

Jay Bharat Maruti Limited

Regd. Off.: 601 Hemkunt Chambers, 89, Nehru Place, New Delhi - 110 019

To,
The Members,

Sub.: Abstract and Memorandum under Section 302 of the Companies Act, 1956.

At the Board Meeting held on 15th April 2013, the Board of Directors of the Company have re-appointed Mr. S. K. Arya as Chairman & Managing Director of the Company for a period of five years with effect from 10th June 2013 on the remuneration as recommended by the Remuneration Committee in its meeting held on 15th April 2013 (subject to the approval of the members at the forthcoming annual general meeting and central government, if any required).

An abstract of the said appointment and the Memorandum specifying the nature of the concern or interest of the directors in the appointment of Mr. S. K. Arya as Chairman & Managing Director of the Company is being circulated in accordance with the provisions of Section 302 of the Companies Act, 1956.

Abstract of the Appointment

1. Appointee: Mr. S. K. Arya, Chairman & Managing Director
2. Period of appointment: Five years with effect from 10th June 2013
3. Consideration: Mr. S. K. Arya shall be entitled to the following remuneration w.e.f. 1st April, 2013 in consideration of the services rendered by him as Chairman & Managing Director of the Company:
 - a. **Basic Salary** - Rs. 5,00,000/- (Rupees Five Lakh only) per month in the pay scale of Rs. 5,00,000 - 75,000 - 800,000
 - b. **Perquisites** - In addition to the basic salary, Mr. S. K. Arya, Chairman & Managing Director shall be entitled to perquisites like furnished accommodation (including gas water, electricity etc.)/ or payment of House Rent Allowance (HRA); house maintenance allowance/reimbursement, Allowance/ reimbursement for domestic help/servant(s), Child education allowance/reimbursement, Medical allowance/ reimbursement; Accident/Medical insurance, Leave travel expenses/ or allowance for self, spouse, dependent children and dependent parents, Club fee or any other perquisite as per Company Rules. The value of these perquisites shall be restricted to an amount equivalent to 150 % of the basic salary per month.

Provision for use of Company's chauffeur driven car(s) for the business of the Company, telephone facility at residence to be used for the business of the Company; One month's leave with full salary for every eleven (11) months of service, Reimbursement of entertainment/traveling/hotel and other expenses actually and properly incurred for the business of the Company, Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund, Gratuity payable at the rate not exceeding half a month's salary for each completed year of service in the company and Encashment of leave at the end of the tenure shall not be included in the computation of perquisites for the purpose of calculating the above ceiling.
 - c. **Commission** - Mr. S K Arya shall be entitled to such remuneration as commission, not exceeding 2% of Net Profit computed in accordance with Section 198, 309 & 349 of the Companies Act, 1956 in addition to the above salary and perquisites, as maybe determined by the Board of Directors of the Company or any Committee thereof at the end of each financial year
4. In the event of no profit or inadequate profit in any financial year, he shall be paid the remuneration as aforesaid including such amount of commission, as may be decided by the Board of Directors as minimum remuneration with the previous approval of the Central Government, if required, and in addition thereto, he shall also be entitled to Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund, Gratuity payable at the rate not exceeding half a month's salary for each completed year of service in the company and Encashment of leave at the end of the tenure which shall not be included in the computation of the payment of minimum remuneration

Memorandum of interest of Directors

- i. Mr. S. K. Arya, being an appointee is interested in his re-appointment as Chairman & Managing Director.
- ii. Mr. Nishant Arya, Director of the Company is son of Mr. S. K. Arya shall be deemed to be interested in his re-appointment as Chairman & Managing Director.

No other director of the Company is concerned or interested in the re-appointment of Mr. S. K. Arya as Chairman & Managing Director.

for Jay Bharat Maruti Limited

Date: 16th April 2013
Place: Gurgaon, Haryana

S. Kartik
Company Secretary

IMPORTANT INFORMATION

As per Securities and Exchange Board of India (SEBI) circular number CIR/MRD/DP/10/2013 dated March 21, 2013, it has been mandated that for making cash payments to the investors, companies whose securities are listed on the stock exchanges shall use, either directly or through their RTI & STA, any RBI (Reserve Bank of India) approved electronic mode of payment such as ECS [LECS (Local ECS) / RECS (Regional ECS) / NECS (National ECS)], NEFT, etc.

In view of the aforesaid circular, the Company shall primarily make all cash payments (like dividend etc) only through RBI approved electronic mode of payment at the first instance.

Shareholders are hereby requested to update their bank account details with their depository participants (in case shares are being held in Dematerialised form) and if the shares are being held through physical certificates, with our Registrar & Share Transfer Agent - M/s MCS Limited at F-65, Okhla Industrial Area, Phase - I, New Delhi - 110 020, Phone no: 011-41406149 or write to the company secretary at the address of the registered office of the Company.