

JBM Auto Limited
Registered Office: 601, Hemkunt Chambers,
89, Nehru Place, New Delhi - 110 019
CIN: L74899DL1996PLC083073
E-mail: corp@jbmgroup.com
Website: www.jbmgroup.com
Ph. 011-26427104; Fax: 011-26427100



NOTICE

NOTICE is hereby given that the 23rd Annual General Meeting of the members of JBM Auto Limited will be held on Saturday, 14th September, 2019 at 12.00 noon at the Air Force Auditorium, Subroto Park, New Delhi-110010 to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Audited IND AS Financial Statements (Standalone & Consolidated) of the Company for the year ended 31st March, 2019 together with the reports of the Board of Directors and Auditors thereon and in this regard, pass with or without modification, the following resolutions as Ordinary Resolutions:

(a) **RESOLVED THAT** the Audited IND AS Standalone Financial Statements of the Company for the financial year ended 31st March, 2019 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.

(b) **RESOLVED THAT** the Audited IND AS Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted.

2. To declare dividend on equity shares and in this regard, pass with or without modification, the following resolution as an Ordinary Resolution:

RESOLVED THAT a dividend @ 45% i.e., Rs. 2.25/- (Two rupees and twenty paise only) per equity share (on fully paid-up equity share of Rs. 5 each) of the Company be and is hereby declared for the financial year ended 31st March, 2019 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended 31st March, 2019.

3. To appoint director in place of Mr. Nishant Arya (DIN: 00004954), who retires by rotation and being eligible offers himself for re-appointment as a Director and in this regard, pass with or without modification, the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of section 152 of the Companies Act, 2013 Mr. Nishant Kumar Arya (DIN: 00004954), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

Special Business:

4. To appoint Mr. Praveen Kumar Tripathi (DIN: 02167497), 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, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule IV to the Act and regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) regulations, 2015 (“Listing Regulations”), Mr. Praveen Kumar Tripathi (DIN: 02167497), who was appointed as an Additional Director of the Company by the Board of Directors on the recommendation of Nomination and Remuneration Committee with effect from 11th July, 2019 in terms of section 161(1) of the Act and Articles of Association of the Company and whose term of office expires at this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of five consecutive years with effect from 11th July, 2019 to 10th July, 2024.”

5. To re-appoint Mr . Mahesh Kumar Aggarwal (DIN: 00004982), as an Independent Director for a second term of 5 consecutive years and in this regard to consider and, if thought fit, to pass, with or without modification, the following resolution as an Special Resolution:

RESOLVED THAT in accordance with the provisions of section 149 read with Schedule IV of the Companies Act, 2013, and regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") as amended by vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Mr. Mahesh Kumar Aggarwal (DIN: 00004982) be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024, whose period of office shall not be liable to retire by rotation.

6. To consider and approve the issue of securities and, if thought fit, to pass with or without modification(s) the following resolution as an Special Resolution:

RESOLVED THAT pursuant to the provisions of section 42, 62, 71 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. 500 Crore (Rupees Five 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 Whole-Time Director or directors or any other officer or officers of the Company to give effect to the aforesaid resolutions."

7. To consider and approve the alteration in 'the Seal Clause' of the Articles of Association of the Company and, if thought fit, to pass with or without modification(s) the following resolution as an Special Resolution:

"RESOLVED THAT pursuant to provisions of section 5, section 14 and other applicable provisions, if any, of the Companies Act, 2013, ("Act") including any statutory modifications or reenactment thereof for the time being in force and rules made thereunder, the existing Clause 77 w.r.t. **'the Seal Clause'** of the Articles of Association ("AOA") of the Company be and is hereby altered by replacing and substituting the same with the following new clause;

- "Clause 77 (i) The Board shall provide a common seal, if any, for the purposes of the Company and shall have power, from time to time, to vary or cancel the same and substitute a new seal in lieu thereof. The Board shall provide for the safe custody of the seal for the time being.
- (ii) Subject to any statutory requirements as to Share Certificates or otherwise, the seal of the Company shall not be affixed to any instrument except by authority of a resolution of the Board or of a Committee of the Board authorized by it in that behalf, and except in the presence of any one Director and Secretary or any other two persons authorized by the Board for this purpose who shall sign every instrument to which the seal of the Company is so affixed in their presence. This is, however, subject to the Rule 5 of the Companies (Share Capital and Debentures) Rules, 2014.
- (iii) The Board shall also be at liberty to have an official seal in accordance with section 22 of the Act, for use in any territory, district or place outside India. The Company shall, however, comply with Rule 5 of the Companies (Share Capital and Debentures) Rules, 2014. "

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

Place: Gurugram (Haryana)
Date: 12.08.2019

(VIVEK GUPTA)
Chief Financial Officer & Company Secretary
M. No. F7918

NOTES:

1. A member entitled to attend and vote at the annual general 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 hours before the commencement of the meeting.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. In term of section 152 of the Companies Act, 2013, Mr. Nishant Arya (DIN: 00004954), Director of the Company will retire at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. A brief profile and other details as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given undernote no. 28 to the notice.
4. Members are requested to bring their copy of Annual Report to the meeting.
5. 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.
6. Pursuant to the provisions of section 72 of the Companies Act, 2013, the shareholders holding shares in physical form may file nomination in the Form SH-13 with M/s MCS Share Transfer Agent Ltd., the Registrar and Share Transfer Agent of the Company. In respect of shares held in electronic / dematerialized form, the nomination form may be filed with the respective Depository Participant.
7. 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.
8. 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. upto the date of Annual General Meeting.
9. The Company has notified the closure of Register of Members and Share Transfer book from Saturday, 7th September, 2019 to Saturday, 14th September, (both days inclusive) for determining the name of members eligible for dividend on equity shares, if declared at the meeting.
10. The dividend on Equity Shares, if declared at the meeting, will be credited / dispatched within 30 days from the date of the Annual General Meeting, to those members whose names shall appear on the Company's Register of Members on Friday, 6th September, 2019; in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
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 details 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. In terms of sections 124 and 125 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') as amended from time to time, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government.

14. Members who have not encashed their dividend warrant(s) for any one or more of the financial year(s) viz. year ended on 31st March, 2012, 31st March, 2013, 31st March, 2014, 31st March, 2015, 31st March, 2016, 31st March, 2017, 31st March, 2018 are requested to make their claims to the Company or its Registrar & Transfer Agents, MCS Share Transfer Agent for the same. The due dates for transfer of the aforesaid unpaid/ unclaimed dividend to IEPF are as follows:

Financial Year	Rate of Dividend	Proposed date for transfer to IEPF
2011-12	15%	31.10.2019
2012-13	20%	14.10.2020
2013-14	30%	29.10.2021
2014-15	50%	27.10.2022
2015-16	35%	08.10.2023
2016-17	40%	23.09.2024
2017-18	40%	09.10.2025

The Shareholders may contact the Company or its Registrar & Transfer Agents at the following address:

- (i) **Company Secretary**
JBM Auto Limited
Plot No. 133, Sector-24,
Faridabad -121005
Haryana
Ph: 0129-4090238
Email: vivek.gupta@jbmgrou.com; jbmmainvestor@jbmgrou.com
- (ii) **MCS Share Transfer Agent Limited**
F-65, 1st Floor,
Okhla Industrial Area,
Phase – 1,
New Delhi – 110020
Ph. 011 41406148
E-mail : helpdeskdelhi@mcsregistrars.com,

15. Members are requested to note that pursuant to the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2013 and the IEPF Rules, all such shares in respect of which dividend has not been paid or claimed for seven consecutive years or more are also required to be transferred to IEPF. The Company has sent individual notices through speed post to the concerned shareholders and published a public notice to shareholders under the IEPF Rules in this regard.

16. Members are informed that once the unpaid/unclaimed dividend or the shares are transferred to IEPF, the same may be claimed by the Members from the IEPF Authority by making an application in prescribed Form IEPF-5 online and sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents to the Registered Office of the Company for verification of the claim.

17. The IEPF Rules and the application form (Form IEPF – 5), as prescribed by the MCA for claiming back of the shares/ dividend, are available on the website of IEPF at www.iepf.gov.in.

18. Members seeking further information about the accounts are requested to write to the Company at least 7 days before the date of the meeting so that it may be convenient to get the information ready at the meeting.

19. Non-Resident Indian Members are requested to inform Registrar and Share Transfer Agent, immediately of:

- a) Change in their residential status on return to India for permanent settlement.
- b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

20. Pursuant to the prohibition imposed vide Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) and the MCA circular, no gifts/coupons shall be distributed at the Meeting.

21. Voting through electronic means :

i. In compliance of the provisions of section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide remote e-voting facility to the members of the Company to exercise their right to vote in respect of the resolutions to be passed at the 23rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

ii. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

iii. The members who have cast their vote by remote e-voting prior to the AGM, may also attend the AGM but shall not be entitled to cast their vote again.

iv. The remote e-voting period commences on Wednesday, 11th September, 2019 (9.00 a.m.) and ends on Friday, 13th September, 2019 (5.00 p.m.). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday 6th September, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

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

A. In case a Member receives an e-mail from NSDL [for members whose e-mail 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.

Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/> Click on Shareholder –Login

ii. Put User ID and Password as initial password/PIN noted in step (i) above. Click Login.

iii. 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.

iv. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

v. Select "EVEN" of "JBM Auto Limited".

vi. Now you are ready for remote e-voting as Cast Vote page opens.

vii. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

viii. Upon confirmation, the message "Vote cast successfully" will be displayed.

ix. Once you have voted on the resolution, you will not be allowed to modify your vote. 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 dshukla2007@gmail.com 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 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 Attendance Slip for the AGM: EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN

ii. Please follow all steps from Sl. No. (ii) to Sl. No. (ix) above, to cast vote.

iii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

iv. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

v. 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).

vi. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Friday, 6th September, 2019.

vii. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. Friday, 6th September, 2019 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

viii. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

ix. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

x. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

xi. CS Dhananjay Shukla (Membership No. FCS 5886, CP No. 8271) Company Secretary in Practice has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

xii. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

xiii. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

xiv. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.jbmggroup.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited & National Stock Exchange of India Limited, Mumbai.

22. Members may kindly note that bags, eatables, laptops, arms, ammunitions or any other harmful/dangerous objects are not allowed inside the Auditorium.

23. Members may also note that the Notice of 23rd Annual General Meeting and Annual Report for the year 2018-19 are also available at the Company's website: www.jbmgroup.com for their download.

24. 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 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 Share Transfer Agent 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).

25. The members may address their correspondence either to the Company at its registered office or MCS Share Transfer Agent Ltd., the Registrar and Share Transfer Agent. Please quote your folio number, e-mail address, telephone & fax number (if any) for prompt reply.

26. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and Bank details by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN and bank details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN and bank details to the Company / Registrar & Share Transfer Agent.

27. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

28. Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a brief profile and other details of Director eligible for re-appointment vide item no. 3 is as follows:

Sr. No.	Particulars	Details
1.	Name	Mr. Nishant Arya
2.	DIN	00004954
3.	Date of Birth	01.11.1986
4.	Date of appointment	30.07.2009
5.	Qualifications	MBA from the Bradford University, UK and Diploma Holder in Business Development & Strategy from London School of Economics
6.	Experience in specific functional areas	Development of new strategies, R&D and innovations.
7.	Directorship held in other listed entities	Jay Bharat Maruti Limited
8.	Membership / Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholders' Relationship Committee)	(i) Member, Audit Committee - Jay Bharat Maruti Limited; (ii) Member, Stakeholder's Relationship Committee – JBM Auto Limited
9.	Number of Shares held in the Company	339400 equity shares
10.	Relationship with any Director(s) of the Company	Son of Mr. Surendra Kumar Arya, Chairman

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

The following statement sets out all material facts relating to the Special Business mentioned in Item Nos. 4 to 7 of the accompanying notice:

ITEM NO. 4

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors, appointed Mr. Praveen Kumar Tripathi (DIN: 02167497) as an Additional Director with effect from 11th July, 2019 under section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and as an Independent Non-Executive Director of the Company under section 149 of the Companies Act, 2013 for a term of five consecutive years to hold office from 11th July, 2019 to till 10th July, 2024.

His appointment is subject to the approval of the members. The Company has received a notice from a member proposing Mr. Praveen Kumar Tripathi as a candidate for the office of Director of the Company.

Brief profile :-

Mr. Praveen Kumar Tripathi is a retired IAS officer. During his illustrious career, as an IAS officer, spanning over 40 years in public service 1977 to 2017 (including 5 years as Chairman - Public Grievances Commission & Police Complaints Authority), he held various key senior positions at state and center level such as Principal Secretary to Chief Minister, Govt of NCT Delhi; Chief Secretary – Govt of NCT Delhi; Joint Secretary - Ministry of Information & Broadcasting, Govt. of India; Director - Indian Institute of Mass Communication; CEO - Delhi Jal Board, NCT Delhi; Commissioner Sales Tax - NCT Delhi; Development Commissioner & Chief Electoral Officer - A&N Islands; Director Total Literacy Campaign (National Literacy Mission) - Department of Education, Ministry of HRD; Commissioner Land - Delhi Development Authority; Commissioner Excise & Entertainment Tax – NCT Delhi; Secretary - New Delhi Municipal Committee; Deputy Commissioner and Secretary to Lt. Governor in Arunachal Pradesh etc.

He has also been on the Board / Governing Council of Indraprastha Apollo Hospital, Delhi Metro Rail Corporation, TATA Power Ltd., BSES Rajdhani Power Ltd., BSES Yamuna Power Ltd., Institute of Biliary and Livery Sciences, Delhi, and National Law School, Delhi.

Dynamism and human approach are the hallmark of his persona. He is known as committed professional having rich and varied experience. He has successful leadership and governance abilities, expertise in management and administrative matters, project execution and operational matters. His firm and tactful handling of sensitive and tricky issues has seen the organisation, with which he was associated, emerge a winner at all times.

Mr. Tripathi is a post graduate in political science from Allahabad University and a gold medalist for securing highest marks in political science at under-graduate level in the University.

Mr. Tripathi does not hold any shares in the Company.

The Board of Directors of the Company recommend the Resolution as set out at Item No. 4 of the accompanying notice for approval of the members by way of a ordinary 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. 5

The shareholders of the Company at the 18th Annual General Meeting held on 24th September, 2014, appointed Mr. Mahesh Kumar Aggarwal as Independent Director of the Company for a period of 5 (five) consecutive years for a term upto 31st March, 2019. Since, Mr. Mahesh Kumar Aggarwal has completed his initial term as Independent Director of the Company on 31st March, 2019, he is eligible for re-appointment for one more term of 5(Five) years subject to the approval of shareholders of the Company.

Nomination and Remuneration Committee of the Company has recommended the aforesaid re-appointment in its meeting held on 25th March, 2019 and pursuant to Section 149, 152 read with Schedule IV and other applicable provisions if any, of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, as the re-appointment requires the approval of Board and Shareholders.

Further Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, *inter-alia*, provides that "no listed company shall appoint a person as a non-executive director who has attained the age of 75 (seventy five) years unless it is approved by the members by passing a special resolution to that effect". This provision is effective from 01.04.2019.

Mr. Mahesh Kumar Aggarwal, has attained age of 75 years and he being hale and healthy and his expertise in the auto industry and his contribution in the growth of the company the board has proposed to re-appoint him as an independent director. Mr. Mahesh Kumar has also given his consent to be re-appointed as Independent Director for the second term of consecutive 5(five) years.

The Board of Directors of the Company recommend to re-appoint Mr. Mahesh Kumar Aggarwal as Independent Director for a second term of 5 (Five) years from 01st April, 2019 to 31st March, 2024 as set out at item No. 5 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. 6

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. 500 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 resolution 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. 6 of the accompanying notice for approval of the members by way of a special resolution.

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

ITEM NO. 7

In order to simplify the execution of documents on which the affixation of Common Seal is mandatory, it is proposed to alter the existing Clause 77 w.r.t. 'the Seal clause' of the Articles of Association of the Company by substituting with the following new clause;

- "Clause 77
- (i) The Board shall provide a common seal, if any, for the purposes of the Company and shall have power, from time to time, to vary or cancel the same and substitute a new seal in lieu thereof. The Board shall provide for the safe custody of the seal for the time being.
 - (ii) Subject to any statutory requirements as to Share Certificates or otherwise, the seal of the Company shall not be affixed to any instrument except by authority of a resolution of the Board or of a Committee of the Board authorized by it in that behalf, and except in the presence of any one Director and Secretary or any other two persons authorized by the Board for this purpose who shall sign every instrument to which the seal of the Company is so affixed in their presence. This is, however, subject to the Rule 5 of the Companies (Share Capital and Debentures) Rules, 2014.
 - (iii) The Board shall also be at liberty to have an official seal in accordance with section 22 of the Act, for use in any territory, district or place outside India. The Company shall, however, comply with Rule 5 of the Companies (Share Capital and Debentures) Rules, 2014. "

The Board of Directors had at their meeting held on 12th August, 2019 has approved (subject to the approval of members) the alteration in the Articles of Association of the Company as aforesaid. In terms of Section 5 and 14 of the Act, the consent of the Members by way of special resolution is required to alter the clause of the Articles of Association of the Company.

The Board recommends for approval by the members the resolution as set out at Item No. 7 of the Notice as a special resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions, as set out at Item No. 7 of the Notice.

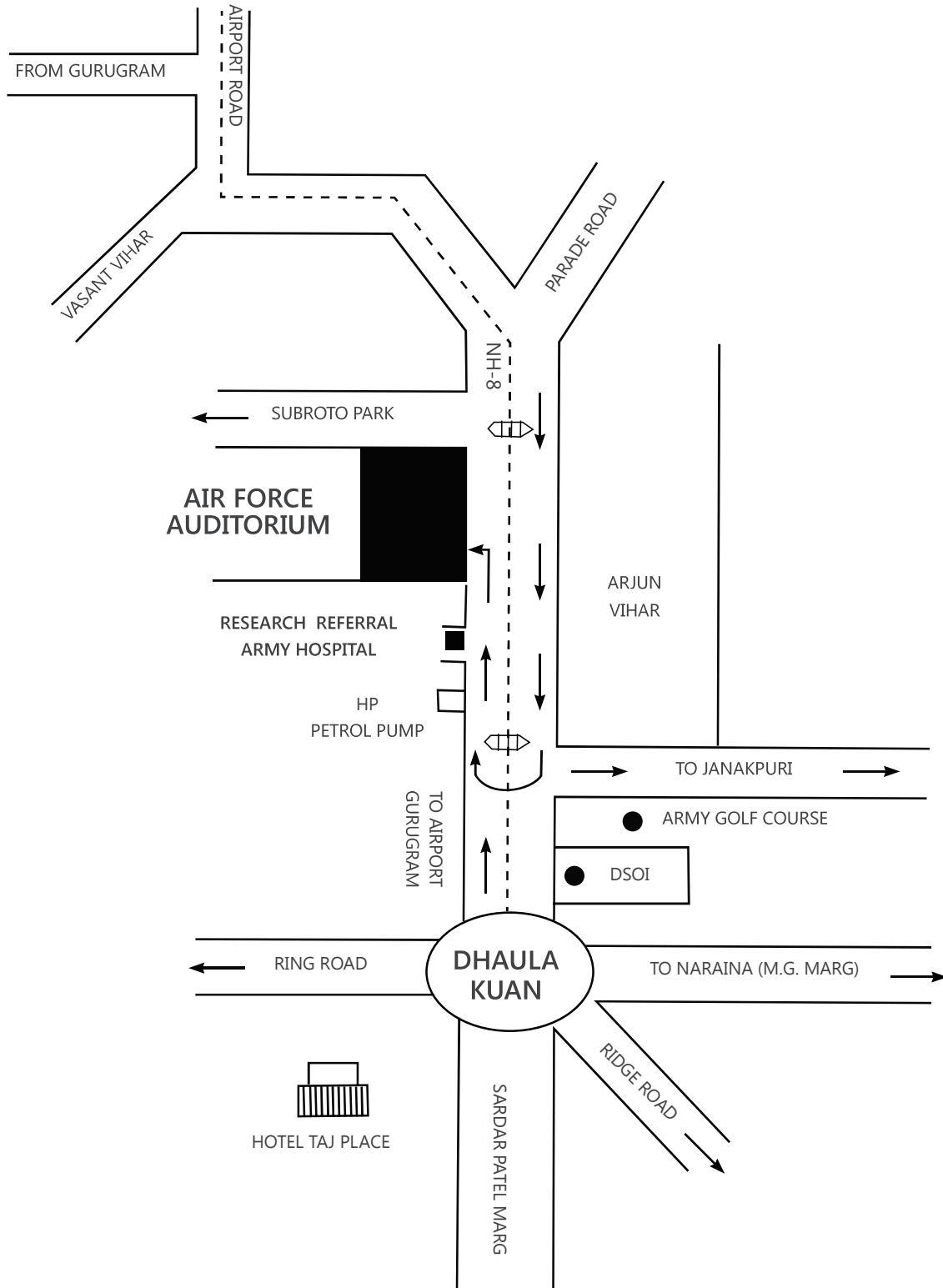
The Memorandum of Association and Articles of Association of the Company is available for inspection in physical or in electronic form during specified business hours i.e. between 9:00 a.m. to 6:00 p.m. at the Registered Office of the company and copies thereof shall also be made available for inspection in physical or electronic form at the Registered Office and also at the Meeting.

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

Place: Gurugram (Haryana)
Date: 12.08.2019

(VIVEK GUPTA)
Chief Financial Officer & Company Secretary
M. No.F7918

Route map of the venue of 23rd Annual General Meeting of JBM Auto Limited



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**JBM AUTO LIMITED**

CIN: L74899DL1996PLC083073

Registered Office: 601, Hemkunt Chambers, 89, Nehru Place, New Delhi 110 019

DP ID* Folio No.

Client ID* No. of Shares

Name And Address Of Shareholder

I hereby record my presence at the 23rd **ANNUAL GENERAL MEETING** of the Company held on Saturday, the 14th day of September, 2019 at 12:00 noon at Air Force Auditorium, Subroto Park, New Delhi-110010.

*Applicable for investors holding shares in electronic form

Signature of Shareholder/Proxy



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

JBM AUTO LIMITED

CIN: L74899DL1996PLC083073

Registered Office: 601, Hemkunt Chambers, 89, Nehru Place, New Delhi 110 019

Name of the Member(s): E-mail ID:

Registered Address: Folio No./*Client ID:
*DP ID:

I/We, being the member (s) holding _____ shares of JBM Auto Limited, hereby appoint:

- 1) _____ of _____ having e-mail ID _____ or failing him
- 2) _____ of _____ having e-mail ID _____ or failing him
- 3) _____ of _____ having e-mail ID _____

and whose signature(s) are appended below as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company, to be held on Saturday, the 14th day of September, 2019 at 12:00 noon at Air Force Auditorium, Subroto Park, New Delhi-110010 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	For	Against
1.	To receive, consider and adopt the Audited IND AS Financial Statements (Standalone & Consolidated) of the Company for the year ended 31st March, 2019 together with the reports of the Board of Directors and Auditors thereon.		
2.	To declare dividend on equity shares.		
3.	To appoint director in place of Mr. Nishant Arya (DIN: 00004954) who retires by rotation and being eligible offers himself for re-appointment.		
4.	To approve the appointment of Mr. Praveen Kumar Tripathi as an Independent Director for a term of five consecutive years w.e.f 11 th July, 2019 to 10th July, 2024.		
5.	To approve the re-appointment of Mr. Mahesh Kumar Aggarwal as an Independent Directors for a second term of five consecutive years w.e.f. 1st April, 2019 to 31st March, 2024.		
6.	To consider and approve the issue of securities		
7.	To consider and approve the alteration in 'the Seal Clause' of the Articles of Association of the Company.		

Signed this _____ day of _____ 2019

Signature of Shareholder

Affix Re.1/-
Revenue
Stamp

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Notes:

- (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) A proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- (4) Please put a 'v' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated