

FORM NO.MGT-13

REPORT OF SCRUTINIZER

[Pursuant To Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To,

The Chairman

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

Dear Sir,

I, Dhananjay Shukla, Practising Company Secretary (FCS No. 5886, COP No. 8271) and Proprietor of M/s Dhananjay Shukla & Associates, Company Secretaries, having office at House No. 23, Basement, Sector-30, Gurgaon-122001, have been appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions (1 to 15) at the 18th Annual General Meeting (AGM) of the Members (Equity Shareholders) of M/s JBM Auto Limited held at Dr. Sarvepalli Radhakrishnan Auditorium, Kendriya Vidyalaya No. 2, A.P.S. Colony, Delhi Cantt.-110010, on Wednesday, 24th day of September, 2014 at 11.00 A.M. as per the provisions of Section 109 of the Companies Act, 2013 to read with Rule 21 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the Notice to the 18th Annual General Meeting (AGM) dated 14 August, 2014.

1. After the time fixed for closing of the poll by the Chairman Two ballot boxes kept for polling were locked in my presence with due identification marks placed by me .



dhananjay shukla & associates
company secretaries

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2. 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.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll is as under:-

Item No. 1 of the Notice

Ordinary Resolution to receive, consider and adopt the Audited Balance Sheet as at 31st 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 voted	Number of votes cast by them	% of total number of valid votes cast
30	39293	100

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid Votes**

Total number of members 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 voted	Number of votes cast by them	% of total number of valid votes cast
30	39293	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Total number of members 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 voted	Number of votes cast by them	% of total number of valid votes cast
30	39293	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0



(iii) **Invalid Votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
13	40

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 voted	Number of votes cast by them	% of total number of valid votes cast
30	39293	100

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid Votes**

Total number of members 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 voted	Number of votes cast by them	% of total number of valid votes cast
30	39293	100



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(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Total number of members 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 voted	Number of votes cast by them	% of total number of valid votes cast
30	39293	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Total number of members 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 voted	Number of votes cast by them	% of total number of valid votes cast
30	39293	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Total number of members 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 voted	Number of votes cast by them	% of total number of valid votes cast
30	39293	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0



(iii) **Invalid Votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
13	40

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 voted	Number of votes cast by them	% of total number of valid votes cast
30	39293	100

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid Votes**

Total number of members 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 voted	Number of votes cast by them	% of total number of valid votes cast
30	39293	100



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(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Total number of members 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 voted	Number of votes cast by them	% of total number of valid votes cast
30	39293	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
13	40



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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 voted	Number of votes cast by them	% of total number of valid votes cast
30	39293	100

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid Votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
13	40

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 voted	Number of votes cast by them	% of total number of valid votes cast
30	39293	100

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0



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(iii) **Invalid Votes**

Total number of members 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 voted	Number of votes cast by them	% of total number of valid votes cast
30	39293	100

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid Votes**

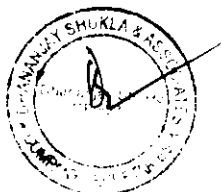
Total number of members whose votes were declared invalid	Total number of votes cast by them
13	40

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 voted	Number of votes cast by them	% of total number of valid votes cast
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30	39293	100
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(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid Votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
13	40

6. 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.
7. The poll papers and all other relevant records have been sealed and handed over to the Company Secretary for safe keeping.

Thanking You,

For **Dhananjay Shukla & Associates**
Company Secretaries



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



Place : Gurgaon
Date : 24th September, 2014