

House No.-23, Basement, Sector-30, Gurugram (Hr.), India-122001  
Mobile: +91 9873347280, Tel: +91-124-2382323/3693773,  
Email: dshukla2007@gmail.com/dshukla.fcs@gmail.com

**REPORT OF SCRUTINIZER**

**The Chairman**  
**JBM Auto Limited**  
CIN: L74899DL1996PLC083073  
Registered office: 601, Hemkunt Chambers,  
89, Nehru Place, New Delhi – 110019

Dear Sir,

The undersigned is pleased to submit the report on the Postal Ballot conducted by **JBM Auto Limited ("the Company")** seeking consent of its members for the Resolutions as set out in the Notice of Postal Ballot dated 30<sup>th</sup> January 2024.

In terms of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, I was appointed as Scrutinizer by the Company on 30<sup>th</sup> January 2024 to scrutinize the postal ballot through e-voting process, for the resolutions as contained in the Notice dated 30<sup>th</sup> January 2024

Further, in terms of Sections 110 and 108 of the Companies Act, 2013 ("the Act"), read with Rules 22 and 20 of the Companies (Management and Administration) Rules 2014 ("the Rules"), including any statutory modifications or re-enactment thereof, for the time being in force, read with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 and the latest being 09/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and pursuant to all other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Secretarial Standards on General Meeting (SS-2) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") and other applicable laws and Regulations, as amended from time to time.

**Members' approval was sought for the following Resolutions**

- A. Re-appointment of Mr. Nishant Arya as Managing Director (Key Managerial Personnel) designated as Vice Chairman and Managing Director of the Company for a period of three (3) years w.e.f. 18th May, 2024 and to fix his remuneration (**Special Resolution**);
- B. Material Related Party Transaction(s) with JBM Ecolife Mobility Private Limited (**Ordinary Resolution**);
- C. Material Related Party Transaction(s) between JBM Electric Vehicles Private Limited and JBM EV Industries Private Limited (**Ordinary Resolution**);

Accordingly, I submit my report as under:-

1. As per Notice dated 30<sup>th</sup> January 2024, the remote e-voting period remained open from Friday, 1<sup>st</sup> March, 2024 (09:00 A.M. IST) till Saturday, 30<sup>th</sup> March 2024 (05:00 P.M. IST) both days inclusive.



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2. The advertisement as stipulated under Sections 110 and 108 read with Rules 20 and 22 of Companies (Management and administration) Rules, 2014 as amended on 19<sup>th</sup> March 2015, were published in Business Standard (Hindi) on 1<sup>st</sup> March 2024 and Business Standard (English) on 1<sup>st</sup> March 2024 in New Delhi edition.
3. The Members holding shares on the "cut-off" date i.e. 23<sup>rd</sup> February 2024 were entitled to vote on the proposed resolutions (item no. 1 to 3 as set out in the Notice of Postal Ballot dated 30<sup>th</sup> January 2024).
4. The Company has informed that, in compliance with the MCA Circulars, the Postal Ballot Notice was sent only by e-mail to all the members, whose names were appearing on the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on Friday, 23<sup>rd</sup> February 2024 (the 'cut-off date') and who had registered their e-mail addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent i.e. MCS Share Transfer Agent Limited ("RTA"). As per the MCA Circulars, physical copies of the Notice, Postal Ballot Form and pre-paid business reply envelopes were not sent to the members for this Postal Ballot. The Company had appointed KFin Technologies Limited, for the purpose of providing remote e-voting facility to all its members.
5. In terms of the aforesaid notice, Members were required to convey their assent or dissent, through e-voting system, on e-voting platform provided by KFin Technologies Limited ("KFintech") from Friday 1<sup>st</sup> March, 2024 (09:00 A.M. IST) till Saturday 30<sup>th</sup> March, 2024 (05:00 P.M. IST) both days inclusive.
6. The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and related Rules/ LODR requirements relating to e-voting through electronic means in respect of the resolutions contained in the Notice sent to Members of the Company.
7. My responsibility as a Scrutinizer for the remote e-voting process is restricted to make a scrutinizer's report of the votes cast "in favor" 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 KFin Technologies Limited through its website <http://evoting.kfintech.com>, the authorized agency to provide the e-voting facilities, engaged by the Company and votes cast through e-voting process.
8. The votes casted through e-voting were unblocked by me in presence of two witnesses at 6:13 P.M. (IST) on 30<sup>th</sup> March 2024 who were not the employees of the Company. They have signed in confirmation of the votes being unblocked in their presence.

Thereafter the details containing, *inter alia*, list of Members, who voted "for" or "against" on each of the resolutions that were put to vote, were generated from the e-voting website of KFin Technologies Limited i.e. website <http://evoting.kfintech.com>



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The reports on the result of the voting through remote e-voting are as under:-

**Resolution No. 1: Special Resolution**

Re-appointment of Mr. Nishant Arya as Managing Director (Key Managerial Personnel) designated as Vice Chairman and Managing Director of the Company for a period of three (3) years w.e.f. 18th May, 2024 and to fix his remuneration.

Particulars	Number of valid votes	Number of invalid votes	Percentage
	Remote E-Voting	E-Voting/ Remote E-voting	
In Favor	9,81,94,465	0	98.148
Against	18,52,836	0	1.852
Total	10,00,47,301	0	100
Number of members who cast their vote	368		

Two (2) members with 130 votes abstained from voting.

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

**Resolution No. 2: Ordinary Resolution**

Material Related Party Transaction(s) with JBM Ecolife Mobility Private Limited.

Particulars	Number of valid votes	Number of invalid votes	Percentage
	Remote E-Voting	E-Voting/Remote E-voting	
In Favor	2,21,70,334	0	99.8478
Against	33,799	0	0.1522
Total	2,22,04,133	0	100
Number of members who cast their vote	355		

Fifteen (15) members with 7,78,43,298 votes abstained from voting.



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

**Resolution No. 3: Ordinary Resolution**

Material Related Party Transaction(s) between JBM Electric Vehicles Private Limited and JBM EV Industries Private Limited


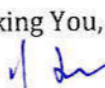
Particulars	Number of valid votes	Number of invalid votes	Percentage
	Remote E-Voting	E-Voting/Remote E-voting	
In Favor	2,21,70,334	0	99.8478
Against	33,799	0	0.1522
<b>Total</b>	<b>2,22,04,133</b>	<b>0</b>	<b>100</b>
Number of members who cast their vote	355		

Fifteen (15) members with 7,78,43,298 votes abstained from voting.

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

9. The e-voting data and all other relevant records have been kept by me and I shall be arranging to hand over the same to the Company Secretary/ Director Authorized by the Board for safe keeping.

Thanking You,



**Dhananjay Shukla**  
**Practicing Company Secretary**  
FCS No. 5886, CP No. 8271  
Scrutinizer  
UDIN: F005886F000009329

Place: Gurugram

Date: 2<sup>nd</sup> April 2024

Enclosures: Annexure "A" to "C"

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Annexure "A"

Resolution Required : (Special)		1.Re-appointment of Mr. Nishant Arya as Managing Director (Key Managerial Personnel) designated as Vice Chairman and Managing Director of the Company for a period of three (3) years w.e.f. 18th May, 2024 and to fix his remuneration						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]* 100	[4]	[5]	[6]=[4]/[2]* 100	[7]=[5]/[2]* 100
Promoter and Promoter Group	E- Voting	7,98,54,143	7,78,43,168	97.4817	7,78,43,168	0	100	0.0000
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>7,78,43,168</b>	<b>97.4817</b>	<b>7,78,43,168</b>	<b>0</b>	<b>100</b>	<b>0.0000</b>
Public Institutions	E- Voting	37,14,418	22,51,549	60.6165	3,99,061	18,52,488	17.7238	82.2761
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>22,51,549</b>	<b>60.6165</b>	<b>3,99,061</b>	<b>18,52,488</b>	<b>17.7238</b>	<b>82.2761</b>
Public Non Institutions	E- Voting	3,46,78,571	1,99,52,584	57.5358	1,99,52,236	348	99.9982	0.0017
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>1,99,52,584</b>	<b>57.5358</b>	<b>1,99,52,236</b>	<b>348</b>	<b>99.9982</b>	<b>0.0017</b>
<b>Total</b>		<b>11,82,47,132</b>	<b>10,00,47,301</b>	<b>84.6086</b>	<b>9,81,94,465</b>	<b>18,52,836</b>	<b>98.1480</b>	<b>1.8520</b>



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Annexure "B"

Resolution Required : (Ordinary)		2. Material Related Party Transaction(s) with JBM Ecolife Mobility Private Limited						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	7,98,54,143.	0	0.0000	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Institutions	E-Voting	37,14,418	22,51,549	60.6165	22,17,974	33,575	98.5088	1.4911
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>22,51,549</b>	<b>60.6165</b>	<b>22,17,974</b>	<b>33,575</b>	<b>98.5088</b>	<b>1.4911</b>
Public Non Institutions	E-Voting	3,46,78,571	1,99,52,584	57.5358	1,99,52,360	224	99.9988	0.0011
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>1,99,52,584</b>	<b>57.54</b>	<b>1,99,52,360</b>	<b>224</b>	<b>99.9988</b>	<b>0.0011</b>
<b>Total</b>		<b>11,82,47,132</b>	<b>2,22,04,133</b>	<b>18.7777</b>	<b>2,21,70,334</b>	<b>33,799</b>	<b>99.8478</b>	<b>0.1522</b>



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"Annexure C"								
Resolution Required : (Ordinary)		3. Material Related Party Transaction(s) between JBM Electric Vehicles Private Limited and JBM EV Industries Private Limited						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mod e of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]} *100	[4]	[5]	[6]={[4]/[2]}* 100	[7]={[5]/[2]}* 100
Promoter and Promoter Group	E-Voting	7,98,54,143	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Institutions	E-Voting	37,14,418	22,51,549	60.6165	22,17,974	33,575	98.5088	1.4911
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>22,51,549</b>	<b>60.6165</b>	<b>22,17,974</b>	<b>33,575</b>	<b>98.5088</b>	<b>1.4911</b>
Public Non Institutions	E-Voting	3,46,78,571	1,99,52,584	57.5358	1,99,52,360	224	99.9988	0.0011
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>1,99,52,584</b>	<b>57.5358</b>	<b>1,99,52,360</b>	<b>224</b>	<b>99.9988</b>	<b>0.0011</b>
<b>Total</b>		<b>11,82,47,132</b>	<b>2,22,04,133</b>	<b>18.7777</b>	<b>2,21,70,334</b>	<b>33,799</b>	<b>99.8478</b>	<b>0.1522</b>

