

Jay Bharat Maruti Limited

Registered Office: 601, Hemkunt Chambers,
89, Nehru Place, New Delhi - 110 019
CIN: L29130DL1987PLC027342
E-mail: corp@jbm.co.in; Website: www.jbm-group.com
Ph. 011-26427104; Fax: 011-26427100



NOTICE

NOTICE is hereby given that the 28th Annual General Meeting of the members of Jay Bharat Maruti Limited will be held on Monday, the 24th day of August, 2015 at 11:00 a.m. at Air Force Auditorium, Subroto Park, New Delhi-110010 to transact the following business(es):

Ordinary Business:

1. To consider and adopt the audited financial statements of the Company for the year ended 31st March, 2015, the Reports of the Board of Directors and Auditors' thereon.
2. To declare dividend on equity shares.
3. To appoint director in place of Ms. Esha Arya (DIN: 00004836) who retires by rotation and being eligible offers herself for re-appointment.
4. To appoint Auditors and fix their remuneration.

Special Business:

5. To appoint Mr. Virender Ganda (DIN: 01013057) as an Independent Director 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 Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mr. Virender Ganda (DIN: 01013057), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years for a term upto 30th March, 2020.”

6. To appoint Mr. Rajiv Gandhi (DIN: 07231734) as a Director of the Company and in this regards, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Article 91(aa) of the Articles of Association of the Company, Mr. Rajiv Gandhi (DIN: 07231734), in respect of whom, the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, who shall not be liable to retire by rotation.”

7. To approve the material related party transactions for the period from 1st October, 2014 to 30th September, 2019 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT in terms of Clause 49 of the Listing Agreement with the Stock Exchanges, as amended from time to time and subject to such other approvals, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board”, which term shall include a Committee constituted by

the Board or any person(s) authorized by the Board) to enter into material related party transaction(s) relating to purchase and sale of components, tools & dies, Equipments including hiring of services and job work, etc. for a period of five (5) years with effect from 1st October, 2014 upto 30th September, 2019 with respective parties and maximum amount per annum, as mentioned herein below:

Sl. No.	Name of related party	Relationship	Nature of transaction	Expected Annual Value of transaction (Rs. in Lacs)
1	Maruti Suzuki India Ltd.	Associate Company	Purchase and Sale of Components, tools & dies, Equipments, including hiring of services and job work, etc.	4,00,000
2	Neel Metal Products Ltd.	Public Company in which a Director of the Company is Director having more than 2% of shareholding.	Purchase and Sale of Components. Raw Materials, Equipments, hiring of services including job work.	2,00,000

RESOLVED FURTHER THAT the Board of Directors (the “Board”) and/or any Committee thereof be and is hereby authorized to negotiate and finalize other terms & conditions and to do all such acts, things or deeds and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary and/or expedient to giving effect to the above resolution.”

**By Order of the Board of Directors
For Jay Bharat Maruti Ltd.**

Sd/-
Dinesh Kumar
Company Secretary

Place: New Delhi
Date : 27.07.2015

NOTES:

- 1. A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than forty eight hours before the commencement of the meeting.**

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

- 2. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means.** Instructions and other information relating to e-voting are given in this Notice under Note No. 18. The Company will also send communication relating to remote e-voting which *inter alia* would contain details about User ID and password along with a copy of this Notice to the members, separately.
- 3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.**
- 4. In terms of Section 152 of the Companies Act, 2013, Ms. Esha Arya (DIN 00004836), Director, retire by rotation at the Meeting and being eligible, has offered herself for reappointment. The Board of Directors of the Company recommend her re-appointment. Brief resume of Directors including those proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and**

- memberships / chairmanships of Board Committees, shareholding and relationships between directors *inter-se* as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are appended to the notice.
5. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
 6. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
 7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 8. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
 9. (a) The Company has notified closure of Register of Members and Share Transfer Books from Tuesday, the 11th August, 2015 to Monday, the 24th August, 2015 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
(b) The dividend on Equity Shares, if declared at the Meeting, will be credited / dispatched between 12th September, 2015 and 22nd September, 2015 to those members whose names shall appear on the Company's Register of Members on 10th August, 2015; in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
 10. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, MCS Ltd. ("MCS") cannot act on any request received directly from the 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 by the members.
 11. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat account(s). Members holding shares in physical form are requested to advise any change in their address or bank mandate immediately to the Company/MCS.
 12. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2006-07, from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 19th August, 2014 (date of last Annual General Meeting) on the website of the Company (www.jbm-group.com).
 13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN to the Company/MCS.
 14. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in electronic/demat form may file nomination in the prescribed Form SH-13 (in duplicate) with the respective Depository Participant and in respect of shares held in physical form, the nomination form may be filed with MCS.
 15. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to MCS, for consolidation into a single folio.
 16. Non-Resident Indian Members are requested to inform MCS, immediately of:
 - (a) Change in their residential status on return to India for permanent settlement.
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

17. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notice, etc. from the Company electronically.

18. Information and other instructions relating to e-voting are as under:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the **Annual General Meeting (AGM)** by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the **AGM** (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 21th August, 2015 (9:00 a.m.) and ends on 23rd August, 2015 (5:00 p.m). During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 17th August, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select “EVEN” of “Jay Bharat Maruti Limited”.
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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. together

with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to dshukla.fcs1@gmail.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>	<u>PASSWORD/PIN</u>
---	-----------------------	----------------------------

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any query, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.:1800-222-990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 17th August, 2015.

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 17th August, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or the Company/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.:1800-222-990.

XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

XII. Mr. Dhananjay Shukla, Company Secretary (Membership No. FCS 5886) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XIV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes 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.

XV. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.jbm-group.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai and National Stock Exchange of India Ltd., Mumbai.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

The following statement sets out all material facts relating to the Special Business mentioned at Item Nos. 5 to 7 of the accompanying Notice:

Item No. 5

In accordance with the provisions of Section 149, 152 read with Schedule IV of the Act, appointment of an Independent Director requires approval of members.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed the appointment of Mr. Virender Ganda as an Independent Director of the Company.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Virender Ganda for the office of Director of the Company.

Mr. Virender Ganda is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Mr. Virender Ganda that he meets the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act and Clause 49 of the Listing Agreement. In the opinion of the Board, Mr. Virender Ganda fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Mr. Virender Ganda is independent of the management and possesses appropriate skills, experience and knowledge.

Keeping in view his vast expertise and knowledge, it will be in the best interest of the Company that Mr. Virender Ganda is appointed as an Independent Director of the Company.

A copy of Notice received from a member and a copy of draft letter of appointment of Mr. Virender Ganda as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

The Board recommend the Resolution set out at Item No. 5 of the accompanying Notice for approval of the shareholders of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except Mr. Virender Ganda himself.

Item No. 6

Pursuant to provisions of Joint Venture Agreement between MSIL and JBML and Article 91(aa) of the Articles of Association of the Company and the proposal received from Maruti Suzuki India Ltd., the Board of Directors of the Company, in their meeting held on 13th July, 2015, have appointed Mr. Rajiv Gandhi (DIN: 07231734) as an additional Director, in place of Mr. R. Dayal. Mr. Gandhi will hold office upto the date of this Annual General Meeting, pursuant to the provisions of Section 161 of the Companies Act, 2013.

The Company has received a notice in writing from a member along with a deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Rajiv Gandhi for the office of Director of the Company. Mr. Gandhi is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director of the Company. A copy of notice is available for inspection by the members at the registered office of the Company.

Mr. Gandhi has 31 years of experience of Auto Industry and has worked in various domain including supply chain, Purchase, Production, Planning & Control, Plant Maintenance & Vehicle Manufacturing, etc. The Board is of opinion that the Company will be immensely benefitted from his enriched & long experience and his appointment as Director would be in the best interest of the Company.

The Board of Directors, therefore, recommend the Ordinary Resolution set out at item no. 6 of the accompanying notice for approval of the shareholders of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except Mr. Rajiv Gandhi himself.

Item No. 7

Maruti Suzuki India Ltd. and Neel Metal Products Ltd., are related parties of the Company within the meaning of Section 2(76) of the Companies Act, 2013 and Clause 49(VII)(B)(2) of the Listing Agreement. The transactions with these related parties are material in nature, as it exceeds 10% of Turnover as per the audited financial statement of the Company as at 31st March, 2015. However, the transaction(s) with the Related Parties are on arm's length basis and in the ordinary course of business.

The Securities and Exchange Board of India vide its Circular No. CIR/CFD/POLICY CELL/2/2014 dated 17th April, 2014 has amended Clause 49(VII) of the Listing Agreement which is effective from 1st October, 2014. Under the said amendment, all Related Party Transactions shall require prior approval of Audit Committee and all material Related Party Transaction shall require approval of shareholders, who are unrelated, by a Special Resolution.

The particulars of transactions are as under:

- | | |
|--|--|
| (a) Name of Related Parties | i. Maruti Suzuki India Ltd.
ii. Neel Metal Products Ltd. |
| (b) Name of Directors or Key Managerial Personnel who is related, if any | Mr. S. K. Arya, Chairman & Managing Director |
| (c) Nature of relationship | i. Associate Company having more than 20% shareholding in the Company.
ii. Public Company in which a Director of the Company is Director having more than 2% shareholding in the Company. |
| (d) Material terms of contracts/ transactions | Purchase and Sale of Components, Raw Materials, tools & dies, Equipments, including hiring of services and job work, etc. are on arm's length basis and in ordinary course of business. |
| (e) Monetary Value: | Estimated value as mentioned in the Resolution. |
| (f) Any other information relevant or important for the members to take a decision on proposed transaction | None |

The Board of Directors recommend the Resolution set out at Item No. 7 of the accompanying notice for approval of shareholders of the Company, who are unrelated vis-à-vis the subject matter of the contract/ transaction by a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in, any way, concerned or interested, financially or otherwise, in the resolution.

**By Order of the Board of Directors
For Jay Bharat Maruti Ltd.**

Place: New Delhi
Date : 27.07.2015

Sd/-
Dinesh Kumar
Company Secretary

INFORMATION AS PER CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES

Profile and other details of Directors being appointed/re-appointed at the Annual General Meeting are as under:

Ms. Esha Arya

Ms. Esha Arya is a degree holder in Business Administration from Boston University, USA and MBA from INSEAD, France. She is an articulate, proactive thinker and is contemporary leader.

Ms. Arya is holding position of an Executive Director in Neel Metal Products Ltd. and Non-executive Director in Neel Auto Private Ltd. and JBM Auto System Private Limited. She has been instrumental in disseminating knowledge to the customers to leverage productivity and efficiency. The communication systems and processes incorporated by her, assisted in the making of an evolved, energized and dynamic ambiance within the company.

She is relative of Mr. S. K. Arya, Chairman & Managing Director and Mr. Nishant Arya, Director and doesn't hold any share in the Company.

Mr. Virender Ganda

Mr. Virender Ganda is Senior Advocate at Delhi High Court and the Supreme Court of India. He is Science Graduate from National College, Sirsa (Haryana) and Law Graduate from Punjab University, Chandigarh. He is a fellow member of the Institute of Company Secretaries of India and the Institute of Cost Accountants of India. He is past president of the Institute of Company Secretaries of India. He has over 39 years of experience as lawyer together as an Independent Professional and as in-house Counsel with large Industrial Houses in the Country – DCM, EICHER, HERO, and THAPARS at Senior Management levels. He has been the Chairman, Organizing Sub-Committee for National Convention, 1995. He has also been member of Advisory Board of the Centre for Corporate Governance Research & Training (CCGRT) and a member of the committees appointed by SEBI for Corporate Governance and Accounting Standard and also of Advisory Board to SEBI on Primary & Secondary Markets.

He is neither a Director nor a member of any Committee of the Board of any other Company. He does not hold any share in the Company.

Mr. Rajiv Gandhi

Mr. Rajiv Gandhi graduated in B. Tech (Mechanical) from IIT (Kanpur). He joined Maruti Suzuki India Limited (MSIL) as a Graduate Engineer Trainee in 1984 and since then he has worked in various domains including supply chain, Purchase, Production Planning & Control, Plant maintenance and Vehicle manufacturing. A lean management specialist, he pioneered in conceptualizing Maruti Production System and played an important role in establishing "Total Quality management" culture in all production functions. He spearheads cost saving movement by leveraging "VA-VE" methodology and other improvement activities in Quality & Productivity front at Vendor end. Presently, he is holding the position of Executive Officer (Plant). Mr. Gandhi leads a team of over 15,000 people which manufactured every second car running on Indian road. He is leading operations comprising of 118 departments and 29 divisions across vehicle and engine manufacturing, production engineering, projects & infrastructure, power plants, and material logistics, etc.

He is neither a Director nor a member of any Committee of the Board of any other Company. He does not hold any share in the Company.



JAY BHARAT MARUTI LIMITED

CIN: L29130DL1987PLC027342

Registered Office: 601, Hemkunt Chambers, 89, Nehru Place, New Delhi 110 019

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL
Joint shareholders may obtain additional Slip at the venue of the meeting.

DP Id*

Folio No.

Client Id*

No. Share

Name and address of the Shareholders :

I hereby record my presence at the **28th ANNUAL GENERAL MEETING** of the Company held on Monday, the 24th day of August, 2015 at 11:00 a.m. at Air Force Auditorium, Subroto Park, New Delhi-110010.

*Applicable for investors holding shares in electronic form

Signature of the Shareholder/Proxy



JAY BHARAT MARUTI LIMITED

CIN: L29130DL1987PLC027342

Registered Office: 601, Hemkunt Chambers, 89, Nehru Place, New Delhi 110 019

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):

E mail id:

Registered Address:

Folio No/ *Client Id:

***DP Id:**

I/We, being the member(s) of holding shares of Jay Bharat Maruti Limited, hereby appoint:

- 1. _____ of _____ having e-mail ID _____ or failing him
- 2. _____ of _____ having e-mail ID _____ or failing him
- 3. _____ of _____ having e-mail ID _____ or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the **28th Annual General Meeting** of the Company, to be held on Monday, the 24th August, 2015 at 11:00 a.m. at Air Force Auditorium, Subroto Park, New Delhi-110010 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	For	Against
1.	To consider and adopt the audited financial statement of the Company for the year ended 31 st March, 2015, the Report of the Board of Directors and Auditors thereon.		
2.	To declare dividend on equity shares.		
3.	To appoint director in place of Ms. Esha Arya (DIN 00004836) who retires by rotation and being eligible offers herself for re-appointment.		
4.	To appoint Auditors and fix their remuneration		
5.	To appoint Mr. Virender Ganda (DIN 01013057) as an Independent Director of the company		
6.	To appoint Mr. Rajiv Gandhi (DIN 07231734) as Director of the Company		
7.	To approve the material related party transactions for the period from 1st October, 2014 to 30 th September, 2019		

Signed this _____ day of _____ 2015

Affix
Re. 1/-
Revenue
Stamp

Signature of Shareholder

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder



Notes:

- (1) **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
- (2) **A Proxy need not be a member of the Company.**
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- ** (4) This is only optional. Please put a '√' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.