House No.-23, Basement, Sector-30, Gurugram (Hr.), India-122001 Mobile: +91 9873347280, Tel: +91-124-2382323/3693773, Email: dshukla2007@gmail.com/dshukla.fcs@gmail.com

#### 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 5<sup>th</sup> December 2023.

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 5<sup>th</sup> December 2023 to scrutinize the postal ballot through e-voting process, for the resolutions as contained in the Notice dated 5th December 2023.

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 15<sup>th</sup> June 2020, 33/2020 dated 28<sup>th</sup> September 2020, No. 39/2020 dated 31<sup>st</sup> December 2020 and 10/2021 dated 23<sup>rd</sup> June 202, 09/2023 dated 25<sup>th</sup> September 2023 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. Material Related Party Transaction(s) with JBM Electric Vehicles Private Limited.
- B. Material Related Party Transaction(s) with JBM Eco Tech Private Limited.
- C. Material Related Party Transaction(s) with JBM Ecolife Mobility Surat Private Limited.
- D. Material Related Party Transaction(s) with JBM Ecolife Mobility Haryana Private Limited.
- E. Material Related Party Transaction(s) with TL Ecolife Mobility Private Limited.
- F. Material Related Party Transaction(s) between JBM Electric Vehicles Private Limited and JBM Green Energy Systems Private Limited.
- G. Material Related Party Transaction(s) between JBM Electric Vehicles Private Limited and JBM Industries Limited.

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# Accordingly, I submit my report as under:-

- As per Notice dated 5<sup>th</sup> December 2023, the remote e-voting period remained open from Saturday, 9<sup>th</sup> December 2023 (09:00 A.M. IST) till Sunday, 7<sup>th</sup> January 2024 (05:00 P.M. IST) both days inclusive.
- 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 19<sup>th</sup> March 2015, were published in Business Standard (Hindi) on 9th December 2023 and Business Standard (English) on 9th December 2023 in New Delhi edition.
- The Members holding shares on the "cut-off" date i.e. 1<sup>st</sup> December 2023 were entitled to vote on the proposed resolutions (item no. 1 and 7 as set out in the Notice of Postal Ballot dated 05<sup>th</sup> December 2023).
- 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, 1<sup>st</sup> December 2023 (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 prepaid business reply envelopes were not sent to the members for this Postal Ballot. The Company had appointed KFin Technologies Limited, for the purpose of providing remote e-voting facility to all its members.
- 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 Limited ("KFintech") from Saturday, 9<sup>th</sup> December 2023 (09:00 A.M. IST) till Sunday, 7<sup>th</sup> January 2024 (05:00 P.M. IST) both days inclusive.
- 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 favor" 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 Limited through its website <a href="http://evoting.kfintech.com">http://evoting.kfintech.com</a>, 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 10:07 A.M. (IST) on 8<sup>th</sup> January 2024 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 Limited i.e. website <a href="http://evoting.kfintech.com">http://evoting.kfintech.com</a>



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

# Resolution No. 1: Ordinary Resolution

Material Related Party Transaction(s) with JBM Electric Vehicles Private Limited

Particulars	Number of valid votes	Number of invalid votes	Percentage	
	Remote E-Voting	E-Voting/ Remote E-voting		
In Favor	2,34,15,189	0	00 4053	
Against	1,21,173	0	99.4852	
Total	2,35,36,362	com addition to	0.5148	
Number of members who cast		0	100	
their vote	319			

Eight (8) members with 117 votes abstained from voting.

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

# Resolution No. 2: Ordinary Resolution

Material Related Party Transaction(s) with JBM Eco Tech Private Limited

-	Number of invalid votes	Percentage
Remote E-Voting	E-Voting/Remote E- voting	
2,34,15,124	0	99.4852
1,21,173	0	0.5148
2,35,36,297	0	
319	U	100
	Remote E-Voting  2,34,15,124  1,21,173  2,35,36,297	Remote E-Voting

Ten (10) members with 182 votes abstained from voting.

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



## Resolution No. 3: Ordinary Resolution

Material Related Party Transaction(s) with JBM Ecolife Mobility Surat Private Limited

Particulars	Number of valid votes	Number of invalid votes	Percentage
	Remote E-Voting	E-Voting/Remote E- voting	
In Favor	2,34,15,160	0	99.4852
Against	1,21,177	0	0.5148
Total	2,35,36,337	0	100
Number of members who cast their vote	319		37 <sup>2</sup> -2010

Nine (9) members with 142 votes abstained from voting.

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

## Resolution No. 4: Ordinary Resolution

Material Related Party Transaction(s) with JBM Ecolife Mobility Haryana Private Limited

Particulars	Number of valid votes	Number of invalid votes	Percentage	
	Remote E-Voting	E-Voting/Remote E- voting		
In Favor	2,34,15,164	0	99.4852	
Against	1,21,173	0	0.5148	
Total	2,35,36,337	0	100	
Number of members who cast their vote	319	. ,		

Nine (09) members with 142 votes abstained from voting.

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

## Resolution No. 5: Ordinary Resolution

Material Related Party Transaction(s) with TL Ecolife Mobility Private Limited



Page 4 of 6

Particulars	Number of valid votes	Number of invalid votes	Percentage
	Remote E-Voting	E-Voting/Remote E- voting	
In Favor	2,34,15,164	0	99.4852
Against	1,21,173	0	0.5148
Total	2,35,36,337	0	100
Number of members who cast their vote	319		

Nine (9) members with 142 votes abstained from voting.

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

## Resolution No. 6: Ordinary Resolution

Material Related Party Transaction(s) between JBM Electric Vehicles Private Limited and JBM Green Energy Systems Private Limited

Particulars	Number of valid votes	Number of invalid votes	Percentage	
»	Remote E-Voting	E-Voting/Remote E- voting		
In Favor	2,35,00,848	0	99.8492	
Against	35,489	0	0.1508	
Total	2,35,36,337	0	100	
Number of members who cast their vote	319		100	

Nine (9) Members with 142 votes abstained from voting.

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

## Resolution No. 7: Ordinary Resolution

Material Related Party Transaction(s) between JBM Electric Vehicles Private Limited and JBM Industries Limited

Particulars	Number of valid votes	Number of invalid	D
		isamoer of myanu	Percentage
		votes	



In Favor	Remote E-Voting	E-Voting/Remote E- voting	
	2,34,15,164	0	99.4852
Against	1,21,173	0	0.5148
Total	2,35,36,337	0	100
Number of members who cast their vote	319		100

Nine (9) members with 142 votes abstained from voting.

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

 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: F005886E003158783

Place: Gurugram

Date: 9<sup>th</sup> January 2024

Enclosures: Annexure "A" to "G"

	on Required : (		1.Material Related D					0.1
intereste	ed in the agend	a/recolution 2	1.Material Related Party	/ Transaction(s) with JBN	A Electric Vehicles	Delia de		Anneuxure ".
Catego	y Mode of	dy resolution?				Private Limite	ed	
	Voting				Yes			
		No. of shares held	No. of votes polled [2]	% of Votes Polled on outstanding shares	No. of Votes – in			% of Votes against on vote
	E-Voting		r-1	[3]={[2]/[1]}*100	[4]	-Against [5]	votes polled	nolled
Promoter and	Poll		0			[5]	[6]={[4]/[2]}*	[7]={[5]/[2]}*10
Promoter	Postal	7.00 54.40	0	0.0000	0	0	0.0000	
Group	Ballot	7,98,54,183	and the second	0.0000	0	0	0.0000	0.000
	Total	+	0	0.0000			0.0000	0.0000
	E-Voting			0.0000	0	0	0.0000	0.0000
ublic	Poll	-	18,74,379	59.6251	0	0	0.0000	
stitutions	Postal	31,43,609	0	0.0000	17,53,519	1,20,860	93.5519	<b>0.0</b> 000 6.4480
	Ballot			2,000	- 0	0	0.0000	0.0000
-	Total	_	10.71.00	0.0000	o			0.0000
	E-Voting		18,74,379	59.6251	17,53,519	1 70 000	0.0000	0.0000
blic Non	Poll Postal	<u></u>	2,16,61,983	61.4536	2,16,61,670	1,20,860	93.5519	6.4480
LICULIO IS I	Ballot	3,52,49,340	0	0.0000	0	313	99.9985	0.0014
<u>-</u>	Total			0.7	- i	0	0.0000	0.0000
tal			2,16,61,983	0.0000	0	o	0.0000	
		11,82,47,132	2,35,36,362	61.4536	2,16,61,670	313	0.0000 99.9985	0.0000
				19.9044	2,34,15,189	1,21,173	99.4852	0.0014

Resolution	Required: (0	Ordinary)	2. Material Related Pa	arty Transaction(s) wit				Inneuxure "B	
		a/resolution?	- Moterial Kelateu F	arty Transaction(s) wit		vate Limited			
Category		Made of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	Yes 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]}*1	[7]={[5]/[2]}	
Promoter	E-Voting		0	0.0000	o	0	0.0000	*100 0.0000	
and	Poll Postal	50.96.138594 - 0.000.01894 - 0.00	0	0.0000	0	0	0.0000	0.0000	
Promoter Group	Ballot	7,98,54,183	0	0,000,0	0	0	0.0000		
	Total		0	0.0000	0	0		0.0000	
	E-Voting	31,43,609	18,74,379	59.6251	17,53,519	1,20,860	0.0000	0.0000	
Public	Poll		0	0.0000	0	1,20,660	93.5519	6.4480	
nstitutions	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		18,74,379	59.6251	17,53,519	1,20,860	93.5519	6,4480	
20	E-Voting	_	2,16,61,918	61.4534	2,16,61,605	313	99.9985	0.0014	
ublic Non	Poll Postal	2 52 40 240	0	0.0000	0	0	0.0000	0.00014	
nstitutions l	Ballot	3,52,49,340	О	0.0000	0	0			
	Total		0	0	0	0	0.0000	0.0000	
otal		11,82,47,132	2,35,36,297	19.9043	2,34,15,124	1,21,173	0.0000 99.4852	0.0000	

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Resolution	Required : (0	Ordinary)	3.Material I	Related Party Tr	ansaction(s) with IBN	A Ecolifo Mahilitus	Count Delease	euxure."C
interested in the agenda/resolution?		3.Material Related Party Transaction(s) with JBM Ecolife Mobility Surat Private Limited  Yes						
Category	Mode of Voting		No. of votes	% 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 or votes polled
		[1]	[2]	[3]={[2]/[1]}* 100	[4]	[5] ,	[6]={[4]/[2 ]}*100	[7]={[5]/[ 2]}*100
Promoter and	E-Voting	7,98,54,183	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Promoter Group	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total			0.0000	0	0	0.0000	
	E-Voting	31,43,609	18,74,379	59.6251	17,53,519	1,20,860	93.5519	<b>0.0000</b> 6.4480
Public	Poll		0	0.0000	0	1,20,800	33.3313	0.0000
nstitutions	Postal Ballot		o	0.0000	0	0	0.0000	0.0000
	Total		18,74,379	59.6251	17,53,519	1,20,860	93.5519	6.4480
	E-Voting		2,16,61,958	61.4535	2,16,61,641	317	99.9985	0.0014
ublic Non	Poll		0	0.0000	0	0		0.0000
nstitutions	Postal Ballot	3,52,49,340	0	0.0000	0	0		0.0000
	Total		2,16,61,958	61.4535	2,16,61,641	317	99.9985	0.0014
otal		11,82,47,132	2,16,61,958	19.9044	2,34,15,160	1,21,177	99.4851	0.5149

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								Anneuxure "D"
Resolution Required : (Ordinary)		4.Material Related Party Transaction(s) with JBM Ecolife Mobility Haryana Private Limited						
nterested in	the agenda	a/resolution?			Yes			P#400-
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	–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
	E-Voting		- 0	0.0000	0	, 0	0.0000	0.0000
Promoter	Poll		0	0.0000	- 0	0	0.0000	0.0000
and Promoter	Postal Ballot	7,98,54,183	0	0.0000	0	0	0.0000	0.0000
Group	Total		0	0.0000	0	0	0.0000	0.0000
	E-Voting	31,43,609	18,74,379	59.6251	17,53,519	1,20,860	93.5519	6.4480
nul lis	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		18,74,379	59.6251	17,53,519	1,20,860	93.5519	6.4480
	E-Voting	A STREET BY A STREET BY	2,16,61,958	61.4535	2,16,61,645	313	99.9985	0.0014
Public Non	Poll	1	0	0.0000	0	0	0.0000	0.0000
Institutions	Postal Ballot	3,52,49,340	0	0.0000	0	o	0.0000	0.0000
	Total	,	2,16,61,958	61.4535	2,16,61,645	313	99.9986	0.0014
Total		11,82,47,132	2,35,36,337	19.9044	2,34,15,164	1,21,173	99.4852	0.5148

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Resolution	Required : (O	rdinary)	5.Material Relate	d Party Transacti	ion/al with Till E. IV			Anneuxure "E
	in the agenda		Simuterial Relate	Vaterial Related Party Transaction(s) with TL Ecolife Mobility Private Limited				
Category		No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*1	No. of Votes – in favour	No. of Votes -Against [5]	% of Votes in favour on votes polled	% of Votes against on votes polled [7]={[5]/[2]}*
W - W -	E-Voting			00			*100	100
Promoter	Poll	7,98,54,183	0	0.000	0	0	0.0000	0.0000
and	Postal		0	0.0000	0	0	0.0000	0.0000
Promoter	Ballot	7,58,54,165	o	0.0000			gantigating and an arrangement	
Group	Total		0	0.0000	0	0	0.0000	0.0000
	E-Voting			0.0000	0	. 0	0.0000	0.0000
	Poll	31,43,609	18,74,379	59.6251	17,53,519	1,20,860	93.5519	6.4480
Public	Postal		0	0.0000	0	0	0.0000	0.0000
nstitutions	Ballot		0	0.0000	o	0	0.0000	0.0000
	Total		18,74,379	59.6251	17,53,519	1,20,860	93.5519	6.4480
	E-Voting		2,16,61,958	61.4535	2,16,61,645	313	99.9985	0.0014
ublic Non	Poll		0	0.0000	0	0	0.0000	0.00014
nstitutions	Postal 3,52,4 Ballot	3,52,49,340	0	0.0000	0	0		
	Total		2,16,61,958	61.4535	2,16,61,645		0.0000	0.0000
otal		11,82,47,132	2,35,36,337	19.9044	2,34,15,164	313 1,21,173	99.9985 99.4852	0.0014 <b>0.5148</b>



				- Comment of the Comm				Anneuxure "F
Resolutio	n Required : (Or	dinary)	6. Material Relat GreenEnergy Sys	ed Party Transactio Items Private Limite	n(s) between JBI d	M Electric Vehicle	s Private Limited and	JBM
interested	in the agenda/	resolution?			V	es		
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	% 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]}*
Promoter	E-Voting		0	0.0000	0	0	0.0000	0.0000
and -	Poll	7,98,54,183	0	0.0000	0	0	0.0000	0.0000
C	Postal Ballot		. 0	0.0000	0	0	0.0000	0.0000
Group	Total		0	0.0000	0	0	0.0000	0.0000
Public	E-Voting	31,43,609	18,74,379	59.6251	18,39,203	35,176	98.1233	1.8766
Institution	Poll		0	0.0000	0	0	0.0000	0.0000
s	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		18,74,379	59.6251	18,39,203	35,176	98.1233	1.8766
	E-Voting	3,52,49,340	2,16,61,958	61.4535	2,16,61,645	313	99.9985	0.0014
The state of the s	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	o	0	0.0000	0.0000
	Total		2,16,61,958	61.4535	2,16,61,645	313	99.9985	0.0014
Total		11,82,47,132	2,35,36,337	19.9044	2,35,00,848	35,489	99.8492	0.0014



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ustries Limite	nited and JBM Inde	nicles Private Lin	ween JBM Electric Vel	ty Transaction(s) bet	7. Material Related Part		equired : (Ord	
Y						agenda/resolution?	Mode of	Category
% of Vote	% of Votes in favour on votes polled	No. of Votes -Against	No. of Votes – in favour	% of Votes Polled on outstanding shares	No. of votes polled	No. of shares held	Voting	Category
[7]={[5]/[2]}*	[6]={[4]/[2]}*100	[5]	[4]	[3]={[2]/[1]}*100	[2]	[1]		
0.000	0.0000	0	0	0.0000	0		E-Voting	Promoter
0.000	0.0000	o	0	0.0000	0	7.00	and Poll	and
0.000	0.0000	0	0	0.0000	0	7,98,54,183	Postal Ballot	Promoter Group
0.000	0.0000	0	0	0.0000	0		Total	3000
6.448	93.5519	1,20,860	17,53,519	59.6251	1874379.0000		E-Voting	
0.000	0.0000	0	0	0.0000	0		Poll	Public
0.000	0.0000	0	0	0.0000	0	31,43,009	Postal Ballot	nstitutions
6.4480	93.5519	1,20,860	17,53,519	59.6251	1874379.0000		Total	
0.001	99.9985	313	2,16,61,645	61.4535	2,16,61,958			-
0.0000	0.0000	0	0	0.0000	0		Poli	Public Non
0.0000	0.0000	О	0	0.0000	0		Postal Ballot Total	nstitutions
0.0014	99.9985	313	2,16,61,645	61.4535	2,16,61,958	11.02.47.400	ioral	Total
0.5148	99.4852	1,21,173	2,34,15,164	19.9044	2,35,36,337	11,82,47,132		Total

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n/by Snu P 8277