

**MINUTES OF 18TH ANNUAL GENERAL MEETING OF THE MEMBERS OF JBM AUTO LIMITED
HELD ON WEDNESDAY, 24TH SEPTEMBER, 2014 AT 11:00 A.M. AT DR. SARVEPALLI
RADHAKRISHNAN AUDITORIUM, KENDRIYA VIDYALAYA NO. 2, NEAR A.P.S. COLONY,
DELHI CANTT., NEW DELHI - 110010**

PRESENT:

- | | | |
|----------------------------|---|--------------------|
| 1. Mr. S. K. Arya | : | Chairman |
| 2. Mr. Ashok Kumar Agarwal | : | Director |
| 3. Mr. M. K. Aggarwal | : | Director |
| 4. Mrs. Vimal Vasisht | : | Director |
| 5. Mr. Nishant Arya | : | Director |
| 6. Mr. H.R Saini | : | Executive Director |

IN ATTENDANCE:

- | | | |
|-----------------|---|--|
| Mr. Vivek Gupta | : | Chief Financial Officer
& Company Secretary |
|-----------------|---|--|

BY INVITATION:

- | | | |
|----------------------|---|--|
| Mr. R.K. Mehra | : | Sr. Partner, M/s Mehra Goel & Co.
Chartered Accountants |
| Mr. Dhananjay Shukla | : | Scrutinizer |

AND 2,922 Members (2,878 members in person and 44 members by proxy) holding 82,94,558 equity shares of the Company.

Mr. S. K. Arya, Chairman took the chair and welcomed the members present in the meeting. The Chairman called the meeting in order as requisite quorum for the meeting was present.

Mr. S. K. Arya, Chairman delivered his speech and briefed the members about the Company's performance during F.Y. 2013-14, economic outlook, expansion, Sub-Division and Bonus issue and future plan. The Key points of the Chairman Speech are as follows: -

1. The Chairman informed the shareholders about the Industry scenario, economic scenario and the emerging market Dynamics.
2. During the F.Y. 2013-14, Company recorded the consolidated gross turnover of Rs.1540.41 Crore as against Rs.1321.85 crores in F.Y. 2012-13, an increase of 16.53%. The profit after tax is Rs.50.21 Crore during the F.Y. 2013-14 as against Rs.32.60 Crore in the previous year, an increase of 54%.
3. Sub-division of the face value of Equity shares of the Company of the face value of Rs.5/- each in order to increase the liquidity in trading and also to issue Bonus shares in the ratio of 1:1 to reward the esteemed shareholders of the Company.

4. Present status and future plans for Bus project of the Company.

Works:
Plant II : Plot No. 5, Sector 31, Kasna Indl. Area, Greater Noida, Gautam Budh Nagar-201 306 T:+91 120 4522500, F:+91 120 4522504
Plant III : 71-72, M.I.D.C. Satpur, Nashik - 422 007 T: +91 253 2207297 F: +91 253 2360559
Plant IV : Plot No. B-2, Survey No. 1, Tata Motors Vendor Park, Sanand, Ahemdabad - 382 170 (Gujrat) T:+91 2717 645180
Plant V : Plot No. 157-E, Sector 3, Pithampur Industrial Area, Distt. Dhar-454 775 (M.P.)
Plant VI : SP-1/891, RIICO Industrial Area, Pathredi, Distt. Alwar, Rajasthan -303107
Corp. Office : Plot No. 9, Institutional Area, Sector 44, Gurgaon-122003 (Hr.) T:+91-124-4674500, 4674550 F:+91-124-4674599
Regd. Office : 601, Hemkunt Chambers, 89, Nehru Place, New Delhi - 110 019 T: +91 11 26427104, F: +91 11 26427100
CIN : L74899DL1996PLC083073



5. With the permission of the members present, the notice convening the meeting was taken as read.

The Chairman invited Mr. R. K. Mehra, Sr. Partner of M/s Mehra Goel & Co., Chartered Accountants, New Delhi to read the Auditors' Report on the Annual Accounts of the Company for the Financial Year 2013-14.

Mr. R. K. Mehra read the Auditors' Report on the Annual Accounts of the Company for the Financial Year 2013-14.

The Chairman sought the queries from members. The queries raised by the members were suitably replied by the Chairman.

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

As per the Report of the Scrutinizer appointed to scrutinize the e-voting process and Poll conducted at the 18th Annual General Meeting of the Company, the resolution wise results are as follows:

ORDINARY BUSINESS:

AGENDA ITEM NO. 1: (ORDINARY RESOLUTION)

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

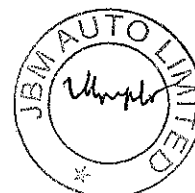
The following resolution was proposed:

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

The voting was done through electronic means and also the poll conducted at the 18th Annual General Meeting for the above resolution. As per report of the scrutinizer, the result of voting was as follows:

Resolution No. 1	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution:			
E-Voting	30	8334551	99.53
Poll	30	39293	0.47
Total	60	8373844	100.00
Voted against the resolution:			
E-Voting	0	0	0
Poll	0	0	0
Total	0	0	0
Invalid Votes			
E-Voting	0	0	
Poll	13	40	
Total	13	40	

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



AGENDA ITEM NO. 2: (ORDINARY RESOLUTION)**DECLARATION OF DIVIDEND FOR THE FINANCIAL YEAR 2013-14**

The following resolution was proposed:

"RESOLVED THAT dividend at the rate of Rs.3/- (i.e.30%) per equity share fully paid up, as recommended by the Board of Directors of the Company for the Financial Year 2013 -14 be and is hereby approved for payment to the members.

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

The voting was done through electronic means and also the poll conducted at the 18th Annual General Meeting for the above resolution. As per report of the scrutinizer, the result of voting was as follows:

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	30	8334551	99.53
Poll	30	39293	0.47
Total	60	8373844	100.00
Voted against the resolution:			
E-Voting	0	0	0
Poll	0	0	0
Total	0	0	0
Invalid Votes			
E-Voting	0	0	
Poll	13	40	
Total	13	40	

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

AGENDA ITEM NO. 3: (ORDINARY RESOLUTION)**RE-APPOINTMENT OF MR. S. K. ARYA**

The following resolution was proposed:

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

The voting was done through electronic means and also the poll conducted at the 18th Annual General Meeting for the above resolution. As per report of the scrutinizer, the result of voting was as follows:



Resolution No. 3	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution:			
E-Voting	30	8334551	99.53
Poll	30	39293	0.47
Total	60	8373844	100.00
Voted against the resolution:			
E-Voting	0	0	0
Poll	0	0	0
Total	0	0	0
Invalid Votes			
E-Voting	0	0	
Poll	13	40	
Total	13	40	

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

AGENDA ITEM NO. 4: (ORDINARY RESOLUTION)

RE-APPOINTMENT OF MR. NISHNAT ARYA

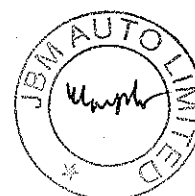
The following resolution was proposed:

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

The voting was done through electronic means and also the poll conducted at the 18th Annual General Meeting for the above resolution. As per report of the scrutinizer, the result of voting was as follows:

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	29	8328051	99.45
Poll	30	39293	0.47
Total	59	8367344	99.92
Voted against the resolution:			
E-Voting	1	6500	0.08
Poll	0	0	0
Total	1	6500	0.08
Invalid Votes			
E-Voting	0	0	
Poll	13	40	
Total	13	40	

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



AGENDA ITEM NO. 5: (ORDINARY RESOLUTION)**RE-APPOINTMENT OF AUDITORS**

The following resolution was proposed:

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

The voting was done through electronic means and also the poll conducted at the 18th Annual General Meeting for the above resolution. As per report of the scrutinizer, the result of voting was as follows:

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	30	8334551	99.53
Poll	30	39293	0.47
Total	60	8373844	100.00
Voted against the resolution:			
E-Voting	0	0	0
Poll	0	0	0
Total	0	0	0
Invalid Votes			
E-Voting	0	0	
Poll	13	40	
Total	13	40	

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

SPECIAL BUSINESS:**AGENDA ITEM NO. 6: (SPECIAL RESOLUTION)**

RE-APPOINTMENT OF MR. H. R. SAINI AS A WHOLE TIME DIRECTOR (TO BE DESIGNATED AS AN "EXECUTIVE DIRECTOR") FOR A FURTHER PERIOD OF ONE YEAR.

The following resolution was proposed:

"RESOLVED THAT pursuant to the provisions of Section 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, Mr. H. R. Saini be and is hereby re-appointed as a Whole Time Director (to be designated as an "Executive Director") for a further period of 1 (One) year w.e.f. 7th June, 2014 on the terms & conditions and remuneration as set out below:

a. Basic Salary: Rs.1,35,000/- (Rupees One Lac Thirty Five Thousand Only) per month in the pay scale of Rs. 1,00,000/- - Rs.1,50,000/- with an authority to the Board of Directors or Nomination & Remuneration Committee to fix the quantum of annual increment within the above scale from time to time.



b. Perquisites & Allowances: Mr. H. R. Saini will 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 of domestic help/ Servant(s); Child Education Allowance/Reimbursement; Medical Allowance/ Reimbursement; Accident/Medical Insurance; Leave Travel Expenses/or Allowances for self; spouse, dependent children and dependent parents; club fees or any other permissible perquisites. The aggregate value of these perquisites shall be restricted to an amount equivalent to 100% of the basic salary per month. Further, Mr. H. R. Saini shall also be entitled to such incentive remuneration, in addition to the above salary and perquisites, as may be determined by the Board of Directors of the Company or Nomination & Remuneration Committee thereof at the end of each financial year, subject to the maximum of 50% of annual basic salary.

Apart from the above, the Executive Director shall also be entitled to the following, which shall not be included in the computation of the perquisites for the purpose of calculating the said ceiling of perquisites:

- i. Company's Chauffeur driven car for the purpose of the business of the Company;
- i. Telephone Facility at residence to be used for the purpose of the business of the Company;
- ii. One Month's leave with full salary for every eleven months of service; and
- iii. Reimbursement of Entertainment / Travelling / Hotel / and other expenses actually and properly incurred for the business of the Company;
- iv. Company's contribution to the Provident Fund, Superannuation Fund or Annuity Fund;
- v. Gratuity payable at the rate not exceeding half month's salary for each completed year of service in the Company;
- vi. Encashment of leave at the end of tenure.

RESOLVED FURTHER THAT the perquisites & allowances shall be evaluated as per the provisions of Income Tax Rules in force, from time to time, wherever applicable. In the absence of any such rules, perquisites and allowance shall be evaluated at the actual cost.

RESOLVED FURTHER THAT Mr. H. R. Saini, Executive Director shall not be entitled to sitting fee for attending meetings of the Board and/or Committees thereof.

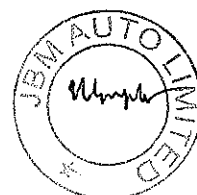
RESOLVED FURTHER THAT in case of inadequacy of profit or no profits in the Company in the financial year, Mr. H. R. Saini, Executive Director shall be entitled to the aforesaid salary, perquisites and allowances and incentive remuneration as minimum remuneration during his tenure subject to such permission, as may be required.

RESOLVED FURTHER THAT Mr. H. R. Saini, Executive Director shall also be entitled to the following perquisites (not to be included in the computation of the ceiling of the minimum remuneration):

- i. Company's contribution to the provident Fund, Superannuation Fund, Annuity Fund to the extent these singly or put together are not taxable under the Income Tax Act, 1961;
- ii. Gratuity payable at the rate not exceeding half month's salary for each completed year of service;
- iii. Encashment of leave at the end of the tenure.

RESOLVED FURTHER THAT the Board of Directors or Nomination & Remuneration Committee of the Company be and are hereby authorized to alter / vary the terms and conditions from time to time as it may deem fit subject to necessary approvals, if any, in accordance with the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. H. R. Saini, Executive Director shall not be liable to retire by rotation while holding of the office of the Whole Time Director.



RESOLVED FURTHER THAT the Board of Directors or Nomination & Remuneration Committee of the Company be and are hereby authorized to do all such acts, deeds or things as may be required or considered necessary or incidental thereto”.

The voting was done through electronic means and also the poll conducted at the 18th Annual General Meeting for the above resolution. As per report of the scrutinizer, the result of voting was as follows:

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	30	8334551	99.53
Poll	30	39293	0.47
Total	60	8373844	100.00
Voted against the resolution:			
E-Voting	0	0	0
Poll	0	0	0
Total	0	0	0
Invalid Votes			
E-Voting	0	0	
Poll	13	40	
Total	13	40	

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

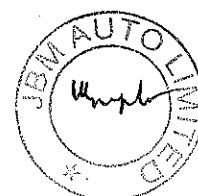
AGENDA ITEM NO. 7: (ORDINARY RESOLUTION)

APPOINTMENT OF MR. ASHOK KUMAR AGARWAL (DIN: 00003988) AS AN INDEPENDENT DIRECTOR

The following resolution was proposed:

“**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 and the Companies (Appointment and Qualification of Directors) Rule, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Ashok Kumar Agarwal (DIN: 00003988), Director be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years from 1st April, 2014 to 31st March, 2019, whose period of office shall not be liable to retire by rotation.”

The voting was done through electronic means and also the poll conducted at the 18th Annual General Meeting for the above resolution. As per report of the scrutinizer, the result of voting was as follows:



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	29	7948288	99.51
Poll	30	39293	0.49
Total	59	7987581	100.00
Voted against the resolution:			
E-Voting	0	0	0
Poll	0	0	0
Total	0	0	0
Invalid Votes			
E-Voting	0	0	
Poll	13	40	
Total	13	40	

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

AGENDA ITEM NO. 8: (ORDINARY RESOLUTION)

APPOINTMENT OF MR. MAHESH KUMAR AGGARWAL (DIN: 00004982) AS AN INDEPENDENT DIRECTOR

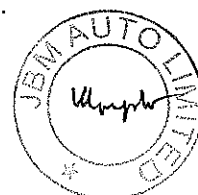
The following resolution was proposed:

"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 and the Companies (Appointment and Qualification of Directors) Rule, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Mahesh Kumar Aggarwal (DIN: 00004982), Director be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years from 1st April, 2014 to 31st March, 2019, whose period of office shall not be liable to retire by rotation."

The voting was done through electronic means and also the poll conducted at the 18th Annual General Meeting for the above resolution. As per report of the scrutinizer, the result of voting was as follows:

Resolution No. 8	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution:			
E-Voting	30	8334551	99.53
Poll	30	39293	0.47
Total	60	8373844	100.00
Voted against the resolution:			
E-Voting	0	0	0
Poll	0	0	0
Total	0	0	0
Invalid Votes			
E-Voting	0	0	
Poll	13	40	
Total	13	40	

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



AGENDA ITEM NO. 9: (ORDINARY RESOLUTION)**APPOINTMENT OF MRS. VIMAL VASISHT (DIN: 06928805) AS AN INDEPENDENT DIRECTOR**

The following resolution was proposed:

"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 and the Companies (Appointment and Qualification of Directors) Rule, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mrs. Vimal Vasisht (DIN: 06928805), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years from 24th September, 2014 to 23rd September, 2019, whose period of office shall not be liable to retire by rotation."

The voting was done through electronic means and also the poll conducted at the 18th Annual General Meeting for the above resolution. As per report of the scrutinizer, the result of voting was as follows:

Resolution No. 9	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution:			
E-Voting	30	8334551	99.53
Poll	30	39293	0.47
Total	60	8373844	100.00
Voted against the resolution:			
E-Voting	0	0	0
Poll	0	0	0
Total	0	0	0
Invalid Votes			
E-Voting	0	0	
Poll	13	40	
Total	13	40	

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

AGENDA ITEM NO. 10: (ORDINARY RESOLUTION)**RATIFICATION OF THE REMUNERATION OF THE COST AUDITORS FOR THE FINANCIAL YEAR 2014-15 PURSUANT TO SECTION 148 OF THE COMPANIES ACT, 2013**

The following resolution was proposed:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rule, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to any amendment(s) in Law, Rules and Regulations, M/s Jitender Navneet & Co., Cost Accountants appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2014-15 be paid the remuneration of Rs.2,00,000/- (Rupees Two Lacs Only)."

The voting was done through electronic means and also the poll conducted at the 18th Annual General Meeting for the above resolution. As per report of the scrutinizer, the result of voting was as follows:



Resolution No. 10	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution:			
E-Voting	29	8334026	99.53
Poll	30	39293	0.47
Total	59	8373319	100.00
Voted against the resolution:			
E-Voting	0	0	0
Poll	0	0	0
Total	0	0	0
Invalid Votes			
E-Voting	0	0	
Poll	13	40	
Total	13	40	

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

AGENDA ITEM NO. 11: (ORDINARY RESOLUTION)

SUB-DIVISION OF THE FACE VALUE OF EQUITY SHARES OF THE COMPANY PURSUANT TO SECTION 61 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013

The following resolution was proposed:

"RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 and Article 60 of the Articles of Association of the Company and subject to guidelines, regulations and clarifications issued by the Securities and Exchange Board of India (SEBI) for the time being in force and the listing agreement entered into with the Stock Exchanges and subject to such statutory approvals, consents, permissions and sanctions, if any, required from any authority, the approval of the Company be and is hereby accorded to the Board of Directors (hereinafter called the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) for sub-division of every 1 (one) equity share of the face value of Rs.10/- (Rupees Ten) each into 2 (two) equity shares of Rs. 5/- (Rupees Five) each.

RESOLVED FURTHER THAT pursuant to sub-division of equity shares of the Company, each Issued, Subscribed and Paid-up Equity Share of the face value of Rs. 10/- (Rupees Ten) each shall stand sub-divided into 2 (Two) equity shares of the face value of Rs. 5/- each fully paid-up and also each Authorized Equity Share of the face value of Rs. 10/- (Rupees Ten) each shall stand sub-divided into 2 (Two) equity shares of the face value of Rs. 5/- (Rupees Five) each.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to take such steps and actions and give such directions as it may in its absolute discretion deem necessary and to recall the physical Share Certificates for cancellation and to issue new Share Certificates in lieu of existing Share Certificates subject to the Companies (Share Capital and Debentures) Rules, 2014 and to settle any question that may arise with regard to sub-division of equity shares as aforesaid or for any matters connected therewith or incidental thereto and to finalize and execute all necessary documents with the Stock Exchanges, the Depositories, Reserve Bank of India and/or any other statutory authority."

The voting was done through electronic means and also the poll conducted at the 18th Annual General Meeting for the above resolution. As per report of the scrutinizer, the result of voting was as follows:



Resolution No. 11	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution:			
E-Voting	29	8328051	99.53
Poll	30	39293	0.47
Total	59	8367344	100.00
Voted against the resolution:			
E-Voting	0	0	0
Poll	0	0	0
Total	0	0	0
Invalid Votes			
E-Voting	0	0	
Poll	13	40	
Total	13	40	

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

AGENDA ITEM NO. 12: (ORDINARY RESOLUTION)

INCREASE IN THE AUTHORIZED SHARE CAPITAL OF THE COMPANY PURSUANT TO SECTION 61 (1) (A) OF THE COMPANIES ACT, 2013

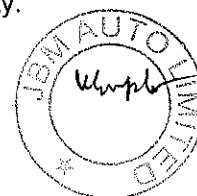
The following resolution was proposed:

“RESOLVED THAT pursuant to the provisions of Section 61(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and Article 59 of the Articles of Association of the Company, the Authorized Share Capital of the Company be and is hereby increased from Rs. 25,00,00,000/- (Rupees Twenty Five Crore Only) divided into 1,50,00,000 (One Crore Fifty Lacs) Equity Shares of Rs.10/- (Rupees Ten) each and 1,00,00,000 (One Crore) Preference Shares of Rs.10/- (Rupees Ten) each to Rs. 50,00,00,000/- (Rupees Fifty Crore Only) divided into 8,00,00,000 (Eight Crore) Equity Shares of Rs. 5/- (Rupees Five) each and 1,00,00,000 (One Crore) Preference Shares of Rs. 10/- (Rupees Ten) each.”

The voting was done through electronic means and also the poll conducted at the 18th Annual General Meeting for the above resolution. As per report of the scrutinizer, the result of voting was as follows:

Resolution No. 12	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution:			
E-Voting	29	8328051	99.45
Poll	30	39293	0.47
Total	59	8367344	99.92
Voted against the resolution:			
E-Voting	1	6500	0.08
Poll	0	0	0.00
Total	1	6500	0.08
Invalid Votes			
E-Voting	0	0	
Poll	13	40	
Total	13	40	

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



AGENDA ITEM NO. 13: (SPECIAL RESOLUTION)**ALTERATION IN THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION PURSUANT TO THE PROVISIONS OF SECTION 13 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013**

The following resolution was proposed:

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

- V. The Authorized Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crore Only) divided into 8,00,00,000 (Eight Crore) Equity Shares of Rs. 5/- (Rupees Five) each and 1,00,00,000 (One Crore) Preference Shares of Rs. 10/- (Rupees Ten) each."

The voting was done through electronic means and also the poll conducted at the 18th Annual General Meeting for the above resolution. As per report of the scrutinizer, the result of voting was as follows:

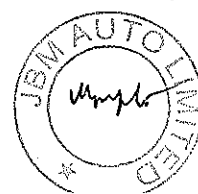
Resolution No. 13	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution:			
E-Voting	28	8328042	99.45
Poll	30	39293	0.47
Total	58	8367335	99.92
Voted against the resolution:			
E-Voting	2	6509	0.08
Poll	0	0	0.00
Total	2	6509	0.08
Invalid Votes			
E-Voting	0	0	
Poll	13	40	
Total	13	40	

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

AGENDA ITEM NO. 14: (SPECIAL RESOLUTION)**ISSUE OF SECURITIES PURSUANT TO THE PROVISIONS OF SECTION 62 (1) (C) AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013**

The following resolution was proposed:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company, the Listing Agreement entered into with the Stock Exchanges and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2009 ("SEBI ICDR"), the provisions of the Foreign Exchange and Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulation, 2000, applicable rules, regulations, guidelines, laws and/or any approval, consent, permission or sanction of the Central Government, Reserve Bank of India and any other appropriate authorities, institutions or bodies (hereinafter collectively referred to as the "appropriate authorities") and subject to such condition(s) as may be



prescribed by any one of them while granting any such approval, consent, permission and/or sanction (hereinafter referred to as the "requisite approval") which may be agreed to by the Board of Directors of the Company (hereinafter called the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution), the Board be and is hereby authorized to create, issue, offer and allot, in one or more tranches, equity shares, equity shares through depository receipts, preference shares whether convertible or not, fully convertible debentures, partly convertible debentures, non-convertible debentures or other securities convertible into equity shares, foreign currency convertible bonds, bonds with share warrants attached, warrants with right exercisable by the warrant holder to subscribe for the equity Shares to Domestic/Foreign Institutions, Non Resident Indians(NRIs), Indian Companies, Bodies Corporate, Mutual Funds, Qualified Institutional Buyers (QIBs), Banks, Insurance Companies, Pension Funds, Individuals or otherwise, whether shareholders of the Company or not at such price or prices and on such terms and conditions and in such manner as the Board may in its absolute discretion determine, in consultation with the lead managers, Advisors or other intermediaries, provided however that the aggregate amount raised by issue of such Securities as above should not exceed Rs. 500,00,00,000/- (Rupees Five Hundred Crores Only).

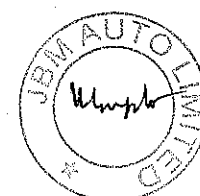
RESOLVED FURTHER THAT the above securities shall be issued and allotted within twelve months from the date of this resolution or such other time as may be allowed under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2009.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board be and is hereby authorized to determine the form and terms of the issue(s), including the class of investors to whom such Securities are to be allotted, the number of securities to be allotted in each tranche, issue price, premium amount on issue/ conversion of securities, redemption of securities whether at par or premium, rate of interest, redemption period, listing on one or more stock exchange in India and/or abroad as the Board in its absolute discretion, deem necessary or desirable for such purpose including entering into agreement(s) with underwriters, Lead Managers, advertisers, or other intermediaries/Agencies and to make and accept any modification(s) in the proposal as may be required by the authorities involved in such issues in India and/or abroad and to settle any question or difficulties that may arise in regard to the issue(s)."

The voting was done through electronic means and also the poll conducted at the 18th Annual General Meeting for the above resolution. As per report of the scrutinizer, the result of voting was as follows:

Resolution No. 14	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution:			
E-Voting	29	8328051	99.45
Poll	30	39293	0.47
Total	59	8367344	99.92
Voted against the resolution:			
E-Voting	1	6500	0.08
Poll	0	0	0.00
Total	1	6500	0.08
Invalid Votes			
E-Voting	0	0	
Poll	13	40	
Total	13	40	

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



AGENDA ITEM NO. 15: (ORDINARY RESOLUTION)

ISSUE BONUS SHARES IN THE RATIO OF 1:1 I.E. ONE EQUITY SHARE FOR EVERY ONE EQUITY SHARE HELD PURSUANT TO THE ALL APPLICABLE PROVISIONS OF COMPANIES ACT, 2013 AND ARTICLES OF ASSOCIATION OF THE COMPANY

The following resolution was proposed:

"RESOLVED THAT pursuant to the provisions of Article 133 & 134 of the Articles of Association of the Company, all the applicable provisions of the Companies Act, 2013 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("the Regulations") and subject to the necessary approvals and/or sanctions of Reserve Bank of India and such other concerned authorities, as may be necessary and modifications as may be specified while granting the said approvals from time to time, a part of the amount standing to the credit of Securities Premium Account / Free Reserves be and is hereby capitalized and transferred to Share Capital Account and that such sum be applied for allotment of new equity shares of Rs.5/- (Rupees Five) each of the Company as fully paid-up Bonus Shares to the persons who on a date to be declared by the Board of Directors (hereinafter referred to as "Record Date") are the holders of the existing equity shares of Rs.5/-each of the Company, and that such new equity shares credited as fully paid-up be accordingly allotted as Bonus Shares to such persons respectively as aforesaid in the proportion of 1 (One) Equity Share for every 1 (One) existing Equity Share held by such person(s) respectively on the Record Date.

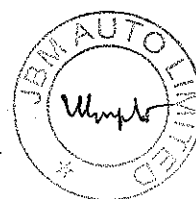
RESOLVED FURTHER THAT the new Equity Shares of Rs. 5/- (Rupees Five) each to be allotted as Bonus Shares shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with and carry the same rights as the existing Equity Shares and shall be entitled to participate in full in any dividends declared after the Bonus Shares are allotted.

RESOLVED FURTHER THAT no letters of allotment be issued with respect to additional equity shares but the dispatch of share certificates to shareholders who hold their existing equity shares in physical form will be completed thereof within the prescribed period and that the bonus shares will be credited to the demat account of the allottees who are holding the existing equity shares in electronic form.

RESOLVED FURTHER THAT the issue and allotment of fully paid new equity shares as bonus shares to the extent that they relate to non-resident members, Foreign Institutional Investors (FIIs) and other foreign investors of the Company shall be subject to necessary approval of the Reserve Bank of India under Foreign Exchange Management Act, 1999 (FEMA) as may be applicable.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Committee of Directors (Stakeholders' Relationship Committee) be and is hereby authorized to do all such acts and things and give such directions as may be necessary or desirable and to settle all questions or difficulties whatsoever that may arise with regard to the issue, allotment and distribution of the New Equity Shares."

The voting was done through electronic means and also the poll conducted at the 18th Annual General Meeting for the above resolution. As per report of the scrutinizer, the result of voting was as follows:



Resolution No. 15	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	29	8328051	99.45
Poll	30	39293	0.47
Total	59	8367344	99.92
Voted against the resolution:			
E-Voting	1	6500	0.08
Poll	0	0	0.00
Total	1	6500	0.08
Invalid Votes			
E-Voting	0	0	
Poll	13	40	
Total	13	40	

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

VOTE OF THANKS:

Mr. Madan Mohan Malhotra (Folio No. 00004107), member of the Company proposed a hearty vote of thanks to the Chair.

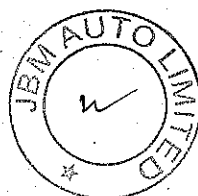
There being no other matter, Mr. S. K. Arya, Chairman declared the Meeting concluded and closed.

Certified true copy

For JBM Auto Limited

Vivek Gupta

**Vivek Gupta
Chief Financial Officer
& Company Secretary**



**Date : 17.10.2014
Place : Faridabad**