

**REPORT OF SCRUTINIZER**  
**(Consolidated report on e-voting and poll)**

[Pursuant To Section 108 & 109 of the Companies Act, 2013 read with Rule 20 (xi) and 21 (2) of the Companies (Management and Administration) Rules, 2014]

To,

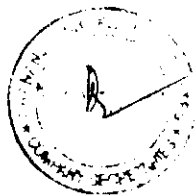
The Chairman

**18<sup>th</sup> Annual General Meeting of the Members (Equity Shareholders) of M/s JBM Auto Limited held on Wednesday, the 24<sup>th</sup> Day of September, 2014 at 11.00 A.M. at Dr. Sarvepalli Radhakrishnan Auditorium, Kendriya Vidyalaya No. 2, A.P.S. Colony, Delhi Cantt., New Delhi-110010.**

Dear Sir,

I, Dhananjay Shukla, Proprietor of M/s Dhananjay Shukla & Associates, Company Secretaries (FCS No. 5886, CP No. 8271) having office House No. 23, Sector-30, Gurgaon-122001, was appointed as Scrutinizer for the purpose of scrutinizing e-voting process held between **09.00 A.M. on 18<sup>th</sup> September, 2014 to 06.00 P.M. on 20<sup>th</sup> September, 2014** and Poll taken in respect of the below mentioned resolutions proposed at the **18<sup>th</sup> Annual General Meeting of the Members (Equity Shareholders) of M/s JBM Auto Limited held on 24<sup>th</sup> September, 2014 at 11.00 AM** at Dr. Sarvepalli Radhakrishnan Auditorium, Kendriya Vidyalaya No. 2, A.P.S. Colony, Delhi Cantt., New Delhi-110010, submit my report as under :-

1. As per Notice dated 14<sup>th</sup> August, 2014 for convening 18<sup>th</sup> Annual General Meeting ,the e-voting period remained open from Thursday ,18<sup>th</sup> September, 2014 from 09.00 A.M. till Saturday, 20<sup>th</sup> September, 2014 (upto 06:00 P.M).
2. The Members (Equity Shareholders) holding shares as on Friday, 22<sup>th</sup> August, 2014 "cut off" date were entitled to vote on the resolution stated in the Notice of 18<sup>th</sup> Annual General Meeting.
3. The votes were unblocked at 11:30 A.M. on 22<sup>nd</sup> September, 2014, in the presence of Mr. Ram Sahay and Mr. Deepak Chauhan who are not the employees of the Company.



**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

4. The e-voting results/list of equity shareholders who have voted " IN FAVOUR" and "AGAINST" were downloaded from e-voting website of National Security Depository Limited (NSDL) [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and report over the same was handed over to the Chairman on 23<sup>rd</sup> September, 2014.
5. The Chairman of the 18<sup>th</sup> Annual General Meeting (AGM) "Suo Motu" ordered for poll and after the time fixed for closing of the poll by the Chairman at 11.30 A.M., two ballot boxes kept for collecting poll papers were locked in my presence with due identification marks were placed by me.
6. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
7. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separated.
8. I have separately issued my report for the Poll taken at the meeting in form no. MGT-13 to the Chairman .
9. The consolidated result of the e-voting and poll taken is as under:-

**Item No. 1 of the Notice**

***Ordinary Resolution to receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2014 and the statement of Profit & Loss for the year ended on that date and the Report of the Directors and Auditors thereon.***

- (i) Voted in favor of the resolution:

	Number of members present & voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	30	8334551	99.53
Poll	30	39293	0.47
<b>Total:</b>	<b>60</b>	<b>8373844</b>	<b>100</b>



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(ii) Voted against the resolution:

	Number of members present & voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0
Poll	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) Invalid Votes

Total number of members(in person or proxy)whose votes were declared invalid	Total number of votes cast by them
13	40

**Item No. 2 of the Notice**

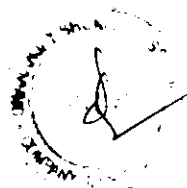
***Ordinary Resolution to Declare Dividend***

(i) Voted in favor of the resolution

	Number of members present & voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	30	8334551	99.53
Poll	30	39293	0.47
<b>Total:</b>	<b>60</b>	<b>8373844</b>	<b>100</b>

(ii) Voted against the resolution:

	Number of members present & voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0
Poll	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>



(iii) **Invalid Votes**

Total number of members(in person or proxy)whose votes were declared invalid	Total number of votes cast by them
13	40

**Item No. 3 of the Notice**

**Ordinary Resolution to appoint a director in place of Mr. S.K. Arya (DIN 00004626), who retires by rotation and being eligible, offers himself for re-appointment.**

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

	Number of members present & voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	30	8334551	99.53
Poll	30	39293	0.47
<b>Total:</b>	<b>60</b>	<b>8373844</b>	<b>100</b>

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

	Number of members present & voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0
Poll	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) **Invalid Votes**

Total number of members(in person or proxy)whose votes were declared invalid	Total number of votes cast by them
13	40



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**Item No. 4 of the Notice**

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

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

	Number of members present & voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	29	8328051	99.45
Poll	30	39293	0.47
<b>Total:</b>	<b>59</b>	<b>8367344</b>	<b>99.92</b>

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

	Number of members present & voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	1	6500	0.08
Poll	0	0	0.00
<b>Total</b>	<b>1</b>	<b>6500</b>	<b>0.08</b>

(iii) **Invalid Votes**

Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them
13	40

**Item No. 5 of the Notice**

**Ordinary Resolution to appoint Auditors and to fix their remuneration**

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

	Number of members present & voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
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	proxy)		
E-Voting	30	8334551	99.53
Poll	30	39293	0.47
<b>Total:</b>	<b>60</b>	<b>8373844</b>	<b>100</b>

(ii) Voted against the resolution:

	Number of members present & voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0
Poll	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) Invalid Votes

Total number of members(in person or proxy)whose votes were declared invalid	Total number of votes cast by them
13	40

**Item No. 6 of the Notice**

*Special Resolution to re-appoint Mr. H.R. Saini (DIN 00004665), as a Whole Time Director (to be designated as an "Executive Director") for a further period of one year.*

(i) Voted in favor of the resolution

	Number of members present & voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	30	8334551	99.53
Poll	30	39293	0.47
<b>Total:</b>	<b>60</b>	<b>8373844</b>	<b>100</b>



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(ii) Voted against the resolution:

	Number of members present & voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0
Poll	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) Invalid Votes

Total number of members(in person or proxy)whose votes were declared invalid	Total number of votes cast by them
13	40

**Item No. 7 of the Notice**

**Ordinary Resolution to appoint Mr. Ashok Kumar Agarwal (DIN: 00003988) as an Independent Director.**

(i) Voted in favor of the resolution

	Number of members present & voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	29	7948288	99.51
Poll	30	39293	0.49
<b>Total:</b>	<b>59</b>	<b>7987581</b>	<b>100</b>

(ii) Voted against the resolution:

	Number of members present & voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0



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Poll	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) **Invalid Votes**

Total number of members(in person or proxy)whose votes were declared invalid	Total number of votes cast by them
13	40

**Item No. 8 of the Notice**

**Ordinary Resolution to appoint Mr. Mahesh Kumar Aggarwal (DIN: 00004982) as an Independent Director.**

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

	Number of members present & voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	30	8334551	99.53
Poll	30	39293	0.47
<b>Total:</b>	<b>60</b>	<b>8373844</b>	<b>100</b>

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

	Number of members present & voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0
Poll	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) **Invalid Votes**

Total number of members(in person or proxy)whose votes were declared invalid	Total number of votes cast by them
13	40





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**Item No. 9 of the Notice**

**Ordinary Resolution to appoint Mrs. Vimal Vasisht (DIN: 06928805) as an Independent Director.**

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

	Number of members present & voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	30	8334551	99.53
Poll	30	39293	0.47
<b>Total:</b>	<b>60</b>	<b>8373844</b>	<b>100</b>

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

	Number of members present & voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0
Poll	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) **Invalid Votes**

Total number of members(in person or proxy)whose votes were declared invalid	Total number of votes cast by them
13	40

**Item No. 10 of the Notice**

**Ordinary Resolution to ratify the remuneration of the Cost Auditors for the financial year 2014-15 pursuant to section 148 of the Companies Act, 2013**

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

	Number of members present & voting	Number of votes cast by them	% of total number of valid votes cast
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	(In person or by proxy)		
E-Voting	29	8334026	99.53
Poll	30	39293	0.47
<b>Total:</b>	<b>59</b>	<b>8373319</b>	<b>100</b>

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

	Number of members present & voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0
Poll	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) **Invalid Votes**

Total number of members(in person or proxy)whose votes were declared invalid	Total number of votes cast by them
13	40

**Item No. 11 of the Notice**

*Ordinary Resolution to sub-divide the face value of equity shares of the Company pursuant to section 61 and other applicable provisions of the Companies Act, 2013.*

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

	Number of members present & voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	29	8328051	99.53
Poll	30	39293	0.47
<b>Total:</b>	<b>59</b>	<b>8367344</b>	<b>100</b>



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

	Number of members present & voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0
Poll	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) **Invalid Votes**

Total number of members(in person or proxy)whose votes were declared invalid	Total number of votes cast by them
13	40

**Item No. 12 of the Notice**

**Ordinary Resolution to increase the authorized share capital of the Company pursuant to section 61 (1) (a) of the Companies Act, 2013.**

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

	Number of members present & voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	29	8328051	99.45
Poll	30	39293	0.47
<b>Total:</b>	<b>59</b>	<b>8367344</b>	<b>99.92</b>

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

	Number of members present & voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	1	6500	0.08



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Poll	0	0	0.00
<b>Total</b>	<b>1</b>	<b>6500</b>	<b>0.08</b>

(iii) **Invalid Votes**

Total number of members(in person or proxy)whose votes were declared invalid	13	Total number of votes cast by them	40
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**Item No. 13 of the Notice**

*Special Resolution to alter the capital clause of the Memorandum of Association pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013.*

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

	Number of members present & voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	28	8328042	99.45
Poll	30	39293	0.47
<b>Total:</b>	<b>58</b>	<b>8367335</b>	<b>99.92</b>

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

	Number of members present & voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	2	6509	0.08
Poll	0	0	0.00
<b>Total</b>	<b>2</b>	<b>6509</b>	<b>0.08</b>



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(iii) **Invalid Votes**

Total number of members(in person or proxy)whose votes were declared invalid	Total number of votes cast by them
13	40

**Item No. 14 of the Notice**

**Special Resolution** to issue securities pursuant to the provisions of section 62 (1) (c) and other applicable provisions of the Companies Act, 2013.

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

	Number of members present & voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	29	8328051	99.45
Poll	30	39293	0.47
<b>Total:</b>	<b>59</b>	<b>8367344</b>	<b>99.92</b>

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

	Number of members present & voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	1	6500	0.08
Poll	0	0	0.00
<b>Total</b>	<b>1</b>	<b>6500</b>	<b>0.08</b>

(iii) **Invalid Votes**

Total number of members(in person or proxy)whose votes were declared invalid	Total number of votes cast by them
13	40



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**Item No. 15 of the Notice**

**Ordinary Resolution** to issue Bonus Shares in the ratio of 1:1 i.e. One equity share for every One Equity Share held pursuant to the all applicable provisions of Companies Act, 2013 and Articles of Association of the Company.

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

	Number of members present & voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	29	8328051	99.45
Poll	30	39293	0.47
<b>Total:</b>	<b>59</b>	<b>8367344</b>	<b>99.92</b>

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

	Number of members present & voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	1	6500	0.08
Poll	0	0	0.00
<b>Total</b>	<b>1</b>	<b>6500</b>	<b>0.08</b>

(iii) **Invalid Votes**

Total number of members(in person or proxy)whose votes were declared invalid	Total number of votes cast by them
13	40

10. A Compact Disc (CD) containing a list of equity shareholders who voted "IN FAVOUR" or "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.



***dhananjay shukla & associates***  
***company secretaries***

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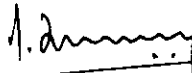
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11. The poll papers and all other relevant records for poll have been sealed and I shall be arranging to hand over the same to the Company Secretary/Director Authorized by the Board for safe keeping.
  
12. Further I hereby confirm that I am maintaining the relevant records of electronic voting as received from the service provider (NSDL) and it will remain in my safe custody until the Chairman considers , approves and signs the minutes of the 18<sup>th</sup> Annual General meeting and thereafter the same shall be handed over to the company for safe keeping.

Thanking You,

**For Dhananjay Shukla & Associates**  
**Company Secretaries**





Dhananjay Shukla  
Proprietor  
FCS: 5886, COP No. 8271  
Scrutinizer

Place : Gurgaon  
Date : 24<sup>th</sup> September, 2014