

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



Our milestones are touchstones

**JBMA/SEC/2018-19/
28th August, 2018**

BSE Ltd.

Phiroze Jeejeebhoy Tower,
Dalal Street
Mumbai - 400 001

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

Sub: Voting Results of the meeting of Equity Shareholders of JBM Auto Limited convened and held on Friday, August 24, 2018 as per the directions of the Hon'ble National Company Law Tribunal at New Delhi

Dear Sir / Madam,

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the Voting Results of the meeting of Equity Shareholders of JBM Auto Limited convened and held on Friday, August 24, 2018 as per the directions of the Hon'ble National Company Law Tribunal, New Delhi Bench ("Tribunal").

Further, in terms of the SEBI circular and NCLT order, the scheme is also required to be approved by the majority of Public Shareholders of the Company and accordingly, voting by the Public Shareholders of the Company has been carried out through (i) postal ballot; and (ii) e-voting, to the scheme.

As per regulation 44(3) of SEBI (listing Obligations and Disclosures Requirements) Regulations, 2015, please find enclosed, the following disclosures:

- a. **In terms of the Companies Act, 2013 and NCLT order** – Voting results of equity shareholders along with Scrutinizers Report dated 28.08.2018 – **Annexure – 1.**
- b. **In terms of SEBI circular** – Voting results of Public Shareholders, along with Scrutinizers Report 28.08.2018 - **Annexure-2.**

We request you to take the same on record.

Thanking you,
Yours faithfully
For JBM Auto Ltd.


Vivek Gupta
Chief Financial Officer
& Company Secretary



Encl. : as above

Works:

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, Ahemdabad - 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

Details of Poll at National Company Law Tribunal, New Delhi Bench convened meeting of equity shareholders, e-voting and Postal Ballot as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

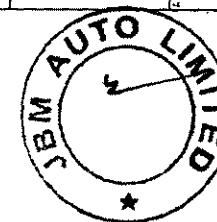
Date of the Tribunal convened meeting	Friday, 24 th August, 2018
Total number of shareholders on record date: (i.e. the Cut-off date for determining Shareholders entitled to e-voting -31.03.2018)	19614
No. of Shareholders present in the meeting in person or through proxy:	
- Promoters and Promoter Group:	1
- Public:	423
No. of Shareholders attended the meeting through Video Conferencing:	
- Promoters and Promoter Group:	Not applicable
- Public:	Not applicable
Whether Promoter/promoter group are interested in the agenda / resolution	Yes

Resolution 1: Special Resolution

Approval of the Scheme of Amalgamation between JBM Auto System Private Limited and JBM MA Automotive Private Limited ("Transferor Companies") and JBM Auto Limited ("Transferee Company") and their respective shareholders and creditors.

Category	Mode of Voting	No. of shares held(1)	No. of votes polled(2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes In favor(4)	No. of Vote against (5)	% of Votes in favor on votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Promoter And Promoter Group	E-voting	25275199	33815	0.134	33815	0.000	0.134	0.000
	Poll				0.000	0.000	0.000	0.000
	Postal Ballot				0.000	0.000	0.000	0.000
	Total				33815	0.134	33815	0.000
Public – institutions	E- voting	370353	109063	29.448	109063	0.000	100.000	0.000
	Poll		0.000	0.000	0.000	0.000	0.000	
	Postal Ballot		0.000	0.000	0.000	0.000	0.000	
	Total		109063	29.448	109063	0.000	100.00	0.000
Public Non – institutions	E- voting	15149812	8051051	53.143	8050725	326	99.996	0.004
	Poll		4440	0.029	4440	0.000	100.000	0.000
	Postal Ballot		1415	0.009	1415	0.000	100.000	0.000
	Total		8056906	53.181	8056580	326	99.996	0.004
Total		40795364	8199784	20.099	8199458	326	99.996	0.004

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



Details of Poll at National Company Law Tribunal, New Delhi Bench convened meeting of equity shareholders, e-voting and Postal Ballot as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

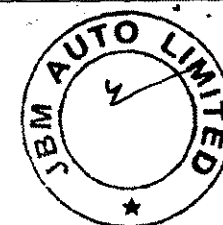
Date of the Tribunal convened meeting	Friday, 24 th August, 2018
Total number of shareholders on record date: (i.e. the Cut-off date for determining Shareholders entitled to e-voting -31.03.2018)	19614
No. of Shareholders present in the meeting in person or through proxy:	
- Promoters and Promoter Group:	0
- Public:	423
No. of Shareholders attended the meeting through Video Conferencing:	
- Promoters and Promoter Group:	Not applicable
- Public:	
Whether Promoter/promoter group are interested in the agenda / resolution	Yes

Resolution 1: Special Resolution

Approval of the Scheme of Amalgamation between JBM Auto System Private Limited and JBM MA Automotive Private Limited ("Transferor Companies") and JBM Auto Limited ("Transferee Company") and their respective shareholders and creditors.

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Promoter And Promoter Group	E-voting	25275199	0.000	0.000	0.000	0.000	0.000	0.000
	Poll				0.000	0.000	0.000	0.000
	Postal Ballot				0.000	0.000	0.000	0.000
	Total				0.000	0.000	0.000	0.000
Public – institutions	E- voting	370353	109063	29.448	109063	0.000	100.000	0.000
	Poll				0.000	0.000	0.000	0.000
	Postal Ballot				0.000	0.000	0.000	0.000
	Total				109063	29.448	109063	0.000
Public Non – institutions	E- voting	15149812	8051051	53.143	8050725	326	99.996	0.004
	Poll				4440	0.000	100.000	0.000
	Postal Ballot				1415	0.000	100.000	0.000
	Total				8056906	53.181	8056580	326
Total		40795364	8165969	20.017	8165643	326	99.996	0.004

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



**Amitabh S. & Associates
Company Secretaries**

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Noida Uttar Pradesh-201301
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Email: singh_amitaabh20013@yahoo.com
PAN: AZSPS1072K
GSTIN: 09AZSPS1072K1ZN

CONSOLIDATED SCRUTINIZER'S REPORT

To,

Ms. Priyanka Kakkar

Chairperson appointed by the Hon'ble National Company Law Tribunal, New Delhi


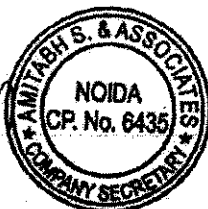
for the NCLT convened meeting of the Equity Shareholders of

JBM Auto Limited (CIN: L74899DL1996PLC083073)

Respected Ma'am,

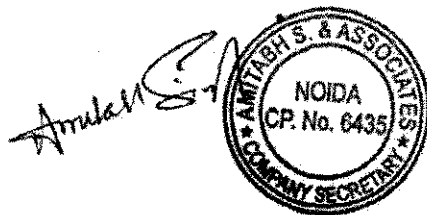
Sub: Consolidated Scrutinizer's Report on the results of voting by way of Postal Ballot, remote e-voting and ballot paper at the venue of NCLT Convened Meeting of the Equity Shareholders of JBM Auto Limited held on Friday, August 24, 2018 at 04.30 PM at Dr. S. Radhakrishnan Auditorium, Kendriya Vidyalaya, Delhi Cantt-110010 conducted as per the directions issued by New Delhi Bench of Hon'ble National Company Law Tribunal ("the Tribunal") vide its orders dated July 04, 2018 and July 12, 2018 in C.A. (CAA)-109(ND)/2018 read with C.A. (CAA)-173/C-III(ND)/2018

I, Amitabh Singh, Proprietor of M/s Amitabh S. & Associates, Practicing Company Secretaries having office at 408 A, Ocean Plaza, Sector-18, Noida-201301, was appointed as Scrutinizer for the purpose of scrutinizing the voting process i.e. voting through Postal Ballot, remote e-voting and ballot paper at the venue of NCLT Convened Meeting, on the resolution mentioned in the Notice dated July 23, 2018 for the meeting of Equity Shareholders of JBM Auto Limited ("the Company") as per the directions issued by the Tribunal vide its orders dated July 04, 2018 and July 12, 2018 ("the NCLT orders").

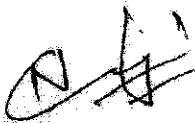
I submit my report as under:-

1. The meeting was scheduled at 4:30 P.M. but due to want of quorum, it was adjourned for half an hour and resumed at 05:00 P.M.
2. The notice of the NCLT Convened meeting along with statement setting out material facts under Section 230(3) r/w Section 102 and other applicable provisions of the Companies Act, 2013, were sent to all equity shareholders of the Company whose names were appearing in Register of Members/ List of beneficial owners maintained by the Company/ Depositories as on "cut-off date" i.e. March 31, 2018, in accordance with the directions issued in the NCLT orders.
3. In terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended upto date, Secretarial Standard-2 on General Meeting and as per the directions issued by the Tribunal in NCLT orders, the Company provided equity shareholders with the facility to cast their vote by way of postal ballot or by way of remote voting or by way of ballot paper at the venue of NCLT Convened Meeting.
4. The equity shareholders of the Company holding shares as on the "cut-off date" i.e. March 31, 2018, were entitled to vote on the resolution contained in the Notice of NCLT Convened Meeting and accordingly, their voting rights have been reckoned in proportion to their share in the total amount of equity paid-up share capital of the Company i.e. 1 vote for 1 share, as on cut-off date. The total paid up Equity Share Capital of the Company as on cut-off date was Rs. 20,39,76,820/- (Rupees Twenty Crore Thirty Nine Lakh Seventy Six Thousand Eight Hundred Twenty only) divided into 4,07,95,364 (Four Crore Seven Lakh Ninety Five Thousand Three Hundred Sixty Four) equity shares of Rs. 5/- (Rupees Five only) each.
5. The voting period for remote e-voting and postal ballot was commenced on Wednesday, July 25, 2018 at 09:00 A.M. and ended on Thursday, August 23, 2018 at 05:00 P.M. The e-



voting platform has been provided by National Securities Depositories Limited ("NSDL") through its designated website i.e. <https://www.evoting.nsdl.com>.

6. At the NCLT Convened Meeting and as per directions of the Chairperson appointed by the Tribunal, voting through ballot paper was conducted at the meeting. 2 (Two) ballot boxes was kept for voting through ballot paper and the ballot boxes were locked in my presence.
7. After the completion of voting through ballot paper at the NCLT Convened Meeting, the ballot boxes were opened in my presence and ballot papers were diligently scrutinized. Thereafter, ballot papers were reconciled with the records maintained by the Company and/ or Registrar and Transfer Agents of the Company and authorizations/ proxies etc. lodged with the Company.
8. The ballot papers, which were incomplete and/ or which were otherwise found defective and/ or where details of any equity shareholder did not matched with the records maintained by the Company and/ or Registrar and Transfer Agent of the Company, have been treated as invalid and were kept separately.
9. Thereafter, the votes cast through remote e-voting were unblocked after completion of voting at the NCLT Convened Meeting in the presence of two witnesses, Neeraj Arora and Deepak Rawat who were not in the employment of the Company. They have signed below in confirmation of the votes being unlocked in their presence.

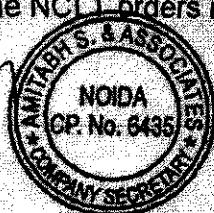
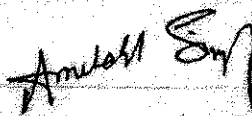


Neeraj Arora



Deepak Rawat

10. The Management of the Company is responsible to ensure the compliance with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 read rules made thereunder, Secretarial Standard-2 on General Meeting and the NCLT orders in relation to voting by Postal Ballot, remote e-voting



and voting by way of ballot paper at the NCLT Convened Meeting on the proposed resolution.

11. The summary of voting by equity shareholders through Postal Ballot, remote e-voting and voting by way of ballot paper conducted at the NCLT Convened Meeting is as under:

Resolution- Approval of Scheme of Amalgamation between JBM Auto System Private Limited and JBM MA Automotive Private Limited ("Transferor Companies") and JBM Auto Limited ("Transferee Company") and their respective shareholders and creditors.

Particulars	Number of Valid Votes				Percentage
	Postal Ballot	Remote e-voting	Ballot paper voting at NCLT Convened Meeting	Total	
Assent	1,415	81,93,603	4440	81,99,458	99.9960
Dissent	0	326	0	326	0.0040
Total	1,415	81,93,929	4440	81,99,784	100.0000

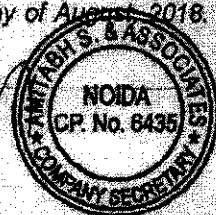
Details of bifurcation of aforesaid voting are given below:

A1. Voting through Postal Ballot

Particulars	No. of voters	No. of Equity Shares held
a) Total votes received	79	1,551
b) Less: Invalid Votes*	57	136
c) Net valid votes cast	22	1,415
d) Votes with assent	22	1,415
e) Votes with dissent	0	0

* Postal ballot forms from 57 (Fifty Seven) equity shareholders holding 136 (One Hundred Thirty Six) equity shares in aggregate have been received after last date and time fixed by the Company for the receipt of the same i.e. 05:00 PM on 23rd day of August, 2018. Hence, such postal ballot forms have been considered as invalid.

Amul



A2. Voting through remote e-Voting

Particulars	No. of voters	No. of Equity Shares held
a) Total votes received	133	81,93,929
b) Less: Invalid Votes	0	0
c) Net valid votes cast	133	81,93,929
d) Votes with assent	127	81,93,603
e) Votes with dissent	6	326

A3. Voting through ballot Paper at the NCLT Convened Meeting

No. of equity Shareholders attended the meeting	Particulars	No. of voters	No. of Equity Shares held
423 [#]	a) Total votes received	121	4,738
	b) Less: Invalid Votes*	8	298
	c) Net valid votes cast	113	4,440
	d) Votes with assent	113	4,440
	e) Votes with dissent	0	0

*Reason for invalid Votes-

-3 (Three) equity shareholders who voted in the meeting does not hold shares as on cut-off date i.e. March 31, 2018.

-2 (Two) equity shareholders did not mention their Folio No./DP Id No. and Client Id No. in the ballot paper.

-2 (Two) equity shareholders who voted in the meeting already cast their vote via remote e-voting.

-1 (One) equity shareholder voted twice in the meeting via ballot paper.

*there were 302 (Three Hundred and Two) equity shareholders who attended the meeting but did not cast their vote at the meeting.

Based on the above, the above resolution has been passed by equity shareholders with the requisite majority in number and in value.




12. Further, in terms of Securities and Exchange Board of India (SEBI) Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, the Company was also required to seek the approval of its Public Shareholders to Scheme of Amalgamation.

The summary of voting by public shareholders through Postal Ballot, remote e-voting and voting by way of ballot paper conducted at the NCLT Convened Meeting is as under:

Resolution- Approval of Scheme of Amalgamation between JBM Auto System Private Limited and JBM MA Automotive Private Limited ("Transferor Companies") and JBM Auto Limited ("Transferee Company") and their respective shareholders and creditors.

Particulars	For Valid Votes				Percentage
	Postal Ballot	Remote e-voting	Ballot paper voting at NCLT Convened Meeting	Total	
Assent	1,415	81,59,788	4440	81,65,643	99.9960
Dissent	0	326	0	326	0.0040
Total	1,415	81,60,114	4440	81,65,969	100.0000

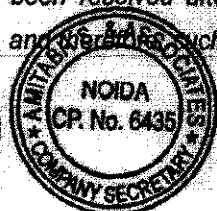
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b) Less: Invalid Votes*	57	136
c) Net valid votes cast	22	1,415
d) Votes with assent	22	1,415
e) Votes with dissent	0	0

* Postal ballot forms from 57 (Fifty Seven) equity shareholders holding 136 (One Hundred Thirty Six) equity shares in aggregate have been received after the 05:00 PM of 23rd day August, 2018 i.e. due date of receiving postal ballot form, and therefore, such postal ballot forms has been considered as invalid.

Amul S



A2. Voting through remote e-Voting*

Particulars	No. of voters	No. of Equity Shares held
a) Total votes received	132	81,60,114
b) Less: Invalid Votes	0	0
c) Net valid votes cast	132	81,60,114
d) Votes with assent	126	81,59,788
e) Votes with dissent	6	326

Note: Voting by 1 (One) promoter shareholder i.e Focal Leasing and Credits Limited, holding 33,815 (Thirty Three Thousand Eight Hundred and Fifteen) equity shares has not been considered.

A3. Voting through ballot Paper at the NCLT Convened Meeting

No. of Public Shareholders attended the meeting	Particulars	No. of voters	No. of Equity Shares held
423*	a) Total votes received	121	4,738
	b) Less: Invalid Votes*	8	298
	c) Net valid votes cast	113	4,440
	d) Votes with assent	113	4,440
	e) Votes with dissent	0	0

*Reason for invalid Votes-

-3 (Three) equity shareholders who voted in the meeting does not hold shares as on cut-off date i.e. March 31, 2018.

-2 (Two) equity shareholders did not mention their Folio No./DP Id No. and Client Id No. in the ballot paper.

-2 (Two) equity shareholders who voted in the meeting already cast their vote via remote e-voting.

-1 (One) equity shareholder voted twice in the meeting via ballot paper.

*there were 302 (Three Hundred and Two) public shareholders who attended the meeting but did not cast their vote at the meeting.

Based on the above, the above resolution has been passed by public shareholders with the requisite majority in number and in value.

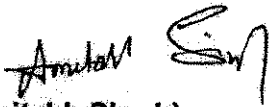



13. The register, relevant papers and other incidental records relating to voting were handed over to the Company Secretary of the Company for safe keeping.

Thanking you,

Yours faithfully,

For AMITABH S. & ASSOCIATES


(Amitabh Singh)

CP No.: FCS 6435

Place: NOIDA

Date: August 28, 2018

