

JBM Auto Limited

Plot No. 133, Sector 24,
Faridabad - 121 005 (Haryana)
T : +91-129-4090200
F : +91-129-2234230
W : www.jbm-group.com

JBMA/SEC/2016-17/68
18th February, 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 Results of Postal Ballot including Electronic Voting pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

We refer to our Postal Ballot notice dated December 29, 2016 sent to the shareholders of the Company seeking their approval by way of postal ballot including e-voting for the **Special Resolutions** mentioned in the said Postal Ballot notice.

The last date for casting of vote through e-voting and to receive the Postal Ballot forms, duly completed and signed by the Members was February 16, 2017 up to IST 05:00 P.M.

The Company had appointed Mr. Dhananjay Shukla of M/S Dhananjay Shukla & Associates, Company Secretary in Practice, Gurgaon, as Scrutinizer for the Postal Ballot process. The Scrutinizer has submitted his report on 18th February, 2017 to the Chairman of the Company.

On the basis of the report received from the scrutinizer, the undersigned, person authorized by the Chairman, on February 18, 2017 at the Registered Office of the Company has declared that the resolutions stated in the Postal Ballot notice are passed by the shareholders with requisite majority.

The details of the voting results in the required format are enclosed and also available on the website of Company www.jbm-group.com and on the website of NSDL www.evoting.nsdl.com.

You are requested to please take the same on record.

Thanking you,

Yours truly,

For JBM Auto Limited

Umpk
(Vivek Gupta)
Chief Financial Officer
& Company Secretary



Kul
Encl: As above.

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

Resolution No. 1

Resolution required: (Ordinary / Special)

Whether promoter/promoter group are interested in the agenda/resolution?

Description of resolution considered

Special

No

Issue of Securities

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
Promoter and Promoter Group	E-Voting	25276024	25276024	100	25276024	0	100	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0	0
	Total (A)	25276024	25276024	100	25276024	0	100	0	0
Public- Institutions	E-Voting		0	0	0	0	0	0	0
	Poll	143447	0	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0	0
	Total (B)	143447	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting		8056923	52.3997	8051643	5280	99.9345	0.0655	0
	Poll	15375893	0	0	0	0	0	0	0
	Postal Ballot		25923	0.1686	8635	600	33.3102	2.3145	16688
	Total (C)	15375893	8082846	52.5683	8060278	5880	99.7208	0.0727	16688
	Grand Total (A+B+C)	40795364	33358870	81.7712	33336302	5880	99.9323	0.0176	16688

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



Resolution No. 2

Resolution required: (Ordinary / Special)

Whether promoter/promoter group are interested in the agenda/resolution?

Description of resolution considered

Special

No

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

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
Promoter and Promoter Group	E-Voting	25276024	25276024	100	25276024	0	100	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0	0
	Total (A)	25276024	25276024	100	25276024	0	100	0	0
Public- Institutions	E-Voting		0	0	0	0	0	0	0
	Poll	143447	0	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0	0
	Total (B)	143447	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting		8056921	52.3997	8049676	7245	99.9101	0.0899	0
	Poll	15375893	0	0	0	0	0	0	0
	Postal Ballot		25923	0.1686	8535	700	32.9244	2.7003	16688
	Total (C)	15375893	8082844	52.5683	8058211	7945	99.6952	0.0983	16688
	Grand Total (A+B+C)	40795364	33358868	81.7712	33334235	7945	99.9262	0.0238	16688

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



Resolution No. 3

Resolution required: (Ordinary / Special)

Whether promoter/promoter group are interested in the agenda/resolution?

Description of resolution considered

Special

No

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

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
Promoter and Promoter Group	E-Voting		25276024	100	25276024	0	100	0	0
	Poll	25276024	0	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0	0
	Total (A)	25276024	25276024	100	25276024	0	100	0	0
Public- Institutions	E-Voting		0	0	0	0	0	0	0
	Poll	143447	0	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0	0
	Total (B)	143447	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting		8051921	52.3672	8048201	3720	99.9538	0.0462	0
	Poll	15375893	0	0	0	0	0	0	0
	Postal Ballot		25923	0.1686	8535	700	32.9244	2.7003	16688
	Total (C)	15375893	8077844	52.5358	8056736	4420	99.7387	0.0547	16688
	Grand Total (A+B+C)	40795364	33353868	81.7590	33332760	4420	99.9367	0.0133	16688

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



Resolution No. 4

Resolution required: (Ordinary / Special)

Whether promoter/promoter group are interested in the agenda/resolution?

Description of resolution considered

Special

No

Amendment to Clause IV of the Memorandum of Association of the Company

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
Promoter and Promoter Group	E-Voting		25276024	100	25276024	0	100	0	0
	Poll	25276024	0	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0	0
	Total (A)	25276024	25276024	100	25276024	0	100	0	0
Public- Institutions	E-Voting		0	0	0	0	0	0	0
	Poll	143447	0	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0	0
	Total (B)	143447	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting		8051921	52.3672	8048481	3440	99.9573	0.0427	0
	Poll	15375893	0	0	0	0	0	0	0
	Postal Ballot		25923	0.1686	8635	600	33.3102	2.3145	16688
	Total (C)	15375893	8077844	52.5358	8057116	4040	99.7434	0.0500	16688
	Grand Total (A+B+C)	40795364	33353868	81.7590	33333140	4040	99.9379	0.0121	16688

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



Resolution No. 5

Resolution required: (Ordinary / Special)

Whether promoter/promoter group are interested in the agenda/resolution?

Description of resolution considered

Special

No

Adoption of new set of Articles of Association of the Company

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
Promoter and Promoter Group	E-Voting		25276024	100	25276024	0	100	0	0
	Poll	25276024	0	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0	0
	Total (A)	25276024	25276024	100	25276024	0	100	0	0
Public- Institutions	E-Voting		0	0	0	0	0	0	0
	Poll	143447	0	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0	0
	Total (B)	143447	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting		8051776	52.3662	8048056	3720	99.9538	0.0462	0
	Poll	15375893	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		25923	0.1686	8535	700	32.9244	2.7003	16688
	Total (C)	15375893	8077699	52.5348	8056591	4420	99.7387	0.0547	16688
	Grand Total (A+B+C)	40795364	3353723	81.7586	33332615	4420	99.9367	0.0133	16688

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



REPORT OF SCRUTINIZER
(Report on Postal Ballot including e-voting)

[Pursuant To Section 110 read with Rule 22 (9) & Section 108 of the Companies Act, 2013 read with Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 as amended on 19th March, 2015]

To,

The Chairman
M/s JBM Auto Limited,
601, Hemkunt Chambers
89, Nehru Place, New Delhi- 110019

Dear Sir,

The Company had appointed me as the Scrutinizer at its Board Meeting held on 29th December, 2016 for scrutinizing the Postal Ballot Voting process including the E-voting process in respect of Resolutions as set out in Notice of the postal ballot dated 29th December 2016, to be passed by the members of M/s JBM Auto Limited ("the Company").

I submit my report as under:

- (1) The Company completed the dispatch/ sending of emails of Notice of Postal Ballot dated 29th December, 2016 and Postal Ballot Forms along with prepaid self addressed Business Reply Envelopes to its shareholders whose names appeared on the Register of Members as on 31st December, 2016 and further the one advertisement was published by the company in The Financial Express in English and In Jansatta in Hindi in New Delhi Edition on 17th January 2017 pursuant to Rule 20(4)(V) & 22(3) of the Companies (Management and Administration) Rules, 2014
- (2) The E-voting commenced from 18th January, 2017 (9.00 A.M) and ended on 16th February 2017 (05:00 P.M).
- (3) The Members of the Company whose name appeared in the Register of Members of the company as on the "cut off" date i.e. 31st December, 2016 were entitled to

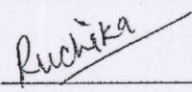
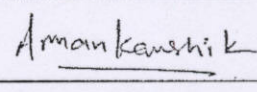


dhananjay shukla & associates
Company secretaries

House No.-23, Basement, Sector-30, Gurgaon (Hr.), India-122001
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Email: dshukla2007@gmail.com/dshukla.fcs@gmail.com

vote on the resolutions (Item No. 1 to 5) as set out in the Notice of Postal ballot dated 29th December, 2016.

- (4) On 17th February, 2017 at 01:50 P.M I have downloaded the e- voting details from the website of National Securities Depository Limited (NSDL) i.e <https://www.evoting.nsdl.com> by using the Scrutinizer's login ID and Password in the presence of the following two witnesses who are not in the employment of the Company.

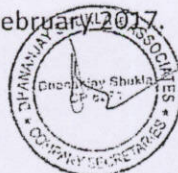
Witness No. 1	Witness No. 2
 Ms. Ruchika Pareek Rajiv colony near Rajiv chowk NH-8, Gurgaon, Haryana	 Mr. Aman Kaushik H. No. 493-94, Housing Board Colony, Sirsa Road Hissar-125001, Haryana

- (5) The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to e-voting through electronic means and Postal Ballot process in respect of the resolutions contained in the Postal Ballot notice sent to Members of the company.

My responsibility as a Scrutinizer for the e-voting process and Ballot paper process is restricted to make a scrutinizer's report of the votes cast "in favour" or "against" the resolutions as set out in the Notice and based on the e-voting details as generated from the e-voting system provided by National Securities Depository Limited (NSDL) through its website www.evoting.nsdl.com, the authorized agency to provide the e-voting facilities, engaged by the company and Votes cast through Postal Ballot.

- (6) Further the sealed and tampered proof Ballot Box was opened on 17th February, 2017 in my presence.

- (7) The Company has received Ninety (90) Postal Ballot forms from the shareholders of the company till 5.00 P.M on 16th February 2017.



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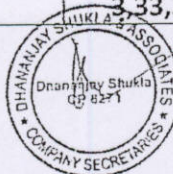
- (8) The particulars of the all Postal Ballot Forms received as above said has been entered in the register separately maintained for the purpose.
- (9) Particulars of the votes casted through e- voting process have been entered in a register separately maintained for the purpose in the electronic manner.
- (10) The above said Ninety (90) postal ballot forms as received from the shareholders, and votes cast through E-voting up to the close of working hours (05:00 P.M.) on 16th February, 2017 the last date and time fixed by the Company for receipt of the forms/ e-voting were considered for scrutiny.
- (11) No envelopes containing the Postal Ballot Forms were received after 05:00 P.M. on 16th February, 2017 or thereafter.
- (12) Two Hundred and Twenty (220) envelopes containing the Postal Ballot Forms have been returned undelivered and that have been kept separately.
- (13) I did not find any defaced or mutilated ballot paper/ forms as received from the shareholders of the company.
- (14) The Consolidated Result of the Postal Ballot Forms received and votes cast through e- voting are given below:

Item No. 1 of the Notice

Special Resolution for Issue of Securities

- (i) Voted in favor of the resolution

Mode of voting	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	83	8635	0.03
E-Voting	82	33327667	99.95
Total:	165	3,33,36,302	99.98



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(ii) Voted against the resolution:

Mode of voting	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	1	600	0.00
E-Voting	2	5280	0.02
Total	3	5880	0.02

(iii) Invalid Votes

Total number of members whose votes were declared invalid		Total number of votes cast by them
Postal Ballot	6	16688
E-Voting	Nil	Nil

Item No. 2 of the Notice

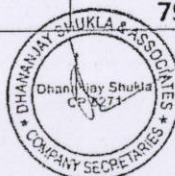
Special Resolution for Alteration of Object Clause of the Memorandum of Association of the Company.

(i) Voted in favor of the resolution

Mode of voting	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	82	8535	0.03
E-Voting	79	33325700	99.95
Total:	161	33334235	99.98

(ii) Voted against the resolution:

Mode of voting	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	2	700	0.00
E-Voting	4	7245	0.02
Total	6	7945	0.02



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Email: dshukla2007@gmail.com/dshukla.fcs@gmail.com

(iii) **Invalid Votes**

Total number of members whose votes were declared invalid		Total number of votes cast by them
Postal Ballot	6	16688
E-Voting	Nil	Nil

Item No. 3 of the Notice

Special Resolution for Amendment to clause III (B) and Deletion of Clause III (C) of Memorandum of Association of Company.

(i) **Voted in favor of the resolution**

Mode of voting	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	82	8535	0.03
E-Voting	78	33324225	99.96
Total:	160	33332760	99.99

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

Mode of voting	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	2	700	0.00
E-Voting	4	3720	0.01
Total	6	4420	0.01

(iii) **Invalid Votes**

Total number of members whose votes were declared invalid		Total number of votes cast by them
Postal Ballot	6	16688
E-Voting	Nil	Nil



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Item No. 4 of the Notice

Special Resolution for Amendment to Liability Clause (clause IV) of Memorandum of Association of the Company.

(i) **Voted in favor of the resolution**

Mode of voting	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	83	8635	0.03
E-Voting	79	33324505	99.96
Total:	162	33333140	99.99

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

Mode of voting	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	1	600	0.00
E-Voting	3	3440	0.01
Total	4	4040	0.01

(iii) **Invalid Votes**

Total number of members whose votes were declared invalid		Total number of votes cast by them
Postal Ballot	6	16688
E-Voting	Nil	Nil

Item No.5 of the Notice

Special Resolution for Adoption to New set of Article of Association of the Company.

(i) **Voted in favor of the resolution**

Mode of voting	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	82	8535	0.03
E-Voting	77	33324080	99.96
Total:	159	3,33,32,615	99.99



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(ii) Voted against the resolution:

Mode of voting	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	2	700	0.00
E-Voting	4	3720	0.01
Total	6	4420	0.01

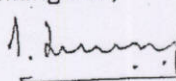
(iii) Invalid Votes

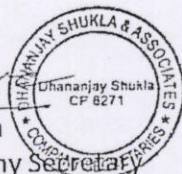
Total number of members whose votes were declared invalid		Total number of votes cast by them
Postal Ballot	6	16688
E-Voting	Nil	Nil

(15) You may accordingly declare the result on the voting by Postal Ballot including e-voting.

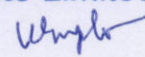
(16) All relevant records of postal ballot and e-voting will remain in our safe custody until the chairman considers, approves and signs the minutes of the Postal voting process including e-voting and the same shall be handed over thereafter to the Company for its safe custody.

Thanking You,


Dhnanjay Shukla
Practicing Company Secretary
FCS No. 5886, CP No. 8271
Scrutinizer for Postal Ballot/E-voting Process



For JBM Auto Limited


(VIVEK GUPTA)
Chief Financial Officer
& Company Secretary

Place : Gurgaon
Date : 18th February, 2017