

**JBM AUTO LIMITED**

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

**NOTICE**

NOTICE is hereby given that the 21<sup>st</sup> Annual General Meeting of the members of JBM Auto Limited will be held on Friday, 18<sup>th</sup> August, 2017 at 12:30 p.m. 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 financial statements (Standalone & Consolidated) of the Company for the year ended 31<sup>st</sup> March, 2017 including the Audited Balance Sheet as at 31<sup>st</sup> March, 2017, the Statement of Profit & Loss and Cash Flow for the year ended on that date, Report of the Board of Directors and Auditors thereon.
2. To declare Dividend on equity shares.
3. To appoint a Director in place of Mr. Nishant Arya (DIN: 00004954), who retires by rotation and being eligible, offers himself for re-appointment.
4. **To appoint M/s Sahni Natarajan and Bhal Chartered Accountants (Firm Registration No. 002816N) as the Statutory Auditors of the Company and to fix their remuneration and in this connection, 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 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s Sahni Natarajan and Bhal, Chartered Accountants (Firm Registration No. 002816N) be and is hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 26<sup>th</sup> Annual General Meeting of the Company at such remuneration as may be mutually agreed upon between M/s Sahni Natarajan and Bhal and the Board of Directors of the Company based on the recommendation of the Audit Committee, in addition to reimbursement of out-of-pocket expenses in connection with the audit of the accounts of the Company".

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

Sd/-

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

**Place: Gurugram (Haryana)  
Date: 30 May, 2017**

**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 under note 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 12.08.2017 to 18.08.2017 (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, 11<sup>th</sup> August, 2017; 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 31<sup>st</sup> March, 2010, 31<sup>st</sup> March, 2011, 31<sup>st</sup> March, 2012, 31<sup>st</sup> March, 2013, 31<sup>st</sup> March, 2014, 31<sup>st</sup> March, 2015, 31<sup>st</sup> March, 2016 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:

<b>Financial Year</b>	<b>Rate of Dividend</b>	<b>Proposed date for transfer to IEPF</b>
2008-09	Nil	N.A.
2009-10	15%	25.10.2017
2010-11	20%	20.10.2018
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

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

**Company Secretary**

**JBM Auto Limited**

Plot No. 133, Sector-24,

Faridabad -121005

Haryana

Ph: 0129-4090238

Email: vgupta@jbm.co.in; jbmmainvestor@jbm.co.in

**MCS Share Transfer Agent Limited**

F-65, 1<sup>st</sup> 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 Regulations 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 is taking steps for sending individual notices to the concerned shareholders and for publishing of 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](http://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. Members may kindly note that bags, eatables, laptops, arms, ammunitions or any other harmful/dangerous objects are not allowed inside the Auditorium.
22. Members may also note that the Notice of 21<sup>st</sup> Annual General Meeting and Annual Report for the year 2016-17 are also available at the Company's website: [www.jbm-group.com](http://www.jbm-group.com) for their download.
23. 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).
24. **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 21<sup>st</sup> 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 **15.08.2017 (9:00 a.m.) and ends on 17.08.2017 (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. 11.08.2017**, 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.nsd.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 [scrutinizer@jbm.co.in](mailto:scrutinizer@jbm.co.in) with a copy marked to [evoting@nsdl.co.in](mailto: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.nsd.com](http://www.evoting.nsd.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. 11.08.2017**.
  - 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. 11.08.2017**, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto: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.nsd.com](http://www.evoting.nsd.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 Sunita Mathur (Membership No. FCS 1743, CP No. 741) 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.jbm-group.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.
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) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN 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	Mr. Nishant Arya
1.	DIN	00004954
2.	Date of Birth	01.11.1986
3.	Date of appointment	30.07.2009
4.	Qualifications	MBA and diploma in Business Development & Strategy
5.	Experience in specific functional areas	Development of new strategies, R&D and innovations.
6.	Directorship held in other listed entities	Jay Bharat Maruti Limited
7.	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
8.	Number of Shares held in the Company	3,39,400 equity shares
9.	Relationship with any Director(s) of the Company	Mr. Surendra Kumar Arya, Chairman

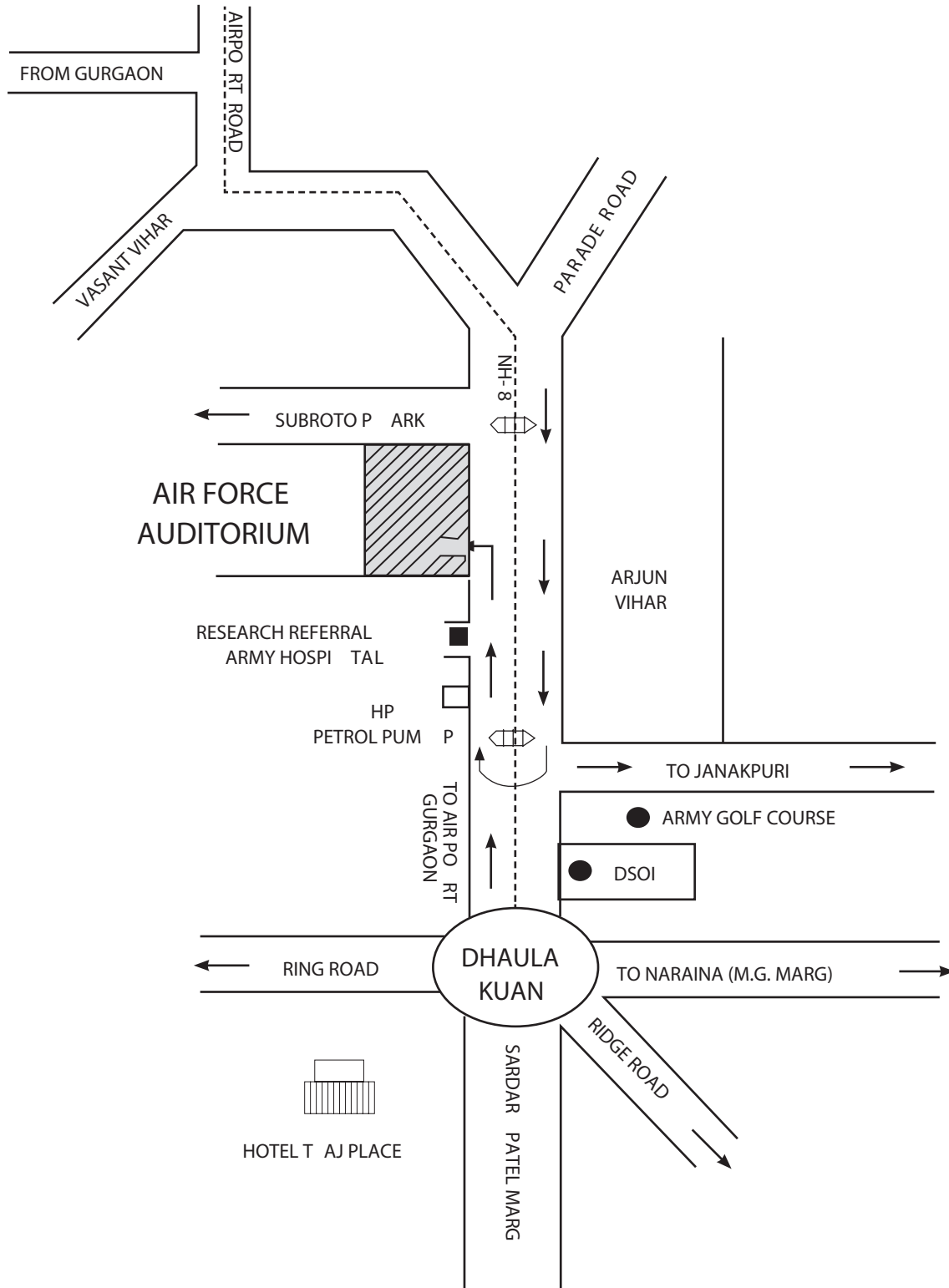
By Order of the Board of Directors  
For JBM Auto Limited

Sd/-

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

Place: Gurugram (Haryana)  
Date: 30 May 2017

**ROUTE MAP OF THE VENUE OF 21<sup>ST</sup> ANNUAL GENERAL MEETING OF  
JBM AUTO LIMITED**





**ATTENDANCE SLIP**

**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(S): .....

I hereby record my presence at the **21<sup>st</sup> ANNUAL GENERAL MEETING** of the Company held on Friday, the 18<sup>th</sup> day of August, 2017 at 12:30 P.M. 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: L7489DL1996PLC083073

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 **21<sup>st</sup> Annual General Meeting** of the Company, to be held on Friday, the 18th day of August, 2017 at 12:30 P.M. 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 financial statements (Standalone & Consolidated) of the Company for the year ended 31 <sup>st</sup> March, 2017 including the audited Balance Sheet as at 31 <sup>st</sup> March, 2017, the statement of Profit & Loss and Cash Flow for the year ended on that date and 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 herself for re-appointment.		
4.	To appoint Auditors and fix their remuneration		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

\_\_\_\_\_  
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 '✓' 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.