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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 5th November 2022.

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 5th November 2022 to scrutinize the postal ballot through e-voting process, for the resolutions as contained in the Notice of Postal Ballot dated 5th November 2022.

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 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, No. 39/2020 dated 31st December 2020 10/2021 dated 23rd June 2021, No. 20/2021 dated 8th December, 2021 and No. 03/2022 dated 5th May, 2022 and other relevant Circulars issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars"), 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, in relations to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder issued by the Ministry of Corporate Affairs, Government of India.

Members' approval was sought for the following Resolutions by way of 'Special Resolution'.

- A. Appointment of Mr. Dhiraj Mohan (DIN: 07224934) as Whole Time Director of the Company and
- B. Appointment of Mr. Valipe Ramgopal Rao (DIN: 03279702) as an Independent Director of the Company.



Accordingly, I submit my report as under:-

1. As per Notice dated 5th November 2022, the remote e-voting period remained open from Saturday, 17th December 2022 (09:00 A.M. IST) till Sunday, 15th January 2023 (05:00 P.M. IST) both days inclusive.
2. The advertisement as stipulated under Sections 110 and 108 read with Rules 20 and 22 of Companies (Management and administration) Rules, 2014, were published in Business Standard (Hindi & English) on 17th December 2022 in New Delhi edition.
3. The Members holding shares on the "cut-off" date i.e. 9th December, 2022 were entitled to vote on the proposed resolutions (item no. 1 and 2 as set out in the Notice of Postal Ballot dated 05th November 2022).
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, 9th December, 2022 (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 Private 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 Private Limited ("KFintech") from Saturday, 17th December 2022 (09:00 A.M. IST) till Sunday, 15th January 2023 (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 favour" 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 Private 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 17:16 P.M. (IST) on 15th January, 2023 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 Private Limited i.e. website <http://evoting.kfintech.com>

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

Resolution No. 1: Special Resolution

Appointment of Mr. Dhiraj Mohan (DIN: 07224934) as Whole Time Director of the Company

Particulars	Number of valid votes	Number of invalid votes	Percentage
	Remote E-Voting	Remote E-voting	
In Favour	97,100,624	0	99.8431
Against	152,621	0	0.1569
Total	97,253,245	0	100
Number of members who casted their vote	203	N.A	

Five (05) members with 715 votes abstained themselves from remote e-voting on this resolution.

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

Resolution No. 2: Special Resolution

Appointment of Mr. Valipe Ramgopal Rao (DIN: 03279702) as an Independent Director of the Company

Particulars	Number of valid votes	Number of invalid votes	Percentage
	Remote E-Voting	Remote E-voting	
In Favour	97,252,610	0	99.9993
Against	635	0	0.0007
Total	97,253,245	0	100
Number of members who casted their vote	203	N.A	

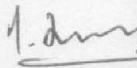
Five (05) members with 715 votes abstained themselves from remote e-voting on this resolution.

Based on the above, the Special 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: F005886D002985896

Place: Gurugram

Date: 16th January 2023

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Dhiraj Mohan (DIN: 07224934) as Whole Time Director of the Company				
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	79854383	76994668	96.4188	76994668	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		79854383	76994668	96.4188	76994668	0	100.0000
Public- Institutions	E-Voting	1796625	151982	8.4593	0	151982	0.0000	100.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		1796625	151982	8.4593	0	151982	0.0000
Public- Non Institutions	E-Voting	36596124	20106595	54.9419	20105956	639	99.9968	0.0032
	Poll							
	Postal Ballot (if applicable)							
	Total		36596124	20106595	54.9419	20105956	639	99.9968
Total		118247132	97253245	82.2458	97100624	152621	99.8431	0.1569
Whether resolution is Pass or Not.							Yes	

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Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Valipe Ramgopal Rao (DIN: 03279702) as an Independent Director of the Company				
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	79854383	76994668	96.4188	76994668	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		79854383	76994668	96.4188	76994668	0	100.0000
Public-Institutions	E-Voting	1796625	151982	8.4593	151982	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		1796625	151982	8.4593	151982	0	100.0000
Public- Non Institutions	E-Voting	36596124	20106595	54.9419	20105960	635	99.9968	0.0032
	Poll							
	Postal Ballot (if applicable)							
	Total		36596124	20106595	54.9419	20105960	635	99.9968
Total		118247132	97253245	82.2458	97252610	635	99.9993	0.0007
Whether resolution is Pass or Not.							Yes	

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