

JBM Auto Limited

Plot No. 133, Sector 24,
Faridabad - 121 005 (Haryana)
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F : +91-129-2234230
W : www.jbm-group.com



Our milestones are touchstones

JBMA/SEC/2016-17/80

14th March, 2017

The National Stock Exchange of India Ltd.

Exchange Plaza, 5th Floor
Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051

BSE Ltd.

Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai - 400 001

Sub : Submission of Proceedings/Minutes of Postal Ballot

Dear Sir,

With reference to results of Postal Ballot including e-voting declared on 18th February, 2017, we are herewith submitting the Proceedings/Minutes of Postal Ballot.

You are requested to kindly take the same on record.

Thanking you,

Yours truly,

For JBM Auto Limited

(Vivek Gupta)
Chief Financial Officer
& Company Secretary

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, RIICO 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

JBM AUTO LIMITED

MINUTES OF THE PROCEEDINGS RELATING TO DECLARATION OF THE RESULTS ON THE VOTING BY POSTAL BALLOT INCLUDING E-VOTING ON SATURDAY, 18TH FEBRUARY, 2017 AT 3:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 601, HEMKUNT CHAMBER, 89, NEHRU PLACE, NEW DELHI - 110 019.

PRESENT:

- i. Mr. Vivek Gupta : CFO & Company Secretary

Mr. Surendra Kumar Arya, Chairman of the Company, authorized Mr. Vivek Gupta, CFO & Company Secretary of the Company to declare the Results of Postal Ballot. On the basis of authorization, Mr. Vivek Gupta, CFO & Company Secretary, declared the results of Postal Ballot including E-voting on the basis of the report of the Scrutinizer.

Background:

Pursuant to the provisions of Section 110 of the Companies Act, 2013 ("**the Act**") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**the Listing Regulations**") and Secretarial Standard - II on General Meetings issued by the Institute of Company Secretaries of India ("**ICSI**") the Company had issued Postal Ballot Notice dated 29th December, 2016, to obtain the approval from Shareholders through Postal Ballot including E-voting on the following special resolutions:

1. Issue of Securities not exceeding Rs. 600 Crore.
2. Alteration of Object Clause of the Memorandum of Association of the Company.
3. Amendment to Clause III (B) and deletion of Clause III (C) of the Memorandum of Association of the Company.
4. Amendment to Liability Clause (clause IV) of the Memorandum of Association of the Company.
5. Adoption of new set of Articles of Association of the Company.

The Board of Directors had made the following appointments in their Board Meeting held on 29th December, 2016:

1. Mr. Dhananjay Shukla, Company Secretary in Practice as scrutinizer to conduct the Postal Ballot process including e-voting, in a fair and transparent manner.
2. National Securities Depository Services Limited, as Agency to provide e-voting facility to the shareholders.

The notice of Postal Ballot dated 29th December, 2016, containing the aforesaid special resolutions along with explanatory statements, e-voting instruction, postal ballot form, e-voting user id and password and a self-addressed pre-paid business reply article (as applicable) were sent to the members through Courier facilities to the shareholders appearing in the register of members as on "cut-off" date 31st December, 2016. There were 14,356 members as on the cut-off date. The Notice of Postal Ballot, Ballot Form and draft Memorandum of Association and Articles of Association were also uploaded on the website of the Company.

The intimation about the completion of the postal ballot notice along with the documents mentioned in above paragraph and the last date for receipt of the documents from the shareholders was also intimated to the shareholders by way of publication of

certified true copy

For JBM Auto Limited

Vivek Gupta
(VIVEK GUPTA)

Chief Financial Officer
& Company Secretary

advertisement in "Financial Express" (English) and "Jansatta" (Hindi) on January 18, 2017.

The members were advised to carefully read the instructions before casting their votes and were also advised to complete the e-voting and return the duly completed postal ballot form in the attached self-addressed envelope, so as to reach the scrutinizer on or before the 5:00 p.m. on February 16, 2017. Postal Ballot forms reached after the 5:00 p.m. on February 16, 2017 have been treated as "no reply has been received from the shareholders". The voting rights were reckoned on the paid up value of the equity shares registered in the name of Shareholders as on Saturday, 31st December, 2016.

After due scrutiny of all the votes received through postal ballot form or e-voting, on or before 5:00 p.m. on February 16, 2017 (being the last date fixed for the return of the postal ballot form duly filled in by the members) the Scrutinizer submitted his report on Saturday, February 18, 2017. There were 220 envelopes containing the postal ballot forms, which were returned undelivered.

On the basis of the report of the Scrutinizer, Mr. Vivek Gupta, CFO & Company Secretary of the Company declared the results of the postal ballot, in the absence of Mr. Surendra Kumar Arya, Chairman.

The date of receipt i.e. February 16, 2017 of the requisite majority of postal ballot including voting done through electronic means (e-voting) has been taken as the date of passing of the resolutions.

The results of the Postal Ballot was also published in the "Financial Express" (English) and "Jansatta" (Hindi) and was also placed on the website of the Company at www.jbm-group.com and on the website of the Agency at www.evoting.nsdl.com as well as communicated to the Stock Exchanges, where the securities of the Company are listed.

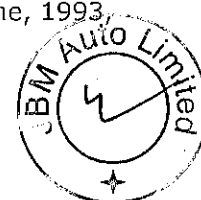
On the basis of the report of the Scrutinizer, all the resolutions of Postal Ballot notice dated 29th December, 2016 have been passed as Special Resolutions. The summary of the results are as follows:

ITEM NO. 1 (SPECIAL RESOLUTION):

Issue of Securities

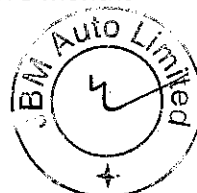
The following resolution was proposed:

"RESOLVED THAT pursuant to the provisions of Section 42, 62 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), 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. 600 Crore (Rupees Six 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.

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.

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 any whole-time Director or directors or any other officer or officers of the Company to give effect to the aforesaid resolutions."

The voting was done through electronic means and through physical Postal Ballot for the above resolution. As per report of the scrutinizer, the result of voting was as follows:

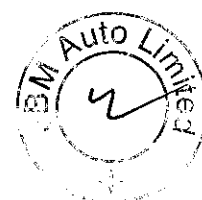
Valid Votes	E-voting		Postal Ballots		Total	
	Voter Counts	Vote Count	No. of Forms	Votes	Valid Votes	% of total valid votes
Votes in favour of the resolution	82	33327667	83	8635	33336302	99.98
Votes against the resolution	2	5280	1	600	5880	0.02
Total	84	33332947	84	8235	33342182	100.00
	E-voting		Postal Ballots		Total	
	Voter Counts	Vote Count	No. of Forms	Votes	Invalid Votes	
Invalid Votes	0	0	6	16688	16688	

Based on the above, the Special Resolution has been passed with requisite majority.

ITEM NO. 2 (SPECIAL RESOLUTION):

Alteration of Object Clause of the Memorandum of Association of the Company

The following resolution was proposed:



"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such approvals as may be necessary or required, the Clause III.(A) of the Memorandum of Association of the Company relating to its Objects be and is hereby altered by deleting the existing sub-clauses 5 and 6 and in its place addition of the following new clauses 5, 6, 7 and 8 after the existing sub-clause 4 in Clause III.(A):

"5. To carry on the Trade and Business of manufacturer of or Dealers in public transport type motor vehicles, motor buses, lorries, ambulances, automobiles, and similar vehicle designed for the transport and allied products."

"6. To carry on the Trade and Business of manufacturing of Trucks, Special Purpose Vehicle (SPV), motor-cycle, motor, scooters, three-wheelers, four-wheeler, SUV's, E-rickshaw, Tractors and similar vehicle designed for the transport and allied products".

"7. To buy, sell, import, export and deal in raw materials, plants and machinery used or required for the business referred to in sub-clause (1) to (6) above."

"8. To carry on the business of importers, exporters, general, merchants, traders, commission agents, distributors, concessionaires and consultants, in respect of the business referred to in sub-clauses (1) to (7) above.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all the acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

The voting was done through electronic means and through physical Postal Ballot for the above resolution. As per report of the scrutinizer, the result of voting was as follows:

Valid Votes	E-voting		Postal Ballots		Total	
	Voter Counts	Vote Count	No. of Forms	Votes	Valid Votes	% of total valid votes
Votes in favor of the resolution	79	33325700	82	8535	33334235	99.98
Votes against the resolution	4	7245	2	700	7945	0.02
Total	83	33332945	84	9235	33342180	100.00
Invalid Votes	E-voting		Postal Ballots		Total	
	Voter Counts	Vote Count	No. of Forms	Votes	Invalid Votes	
Invalid Votes	0	0	6	16688	16688	

Based on the above, the Special Resolution has been passed with requisite majority.

ITEM NO. 3: (SPECIAL RESOLUTION)

Amendment to Clause III(B) and deletion of Clause III(C) of the Memorandum of Association of the Company

The following resolution was proposed:

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such approvals as may be necessary or required, the existing Clause III.(B) and Clause III.(C) of the Memorandum of Association in relation to the objects incidental or ancillary to the attainment of the main objects and other objects respectively be and are hereby amended as follows:



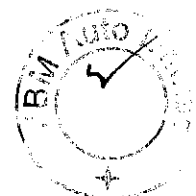
- i. By deleting the heading of Clause III(B): "OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:" and replacing it with the heading "Matters which are necessary for furtherance of the objects specified in Clause III.(A) are:-"
- ii. By addition of the following new sub-clauses 28, 29, 30, 31, 32, 33, 34 and 35 after sub-clause 27 of Clause III(B):
 - "28. To act as manufacture and/or dealer of automobile parts, spare parts and components of machineries and to act as agents for manufactures of various parts and components."
 - "29. To act as manufactures, stockiest, exporters and importers of and dealers in bolts, nuts, nails, rivets, hinges, hooks, and all other such hardware items of all types and description."
 - "30. To act as manufacturer, stockiest, importers, exporters, repairers of and dealers in dynamos, motors, armatures, magnets, batteries, conductors, insulators, transformers, converters, switch boards, cookers engines, guns, presses, insulating material and electrical plant, appliances and supplies of every description."
 - "31. To deals in railways automobile or such other wagon or coach builders, carriage, car, cart and wagon or other vehicle builders, iron founders, mechanical engineers and manufacturer of implements and machinery, iron and brass founders, metal workers, boiler makers, millwrights, machinist, smiths, wood worker, builders, painters, engineers and gas maker."
 - "32. To own and deals in garage proprieties and service station for motor vehicle of all kinds."
 - "33. To obtain the necessary approval from the prescribes authority under the Income Tax Act, 1961, or any other such law for the time being in force in India or abroad and also to accept donation, grant aid and or contribution in cash or in kind from any person, association, institution, co-operative society, companies and Central or State Governments towards such programs."
 - "34. To enter into trade and/or technical and other similar collaboration with any person, firm, company, corporate body, government or other bodies either foreign, local or otherwise to carry out all any of the objects of the Company on such terms and conditions as the Company thinks fit and proper."
 - "35. To appoint, transfer, remove, contract, promoter, train any person as the Company deems fit in attaining the object mentioned above."
- iii. By deleting the heading of Clause III(C), "C. OTHER OBJECTS including its sub-clauses 1 to 73."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all the acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

The voting was done through electronic means and through physical Postal Ballot for the above resolution. As per report of the scrutinizer, the result of voting was as follows:

Valid Votes	E-voting		Postal Ballots		Total	
	Voter Counts	Vote Count	No. of Forms	Votes	Valid Votes	% of total valid votes
Votes in favor of the resolution	78	33324225	82	8535	33332760	99.99
Votes against the resolution	4	3720	2	700	4420	0.01
Total	82	33327945	84	9235	33337180	100.00
Invalid Votes	E-voting		Postal Ballots		Total	
	Voter Counts	Vote Count	No. of Forms	Votes	Invalid Votes	
Invalid Votes	0	0	6	16688	16688	

Based on the above, the Special Resolution has been passed with requisite majority.



ITEM NO. 4: (SPECIAL RESOLUTION)**Amendment to Clause IV of the Memorandum of Association of the Company**

The following resolution was proposed:

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such approvals as may be necessary or required, the Clause IV of the Memorandum of Association of the Company be and is hereby amended and replaced to read as under:

Clause IV. "The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all the acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

The voting was done through electronic means and through physical Postal Ballot for the above resolution. As per report of the scrutinizer, the result of voting was as follows:

Valid Votes	E-voting		Postal Ballots		Total	
	Voter Counts	Vote Count	No. of Forms	Votes	Valid Votes	% of total valid votes
Votes in favor of the resolution	79	33324505	83	8635	33333140	99.99
Votes against the resolution	3	3440	1	600	4040	0.01
Total	82	33327945	84	9035	33337180	100.00
	E-voting		Postal Ballots		Total	
	Voter Counts	Vote Count	No. of Forms	Votes	Invalid Votes	
Invalid Votes	0	0	6	16688	16688	

Based on the above, the Special Resolution has been passed with requisite majority.

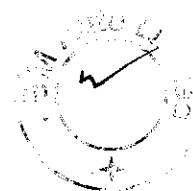
ITEM NO. 5: (SPECIAL RESOLUTION)**Adoption of new sets of Articles of Association of the Company**

The following resolution was proposed:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the draft regulations contained in the Articles of Association submitted to the Shareholders of the Company be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all the acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

The voting was done through electronic means and through physical Postal Ballot for the above resolution. As per report of the scrutinizer, the result of voting was as follows:



Valid Votes	E-voting		Postal Ballots		Total	
	Voter Counts	Vote Count	No. of Forms	Votes	Valid Votes	% of total valid votes
Votes in favor of the resolution	77	33324080	82	8535	33332615	99.99
Votes against the resolution	4	3720	2	700	4420	0.01
Total	81	33327800	84	9235	33337035	100.00
	E-voting		Postal Ballots		Total	
	Voter Counts	Vote Count	No. of Forms	Votes	Invalid Votes	
Invalid Votes	0	0	6	16688	16688	

Based on the above, the Special Resolution has been passed with requisite majority.

Date of Signing: 14.03.2017
Date of Entry: 14.03.2017

Sd/-
(CHAIRMAN)

Sd/-
(Initial of Company Secretary)

Certified true copy

For JBM Auto Limited

Vivek Gupta

(VIVEK GUPTA)
Chief Financial Officer
& Company Secretary

Kul