

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

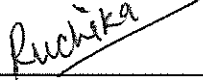



dhananjay shukla & associates
Company secretaries

House No.-23, Basement, Sector-30,Gurgaon (Hr.), India-122001
Mobile: +91 9873347280, Tel: +91-124-2382323/2380740,
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.

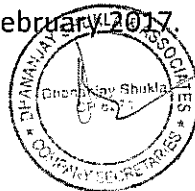
- (4) On 17th February, 2017 at 01:50 P.M I have downloaded the e- voting details from the website of National Securities Depository Limited (NSDL) i.e <https://www.evoting.nsdl.com> by using the Scrutinizer's login ID and Password in the presence of the following two witnesses who are not in the employment 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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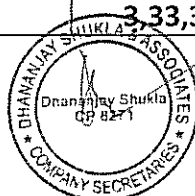
- (8) The particulars of the all Postal Ballot Forms received as above said has been entered in the register separately maintained for the purpose.
- (9) Particulars of the votes casted through e- voting process have been entered in a register separately maintained for the purpose in the electronic manner.
- (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

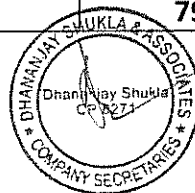
Special Resolution for Alteration of Object Clause of the Memorandum of Association of the Company.

(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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(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**

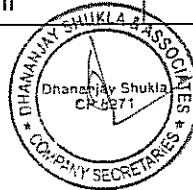
Mode of voting	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	82	8535	0.03
E-Voting	78	33324225	99.96
Total:	160	33332760	99.99

(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**

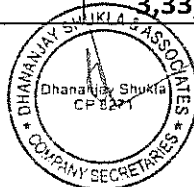
Total number of members whose votes were declared invalid		Total number of votes cast by them
Postal Ballot	6	16688
E-Voting	Nil	Nil

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:

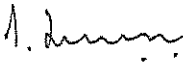
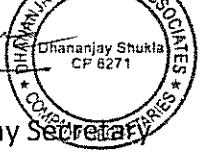
Mode of voting	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	2	700	0.00
E-Voting	4	3720	0.01
Total	6	4420	0.01

(iii) Invalid Votes

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



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

Place : Gurgaon

Date : 18th February, 2017