

## SCRUTINIZER'S REPORT

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement)

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.: Report of the Scrutinizer on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015**

I, Sunita Mathur, Practising Company Secretary (Membership No. FCS 1743, CP NO: 741) has been appointed as Scrutinizer for the 19<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of "JBM Auto Limited" held on Tuesday, the 22<sup>nd</sup> Day of September, 2015 at 11.00 A.M at Dr. Sarvepalli Radhakrishnan Auditorium, Kendriya Vidyalaya No. 2, A.P.S Colony, Delhi Cantt., Delhi - 110010 for the purpose of scrutinizing the remote e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 on the resolutions referred to in this Report.

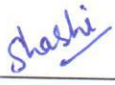
I submit my report as under:

- 1 The Remote e-voting remained open from Saturday, 19<sup>th</sup> September, 2015 (9.00 A.M.) upto Monday, 21<sup>st</sup> September, 2015 (5:00 P.M.).
- 2 The shareholders holding shares as on the "cut off" date i.e. Tuesday, 15<sup>th</sup> September, 2015 were entitled to vote on the proposed 6 (Six) resolutions as mentioned in the Notice of 19<sup>th</sup> AGM of JBM Auto Limited (Item Number 1 to 6 of the Notice of the 19<sup>th</sup> AGM of JBM Auto Limited).
- 3 The votes were unblocked on Tuesday, 22<sup>nd</sup> September, 2015 in the presence of two witnesses, Mr. Khem Chand R/o H. No. 1026, Shiv Colony, Old Faridabad Ms. Shashi Singh, R/o H. No. 1376, Jawahar Colony, Faridabad, and are not in the employment of the Company.

They have signed below in Confirmation of the votes being unblocked in their presence.

Signature : 

Name : Mr. Khem Chand

Signature : 

Name : Shashi Singh



4 Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of National Securities Depositories Limited <https://www.evoting.nsdl.com/>

5 The results of the Remote e-voting are as under:

A. **Resolution 1:- To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2015, including the Audited Balance Sheet as at 31<sup>st</sup> March, 2015, the statement of Profit and Loss for the year ended on that date, Report of the Board of Directors and Auditors thereon. (Ordinary Resolution).**

(i) Voted in **favour** of the resolution:

| Number of Members voted through e-voting system | Number of votes cast by them | % of total number of valid votes cast in favour |
|-------------------------------------------------|------------------------------|-------------------------------------------------|
| 43                                              | 33320073                     | 100%                                            |

(ii) Voted **against** the resolution:

| Number of Members voted through e-voting system | Number of votes cast by them | % of total number of valid votes cast against |
|-------------------------------------------------|------------------------------|-----------------------------------------------|
| NIL                                             | NIL                          | NIL                                           |

(iii) **Invalid Votes:**

| Total number of members whose votes were declared invalid | Total numbers of invalid votes |
|-----------------------------------------------------------|--------------------------------|
| NIL                                                       | NIL                            |

B. **Resolution 2:- To declare dividend on equity Shares (Ordinary Resolution)**

(i) Voted in **favour** of the resolution:

| Number of Members voted through e- voting system | Number of votes cast by them | % of total number of valid votes cast in favour |
|--------------------------------------------------|------------------------------|-------------------------------------------------|
| 44                                               | 33531842                     | 100%                                            |

(ii) Voted **against** the resolution:

| Number of Members voted through e-voting system | Number of votes cast by them | % of total number of valid votes cast against |
|-------------------------------------------------|------------------------------|-----------------------------------------------|
| NIL                                             | NIL                          | NIL                                           |

(iii) **Invalid Votes:**

| Total number of members whose votes were declared invalid | Total numbers of invalid votes |
|-----------------------------------------------------------|--------------------------------|
| NIL                                                       | NIL                            |

At  
JSP  
Director  
New Delhi

- C) **Resolution 3:- To appoint a Director in place of Mr. Nishant Arya (DIN: 00004954), who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution).**

(i) Voted in **favour** of the resolution:

| Number of Members voted through e- voting system | Number of votes cast by them | % of total number of valid votes cast in favour |
|--------------------------------------------------|------------------------------|-------------------------------------------------|
| 36                                               | 32173497                     | 96.57%                                          |

(ii) Voted **against** the resolution:

| Number of Members voted through e- voting system | Number of votes cast by them | % of total number of valid votes cast against |
|--------------------------------------------------|------------------------------|-----------------------------------------------|
| 3                                                | 215761                       | 0.65                                          |

(iii) **Invalid Votes:**

| Total number of members whose votes were declared invalid | Total numbers of invalid votes |
|-----------------------------------------------------------|--------------------------------|
| 5                                                         | 1142584                        |

- D) **Resolution 4:- To appoint M/s Mehra Goel & Co., Chartered Accountants (Firm Registration No. 000517N,) 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 such remuneration fixed by the board of Directors of the Company. (Ordinary Resolution)**

(i) Voted in **favour** of the resolution:

| Number of Members voted through e-voting system | Number of votes cast by them | % of total number of valid votes cast in favour |
|-------------------------------------------------|------------------------------|-------------------------------------------------|
| 43                                              | 33319838                     | 99.36                                           |

(ii) Voted **against** the resolution:

| Number of Members voted through e-voting system | Number of votes cast by them | % of total number of valid votes cast against |
|-------------------------------------------------|------------------------------|-----------------------------------------------|
| 1                                               | 211769                       | 0.64                                          |

(iii) **Invalid Votes:**

| Total number of members whose votes were declared invalid | Total numbers of invalid votes |
|-----------------------------------------------------------|--------------------------------|
| NIL                                                       | NIL                            |

- E) **Resolution 5:- To appoint Mr. Sandip Sanyal (DIN: 07186909), as a Whole Time Director (to be designated as an "Executive Director") in the category of Key Managerial Personnel of the Company for a period of 5 (five) years w.e.f 18<sup>th</sup> May 2015. (Ordinary Resolution)**

- (i) Voted in **favour** of the resolution:

| Number of Members voted through electronic system | Number of votes cast by them | % of total number of valid votes cast in favour |
|---------------------------------------------------|------------------------------|-------------------------------------------------|
| 43                                                | 33531557                     | 99.99                                           |

- (ii) Voted **against** the resolution:

| Number of Members voted through electronic system | Number of votes cast by them | % of total number of valid votes cast against |
|---------------------------------------------------|------------------------------|-----------------------------------------------|
| 1                                                 | 50                           | 0.0001                                        |

- (iii) **Invalid Votes:**

| Total number of members whose votes were declared invalid | Total numbers of invalid votes |
|-----------------------------------------------------------|--------------------------------|
| NIL                                                       | NIL                            |

- F) **Resolution 6:- To roll over the redemption of Preference Shares issued to M/s Neel Metal Products Limited for a further period of 6 (Six) years from the date of roll over. (Special Resolution)**

- (i) Voted in **favour** of the resolution:

| Number of Members voted through e- voting system | Number of votes cast by them | % of total number of valid votes cast in favour |
|--------------------------------------------------|------------------------------|-------------------------------------------------|
| 44                                               | 33531792                     | 99.99                                           |

- (ii) Voted **against** the resolution:

| Number of Members voted through electronic system | Number of votes cast by them | % of total number of valid votes cast against |
|---------------------------------------------------|------------------------------|-----------------------------------------------|
| 1                                                 | 50                           | 0.0001                                        |

- (iii) **Invalid Votes:**

| Total number of members whose votes were declared invalid | Total numbers of invalid votes |
|-----------------------------------------------------------|--------------------------------|
| NIL                                                       | NIL                            |

*Handwritten signatures and a circular stamp are present at the bottom right of the page.*

- 6 All records relating to Remote e-voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and the same are handed over to the Chairman.

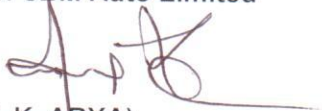
Thanking You,  
Yours faithfully



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

Place: New Delhi  
Date: 23-09-2015

Counter Signed By  
For JBM Auto Limited



(S. K. ARYA)  
Chairman  
DIN : 00004626