

JBM Auto Limited

Plot No. 133, Sector 24,
Faridabad - 121 005 (Haryana)
T : +91 - 129-4090200
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W : www.jbmgroup.com
E: secretarial.jbma@jbmgroup.com



JBMA/SEC/2024-25/01
2nd April, 2024

Listing Department

BSE Limited
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai - 400001
Script Code: 532605

The National Stock Exchange of India Ltd.
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (E)
Mumbai – 400051
Symbol: JBMA

Sub.: Results of the Postal Ballot by remote e-voting process

Dear Sir/Madam,

In continuation to our letter dated 29th February, 2024 submitting the Postal Ballot Notice dated 30th January, 2024 (Postal Ballot Notice) for passing Resolutions towards items mentioned in the Notice.

In this regard, please note that Mr. Dhananjay Shukla, Practicing Company Secretary, who was appointed as the Scrutinizer for the Postal Ballot process has submitted his report today i.e. Tuesday, 2nd April, 2024 and the resolutions in the said Postal Ballot Notice has been declared as passed with the requisite majority.

The results of the Postal Ballot are accordingly announced today and the resolutions embodied in the Postal Ballot Notice has been passed by the members of the Company with requisite majority on Saturday, 30th March, 2024, being the last date of remote e-voting.

The details Scrutinizer's Report is enclosed herewith.

The results will be displayed along with the Scrutinizer's Report on the notice board of the Company at its Registered Office and its Corporate Office. The results will also be posted on the website of the Company www.jbmgroup.com and on the website of KFintech at www.evoting.kfintech.com.

The above is for your information and further dissemination.

Thanking you,

Yours truly,

For **JBM Auto Limited**

Sanjeev Kumar
Company Secretary
& Compliance Officer
M No.: A18087

Encl.: As above

House No.-23, Basement, Sector-30, Gurugram (Hr.), India-122001
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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 30th January 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 30th January 2024 to scrutinize the postal ballot through e-voting process, for the resolutions as contained in the Notice dated 30th January 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

- A. Re-appointment of Mr. Nishant Arya as Managing Director (Key Managerial Personnel) designated as Vice Chairman and Managing Director of the Company for a period of three (3) years w.e.f. 18th May, 2024 and to fix his remuneration (**Special Resolution**);
- B. Material Related Party Transaction(s) with JBM Ecolife Mobility Private Limited (**Ordinary Resolution**);
- C. Material Related Party Transaction(s) between JBM Electric Vehicles Private Limited and JBM EV Industries Private Limited (**Ordinary Resolution**);

Accordingly, I submit my report as under:-

1. As per Notice dated 30th January 2024, the remote e-voting period remained open from Friday, 1st March, 2024 (09:00 A.M. IST) till Saturday, 30th March 2024 (05:00 P.M. IST) both days inclusive.



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2. 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 19th March 2015, were published in Business Standard (Hindi) on 1st March 2024 and Business Standard (English) on 1st March 2024 in New Delhi edition.
3. The Members holding shares on the "cut-off" date i.e. 23rd February 2024 were entitled to vote on the proposed resolutions (item no. 1 to 3 as set out in the Notice of Postal Ballot dated 30th January 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, 23rd February 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 Friday 1st March, 2024 (09:00 A.M. IST) till Saturday 30th March, 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 6:13 P.M. (IST) on 30th March 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: Special Resolution

Re-appointment of Mr. Nishant Arya as Managing Director (Key Managerial Personnel) designated as Vice Chairman and Managing Director of the Company for a period of three (3) years w.e.f. 18th May, 2024 and to fix his remuneration.

| Particulars | Number of valid votes | Number of invalid votes | Percentage |
|---------------------------------------|-----------------------|---------------------------|------------|
| | Remote E-Voting | E-Voting/ Remote E-voting | |
| In Favor | 9,81,94,465 | 0 | 98.148 |
| Against | 18,52,836 | 0 | 1.852 |
| Total | 10,00,47,301 | 0 | 100 |
| Number of members who cast their vote | 368 | | |

Two (2) members with 130 votes abstained from voting.

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

Resolution No. 2: Ordinary Resolution

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

| Particulars | Number of valid votes | Number of invalid votes | Percentage |
|---------------------------------------|-----------------------|--------------------------|------------|
| | Remote E-Voting | E-Voting/Remote E-voting | |
| In Favor | 2,21,70,334 | 0 | 99.8478 |
| Against | 33,799 | 0 | 0.1522 |
| Total | 2,22,04,133 | 0 | 100 |
| Number of members who cast their vote | 355 | | |

Fifteen (15) members with 7,78,43,298 votes abstained from voting.



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

Resolution No. 3: Ordinary Resolution

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


| Particulars | Number of valid votes | Number of invalid votes | Percentage |
|---------------------------------------|-----------------------|--------------------------|------------|
| | Remote E-Voting | E-Voting/Remote E-voting | |
| In Favor | 2,21,70,334 | 0 | 99.8478 |
| Against | 33,799 | 0 | 0.1522 |
| Total | 2,22,04,133 | 0 | 100 |
| Number of members who cast their vote | 355 | | |

Fifteen (15) members with 7,78,43,298 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: F005886F000009329

Place: Gurugram

Date: 2nd April 2024

Enclosures: Annexure "A" to "C"

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Annexure "A"

| Resolution Required : (Special) | | 1.Re-appointment of Mr. Nishant Arya as Managing Director (Key Managerial Personnel) designated as Vice Chairman and Managing Director of the Company for a period of three (3) years w.e.f. 18th May, 2024 and to fix his remuneration | | | | | | |
|--|----------------------|---|---------------------------|--|--------------------------------|------------------------------|--|--|
| 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 | 7,78,43,168 | 97.4817 | 7,78,43,168 | 0 | 100 | 0.0000 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 7,78,43,168 | 97.4817 | 7,78,43,168 | 0 | 100 | 0.0000 |
| Public Institutions | E- Voting | 37,14,418 | 22,51,549 | 60.6165 | 3,99,061 | 18,52,488 | 17.7238 | 82.2761 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 22,51,549 | 60.6165 | 3,99,061 | 18,52,488 | 17.7238 | 82.2761 |
| Public Non Institutions | E- Voting | 3,46,78,571 | 1,99,52,584 | 57.5358 | 1,99,52,236 | 348 | 99.9982 | 0.0017 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 1,99,52,584 | 57.5358 | 1,99,52,236 | 348 | 99.9982 | 0.0017 |
| Total | | 11,82,47,132 | 10,00,47,301 | 84.6086 | 9,81,94,465 | 18,52,836 | 98.1480 | 1.8520 |



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Annexure "B"

| Resolution Required : (Ordinary) | | 2. Material Related Party Transaction(s) with JBM Ecolife Mobility Private Limited | | | | | | |
|---|----------------|--|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| 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 | 0.0000 | 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 | 37,14,418 | 22,51,549 | 60.6165 | 22,17,974 | 33,575 | 98.5088 | 1.4911 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 22,51,549 | 60.6165 | 22,17,974 | 33,575 | 98.5088 | 1.4911 |
| Public Non Institutions | E-Voting | 3,46,78,571 | 1,99,52,584 | 57.5358 | 1,99,52,360 | 224 | 99.9988 | 0.0011 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 1,99,52,584 | 57.54 | 1,99,52,360 | 224 | 99.9988 | 0.0011 |
| Total | | 11,82,47,132 | 2,22,04,133 | 18.7777 | 2,21,70,334 | 33,799 | 99.8478 | 0.1522 |



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| "Annexure C" | | | | | | | | |
|---|-----------------|--|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution Required : (Ordinary) | | 3. Material Related Party Transaction(s) between JBM Electric Vehicles Private Limited and JBM EV Industries Private Limited | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | | Yes | | | | | | |
| Category | Mod e 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 | 37,14,418 | 22,51,549 | 60.6165 | 22,17,974 | 33,575 | 98.5088 | 1.4911 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 22,51,549 | 60.6165 | 22,17,974 | 33,575 | 98.5088 | 1.4911 |
| Public Non Institutions | E-Voting | 3,46,78,571 | 1,99,52,584 | 57.5358 | 1,99,52,360 | 224 | 99.9988 | 0.0011 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 1,99,52,584 | 57.5358 | 1,99,52,360 | 224 | 99.9988 | 0.0011 |
| Total | | 11,82,47,132 | 2,22,04,133 | 18.7777 | 2,21,70,334 | 33,799 | 99.8478 | 0.1522 |

