

# NOTICE

Notice is hereby given that the 57<sup>th</sup> Annual General Meeting (AGM) of the members of Jamna Auto Industries Limited is scheduled to be held on Monday July 31, 2023 at 12:30 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

## Ordinary Business

### Item No. 1

To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended on March 31, 2023, together with the reports of the Board of Directors and Auditors thereon.

### Item No. 2

To confirm interim dividend of Rs.0.80 (Eighty Paise) on each equity share of the Company paid to shareholders and to declare final dividend amounting of Rs. 1.10 (One Rupee Ten Paise) on each equity share of the Company for the financial year ended on March 31, 2023.

### Item No. 3

To appoint a director in place of Mr. S.P.S. Kohli (DIN: 01643796) who retires by rotation and, being eligible, offers himself for reappointment.

### Item No. 4

To approve appointment of M/s. Price Waterhouse Chartered Accountants LLP as Statutory Auditors of the Company, and in this regard, to consider and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. Price Waterhouse Chartered Accountants LLP (Firm Registration No. 012754N/N500016), be and are hereby appointed as Statutory Auditors of the Company for an initial term of 5 consecutive years commencing from the conclusion of 57<sup>th</sup> Annual General Meeting until the conclusion of 62<sup>nd</sup> Annual General Meeting of the Company, at such remuneration as may be decided by the Board of Directors in consultation with M/s. Price Waterhouse Chartered Accountants LLP."

## Special Business

### Item No. 5

To ratify remuneration of M/s Jangira & Associates as Cost Auditors of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the remuneration amounting to Rs. 2,00,000 (Rupees Two Lacs only) excluding out of pocket expenses be paid to M/s Jangira & Associates, Cost Auditors of the Company to conduct the audit of the cost records maintained by the Company for the financial year 2023-24."

### Item No. 6

To approve the transactions with Jai Suspension Systems Private Limited, and in this regard, to consider and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary 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, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and policy on related part transactions, subject to such approval of appropriate authority as may be necessary, approval of the members be and is hereby accorded to the Company to enter into or continue to enter the following contracts or arrangements or transactions upto the next Annual General Meeting with Jai Suspension Systems Pvt. Ltd. ("the Subsidiary"):

1. Sale, purchase, supply of goods or material or availing, rendering any services, renting of property from/to Subsidiary;
2. Providing guarantee on behalf of Subsidiary;
3. Giving/making loans, inter-corporate deposits, advances or investments to/in Subsidiary;
4. Providing management support services; and
5. Use of Company's Trade Mark for sale of products by the Subsidiary.

not exceeding in aggregate Rs.400 Crores (Rupees Four Hundred Crores) in a financial year for all such contracts, arrangements and transactions that may be entered into by the Company with the Subsidiary, provided that the such contracts, arrangements and transactions are entered into/ carried out on arm's length basis and on such terms and conditions, price and rates as agreed between the Company and Subsidiary."

By order of the Board of Directors  
For **Jamna Auto Industries Limited**

Date: 29<sup>th</sup> May, 2023  
Place: New Delhi

**Praveen Lakhera**  
Company Secretary & Head-Legal

**NOTES:**

- 1) The explanatory statement, pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts relating to the Special Businesses to be transacted at the 57<sup>th</sup> Annual General Meeting is annexed hereto.
- 2) Ministry of Corporate Affairs (MCA) vide Circulars No. 20/2020 dated May 5, 2020, No. 10/2022 dated December 28, 2022 and all other relevant circulars issued from time to time (hereinafter collectively referred to as "Circulars") has allowed companies to conduct their AGMs on or before 30 September, 2023, in accordance with the requirements laid down in paragraphs 3 and 4 of the General Circular No. 20/2020. Hence, in compliance with these Circulars, the annual general meeting of the Company will be conducted through Video Conferencing (VC)/Other Audio Visual Mode (OAVM). The deemed venue for the 57<sup>th</sup> AGM shall be the Registered Office of the Company.

In terms of the MCA Circulars, the physical attendance of members has been dispensed with and there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Since the AGM of the Company will be held through VC / OAVM, the Route Map for AGM venue is not annexed in this Notice.

- 3) Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 4) Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
  - a. **For shares held in electronic form:** to their Depository Participants
  - b. **For shares held in physical form:** Company has issued letter and prescribed forms to shareholder pursuant to Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023. Members are requested to register/update the same by writing to M/s. Skyline Financial Services Pvt. Ltd. our Registrar & Transfer Agent (RTA) with relevant attachments at D-153/A, First Floor, Okhla Industrial Area, Phase – I, New Delhi –110020 or at Email Id: grievances@skylinerta.com; or admin@skylinerta.com; or parveen@skylinerta.com; Ph. No. +91- 11-40450193- 97. The formats are also available on the website of the Company at <https://www.jaispring.com/assets/investor-relation/corporate-governance/KYC-Updation.pdf>.
- 5) Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has

mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at: <https://www.jaispring.com/assets/investor-relation/corporate-governance/KYC-Updation.pdf> and on the website of the Company's RTA at [www.skylinerta.com](http://www.skylinerta.com). It may be noted that any service request can be processed only after the folio is KYC Compliant.

- 6) Details pursuant to Regulation 36(3) of Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India in respect of Director seeking re-appointment as mentioned under Item no. 3 form integral part of this Notice. The Company has received relevant declarations from Mr. S. P. S. Kohli for seeking his re-appointment.
- 7) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis.
- 8) The Register of Members and Share Transfer Books of the Company shall remain close from Saturday, July 22, 2023 to Monday July 31, 2023 (both days inclusive) in connection with the Annual General Meeting and for the purpose of payment of final dividend, if approved by the Members.
- 9) The final dividend as recommended by the Board, if declared at the AGM, will be paid within 30 days from the date of declaration to those Members:
  - a) Whose name appear as member in the register of member of the Company as on Friday, July 21, 2023.
  - b) Whose names appear as Beneficial Owners in the list of Beneficial Owners on Friday, July 21, 2023 to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited for this purpose.
- 10) SEBI has also mandated that the requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository except in the cases of transmission or transposition of securities. In view of the above, members holding shares in physical form are requested to

open a Demat account with a Depository Participant (DP) and deposit their physical shares with such DP and get their shares dematerialised at the earliest to avoid any kind of inconvenience. DP will guide you about the process of dematerialization of shares or you may refer the following links for understanding the process of dematerialized of shares:

NSDL: [https://nsdl.co.in/faqs/faq.php\(dematerialization\)](https://nsdl.co.in/faqs/faq.php(dematerialization))

CDSL: <https://www.cdslindia.com/Investors/open-demat.html>

- 11) Pursuant to Section 72 of the Act read with applicable rules made thereunder, facility for making nomination is available to the Members in respect of the shares held by them. Nomination forms can be obtained from the RTA by Members holding

shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participants.

- 12) Pursuant to the provisions of Section 124 of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refunds) Rules, 2016, dividend remaining unclaimed/ unpaid for a period of 7 years from the date of transfer to the Company's unpaid dividend account and all shares in respect of which dividend has not been paid or claimed for seven consecutive years will be transferred to the Investor Education and Protection Fund (IEPF). Please be informed that following are the dates of dividends declared and the corresponding dates when unclaimed dividends and shares are due for transfer to IEPF:

Financial Year	Date of Declaration Dividend	Due Date for transfer to Investor Education and Protection Fund
2015-16 (Final Dividend)	August 12, 2016	September 12, 2023
2016-17 (Interim Dividend)	November 09, 2016	December 10, 2023
2016-17 (Final Dividend)	August 01, 2017	September 1, 2024
2017-18 (Interim Dividend)	November 11, 2017	December 12, 2024
2017-18 (Final Dividend)	September 29, 2018	October 30, 2025
2018-19 (Interim Dividend)	November 12, 2018	December 13, 2025
2018-19 (Final Dividend)	July 30, 2019	August 30, 2026
2019-20 (First Interim Dividend)	November 14, 2019	December 15, 2026
2019-20 (Second Interim Dividend)	March 5, 2020	April 5, 2027
2020-21 (Interim Dividend)	February 05, 2021	March 5, 2028
2020-21 (Final Dividend)	September 22, 2021	October 22, 2028
2021-22 (Interim Dividend)	November 10, 2021	December 10, 2028
2021-22 (Final Dividend)	August 19, 2022	September 20, 2029
2022-23 (Interim Dividend)	November 02, 2022	December 02, 2029

In view of the above, Members, who have not yet encashed their dividend warrants for the above financial years, are requested to make their claims to the Company or Registrar and Transfer Agent.

The information in respect of unclaimed dividend due for transfer to the IEPF is also given in the Corporate Governance Report forming part of Annual Report. The Company has also uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company i.e. at <https://www.jaispring.com/unclaimed-dividend.html> and also filed the details with the Ministry of Corporate Affairs. The details of Members whose shares have already been transferred to IEPF Authority have also been hosted on the website of the Company. Member whose shares have been transferred to IEPF Authority can claim the same from the IEPF Authority. The procedure for claim of shares from IEPF Authority has been provided on the website [www.iepf.gov.in](http://www.iepf.gov.in).

- 13) Pursuant to Finance Act, 2020, dividend income is taxable in the hands of shareholders w.e.f. April 1, 2020. Accordingly, the Company shall be liable to deduct withholding tax ('TDS') as per the rates applicable to each category of shareholders.

However, no tax shall be deducted on the dividend payable to a resident Individuals if the total dividend to be received by them during any financial year does not exceed Rs. 5,000.

The Company has provided the facility to the Members (liable to pay tax) to apply to the Company for non-deduction of TDS or deduction of TDS at a lower rate by providing the necessary documents to the Company.

- 14) Members seeking any information with regard to the accounts or any other matter to be placed at the AGM, are requested to write to the Company latest by July 21, 2023 through email on [investor.relations@jaispring.com](mailto:investor.relations@jaispring.com). Such questions shall be replied by the Company suitably.
- 15) As per SEBI directions, now the physical instrument should necessarily mention the bank account details of the investors. In view of this, Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used for payment of dividend, in future. The Company or RTA cannot act on any request received directly from Members holding shares in electronic form for any change of bank particulars or

bank mandates. Such changes are to be advised only to the Depository Participant of the members.

- 16) Notice, inter-alia, explaining the manner of attending AGM through VC/OAVM and electronic voting (e-voting) along with explanatory statement of 57<sup>th</sup> AGM of the Company and with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on Company's website <https://www.jaispring.com/annual-reports-2022-2023.html>, website of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Ltd. at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- 17) Members may also note that the Notice of the 57<sup>th</sup> Annual General Meeting and the Annual Report 2022-23 will also be available at the Company's website <https://www.jaispring.com/annual-reports-2022-2023.html> for download.
- 18) Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio.

#### 19) THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period shall begin on July 28, 2023 at 09:00 A.M. and ends on July 30, 2023 at 5.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date Friday, July 21, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, July 21, 2023.

#### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





#### Step 1: Access to NSDL e-Voting system

- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p><b>1. NSDL IDeAS facility,</b></p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> users can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile.</li> <li>On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under "<b>IDeAS</b>" section.</li> <li>This will prompt you to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services.</li> <li>Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page.</li> <li>Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol> <p><b>2. IF THE USER IS NOT REGISTERED FOR IDEAS E-SERVICES,</b></p> <p>Register option is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</p>

Type of shareholders	Login Method
	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to <b>e-Voting website of NSDL</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B. Login Method for e-voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.



7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- 1) After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- 2) Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
- 3) Now you are ready for e-Voting as the Voting page opens.
- 4) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- 5) Upon confirmation, the message "Vote cast successfully" will be displayed.
- 6) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 7) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [contact@csrms.com](mailto:contact@csrms.com) with a copy marked to Company at [investor.relations@jaispring.com](mailto:investor.relations@jaispring.com) and NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will

be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Soni Singh at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investor.relations@jaispring.com](mailto:investor.relations@jaispring.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investor.relations@jaispring.com](mailto:investor.relations@jaispring.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and

are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

#### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
  2. Members are encouraged to join the Meeting through Laptops for better experience.
  3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  4. Please note that Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investor.relations@jaispring.com up till July 21, 2023. The same will be replied by the company suitably. Those members who have registered themselves as speakers will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- 20) In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

- 21) Relevant documents referred to in the Annual Report including AGM Notice and Explanatory Statement shall be available for inspection through electronic mode as per request received from interested members. Members are requested to send their requests on investor.relations@jaispring.com.
- 22) M/s RSM & Co., Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- 23) The Scrutinizer shall immediately after the conclusion of e-voting at the AGM, unblock the votes cast through remote e-Voting and e-vote cast during the AGM and will make, not later than 48 hours from the conclusion of the AGM, a consolidated scrutinizer's report of the total e-vote cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at <https://www.jaispring.com/corporate-gov.html> and on the website of NSDL immediately after the declaration of result. The results shall also be immediately forwarded to the Stock Exchanges where Company's shares are listed

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE ACT AND LISTING REGULATIONS:**

##### **Item No. 4**

The term of M/s. S.R. Batliboi & Co. , LLP, Chartered Accountants as Statutory Auditors of the Company will expire at this AGM.

The Board of Directors of the Company at its meeting held on May 29, 2023, on the recommendation of the Audit Committee, has appointed M/s Price Waterhouse Chartered Accountants LLP ("PWC") LLP (Firm Registration No. 012754N/N500016) as the Statutory Auditors of the Company for a period of 5 (Five) consecutive years from the conclusion of this AGM till the conclusion of the 62<sup>nd</sup> AGM subject to the approval of members of the Company at this AGM at a remuneration as may be agreed between the Board of Directors of the Company and PWC from time to time. There is no material change in the proposed fee for the auditor from that paid to the outgoing auditor.

Price Waterhouse Chartered Accountants LLP, (the "Firm") is a part of Price Waterhouse & Affiliates, a network of firms registered with the Institute of Chartered Accountants, which is considered one of the Big Four accounting firms. The Firm is primarily engaged in providing auditing and other assurance services to its clients. It has a valid peer review certificate and audits various companies listed on stock exchanges in India.

As per the requirement of the Companies Act, 2013 (the 'Act'), M/s Price Waterhouse Chartered Accountants LLP ("PWC")



LLP has given their consent to act as the Statutory Auditors of the Company and confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and are not disqualified to be appointed as Statutory Auditor in terms of the provisions of the Section 139 and 141 of the Act and the rules made thereunder.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 4 of this Notice. accordingly, the consent of the members is being sought for appointment and authorising the board for fixing the remuneration as payable to Statutory Auditors during their tenure.

#### Item No. 5

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the re-appointment of M/s. Jangira & Associates, Cost Accountants as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2024. In accordance with the provisions of Section 148 of the Act and the rules made thereunder, the remuneration payable to the

Cost Auditors is required to be ratified by the members of the Company. Accordingly, the approval of the Members is being sought for ratification of the remuneration payable to Cost Auditors for the financial year ending March 31, 2024.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 5 of this Notice. The Board, therefore, recommends the Ordinary Resolution at Item No.5 of the Notice for approval by the members.

#### Item No. 6

Jai Suspension Systems Private Limited is a material subsidiary of the company as per the criteria mentioned in the Listing regulations and as per the Company's Policy on material subsidiaries. The Company has entered a transaction with the subsidiary which is material related party transaction in the ordinary course of business and at arm's length price.

Pursuant to Regulation 23(4) of Listing Regulations and policy on related party transactions, approval of the shareholders is required for entering into material related party transactions with a subsidiary.

In view of the above, the ongoing transactions with the Subsidiary is material in nature for which approval of unrelated Members of the Company is requested by an ordinary resolution.

The details of proposed related party transaction between the Company and Jai Suspension Systems Private Limited pursuant to SEBI circular No. SEBI/HO/CFD/CMDI/CIR/P/2021/662 dated November 22, 2021 is given as below:

S. No.	Description	Details of Proposed Related Parts Transaction
1	Type, material terms and particulars of the proposed transaction	<p>Jai Suspension Systems Private Limited is a subsidiary of the Company. The following transactions with Subsidiary are proposed as per the business requirements in ordinary course of business of the Company/ Subsidiary at arms' length basis. The consideration, scope of work and other terms &amp; conditions may vary for each transaction.</p> <ul style="list-style-type: none"> <li>Sale, purchase, supply of goods or material or availing, rendering any services, renting of property from/to Subsidiary;</li> <li>providing guarantee on behalf of Subsidiary;</li> <li>giving/making loans, inter-corporate deposits, advances or investments to/in Subsidiary;</li> <li>providing management support services at charges of cost plus 7.66% margin;</li> <li>use of Company's Trade Mark for sale of products by subsidiary at royalty @ 0.69% on net sales of product.</li> </ul>
2	Name of the related party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>Jai Suspension Systems Private Limited is a material subsidiary of the Company. The Company holds 99.9985% of equity share capital of the Subsidiary</p> <p>The transactions in aggregate are material related party transaction.</p>

S. No.	Description	Details of Proposed Related Parts Transaction
3	Tenure of the proposed transaction	Upto next Annual General Meeting.
4	Value of the proposed transaction	Rs.400 Crores (Rupees Four Hundred Crores) aggregate in a financial year
5	The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	17.20 % approximately
6	<p>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary, additional disclosure shall be made in accordance with provisions contained under Listing Regulations:</p> <p>details of the source of funds in connection with the proposed transaction</p> <ul style="list-style-type: none"> <li>- nature of indebtedness;</li> <li>- cost of funds</li> <li>- tenure;</li> </ul> <p>applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;</p> <p>the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the Related Party Transaction;</p>	The transactions related to loans, inter-corporate deposits, advances or investments, if entered shall be made in accordance with the provisions of the Act and Listing Regulations, with approval of Audit Committee and/or Board of Directors, as required.
7	Justification as to why the RPT is in the interest of the Company	The Company does sale, purchase, provides / receives services to / from subsidiary and also provides financial support to the subsidiary, which is significant for expansion and growth of the business of the group.
8	A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
9	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	125.78 % approximately.

The Audit Committee and the Board of Directors of the Company at their meetings have granted their approval for entering into transactions with the Subsidiary.

None of the Directors or any of the Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. The Board, therefore, recommends the Ordinary Resolution at Item No.6 of the Notice for approval by the members.

By order of the Board of Directors  
For **Jamna Auto Industries Limited**

Date: 29<sup>th</sup> May, 2023  
Place: New Delhi

**Praveen Lakhera**  
Company Secretary & Head-Legal