

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 the Postal Ballot dated 2<sup>nd</sup> May 2024.

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 2<sup>nd</sup> May 2024 to scrutinize the postal ballot through e-voting process, for the resolutions as contained in the Notice dated 2<sup>nd</sup> May 2024.

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 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 and the latest being 09/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and pursuant to all other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) 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, as amended from time to time.

**Members' approval was sought for the following Resolutions as under:-**

- A. Material Related Party Transaction(s) between JBM Electric Vehicles Private Limited and JBM Eco Tech Private Limited (**Ordinary Resolution**);
- B. Material Related Party Transaction(s) between JBM Electric Vehicles Private Limited and JBM Ecolife Mobility Haryana Private Limited (**Ordinary Resolution**);
- C. Material Related Party Transaction(s) between JBM Electric Vehicles Private Limited and TL Ecolife Mobility Private Limited (**Ordinary Resolution**).

**Accordingly, I submit my report as under:-**

1. As per Notice dated 2<sup>nd</sup> May 2024, the remote e-voting period remained open from Saturday, 1<sup>st</sup> June, 2024 (09:00 A.M. IST) till Sunday, 30<sup>th</sup> June 2024 (05:00 P.M. IST) both days inclusive.



2. The advertisement as stipulated under Sections 110 and 108 read with Rules 22 and 20 of Companies (Management and administration) Rules, 2014 respectively, as amended on 19<sup>th</sup> March 2015, were published in Business Standard (Hindi) on 1<sup>st</sup> June 2024 and Business Standard (English) on 1<sup>st</sup> June 2024 in New Delhi edition.
3. The Members holding shares on the "cut-off" date i.e. 24<sup>th</sup> May 2024 were entitled to vote on the proposed resolutions (item no. 1 to 3 as set out in the Notice of Postal Ballot dated 2<sup>nd</sup> May 2024).
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, 24<sup>th</sup> May 2024 (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 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 Limited ("KFinTech") from Saturday 1<sup>st</sup> June, 2024 (09:00 A.M. IST) till Sunday 30<sup>th</sup> June, 2024 (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 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 <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 5:02 P.M. (IST) on 30<sup>th</sup> June 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 <http://evoting.kfintech.com>





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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) between JBM Electric Vehicles Private Limited and JBM Eco Tech Private Limited.

Particulars	Number of valid votes	Number of invalid votes	Percentage
	Remote E-Voting	E-Voting/ Remote E-voting	
In Favor	2,08,91,064	0	99.8911
Against	22,780	0	0.1089
Total	2,09,13,844	0	100
Number of members who cast their vote	430		

Seven (7) members with 178 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) between JBM Electric Vehicles Private Limited and 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	2,08,91,060	0	99.8911
Against	22,780	0	0.01089
Total	2,09,13,840	0	100
Number of members who cast their vote	429		

Eight (8) members with 182 votes abstained from voting.

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



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**Resolution No. 3: Ordinary Resolution**

Material Related Party Transaction(s) between JBM Electric Vehicles Private Limited and TL Ecolife Mobility Private Limited.

Particulars	Number of valid votes	Number of invalid votes	Percentage
	Remote E-Voting	E-Voting/Remote E-voting	
In Favor	2,08,91,061	0	99.8911
Against	22,783	0	0.1089
Total	2,09,13,844	0	100
Number of members who cast their vote	430		

Seven (7) members with 178 votes abstained from voting.

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

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,

  
**Dhananjay Shukla**  
**Practicing Company Secretary**

FCS No. 5886, CP No. 8271

Scrutinizer

UDIN: F005886F000649892

Place: Gurugram

Date: 2<sup>nd</sup> July 2024

Enclosures: Annexure "A" to "C"

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Annexure "A"								
Description of Resolution considered			1.Material Related Party Transaction(s) between JBM Electric Vehicles Private Limited and JBM Eco Tech Private Limited					
Resolution Required : (Ordinary/Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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 – 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
Promoter and Promoter Group	E-Voting	7,98,54,143	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Institutions	E-Voting	40,91,615	27,82,376	68.0019	27,71,678	10,698	99.6155	0.3844
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		27,82,376	68.0019	27,71,678	10,698	99.6155	0.3844
Public Non Institutions	E-Voting	3,43,01,374	1,81,31,468	52.8593	1,81,19,386	12,082	99.9333	0.0666
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		1,81,31,468	52.8593	1,81,19,386	12,082	99.9333	0.0666
Total		11,82,47,132	2,09,13,844	17.6866	2,08,91,064	22,780	99.8911	0.1089



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**Annexure "B"**

Description of Resolution considered			2. Material Related Party Transaction(s) between JBM Electric Vehicles Private Limited and JBM Ecolife Mobility Haryana Private Limited.					
Resolution Required : (Ordinary/Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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 – 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
Promoter and Promoter Group	E-Voting	7,98,54,143	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Institutions	E-Voting	40,91,615	27,82,376	68.0019	27,71,678	10,698	99.6155	0.3844
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>27,82,376</b>	<b>68.0019</b>	<b>27,71,678</b>	<b>10,698</b>	<b>99.6155</b>	<b>0.3844</b>
Public Non Institutions	E-Voting	3,43,01,374	1,81,31,464	52.8593	1,81,19,382	12,082	99.9333	0.0666
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>1,81,31,464</b>	<b>52.8593</b>	<b>1,81,19,382</b>	<b>12,082</b>	<b>99.9333</b>	<b>0.0666</b>
<b>Total</b>		<b>11,82,47,132</b>	<b>2,09,13,840</b>	<b>17.6866</b>	<b>2,08,91,060</b>	<b>22,780</b>	<b>99.8911</b>	<b>0.1089</b>



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<b>"Annexure C"</b>								
<b>Description of Resolution considered</b>		<b>3. Material Related Party Transaction(s) between JBM Electric Vehicles Private Limited and T L Ecolife Mobility Private Limited</b>						
<b>Resolution Required : (Ordinary/Special)</b>		<b>Ordinary Resolution</b>						
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>		<b>Yes</b>						
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes – in favour</b>	<b>No. of Votes – Against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		<b>[1]</b>	<b>[2]</b>	<b>[3]=[2]/[1]*100</b>	<b>[4]</b>	<b>[5]</b>	<b>[6]=[4]/[2]*100</b>	<b>[7]=[5]/[2]*100</b>
<b>Promoter and Promoter Group</b>	E-Voting	<b>7,98,54,143</b>	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public Institutions</b>	E-Voting	<b>40,91,615</b>	27,82,376	68.0019	27,71,678	10,698	99.6155	0.3844
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>27,82,376</b>	<b>68.0019</b>	<b>27,71,678</b>	<b>10,698</b>	<b>99.6155</b>	<b>0.3844</b>
<b>Public Non Institutions</b>	E-Voting	<b>3,43,01,374</b>	1,81,31,468	52.8593	1,81,19,383	12,085	99.9333	0.0666
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>1,81,31,468</b>	<b>52.8593</b>	<b>1,81,19,383</b>	<b>12,085</b>	<b>99.9333</b>	<b>0.0666</b>
<b>Total</b>		<b>11,82,47,132</b>	<b>2,09,13,844</b>	<b>17.6866</b>	<b>2,08,91,061</b>	<b>22,783</b>	<b>99.8911</b>	<b>0.1089</b>

