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**REPORT OF SCRUTINIZER**  
**(Consolidated Report on Remote E-voting and E-voting at AGM)**

[Pursuant To Section 108 of the Companies Act, 2013 and Rule 20 (xii) of the Companies (Management and Administration) Rules, 2014 as amended on 19<sup>th</sup> March 2015 read with Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 02/2022 issued by the Ministry of Corporate Affairs and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 issued by the Securities and Exchange Board of India ("SEBI") (hereinafter collectively referred to as "the Circulars") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") as amended from time to time.

To,

The Chairman,

26<sup>th</sup> Annual General Meeting ("AGM") of the Members of M/s JBM Auto Limited held on Monday, 26<sup>th</sup> day of September 2022 at 03:30 P.M. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM").

Dear Sir,

I, Dhananjay Shukla, Proprietor of M/s Dhananjay Shukla & Associates, Company Secretaries (FCS No. 5886, CP No. 8271) having office at House No. 23, Sector-30, Gurugram-122001, was appointed as Scrutinizer for the purpose of scrutinizing Remote E-voting process as well as to scrutinize the e-voting (Insta Poll) conducted during the 26<sup>th</sup> AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 02/2022 issued by the Ministry of Corporate Affairs and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 issued by the Securities and Exchange Board of India ("SEBI") (hereinafter collectively referred to as "the Circulars") and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") as amended from time to time, AGM was held through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM").

The Applicable Circulars provide for relaxation in the manner in which the AGM will be held including the manner of sending the Notices and Annual Reports to the shareholders and the manner of voting at the meeting, which was necessitated on account of the outbreak of COVID-19 pandemic.

Accordingly, I submit my report as under:-



1. As per Notice dated 1<sup>st</sup> September, 2022 for convening 26<sup>th</sup> Annual General Meeting, the remote e-voting period remained open from Friday, 23<sup>rd</sup> September, 2022 (9:00 A.M.) to Sunday, 25<sup>th</sup> September, 2022 (5:00 P.M).
2. The advertisement as stipulated under Section 108 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended on 19<sup>th</sup> March 2015, were published in Business standard (Hindi) on 2<sup>nd</sup> September, 2022 and Business standard (English) on 2<sup>nd</sup> September, 2022 in New Delhi edition.





3. The Members holding shares on the "cut-off" date i.e. 19<sup>th</sup> September, 2022 were entitled to vote on the proposed resolutions (item no. 1 to 10 as set out in the Notice of the 26<sup>th</sup> AGM of JBM Auto Limited) by remote e-voting system prior to 26<sup>th</sup> AGM and e-voting during the 26<sup>th</sup> AGM.
4. The total paid up Equity Share Capital of the Company as on "cut off" date i.e. as on 19<sup>th</sup> September, 2022 was Rs. 23,64,94,264.00 (Rupees Twenty Three Crores Sixty Four Lakhs Ninety Four Thousand Two Hundred and Sixty Four) divided into 11,82,47,132 (Eleven Crores Eighty Two Lakhs Forty Seven Thousand One Hundred and Thirty-Two) equity shares of Rs. 2/- (Rupees Two) each.
5. 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 mean and e-voting in respect of the resolutions contained in the Notice sent to Members of the Company.
6. My responsibility as a Scrutinizer for the remote e-voting process and e-voting 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 remote e-voting and e-voting at AGM.
7. The Company had appointed KFin Technologies Private Limited, as the Service Provider, to provide Video Conferencing/OAVM facility for the AGM and the attendant enablers for conducting of the e-AGM.
8. KFin Technologies Private Limited provided a system for recording the votes of the Members, electronically through Remote E-voting as well as E-voting conducted during the AGM on all the items of the business (both Ordinary and Special businesses) sought to be transacted in the 26<sup>th</sup> AGM of the Company, which was held on Monday, 26<sup>th</sup> September, 2022.
9. KFin Technologies Private Limited had set up electronic voting facility on their website, <http://evoting.kfintech.com>. The Company had uploaded all the items of the business to be transacted at the 26<sup>th</sup> AGM on its website and also on the websites of BSE Limited and National Stock Exchange of India Limited (Stock Exchanges where the Equity Shares of the Company are listed), to facilitate their Members to cast their vote through Remote E-Voting.
10. The Chairman of the 26th Annual General Meeting (AGM) "Suo Moto" ordered for e-voting at 03:58 P.M.
11. The e-voting facility was available during the Meeting for 15 minutes i.e. from 03:58 P.M. to 04:13 P.M. for those members who were attending the meeting through video conference but have not cast their votes by availing the remote e-voting facility.
12. The votes cast through e-voting were unblocked in presence of following two witnesses by me at 04.20 P.M. on 26<sup>th</sup> September, 2022 who were not the employees of the Company. They have signed in confirmation of the votes being unblocked in their presence.



Witness No. 1	Witness No. 2
	
Name: Chetanya Kohli Address: Akshardham Appt., pocket-3, Sector-19, Dwarka, New Delhi-110075	Name: Ram Sahay Address: 501, Prayash Smart Bhawan, Rajokri, New Delhi-110038

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 consolidated report on the result of the voting through e-voting system (Insta poll) and remote e-voting are as under:-

**Resolution No. 1: Ordinary Resolution**

To receive, consider and adopt the Audited IND AS Financial Statements (Standalone & Consolidated) of the Company for the financial year ended 31<sup>st</sup> March 2022 together with the reports of the Board of Directors and Auditors thereon:

PARTICULARS	Number of Valid Votes			Number of Invalid votes E-Voting/Remote E-voting	Percentage
	E-Voting at AGM	Remote E-Voting	Total		
In Favour of Resolution	794606	99328640	100123246	0	99.9998
Against the Resolution	2	223	225	0	0.0002
<b>Total</b>	<b>794608</b>	<b>99328863</b>	<b>100123471</b>	<b>0</b>	<b>100</b>
Number of members who cast their vote	8	338	346	N.A	

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

**Resolution No. 2: Ordinary Resolution**

To declare a final dividend of Rupee 1 per equity share for the financial year 2021-22

PARTICULARS	Number of Valid Votes			Number of Invalid votes E-Voting/Remote E-voting	Percentage
	E-Voting at AGM	Remote E-Voting	Total		
In Favour of Resolution	794606	99328626	100123232	0	99.9998
Against the Resolution	2	237	239	0	0.0002
<b>Total</b>	<b>794608</b>	<b>99328863</b>	<b>100123471</b>	<b>0</b>	<b>100</b>
Number of members who cast their vote	8	338	346	N.A	





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

**Resolution No. 3: Ordinary Resolution**

To appoint a Director in place of Mr. Surendra Kumar Arya (DIN: 00004626) who retires by rotation and, being eligible, offers himself for re-appointment.

PARTICULARS	Number of Valid Votes			Number of Invalid votes	Percentage
	E-Voting at AGM	Remote E-Voting	Total	E-Voting/Remote E-voting	
In Favour of Resolution	794606	98183502	98978108	0	99.8470
Against the Resolution	2	151641	151643	0	00.1530
Total	794608	98335143	99129751	0	100
Number of members who cast their vote	8	335	343	NA	

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

In this resolution 3 shareholders having 993720 Equity Shares abstained from voting through remote e-voting. None abstained from voting through Instapoll at AGM.

**Resolution No. 4: Ordinary Resolution**

To appoint M/s R N Marwah & Co. LLP, Chartered Accountants, (Firm Registration No. 001211N/N500019) as statutory auditors of the Company

PARTICULARS	Number of Valid Votes			Number of Invalid votes	Percentage
	E-Voting at AGM	Remote E-Voting	Total	E-Voting/Remote E-voting	
In Favour of Resolution	794606	99328090	100122696	0	99.9992
Against the Resolution	2	773	775	0	0.0008
Total	794608	99328863	100123471	0	100
Number of members who cast their vote	8	338	346	NA	

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



**Resolution No. 5: Ordinary Resolution**

Ratification of remuneration of Cost Auditors for the Financial Year 2022-23

PARTICULARS	Number of Valid Votes			Number of Invalid votes	Percentage
	E-Voting at AGM	Remote E-Voting	Total	E-Voting/Remote E-voting	
In Favour of Resolution	794606	99328080	100122686	0	99.9992
Against the Resolution	2	783	785	0	00.0008
Total	794608	99328863	100123471	0	100
Number of members who cast their vote	8	338	346	NA	

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

**Resolution No. 6: Special Resolution**

To approve and increase in managerial remuneration/commission payable to Mr. Nishant Arya (DIN: 00004954), Vice-Chairman and Managing Director of the Company

PARTICULARS	Number of Valid Votes			Number of Invalid votes	Percentage
	E-Voting at AGM	Remote E-Voting	Total	E-Voting/Remote E-voting	
In Favour of Resolution	794606	98186432	98981038	0	99.8470
Against the Resolution	2	151711	151713	0	0.1530
Total	794608	98338143	99132751	0	100
Number of members who cast their vote	8	336	344	NA	

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

In this resolution 2 shareholders having 990720 Equity Shares abstained from voting through remote e-voting. None abstained from voting through Instapoll at AGM.

**Resolution No. 7: Special Resolution**

Re-appointment of Mrs. Pravin Tripathi (DIN: 06913463) as an Independent Director for a second term of five consecutive years.





PARTICULARS	Number of Valid Votes			Number of Invalid votes	Percentage
	E-Voting at AGM	Remote E-Voting	Total	E-Voting/Remote E-voting	
In Favour of Resolution	794606	99327865	100122471	0	99.9992
Against the Resolution	2	798	800	0	00.0008
Total	794608	993288663	100123271	0	100
Number of members who cast their vote	8	337	345	NA	

Based on the above, the Special Resolution has been passed with requisite majority. In this resolution 1 shareholder having 200 Equity Shares abstained from voting through remote e-voting. None abstained from voting through Instapoll at AGM.

**Resolution No. 8: Special Resolution**

To consider and approve proposal for Issue of Securities in terms of Section 42, 62 and 71 of the Companies Act, 2013.

PARTICULARS	Number of Valid Votes			Number of Invalid votes	Percentage
	E-Voting at AGM	Remote E-Voting	Total	E-Voting/Remote E-voting	
In Favour of Resolution	794606	99327785	100122391	0	99.9989
Against the Resolution	2	1078	1080	0	00.0011
Total	794608	99328863	100123471	0	100
Number of members who cast their vote	8	338	346	NA	

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

**Resolution No. 9: Special Resolution**

To fix the borrowing limits of the Board of Directors of the Company under Section 180(1)(c) of the Companies Act, 2013.

PARTICULARS	Number of Valid Votes			Number of Invalid votes	Percentage
	E-Voting at AGM	Remote E-Voting	Total	E-Voting/Remote E-voting	
In Favour of Resolution	794606	99328605	100123211	0	99.9997
Against the Resolution	2	258	260	0	00.0003
Total	794608	99328863	100123471	0	100
Number of members who cast their vote	8	338	346	NA	



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

**Resolution No. 10: Ordinary Resolution**

To approve the transactions with related parties pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.


PARTICULARS	Number of Valid Votes			Number of Invalid votes	Percentage
	E-Voting at AGM	Remote E-Voting	Total	E-Voting/Remote E-voting	
In Favour of Resolution	498024	294077	792101	20897147	84.0135
Against the Resolution	2	150723	150725	0	15.9865
Total	498026	444800	942826	0	100
Number of members who cast their vote	7	323	330	NA	

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

In this resolution 15 shareholders having 77988143 Equity Shares abstained from voting through remote e-voting and 1 Shareholder having 295355 Equity shares abstained from voting through Instapoll at AGM.

- The E voting data at AGM 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.
- Further I hereby confirm that I am maintaining the relevant records of remote e voting/E voting received from the service provider KFin Technologies Private Limited and it will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 26<sup>th</sup> Annual General meeting and thereafter the same shall be handed over to the company.

Thanking You,

  
**Dhananjay Shukla**  
Practicing Company Secretary  
FCS No. 5886, CP No. 8271  
Scrutinizer  
UDIN: F005886D001058949

Place: Gurugram  
Date: 27<sup>th</sup> September 2022