

JBM Auto Limited

Registered Office: 601, Hemkunt Chambers

89, Nehru Place, New Delhi - 110 019

CIN : L74899DL1996PLC083073

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NOTICE

NOTICE is hereby given that the 18th Annual General Meeting of the members of JBM Auto Limited will be held on Wednesday, the 24th day of September, 2014 at Dr. Sarvepalli Radhakrishnan Auditorium, Kendriya Vidyalaya No. 2, A. P. S. Colony, Delhi Cantt., New Delhi - 110 010 at 11:00 A.M. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss for the year ended on that date and the Report of the Directors and Auditors thereon.
2. To declare dividend.
3. To appoint a Director in place of Mr. S. K. Arya (DIN: 00004626), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Nishant Arya (DIN: 00004954), who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS:

6. **To re-appoint Mr. H. R. Saini (DIN: 00004665), as a Whole Time Director (to be designated as an "Executive Director") for a further period of one year and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

"RESOLVED THAT 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 ₹ 1,00,000/- – ₹ 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."

7. **To appoint Mr. Ashok Kumar Agarwal (DIN: 00003988) as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 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."

8. **To appoint Mr. Mahesh Kumar Aggarwal (DIN: 00004982) as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 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."

9. **To appoint Mrs. Vimal Vasisht (DIN: 06928805), as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 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."

10. **To ratify the remuneration of the Cost Auditors for the financial year 2014-15 and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolutions as an Ordinary Resolution:**

"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 as set out in the explanatory statement annexed to the notice."

11. **To sub-divide the face value of equity shares of the Company and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of 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 ₹ 10/- (Rupees Ten) each into 2 (two) equity shares of ₹ 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 ₹ 10/- (Rupees Ten) each shall stand sub-divided into 2 (Two) equity shares of the face value of ₹ 5/- each fully paid-up and also each Authorized Equity Share of the face value of ₹ 10/- (Rupees Ten) each shall stand sub-divided into 2 (Two) equity shares of the face value of ₹ 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."

12. **To increase the authorized share capital of the Company and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of 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 ₹ 25,00,00,000/- (Rupees Twenty Five Crore Only) divided into 1,50,00,000 (One Crore Fifty Lacs) Equity Shares of ₹ 10/- (Rupees Ten) each and 1,00,00,000 (One Crore) Preference Shares of ₹ 10/- (Rupees Ten) each to ₹ 50,00,00,000/- (Rupees Fifty Crore Only) divided into 8,00,00,000 (Eight Crore) Equity Shares of ₹ 5/- (Rupees Five) each and 1,00,00,000 (One Crore) Preference Shares of ₹ 10/- (Rupees Ten) each."

13. **To alter the capital clause of the Memorandum of Association of the Company and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:**

"RESOLVED THAT 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 ₹ 50,00,00,000/- (Rupees Fifty Crore Only) divided into 8,00,00,000 (Eight Crore) Equity Shares of ₹ 5/- (Rupees Five) each and 1,00,00,000 (One Crore) Preference Shares of ₹ 10/- (Rupees Ten) each."

14. **To issue securities and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:**

"RESOLVED THAT 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 ₹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)."

15. **To issue Bonus Shares in the ratio of 1 : 1 i.e. One equity share for every One Equity Share held and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of 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 ₹ 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 ₹ 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 ₹ 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."

By Order of the Board
For **JBM AUTO LIMITED**

Sd/-
(VIVEK GUPTA)
Chief Financial Officer
& Company Secretary

Place: New Delhi
Date: 14.08.2014

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 (FORTY EIGHT) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 % (ten percent) of the total share capital of the Company.
3. The provisions of Section 149 of Companies Act, 2013 has come into force w.e.f. 1st April, 2014. In terms of the provisions of the said section read with Section 152(6) of the Act, the period of office of Independent Directors shall not be liable to determination by retirement by rotation. Therefore, the Directors, whose period of office is liable to determination by retirement by rotation, have been re-ascertained on the date of this notice. Accordingly, Mr. S. K. Arya and Mr. Nishant Arya, Directors of the Company will retire at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment. In terms of clause 49 of the listing agreement, the details of Directors, whose period of office is liable to determination by retirement by rotation at the ensuing annual general meeting are given under the heading "Additional Information as per clause 49 of the Listing Agreement with the Stock Exchanges.
4. The Explanatory Statement as required under section 102 of the Companies Act, 2013 in respect of Special Business is annexed hereto.
5. Members are requested to bring their copy of Annual Report to the meeting.
6. Members / Proxies should bring the attendance slip for attending the meeting and should be handed over at the entrance of meeting place. In case of joint holders attending the meeting, only such joint holder whose name is higher in the order of names will be entitled to vote. The corporate members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
7. Pursuant to provisions of Section 72 of the Companies Act, 2013, the shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with M/s MCS Ltd., the Registrar and Share Transfer Agent. In respect of shares held in electronic / dematerialized form, the nomination form may be filed with the respective Depository Participant.
8. Members are requested to write their client ID and DP ID number or folio number, whichever is applicable in attendance slip for attending the meeting.
9. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company on all working days, except Saturday between 11:00 a.m. and 1:00 p.m. up to the date of Annual General Meeting.
10. The Company has notified closure of Register of Members and Share Transfer book on Saturday, 6th September, 2014 for the purpose of Annual General Meeting.
11. Members holding shares in identical order of names in more than one folio are requested to write to the Company or its Registrar and Share Transfer Agent and send their share certificates to enable consolidation of their holdings into one folio.
12. Members holding shares in dematerialized form are requested to intimate all the changes pertaining to their detail of bank account, power of attorney, change of address / name etc. to their depository participants only and not to the Company's Registrar and Share Transfer Agents to provide efficient and better services to the members.
13. Under Section 205C of the Companies Act, 1956, the amount of dividend remaining unpaid and unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account of the Company shall be transferred to the Investor Education and Protection Fund (IEPF) set up by the Government of India. Any member who has not claimed the dividend in respect of the financial year ended 31st March, 2007 or any year thereafter is requested to approach the Company / Registrar and Share Transfer Agent of the Company for claiming the same.

It may please be noted that the unpaid / unclaimed dividend for the financial year ended 31st March, 2007 is due for transfer to the Investor Education and Protection Fund (IEPF) on 19th October, 2014.

The members may please note that no claim shall lie against the Company or the aforesaid fund in respect of any amount of dividend remaining unpaid / unclaimed for a period of seven years from the date they became due for payment.

14. The Ministry of Corporate Affairs (MCA) has taken a "Green initiative in the Corporate Governance" by allowing paperless compliance by the Companies and as per Rule 18 of the Companies (Management and Administration) Rule, 2014 allowed Companies to send any notice / document (including Annual Report) to its members via e-mail. To support this green initiative of the Government in letter and spirit, the Company has taken an initiative to collect e-mail addresses of all its members. Members holding shares in physical form are requested to provide/ update their e-mail addresses to MCS Ltd. (Registrar and Share Transfer Agent). Members holding shares in dematerialized form may kindly update their e-mail address with their respective Depository Participant (DP's).

15. Voting through electronic means

- I. 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 at the 18th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

The instructions for e-voting are as under:

- A. In case a Member receives an e-mail from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
- (i) Open e-mail and open PDF file viz; "JBMA e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - (iii) Click on "Shareholder – Login"
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - (vii) Select "EVEN" of JBM Auto Limited.
 - (viii) Now you are ready for 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, NRIs 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 or evoting@jbm.co.in with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
- (i) Initial password is being sent separately in the format given below:

EVEN (E- Voting Event Number)	USER ID	PASSWORD/PIN
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 - (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 <https://www.evoting.nsdl.com> or contact NSDL at the Telephone No. 022-24994600.
- 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 e-voting period commences on 18th September, 2014 at 9:00 a.m. and ends on 20th September, 2014 at 6:00 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. 22nd August, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the shareholder casts the vote on a resolution, the shareholder shall not be allowed to change it subsequently.
- VI. 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.
- VII. Mr. Dhananjay Shukla, Company Secretary (FCS 5886) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

- VIII. The Scrutinizer shall within a period not exceeding 3 (three) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
16. The members may address their correspondence either to the Company at its registered office or MCS Ltd., the Registrar and Share Transfer Agent. Please quote your folio number, email address, telephone & fax number (if any) for prompt reply.
17. The Company has not attached the annual accounts of its Subsidiary Companies in terms of Circular No. 2/2011 dated 8th February, 2011 issued by the Ministry of Corporate Affairs (MCA). However, if any Shareholder wishes to have a copy of the Accounts of Subsidiary Companies, they may obtain the same from the registered office of the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) THE COMPANIES ACT, 2013 IN RESPECT OF ITEM NOS. 6 TO 15 OF THE ACCOMPANYING NOTICE ARE AS UNDER:

ITEM NO. 6

The Board of Directors of the Company in its meeting held on 30th May, 2014 has re-appointed Mr. H. R. Saini as a Whole Time Director of the Company for the further period of one year w.e.f. 7th June, 2014 on the terms and conditions as approved by the Nomination & Remuneration Committee, subject to approval of members in the general meeting. The Nomination & Remuneration Committee has also approved the terms and conditions of the re-appointment of Mr. H. R. Saini.

Mr. H. R. Saini is Graduate in Mechanical Engineering with specialized training abroad in tool engineering. He has over 47 years of experience in the engineering industry and held various senior positions in various companies. He is looking after business development, marketing and tool room activities of the Company. He is also Director of JBM International Limited.

Mr. H. R. Saini does not have any other pecuniary relationship with the Company except remuneration proposed to be paid by the Company.

In compliance of the provisions of Section 197 and 203 and other applicable provisions of the Companies Act, 2013, the re-appointment of Mr. H. R. Saini as Whole Time Director of the Company on the terms and conditions as mentioned in Item No. 6 of the accompanying notice is being placed for your approval by way of a Special Resolution. The Board recommends the resolution for your approval.

The above may also be treated as an abstract of terms of appointment and memorandum of interest in compliance of Section 190 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise in the said resolution except Mr. H. R. Saini himself.

ITEM NOS. 7

Mr. Ashok Kumar Agarwal is the Chairman and Promoter of Globe Capital Market Limited, one of the largest financial services company in India and it has overseas subsidiaries in Dubai. He is a Fellow member of Institute of Chartered Accountants of India and has a vast experience of more than 31 Years (8 years in the field of practicing chartered accountant & 23 years in the field of financial services). He was elected as "Youngest ever President" of The Delhi Stock Exchange Association Ltd. (DSE) in the year 1991 and was also re-elected in the year 1994 & 1999.

During 1994 -1995, Mr. Agarwal was a member of the Committee on Capital Market of ICAI, PHDCCI and FICCI.

He was elected as Chairman of Federation of Indian Stock Exchanges (representing 20 Stock Exchanges in India) in the year 1999.

Mr. Agarwal has received the following awards:

- "National Citizenship Award -1993" by Rev. Mother Teresa for outstanding contribution in the development of Indian Capital Market;
- "Vyapar Shree Award -2000" from DSE for outstanding contribution in the growth of business of the Exchange; and
- Special Award -2000 from NIRC - ICAI for exemplary contribution and services rendered to the cause of profession especially in the Capital Market.

Mr. Ashok Kumar Agarwal is the Chairman of the Audit Committee and the Member of Nomination & Remuneration Committee and Stakeholders Relationship Committee of JBM Auto Limited. He is also a Director of Globe Fincap Ltd.

Mr. Ashok Kumar Agarwal has been an Independent Director on the Board of the Company since the year 2000. With the enactment of the Companies Act, 2013 (the "Act") it is now incumbent upon every listed company to appoint 'Independent Directors' as defined in section 149(6) of the Act and ensure that at least 1/3rd of the total number of Directors are Independent Directors.

In the opinion of the Board, Mr. Ashok Kumar Agarwal fulfills the conditions for appointment as Independent Director as specified in the Act, the Rules made there under and the Listing Agreement. He is also independent of the management of the Company.

The Board considers that his continued association would be of immense beneficial to the Company and it is desirable to continue to avail the services of Mr. Ashok Kumar Agarwal as an Independent Director.

Accordingly, the Board recommends the resolution set out at Item No. 7 of the accompanying notice for your approval.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise in the said resolution except Mr. Ashok Kumar Agarwal himself.

ITEM NO. 8

Mr. Mahesh Kumar Aggarwal has done Mechanical Engineering from IIT Madras in 1966 followed by postgraduate diploma in Management. He is a technocrat & professional consultant and possesses over 49 years of wide experience in the Industry. He has got extensive Industrial training in Germany and Japan. Besides, he has extensively travelled to Japan, China, Korea, UK, France, Australia, USA, Canada and many other countries. During his career from 1966 to 2000, he acquired wide Industrial Management & Techno Commercial experience while working with BHEL and Maruti Suzuki India Ltd. Mr. Aggarwal is member of the Board of the several other Companies viz. JBM Auto System Pvt. Ltd., Metos Investment Pvt. Ltd., Pragmac Sources and Services Pvt. Ltd. and Oriental Ecotech Services Pvt. Ltd.

Mr. Mahesh Kumar Aggarwal has been an Independent Director on the Board of the Company since the year 2002. With the enactment of the Companies Act, 2013 (the "Act") it is now incumbent upon every listed company to appoint 'Independent Directors' as defined in section 149(6) of the Act and ensure that at least 1/3rd of the total number of Directors are Independent Directors.

In the opinion of the Board, Mr. Mahesh Kumar Aggarwal fulfills the conditions for appointment as Independent Directors as specified in the Act, the Rules made there under and the Listing Agreement. He is also independent of the management of the Company.

The Board of Directors of the Company is of opinion that Mr. Mahesh Kumar Aggarwal fulfills the conditions specified in the Act and the Rules made there under and is eligible to be appointed as an Independent Director pursuant to the provisions of section 149 of the Act. He is also independent of the management of the Company.

The Board considers that his continued association would be of immense beneficial to the Company and it is desirable to continue to avail the services of Mr. Mahesh Kumar Aggarwal as an Independent Director.

Accordingly, the Board recommends the resolution set out at Item No. 8 of the accompanying notice for your approval.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise in the said resolution except Mr. Mahesh Kumar Aggarwal himself.

ITEM NO. 9

As per provisions of Section 149(1) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and amended Clause 49 of the Listing Agreement with the Stock Exchanges, the Company should have at least one Woman Director.

Keeping in view the above legal requirement, the Board of Directors appointed Mrs. Vimal Vasisht as an Additional Director of the Company w.e.f. 21st July, 2014 by resolution passed by circulation, who shall hold office up to the date of this Annual General Meeting, pursuant to the provisions of Section 161 of the Companies Act, 2013.

The Company has received a notice in writing from a member along with a deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mrs. Vimal Vasisht for the office of Director in the Company. A copy of notice is available for inspection by the members at the registered office of the Company.

A brief resume of Mrs. Vimal Vasisht is given hereunder:

Mrs. Vimal Vasisht, IRS retired as the Chief Commissioner (Income Tax). She has over 35 years of rich experience in Indian Revenue Services. During her service period, she handled Investigation of Accounts, Audits, Inspections, Appeals and Administrations, etc. Mrs. Vasisht is still engaged in active freelance work related to taxation and rendering advices on complicated taxation issues.

The Board of Directors is of opinion that her association would be in the best interest of the Company and hence recommend the resolution set out at Item No. 9 of the accompanying notice for your approval.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise in the said resolution except Mrs. Vimal Vasisht herself.

ITEM NO. 10

The Board, on recommendation of the Audit Committee, has approved the appointment and remuneration of M/s Jitender Navneet & Company, Cost Accountants to conduct the audit of cost records of the Company for the financial year 2014-15.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of Rs.2,00,000/- (Rupees Two Lacs only) to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is being sought by passing of an Ordinary Resolution as set out at Item No. 10 of the accompanying notice for ratification of remuneration payable to the Cost Auditors for the financial year 2014-15.

The Board of Directors of the Company recommend the resolution for your approval.

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

ITEM NO. 11

The Shareholders of the Company are aware that the equity shares of the Company are listed on Bombay Stock Exchange ("BSE") and National Stock Exchange ("NSE") and the shares are traded on these Stock Exchanges.

In order to improve the liquidity of the Company's Shares at the Stock Exchanges and to make it affordable to the small investors, the Board of Directors of the Company at their meeting held on 14th August, 2014 considered it desirable to sub-divide the face value of the Equity Shares of the Company.

The Shareholders may please note that the face value of the existing Equity Shares of the Company is Rs.10/- (Rupees Ten) per share and consequent upon the sub-division, it is being divided into 2 (Two) equity shares of Rs.5/- (Rupees Five) each.

As per the provisions of Section 61 of the Companies Act, 2013, approval of the Shareholders is required for sub-division of equity shares by way of an Ordinary Resolution.

The Board of Directors of the Company recommend the resolution set out at Item No.11 of the accompanying notice for your approval.

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

ITEM NOS. 12 & 13

Presently the Company has an authorized Share Capital of 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.

In order to raise funds and issue of Bonus Shares, it is required to increase the Authorized Share Capital of the Company from existing Rs.25,00,00,000/- (Rupees Twenty Five Crore Only) to Rs.50,00,00,000/- (Rupees Fifty Crore Only). The provisions of Section 61 of the Companies Act, 2013 permits to increase the authorized share capital of the Company, provided the same is approved by the shareholders by way of an Ordinary Resolution.

The alteration of Clause V of the Memorandum of Association of the Company is of consequential in nature due to increase in the Authorized Share Capital of the Company. Pursuant to the provisions of Section 13 of the Companies Act, 2013, the Memorandum of Association can be altered with the approval of the Shareholders of the Company by way of a Special Resolution.

The Board of Directors of the Company recommend the resolutions set out at item nos. 12 & 13 of the accompanying notice for your approval.

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

ITEM NO. 14

In order to cater the funds requirement of the Company, the Board of Directors have decided to explore the possibility of issue of new shares by way of public issue/ right issue/ private placement/ preference shares / convertible/ non-convertible securities (fully or partly convertible into equity shares) or other securities including premium, if any, on the terms and conditions as to issue pricing etc. as may be decided by the Board in compliance of the SEBI Guidelines, as may be applicable.

Section 62(1) (c) of the Companies Act, 2013 and Listing Agreement entered into with the Stock Exchanges, provides, inter alia, that where it is proposed to increase the subscribed share capital of the Company by allotment of further shares, such further share shall be offered to the persons, who on the date of offer are holders of the equity shares of the Company, in proportion to the Capital paid up on those shares as on that date unless the members decide otherwise. The special resolution seeking consent and authorization of the members to the Board of Directors to offer, issue and allot the securities, in consultation with the lead manager, legal advisors and other intermediaries to any other persons whether they are members of the Company or not.

The Board of Directors, accordingly, recommend the Special Resolution set out at Item No.14 of the accompanying notice for your approval.

None of the Directors, Key Managerial personnel and their relatives are, in any way, concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company.

ITEM NO. 15

As per the provisions of Article 133 & 134 of the Articles of Association, the Company may resolve to capitalize any undivided profits of the Company standing to the credit of the Free Reserves/ Securities Premium Account / Capital Redemption Reserve Account of the Company available for this purpose. The Board of Directors at their meeting held on 14th August, 2014 have recommended that a part of the amount standing to the credit of Securities Premium Account / Free Reserves be applied for issue of fully paid-up bonus shares to the members of the Company in the proportion of 1 (One) new equity share for every 1 (One) existing equity share held as on the "Record Date". These bonus shares will be subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with the existing shares but shall not be entitled to final dividend to be declared for the financial year ended 31st March, 2014. The proposed issue 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 the approval of the Reserve Bank of India under Foreign Exchange Management Act, if any. No letters of allotment shall 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 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.

The Board recommends the resolution set forth in Item No. 15 of the accompanying Notice for approval of the members.

None of the Directors, Key Managerial personnel and their relatives are, in any way, concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company.

Additional Information as per Clause 49 of the Listing Agreement with the Stock Exchanges

A brief resume of Directors recommended for re-appointment at the Annual General Meeting are as under:

Mr. S. K. Arya:

Mr. S. K. Arya (aged about 56 years) is Science Graduate from Bombay University. After finishing his education, he initially joined his family business of textiles. Thereafter in the year 1983, he started his journey by setting up a new venture - JBM Industries Ltd. (formerly 'Gurera Gas Cylinders Ltd.') as his first entrepreneurial venture, which is one of the leading suppliers of Gas Cylinders to Oil Companies in India. He has vast experience of more than 30 years in Automobile and Engineering Industry.

Mr. S. K. Arya is providing a phenomenal leadership to the organization because of which the Company is still booming despite of slowdown in the automobile industry. With his able guidance, the Company has achieved various milestones in terms of revenue and commitments towards the society at large.

Mr. S. K. Arya is a member of CII - Northern Regional Council and a member of Executive Committee of ACMA. He has also held Chairmanship of SME Sub-Committee of CII -Northern Region, CII-Haryana State Council in the past and was a member of PHDCCI Management Committee, Co-Chairman of Haryana Committee of PHDCCI and Chairman of Sheet Metal and Chassis parts panel of ACMA.

Mr. S. K. Arya has been awarded with various awards for his immense contribution to the Automotive and Engineering Industry viz. National Unity Award in 1991, Gem of India Award in 1992, Udyog Ratan Award in 1993, Best Entrepreneur for the year Award in 1994, FIE Foundation Award in 2001 for his tremendous contribution to the engineering Industry, Udyog Ratan Award and Haryana Ratan Award in 2005 to name a few.

Being a responsible corporate citizen, Mr. Arya has contributed extensively towards CSR as well. He has been instrumental in putting together initiatives such as Neel Foundation - an effort to assist, and support the underprivileged, that has been undertaking activities on upliftment of women, girl child education, village upliftment, etc. Vichaar - a social awakening entity that has been creating and distributing films on various national and social issues. Many of these films are being used extensively in schools to instill in students a sense of patriotism and responsible citizenship.

Mr. S. K. Arya is holding the position of the Chairman & Managing Director of Jay Bharat Maruti Ltd. Besides, he is member of the Board of the various other Companies viz. JBM Industries Ltd., Neel Metal Products Ltd., JBM International Ltd., Gurera Industries Ltd., A to Z Securities Ltd., M. J. Casting Ltd., Vichaar Television Network Ltd., JBM Ogihara Automotive India Ltd., JBM Auto System Pvt. Ltd., Neel Auto Pvt. Ltd., Neel Metal Fanalca Environment Management Pvt. Ltd. and JBM Cortubi Exhaust Systems Pvt. Ltd. He is also member of Audit Committee of M. J. Casting Ltd. and a member of Stakeholders Relationship Committee of Jay Bharat Maruti Ltd.

He is relative of Mr. Nishant Arya, Director of the Company and holds 1,01,749 equity shares (0.99%) in the Company.

Mr. Nishant Arya

Mr. Nishant Arya (aged about 28 years) is MBA from the Bradford University, UK and Diploma Holder in Business Development & Strategy from London School of Economics. He is an Executive Council Member of CII -Young Indians and ACMA – Young Business Leaders Forum. He is also the Co-chairman of ACMA's Sustainable Technology Development Committee (STDC), India. He is also member on the Board of various other Companies viz. Jay Bharat Maruti Ltd., Neel Metal Products Ltd., JBM Ogihara Automotive India Ltd., Neel Metal Fanalca Environment Management Pvt. Ltd., JBM Motors Ltd., JBM Cadmium Pvt. Ltd., Neel Auto Pvt. Ltd., JBM Kanemitsu Pulleys Pvt. Ltd., JBM Projects & Infrastructure Pvt. Ltd., JBM Solar Pvt. Ltd., JBM Cortubi Exhaust Systems Pvt. Ltd.

With a strong drive to achieve more, Nishant Arya is further expanding the businesses by actively looking at Diversification, International Business and New Projects. He has been instrumental in planning various technical collaborations and joint ventures with foreign companies including buyouts.

Mr. Nishant Arya is to be solely credited for the successful launch of the low floor City Bus - 'CITYLIFE' that is all set to redefine the dynamics of the public transportation domain in our country. The bus has first of its kinds innovative features that ensures enhanced comfort, safety and security for the commuters.

Mr. Nishant Arya's consistent focus on enhancing technology, enabling Innovation and developing people within the organization has been a key driver of growth for the organization.

He is relative of Mr. S. K. Arya, Chairman of the Company and holds 84,850 equity shares (0.83%) in the Company.

By Order of the Board
For **JBM AUTO LIMITED**

Sd/-

(VIVEK GUPTA)
Chief Financial Officer
& Company Secretary

Place: New Delhi
Date: 14.08.2014



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

ATTENDANCE SLIP

I hereby record my presence at the 18th Annual General Meeting of the Company held on Wednesday the 24th September, 2014 at Dr. Sarvepalli Radhakrishnan Auditorium, Kendriya Vidyalaya No.2, Near A.P.S. Colony, Delhi Cantt.-110010 at 11:00 a.m.

Name of the Shareholder(s) _____ (In Block Letters)

Father's/Husband's Name _____ (In Block Letters)

Name of the Proxy or Company Representative _____ (In Block Letters)

Registered Folio No./DP-Client ID _____ No. of Shares held _____

Signature of the Shareholder(s) or Proxy or Company Representative _____

Note:

- Members/Proxies are requested to bring the duly filled in Attendance Slip to the 18th Annual General Meeting and to be handed over at the meeting.
- If you intend to appoint a proxy, please deposit duly filled in Proxy Form either at the Registered Office of the Company or at the office of its Registrar & Share Transfer Agent at least 48 hours before the meeting.



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

**Form No. MGT - 11
PROXY FORM**

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

Name of the member(s): _____

Registered address: _____

E-mail Id: _____ Folio No/ Client Id: _____ DP ID _____

I/We, being the member (s) holding _____ shares of the above named company, hereby appoint

1. Name: _____ .Address: _____

_____ E-mail ID: _____ Signature _____ or failing him

2. Name: _____ .Address: _____

_____ E-mail ID: _____ Signature _____ or failing him

3. Name: _____ .Address: _____

_____ E-mail ID: _____ Signature _____ as my/our proxy to attend

and vote (on a poll) for me/us and on my/our behalf at the .18th.Annual General Meeting of the Company to be held on the **Wednesday, the 24th day of September, 2014 at 11:00 A.M.** at Dr. Sarvepalli Radhakrishnan Auditorium, Kendriya Vidyalaya No. 2, A. P. S. Colony, Delhi Cantt., New Delhi - 110 010 and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTIONS		OPTIONAL	
Sl. No.	Ordinary Business	For	Against
1.	To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit & Loss for the year ended on that date and the Report of the Directors and Auditors thereon		
2.	To declare dividend		
3.	To appoint a Director in place of Mr. S. K. Arya (DIN: 00004626), who retires by rotation and being eligible, offers himself for re-appointment		
4.	To appoint a Director in place of Mr. Nishant Arya (DIN: 00004954), who retires by rotation and being eligible, offers himself for re-appointment		
5.	To appoint Auditors and to fix their remuneration		
Special Business			
6.	To re-appoint Mr. H. R. Saini (DIN: 00004665), as a Whole Time Director (to be designated as an "Executive Director") for a further period of one year		
7.	To appoint Mr. Ashok Kumar Agarwal (DIN: 00003988) as an Independent Director of the Company for Five consecutive years for a term up to 31st March, 2019		
8.	To appoint Mr. Mahesh Kumar Aggarwal (DIN: 00004982), as an Independent Director of the Company for Five consecutive years for a term up to 31st March, 2019		
9.	To appoint Mrs. Vimal Vasisht (DIN: 06928805), as an Independent Director of the Company for Five consecutive years for a term up to 23rd September, 2019		
10.	To ratify the remuneration of the Cost Auditors for the financial year 2014-15		
11.	To sub-divide the face value of equity shares		
12.	To increase the authorized share capital of the Company		
13.	To alter the capital clause of the Memorandum of Association of the Company		
14.	To issue securities		
15.	To issue Bonus Shares in the ratio of 1 : 1 i.e. One share for every One Equity Share held		

Signed this _____ day of _____ 2014

Signature of Shareholder

Signature of Proxy holder(s)

Affix ₹.1/- Revenue Stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For Resolutions, Explanatory Statements and Notes, please refer to the Notice of 18th Annual General Meeting of the Company.
3. Please complete all the details including details of Member(s) in the above box before submission.