

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 20th Annual General Meeting of the members of JBM Auto Limited will be held on Saturday, 3rd Day of September, 2016 at 10:30 a.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 of the Company for the year ended 31st March, 2016 including the Audited Balance Sheet as at 31st March, 2016, the Statement of Profit & Loss 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. Surendra Kumar Arya (DIN: 00004626), who retires by rotation and being eligible, offers himself for re-appointment.
4. **To ratify the appointment of Auditors and to fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of section 139, 142 and other applicable provision, if any, of the Companies Act, 2013 and Rules made thereunder, as amended from time to time, pursuant to the recommendation of Audit Committee and Board of Directors, the appointment of M/s. Mehra Goel & Co., Chartered Accountants (Firm Registration No. 000517N), be and is hereby ratified as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at a remuneration as may be fixed by the Board of Directors in consultation with the Auditors of the Company.”

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

Place: Gurugram (Haryana)
Date : 30.05.2016

Sd/-
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. Surendra Kumar Arya (DIN: 00004626), 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. 25 to the notice.
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 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.
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. upto the date of Annual General Meeting.
10. The Company has notified the closure of Register of Members and Share Transfer book from 27.08.2016 to 03.09.2016 (both days inclusive) for determining the name of members eligible for dividend on equity shares, if declared at the meeting.
11. 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 27th August, 2016; 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.
12. 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.
13. 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.
14. Under Section 125(C) of the Companies Act, 2013, 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. Since, Company had not declared any dividend for the financial year ended March 31, 2009 (FY 2008-09), no unpaid dividend is required to be transferred to the Investor Education & Protection Fund (IEPF).
15. 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.
16. Non-Resident Indian Members are requested to inform MCS, 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.
17. 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.
18. Members may kindly note that bags, eatables, laptops, arms, ammunitions or any other harmful/dangerous objects are not allowed inside the Auditorium.
19. Members may also note that the Notice of 20th Annual General Meeting and Annual Report for the year 2015-16 are also available at the Company's website: www.jbm-group.com for their download.
20. 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).

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 20th 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 31.08.2016 (9:00 a.m.) and ends on 02.09.2016 (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. 26.08.2016, 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.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Name of the company".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy(PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to scrutinizer@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 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. (xii) above, to cast vote.
- VI. 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.
- VII. 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.
- VIII. 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).
- IX. 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.26.08.2016.
- X. 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. 26.08.2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.
- 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.
- XI. 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.
- XII. 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.
- XIII. 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.
- XIV. 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.
- XV. 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 three 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.

- XVI. 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.
22. 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.
23. 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.
24. 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.
25. **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:**

Sl. No.	Particulars	Mr. Surendra Kumar Arya
1.	DIN	00004626
2.	Date of Birth	10.11.1957
3.	Date of appointment	01.08.2000
4.	Qualifications	B. Sc.
5.	Experience in specific functional areas	Having experience of more than 32 years in Automobile and Engineering Industry and also has a dynamic business & leadership skills.
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, Audit Committee – JBM Auto Limited iii. Chairman, Stakeholder's Relationship Committee – JBM Auto Limited
8.	Number of Shares held in the Company	1,18,140 equity shares
9.	Relationship with any Director(s) of the Company	Mr. Nishant Arya, Director

**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 : 30.05.2016

NOTICE FOR SHAREHOLDERS/INVESTORS FOR UNPAID DIVIDENDS

1. The Shareholders / Investors of JBM Auto Limited are notified that in pursuance of the section 125C of the Companies Act, 2013 (the Act), the Company is required to transfer the amount of Dividends that remain unclaimed / unpaid for a period of 7 (seven) years from the date on which they were declared, to the Investor Education and Protection Fund (IEPF) established under Section 205C of the Companies Act, 1956.
2. Dividend declared during the following financial years shall fall due for transfer to IEPF on completion of a period of seven years from the respective date of declaration of Dividend. A table containing the due dates for transfer to IEPF for various years is given below for the information of the Shareholders/Investors:

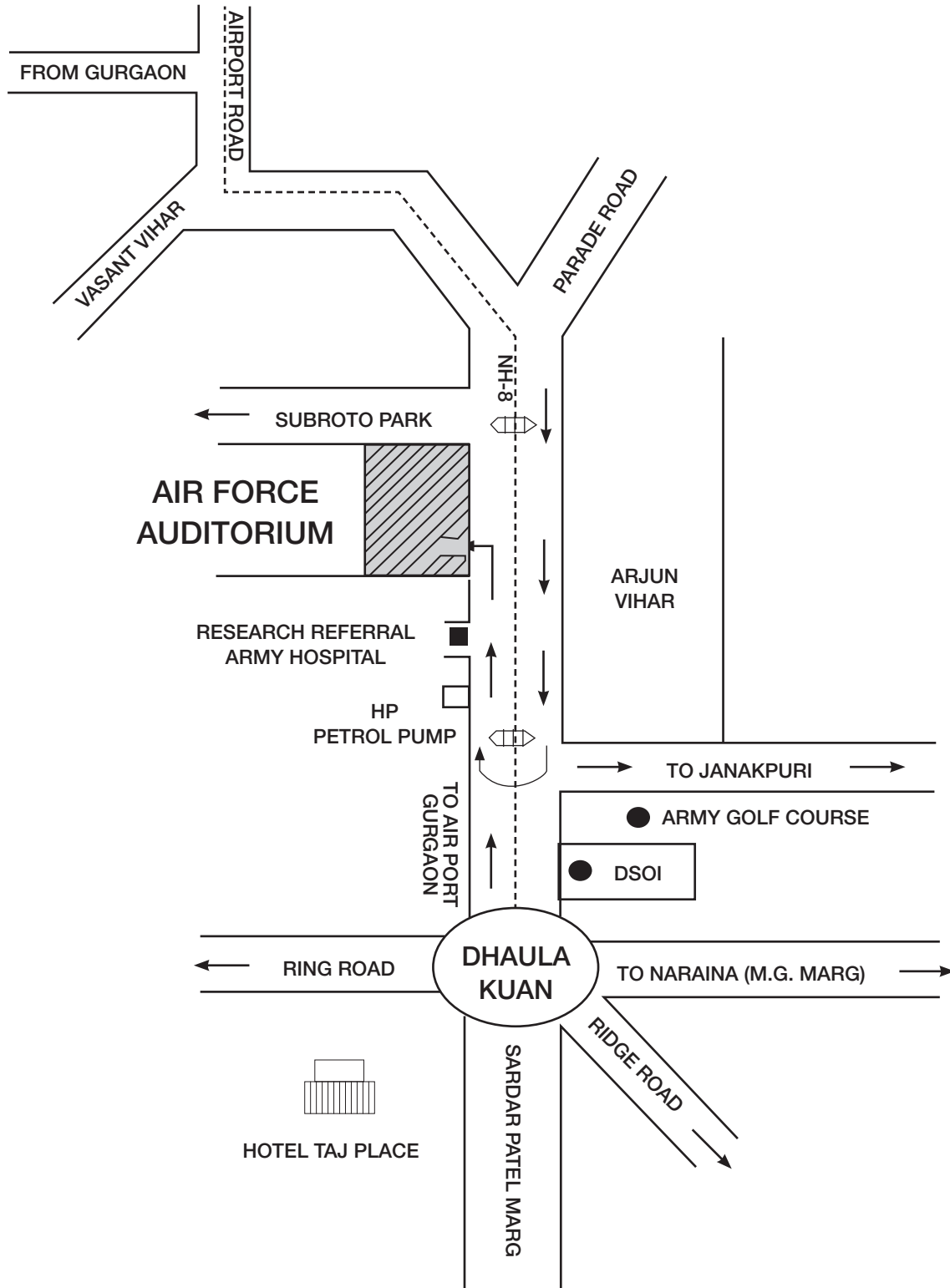
Financial Year	Rate of Dividend	Proposed date for transfer to IEPF
2008-09	Nil	N.A.
2009-10	15%	25 th October, 2017
2010-11	20%	20 th October, 2018
2011-12	15%	31 st October, 2019
2012-13	20%	14 th October, 2020
2013-14	30%	29 th October, 2021
2014-15	50%	27 th October, 2022

3. Shareholders / Investors who have not encashed their Dividend Warrants, if any, for any of the aforesaid Financial Years, are requested to lodge their claims by quoting their respective Folio No./DP ID/Client ID with Company at the following address:

Company Secretary
JBM Auto Limited
Plot No. 133, Sector-24,
Faridabad -121005
Haryana
Ph: 0129-4090200
Email: vgupta@jbm.co.in; jbmainvestor@jbm.co.in

4. Shareholders are advised to ensure that their claims for unpaid / unclaimed dividend are lodged timely so as to reach the same on or before the date indicated against each year in the table at Sr. No. 2 above. The claims received after these dates shall not be entertained and the amount outstanding shall be transferred to IEPF.
5. Shareholders are requested to note that after the transfer of the amount to IEPF, no claim for payment shall lie in respect thereof to the Bank and/or to the Fund.

**ROUTE MAP OF THE VENUE OF 20TH ANNUAL GENERAL MEETING OF
JBM AUTO LIMITED**





Our milestones are touchstones
JBM AUTO LIMITED

CIN: L74899DL1996PLC083073

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

ATTENDANCE SLIP

I hereby record my presence at the 20th ANNUAL GENERAL MEETING of the Company to be held on Saturday, 3rd day of September, 2016 at 10:30 a.m. at Air Force Auditorium, Subroto Park, New Delhi-110010.

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 20th Annual General Meeting, to be handed over at the meeting.
- If you intend to appoint a proxy, please deposit duly filled 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.



Our milestones are touchstones
JBM AUTO LIMITED

CIN: L74899DL1996PLC083073

PROXY FORM

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

Form No. MGT-11

Name of the member (s):

Registered address:

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

I/We, being the member (s) of 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 20th Annual General Meeting of the company, to be held on the Saturday, 3rd Day of September, 2016 at 10:30 a.m. at the Air Force Auditorium, Subroto Park, New Delhi-110010 and at any adjournment thereof in respect of such resolutions as are indicated below:

SI. No.	RESOLUTIONS	For	Against
1	To receive, consider and adopt the financial statements of the Company for the year ended 31 st March, 2016 including the audited Balance Sheet as at 31 st March, 2016, the statement of Profit and Loss for the year ended on that date and the 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. Surendra Kumar Arya (DIN: 00004626), who retires by rotation and being eligible, offers himself for re-appointment		
4	To ratify the appointment of Auditors and to fix their remuneration		

Signed this _____ day of _____ 2016

Signature of Shareholder

Affix Revenue Stamp of ₹ 1/-

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.