

REPORT OF SCRUTINIZER

(Consolidated Report on e-voting and Poll)

[Pursuant To Section 108 & 109 of the Companies Act, 2013 and Rule 20 (xii) of the Companies (Management and Administration) Rules, 2014 as amended on 19th March 2015 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities and Exchange Board of India (Listing Obligation and Disclosure requirements) Regulation, 2015 read with SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018]

To,

The Chairman

23rd Annual General Meeting of the Members of M/s JBM Auto Limited held on Saturday, 14th day of September, 2019 at 12:00 Noon at Air Force Auditorium, Subroto Park, New Delhi-110010.

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, Gurgaon-122001, was appointed as Scrutinizer for the purpose of scrutinizing e-voting process held between **09:00 A.M. on 11th September, 2019 to 05.00 P.M. on 13th September, 2019** and **Poll taken** in respect of the resolutions as set out in the Notice of the 23rd Annual General Meeting of the Members of M/s JBM Auto Limited held on **14th September, 2019 at 12:00 Noon** at Air Force Auditorium, Subroto Park, New Delhi-110010.

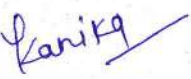

I submit my report as under:-

1. As per Notice dated 12th August 2019 for convening 23rd Annual General Meeting, the e-voting period remained open from Wednesday, 11th September, 2019 from 09.00 A.M till Friday, 13th September, 2019 (upto 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 19th March 2015, were published in Business standard (Hindi) on 24th August, 2019 and Business standard (English) on 24th August, 2019 in New Delhi edition.
3. The Members holding shares on "cut off" date i.e. as on Friday, 6th September, 2019 were entitled to vote on the resolution stated in the Notice of 23rd Annual General Meeting dated 12th August 2019.
4. The total paid up Equity Share Capital of the Company as on "cut off" date i.e. as on Friday, 6th September, 2019 was Rs. 20,39,76,820.00 (Rupees Twenty Crore Thirty Nine Lakhs



Seventy Six Thousand Eight Hundred and Twenty only) divided into 40795364 equity shares of Rs. 5/- (Five only) each.

5. The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to e-voting through electronic means and Poll process in respect of the resolutions contained in the Notice sent to Members of the company.
6. My responsibility as a Scrutinizer for the e-voting process and Poll 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 National Securities Depository Limited (NSDL) through its website www.evoting.nsdl.com, the authorized agency to provide the e-voting facilities, engaged by the company and votes cast through e-voting process and Poll.
7. The Chairman of the 23rd Annual General Meeting (AGM) "Suo Moto" ordered for poll as per Rule 21 of the Companies (Management and Administration) Rule 2014.
8. Two empty ballot boxes were duly locked and sealed in my presence. They were put for collecting ballot papers and polling was declared closed by the Chairman of the meeting at 12.55 P.M.
9. The locked ballot boxes were subsequently opened by me, and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
10. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
11. Thereafter the votes cast through remote e-voting were unblocked after completion of poll at the AGM in presence of following two witnesses by me at 1.53 P.M on 14th September, 2019 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: Kanika Garg Address: RZ 141, Santosh Park, Uttam Nagar, New Delhi 110059	Name: Kunal Meena Address: B-777, 1 st Floor, Palam Vihar, Gurgaon, Haryana 122017

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 National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com

- i) The consolidated result of the remote e-voting and poll taken at AGM 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 year ended 31st March, 2019, together with the reports of the Board of Directors and Auditors thereon.

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 outsta nding 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	25274224	25274224	100	25274224	-	100	-
	Poll		-	-	-	-	-	
	Total	25274224	25274224	100	25274224	-	100	-
Public- instituti ons	E- voting	56128	-	-	-	-	-	-
	Poll		-	-	-	-	-	
	Total	56128	-	-	-	-	-	-
Public Non- instituti ons	E- voting	15465012	8066086	52.16	8066086	-	100	-
	Poll		1241	0.001	1241	-	100	-
	Total	15465012	8067327	52.16	8067327	-	100	-
Total		40795364	33341551	81.73	33341551	-	100	-

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

Resolution No. 2: Ordinary Resolution

To declare dividend on equity shares

Whether promoter/ promoter group are interested in the agenda/ resolution?	NO
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	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	25274224	25274224	100	25274224	-	100	-
	Poll		-	-	-	-	-	-
	Total	25274224	25274224	100	25274224	-	100	-
Public-institutions	E-voting	56128	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total	56128	-	-	-	-	-	-
Public Non-institutions	E-voting	15465012	8066086	52.16	8066086	-	100	-
	Poll		1241	0.001	1241	-	100	-
	Total	15465012	8067327	52.16	8067327	-	100	-
Total		40795364	33341551	81.73	33341551	-	100	-

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

Resolution No. 3: Ordinary Resolution

To appoint Director in place of Mr. Nishant Arya (DIN: 00004954) who retires by rotation and being eligible offers himself for re-appointment.

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	E-voting	25274224	25274224	100	25274224	-	100	-



Promoter Group	Poll		-	-	-	-	-	-
	Total	25274224	25274224	100	25274224	-	100	-
Public-institutions	E-voting	56128	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total	56128	-	-	-	-	-	-
Public Non-institutions	E-voting	15465012	8066086	52.16	8066086	-	100	-
	Poll		1241	0.001	1241	-	100	-
	Total	15465012	8067327	52.16	8067327	-	100	-
Total		40795364	33341551	81.73	33341551	-	100	-

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

Resolution No. 4: Ordinary Resolution

To appoint Mr. Praveen Kumar Tripathi (DIN: 02167497) as an Independent Director.

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	25274224	25274224	100	25274224	-	100	-
	Poll		-	-	-	-	-	
	Total	25274224	25274224	100	25274224	-	100	-
Public-institutions	E-voting	56128	-	-	-	-	-	-
	Poll		-	-	-	-	-	
	Total	56128	-	-	-	-	-	-
Public Non-institutions	E-voting	15465012	8066086	52.16	8066086	-	100	-
	Poll		1241	0.001	1241	-	100	-
	Total	15465012	8067327	52.16	8067327	-	100	-



Total		40795364	33341551	81.73	33341551	-	100	-
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Based on the above, the Ordinary Resolution has been passed with requisite majority.

Resolution No. 5: Special Resolution

To re-appoint Mr. Mahesh Kumar Aggarwal (DIN: 00004982) as an Independent Director for a second term of 5 consecutive years.

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 outsta nding 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	25274224	25274224	100	25274224	-	100	-
	Poll		-	-	-	-	-	
	Total	25274224	25274224	100	25274224	-	100	-
Public- institio ns	E- voting	56128	-	-	-	-	-	-
	Poll		-	-	-	-	-	
	Total	56128	-	-	-	-	-	-
Public Non- institio ns	E- voting	15465012	8066086	52.16	8066086	-	100	-
	Poll		1241	0.001	1241	-	100	-
	Total	15465012	8067327	52.16	8067327	-	100	-
Total		40795364	33341551	81.73	33341551	-	100	-

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

Resolution No. 6: Special Resolution

To consider and approve the issue of securities.

Whether promoter/ promoter group are interested in the	NO
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agenda/ resolution?								
	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	25274224	25274224	100	25274224	-	100	-
	Poll		-	-	-	-	-	-
	Total	25274224	25274224	100	25274224	-	100	-
Public-institutions	E-voting	56128	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total	56128	-	-	-	-	-	-
Public Non-institutions	E-voting	15465012	8066086	52.16	8066086	-	100	-
	Poll		1241	0.001	1241	-	100	-
	Total	15465012	8067327	52.16	8067327	-	100	-
Total		40795364	33341551	81.73	33341551	-	100	-

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

Resolution No. 7: Special Resolution

To consider and approve the alteration in 'the Seal Clause' of the Articles of Association of the Company.

Whether promoter/promoter group are interested in the agenda/ resolution?								
	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	E-voting	25274224	25274224	100	25274224	-	100	-



Promoter Group	Poll		-	-	-	-	-	-
	Total	25274224	25274224	100	25274224	-	100	-
Public-institutions	E-voting	56128	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total	56128	-	-	-	-	-	-
Public Non-institutions	E-voting	15465012	8066086	52.16	8066086	-	100	-
	Poll		1241	0.001	1241	-	100	-
	Total	15465012	8067327	52.16	8067327	-	100	-
Total		40795364	33341551	81.73	33341551	-	100	-

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

13. The poll papers and all other relevant records for poll have been sealed and I shall be arranging to hand over the same to the Company Secretary/Director Authorized by the Board for safe keeping.

14. Further I hereby confirm that I am maintaining the relevant records of electronic voting as received from the service provider (NSDL) and it will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 23rd Annual General meeting and thereafter the same shall be handed over to the company.

Thanking You,




Dhananjay Shukla

Proprietor
FCS No. 5886, CP No. 8271
Scrutinizer

Place: Gurgaon

Date: 16th September 2019