#### **JBM Auto Limited**

Plot No. 133, Sector 24, Faridabad - 121 005 (Haryana)

T:+91-129-4090200 F:+91-129-2234230 W:www.jbm-group.com



JBMA/SEC/2020-21/89 14<sup>th</sup> December, 2020

**BSE Limited** 

#### **Listing Department**

The National Stock Exchange of India Ltd.

Exchange Plaza, 5<sup>th</sup> Floor, Plot No.-C/1, G Block,

Bandra Kurla Complex, Bandra (E)

Mumbai – 400051 Symbol: JBMA

Dalal Street, Mumbai - 400001 Script Code: 532605

Phiroze Jeejeebhoy Tower,

Sub: Disclosures of Voting Results & Submission of the Scrutinizers Report of the 24<sup>th</sup> Annual General Meeting of the Company held on 12<sup>th</sup> December, 2020 as per the requirements of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

The details of voting results of 24<sup>th</sup> Annual General Meeting of the Company held on 12<sup>th</sup> December, 2020 are enclosed in the format prescribed under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The other details are as follows:

Date of the AGM	12-12-2020
Total number of shareholders on record date	19609
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	17
Public:	226

Please take the same on record.

Thanking you, Yours truly,

For JBM Auto Limited

Vivek Gupta

Digitally signed by Vivek Gupta Date: 2020.12.14 11:03:58 +05'30'

**Vivek Gupta** 

**Chief Financial Officer** 

& Company Secretary cum Compliance Officer

Encl.: As above

#### Works:

Plant II: Plot No. 5, Sector 31, Kasna Indl. Area, Greater Noida, Gautam Budh Nagar-201 306 T:+91 120 4522500, F:+91 120 4522504

Plant III : 71-72, M.I.D.C. Satpur, Nashik - 422 007 T: +91 253 2207297 F: +91 253 2360559

Plant IV: Plot No. B-2, Survey No. 1, Tata Motors Vendor Park, Sanand, Ahemdabad - 382 170 (Gujarat) T:+91 2717 645180

Plant V : Plot No. 157-E, Sector 3, Pithampur Industrial Area, Distt. Dhar-454 775 (M.P.)

Plant VI : SP-1/891. RIICO Industrial Area, Pathredi, Distt. Alwar, Rajasthan -303107

Corp. Office: Plot No. 9, Institutional Area, Sector 44, Gurgaon- 122003 (Hr.) 7:+91-124-4674500, 4674550 F:4+91-124-4674599

Regd. Office: 601, Hemkunt Chambers, 89, Nehru Place, New Delhi - 110 019 T: +91 11 26427104, F: +91 11 26427100

CIN: L74899DL1996PLC083073

House No.-23, Basement, Sector-30, Gurgaon (Hr.), India-122001 Mobile: +91 9873347280, Tel: +91-124-2382323/2380740, Email: dshukla2007@gmail.com/dshukla.fcs@gmail.com

#### REPORT OF SCRUTINIZER

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

[Pursuant To Section 108of the Companies Act, 2013 and Rule 20 (xii) of the Companies (Management and Administration) Rules, 2014 as amended on 19<sup>th</sup> 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

24<sup>th</sup>Annual General Meeting (AGM) of the Members of M/s JBM Auto Limited held on Saturday, 12<sup>th</sup> 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 24<sup>th</sup> AGM pursuant to Section 108of 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:-

- As per Notice dated 12<sup>th</sup> September 2020 for convening 24<sup>th</sup>Annual General Meeting, the remote evoting period remained open from Wednesday, 9<sup>th</sup> December 2020 (9:00 A.M) to Friday, 11<sup>th</sup> 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 19<sup>th</sup> March 2015, were published in Business

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

- The Members holding shares on the "cut-off" date i.e. 4<sup>th</sup> December 2020 were entitled to vote on the proposed resolutions (item no. 1 to 6 as set out in the Notice of the 24<sup>th</sup> AGM of JBM Auto Limited) by remote e-voting system prior to 24<sup>th</sup> AGM and e-voting (Insta poll) during the 24<sup>th</sup> 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.
- 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 <a href="https://evoting.karvy.com">https://evoting.karvy.com</a>, the authorized agency to provide the e-voting facilities, engaged by the company and votes cast through e-voting process and Poll.
- 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 24<sup>th</sup> AGM of the Company, which was held on Saturday, December 12, 2020.
- 9. KFin technologies Private Limited had set up electronic voting facility at <a href="https://evoting.karvy.com">https://evoting.karvy.com</a>. The Company had uploaded all the items of the business to be transacted at the 24<sup>th</sup> 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.
- 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 votesby 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 12<sup>th</sup> December 2020 who were not the employees of the Company. They have signed in confirmation of the votes being unblocked in the 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 evoting are as under:-

#### Resolution No. 1:Ordinary Resolution

To receive, consider and adopt the Audited IND AS Financial Statements (Standalone & Consolidated)oftheCompany for the year ended 31st March, 2020, together with the reports of the Board of Directors and Auditors thereon:

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

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

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	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
	1	101	102	0	0.0003
Against	1	40236678	40237468	0	100.00
Total	790	284		NA	
Number of members who cast their vote	nbers who cast		319		

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 TimeDirector and to be designated as an "Executive Director" for a period of 1 (One) year.

PARTICULARS		Number of Valid	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	
	4	101	102	0	0.0003	
Against	1		40237468	0	100	
Total	790	40236678		N/	Δ	
Number of members who cast their vote			319			

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	Number of Invalid votes	Percentage	
	E-Voting (Insta Poll) at AGM		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

Toconsider 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	AN	

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.

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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 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:

	promoter/ group are in the olution?				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)]*10 0
Promoter and	E-voting	3,19,43,754	3,19,43,754	100	3,19,43,754	-	100	-
Promoter	Poll		*		i e	-	-	-
Group	Total	3,19,43,754	3,19,43,754	100	3,19,43,754	-	100	
. *	E-voting			-		4		
Public- institutions	Poll	4,25,930	-	<b>0</b> -: •		is .	-	
	Total	4,25,930			-		-	-
Public Non-	E-voting	1,49,29,169	82,92,924	55.5485	82,92,924	-	100	
institutions	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 – B"

### Details of e-voting at AGM and remote e-voting for Resolution No. 2 are as under:

	romoter/ roup are in the olution?	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 agains t(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	3,19,43,754	3,19,43,754	100	3,19,43,754	-	100	-		
Promoter	Poll		-	¥.	=	-	-	-		
Group	Total	3,19,43,754	3,19,43,754	100	3,19,43,754	-	100			
	E-voting		= 2	+	4	-	-	-		
Public- institutions	Poll	4,25,930			-	-		-		
	Total	4,25,930		·	-		-	-		
Public Non-	E-voting	1,49,29,169	82,92,924	55.5485	82,92,924	4-	100	·-		
institutions	Poll	7, 15, 55, 55	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. 3 are as under:

	romoter/ roup are in the dution?	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	E-voting	3,19,43,754	3,19,43,754	100	3,19,43,754	-	100	-		
and Promoter	Poll			/=	5	-	-	-		
Group	Total	3,19,43,754	3,19,43,754	100	3,19,43,754	-	100	-		
	E-voting		-	-	-	- 100	-	-		
Public- institutions	Poll	4,25,930		-	×					
	Total	4,25,930	*	<b>4</b> 2	-	-	-			
Public Non-	E-voting	1,49,29,169	82,92,924	55.5485	82,92,823	101	99.9988	0.0012		
institutions	Poll	1,45,25,105	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	A 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:

	romoter/ roup are in the olution?	44.5			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	E-voting	3,19,43,754	3,19,43,754	100	3,19,43,754	-	100	_
and Promoter	Poll			-	=-	-	-	
Group	Total	3,19,43,754	3,19,43,754	100	3,19,43,754	-	100	
	E-voting		- Total -	*	-		-	-
Public- institutions	Poll	4,25,930		-	-	-1	-	-
	Total	4,25,930			<u>a</u>	-		
Public Non-	E-voting	1,49,29,169	82,92,924	55.5485	82,92,823	101	99.9988	0.0012
institutions	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	<u>85,07</u> 07	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:

*	romoter/ roup are in the lution?				NO		- 61	
	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 agains t(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	82,92,924	8	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	85,9797	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)]*10		
Promoter and Promoter Group	E-voting	3,19,43,754	3,19,43,754	100	3,19,43,754	-	100	-		
	Poll		-	- 1			-	-		
	Total	3,19,43,754	3,19,43,754	100	3,19,43,754		100	-		
Public- institutions	E-voting	4,25,930		-			-	-		
	Poll			7 107			+	-		
	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		