JAY BHARAT MARUTI LIMITED

Corporate Office :
Plot No. 9, Institutional Area,
Sector 44, Gurgaon-122003 (Hr.)
T : +91-124-4674500, 4674550
F : +91-124-4674599
W : www.jbmgroup.com

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26th August, 2015

The Manager
Listing Department
BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai -400001

The Manager
Listing Department
National Stock Exchange of India Ltd.
'Exchange Plaza' C-1, Block –G
Bandra Kurla Complex,
Bandra (East), Mumbai -400051

Sub: Proceedings of the 28th Annual General Meeting held on 24th August, 2015

Dear Sirs,

In terms of Clause 31(d) of the Listing Agreement, please find enclosed herewith copy of the proceedings of 28th Annual General Meeting of the members of the Company held on Monday, the 24th August, 2015 at 11:00 a.m. at Air Force Auditorium, Subroto Park, Dhaula Kuan, New Delhi -110010 for information and record.

Thanking you,

Yours Sincerely,
For Jay Bharat Maruti Ltd.

JAY BHARAT MARUTI LTD. New Delhi

(Dinesh Kumar)
Company Secretary

Encl.: As above.

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PROCEEDINGS OF THE 28TH ANNUAL GENERAL MEETING OF THE MEMBERS OF JAY BHARAT MARUTI LTD. HELD ON MONDAY, THE 24TH AUGUST, 2015 AT 11:00 A.M. AT AIR FORCE AUDITORIUM, SUBROTO PARK, DHAULA KUAN, NEW DELHI -110010

Mr. S. K. Arya, Chairman & Managing Director of the Company presided over the proceedings and welcomed the members at the 28th Annual General Meeting of the Company.

All Directors except Mr. Nishant Arya and Mr. Virender Ganda were present in the meeting. The representative of the Statutory Auditors and Secretarial Auditors were also present at the AGM. Total 3,753 Members holding 46,777 equity shares in the Company (3,734 members in person holding 42,016 equity shares and 19 members though proxy holding 4,761 equity shares) attended the meeting.

The Chairman introduced Board Members including two new Directors and other persons sitting on the dais to the members of the Company. With the permission of the members, the Notice of the 28th Annual General Meeting being already circulated was taken as read.

The Chairman addressed the members and gave an overview of the financial performance of the Company for the financial year ended 31st March, 2015, the economic scenario and outlook of Automotive Sector.

On advice of the Chairman, Ms. Geetika Mehra, Partner, Mehra Goel & Co. Chartered Accountants read the Auditors' Report on the Annual Accounts of the Company for the Financial Year 2014-15.

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

The Chairman informed the members that in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement with the Stock Exchanges, the Company had provided the facility of remote e-voting for Resolutions mentioned in the Notice of 28th Annual General Meeting for approval of Shareholders. The remoter e-voting period had commenced on 21st August, 2015 at 9:00 a.m. and ended on 23rd August, 2015 at 5:00 p.m. The e-voting had been done by the shareholders and those who had not casted their vote electronically, may cast their vote though Ballot Papers. The Chairman requested the members to cast their votes on the resolutions provided in the Notice of 28th Annual General Meeting of the Company. As the Ballot Papers were already distributed, the members present at the meeting casted their votes.

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The Chairman further informed that the Company had appointed Mr. Dhananjay Shukla, Company Secretary in Practice as 'Scrutinizer' for the purpose of scrutinizing the voting process (both remote e-voting and voting through Ballot Papers at the AGM) in fair and transparent manner for the resolutions included in the Notice of 28th AGM. The result of vote casted through e-voting system as well as through Ballot Papers will be displayed on the website of the Company and also on the website of the Agency – 'NSDL' within 48 hours.

The Chairman thanked all the members present and announced the meeting concluded and closed.

As per the Report of the Scrutinizer appointed to scrutinize the e-voting process and Poll conducted at the 28th Annual General Meeting of the Company, the resolution wise results is enclosed herewith.

Works:
Plant I : Plot No. 5, MSIL, Joint Venture Complex, Gurgaon-122 015 (Haryana) T. +91 124 4887200 F: +91 124 4887300
Plant II : Vill. & Post - Mohammadpur Narsinghpur, Sector-36, Gurgaon-122 001 (Haryana) T: +91 124 4275126-27, F: +91 124 4935332
Plant III : Plot No. 15&22, Sector-3A, Maruti Supplier Park, IMT Manesar, Gurgaon-122 051 (Haryana) T: +91 9999190423, 9899079952

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RESULT OF VOTING THROUGH ELECTRONIC MEANS CONDUCTED PURSUANT TO THE PROVISIONS OF SECTION 108 OF THE COMPANIES ACT, 2013 READ WITH RULE 20 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND POLL CONDUCTED FOR THE 27TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON MONDAY, AUGUST 24, 2015 AT 11:00 A.M.

Resolution 1: Ordinary Resolution

Adoption of the audited Balance Sheet as at 31st March, 2015 and Profit & Loss Account for the year ended on that date and the Report of the Directors and Auditors thereon.

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
Voted in favour of the resolution:			
E-Voting	34	14762691	99.9852
Poll	76	2174	0.0147
Total	**110**	**14764865**	**99.9999**
Voted against the resolution:			
E-Voting	01	10	0.0001
Poll	0	0	0
Total	**01**	**10**	**0.0001**
Invalid Votes			
E-Voting	0	0	
Poll	27	1165	
Total	**27**	**1165**	

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

Resolution 2: Ordinary Resolution

Declaration of Dividend of Rs. 2.00 per equity share on 2,16,50,000 equity shares of Rs. 5/- each for the financial year ended 31st March, 2015.

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
Voted in favour of the resolution:			
E-Voting	34	14762691	99.9852
Poll	76	2174	0.0147
Total	**110**	**14764865**	**99.9999**
Voted against the resolution:			
E-Voting	01	10	0.0001
Poll	0	0	0
Total	**01**	**10**	**0.0001**
Invalid Votes			
E-Voting	0	0	
Poll	27	1165	
Total	**27**	**1165**	

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

Resolution 3: Ordinary Resolution
Appointment of a director in place of Ms. Esha Arya (DIN00004836), who retires by rotation and being eligible offers herself for re-appointment

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
Voted in favour of the resolution:			
E-Voting	34	14762691	99.9852
Poll	76	2174	0.0147
Total	**110**	**14764865**	**99.9999**
Voted against the resolution:			
E-Voting	01	10	0.0001
Poll	0	0	0
Total	**01**	**10**	**0.0001**
Invalid Votes			
E-Voting	0	0	
Poll	27	1165	
Total	**27**	**1165**	

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

Resolution 4: Ordinary Resolution
Appointment of Auditors and to fix their remuneration

Resolution No. 4	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution:			
E-Voting	34	14762691	99.9852
Poll	76	2174	0.0147
Total	**110**	**14764865**	**99.9999**
Voted against the resolution:			
E-Voting	01	10	0.0001
Poll	0	0	0
Total	**01**	**10**	**0.0001**
Invalid Votes			
E-Voting	0	0	
Poll	27	1165	
Total	**27**	**1165**	

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

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Resolution 5: Ordinary Resolution
To appoint Mr. Virender Ganda (DIN: 01013057) as an Independent Director

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
Voted in favour of the resolution:			
E-Voting	34	14762691	99.9852
Poll	76	2174	0.0147
Total	**110**	**14764865**	**99.9999**
Voted against the resolution:			
E-Voting	01	10	0.0001
Poll	0	0	0
Total	**01**	**10**	**0.0001**
Invalid Votes			
E-Voting	0	0	
Poll	27	1165	
Total	**27**	**1165**	

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

Resolution 6: Ordinary Resolution
To appoint Mr. Rajiv Gandhi (DIN: 07231734) as a Director

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
Voted in favour of the resolution:			
E-Voting	33	14761991	99.9805
Poll	76	2174	0.0147
Total	**109**	**14764165**	**99.9952**
Voted against the resolution:			
E-Voting	2	710	0.0048
Poll	0	0	0.0000
Total	**02**	**710**	**0.0048**
Invalid Votes			
E-Voting	0	0	
Poll	27	1165	
Total	**27**	**1165**	

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

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Resolution 7: Special Resolution
Approval of the material related party transactions for the period from 1st October, 2014 to 30th September, 2019

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
Voted in favour of the resolution:			
E-Voting	25	5253401	99.9584
Poll	76	2174	0.0413
Total	101	5255575	99.9997
Voted against the resolution:			
E-Voting	01	10	0.0003
Poll	0	0	0.0000
Total	01	10	0.0003
Invalid Votes			
E-Voting	9	3169300	
Poll	27	1165	
Total	36	3170465	

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

For Jay Bharat Maruti Limited

(Dinesh Kumar)
Company Secretary
FCS 5175

Place: New Delhi
Date: 26.08.2015

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