors' of the Company was present at AGM.

Statutory Registers, Proxy Registers, Annual Report etc were available during the AGM for inspection of Members present.

Quorum for the AGM:

Chairman noted the quorum being present, declared the meeting in order. He then took the Chair and presided over the meeting.



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Speech on operation, financial position of the Company and reply(ies) of shareholders queries, suggestions etc:

Chairman, thereafter, gave a summary of the financial performance of the Company for the financial year ended 31st March, 2018 & the future outlook of the Company. With the concurrence of members present, Notice of AGM and Boards Report were taken as read. Auditors' Report was read along with CARO Report at AGM.

On being invited by the Chairman, the members gave their suggestions and raise queries on the Company's financials and businesses, which were duly replied by the Chairman, Shri Virat Sondhi, Managing Director and Shri Deepak Arora, Joint Managing Director of the Company to the satisfaction of concerned members.

Voting through E-voting mode and Poll at AGM:

Chairman stated that in terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 108 of the Companies Act, 2013 & Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had extended to the shareholders of the Company remote e-voting facility. The Company had appointed Central Depository Services (India) Limited as E-Voting Agency. M/s Vijay K. Singhal & Associates, Practicing Company Secretaries, have been appointed as Scrutinizer to oversee the E-voting Process. The cut-off date for the purpose of e-voting was Friday, 21st September, 2018. The E-voting period commenced at 9.00 AM on Tuesday, 25th September, 2018 and ended at 5.00 PM on Thursday, 27th September, 2018. Chairman also informed the shareholders that report on E-voting will be submitted by Scrutinizer on 28th September, 2018.

Chairman further stated that owing to the E-Voting rule, now voting by Show of Hands stands redundant & accordingly necessary arrangements have been made to conduct the poll at this AGM in respect of the items to be transacted at the AGM.

Chairman thereafter requested the members present, who had not opted for E-Voting, to cast their votes against each agenda item mentioned in the Notice of AGM. Ballot papers were handed over to members at venue of AGM by CS Sachin Saluja, Company Secretary of the Company and other members of secretarial team of the Company. Chairman requested the Company Secretary to describe the procedure for filing the ballot in details so as to enable the members to cast their votes.

Chairman further introduced Shri Vijay K. Singhal, Proprietor of M/s Vijay K. Singhal & Associates, Practicing Company Secretaries, who was appointed as scrutinizer (hereinafter referred to as "**Scrutinizer**") for ballot paper voting as well.

Scrutinizer thereafter showed the empty Ballot Box used for the poll, which was then locked and sealed under the supervision of Scrutinizer in the presence of the members present. All the members present at AGM then casted their votes in the presence and supervision of Scrutinizer.

The Chairman thereafter announced that combined result of E-Voting and the ballot paper voting will be informed to the stock exchange and CDSL in due course. Combined results will also be placed on the website of the Company within two days from the date of AGM.

Chairman thanked all the shareholders for their presence & support and after the casting of the votes and sealing of the Poll Box by the Scrutinizer, the Chairman declared the 69th Annual General Meeting concluded with thanks to all shareholders, auditors and directors present at AGM.

Result of the Electronic Voting and poll on the Ordinary and Special Businesses at the Annual General Meeting of the Company held on Friday, 28th September, 2018

On the basis of the Scrutinizer's Report dated 28th September, 2018 for the E- Voting and the Scrutinizers Report dated 28th September, 2018 for the Poll conducted at the AGM, the Chairman declared the results (Combined of E-voting and Poll at AGM) on 28th September, 2018, the summary of which is re-produced hereunder:



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Item no. of the notice/ Resolution	Votes cast in favour of the resolution		Votes cast against the resolution		Invalid votes
	Nos.	% of total number of valid votes cast (favour and against)	Nos.	% of total number of valid votes cast (favour and against)	Nos.
<u>ORDINARY BUSINESS</u>					
1. Item No. 1: To receive, consider and adopt: a) the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss for the financial year ended as on that date together with the Reports of Board of Directors and Auditors thereon. b) the Consolidated Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss for the financial year ended as on that date together with the Report of Auditors thereon. (Ordinary Resolution)	29,08,246	100	0	0	0
Item No. 2: To declare the dividend. (Ordinary Resolution)	29,08,246	100	0	0	0
Item No. 3: To appoint a Director in place of Shri Ranjit Puri (DIN: 00052459), who retires by rotation and being eligible offers himself for re-appointment. (Ordinary Resolution)	29,07,795	99.98	451	0.02	0
Item No. 4: To appoint a Director in place of Shri Sanjeev Kumar (DIN: 00094725), who retires by rotation and being eligible offers himself for re-appointment. (Ordinary resolution)	29,07,795	99.98	451	0.02	0
<u>SPECIAL BUSINESS</u>					
Item No. 5: To consider the re-appointment of Shri Sanjay Saigal (DIN: 06883322) as an Independent Director of the Company. (Special Resolution)	29,07,346	99.96	900	0.04	0
Item No. 6: To consider the continuation of term of appointment of Shri Subhash Chander Vasudeva. (Special Resolution)	29,08,245	100	1	0	0
Item No. 7: To consider the continuation of term of appointment of Shri Mohindar Mohan Khanna. (Special Resolution)	29,08,245	100	1	0	0
Item No. 8: To consider the continuation of term of appointment of Shri Avinash Chander Anand. (Special Resolution)	29,08,245	100	1	0	0



Item No. 9: To consider the continuation of term of appointment of Shri Ranjit Puri. (Special Resolution)	29,07,345	99.96	901	0.04	0
Item No. 10: To consider the continuation of term of appointment of Shri Sarvjit Sondhi. (Special Resolution)	29,07,345	99.96	901	0.04	0

Chairman announced that all the resolutions for the Ordinary and Special Businesses as set out in Item No. 1 to 10 in the Notice of AGM of the Company have been duly passed by the requisite majority by shareholders of the Company, post which the same were forwarded to National Stock Exchange of India Limited, CDSL and also displayed on website of the Company i.e. www.jmaindia.com.

Resolutions for Ordinary Businesses and Special Business as set out in Item No. 1 to 10 in the Notice of AGM are recorded hereunder as part of proceeding of AGM.

ORDINARY BUSINESSES:

Item No.1

To receive, consider and adopt:

- the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss for the financial year ended as on that date together with the Reports of Board of Directors and Auditors thereon.**
- the Consolidated Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss for the financial year ended as on that date together with the Report of Auditors thereon.**

"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2018 and the statement of Profit & Loss for the financial year ended on that date along with the Reports of the Board & Auditors' thereon be and are hereby approved and adopted."

"RESOLVED THAT the Audited Consolidated Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss Account for the financial year ended as on that date together with the reports of Auditors thereon be and are hereby approved and adopted."

Item No.2

To declare the dividend

"RESOLVED THAT a dividend @ 40% (i.e. INR 4/- per share) amounting to INR 2,38,54,440/- only be and is hereby declared out of profits of the Company for the financial year 2017-18."

Item No.3

To appoint a Director in place of Shri Ranjit Puri (DIN: 00052459), who retires by rotation and being eligible offers himself for re-appointment.

"RESOLVED THAT Shri Ranjit Puri (DIN: 00052459), be and is hereby re-appointed as Director of the Company, to be liable to retire by rotation."

Item No.4

To appoint a Director in place of Shri Sanjeev Kumar (DIN: 00094725), who retires by rotation and being eligible offers himself for re-appointment.

"RESOLVED THAT Shri Sanjeev Kumar (DIN: 00094725), be and is hereby re-appointed as Director of the Company, to be liable to retire by rotation."



SPECIAL BUSINESSES:

Item No.5

To consider the re-appointment of Shri Sanjay Saigal (DIN: 06883322) as an Independent Director of the Company.

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Sanjay Saigal (DIN: 06883322), Independent Director of the Company, whose period of office is liable to expire on 27th May, 2019, and who has submitted a declaration that he meets the criteria of independence under Section 149 (6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a second consecutive term of 5 years starting from the expiration of first term i.e. 27th May, 2019 and the term shall not be subject to retirement by rotation."

Item No.6

To consider the continuation of term of appointment of Shri Subhash Chander Vasudeva.

"RESOLVED THAT pursuant to Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Amendment Regulations, 2018 and the applicable provisions of the Companies Act, 2013 and relevant rules made there under, including any statutory modification(s) or re-enactment thereof, for the time being in force, Shri Subhash Chander Vasudeva (DIN:00055588), an Independent Director (Non-Executive) of the Company, aged about 80 years, whose present term of office as per the Companies Act, 2013 is for 5 (five) consecutive years starting from the date of Annual General Meeting of the Company held on 29th September, 2014 and whose continuation in office with effect from 1st April, 2019 requires approval of shareholders by way of special resolution being more than 75 years of age, approval of the Company be and is hereby accorded to continue the appointment of Shri Subhash Chander Vasudeva as an Independent Director (Non-Executive) of the Company and to hold the office for his remaining term with effect from 1st April, 2019."

Item No.7

To consider the continuation of term of appointment of Shri Mohindar Mohan Khanna.

"RESOLVED THAT pursuant to Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Amendment Regulations, 2018 and the applicable provisions of the Companies Act, 2013 and relevant rules made thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force, Shri Mohindar Mohan Khanna (DIN: 00025428), an Independent Director (Non-Executive) of the Company, aged about 76 years, whose present term of office as per the Companies Act, 2013 is for 5 (five) consecutive years starting from the date of appointment i.e. 29th September, 2014 and whose continuation in office with effect from 1st April, 2019 requires approval of shareholders by way of special resolution being more than 75 years of age, approval of the Company be and is hereby accorded to continue the appointment of Shri Mohindar Mohan Khanna as an Independent Director (Non-Executive) of the Company and to hold the office for his remaining term with effect from 1st April, 2019."

Item No.8

To consider the continuation of term of appointment of Shri Avinash Chander Anand.

"RESOLVED THAT pursuant to Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Amendment Regulations, 2018 and the applicable provisions of the Companies Act, 2013 and relevant rules made there under, including any statutory modification(s) or re-enactment thereof, for the time being in force, Shri Avinash Chander Anand (DIN: 00103964), an Independent Director (Non-Executive) of the Company, aged about 82 years, whose present term of office as per the



Companies Act, 2013 is for 5 (five) consecutive years starting from the date of Annual General Meeting of the Company held on 29th September, 2014 and whose continuation in office with effect from 1st April, 2019 requires approval of shareholders by way of special resolution being more than 75 years of age, approval of the Company be and is hereby accorded to continue the appointment of Shri Avinash Chander Anand as an Independent Director (Non-Executive) of the Company and to hold the office for his remaining term with effect from 1st April, 2019."

Item No.9

To consider the continuation of term of appointment of Shri Ranjit Puri.

"RESOLVED THAT pursuant to Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Amendment Regulations, 2018 and the applicable provisions of the Companies Act, 2013 and relevant rules made there under, including any statutory modification(s) or re-enactment thereof, for the time being in force, Shri Ranjit Puri (DIN: 00052459), a Non-Executive Director of the Company, aged about 78 years, whose office is liable to retire by rotation in ensuing Annual General Meeting as per the Companies Act, 2013 and whose continuation in office with effect from 1st April, 2019 requires approval of shareholders by way of special resolution being more than 75 years of age, approval of the Company be and is hereby accorded to continue the re-appointment of Shri Ranjit Puri as a Non-Executive Director of the Company and to hold the office for his remaining term with effect from 1st April, 2019."

Item No.10

To consider the continuation of term of appointment of Shri Sarvjit Sondhi.

"RESOLVED THAT pursuant to Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Amendment Regulations, 2018 and the applicable provisions of the Companies Act, 2013 and relevant rules made there under, including any statutory modification(s) or re-enactment thereof, for the time being in force, Shri Sarvjit Sondhi (DIN: 03208950), a Non-Executive Director of the Company, aged about 77 years, whose office is liable to retire by rotation as per the Companies Act, 2013 and whose continuation in office with effect from 1st April, 2019 requires approval of shareholders by way of special resolution being more than 75 years of age, approval of the Company be and is hereby accorded to continue the appointment of Shri Sarvjit Sondhi as a Non-Executive Director of the Company and to hold the office for his remaining term of office with effect from 1st April, 2019."

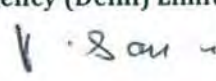
All the resolutions, which were put to vote, were passed by requisite majority.

The results of E-Voting as well as ballot paper voting results were duly notified to the Stock Exchanges and CDSL in the prescribed format and the details of the said results were also displayed on the website of the Company www.jmaindia.com.



For and on behalf of
Jullundur Motor Agency (Delhi) Limited


Deepak Arora
Jt. Managing Director
(DIN: 00093077)


Virat Sondhi
Managing Director
(DIN: 00092902)


Sachin Saluja
Company Secretary
(A24269)


CA Subhash Chander Vasudeva
Chairman
(DIN: 00055588)

Date: 28th September, 2018
Place: Gurugram (Gurgaon)