

JBM Auto Limited

Plot No. 133, Sector 24,
Faridabad - 121 005 (Haryana)
T : +91-129-4090200
F : +91-129-2234230
W : www.jbm-group.com



Our milestones are touchstones

JBMA/SEC/2016-17/ 53
17th January, 2017

The National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051

Sub. : Submission of the Postal Ballot Notice and Postal Ballot Form

Dear Sir,

In compliance to the Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Postal Ballot Notice dated 29th December, 2016 along with the Explanatory Statement and Postal Ballot Form, seeking consent of the members by way of Special Resolution by Postal Ballot including voting by electronic means (E-voting) in respect of the Resolutions as set out in the Postal Ballot Notice.

Further, this is to inform you that the Company has completed the dispatch of Postal Ballot Notice alongwith Postal Ballot Form to the members as on cut-off date i.e. 31st December, 2016 through courier facility on Tuesday, January 17, 2017.

The Postal Ballot Notice and Postal Ballot Form is also available on the website of the Company www.jbm-group.com

You are requested to kindly take the same on record.

Thanking you,

Yours truly,

For JBM Auto Limited

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

Encl.: as above.

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, Ahmedabad - 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

JBM Auto Limited

Registered Office: 601, Hemkunt Chambers
89, Nehru Place, New Delhi - 110 019
CIN : L74899DL1996PLC083073
E-mail: corp@jbm.co.in; Website: www.jbm-group.com
Ph. 011-26427104 -06; Fax: 011-26427100



NOTICE

(Pursuant to section 110 of the Companies Act, 2013)

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) for transacting the following special business by the members of JBM Auto Ltd. ("the Company") by passing resolutions through Postal Ballot:

Special Business

1. Issue of Securities

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) and other applicable rules there under (the "Companies Act"), and subject to and in accordance with any other applicable law or regulation, in India or outside India, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital & Disclosures Requirements) Regulations, 2009 (the "SEBI ICDR Regulations") (including any statutory modification or re-enactment thereof, for the time being in force), Securities and Exchange Board of India (Listing Obligations & Disclosures Requirements) Regulations, 2015 (the "SEBI LODR Regulations") (including any statutory modification or re-enactment thereof, for the time being in force), the Listing Agreements entered into with the respective stock exchanges where the shares of the Company are listed (the "Stock Exchanges"), the provisions of the Foreign Exchange Management Act, 1999, as amended, including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India ("GOI"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), the Registrar of Companies (the "ROC"), the Stock Exchanges, and/ or any other competent authorities and subject to any required approvals, consents, permissions and/or sanctions of the Ministry of Finance (Department of Economic Affairs), the Ministry of Commerce & Industry (Foreign Investment Promotion Board / Secretariat for Industrial Assistance), Department of Industrial Policy and Promotion, the SEBI, the ROC, the RBI and any other appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and /or sanctions, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the "Board" which term shall be deemed to include any committee which the Board has constituted or may hereinafter constitute to exercise its powers including the power conferred by this Resolution) to create, issue, offer and allot (including with provisions for reservation on firm and /or competitive basis, of such part of issue and for such categories of persons including employees of the Company, as may be permitted), either in India or in the course of international offering(s) in one or more foreign markets, equity shares of the Company, Global Depository Receipts ("GDR"), American Depository Receipts ("ADR") Foreign Currency Convertible Bonds ("FCCB") and/or other financial instruments convertible into or exercisable for Equity Shares (including warrants, or otherwise, in registered or bearer form), Non-convertible preference shares, compulsorily convertible preference shares, optionally convertible preference shares, fully convertible debentures, partly convertible debentures, non-convertible debentures with warrants and/or any security convertible into Equity Shares with or without voting / special rights

and/ or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holder to convert or subscribe to Equity Shares pursuant to a green shoe option, if any (all of which are hereinafter collectively referred to as the "Securities") or any combination of Securities, in one or more tranches, whether rupee denominated or denominated in foreign currency, through public offerings and/or private placement and/or on preferential allotment basis or any combination thereof or by issue of prospectus and/or placement document and/ or other permissible / requisite offer document to any eligible person(s), including but not limited to qualified institutional buyers in accordance with Chapter VIII of the SEBI ICDR Regulations, or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign institutional investors, foreign portfolio investors, Indian and /or bilateral and/or multilateral financial institutions, non-resident Indians, stabilizing agents, state industrial development corporations, insurance companies, provident funds, pension funds and / or any other categories of investors whether or not such investors are members of the Company (collectively referred to as the "**Investors**"), as may be decided by the Board at its discretion and permitted under applicable laws and regulations for an aggregate amount not exceeding Rs. 600 Crore (Rupees Six Hundred Crore only) or equivalent thereof in any foreign currency, inclusive of such premium as may be fixed on such Securities at such a time or times, in such a manner and on such terms and conditions including security, rate of interest, discount (as permitted under applicable law) etc., as may be deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with the lead manager(s) and/ or the underwriter(s) and/or other advisor(s) for such issue.

RESOLVED FURTHER THAT if any issue of Securities is made by way of a Qualified Institutions Placement in terms of Chapter VIII of the SEBI ICDR Regulations (hereinafter referred to as "Eligible Securities" within the meaning of the SEBI ICDR Regulations), the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall be completed within twelve months from the date of passing of the shareholders' resolution for approving the above said issue of Securities or such other time as may be allowed under the SEBI ICDR Regulations from time to time at such a price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations, provided that the Board may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on such price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT in the event that the Equity Shares are issued to qualified institutional buyers under Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares and in the event that convertible securities (as defined under the SEBI ICDR Regulations) are issued to qualified institutional buyers under Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities are entitled to apply for Equity Shares or such other time as may be decided by the Board or permitted by the SEBI ICDR Regulations, subject to any relevant provisions of applicable laws, rules, regulations as amended from time to time, in relation to the proposed issue of the Specified Securities.

RESOLVED FURTHER THAT the relevant date for the determination of applicable price for the issue of any other Securities shall be as per the regulations/guidelines prescribed by the SEBI, the Ministry of Finance, the RBI, the GOI through their various departments, or any other regulator and the pricing of any Equity Shares issued upon the conversion of the Securities shall be made subject to and in compliance with the applicable rules and regulations.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

- a) the Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and

- b) the Equity Shares that may be issued by the Company shall rank *pari-passu* with the existing Equity Shares of the Company in all respects including dividend, which shall be subject to relevant provisions in that behalf contained in the Article of Association of the Company.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to the applicable laws, rules, regulations and guidelines and subject to the approvals, consents and permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approvals, consents or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such Equity Shares ranking *pari-passu* with the existing Equity Shares in all respects including dividend, which shall be subject to relevant provisions in that behalf contained in the Article of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolutions described above, the Board or Committee thereof be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s), determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, discounts permitted under applicable law (now or hereafter), premium amount on issue/conversion of the Securities, if any, rate of interest, execution of various agreements, deeds, instruments and other documents, including the private placement offer letter, creation of mortgage/ charge in accordance with the provisions of the Companies Act in respect of any Securities as may be required either on *pari-passu* basis or otherwise, as it may in its absolute discretion deem fit, necessary, proper or desirable, and to give instructions or directions and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the ROC, the lead managers, or other authorities or agencies involved in or concerned with the issue of Securities and as the Board or Committee thereof may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise, and that all or any of the powers conferred on the Company and the Board vide this Resolution may be exercised by the Board or Committee thereof as the Board has constituted or may constitute in this behalf, to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Board or Committee thereof be and is hereby authorized to engage / appoint the lead managers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agent, trustees, bankers, advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and to seek the listing of such Securities on one or more national and/ or international stock exchange(s).

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate (to the extent permitted by law) all or any of the powers herein conferred to any committee of directors or any whole-time Director or directors or any other officer or officers of the Company to give effect to the aforesaid resolutions."

2. Alteration of Object Clause of the Memorandum of Association of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such approvals as may be necessary or required, the Clause III.(A) of the Memorandum of Association of the Company relating to its Objects be and is hereby altered by deleting the existing sub-clauses 5 and 6 and in its place addition of the following new clauses 5, 6, 7 and 8 after the existing sub-clause 4 in Clause III.(A):

- "5.** To carry on the Trade and Business of manufacturer of or Dealers in public transport type motor vehicles, motor buses, lorries, ambulances, automobiles, and similar vehicle designed for the transport and allied products."
- "6.** To carry on the Trade and Business of manufacturing of Trucks, Special Purpose Vehicle (SPV), motor-cycle, motor, scooters, three-wheelers, four-wheeler, SUV's, E-rickshaw, Tractors and similar vehicle designed for the transport and allied products".
- "7.** To buy, sell, import, export and deal in raw materials, plants and machinery used or required for the business referred to in sub-clause (1) to (6) above."
- "8.** To carry on the business of importers, exporters, general, merchants, traders, commission agents, distributors, concessionaires and consultants, in respect of the business referred to in sub-clauses (1) to (7) above."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all the acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

3. Amendment to Clause III.(B) and deletion of Clause III.(C) of the Memorandum of Association of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such approvals as may be necessary or required, the existing Clause III.(B) and Clause III.(C) of the Memorandum of Association in relation to the objects incidental or ancillary to the attainment of the main objects and other objects respectively be and are hereby amended as follows:

- i. By deleting the heading of Clause III.(B): "OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:" and replacing it with the heading "Matters which are necessary for furtherance of the objects specified in Clause III.(A) are:-"
- ii. By addition of the following new sub-clauses 28, 29, 30, 31, 32, 33, 34 and 35 after sub-clause 27 of Clause III.(B):
 - "28.** To act as manufacture and/or dealer of automobile parts, spare parts and components of machineries and to act as agents for manufactures of various parts and components."
 - "29.** To act as manufactures, stockiest, exporters and importers of and dealers in bolts, nuts, nails, rivets, hinges, hooks, and all other such hardware items of all types and description."
 - "30.** To act as manufacturer, stockiest, importers, exporters, repairers of and dealers in dynamos, motors, armatures, magnets, batteries, conductors, insulators,

transformers, converters, switch boards, cookers engines, guns, presses, insulating material and electrical plant, appliances and supplies of every description."

- "31. To deals in railways automobile or such other wagon or coach builders, carriage, car, cart and wagon or other vehicle builders, iron founders, mechanical engineers and manufacturer of implements and machinery, iron and brass founders, metal workers, boiler makers, millwrights, machinist, smiths, wood worker, builders, painters, engineers and gas maker."*
 - "32. To own and deals in garage proprieties and service station for motor vehicle of all kinds."*
 - "33. To obtain the necessary approval from the prescribes authority under the Income Tax Act, 1961, or any other such law for the time being in force in India or abroad and also to accept donation, grant aid and or contribution in cash or in kind from any person, association, institution, co-operative society, companies and Central or State Governments towards such programs."*
 - "34. To enter into trade and/or technical and other similar collaboration with any person, firm, company, corporate body, government or other bodies either foreign, local or otherwise to carry out all any of the objects of the Company on such terms and conditions as the Company thinks fit and proper."*
 - "35. To appoint, transfer, remove, contract, promoter, train any person as the Company deems fit in attaining the object mentioned above."*
- iii. By deleting the heading of Clause III(C), "C. OTHER OBJECTS including its sub- clauses 1 to 73."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all the acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. Amendment to Clause IV of the Memorandum of Association of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such approvals as may be necessary or required, the Clause IV of the Memorandum of Association of the Company be and is hereby amended and replaced to read as under:

Clause IV. "The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all the acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. Adoption of new set of Articles of Association of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the draft regulations contained in the Articles of Association submitted to the Shareholders of the Company be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all the acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors
For JBM Auto Limited

Place : Gurugram
Date : 29.12.2016

Sd/-
(Vivek Gupta)
Chief Financial Officer
& Company Secretary

NOTES:

1. The business set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means.
2. The Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts concerning each item of business to be transacted is annexed hereto.
3. Notice along with Postal Ballot Form is being sent to the members whose names appear on the register of members / list of beneficial owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on **Saturday, 31st December, 2016**.
4. In compliance of the provisions of Section 110 of the Companies Act, 2013 read with Rules made there under and regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility for its Members of the Company to enable them to cast their votes on the resolution electronically. Kindly note that the Members can opt for only one mode of voting, i.e. either by physical postal ballot or e-voting. If you are opting for e-voting, then do not vote by physical postal ballot also and vice versa. In case Members cast their vote by both physical postal ballot and e-voting, it may be noted that votes cast by them through e-voting shall prevail and votes cast by physical postal ballot will be treated as invalid. The National Securities Depository Limited (NSDL) will be facilitating e-voting to enable the members to cast their votes electronically.
5. Members are requested to carefully read the instructions given in the enclosed Postal Ballot Form. Postal Ballot Form duly completed with the assent (for) or dissent (against), and signed should be returned directly to the Scrutinizer so as to reach the Scrutinizer not later than close of working hours i.e. **5:00 p.m. on 16th February, 2017** to be eligible for being considered, failing which, it will be treated as if no reply has been received from the Member. The Scrutinizer will submit his report to the Chairman appointed by the Board after completion of the scrutiny and the results of postal ballot will be announced on **18th February, 2017**, at the Registered Office of the Company at 601, Hemkunt Chambers, 89, Nehru Place, New Delhi – 110019.
6. Resolutions passed by the members through postal ballot including voting by electronic means shall be deemed to have been passed as if they have been passed at a general meeting of the members convened in that behalf.
7. The Notice along with the Postal Ballot Form is being sent to the members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrars and Share Transfer Agents (in case of physical shareholding). For members whose e-mail addresses are not registered, physical copies of the Notice are being sent by permitted mode along with a self-addressed postage pre-paid envelope.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member as on **Saturday, 31st December, 2016 (cut-off date)**. Members can vote for their entire voting rights as per their discretion.

9. A member cannot exercise his vote by proxy on postal ballot.
10. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.
11. The Board of Directors have appointed Mr. Dhananjay Shukla of M/s. Dhananjay Shukla & Associate, Company Secretary in practice, Gurgaon as Scrutinizer to conduct the postal ballot as well as electronic voting process in a fair and transparent manner.
12. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the results of voting by postal ballot (including voting through electronic means) will be declared by placing it along with the Scrutinizer's report on the Company's website www.jbm-group.com and communicated to the Stock Exchanges.
13. The resolutions, if approved, shall be deemed to have been passed on the date of declaration of the result. The result of the Postal Ballot will be posted on the website of the Company at www.jbm-group.com as well as on the website of the Agency- NSDL.
14. Relevant documents referred to in the Notice and the statement are available for inspection by the members at the Registered Office of the Company during business hour on all working days, except Saturday (between 11:00 a.m. and 1:00 p.m.) from the date of dispatch of Notice till **16th February, 2017**.
15. **Members who have not registered their e-mail addresses so far are requested to register the same with the Company's Registrar and Share Transfer Agent/ Depository Participant(s) for sending future communication(s) in electronic form.**
16. **Voting through electronic means :**

In compliance of the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to the members, the facility to exercise their right to vote in Postal Ballot process by electronic means and the business may be transacted through e-Voting Services provided by the National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

- I. The remote e-voting period commences on **Wednesday, 18th January, 2017 at 9:00 a.m. and ends on Thursday, 16th February, 2017 at 5:00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e. 31st December, 2016** may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The process and manner for remote e-voting are as under:

- A. In case Shareholders' receiving e-mail from NSDL [for Shareholders whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open e-mail 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 the 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 "JBM Auto 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 of Shareholders' receiving Postal Ballot Form by post/ courier [for Shareholders whose e-mail 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 ballot paper :

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- II. 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 Downloads section of www.evoting.nsdl.com.
 - III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - IV. 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).
 - V. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date mentioned above.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013
IN RESPECT OF SPECIAL BUSINESS SET OUT FROM ITEM NO. 1 TO 5 OF THE
ACCOMPANYING NOTICE:**

ITEM NO. 1

In order to strengthen the financial position of the Company, meet the funding requirement in current and any future businesses and for general corporate purposes, including but not limited to debt reduction, it is proposed to create, offer, follow on offer, issue and allot securities as stated in the resolution at such price or prices, at a discount or premium to market price or prices in such manner and on such terms and conditions including security, rate of interest, etc. as may be deemed appropriate by the Board/ Committee at its discretion including the discretion to determine the categories of allottees to whom the offer, issue and allotment shall be made at the time of such offer, issue and allotment considering the market conditions and other relevant factors and wherever necessary in consultation with lead managers, either in foreign currency or equivalent Indian Rupees inclusive of such premium as may be determined by the Board/ Committee, in any convertible foreign currency, as the Board/ Committee at its absolute discretion may deem fit and appropriate. The Company intends to issue securities for aggregate amount not more than Rs. 600 Crores or its equivalent in one or more foreign currencies.

This Special Resolution enables the Board of Directors/ Committee to undertake a Qualified Institutions Placement with Qualified Institutional Buyers as per SEBI (Issue of Capital and Disclosures Requirements) Regulations, 2009, amended from time to time ("ICDR Regulations"). The Board of Directors/ Committee may adopt this mechanism, as prescribed under Chapter VIII of the ICDR Regulations in order to facilitate and meet capital expenditure needs of the existing /future projects of the Company, its subsidiaries and to meet any exigencies etc. without the need for fresh approval from the shareholders.

Basis or Justification of Price: The pricing of the Securities to be issued to Qualified Institutional Buyers pursuant to Chapter VIII of the ICDR Regulations shall be determined by the Board subject to such a price not being less than the price calculated in accordance with the ICDR Regulations.

The Special Resolution also enables the Board/ Committee to issue Securities in tranches, at such times, at such prices and to such person(s) including institutions, bodies incorporated and/or individuals or otherwise as the Board/ Committee deem fit. The Company with this resolution intends to retain the right and flexibility to issue securities including but not limited to GDRs, ADRs, FCCBs and Equity Shares. The Company may, in accordance with applicable laws, offer a discount of not more than 5% or such percentage as permitted under applicable law on the price determined pursuant to the ICDR Regulations. The "Relevant Date" for this purpose will be the date when the Board or the Committee thereof decides to open the Qualified Institutions Placement for subscription.

The detailed terms and conditions for the offer will be determined by the Board/ Committee in consultation with the Lead Managers and such other authorities as may be required considering the market conditions and in accordance with the applicable provisions of law. The Equity Shares allotted or arising out of conversion of any Securities will be listed on recognized stock exchanges subject to the availability of regulatory approvals.

Section 62 of the Companies Act, 2013 and the provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, provide, inter alia, that where it is proposed to increase the subscribed share capital of the Company by allotment of further shares, such further shares may be offered to the person other than members of the Company, if authorized by the members pursuant to a special resolution. The special resolutions seek the consent and authorization of the members to the Board/ Committee to make the proposed issue of Securities, in consultation with the lead managers, advisors and other intermediaries and in the event it is decided to issue Securities convertible into equity shares, to issue to the holders of such convertible Securities in such manner and such number of equity shares on conversion as may be required to be issued in accordance with the terms of the issue, keeping in view the prevailing market conditions and in accordance with the applicable rules & regulations or guidelines.

The Board of Directors of the Company recommend the Resolution as set out at Item No. 1 of the accompanying Notice for approval of the members by way of a Special Resolution.

None of the Directors, Manager and Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolutions, except to the extent of their shareholdings in the Company.

ITEM NO. 2

The Company is presently engaged in the business of manufacturing of Sheet Metal components, assemblies & sub-assemblies, tools & Dies. The Company is diversifying in the field of manufacturing of automobiles, lorries, Buses etc. and other allied tools and components. These objects are currently covered under other object clause of Memorandum of Association. But, considering the requirement of this business under main object clause of Memorandum of Association of the Company it is required to cover these business under Main Object Clause.

The business activities discussed hereinabove can be conveniently and advantageously combined with the existing business of the Company. In order to elaborate and clarify the existing business of the Company and to enable the Company to undertake this additional businesses as above, it is proposed to amend the Main Objects Clause of the Memorandum of Association of the Company.

The Board of Directors at its meeting held on 29th December, 2016 decided to alter main object clause in the Memorandum of Association in order to elaborate the present business and to enable the Company to carry out the above new line of business in addition to its existing business. By virtue of Section 13 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014; approval of members by way of a Special Resolution under postal ballot is required to amend the objects clause of the Memorandum of Association of the Company.

The Board recommends the Special Resolution as set out at item no. 2 of the accompanying notice for the approval of the members.

None of the Directors, Manager and Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolutions, except to the extent of their shareholdings in the Company.

ITEM NO. 3 & 4

With the enactment of new Companies Act, 2013, it is considered expedient to amend the form of the existing Memorandum of Association to be in accordance with the requirements under the Companies Act, 2013. In terms of Section 4(1)(c) of the Companies Act, 2013, the Memorandum of Association of a Company has to state the objects for which the Company is proposed to be incorporated and any matter considered necessary in furtherance thereof. As such, the requirements of separately indicating the "main objects", "incidental or ancillary objects" and "other objects" under the erstwhile legislation has changed. Accordingly, it is proposed to replace the existing heading of Clause III.(B) and addition of new sub-clauses 28, 29, 30, 31, 32, 33, 34, and 35 after sub-clause 27 of Clause III.(B) and to delete Clause III.(C) including sub-clauses 1 to 73 of the Memorandum of Association of the Company.

The modification in Memorandum of Association is carried out to give effect to provisions of the Companies Act, 2013. The approval of shareholders is required by way of a Special Resolution for such alteration in the Memorandum of Association of the Company. The entire set of proposed Memorandum of Association is available on the website of the Company. The shareholders may also obtain a copy of the same by writing to the Company Secretary & Compliance officer at jbmainvestor@jbm.co.in or at the registered office of the Company.

The Board recommends the resolution as set out at Item Nos. 3 and 4 of the accompanying Notice for approval by the shareholders.

None of the Directors, Manager and Key Managerial Personnel and their relatives are, in any way, concerned or interested financially or otherwise in the said resolutions, except to the extent of their shareholdings in the Company.

ITEM NO. 5

The existing Article of Association (AoA) of the Company is based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013 ("the Act").

With the coming into force of the Act, several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model Articles of Association for a Company limited by shares.

The new AoA to be substituted in place of the existing AoA is based on the Companies Act, 2013.

In terms of Section 14 of the Companies Act, 2013, the consent of the members by way of a Special Resolution is required for adoption of new set of Articles of Association of the Company.

The proposed new draft Articles of Association is being uploaded on the Company's website for perusal by the shareholders.

The Board recommends the resolution as set out at Item No. 5 of the accompanying Notice for approval by the shareholders.

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

**By Order of the Board of Directors
For JBM Auto Limited**

**Sd/-
(Vivek Gupta)
Chief Financial Officer
& Company Secretary**

**Place : Gurugram
Date : 29.12.2016**

JBM AUTO LIMITED

Registered Office: 601, Hemkunt Chambers,
89, Nehru Place, New Delhi – 110019
(CIN : L74899DL1996PLC083073)
Tel. +91 11 26427104-06 Fax +91 11 26427100
E-mail id: corp.communications@jbm.co.in
Website : www.jbm-group.com



POSTAL BALLOT FORM

Sl. No.....

1. Name(s) of Shareholder(s) [IN BLOCK LETTER]
(including joint holders, if any)
2. Registered Address of the sole/ first named shareholder
3. DP ID No./ Client ID No./ Registered Folio No.*
(Applicable to investors holding shares in Physical form)
4. Number of Share held

I/ We hereby exercise my / our vote in respect of the Special Resolutions to be passed through postal ballot / e-Voting for the business stated in the Notice of the Company dated 29.12.2016 by conveying my / our assent (FOR) or dissent (AGAINST) to the said resolutions by placing a tick (✓) mark in the appropriate box below:

Resolution No.	Description of Resolution	No. of Shares for which vote cast	I/We assent to the resolution (FOR)	I/ We dissent from the resolution (AGAINST)
1	Special Resolution to approve the issue of Securities not exceeding Rs. 600 Crore.			
2	Special Resolution to approve Alteration of Object Clause of the Memorandum of Association of the Company.			
3	Special Resolution to approve Amendment to Clause III (B) and deletion of Clause III (C) of the Memorandum of Association of the Company			
4	Special Resolution to approve Amendment to Liability Clause (clause IV) of the Memorandum of Association of the Company			
5	Special Resolution to approve Adoption of new set of Articles of Association of the Company			

Place:

Date:

Signature of Shareholder

E-VOTING PARTICULARS

The e-voting facility is available at the link http://www.evoting.nsdl.com . The electronic voting particulars are set out as follows :		
EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN

The voting through postal ballot and e-voting facility will be available during the following period:

Commencement of voting	End of voting
18.01.2017 (9.00 A.M.)	16.02.2017 (5.00 P.M.)

- Notes : 1. If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
2. Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS FOR VOTING

1. A Member desirous to cast his/her vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, any envelope containing postal ballot, if sent by courier at the expense of the Registered Member will also be accepted.
2. Please convey your assent / dissent in this Postal Ballot Form. The assent or dissent received in any other physical form shall not be considered valid.
3. The self-addressed postage pre-paid envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
4. This Form must be completed and signed (as per specimen signature registered with the Company) by the Member. In case of Joint-holding, this Form must be completed and signed by the first named Member and in his absence, by the next named Member.
5. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
6. The Scrutinizer's decision on the validity of the postal ballot / e-voting will be final.
7. Voting right in the Postal Ballot / e-voting cannot be exercised by a proxy.
8. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours i.e. 5:00 p.m. on 16th February, 2017. Postal Ballot Forms received after this date shall be treated as if reply from the members has not been received.
9. In case of Shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution / Authorization together with the specimen signature(s) of the duly authorized signatories. (It is required only, in case the signatories are other than the signatories whose specimen signatures are registered with the Company / R&T viz. MCS Share Transfer Agent Limited, F-65, 1st Floor, Okhla Industrial Area, Phase- 1, New Delhi - 110020).
10. Voting rights shall be reckoned on the paid-up value of Shares registered in the name of the Member on cut-off date i.e. 31st December, 2016.
11. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. There will be one Postal Ballot Form for every Folio No./ Client ID, irrespective of the number of joint holders.
13. In case of non-receipt of the Postal Ballot Form or for any query related thereto, the Members may contact - MCS Share Transfer Agent Limited, ("MCS"), the Company's Registrar & Transfer Agents, F-65, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi - 110020 or on Tel: 011 41406149/E-mail: helpdeskdelhi@mcsregistrars.com or directly to the Company, 601, Hemkunt Chamber, 89, Nehru Place, New Delhi-110019 or on Tel: 0129-4090238/ E-mail : jbmainvestor@jbm.co.in. The Postal Ballot Form will also be available at the Registered Office of the Company and at the Office of MCS as mentioned above and can also be downloaded from the website of the Company: www.jbm-group.com.
14. The Shareholders can opt for any one mode of voting. In case, shareholder(s) cast vote by sending physical form as well as vote through e voting, then voting done through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.
15. The Company will not be responsible if the envelope containing the Postal Ballot Form is lost in transit.