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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 8th December 2021.

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 8th December 2021 to scrutinize the postal ballot through e-voting process, for the resolutions as contained in the Notice dated 8th December 2021.

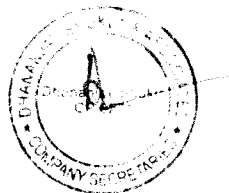
Further, in terms of Sections 110 and 108 of the Companies Act, 2013 ("the Act"), read with rules 22 and 20 of the Companies (Management and Administration) Rules 2014 ("the Rules"), including any statutory modifications or re-enactment thereof, for the time being in force, read with General Circular 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 and 10/2021 dated 23rd June 2021 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 on account of the threat posed by COVID - 19" issued by the Ministry of Corporate Affairs, Government of India.

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

- A. Sub-division of Equity Shares of the Company
- B. Alteration of the Capital Clause of the Memorandum of Association of the Company

Accordingly, I submit my report as under:-

1. As per Notice dated 8th December 2021, the remote e-voting period remained open from Saturday, 18th December 2021 (09:00 A.M. IST) till Sunday, 16th January 2022 (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 as amended on 19th March 2015, were published in Business Standard (Hindi) on 18th December 2021 and Business Standard (English) on 18th December 2021 in New Delhi edition.
3. The Members holding shares on the "cut-off" date i.e. 10th December 2021 were entitled to vote on the proposed resolutions (item no. 1 and 2 as set out in the Notice of Postal Ballot dated 08th December 2021).
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, 10th December 2021 (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, 18th December 2021 (09:00 A.M. IST) till Sunday, 16th January 2022 (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 12:02 P.M. on 17th January 2021 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 of the voting through remote e-voting are as under:-

Resolution No. 1: Ordinary Resolution

Sub-Division of Equity Shares of the Company

Particulars	Number of valid votes	Number of invalid votes	Percentage
	Remote E-Voting	E-Voting/ Remote E-voting	
In Favour	3,88,61,261	0	99.9995
Against	181	0	0.0005
Total	3,88,61,442	0	100.0000
Number of members who cast their vote	280	N.A	

2(Two) members having 127 votes abstained themselves from e -voting.

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

Details of remote e-voting are given in "Annexure – A".

Resolution No. 2: Ordinary Resolution

Alteration of the Capital Clause of the Memorandum of Association of the Company

Particulars	Number of valid votes	Number of invalid votes	Percentage
	Remote E-Voting	E-Voting/Remote E-voting	
In Favour	3,88,60,686	0	99.9995
Against	189	0	0.0005
Total	3,88,60,875	0	100.0000
Number of members who cast their vote	278	N.A	

4 (Four) members having 694 votes abstained themselves from e -voting.



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

Details of remote e-voting are given in "Annexure – B".



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,



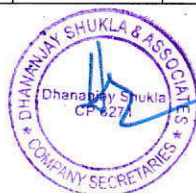
CS Dhananjay Shukla
Practicing Company Secretary
FCS No. 5886, CP No. 8271
Scrutinizer
UDIN: F005886C002200463

Place: Gurugram

Date: 18th January 2022

Details of Postal Ballot through remote e-voting for Resolution No. 1 are as under:

Whether promoter/ promoter group are interested in the agenda/ resolution?		No						
	Mode of Voting	No. of shares held(1)	No. of votes polled(2)	% of votes polled on outstanding shares(3)=[(2)/(1)]*100 (3)	No. of votes in favor(4)	No. of votes 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	31943754	30797868	96.4128	30797868	0	100.00	0.0000
	Postal Ballot	0	0	0	0	0	0	0
	Total	31943754	30797868	96.4128	30797868	0	100.00	0.0000
Public-Institutions	E-voting	563076	24264	4.3092	24264	0	100.00	0.0000
	Postal Ballot	0	0	0	0	0	0	0
	Total	563076	24264	4.3092	24264	0	100.00	0.0000
Public Non-institutions	E-voting	14792023	8039310	54.3490	8039129	181	99.9977	0.0023
	Postal Ballot	0	0	0	0	0	0	0
	Total	14792023	8039310	54.3490	8039129	181	99.9977	0.0023
Total		47298853	38861442	82.1615	38861261	181	99.9995	0.0005



Details of Postal Ballot through remote e-voting for Resolution No. 2 are as under:

Whether promoter/ promoter group are interested in the agenda/ resolution?		No						
	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 votes 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	31943754	30797868	96.4128	30797868	0	100.00	0.0000
	Postal Ballot	0	0	0	0	0	0	0
	Total	31943754	30797868	96.4128	30797868	0	100.00	0.0000
Public-institutions	E-voting	563076	24264	4.3092	24264	0	100.00	0.0000
	Postal Ballot	0	0	0	0	0	0	0
	Total	563076	24264	4.3092	24264	0	100.00	0.0000
Public Non-institutions	E-voting	14792023	8038743	54.3451	8038554	189	99.9976	0.0024
	Postal Ballot	0	0	0	0	0	0	0
	Total	14792023	8038743	54.3451	8038554	189	99.9976	0.0024
Total		47298853	38860875	82.1603	38860686	189	99.9995	0.0005

