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REPORT OF SCRUTINIZER

(Consolidated Report on Remote E-voting and E-voting)

[Pursuant To Section 108 of the Companies Act, 2013 and Rule 20 (xii) of the Companies (Management and Administration) Rules, 2014 as amended on 19th March 2015 read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and 20/2020 dated May 5, 2020 issued by Ministry of Corporate Affairs and Regulation 44 of Securities and Exchange Board of India (Listing Obligation and Disclosure requirements) Regulation, 2015 ("LODR") read with SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, read with Circular dated May 12, 2020]

To,

The Chairman

24th Annual General Meeting (AGM) of the Members of M/s JBM Auto Limited held on Saturday, 12th day of December 2020 at 10:30 A.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, Gurgaon-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 24th 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 dated April 8, 2020, 17/2020 dated April 13, 2020 and 20/2020 dated May 5, 2020 issued by Ministry of Corporate Affairs and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular dated May 12, 2020, 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:-

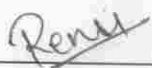
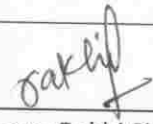
1. As per Notice dated 12th September 2020 for convening 24th Annual General Meeting, the remote e-voting period remained open from Wednesday, 9th December 2020 (9:00 A.M) to Friday, 11th December 2020 (5:00 P.M).
2. The advertisement as stipulated under Section 108 read with Rule 20 of Companies (Management and administration) Rules, 2014 as amended on 19th March 2015, were published in Business



standard (Hindi) on 19th November 2020 and Business standard (English) on 19th November 2020 in New Delhi edition.

3. The Members holding shares on the "cut-off" date i.e. 4th December 2020 were entitled to vote on the proposed resolutions (item no. 1 to 6 as set out in the Notice of the 24th AGM of JBM Auto Limited) by remote e-voting system prior to 24th AGM and e-voting (Insta poll) during the 24th AGM.
4. The total paid up Equity Share Capital of the Company as on "cut off" date i.e. as on 4th December 2020 was Rs. 23,64,94,265.00(Rupees Twenty Three Crores Sixty Four Lakhs Ninety Four Thousand Two Hundred and Sixty Five) divided into 4,72,98,853(Four Crores Seventy Two Lakhs Ninety-Eight Thousand Eight Hundred and Fifty-Three) equity shares of Rs. 5/- (Rupees Five) 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 means and e-voting (insta poll) 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 (insta poll)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 at <https://evoting.karvy.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 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 (Insta Poll) conducted during the AGM on all the items of the business (both Ordinary and Special businesses) sought to be transacted in the 24th AGM of the Company, which was held on Saturday, December 12, 2020.
9. KFin technologies Private Limited had set up electronic voting facility at <https://evoting.karvy.com>. The Company had uploaded all the items of the business to be transacted at the 24th AGM on its and on the website of KFin Technologies Private Limited 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 24th Annual General Meeting (AGM) "Suo Moto" ordered for e-voting (instapoll) at 11.10 A.M.
11. The e-voting (instapoll) facility was available during the Meeting for 15 minutes i.e. from 11:10 A.M. to 11:25 A.M. for those members who were attending the meeting through video conference but have not casted their votes by availing the remote e-voting facility.
12. The votes casted through e-voting were unblocked in presence of following two witnesses by me at 11.55 A.M. on 12th December 2020 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: Renu Choudhary Address: B-101, Shri Niwas Nagar, Opposite Road No. 6, V.K.I.A., Jaipur (Raj)-302013	 Name: Rakhi Singhal Address: Ward No. 15, Lekhram Puranchand, Main Bazaar, Bhadra (Raj.)-335501

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 as mentioned above.

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 year ended 31st March, 2020, together with the reports of the Board of Directors and Auditors thereon:

PARTICULARS	Number of Valid Votes			Number of Invalid votes	Percentage
	E-Voting (Insta Poll) at AGM	Remote E-Voting	Total	E-Voting/Remote E-voting	
In Favour	789	40236678	40237467	0	100.00
Against	1	0	1	0	0.0000
Total	790	40236678	40237468	0	100.00
Number of members who cast their vote	35	284	319		NA

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

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

Resolution No. 2: Ordinary Resolution

To declare dividend on equity shares @35% i.e Rs.1.75 per equity share

PARTICULARS	Number of Valid Votes			Number of Invalid votes	Percentage
	E-Voting (Insta Poll) at AGM	Remote E-Voting	Total	E-Voting/Remote E-voting	
In Favour	789	40236678	40237467	0	100.00



Against	1	0	1	0	0.0000
Total	790	40236678	40237468	0	100.00
Number of members who cast their vote	35	284	319	NA	

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

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

Resolution No. 3: Ordinary Resolution

To Appoint Mr. Surendra Kumar Arya (DIN: 00004626) who retires by rotation and being eligible offered himself for re-appointment.

PARTICULARS	Number of Valid Votes			Number of Invalid votes	Percentage
	E-Voting (Insta Poll) at AGM	Remote E-Voting	Total	E-Voting/Remote E-voting	
In Favour	789	40236577	40237366	0	99.9997
Against	1	101	102	0	0.0003
Total	790	40236678	40237468	0	100.00
Number of members who cast their vote	35	284	319	NA	

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

Details of e-voting at AGM & remote e-voting are given in "Annexure – C".

Resolution No. 4: Special Resolution

To re-appoint Mr. SandipSanyal (DIN: 07186909), as Whole Time Director and to be designated as an "Executive Director" for a period of 1 (One) year.

PARTICULARS	Number of Valid Votes			Number of Invalid votes	Percentage
	E-Voting (Insta Poll) at AGM	Remote E-Voting	Total	E-Voting/Remote E-voting	
In Favour	789	40236577	40237366	0	99.9997
Against	1	101	102	0	0.0003
Total	790	40236678	40237468	0	100
Number of members who cast their vote	35	284	319	NA	



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

Details of e-voting at AGM & remote e-voting are given in “Annexure – D”.

Resolution No. 5: Ordinary Resolution

For ratification of remuneration of Cost Auditors for the Financial Year 2020-21

PARTICULARS	Number of Valid Votes			Number of Invalid votes	Percentage
	E-Voting (Insta Poll) at AGM	Remote E-Voting	Total	E-Voting/Remote E-voting	
In Favor	789	40236678	40237467	0	100.00
Against	1	0	1	0	0
Total	790	40236678	40237468	0	100.00
Number of members who cast their vote	35	284	319	NA	

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

Details of e-voting at AGM & remote e-voting are given in “Annexure – E”.

Resolution No. 6: Special Resolution

To consider and approve the issue of securities in terms of Sections 42,62 and 71 of the Companies Act,2013.

PARTICULARS	Number of Valid Votes			Number of Invalid votes	Percentage
	E-Voting (Insta Poll) at AGM	Remote E-Voting	Total	E-Voting/Remote E-voting	
In Favour	789	40236577	40237366	0	99.9997
Against	1	101	102	0	0.0003
Total	790	40236678	40237468	0	100.00
Number of members who cast their vote	35	284	319	NA	


Based on the above, the Special Resolution has been passed with requisite majority. Details of e-voting at AGM & remote e-voting are given in “Annexure – F”.

13. The E voting data (Insta Poll) 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.



14. Further I hereby confirm that I am maintaining the relevant records of remote e voting/E voting (insta poll) 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 24th Annual General meeting and thereafter the same shall be handed over to the company.

Thanking You,


Dhananjay Shukla

Practicing Company Secretary

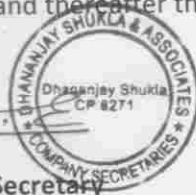
FCS No. 5886, CP No. 8271

Scrutinizer

UDIN: F005886B001484594

Place: Gurgaon

Date: 13th December 2020



Details of e-voting at AGM and 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 outstan ding 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	3,19,43,754	3,19,43,754	100	3,19,43,754	-	100	-
	Poll		-	-	-	-	-	
	Total	3,19,43,754	3,19,43,754	100	3,19,43,754	-	100	-
Public- institutions	E-voting	4,25,930	-	-	-	-	-	-
	Poll		-	-	-	-	-	
	Total	4,25,930	-	-	-	-	-	-
Public Non- institutions	E-voting	1,49,29,169	82,92,924	55.5485	82,92,924	-	100	-
	Poll		790	0.0053	789	1	99.8734	0.1266
	Total	1,49,29,169	82,93,714	55.5538	82,93,713	1	100	-
Total		4,72,98,853	4,02,37,468	85.0707	4,02,37,467	1	100	0.0000



Details of e-voting at AGM and 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 outstandin g shares(3)=[(2)/(1)]*10 0	No. of votes in favor(4)	No. of votes again st(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	3,19,43,754	3,19,43,754	100	3,19,43,754	-	100	-
	Poll		-	-	-	-	-	
	Total	3,19,43,754	3,19,43,754	100	3,19,43,754	-	100	-
Public- institutions	E-voting	4,25,930	-	-	-	-	-	-
	Poll		-	-	-	-	-	
	Total	4,25,930	-	-	-	-	-	-
Public Non- institutions	E-voting	1,49,29,169	82,92,924	55.5485	82,92,924	-	100	-
	Poll		790	0.0053	789	1	99.8734	0.1266
	Total	1,49,29,169	82,93,714	55.5538	82,93,713	1	100	-
Total		4,72,98,853	4,02,37,468	85.0707	4,02,37,467	1	100	0.0000



"Annexure - C"

Details of e-voting at AGM and remote e-voting for Resolution No. 3 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 outstandi ng 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	3,19,43,754	3,19,43,754	100	3,19,43,754	-	100	-
	Poll		-	-	-	-	-	-
	Total	3,19,43,754	3,19,43,754	100	3,19,43,754	-	100	-
Public- institutions	E-voting	4,25,930	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total	4,25,930	-	-	-	-	-	-
Public Non- institutions	E-voting	1,49,29,169	82,92,924	55.5485	82,92,823	101	99.9988	0.0012
	Poll		790	0.0053	789	1	99.8734	0.1266
	Total	1,49,29,169	82,93,714	55.5538	82,93,612	102	99.9988	0.0012
Total		4,72,98,853	4,02,37,468	85.0707	4,02,37,366	102	99.9997	0.0003



Details of e-voting at AGM and remote e-voting for Resolution No. 4 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 outstandi ng shares(3)= [(2)/(1)]* 100	No. of votes in favor(4)	No. of votes again st(5)	% of votes in favor on votes polled(6) =[(4)/(2)] *100	% of votes against on votes polled(7)=[(5)/(2)]*10 0
Promoter and Promoter Group	E-voting	3,19,43,754	3,19,43,754	100	3,19,43,754	-	100	-
	Poll		-	-	-	-	-	
	Total	3,19,43,754	3,19,43,754	100	3,19,43,754	-	100	-
Public- institutions	E-voting	4,25,930	-	-	-	-	-	-
	Poll		-	-	-	-	-	
	Total	4,25,930	-	-	-	-	-	-
Public Non- institutions	E-voting	1,49,29,169	82,92,924	55.5485	82,92,823	101	99.9988	0.0012
	Poll		790	0.0053	789	1	99.8734	0.1266
	Total	1,49,29,169	82,93,714	55.5538	82,93,612	102	99.9988	0.0012
Total		4,72,98,853	4,02,37,468	85.0707	4,02,37,366	102	99.9997	0.0003



Details of e-voting at AGM and remote e-voting for Resolution No. 5 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 outstan ding shares(3)= $[(2)/(1)]*100$	No. of votes in favor(4)	No. of votes again st(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	3,19,43,754	3,19,43,754	100	3,19,43,754	-	100	-
	Poll		-	-	-	-	-	-
	Total	3,19,43,754	3,19,43,754	100	3,19,43,754	-	100	-
Public- institutions	E-voting	4,25,930	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total	4,25,930	-	-	-	-	-	-
Public Non- institutions	E-voting	1,49,29,169	82,92,924	55.5485	82,92,924	-	100	-
	Poll		790	0.0053	789	1	99.8734	0.1266
	Total	1,49,29,169	82,93,714	55.5538	82,93,713	1	100	-
Total		4,72,98,853	4,02,37,468	85.0707	4,02,37,467	1	100	0.0000



Details of e-voting at AGM and remote e-voting for Resolution No. 6 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 outstan ding 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	3,19,43,754	3,19,43,754	100	3,19,43,754	-	100	-
	Poll		-	-	-	-	-	
	Total	3,19,43,754	3,19,43,754	100	3,19,43,754	-	100	-
Public- institutions	E-voting	4,25,930	-	-	-	-	-	-
	Poll		-	-	-	-	-	
	Total	4,25,930	-	-	-	-	-	-
Public Non- institutions	E-voting	1,49,29,169	82,92,924	55.5485	82,92,823	101	99.9988	0.0012
	Poll		790	0.0053	789	1	99.8734	0.1266
	Total	1,49,29,169	82,93,714	55.5538	82,93,612	102	99.9988	0.0012
Total		4,72,98,853	4,02,37,468	85.0707	4,02,37,366	102	99.9997	0.0003

