

**JBM AUTO LIMITED**

Plot No. 133, Sector 24,  
Fabridabad - 121 005 (Hr.)  
T: +91-129-4090200  
F: +91-129-2234230  
W: www.jbmgroup.com



JBMA/SEC/2019-20/01

1<sup>st</sup> April, 2019**BSE Ltd.**

Phiroze Jeejeebhoy Towers,  
Dalal Street  
Mumbai - 400 001

**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

**Sub. : Outcomes of resolutions passed by circulation by the Board of Directors**

Sir / Madam,

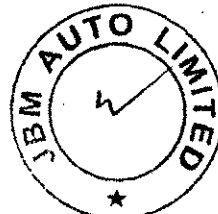
Pursuant to the Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are herewith submitting the below outcomes of the resolutions passed by the Board of Directors of the Company by circulation on 31<sup>st</sup> March, 2019:

1. Subject to the approval of shareholders in the ensuing Annual General Meeting and on the recommendation of Nomination and Remuneration Committee of the Company and in terms of section 149(10) & 149(11) of the Companies Act, 2013, the Board of Directors of the Company have approved the re-appointment of Mr. Mahesh Kumar Aggarwal, Independent Director of the Company, whose first term of appointment will be expiring on closure of business hours on 31.03.2019, for a second term of 5 (Five) years i.e. from 01.04.2019 to 31.03.2024.

*Further disclosures as per SEBI circular no. CIR/CFD/CMD/4/2015 dated 09.09.2015 is attached as Annexure-1.*

2. Mr. Ashok Kumar Agarwal, Independent Director of the Company who was appointed, in terms of section 149(10) & 149(11) of the Companies Act, 2013, as an Independent Director of the Company for an initial term of 5 (Five) years w.e.f. 01.04.2014 ceases to be an Independent Director w.e.f. closure of business hours on 31.03.2019.

*Further disclosures as per SEBI circular no. CIR/CFD/CMD/4/2015 dated 09.09.2015 is attached as Annexure-2.*



Contd...

**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 (Maharashtra) T: +91 253 2207297 F: +91 253 2360559  
**Plant IV :** Plot No. B-2, Survey No. 1, Tata Motor Vendor Park, Sanand, Ahmedabad - 382 170 (Gujarat) T: +91 2717645180  
**Plant V :** Plot No. 157-E, Sector 3, Pithampur Industrial Area, Distt. Dhar - 454 775. Indore (M.P.) T: +91-129-2307312, F: +91-129-2307016  
**Plant VI :** Plot No. 118, Sector 59, HSIIDC, Industrial Estate, Ballabgarh, Faridabad - 121004 (Haryana) T: +91-129-2307312  
**Plant VII :** SP1-891, RIICO Industrial Area, Pathredi, Alwar - 303 107 (Rajasthan)  
**Plant VIII :** A-4, Industrial Estate, Kosi Kotwan, Mathura - 281 403 (Uttar Pradesh)  
**Corp. Office :** Plot No. 9, Institutional Area, Sector 44, Gurgaon-122 003 (Hr.) T : +91 124 4674500, 4674550 F : +91 124 4674599  
**Regd. Office :** 601, Hemkunt Chambers, 89, Nehra Place, New Delhi - 110 019 T : +91 11 26427104-06. F : +91 11 26427100  
**CIN :** L74899DL1996PLC083073

3. In compliance to the SEBI (Prohibition of Insider Trading) Amendment, Regulations, 2018, the Board of Directors has approved and adopted the 'Code of Fair Disclosure and Conduct' for regulating the insider trading. The Code will be effective from 01.04.2019. The code will be uploaded on the website of the Company "[www.jbmgroup.com](http://www.jbmgroup.com)".
4. In compliance to the SEBI (Prohibition of Insider Trading) Amendment, Regulations, 2018, the Board of Directors has approved the related amendments in the Whistle Blower Policy of the Company. The amended policy will be uploaded on the website of the Company "[www.jbmgroup.com](http://www.jbmgroup.com)".

This is for your information and record please.

Thanking you

Yours faithfully

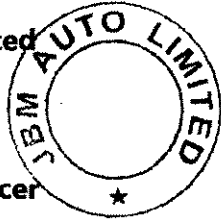
For JBM Auto Limited

*Vivek Gupta*

(Vivek Gupta)

Chief Financial Officer  
& Company Secretary

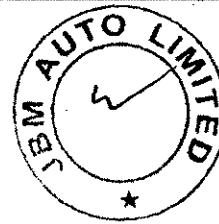
FCS : 7918



*10/1*

## Annexure - 2

S.No.	Particulars	Disclosure
1.	reason for change viz. appointment, resignation, removal, death or otherwise;	<p>In compliance to the provisions of section 149(10) &amp; (11) of the Companies Act, 2013, Mr. Ashok Kumar Aggarwal was appointed as an Independent Director for an initial term of 5 years w.e.f. 01.04.2014 to 31.03.2019.</p> <p>Since, the term of appointment has expired, he ceases to be an Independent Director of the Company w.e.f. the closure of business hours on 31.03.2019.</p>
2	date of appointment/cessation (as applicable) & term of appointment;	Cessation w.e.f. the closure of business hours on 31.03.2019.
3	brief profile (in case of appointment);	NA
4	disclosure of relationships between directors (in case of appointment of a director).	NA



**Annexure - 1**

S.No.	Particulars	Disclosure
1.	reason for change viz. appointment, resignation, removal, death or otherwise;	In compliance to the provisions of section 149(10) & (11) of the Companies Act, 2013, Mr. Mahesh Kumar Aggarwal has been re-appointment for a second term of 5 years w.e.f. 01.04.2019 to 31.03.2024.
2	date of appointment/cessation (as applicable) & term of appointment;	Mr. Mahesh Kumar Aggarwal has been re-appointment for a second term of 5 years w.e.f. 01.04.2019 to 31.03.2024.
3	brief profile (in case of appointment);	Mr. Mahesh Kumar Aggarwal has done Mechanical Engineering from IIT Madras in 1966 followed by postgraduate diploma in Management. He is a technocrat & professional consultant and possesses over 53 years of wide experience in the Industry. He has got extensive Industrial training in Germany and Japan. Besides, he has extensively travelled to Japan, China, Korea, UK, France, Australia, USA, Canada and many other countries. During his career from 1966 to 2000, he acquired wide Industrial Management & Techno Commercial experience while working with BHEL and Maruti Suzuki India Ltd. He is on the Board of the several other Companies viz. JBM Auto System Pvt. Ltd., Metos Investment Pvt. Ltd., Pragmac Sources and Services Pvt. Ltd. and Oriental Ecotech Services Pvt. Ltd.
4	disclosure of relationships between directors (in case of appointment of a director).	Mr. Mahesh Kumar Aggarwal does not have any relationship with other directors of the Company.

