

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

**MINUTES OF THE 27<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF JAY BHARAT MARUTI LIMITED HELD ON TUESDAY, THE 19<sup>TH</sup> DAY OF AUGUST, 2014 AT 11:00 A.M. AT AIRFORCE AUDITORIUM, SUBROTO PARK, NEW DELHI - 110010**

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**PRESENT:**

- |                        |   |                              |
|------------------------|---|------------------------------|
| 1. Mr. S. K. Arya      | : | Chairman & Managing Director |
| 2. Mr. U.C. Agarwal    | : | Director                     |
| 3. Mr. D.P. Agarwal    | : | Director                     |
| 4. Mr. R. Dayal        | : | Director                     |
| 5. Mr. Achintya Karati | : | Director                     |
| 6. Mr. Nishant Arya    | : | Director                     |
| 7. Ms. Esha Arya       | : | Director                     |

**BY INVITATION:**

- |                         |   |             |
|-------------------------|---|-------------|
| 1. Mr. Dhananjay Shukla | : | Scrutinizer |
|-------------------------|---|-------------|

**IN ATTENDANCE:**

- |                      |   |                   |
|----------------------|---|-------------------|
| 1. Mr. Anand Swaroop | : | President & CFO   |
| 2. Mr. Dinesh Kumar  | : | Company Secretary |

**AND 3187 Members (3176 members in person and 11 members in proxy) attended the meeting holding 65,52,414 equity shares of the Company.**

Mr. S. K. Arya, Chairman & Managing Director of the Company took the chair and welcomed the members present in the meeting. On confirmation of Mr. Dinesh Kumar, Company Secretary that the quorum was present, the Chairman called the meeting in order.

The Chairman delivered his speech and briefed the members about the Company's performance during the financial year 2013-14, economic scenario and Automotive Sector.

  
(CHAIRMAN)

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

With the permission of the members present, the notice convening the meeting and Directors Report were taken as read.

On advice of the Chairman, Mr. Dinesh Kumar, Company Secretary read the Auditors' Report on the Annual Accounts of the Company for the Financial Year 2013-14.

The Chairman sought the queries from members, who have raised no query and shown their satisfaction on the performance of the Company.

The Chairman informed the members that the resolutions will be passed by voting through Polling Paper and e-voting done by the members of the Company. The Chairman requested the members to cast their votes on the agenda items. As the Polling Papers were already circulated, the members of the Company casted their votes.

As per the Report of the Scrutinizer appointed to scrutinize the e-voting process and Poll conducted at the 27<sup>th</sup> Annual General Meeting, the resolution wise results are as follows:

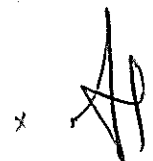
**ORDINARY BUSINESS:**

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

**ADOPTION OF BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2014 AND THE STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE, THE DIRECTORS' REPORT AND AUDITORS' REPORT THEREON**

The following resolution was proposed:

**"RESOLVED THAT** the audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2014 and the statement of Profit & Loss for the year ended on that date along with Directors' Report and Auditors' Report thereon, as laid before the Members at this meeting, be and are hereby received, considered and adopted."



**(CHAIRMAN)**

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

The voting was done through electronic means and also the poll conducted at the 27<sup>th</sup> Annual General Meeting for the above resolution. As per report of the scrutinizer, the result of voting was as follows:

| Resolution No. 1                          | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------------------------|--------------------------------------------------------------|------------------------------|---------------------------------------|
| <b>Voted in favour of the resolution:</b> |                                                              |                              |                                       |
| E-Voting                                  | 24                                                           | 1,28,02,012                  | 99.98                                 |
| Poll                                      | 67                                                           | 2,777                        | 0.02                                  |
| <b>Total</b>                              | <b>91</b>                                                    | <b>1,28,04,789</b>           | <b>100.00</b>                         |
| <b>Voted against the resolution:</b>      |                                                              |                              |                                       |
| E-Voting                                  | 0                                                            | 0                            | 0.00                                  |
| Poll                                      | 0                                                            | 0                            | 0.00                                  |
| <b>Total</b>                              | <b>0</b>                                                     | <b>0</b>                     | <b>0.00</b>                           |
| <b>Invalid Votes</b>                      |                                                              |                              |                                       |
| E-Voting                                  | 0                                                            | 0                            |                                       |
| Poll                                      | 14                                                           | 882                          |                                       |
| <b>Total</b>                              | <b>14</b>                                                    | <b>882</b>                   |                                       |

Based on the above, the Ordinary Resolution has been passed with requisite majority.

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

**DECLARATION OF DIVIDEND FOR THE FINANCIAL YEAR 2013-14**

The following resolution was proposed:

**"RESOLVED THAT** dividend at the rate of Rs.1.25 (i.e. 25%) per equity share fully paid up, as recommended by the Board of Directors of the Company for the Financial Year 2013 -14 be and is hereby approved for payment to the members.

**RESOLVED FURTHER THAT** dividend shall be paid to the shareholders for shares held in physical form, whose names appear in the register of members as on date of book closure as per provision of Section 123 of the Companies Act, 2013 and to the Shareholders for the shares held in electronic form, the dividend will be paid on the basis of particulars of beneficial ownerships furnished by the Depositories for this purpose as on that date."

The voting was done through electronic means and also the poll conducted at the 27<sup>th</sup> Annual General Meeting for the above resolution. As per report of the scrutinizer, the result of voting was as follows:

  
(CHAIRMAN)

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

| Resolution No. 2                          | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------------------------|--------------------------------------------------------------|------------------------------|---------------------------------------|
| <b>Voted in favour of the resolution:</b> |                                                              |                              |                                       |
| E-Voting                                  | 24                                                           | 1,28,02,012                  | 99.98                                 |
| Poll                                      | 67                                                           | 2,777                        | 0.02                                  |
| <b>Total</b>                              | <b>91</b>                                                    | <b>1,28,04,789</b>           | <b>100.00</b>                         |
| <b>Voted against the resolution:</b>      |                                                              |                              |                                       |
| E-Voting                                  | 0                                                            | 0                            | 0.00                                  |
| Poll                                      | 0                                                            | 0                            | 0.00                                  |
| <b>Total</b>                              | <b>0</b>                                                     | <b>0</b>                     | <b>0.00</b>                           |
| <b>Invalid Votes</b>                      |                                                              |                              |                                       |
| E-Voting                                  | 0                                                            | 0                            |                                       |
| Poll                                      | 14                                                           | 882                          |                                       |
| <b>Total</b>                              | <b>14</b>                                                    | <b>882</b>                   |                                       |

Based on the above, the Ordinary Resolution has been passed with requisite majority.

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

**RE-APPOINTMENT OF MR. NISHANT ARYA**

The following resolution was proposed:

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

The voting was done through electronic means and also the poll conducted at the 27<sup>th</sup> Annual General Meeting for the above resolution. As per report of the scrutinizer, the result of voting was as follows:

| Resolution No. 3                          | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------------------------|--------------------------------------------------------------|------------------------------|---------------------------------------|
| <b>Voted in favour of the resolution:</b> |                                                              |                              |                                       |
| E-Voting                                  | 24                                                           | 1,28,02,012                  | 99.98                                 |
| Poll                                      | 67                                                           | 2,777                        | 0.02                                  |
| <b>Total</b>                              | <b>91</b>                                                    | <b>1,28,04,789</b>           | <b>100.00</b>                         |

  
(CHAIRMAN)

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

|                                      |           |            |             |
|--------------------------------------|-----------|------------|-------------|
| <b>Voted against the resolution:</b> |           |            |             |
| E-Voting                             | 0         | 0          | 0.00        |
| Poll                                 | 0         | 0          | 0.00        |
| <b>Total</b>                         | <b>0</b>  | <b>0</b>   | <b>0.00</b> |
| <b>Invalid Votes</b>                 |           |            |             |
| E-Voting                             | 0         | 0          |             |
| Poll                                 | 14        | 882        |             |
| <b>Total</b>                         | <b>14</b> | <b>882</b> |             |

Based on the above, the Ordinary Resolution has been passed with requisite majority.

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

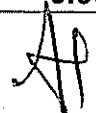
**RE-APPOINTMENT OF AUDITORS**

The following resolution was proposed:

**“RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 and the rules made there under and pursuant to the recommendation of the Audit committee of the Board of Directors, M/s Mehra Goel & Co. Chartered Accountants, New Delhi be and are hereby re-appointed as the auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on a remuneration to be fixed by the Board of Directors in consultation with the Auditors of the Company.”

The voting was done through electronic means and also the poll conducted at the 27<sup>th</sup> Annual General Meeting for the above resolution. As per report of the scrutinizer, the result of voting was as follows:

| <b>Resolution No. 4</b>                   | <b>Number of members present and voting (in person or by proxy)</b> | <b>Number of votes cast by them</b> | <b>% of total number of valid votes cast</b> |
|-------------------------------------------|---------------------------------------------------------------------|-------------------------------------|----------------------------------------------|
| <b>Voted in favour of the resolution:</b> |                                                                     |                                     |                                              |
| E-Voting                                  | 24                                                                  | 1,28,02,012                         | 99.98                                        |
| Poll                                      | 67                                                                  | 2,777                               | 0.02                                         |
| <b>Total</b>                              | <b>91</b>                                                           | <b>1,28,04,789</b>                  | <b>100.00</b>                                |
| <b>Voted against the resolution:</b>      |                                                                     |                                     |                                              |
| E-Voting                                  | 0                                                                   | 0                                   | 0.00                                         |
| Poll                                      | 0                                                                   | 0                                   | 0.00                                         |
| <b>Total</b>                              | <b>0</b>                                                            | <b>0</b>                            | <b>0.00</b>                                  |

  
(CHAIRMAN)

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

|                      |           |            |  |
|----------------------|-----------|------------|--|
| <b>Invalid Votes</b> |           |            |  |
| E-Voting             | 0         | 0          |  |
| Poll                 | 14        | 882        |  |
| <b>Total</b>         | <b>14</b> | <b>882</b> |  |

Based on the above, the Ordinary Resolution has been passed with requisite majority.

**SPECIAL BUSINESS:**

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

**AUTHORITY TO THE BOARD OF DIRECTORS TO BORROW MONEY**

The following resolution was proposed:

**“RESOLVED THAT** in supersession to the Ordinary Resolution passed by the members of the Company under Section 293(1)(d) of the Companies Act, 1956 at the Annual General Meeting held on 18<sup>th</sup> August, 2011 and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow money (excluding temporary loans obtained from the banks in the ordinary course of business) for the purpose of the business of the Company, such sum(s) of money (in foreign currency or Indian rupees) from time to time with or without security on such terms and conditions as the Board of Directors may deem fit, notwithstanding that the money or monies to be borrowed by the Company together with the money already borrowed and remaining outstanding at any time may exceed the aggregate of the paid up share capital and free reserves of the company provided however that the money or monies to be borrowed by the company together with the money already borrowed shall not, at any time exceed Rs. 400 Crores (Rupees Four Hundred Crores Only).

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) be and is hereby authorized to do and execute all such acts, deeds and things as may be necessary for giving effect to the above resolution.”

The voting was done through electronic means and also the poll conducted at the 27<sup>th</sup> Annual General Meeting for the above resolution. As per report of the scrutinizer, the result of voting was as follows:

  
**(CHAIRMAN)**

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

| Resolution No. 5                          | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------------------------|--------------------------------------------------------------|------------------------------|---------------------------------------|
| <b>Voted in favour of the resolution:</b> |                                                              |                              |                                       |
| E-Voting                                  | 23                                                           | 1,28,01,412                  | 99.97                                 |
| Poll                                      | 67                                                           | 2,777                        | 0.02                                  |
| <b>Total</b>                              | <b>90</b>                                                    | <b>1,28,04,189</b>           | <b>99.99</b>                          |
| <b>Voted against the resolution:</b>      |                                                              |                              |                                       |
| E-Voting                                  | 1                                                            | 600                          | 0.01                                  |
| Poll                                      | 0                                                            | 0                            | 0.00                                  |
| <b>Total</b>                              | <b>1</b>                                                     | <b>600</b>                   | <b>0.01</b>                           |
| <b>Invalid Votes</b>                      |                                                              |                              |                                       |
| E-Voting                                  | 0                                                            | 0                            |                                       |
| Poll                                      | 14                                                           | 882                          |                                       |
| <b>Total</b>                              | <b>14</b>                                                    | <b>882</b>                   |                                       |

Based on the above, the Ordinary Resolution has been passed with requisite majority.

**AGENDA ITEM NO. 6: (ORDINARY RESOLUTION)**

**INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY**

The following resolution was proposed:

**“RESOLVED THAT** pursuant to the provisions of Section 61(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and Article 59 of the Articles of Association of the Company, the Authorized Share Capital of the Company be and is hereby increased from Rs.15,00,00,000/- (Rupees Fifteen Crore Only) divided into 2,40,00,000 (Two Crore Forty Lacs) Equity Shares of Rs.5/- (Rupees Five) each and 30,00,000 (Thirty Lacs) Preference Shares of Rs.10/- (Rupees Ten) each to Rs.30,00,00,000/- (Rupees Thirty Crore Only) divided into 5,40,00,000 (Five Crore Forty Lacs) Equity Shares of Rs.5/- (Rupees Five) each and 30,00,000 (Thirty Lacs) Preference Shares of Rs.10/- (Rupees Ten) each. “

The voting was done through electronic means and also the poll conducted at the 27<sup>th</sup> Annual General Meeting for the above resolution. As per report of the scrutinizer, the result of voting was as follows:

  
**(CHAIRMAN)**

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

| Resolution No. 6                          | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------------------------|--------------------------------------------------------------|------------------------------|---------------------------------------|
| <b>Voted in favour of the resolution:</b> |                                                              |                              |                                       |
| E-Voting                                  | 24                                                           | 1,28,02,012                  | 99.98                                 |
| Poll                                      | 67                                                           | 2,777                        | 0.02                                  |
| <b>Total</b>                              | <b>91</b>                                                    | <b>1,28,04,789</b>           | <b>100.00</b>                         |
| <b>Voted against the resolution:</b>      |                                                              |                              |                                       |
| E-Voting                                  | 0                                                            | 0                            | 0.00                                  |
| Poll                                      | 0                                                            | 0                            | 0.00                                  |
| <b>Total</b>                              | <b>0</b>                                                     | <b>0</b>                     | <b>0.00</b>                           |
| <b>Invalid Votes</b>                      |                                                              |                              |                                       |
| E-Voting                                  | 0                                                            | 0                            |                                       |
| Poll                                      | 14                                                           | 882                          |                                       |
| <b>Total</b>                              | <b>14</b>                                                    | <b>882</b>                   |                                       |

Based on the above voting results, the Ordinary Resolution has been passed with requisite majority.

**AGENDA ITEM NO. 7: (SPECIAL RESOLUTION)**

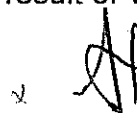
**ALTERATION IN THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

The following resolution was proposed:

**"RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, Clause V of the Memorandum of Association of the Company be and is hereby deleted and in its place the following new Clause V be substituted:

- V. The Authorized Share Capital of the Company is Rs.30,00,00,000/- (Rupees Thirty Crore Only) divided into 5,40,00,000 (Five Crore Forty Lacs) Equity Shares of Rs.5/- (Rupees Five) each and 30,00,000 (Thirty Lacs) Preference Shares of Rs.10/- (Rupees Ten) each."

The voting was done through electronic means and also the poll conducted at the 27<sup>th</sup> Annual General Meeting for the above resolution. As per report of the scrutinizer, the result of voting was as follows:



(CHAIRMAN)

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

| Resolution No. 7                          | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------------------------|--------------------------------------------------------------|------------------------------|---------------------------------------|
| <b>Voted in favour of the resolution:</b> |                                                              |                              |                                       |
| E-Voting                                  | 24                                                           | 1,28,02,012                  | 99.98                                 |
| Poll                                      | 67                                                           | 2,777                        | 0.02                                  |
| <b>Total</b>                              | <b>91</b>                                                    | <b>1,28,04,789</b>           | <b>100.00</b>                         |
| <b>Voted against the resolution:</b>      |                                                              |                              |                                       |
| E-Voting                                  | 0                                                            | 0                            | 0.00                                  |
| Poll                                      | 0                                                            | 0                            | 0.00                                  |
| <b>Total</b>                              | <b>0</b>                                                     | <b>0</b>                     | <b>0.00</b>                           |
| <b>Invalid Votes</b>                      |                                                              |                              |                                       |
| E-Voting                                  | 0                                                            | 0                            |                                       |
| Poll                                      | 14                                                           | 882                          |                                       |
| <b>Total</b>                              | <b>14</b>                                                    | <b>882</b>                   |                                       |

Based on the above voting results, the Ordinary Resolution has been passed with requisite majority.

**AGENDA ITEM NO. 8: (SPECIAL RESOLUTION)**

**ALTERATION IN THE ARTICLES OF ASSOCIATION OF THE COMPANY**

The following resolution was proposed:

**“RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, the Article 3 of the Articles of Association of the Company be and is hereby deleted and in its place the following new Clause 3(i) and (ii) be substituted:

- 3(i) The Authorized Share Capital of the Company shall be such amount and be divided into such shares as may, from time to time, be provided in Clause V of the Memorandum of Association of the Company with power to increase or reduce the Capital and divide the shares in the Capital of the Company for the time being into Equity Share Capital and Preference Share Capital and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions as may be determined in such manner as may for the time being be permitted by the said Act.

  
**(CHAIRMAN)**

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

- (ii) The minimum paid up Share Capital of the Company shall be Rs. 5 Lacs (Rupees Five Lacs Only)."

The voting was done through electronic means and also the poll conducted at the 27<sup>th</sup> Annual General Meeting for the above resolution. As per report of the scrutinizer, the result of voting was as follows:

The voting was done through electronic means and also the poll conducted at the 27<sup>th</sup> Annual General Meeting for the above resolution. As per report of the scrutinizer, the result of voting was as follows:

| Resolution No. 8                          | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------------------------|--------------------------------------------------------------|------------------------------|---------------------------------------|
| <b>Voted in favour of the resolution:</b> |                                                              |                              |                                       |
| E-Voting                                  | 24                                                           | 1,28,02,012                  | 99.98                                 |
| Poll                                      | 67                                                           | 2,777                        | 0.02                                  |
| <b>Total</b>                              | <b>91</b>                                                    | <b>1,28,04,789</b>           | <b>100.00</b>                         |
| <b>Voted against the resolution:</b>      |                                                              |                              |                                       |
| E-Voting                                  | 0                                                            | 0                            | 0.00                                  |
| Poll                                      | 0                                                            | 0                            | 0.00                                  |
| <b>Total</b>                              | <b>0</b>                                                     | <b>0</b>                     | <b>0.00</b>                           |
| <b>Invalid Votes</b>                      |                                                              |                              |                                       |
| E-Voting                                  | 0                                                            | 0                            |                                       |
| Poll                                      | 14                                                           | 882                          |                                       |
| <b>Total</b>                              | <b>14</b>                                                    | <b>882</b>                   |                                       |

Based on the above voting results, the Ordinary Resolution has been passed with requisite majority.

**AGENDA ITEM NO. 9: (SPECIAL RESOLUTION)**

**ISSUE OF SECURITIES**

The following resolution was proposed:

  
(CHAIRMAN)

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

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(C) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company, the Listing Agreement entered into with the Stock Exchanges and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2009 ("SEBI ICDR"), the provisions of the Foreign Exchange and Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulation, 2000, applicable rules, regulations, guidelines, laws and/or any approval, consent, permission or sanction of the Central Government, Reserve Bank of India and any other appropriate authorities, institutions or bodies (hereinafter collectively referred to as the "appropriate authorities") and subject to such condition(s) as may be prescribed by any one of them while granting any such approval, consent, permission and/or sanction (hereinafter referred to as the "requisite approval") which may be agreed to by the Board of Directors of the Company (hereinafter called the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution), the Board be and is hereby authorized to create, issue, offer and allot, in one or more tranches, equity shares, equity shares through depository receipts, preference shares whether convertible or not, fully convertible debentures, partly convertible debentures, non convertible debentures or other securities convertible into equity shares, foreign currency convertible bonds, bonds with share warrants attached, warrants with right exercisable by the warrant holder to subscribe for the equity Shares to Domestic/Foreign Institutions, Non Resident Indians(NRIs), Indian Companies, Bodies Corporate, Mutual Funds, Qualified Institutional Buyers (QIBs), Banks, Insurance Companies, Pension Funds, Individuals or otherwise, whether shareholders of the Company or not at such price or prices and on such terms and conditions and in such manner as the Board may in its absolute discretion determine, in consultation with the lead managers, Advisors or other intermediaries, provided however that the aggregate amount raised by issue of such Securities as above should not exceed Rs.500,00,00,000/- (Rupees Five Hundred Crores Only).

**RESOLVED FURTHER THAT** the above securities shall be issued and allotted within twelve months from the date of this resolution or such other time as may be allowed under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2009.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board be and is hereby authorized to determine the form and terms of the issue(s), including the class of investors to whom such Securities are to be allotted, the number of securities to be allotted in each tranche, issue price, premium amount on issue/ conversion of securities, redemption of securities whether at par or premium, rate of interest, redemption period, listing on one or more stock exchange in India and/or abroad as the Board in its absolute discretion, deem

  
(CHAIRMAN)

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

necessary or desirable for such purpose including entering into agreement(s) with underwriters, Lead Managers, advertisers, or other intermediaries/Agencies and to make and accept any modification(s) in the proposal as may be required by the authorities involved in such issues in India and/or abroad and to settle any question or difficulties that may arise in regard to the issue(s)."

The voting was done through electronic means and also the poll conducted at the 27<sup>th</sup> Annual General Meeting for the above resolution. As per report of the scrutinizer, the result of voting was as follows:

| Resolution No. 9                          | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------------------------|--------------------------------------------------------------|------------------------------|---------------------------------------|
| <b>Voted in favour of the resolution:</b> |                                                              |                              |                                       |
| E-Voting                                  | 23                                                           | 1,28,01,412                  | 99.97                                 |
| Poll                                      | 67                                                           | 2,777                        | 0.02                                  |
| <b>Total</b>                              | <b>90</b>                                                    | <b>1,28,04,189</b>           | <b>99.99</b>                          |
| <b>Voted against the resolution:</b>      |                                                              |                              |                                       |
| E-Voting                                  | 1                                                            | 600                          | 0.01                                  |
| Poll                                      | 0                                                            | 0                            | 0.00                                  |
| <b>Total</b>                              | <b>1</b>                                                     | <b>600</b>                   | <b>0.01</b>                           |
| <b>Invalid Votes</b>                      |                                                              |                              |                                       |
| E-Voting                                  | 0                                                            | 0                            |                                       |
| Poll                                      | 14                                                           | 882                          |                                       |
| <b>Total</b>                              | <b>14</b>                                                    | <b>882</b>                   |                                       |

Based on the above, the Ordinary Resolution has been passed with requisite majority.

**AGENDA ITEM NO. 10: (ORDINARY RESOLUTION)**

**APPROVAL OF THE REMUNERATION OF THE COST AUDITORS FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2015.**

The following resolution was proposed:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rule, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to any amendment(s) in law, Rules and Regulations, the Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ended 31<sup>st</sup> March, 2015 be paid the remuneration of Rs.2,00,000/- (Rupees Two Lacs Only)."

  
(CHAIRMAN)

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

The voting was done through electronic means and also the poll conducted at the 27<sup>th</sup> Annual General Meeting for the above resolution. As per report of the scrutinizer, the result of voting was as follows:

| Resolution No. 10                         | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------------------------|--------------------------------------------------------------|------------------------------|---------------------------------------|
| <b>Voted in favour of the resolution:</b> |                                                              |                              |                                       |
| E-Voting                                  | 24                                                           | 1,28,02,012                  | 99.98                                 |
| Poll                                      | 67                                                           | 2,777                        | 0.02                                  |
| <b>Total</b>                              | <b>91</b>                                                    | <b>1,28,04,789</b>           | <b>100.00</b>                         |
| <b>Voted against the resolution:</b>      |                                                              |                              |                                       |
| E-Voting                                  | 0                                                            | 0                            | 0.00                                  |
| Poll                                      | 0                                                            | 0                            | 0.00                                  |
| <b>Total</b>                              | <b>0</b>                                                     | <b>0</b>                     | <b>0.00</b>                           |
| <b>Invalid Votes</b>                      |                                                              |                              |                                       |
| E-Voting                                  | 0                                                            | 0                            |                                       |
| Poll                                      | 14                                                           | 882                          |                                       |
| <b>Total</b>                              | <b>14</b>                                                    | <b>882</b>                   |                                       |

Based on the above voting results, the Ordinary Resolution has been passed with requisite majority.

**AGENDA ITEM NO. 11: (ORDINARY RESOLUTION)**

**APPOINTMENT OF MS. ESHA ARYA (DIN: 00004836) AS A DIRECTOR OF THE COMPANY**

The following resolution was proposed:

**“RESOLVED THAT** Ms. Esha Arya (DIN: 00004836), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

The voting was done through electronic means and also the poll conducted at the 27<sup>th</sup> Annual General Meeting for the above resolution. As per report of the scrutinizer, the result of voting was as follows:

  
(CHAIRMAN)

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

| Resolution No. 11                         | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------------------------|--------------------------------------------------------------|------------------------------|---------------------------------------|
| <b>Voted in favour of the resolution:</b> |                                                              |                              |                                       |
| E-Voting                                  | 23                                                           | 1,28,01,412                  | 99.97                                 |
| Poll                                      | 67                                                           | 2,777                        | 0.02                                  |
| <b>Total</b>                              | <b>90</b>                                                    | <b>1,28,04,189</b>           | <b>99.99</b>                          |
| <b>Voted against the resolution:</b>      |                                                              |                              |                                       |
| E-Voting                                  | 1                                                            | 600                          | 0.01                                  |
| Poll                                      | 0                                                            | 0                            | 0.00                                  |
| <b>Total</b>                              | <b>1</b>                                                     | <b>600</b>                   | <b>0.01</b>                           |
| <b>Invalid Votes</b>                      |                                                              |                              |                                       |
| E-Voting                                  | 0                                                            | 0                            |                                       |
| Poll                                      | 14                                                           | 882                          |                                       |
| <b>Total</b>                              | <b>14</b>                                                    | <b>882</b>                   |                                       |

Based on the above, the Ordinary Resolution has been passed with requisite majority.

**.AGENDA ITEM NO. 12: (ORDINARY RESOLUTION)**

**APPOINTMENT OF MR. U. C. AGARWAL (DIN: 00012468) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

The following resolution was proposed:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rule, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. U. C. Agarwal (DIN:00012468), Director be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years from 1<sup>st</sup> April, 2014 to 31<sup>st</sup> March, 2019, whose office shall not be liable to retire by rotation.”

The voting was done through electronic means and also the poll conducted at the 27<sup>th</sup> Annual General Meeting for the above resolution. As per report of the scrutinizer, the result of voting was as follows:

  
(CHAIRMAN)

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

| Resolution No. 12                         | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------------------------|--------------------------------------------------------------|------------------------------|---------------------------------------|
| <b>Voted in favour of the resolution:</b> |                                                              |                              |                                       |
| E-Voting                                  | 23                                                           | 1,28,01,412                  | 99.97                                 |
| Poll                                      | 67                                                           | 2,777                        | 0.02                                  |
| <b>Total</b>                              | <b>90</b>                                                    | <b>1,28,04,189</b>           | <b>99.99</b>                          |
| <b>Voted against the resolution:</b>      |                                                              |                              |                                       |
| E-Voting                                  | 1                                                            | 600                          | 0.01                                  |
| Poll                                      | 0                                                            | 0                            | 0.00                                  |
| <b>Total</b>                              | <b>1</b>                                                     | <b>600</b>                   | <b>0.01</b>                           |
| <b>Invalid Votes</b>                      |                                                              |                              |                                       |
| E-Voting                                  | 0                                                            | 0                            |                                       |
| Poll                                      | 14                                                           | 882                          |                                       |
| <b>Total</b>                              | <b>14</b>                                                    | <b>882</b>                   |                                       |

Based on the above, the Ordinary Resolution has been passed with requisite majority.

**AGENDA ITEM NO. 13: (ORDINARY RESOLUTION)**

**APPOINTMENT OF MR. D. P. AGARWAL (DIN: 00084105) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

The following resolution was proposed:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rule, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. D. P. Agarwal (DIN: 00084105), Director be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years from 1<sup>st</sup> April, 2014 to 31<sup>st</sup> March, 2019, whose office shall not be liable to retire by rotation."

The voting was done through electronic means and also the poll conducted at the 27<sup>th</sup> Annual General Meeting for the above resolution. As per report of the scrutinizer, the result of voting was as follows:

+   
(CHAIRMAN)

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

| Resolution No. 13                         | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------------------------|--------------------------------------------------------------|------------------------------|---------------------------------------|
| <b>Voted in favour of the resolution:</b> |                                                              |                              |                                       |
| E-Voting                                  | 23                                                           | 1,28,01,412                  | 99.97                                 |
| Poll                                      | 67                                                           | 2,777                        | 0.02                                  |
| <b>Total</b>                              | <b>90</b>                                                    | <b>1,28,04,189</b>           | <b>99.99</b>                          |
| <b>Voted against the resolution:</b>      |                                                              |                              |                                       |
| E-Voting                                  | 1                                                            | 600                          | 0.01                                  |
| Poll                                      | 0                                                            | 0                            | 0.00                                  |
| <b>Total</b>                              | <b>1</b>                                                     | <b>600</b>                   | <b>0.01</b>                           |
| <b>Invalid Votes</b>                      |                                                              |                              |                                       |
| E-Voting                                  | 0                                                            | 0                            |                                       |
| Poll                                      | 14                                                           | 882                          |                                       |
| <b>Total</b>                              | <b>14</b>                                                    | <b>882</b>                   |                                       |

Based on the above, the Ordinary Resolution has been passed with requisite majority.

**AGENDA ITEM NO. 14: (ORDINARY RESOLUTION)**

**APPOINTMENT OF MR. ACHINTYA KARATI (DIN: 00024412) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

The following resolution was proposed:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rule, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Achintya Karati (DIN: 00024412), Director be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years from 1<sup>st</sup> April, 2014 to 31<sup>st</sup> March, 2019, whose office shall not be liable to retire by rotation.”

The voting was done through electronic means and also the poll conducted at the 27<sup>th</sup> Annual General Meeting for the above resolution. As per report of the scrutinizer, the result of voting was as follows:



(CHAIRMAN)

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

| Resolution No. 14                         | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------------------------|--------------------------------------------------------------|------------------------------|---------------------------------------|
| <b>Voted in favour of the resolution:</b> |                                                              |                              |                                       |
| E-Voting                                  | 23                                                           | 1,28,01,412                  | 99.97                                 |
| Poll                                      | 67                                                           | 2,777                        | 0.02                                  |
| <b>Total</b>                              | <b>90</b>                                                    | <b>1,28,04,189</b>           | <b>99.99</b>                          |
| <b>Voted against the resolution:</b>      |                                                              |                              |                                       |
| E-Voting                                  | 1                                                            | 600                          | 0.01                                  |
| Poll                                      | 0                                                            | 0                            | 0.00                                  |
| <b>Total</b>                              | <b>1</b>                                                     | <b>600</b>                   | <b>0.01</b>                           |
| <b>Invalid Votes</b>                      |                                                              |                              |                                       |
| E-Voting                                  | 0                                                            | 0                            |                                       |
| Poll                                      | 14                                                           | 882                          |                                       |
| <b>Total</b>                              | <b>14</b>                                                    | <b>882</b>                   |                                       |

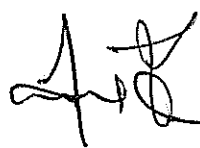
Based on the above, the Ordinary Resolution has been passed with requisite majority.

**VOTE OF THANKS:**

Mr. Chetan Chadha (Folio No. 00029888), member of the Company proposed a hearty vote of thanks to the Chair.

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

**DATE:**

  
X  
(CHAIRMAN)