

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN THRIE MEETING HELD ON 13TH NOVEMBER, 2014

"RESOLVED THAT pursuant to provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, the consent of the Board of Directors of the Company be and is hereby accorded to seek approval of shareholders of the Company by way of passing of Resolution in respect of following matters by means of postal ballot and e-voting process:

- v. to create charge and / or mortgage of the moveable/ immoveable properties of the Company.
- vi. to authorize the Board of Directors of the Company to borrow money exceeding the aggregate of the Paid-up share Capital and its free reserves of the Company.
- vii. to give loan, extend guarantee or provide security or acquire securities of other body corporate in excess of the limit specified under sub-section (3) of Section 186.
- viii. To raise funds for the Company's business.

RESOLVED FURTHER THAT the draft Notice together with the Explanatory Statement annexed thereto as placed before the Board and initialed by the Chairman, for the purpose of identification, be and is hereby approved and Mr. Vivek Gupta, CFO & Company Secretary of the Company be and is hereby authorized to issue the Notice to all the shareholders as also to all other persons who are entitled to receive the same.

RESOLVED FURTHER THAT the following calendar of events for implementing the proposal, be and is hereby approved and Mr. H. R. Saini, Executive Director, Mr. Vivek Gupta, Chief Financial Officer & Company Secretary and Mr. Vijay Kumar Sharma, GM-Finance of the Company be and are hereby severally authorized to alter/modify/extend the calendar of events, if thought & absolute necessary for implementation of the Resolution:

SL. NO.	EVENTS	DATE
1	Date of Board resolution authorizing the Postal Ballot process	13.11.2014
2	Appointment of Scrutinizer to conduct the Postal Ballot process in fair & transparent manner	13.11.2014
3	Receipt of Consent from Scrutinizer to act as Scrutinizer for Postal Ballot process	13.11.2014
4	Cut-off date for determining the Members who will be entitled to participate in the Postal Ballot process.	21.11.2014
5	Filing of Board resolution and calendar of events along with notice of Postal Ballot for conducting Postal Ballot process to Stock Exchanges.	28.11.2014
6	Date of completion of dispatch of Notice of Postal Ballot along with Postal Ballot Form, and postages pre-paid self-addressed envelopes to shareholders.	10.12.2014
7	Advertisement in Newspapers giving the details of date of completion of dispatch of notices and last date of receipt of Postal Ballot forms from shareholders.	10.12.2014
8	Date of commencement of e-voting.	11.12.2014

Works:

Plant II : Plot No. 5, Sector 31, Kasna Indl. Area, Greater Noida, Gautam Budh Nagar-201 306 T: +91 120 4522500, F: +91 120 4522504
Plant III : 71-72, M.I.D.C. Satpur, Nashik - 422 007 T: +91 253 2207297 F: +91 253 2360559
Plant IV : Plot No. B-2, Survey No. 1, Tata Motors Vendor Park, Sanand, Ahmedabad - 382 170 (Gujrat) T: +91 2717 645180
Plant V : Plot No. 157-E, Sector 3, Pithampur Industrial Area, Distt. Dhar-454 775 (M.P.)
Plant VI : SP-1/891, RICO Industrial Area, Pathredi, Distt. Alwar, Rajasthan -303107
Corp. Office : Plot No. 9, Institutional Area, Sector 44, Gurgaon-122003 (Hr.) T: +91-124-4674500, 4674550 F: +91-124-4674599
Regd. Office : 601, Hemkunt Chambers, 89, Nehru Place, New Delhi - 110 019 T: +91 11 26427104, F: +91 11 26427100
CIN : L74899DL1996PLC083073

9	Last date of receipt of Postal Ballot papers by Scrutinizer, either in physical form or through e-voting.	09.01.2015
10	Last date for submission of the Report to the Chairman by the Scrutinizer.	12.01.2015
11	Date of declaration of result of Postal Ballot by the Chairman and intimation to Stock Exchanges and display on the website of the Company / NSDL.	12.01.2015
12	Proposed date of advertisement in newspaper declaring the results of Postal Ballot.	13.01.2015
13	Date of signing of the minutes book by the Chairman in which the result of Postal Ballot is recorded.	16.01.2015
14	Return of Postal Ballot papers, registers and other documents/papers to the Chairman by the scrutinizer.	17.01.2015
15	Last date on or before which the resolution passed through Postal Ballot be filed with the ROC.	11.02.2015

RESOLVED FURTHER THAT Mr. Dhananjay Shukla of M/s Dhananjay Shukla & Associates, Company Secretaries, Gurgaon who has given consent to act as the Scrutinizer, be and is hereby appointed as Scrutinizer to conduct the postal ballot & electronic voting process in fair and transparent manner and to submit their report to the Chairman within the time stipulated under Rule 22(9) of the Companies (Management and Administration) Rules, 2014 at a remuneration as may be mutually decided by Mr. Vivek Gupta, CFO & Company Secretary and the Scrutinizer.

RESOLVED FURTHER THAT the Notice be given to every member of the Company and voting rights of such member be reckoned as on the cut-off date which will be Friday, 21st November, 2014.

RESOLVED FURTHER THAT Mr. H. R. Saini, Executive Director, Mr. Vivek Gupta, CFO & Company Secretary and Mr. Vijay Kumar Sharma, GM-Finance of the Company be and are hereby severally authorized to submit the said notice to the Stock Exchange(s) and to publish an advertisement in the newspaper specifying the matters required under Rules 20(3)(v) and 22(3) of the Companies (Management and Administration) Rules, 2014 and to do all acts, things or deeds as may be required or deemed necessary to implement the said resolution.

RESOLVED FURTHER THAT Mr. S. K. Arya, Chairman be and is hereby authorized to declare the result of voting made by means of postal ballot & electronic voting process.

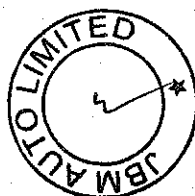
RESOLVED FURTHER THAT Mr. Vivek Gupta, CFO & Company Secretary be and is hereby authorized to keep the Register, postal ballot forms and other related papers/ documents to be received from the scrutinizer after completion of the postal ballot and electronic voting process, in his safe custody."

Certified True Copy

For JBM Auto Limited

Vivek Gupta

**(Vivek Gupta)
Chief Financial Officer
& Company Secretary**



**Date : 28.11.2014
Place : Faridabad**