

JBMA/SEC/2016-17/
24th February, 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. : Reply of clarification sought

Dear Sir,

This has reference to the clarification sought by NSE dated 24th February, 2017.

In reply to the same, we are herewith submitting the following brief for the amendment in the Memorandum and Articles of Association of the Company:

The Company had sought shareholders' approval through Postal Ballot process including e-voting vide Postal Ballot notice dated 29th December, 2016, *inter-alia*, containing the following amendments/alterations in the Memorandum and Articles of Association of the Company. The results of postal ballot was announced on 18th February, 2017:

- i. The Main Object Clause (Clause III (A)) of Memorandum of Association was amended by inserting the following new sub-clause nos. 5 to 8:

"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"

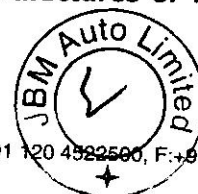
"7. To buy, sell, import, export and deal in raw materials, plants and machinery used or required for the business referred to in sub-clause (1) to (6) above."

"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."
- ii. The heading of Clause III(B): **"Objects Incidental Or Ancillary To The Attainment Of The Main Objects Are:"** deleted and replaced it with the heading **"Matters which are necessary for furtherance of the objects specified in Clause III (A) are:"**
- iii. The following new sub-clauses 28, 29, 30, 31, 32, 33, 34 and 35 after sub-clause 27 of Clause III(B) were added:

"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."

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



"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."

iv. The heading of Clause III(C), **"C. OTHER OBJECTS including its sub- clauses 1 to 73."** got deleted.

v. The Liability clause of the Memorandum of Association was amended in line with the requirements of Companies Act, 2013, to be read as follows:

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."

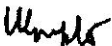
vi. The new set of Article of Association of the Company was adopted as per the requirement of Companies Act, 2013.

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

