

# JTEKT INDIA LIMITED

(Formerly known as Sona Koyo Steering Systems Limited)

Head Office: M3M Cosmopolitan, 1st Floor, Sector-66, Ramgarh Road, (Adjacent to Golf Course Extension Road), Gurugram - 122 002, Haryana, India.

Gurugram - 142 002, 11m , 11m



Department of Corporate Services Floor 1, New Trading Ring Rotunda Building, P.J. Towers Dalal Street, Fort Mumbai 400 001. Scrip Code - 520057

**Listing Compliance** National Stock Exchange of India Ltd.

Exchange Plaza, 5th Floor, Plot No. C/1, G Block Bandra – Kurla Complex Bandra (E), Mumbai 400 051.

Symbol - JTEKTINDIA; Series - EQ

Subject:

Outcome of NCLT convened meetings of Equity Shareholders; Secured Creditors and Unsecured Creditors of the Company

Dear Sir(s),

This is to inform that the meetings of Equity Shareholders; Secured Creditors and Unsecured Creditors convened pursuant to the order of the Hon'ble National Company Law Tribunal were held on 15th November, 2018. In that regard, we are submitting herewith the following for your information and records:

- Summary of proceedings of the meetings of Equity Shareholders; Secured Creditors and Unsecured Creditors of JTEKT INDIA LIMITED ('the Company') convened and held on Thursday, 15th November, 2018 as per the directions of the Hon'ble Principal Bench of the National Company Law Tribunal at New Delhi ('NCLT' or 'Tribunal') pursuant to regulation 30 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.
- Voting results and Scrutinizer's Report for the meeting of the Equity shareholders pursuant to regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 3. Scrutinizer's Report for the meeting of the Secured Creditors.
- Scrutinizer's Report for the meeting of the Unsecured Creditors.

The above documents have been made available on the Company's website www.jtekt.co.in.

Thanking you,

Yours faithfully,

For JTEKT INDIA LIMITED

**SUDHIR CHOPRA** 

**DIRECTOR (CORPORATE AFFAIRS) & COMPANY SECRETARY** 

Enclosures: As Above

Regd. Office: UGF-6, Indra Prakash 21, Barakhamba Road, New Delhi - 110 001, India.

Tel: +91 11 2331 1924 / 2332 7205, Telefax: +91 11 2332 7205 CIN: L29113DL1984PLC018415, Website: www.jtekt.co.in

Works: 38/6, Delhi-Jaipur Road, NH-8, Gurugram - 122 001, Haryana, India. Tel: +91 124 468 5000, Fax: +91 124 410 4611 / 410 4621.





# JTEKT INDIA LIMITED

(Formerly known as Sona Koyo Steering Systems Limited)

Head Office: M3M Cosmopolitan, 1st Floor, Sector-66, Ramgarh Road, (Adjacent to Golf Course Extension Road), Gurugram - 122 002, Haryana, India. Tel: +91 124 478 3100, Fax: +91 124 478 3199.



SUMMARY OF PROCEEDINGS OF THE MEETINGS OF EQUITY SHAREHOLDERS, SECURED CREDITORS AND UNSECURED CREDITORS OF JTEKT INDIA LIMITED CONVENED AND HELD ON 15<sup>th</sup> NOVEMBER, 2018 AS PER THE DIRECTIONS OF THE HON'BLE PRINCIPAL BENCH OF THE NATIONAL COMPANY LAW TRIBUNAL AT NEW DELHI ('TRIBUNAL') VIDE ITS ORDERS DATED 25<sup>th</sup> SEPTEMBER, 2018

The Tribunal convened meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors (collectively referred to as 'Meetings') were held on Thursday, 15<sup>th</sup> November, 2018 at Sri Sathya Sai International Centre, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, New Delhi - 110 003 at 02:00 P.M., 03:30 P.M. and 04:30 P.M. respectively to approve the Composite Scheme of Amalgamation between JTEKT SONA Automotive India Limited and JTEKT India Limited and their respective Shareholders and Creditors ('Scheme').

Ms. Suruchi Aggarwal, Advocate, Supreme Court, who was appointed as the Chairperson for the aforementioned meetings by the Tribunal vide its Order dated 25<sup>th</sup> September, 2018 presided over the meetings. Mr. Vishal Aggarwal, Advocate, Alternate Chairperson was also present at the meetings. Mr. Gurdev Bassi, Chartered Accountant, appointed as the Scrutinizer by the Tribunal to conduct the Postal Ballot process, E-voting and voting at the meeting in a fair and independent manner was also present at the meetings.

The meeting of the Equity Shareholders commenced at 02:00 P.M. Since the requisite quorum was not present, the meeting was adjourned by the Chairperson for half an hour. The adjourned meeting of the Shareholders then commenced at 02:30 P.M. The Shareholders present at the meeting were considered as the Quorum for the meeting as per the aforesaid Orders of Tribunal.

The Chairperson welcomed the Equity Shareholders and informed them that the meeting has been convened pursuant to the Orders passed by the Tribunal.

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CIN: L29113DL1984PLC018415, Website: www.jtekt.co.in

Works: 38/6, Delhi-Jaipur Road, NH-8, Gurugram - 122 001, Haryana, India. Tel: +91 124 468 5000, Fax: +91 124 410 4611 / 410 4621.



The Chairperson further informed the Equity Shareholders that in terms of the applicable provisions of the Companies Act, 2013 read with relevant rules thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had also provided them, the facility to cast their votes through Postal Ballot and E-voting process administered by Karvy Computershare Private Limited. She further mentioned that the Company has provided the facility of voting at the meeting through Polling paper for those Shareholders who did not exercise their vote through Postal Ballot and E-voting.

The meeting of Secured Creditors commenced at 03:30 P.M. The Chairperson called the meeting to order, with the quorum being present at the meeting.

The Chairperson welcomed the Secured Creditors and informed them that the meeting has been convened pursuant to the Orders passed by the Tribunal. She further mentioned that the Company has provided the facility of voting at the meeting through Polling paper for those Secured Creditors who did not exercise their vote through Postal Ballot.

The meeting of the Unsecured Creditors commenced at 04:30 P.M. Since the requisite quorum was not present, the meeting was adjourned by the Chairperson for half an hour. The adjourned meeting of the Unsecured Creditors then commenced at 05:00 P.M. The Unsecured Creditors present at the meeting were considered as the Quorum for the meeting as per the aforesaid Orders of Tribunal. The Chairperson welcomed the Unsecured Creditors and informed them that the meeting has been convened pursuant to the Orders passed by the Tribunal. She further mentioned that the Company has provided the facility of voting at the meeting through Polling paper for those Unsecured Creditors who did not exercise their vote through Postal Ballot.

The Chairperson requested the Equity Shareholders I Secured Creditors I Unsecured Creditors at their respective meetings to cast their vote on the proposed resolution. After the completion of voting at the respective Meetings, the Chairperson informed the Equity Shareholders / Secured Creditors I Unsecured Creditors that the results of the voting will be disseminated subsequently within the stipulated time and the same will also be displayed on the website of the Company.

The Chairperson then concluded the respective Meetings with vote of thanks to all the Equity Shareholders / Secured Creditors / Unsecured Creditors for attending and participating in the same.

For JTEKT India Limited

**Sudhir Chopra** 

**Director (Corporate Affairs) & Company Secretary** 

Dated: 15th November, 2018

	JTEKT INDIA LIMITED
Date of the AGM/EGM	15-11-2018
Total number of shareholders on record date/cut-off date	44159 (As on 28th September, 2018 the cut-off date)
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	856
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	SPECIAL - To approve the Scheme of Amalgamation between JTEKT Sona Automotive India Limited And JTEKT India Limited And their respective shareholders and creditors							
Whether promoter/ promoter group are	No	No						
interested in the agenda/resolution?			151					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes	% of Votes against on votes polled
		,,,,	,,,	shares (3)=[(2)/(1)]* 100			polled (6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		13,76,21,374	100.0000	13,76,21,374	0	100.0000	0.0000
-	Poli	13,76,21,374	0	0.0000	0	0	0.0000	0.0000
£	Postal Ballot (if	15,70,21,574						
	applicable)		0	0.0000	0		0.0000	0.0000
	Total		13,76,21,374	100.0000	13,76,21,374	0	100.0000	0.0000
Public- Institutions	E-Voting		66,15,098	52.5431	66,15,098	0	100.0000	0.0000
	Poll	1,25,89,842		0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	1,23,09,042	0	0.0000	0	0	0.0000	0.0000
	Total		66,15,098	52.5431	66,15,098	0	100.0000	0.0000
Public- Non Institutions	E-Voting		17,00,515	3.5040	17,00,515	0	100.0000	0.0000
	Poll	1 05 30 516	61,132	0.1260	60,624	508	99.1690	0.8309
	Postal Ballot (if	4,85,30,616						
	applicable)		1,01,769	0.2097	1,01,721	48	99.9528	
	Total		18,63,416	3.8397	18,62,860	556	99.9702	0.0298
	Total	19,87,41,832	14,60,99,888	73.5124	14,60,99,332	556	99.9996	0.0004

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# CA GURDEV BASSI

Head Office SCO 80-81, 2<sup>nd</sup> Floor, Sector 17-C Chandigarh 160017 Mobile - 9357052828

# FORM NO. MGT-13 REPORT OF SCRUTINIZER(S)

[Pursuant to section 109 of the Companies Act, 2013 and rule 21 (2) of the Companies (Management and Administration) Rules, 2014]

To Ms. Suruchi Aggarwal, Advocate, Supreme Court Chairperson appointed by National Company Law Tribunal, Principal Bench at New Delhi

Meeting of the Equity Shareholders of JTEKT India Limited held on Thursday, the 15<sup>th</sup> day of November, 2018 at 02:00 p.m. at Sri Sathya Sai International Centre, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, New Delhi -110003 pursuant to the order dated 25<sup>th</sup> September 2018 of the National Company Law Tribunal, Principal Bench at New Delhi.

Hon'ble Chairperson,

I, Gurdev Bassi, Chartered Accountant in whole time practice, have been appointed by the National Company Law Tribunal, Principal Bench at New Delhi as the Scrutinizer for the purpose of the Voting of the Equity Shareholders (through Postal Ballot, E-voting and voting through Poll process at the meeting) on the below mentioned resolution:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013, other applicable enactments, rules, regulations and guidelines, Memorandum and Articles of Association of the Company and subject to the sanction by the National Company Law Tribunal, Principal Bench at New Delhi ("NCLT"/"Tribunal") and subject to other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the NCLT, the approval of the Equity Shareholders of the Company be and is hereby accorded to the proposed Scheme of Amalgamation between JTEKT Sona Automotive India Limited And JTEKT India Limited And their respective shareholders and creditors (the "Scheme").

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangements embodied in the Scheme and to accept such modifications, amendments, limitations and conditions, if any, which may be required and/or imposed by the NCLT and/or any other authority(ies) while sanctioning the Scheme or by any authority under the law, or as may be required for the purpose of resolving any doubt or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."

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### I submit my Report as under:

- (i) The Company completed dispatch of aforesaid Notice to Equity Shareholders on 13<sup>th</sup> October 2018 along with the Postal Ballot Form and Postage pre-paid Business Reply Envelope to its Equity Shareholders whose names appeared on the Register of members/ list of Beneficial Owners, as received from Karvy Computershare Private Limited as on 28<sup>th</sup> September 2018 ('Cut-off date').
- (ii) The summary of the Notices and forms sent via Speed Post and sent via e-mail to Equity Shareholders as on the cut-off date, are as under: -

S. No.	Particulars	No. of Shareholders	Total No. of Shares
1	Notices and Forms dispatched to the Equity shareholders of the	ě.	
	Company by Post.	13334	1,38,60,205
2	Notices and Forms sent to Equity		
	Shareholders through Email.	30825	18,48,81,627
	Total	44159	19,87,41,832

- (iii) The Shareholders of the Company had an option to vote either through the Postal Ballot form or through electronic voting ('remote e-voting') facility, to cast their votes on the designated website 'https://evoting.karvy.com' via Karvy Computershare Private Limited (hereinafter referred to as the "Karvy").
- (iv) I had monitored the process of remote e-voting through Scrutinizer's secured link provided by Karvy on the designated website.
- (v) The remote e-voting period commenced on 16<sup>th</sup> October 2018 (09:00 AM) and closed on 14<sup>th</sup> November 2018 (05:00 PM).
- (vi) All Postal Ballot forms received up to 11<sup>th</sup> November 2018 at 5:00 p.m. (IST) the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.
- (vii) Particulars of all the Postal Ballot forms received from the Equity Shareholders have been entered in a Register separately maintained for the purpose. Similarly votes cast through remote e-voting have also been recorded in the register maintained for this purpose.
- (viii) The Postal Ballot forms were kept in my safe custody before commencing the scrutiny of such Postal Ballot forms.



- (ix) The Postal Ballot forms were duly opened in my presence and the ballot papers were diligently scrutinized and the Ballot forms were reconciled with the records maintained by the Company/ Registrar and Share Transfer Agents of the Company and the authorizations/ proxies lodged with the Company by the Equity shareholders as on cut-off date 28<sup>th</sup> September 2018.
- (x) There was one (1) Postal Ballot form, which was incomplete or defective or defaced or invalid.
- (xi) The Tribunal convened meeting of the Equity Shareholders of JTEKT India Limited was held on Thursday, 15<sup>th</sup> November 2018 at Sri Sathya Sai International Centre, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, New Delhi -110003 at 02:00 pm.
- (xii) After the time fixed for closing of the poll by the Chairman, 01 (One) ballot box kept for polling was locked in my presence.
- (xiii) The locked ballot box was subsequently opened in my presence and in presence of following two witnesses:
  - 1. Mr. Sanjay Kathpal S/o Mr. Roshan Lal Kathpal Resident of 28/125, Wst Patel Nagar, New Delhi 110008.
  - 2. Mr. Gagan Kumar S/o Satish Kumar Resident of 1/6177-A, East Rohtash Nagar, Shahdara, Delhi 110032.

and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.

(xiv) Twenty Three (23) numbers of Poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

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#### I submit the result as under:-

Category	Mode of	No. of shares	No. of votes	% of Votes	No. of Votes –	No. of	% of Votes	% of Votes
	Voting	held (1)	polled (2)	Polled on outstanding shares (3)=[(2)/(1)]* 100	in favour (4)	Votes – against (5)	in favour on votes poiled (6)=[(4)/(2)] *100	against on votes polled (7)=[(5)/(2)] *100
Promoter	E-Voting	13,76,21,374	13,76,21,374	100.0000	13,76,21,374	, 0	100.0000	0.0000
and Promoter	Poll		0	0.0000	0	0	0.0000	0.0000
Group	Postal Ballot (if applicab le)		0	0.0000	0	0	0.0000	0.0000
	Total		13,76,21,374	100.0000	13,76,21,374	0	100.0000	0.0000
Public-	E-Voting	1,25,89,842	66,15,098	52.5431	66,15,098	0	100.0000	0.0000
Institutions	Poll		0	0.0000	. 0	0	0.0000	0.0000
	Postal Ballot (if applicab le)		0	0.0000	0	0	0.0000	0.0000
	Total		66,15,098	52.5431	66,15,098	0	100.0000	0.0000
Public- Non	E-Voting	4,85,30,616	17,00,515	3,5040	17,00,515	0	100.0000	0.0000
Institutions	Poll		61,132	0.1260	60,624	508	99.1690	0.8309
	Postal Ballot (if applicab le)		1,01,769	0.2097	1,01,721	, 48	99.9528	0.0471
	Total		18,63,416	3.8397	18,62,860	556	99.9702	0.0298
	Total	19,87,41,832	14,60,99,888	73.5124	14,60,99,332	556	99.9996	0.0004

The Poll/ Ballot papers and all other relevant records were sealed and handed over to the Mr. Sudhir Chopra, Director (Corporate Affairs) & Company Secretary of the Company, authorized by the Board for safe keeping.

CA Gurdev Bassi

Membership No.: 092009 Scrutinizer appointed for

The Tribunal convened meeting

Place: New Delhi

Dated: 15<sup>th</sup> November, 2018

# CA GURDEV BASSI

Head Office SCO 80-81, 2<sup>nd</sup> Floor, Sector 17-C Chandigarh 160017 Mobile - 9357052828

# FORM NO. MGT-13 REPORT OF SCRUTINIZER(S)

[Pursuant to section 109 of the Companies Act, 2013 and rule 21 (2) of the Companies (Management and Administration) Rules, 2014]

To Ms. Suruchi Aggarwal, Advocate, Supreme Court Chairperson appointed by National Company Law Tribunal, Principal Bench at New Delhi

Meeting of the Secured Creditors of JTEKT India Limited held on Thursday, the 15<sup>th</sup> day of November, 2018 at 03:30 p.m. at Sri Sathya Sai International Centre, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, New Delhi -110003 pursuant to the order dated 25<sup>th</sup> September 2018 of the National Company Law Tribunal, Principal Bench at New Delhi.

Hon'ble Chairperson,

I, Gurdev Bassi, Chartered Accountant in whole time practice, have been appointed by the National Company Law Tribunal, Principal Bench at New Delhi as the Scrutinizer for the purpose of the Voting of the Secured Creditors (through Postal Ballot and voting through Poll process at the meeting) on the below mentioned resolution:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013, other applicable enactments, rules, regulations and guidelines, Memorandum and Articles of Association of the Company and subject to the sanction by the National Company Law Tribunal, Principal Bench at New Delhi ("NCLT"/"Tribunal") and subject to other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the NCLT, the approval of the Secured Creditors of the Company be and is hereby accorded to the proposed Scheme of Amalgamation between JTEKT Sona Automotive India Limited And JTEKT India Limited And their respective shareholders and creditors (the "Scheme").

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangements embodied in the Scheme and to accept such modifications, amendments, limitations and conditions, if any, which may be required and/or imposed by the NCLT and/or any other authority(ies) while sanctioning the Scheme or by any authority under the law, or as may be required for the purpose of resolving any doubt or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."



#### I submit my Report as under:

- (i) The Company completed dispatch of aforesaid Notice to Secured Creditors on 13<sup>th</sup> October 2018 along with the Postal Ballot Form and Postage pre-paid Business Reply Envelope to its Secured Creditors whose names appeared in the records of the Company as on 31<sup>st</sup> August 2018 ('Cut-off date').
- (ii) The summary of the Notices and forms sent via Speed Post to the Secured Creditors are as under: -

S. No.	Particulars	No. of Secured Creditors	Amount (INR)
1	Notices and Forms dispatched to the Secured Creditors of the		
	Company.	07	195,49,40, <b>1</b> 52
	Total	- 07	195,49,40,152

- (iii) The Secured Creditors of the Company also had an option to vote through the Postal Ballot form.
- (iv) No Postal Ballot has been received.
- (v) No Ballot forms were incomplete or defective or defaced or invalid.
- (vi) The Tribunal convened meeting of the Secured Creditors of JTEKT India Limited was held on Thursday, 15<sup>th</sup> day of November, 2018 at 03:30 PM at Sri Sathya Sai International Centre, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, New Delhi -110003.
- (vii) After the time fixed for closing of the poll by the Chairman, 01 (*One*) ballot box kept for polling was locked in my presence.
- (viii) The locked ballot box was subsequently opened in my presence and in presence of following two witnesses:
  - Mr. Raghvendra Kumar S/o K C Prasad Working for gains at Standard Chartered Bank, 7-A, Cyber City, Gurgaon – 122001.
  - 2. Mr. Samir Mahajan S/o Sunil Mahajan working for gains at IDFC Bank, One Horizon Centre, Gurgaon 122 001..

and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations lodged with the Company.



I submit the result as under:-

# i. Voted in favour of the resolution:

Mode of Voting	Number of Secured Creditor voted	No. of votes cast by Secured Creditors (In Rs.)	% of total number of Secured Creditors who voted	% of total number of valid votes cast
Poll	06	1782396417	100%	100%
Postal Ballot	NIL	NIL	<u>-</u>	-
Total	06	1782396417	100%	100%

### ii. Voted against the resolution:

Mode of Voting	Number of Secured Creditor voted	No. of votes cast by Secured Creditors (In Rs.)	% of total number of Secured Creditors who voted	% of total number of valid votes cast
Poll	NIL	NIL	*	
Postal Ballot	NIL	NIL	1 S/ US	-
Total	NIL	NIL	-	000

#### iii. Invalid votes:

Mode of Voting	Total number of Secured Creditors whose votes were declared invalid	Total number of votes cast by them
Poli	N/L	NIL
Postal Ballot	NIL	NIL
Total	NIL	NJL

The Poll/ Ballot papers and all other relevant records were sealed and handed over to the *Authorized* Representative of the Company.

CA Gurdev Bassi

Membership No.: 092009 Scrutinizer appointed for

The Tribunal convened meeting

Place: New Delhi

Dated: 15th November, 2018

# CA GURDEV BASSI

Head Office SCO 80-81, 2nd Floor, Sector 17-C Chandigarh 160017 Mobile - 9357052828

# FORM NO. MGT-13 REPORT OF SCRUTINIZER(S)

[Pursuant to section 109 of the Companies Act, 2013 and rule 21 (2) of the Companies (Management and Administration) Rules, 2014]

To Ms. Suruchi Aggarwal, Advocate, Supreme Court Chairperson appointed by National Company Law Tribunal, Principal Bench at New Delhi

Meeting of the Unsecured Creditors of JTEKT India Limited held on Thursday, the 15<sup>th</sup> day of November, 2018 at 04:30 p.m. at Sri Sathya Sai International Centre, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, New Delhi -110003 pursuant to the order dated 25<sup>th</sup> September 2018 of the National Company Law Tribunal, Principal Bench at New Delhi.

Hon'ble Chairperson,

I, Gurdev Bassi, Chartered Accountant in whole time practice, have been appointed by the National Company Law Tribunal, Principal Bench at New Delhi as the Scrutinizer for the purpose of the Voting of the Unsecured Creditors (through Postal Ballot and voting through Poll process at the meeting) on the below mentioned resolution:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013, other applicable enactments, rules, regulations and guidelines, Memorandum and Articles of Association of the Company and subject to the sanction by the National Company Law Tribunal, Principal Bench at New Delhi ("NCLT"/"Tribunal") and subject to other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the NCLT, the approval of the Unsecured Creditors of the Company be and is hereby accorded to the proposed Scheme of Amalgamation between JTEKT Sona Automotive India Limited And JTEKT India Limited And their respective shareholders and creditors (the "Scheme").

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangements embodied in the Scheme and to accept such modifications, amendments, limitations and conditions, if any, which may be required and/or imposed by the NCLT and/or any other authority(ies) while sanctioning the Scheme or by any authority under the law, or as may be required for the purpose of resolving any doubt or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."



#### I submit my Report as under:

- i. The Company completed dispatch of aforesaid Notice to Unsecured Creditors on 13<sup>th</sup> October 2018 along with the Postal Ballot Form and Postage pre-paid Business Reply Envelope to its Unsecured Creditors, whose names appeared in the records of the Company as on 31<sup>st</sup> August 2018 ('Cut-off date').
- ii. The summary of the Notices and forms sent via Speed Post to the Unsecured Creditors are as under: -

S. No.	Particulars	No. of Unsecured Creditors	Amount (INR)
1	Notices and Forms dispatched to the Unsecured Creditors of the		
	Company.	835	125,22,25,012
	Total	835	125,22,25,012

- The Unsecured Creditor of the Company also had an option to vote through the Postal Ballot form.
- iv. 144 Postal Ballots have been received.
- Particulars of all the Postal Ballot forms received from the Unsecured Creditors
   have been entered in a Register separately maintained for the purpose. The
   Postal Ballot forms were kept in my safe custody before commencing the scrutiny
   of such Postal Ballot forms.
- vi. The Postal Ballot forms were duly opened in my presence and the ballot papers were diligently scrutinized and the Ballot forms were reconciled with the records maintained by the Company as on cut-off date 31st August 2018.
- vii. 01 (One) Ballot form was incomplete or defective or defaced or invalid.
- viii. The Tribunal convened meeting of the Unsecured Creditors of JTEKT India Limited was held on Thursday, 15<sup>th</sup> day of November, 2018 at 04:30 PM at Sri Sathya Sai International Centre, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, New Delhi -110003.



- viii. After the time fixed for closing of the poll by the Chairman, 01 (*One*) ballot box kept for polling was locked in my presence.
- ix. The locked ballot box was subsequently opened in my presence and in presence of following two witnesses:
  - Mr. Navin Sharma S/o R S Sharma Resident of 726, Vikas Kunj, Vikas Puri, Tilak Nagar, Rajouri Garden, West Delhi - 110018.
  - Mr. Avinash Gera S/o Jagan Nath Gera Resident of Plot No. 109, Sector 24, Faridabad.

and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations lodged with the Company.

I submit the result as under:-

#### i. Voted in favour of the resolution:

Mode of Voting	Number of Unsecured Creditor voted	No. of votes cast by Unsecured Creditors (In Rs.)	% of total number of Unsecured Creditors who voted	% of total number of valid votes cast
Poll	09	1172539	100%	100%
Postal Ballot	144	1041579493	100%	100%
Total	153	1042752032	100%	100%

### ii. Voted against the resolution:

Mode of Voting	Number of Unsecured Creditor voted	No. of votes cast by Unsecured Creditors (In Rs.)	% of total number of Unsecured Creditors who voted	% of total number of valid votes cast
Poll	NIL	NIL	38	-
Postal Ballot	NIL	NIL	:=	- H
Total	NIL	- NIL	(94)	-



# iii. Invalid votes:

Mode of Voting	Total number of Unsecured Creditors whose votes were declared invalid	Total number of votes cast by them
Poll	1	3437179
Postal Ballot	NIL	NIL
Total	1	3437179

The Poll/ Ballot papers and all other relevant records were sealed and handed over to the Authorized Representative of the Company.

CA Gurdev Bassi

Membership No.: 092009 Scrutinizer appointed for

The Tribunal convened meeting

Place: New Delhi

Dated: 15th November, 2018