

## COMBINED SCRUTINIZER'S REPORT

To  
The Chairman  
19<sup>th</sup> Annual General Meeting of Equity Shareholders of  
JBM Auto Limited  
601, Hemkunt Chamber,  
89, Nehru Place,  
New Delhi- 110019

Dear Sir,

**Sub. : Consolidated Report of the Scrutinizer on remote e-voting and voting through polling paper conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management & Administration) Amendment Rules, 2015 at the 19th Annual General Meeting of JBM Auto Limited held on Tuesday 22<sup>nd</sup> day of September, 2015 11.00 A.M.**

1. I, Sunita Mathur, Practicing Company Secretary (Membership No. FCS 1743 , CP No.741) was appointed as Scrutinizer by
  - (i) The Board of Directors of JBM Auto Limited (the Company) for the purpose of scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015
  - And
  - (ii) For the purpose of Scrutinizing the polling paper at the AGM on the resolutions contained in the Notice dated 12<sup>th</sup> August, 2015 of the 19<sup>th</sup> Annual General Meeting of the Company, held on Tuesday, the 22<sup>nd</sup> September, 2015 at 11.00 A.M.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting by polling paper on the resolutions contained in the Notice to the 19<sup>th</sup> AGM of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process and for polling process at the AGM is restricted to make a Scrutinizer's report of the votes cast "in favor" or "against" the resolutions stated in notice of the AGM, based on the reports generated from the remote e-voting system provided by National Securities Depository Limited (NSDL) and polling process conducted at the AGM.
3. The Company accordingly has made arrangements with the System Provider NSDL for providing a system of recording votes of the shareholders electronically through remote e-voting.
4. The Company has also provided voting facility to the shareholders present at the 19<sup>th</sup> Annual General Meeting and who had not already cast their vote through remote e-voting facility to vote through polling process.
5. The shareholders of the Company holding shares as on the "cut off" date of Tuesday, 15<sup>th</sup> September, 2015 were entitled to vote on the resolutions as contained in the notice of the 19<sup>th</sup> Annual General Meeting.

*OS*  
*AP*  


6. We have issued separate Scrutinizer's Report dated Tuesday, 22<sup>nd</sup> September, 2015
- a.) on voting by electronic means( i.e Remote E- Voting) which commenced from Saturday, 19<sup>th</sup> September, 2015 (9:00 A.M.) to, 21<sup>st</sup> September, 2015 (5:00 P.M.) and
- b.) on voting through Polling Process on the resolutions contained in the notice of 19<sup>th</sup> AGM.
7. After conclusion of voting by Polling process at the Annual General Meeting , The votes casted thereat were counted, whereas the votes cast under remote e-voting facility were thereafter unblocked in the presence of two witness Ms. Shashi Singh R/o H. No. 1376, Jawahar Colony, Faridabad & Mr. Khem Chand R/o H. No. 1026, Shiv Colony, Old Faridabad who were not in the employment of the Company.
8. As requested by management, I submit herewith Consolidated Scrutinizer's Report on the results of remote e-voting together with that of Poll/Ballot, stating total votes, not voted/invalid votes, votes in favour of the Resolutions (no. & %) and votes against the Resolutions (no. & %) as under:-

| Item no. of Notice                                         | Means of voting                  | Total votes    | Not voted / invalid /not counted votes | Valid votes    | Total votes cast in favour of the Resolution |                                                   | Total votes cast against the Resolutions |                                              |
|------------------------------------------------------------|----------------------------------|----------------|----------------------------------------|----------------|----------------------------------------------|---------------------------------------------------|------------------------------------------|----------------------------------------------|
|                                                            |                                  |                |                                        |                | Nos.                                         | % of valid votes cast in favour of the Resolution | Nos.                                     | % of valid votes cast against the Resolution |
| Resolution No. 1 of the Notice (As an Ordinary Resolution) | E-voting<br>Poll<br><b>Total</b> | 43<br>34<br>77 | -<br>1<br>1                            | 43<br>33<br>76 | 33320073<br>1620<br>33321693                 | 100%<br>100%<br>100%                              | -Nil                                     | Nil                                          |
| Resolution No. 2 of the Notice (As an Ordinary Resolution) | E-voting<br>Poll<br><b>Total</b> | 44<br>34<br>78 | -<br>1<br>1                            | 44<br>33<br>77 | 33531842<br>1620<br>33533462                 | 100%<br>100%<br>100%                              | -Nil                                     | Nil                                          |
| Resolution No. 3 of the Notice (As an Ordinary Resolution) | E-voting<br>Poll<br><b>Total</b> | 44<br>34<br>78 | 5<br>1<br>1                            | 39<br>33<br>73 | 32173497<br>1620<br>32463973                 | 96.57%<br>100.00%<br>98.40%                       | 215761<br>-                              | 0.65%                                        |
| Resolution No. 4 of the Notice (As an Ordinary Resolution) | E-voting<br>Poll<br><b>Total</b> | 43<br>34<br>78 | -<br>1<br>1                            | 44<br>33<br>77 | 33319838<br>1620<br>33321458                 | 99.36 %<br>100.00%<br>99.68 %                     | 211769                                   | 0.64%                                        |
| Resolution No. 5 of the Notice (As an Ordinary Resolution) | E-voting<br>Poll<br><b>Total</b> | 43<br>34<br>77 | -<br>1<br>1                            | 43<br>33<br>76 | 33531557<br>1620<br>33533177                 | 99.99 %<br>100.00 %<br>99.99 %                    | 50<br>-                                  | 0.0001%                                      |
| Resolution No. 6 of the Notice (As an Special Resolution)  | E-voting<br>Poll<br><b>Total</b> | 44<br>34<br>78 | -<br>1<br>1                            | 44<br>33<br>77 | 33531792<br>1620<br>33533412                 | 99.99 %<br>100.00 %<br>99.99 %                    | 50                                       | 0.0001%                                      |

Handwritten signature and initials (AI) and a circular stamp of the company, dated 22.09.2015, New Delhi.

9. It is further submitted that there was no case wherein shareholders who have already cast their votes electronically through e- voting also casted votes through polling process.
10. The electronic data and all other relevant records relating to remote e- voting is under our safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman consider approves and signs the minutes of AGM.

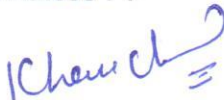
Thanking You,  
Yours faithfully



CS Sunita Mathur  
(Scrutinizer)  
C.P. No. 741  
Membership No. FCS 1743

Place: New Delhi  
Date: 23-09-2015

Witness : 1



(Khem Chand)  
R/o H. No. 1026, Shiv Colony,  
Old Faridabad – 121002

Witness : 2



(Shashi Singh)  
H. No. 1376, Jawahar Colony,  
Faridabad - 121005

Counter Signed By  
For JBM Auto Limited



(S. K. ARYA)  
Chairman  
DIN : 00004626