

## **NOTICE OF TWENTY SIXTH (26TH) ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 26th Annual General Meeting ("AGM") of the members of JBM Auto Limited will be held on Monday, 26th September, 2022 at 03:30 P.M. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following businesses:

### **ORDINARY BUSINESS:**

**1. To receive, consider and adopt the Audited IND AS Financial Statements (Standalone & Consolidated) of the Company for the financial year ended 31st March, 2022 together with the reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolutions as an Ordinary Resolutions:**

(a) **"RESOLVED THAT** the Audited IND AS Standalone Financial Statements of the Company for the financial year ended 31st March, 2022 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

(b) **"RESOLVED THAT** the Audited IND AS Consolidated Financial Statements of the Company for the financial year ended 31st March, 2022 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

**2. To declare Dividend on Equity Shares and in this regard, pass the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** a Dividend @50% i.e. Rupee 1/- per Equity Share (on fully paid-up equity share of Rupees 2/- each) of the Company be and is hereby declared for the financial year ended 31st March, 2022 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended 31st March, 2022."

**3. To appoint a Director who is retiring by rotation and in this regard, pass the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013, Mr. Surendra Kumar Arya (DIN: 00004626) who retires by rotation at this meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

**4. To appoint Statutory Auditors and fix their remuneration and in this regard, pass the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof from time being in force, M/s R N Marwah & Co. LLP, Chartered Accountants, (Firm Registration No. 001211N/ N500019) be and are hereby appointed as the Statutory Auditors of the Company in the place of M/s Sahni Natarajan & Bahl, Chartered Accountants (Firm Registration No. 002816N), the retiring Statutory Auditors, for a term of five (5) consecutive years from the conclusion of 26th Annual General Meeting until the conclusion of 31st Annual General Meeting of the Company to be held in the year 2027 at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the Audit as may be determined by any one of the Chairman, Managing Director/Whole Time Director and CFO in consultation with the Auditors."

## **SPECIAL BUSINESS:**

### **5. Ratification of remuneration payable to Cost Auditors of the Company for the Financial Year 2022-23**

To consider and if thought fit, to pass with or without modifications, the following resolutions as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof from time being in force, the Company hereby ratifies the remuneration of Rs. 2,50,000 (Rupees Two Lacs Fifty Thousand only) plus applicable tax and out-of-pocket expenses payable to M/s. Jitender, Navneet & Co., (FRN 000119), who were appointed by the Board of Directors as Cost Auditors of the Company to conduct cost audit relating to cost records of the Company for the Financial Year 2022-23.

**RESOLVED FURTHER THAT** any one Director or Key Managerial Personnel of the Company, be and is hereby severally authorized to take such steps as may be necessary, desirable or expedient to give effect to this resolution including filing of e-form(s)/ return(s) etc. with the Registrar of Companies, NCT of Delhi & Haryana.”

### **6. To approve and increase in commission payable to Mr. Nishant Arya (DIN: 00004954), Vice-Chairman and Managing Director of the Company**

To consider and if thought fit, to pass with or without modifications, the following resolutions as **Special Resolution**:

**“RESOLVED THAT** in terms of provisions contained in Sections 196, 197, 198, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof from time being in force and in accordance with relevant provisions of Articles of Association of the Company and in furtherance of the special resolution passed at 25th Annual General Meeting held on 30th September, 2021 and subject to such other approvals as may be necessary, approval of the Members be and are hereby accorded for payment of commission to Mr. Nishant Arya (DIN: 00004954), Vice Chairman and Managing Director of the Company, as set out in the Explanatory Statement, for a period of three (3) years w.e.f. 18th May, 2021, notwithstanding that such commission may exceed from 3% (three percent) to 5% (five percent) of the net profits of the Company computed in accordance with Section 198 of the Act and this commission is in addition to the remuneration as approved in 25th Annual General Meeting held on 30th September, 2021.

**RESOLVED FURTHER THAT** save and except as aforesaid, all other existing terms and conditions of appointment and remuneration of Mr. Nishant Arya (DIN: 00004954) passed at the 25th Annual General Meeting shall continue to remain in full force and effect.

**RESOLVED FURTHER THAT** effective from the date of approval by the members of this resolution, the aforesaid change in terms of remuneration shall be deemed to have been accordingly modified in the remuneration of Mr. Nishant Arya (DIN: 00004954), as approved by the members pursuant to the Original Resolution at the 25th Annual General Meeting.

**RESOLVED FURTHER THAT** the Board of Directors (including any of its Committee thereof) of the Company be and are hereby authorized to alter and vary the terms and conditions of appointment and/or remuneration of the Mr. Nishant Arya (DIN: 00004954), during his existing tenure in accordance with member’s resolution passed at the 25th Annual General Meeting subject to the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and further authorised to do all such acts, deeds, matters and things as may be deemed necessary, expedient or desirable to give effect to this resolution.”

**7. Re-appointment of Mrs. Pravin Tripathi (DIN: 06913463) as an Independent Director for a second term of five consecutive years**

To consider and if thought fit, to pass with or without modifications, the following resolutions as **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”), if any, read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors), Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time and the Articles of Association of the Company as well as based on the recommendation of the Nomination & Remuneration Committee, Mrs. Pravin Tripathi (DIN: 06913463) was appointed as an Independent Director of the Company for a first term of 5 consecutive years by the board of directors in their meeting held on 4th September, 2017 and confirmed in AGM held on 4th September, 2018 and she is eligible for re-appointment and meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company w.e.f. 4th September, 2022, not liable to retire by rotation, to hold office for the second consecutive term of five (5) years.

**RESOLVED FURTHER THAT** any one Director or Key Managerial Personnel of the Company be and is hereby severally authorized to take such actions as may be deemed necessary to give effect to the above resolution including filing of forms/returns with the Registrar of Companies, NCT of Delhi & Haryana.”

**8. To consider and approve the issue of Securities**

To consider and if thought fit, to pass with or without modifications, the following resolutions as **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force and other applicable rules there under (“the Companies Act”) and subject to and in accordance with any other applicable law or regulation, in India or outside India, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital & Disclosures Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) [including any statutory modification(s) or re-enactment thereof, for the time being in force], Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Listing Agreements entered into with the respective Stock Exchanges where the shares of the Company are listed (the “Stock Exchanges”), the provisions of the Foreign Exchange Management Act, 1999, as amended, including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India (“GoI”), the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”), the Registrar of Companies (“RoC”), the Stock Exchanges, and/ or any other competent authorities and subject to any required approvals, consents, permissions and/ or sanctions of the Ministry of Finance (Department of Economic Affairs), the Ministry of Commerce & Industry (Foreign Investment Promotion Board/ Secretariat for Industrial Assistance), the Department of Industrial Policy and Promotion, the SEBI, the RoC, the RBI and any other appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and/ or sanctions, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the “Board” which term shall be deemed to include any committee which the Board has constituted or may hereinafter constitute to exercise its powers including the power conferred by this Resolution) to create, issue, offer and allot (including with provisions for reservation on firm and/ or competitive basis, of such part of issue and for such categories of persons including employees of the Company, as may be permitted), either in India or in the course of international offering(s) in one or more foreign markets, equity shares of the Company, Global Depository Receipts (“GDR”), American Depository Receipts (“ADR”) Foreign Currency Convertible Bonds (“FCCB”) and/ or other financial instruments

convertible into or exercisable for Equity Shares (including warrants, or otherwise, in registered or bearer form), Non-convertible preference shares, compulsorily convertible preference shares, optionally convertible preference shares, fully convertible debentures, partly convertible debentures, non-convertible debentures with warrants and/any security convertible into Equity Shares with or without voting/ special rights and/ or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holder to convertor subscribe to Equity Shares pursuant to a green shoe option, if any (all of which are hereinafter collectively referred to as the "Securities") or any combination of Securities, in one or more tranches, whether rupee denominated or denominated in foreign currency, through public offerings and/ or private placement and/ or on preferential allotment basis or any combination thereof or by issue of prospectus and/ or placement document and/ or other permissible / requisite offer document to any eligible person(s), including but not limited to qualified institutional buyers in accordance with Chapter VI of the SEBI ICDR Regulations, or otherwise, foreign/ resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign institutional investors, foreign portfolio investors, Indian and/ or bilateral and/ or multilateral financial institutions, non- resident Indians, stabilizing agents, state industrial development corporations, insurance companies, provident funds, pension funds and/ or any other categories of investors whether or not such investors are members of the Company (collectively referred to as the "Investors"), as may be decided by the Board at its discretion and permitted under applicable laws and regulations for an aggregate amount not exceeding Rs. 500 Crores (Rupees Five Hundred Crores only) or equivalent thereof in any foreign currency, inclusive of such premium as may be fixed on such Securities at such a time or times, in such a manner and on such terms and conditions including security, rate of interest, discount (as permitted under applicable law) etc., as may be deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with the lead manager(s) and/ or the underwriter(s) and/ or other advisor(s) for such issue.

**RESOLVED FURTHER THAT** if any issue of Securities is made by way of a Qualified Institutions Placement in terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as "Eligible Securities" within the meaning of the SEBI ICDR Regulations), the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall be completed within twelve months from the date of passing of the shareholders' resolution for approving the above said issue of Securities or such other time as may be allowed under the SEBI ICDR Regulations from time to time at such a price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations, provided that the Board may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on such price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** in the event that the Equity Shares are issued to qualified institutional buyers under Chapter VI of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares and in the event that convertible securities (as defined under the SEBI ICDR Regulations) are issued to qualified institutional buyers under Chapter VI of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities are entitled to apply for Equity Shares or such other time as may be decided by the Board or permitted by the SEBI ICDR Regulations, subject to any relevant provisions of applicable laws, rules, regulations as amended from time to time, in relation to the proposed issue of the Specified Securities.

**RESOLVED FURTHER THAT** the relevant date for the determination of applicable price for the issue of any other Securities shall be as per the regulations/ guidelines prescribed by the SEBI, the Ministry of Finance, the RBI, the Gol through their various departments, or any other regulator and the pricing of any Equity Shares issued upon the conversion of the Securities shall be made subject to and in compliance with the applicable rules and regulations.

**RESOLVED FURTHER THAT** in pursuance of the aforesaid resolutions:

- (a) The Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and

- (b) The Equity Shares that may be issued by the Company shall rank pari-passu with the existing Equity Shares of the Company in all respects including dividend, which shall be subject to relevant provisions in that behalf contained in the Article of Association of the Company.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, subject to the applicable laws, rules, regulations and guidelines and subject to the approvals, consents and permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approvals, consents or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such Equity Shares ranking pari-passu with the existing Equity Shares in all respects including dividend, which shall be subject to relevant provisions in that behalf contained in the Article of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolutions described above, the Board or any Committee thereof be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s), determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, discounts permitted under applicable law (now or hereafter), premium amount on issue/ conversion of the Securities, if any, rate of interest, execution of various agreements, deeds, instruments and other documents, including the private placement offer letter, creation of mortgage/ charge in accordance with the provisions of the Companies Act in respect of any Securities as may be required either on pari-passu basis or otherwise, as it may in its absolute discretion deem fit, necessary, proper or desirable, and to give instructions or directions and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the RoC, the lead managers, or other authorities or agencies involved in or concerned with the issue of Securities and as the Board or Committee thereof may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise, and that all or any of the powers conferred on the Company and the Board vide this Resolution may be exercised by the Board or Committee thereof as the Board has constituted or may constitute in this behalf, to the end and intent that the members shall be deemed to have given their approval there to expressly by the authority of this Resolution, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

**RESOLVED FURTHER THAT** the Board or any Committee thereof be and is hereby authorized to engage/ appoint the lead managers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agent, trustees, bankers, advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and to seek the listing of such Securities on one or more national and/ or international stock exchange(s).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate (to the extent permitted by law) all or any of the powers herein conferred to any committee or directors or any other officer or officers of the Company to give effect to the aforesaid resolutions."

**9. To fix the borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013**

To consider and if thought fit, to pass with or without modifications, the following resolutions as **Special Resolution:**

**“RESOLVED THAT** in supersession of the earlier resolution passed at the 25th Annual General Meeting held on 30th September, 2021 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof from time being in force, the consent of members be and are hereby accorded to borrow any sum or sums of money from time to time or at any time from Company’s Bankers and/ or from any one or more other persons, firms, bodies corporate or financial institutions whether by way of discounting or otherwise and whether secured by charges, pledge, mortgages, hypothecations, lien, pledge, lease or any kind of charge(s) on the assets and properties of Company/ Subsidiary Company/ies/ Joint Venture Company/ies, wheresoever situated, whether movable or stock-in-trade (including raw materials, stores, spare parts and components in stock or in transit) and work-in-progress and all or any of the undertakings of the Company/ Subsidiary Company/ies/ Joint Venture Company/ies notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business may exceed the aggregate of the paid-up share capital of the Company, free reserves and securities premium that is to say, reserves not set apart for any specific purpose but, so however, that the total amount up to which the monies may be borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rs. 2,000 Crores (Rupees Two Thousand Crores only).

**RESOLVED FURTHER THAT** any one Director or Key Managerial Personnel of the Company be and is hereby authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution including filing of e-form(s)/ return(s) with the Registrar of Companies of NCT of Delhi & Haryana.”

**10. To approve the transactions with related parties pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To consider and if thought fit, to pass, with or without modification(s), the following resolutions as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time and other applicable provisions, if any, of the Listing Regulations, the Companies Act, 2013 and rules made thereunder, including statutory modification(s) or re-enactment thereof for the time being in force, such other approvals as may be required, consent of the members be and are hereby accorded to enter into material related party transaction(s) at arm’s length basis and in the ordinary course of business during the period from the date of 26th Annual General Meeting to the conclusion of 27th Annual General Meeting with the respective related parties and amount and nature of transaction(s) to be taken place during the period as mentioned herein below:

<b>Rupees in crores</b>				
<b>S. No.</b>	<b>Name of Related Party</b>	<b>Relationship</b>	<b>Nature of transaction</b>	<b>Expected Value of transaction(s)</b>
1.	Neel Metal Products Limited	Public Company in which a Director of the Company is a Director and having more than 2% of shareholding	Purchase and Sale of sheets, components, tools, dies and fixtures, equipment’s including hiring of services and job work etc.	1,000
2.	JBM Green Energy Systems Private Limited	Related Party as per Section 2(76) of Companies Act, 2013	Sale, Purchase and Supply of batteries for EV Buses and job work etc. or transaction of whatever nature	500

**RESOLVED FURTHER THAT** any one Director or Key Managerial Personnel of the Company be and is hereby severally authorized to negotiate and finalize other terms & conditions and to do all such acts, things or deeds and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary and/or expedient to giving effect to the above resolution."

**By Order of the Board of Directors  
For JBM Auto Limited**

**Sd/-  
Vivek Gupta  
Chief Financial Officer  
& Company Secretary  
M. No. F7918**

**Place: Gurugram (Haryana)  
Date: 1st September, 2022**

## NOTES:

- 1. In view of the continued impact COVID-19 pandemic, social distancing norm to be followed and pursuant to the Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 02/2022 issued by the Ministry of Corporate Affairs and Circular Nos. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 issued by the Securities and Exchange Board of India ("SEBI") (hereinafter collectively referred to as "the Circulars"), the Companies are allowed to hold Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of Members at a common venue till 31st December, 2022. Physical copy of the Notice of 26th AGM along with Annual Report for the financial year 2021-22 shall be sent to those Members who request for the same. The deemed venue for the 26th AGM shall be the registered office of the Company.**
2. An Explanatory Statement pursuant to Section 102(1) of the Act, in respect of special business to be transacted at the AGM, as set out under item nos. 5 to 10 above and the relevant details of the Director seeking re-appointment under item nos. 3 and 7 above as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as required under Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are given in note no. 22 to the notice.
3. In terms of MCA circulars, since the AGM is being held through VC/ OAVM, physical attendance of the members has been dispensed with. Accordingly, the facility for appointment of the proxies by Members under Section 105 of the Act is not available and hence, the Proxy Form and Attendance Slip are not annexed to this Notice. Since the AGM will be held through VC/ OAVM, the route map is not annexed to this Notice.
4. KFin Technologies Limited ("Kfintech") has been engaged to facilitate the participation of the Members in the AGM and to provide e- Voting facility (remote e-voting and e- voting at the AGM) for casting the votes electronically in terms of the aforesaid MCA Circulars.
5. Corporate Members are required to access the link <http://evoting.kfintech.com> and upload a certified copy of the board resolution authorizing their representative to attend the AGM through VC and vote on their behalf. Institutional investors are encouraged to attend and vote at the meeting through VC.
6. Members who have still not registered their email IDs are requested to do so at the earliest. Members holding shares in electronic mode can get their email IDs registered by contacting their respective Depository Participant. Members holding shares in physical mode are requested to register their email IDs with the Company by sending an email to Compliance Officer of the Company at [jbma.investor@jbmgroup.com](mailto:jbma.investor@jbmgroup.com) and/or by sending a request to MCS Share Transfer Agent Limited, Registrar and Share Transfer Agent through email at [helpdeskdelhi@mcsregistrars.com](mailto:helpdeskdelhi@mcsregistrars.com) or contact at +91 11 41406149, for receiving the Notice and Annual Report.

## 7. ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT

In line with MCA Circulars and SEBI Circulars, the Notice of 26th AGM and Annual Report for the Financial Year 2021-22 are being sent only by electronic mode to those members whose email address was registered with the Company/ Depositories. Members may please note that this Notice and Annual Report will also be available at the Company's website: [www.jbmgroup.com](http://www.jbmgroup.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Ltd. at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of KFin Technologies Private Limited at <http://evoting.kfintech.com>.

Any person who acquire shares of the Company and becomes Member of the Company after the dispatch of Notice and holding shares as on cut-off date, i.e. **Monday, 19th September, 2022** ("Cut-off date") may obtain the login ID and Password by sending a request at [evoting@kfintech.com](http://evoting@kfintech.com). However, if he/ she is already registered with Kfintech with remote e-voting, then he/ she can use his/ her existing user ID and password for casting the vote.

8. Members are requested to send their queries, if any, on the accounts and operations of the Company to the Company at its email id [jbma.investor@jbmgroup.com](mailto:jbma.investor@jbmgroup.com) at least a week in advance, so that relevant information may be made available, if the Company permits such information to be furnished.

## 9. PAYMENT OF DIVIDEND RELATED

- (a) The Register of Members and Share Transfer Books will remain closed from **Tuesday, 20th September, 2022** to **Monday, 26th September, 2022** (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the ensuing AGM.
- (b) The dividend on Equity Shares, if declared at the ensuing AGM, will be paid within a period of 30 days from the date of declaration, to those members, whose names appear in the Register of Members on close of business hours on 19th September, 2022. The dividend is Rupee 1 per equity share on fully paid-up equity shares of Rupees 2/- each.
- (c) As you may be aware that in terms of the provisions of the Income Tax Act, 1961 ("the IT Act") as amended by the Finance Act, 2020, dividend paid or distributed by a Company on or after 1st April, 2020 is taxable in the hands of the members. The Company is, therefore, required to deduct tax at source at the time of payment of dividend to the members. Please also note that the tax rate would vary depending on the residential status, category, compliant/non-compliant status of the member on the basis of filing of income tax return of the preceding two years, as per Section 206AB of the IT Act.
- (d) TDS would not apply if the aggregate of total dividend distributed to a member by the Company during FY 2022-23 does not exceed Rs. 5,000/-. Further, Tax at source will not be deducted where a member provides Form 15G (applicable to Individual in case of dividend) / Form 15H (applicable to an individual above the age of 60 years), provided that the eligibility conditions are being met. You are requested to submit such document(s), if any, to the Company for your respective category on or before 16th September, 2022, in order to comply with the applicable TDS provisions.
- (e) Further, after receipt of any of the above declarations, if the Company on the basis of its independent assessment, finds any information that is contrary to the declarations received by it, the Company reserves right to rely on the results of its independent assessment and make a deduction of taxes at a higher rate as per applicable provisions of the IT Act.
- (f) Members holding shares under multiple accounts under different residential status/ member category and single PAN may note that higher of the tax rate as applicable to different residential status/ category, will be considered on their entire shareholding which is held under different accounts.
- (g) Determination of tax rate is subject to necessary verification by the Company of the details of the member as available with the Company / RTA as on the record date. In this respect, the Company reserves the right to independently verify the PAN number of the member from the utility of National Securities Depository Ltd. and if the same is found contrary to the PAN quoted/ provided, the Company will disregard the PAN and proceed as per the prevalent law.
- (h) In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided/to be provided by the members(s), such member(s) will be responsible to indemnify the Company and also, provide the Company with all information/ documents and co-operation in any appellate proceedings.
- (i) In case tax on dividend is deducted at a higher rate in the absence of receipt of the aforementioned details / documents, you would still have the option of claiming refund of the excess tax paid at the time of filing your income tax return. No claim shall lie against the Company for such taxes deducted.
- (j) Members will be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://www.incometax.gov.in/iec/foportal/>
- (k) Above communication on TDS sets out the provisions of law in a summary manner only and does not purport to be a complete analysis or listing of all potential tax consequences. This communication shall not be treated as an advice from the Company or its affiliates or its Registrar and Share Transfer Agent. Members should obtain the tax advice related to their tax matters from a tax professional.

10. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, MCS Share Transfer Agent Limited ("MCS") can not act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be informed only to the Depository Participant by the members.
11. Members holding shares in physical form are requested to update their bank details with the Company/ Registrars and Share Transfer Agent. Members who have not updated their bank account details, dividend warrants/ demand drafts/ cheques will be sent out to their registered addresses. To avoid delay in receiving the dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent (RTA) (where shares are held in physical mode) to receive the dividend directly into their bank account on the payout date.

## **12. INVESTOR EDUCATION AND PROTECTION FUND RELATED INFORMATION**

The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2013-14 to the Investor Education and Protection Fund established by the Central Government. Pursuant to the provisions of Section 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and amendments thereof, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 30th September, 2021 (date of last Annual General Meeting) on the website of the Company at [www.jbmgroup.com](http://www.jbmgroup.com).

## **13. UPDATION OF PAN, EMAIL ADDRESS AND OTHER DETAILS OF THE MEMBERS**

- a) Members holding shares in dematerialized mode, are requested to update their records such as tax residential status, permanent account number, registered email addresses, mobile numbers and other details with their relevant Depositories through their Depository Participants. Members holding shares in physical mode are requested to furnish details to the Company's Registrar and Share Transfer Agent. The Company is obligated to deduct tax at source (TDS) based on the records available with RTA and no request will be entertained for revision of TDS return.
- b) Pursuant to Section 72 of the Companies Act, 2013, members holding shares in electronic/ demat form may file nomination in the prescribed Form SH-13 (in duplicate) with the respective Depository Participant and in respect of shares held in physical form, the nomination form may be filed with RTA.
- c) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
- d) Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to MCS Share Transfer Agent Limited, for consolidation into a single folio.
- e) Non-Resident Indian members are requested to inform MCS Share Transfer Agent Limited, immediately of:
  - i) Change in their residential status on return to India for permanent settlement.
  - ii) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

## **14. INFORMATION AND OTHER INSTRUCTIONS RELATING TO REMOTE E-VOTING ARE AS UNDER:**

- a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the Company is pleased to provide remote e-voting facility to all of its members of the Company to exercise their right to vote in respect of the resolutions to be passed at the 26th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by KFin Technologies Private Limited (KFintech) on all resolutions set forth in this Notice.
- b) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by

the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or e-voting at the Meeting.

- c) Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again. The e-voting during the AGM is integrated with the VC platform. Members may click on the voting icon to cast their votes. The e-voting portal will be open for voting from **Friday, 23rd September, 2022 (9.00 A.M. IST) to Sunday, 25th September, 2022 (5.00 P.M. IST)**. During this period, members of the Company, holding shares either in physical form or in dematerialized form as on cut-off date i.e. **19th September, 2022**, may cast their vote electronically. The e-voting module shall be disabled by KFintech for voting thereafter.
- d) Only those members, who are present in the e-AGM and have not casted their vote on the resolutions through remote e-voting and who are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the e-AGM.
- e) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual for members available at the download section of <https://evoting.kfintech.com> or contact [evoting@kfintech.com](mailto:evoting@kfintech.com) or phone no. at 1800 309 4001 (toll free) for any further clarifications. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- f) Mr. Dhananjay Shukla, Practicing Company Secretary, (Membership No. FCS 5886) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting during the AGM in a fair and transparent manner.

**15. PROCESS FOR THOSE MEMBERS WHOSE EMAIL IDS ARE NOT REGISTERED FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF EMAIL IDS FOR E-VOTING ON THE RESOLUTIONS SET OUT IN THIS NOTICE:**

- a) Those members, who hold shares in physical form or who have not registered their email address with the Company and who wish to participate in the AGM or cast their vote through remote e-voting or through the e-voting system during the AGM, may obtain the login ID and password by sending scanned copy of:
  - i) a signed request letter mentioning name, folio number and complete address.
  - ii) self-attested scanned copy of the PAN Card and any document (such as Driving Licence, Bank Statement, Election Card, Passport, AADHAR Card) in support of the address of the Member as registered with the Company to the email address of the Company at [jbma.investor@jbmgroup.com](mailto:jbma.investor@jbmgroup.com) or Registrar & Share Transfer Agent at [admin@mscregistrars.com](mailto:admin@mscregistrars.com) or KFintech at [evoting@kfintech.com](mailto:evoting@kfintech.com).
- b) In case shares are held in demat mode, Members may obtain the login ID and password by sending scanned copy of:
  - (i) a signed request letter mentioning name, DP ID-Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID).
  - (ii) self-attested scanned copy of client master or Consolidated Demat Account statement.
  - (iii) self-attested scanned copy of the PAN Card, to the email address of or RTA at [admin@mscregistrars.com](mailto:admin@mscregistrars.com) or to KFintech at [evoting@kfintech.com](mailto:evoting@kfintech.com).

**16. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VIDEO CONFERENCING: -**

The options for remote e-voting and e-voting during Annual General Meeting (AGM) are explained herein below:

Option 1	Access to Depositories e-voting system in case of individual members holding shares in demat mode.
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Option 2	Access to KFIN e-voting system in case of members holding shares in physical and non-individual members in demat mode.
Option 3	Access to join virtual AGM of the Company on KFin system to participate in AGM and vote at the AGM.

**A. Details of Option 1 are mentioned below:**

**Login method for remote e-voting for Individual members holding securities in demat mode. (Login Through Depositories)**

<b>NSDL</b>	<b>CDSL</b>
<p><b>1. User already registered for IDeAS facility:</b></p> <p>I. URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>II. Click on the "Beneficial Owner" icon under 'IDeAS' section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"</p> <p>IV. Click on company name or e-voting service provider and you will be re-directed to e-voting service provider website for casting the vote during the remote e-voting period.</p>	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <p>I. URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Click on New System Myeasi</p> <p>III. Login with user id and password.</p> <p>IV. Option will be made available to reach e-voting page without any further authentication.</p> <p>V. Click on e-voting service provider name to cast your vote.</p>
<p><b>2. User not registered for IDeAS e-Services</b></p> <p>I. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>II. Select "Register Online for IDeAS"</p> <p>III. Proceed with completing the required fields.</p>	<p><b>2. User not registered for Easi/Easiest</b></p> <p>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/easiRegistration">https://web.cdslindia.com/myeasi/Registration/easiRegistration</a></p> <p>II. Proceed with completing the required fields.</p>
<p><b>3. By visiting the e-Voting website of NSDL</b></p> <p>I. URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a></p> <p>II. Click on the icon "Login" which is available under 'Shareholder/Member' section.</p> <p>III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.</p> <p>V. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</p>	<p><b>3. By visiting the e-Voting website of CDSL</b></p> <p>I. URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Provide demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP (E-voting Service Provider) where the e-voting is in progress.</p>

**IMPORTANT NOTE:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned websites.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depositories i.e. NSDL and CDSL**

<b>Members facing any technical issue - NSDL</b>	<b>Members facing any technical issue - CDSL</b>
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or call at 022- 23058738 or 022-23058542-43

**Individual Shareholders (holding securities in DEMAT mode) - Login through their Depository Participants.**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-voting facility. Once login, you will be able to see e-voting option. Click on e-voting option and you will be redirected to NSDL/ CDSL Depository site after successful authentication. Click on company name or e-voting service provider name i.e., KFINTECH and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

**B. Details of Option 2 are mentioned below:**

**Login Method for Non-Individual Members holding shares in demat form & Members holding share in physical form.**

Members whose email IDs are registered with the Company/ Depository Participant(s), will receive an email from Kfintech which will include details of e-voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- I. Initial Password is provided in the body of the email.
- II. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- III. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No. /DP ID Client ID will be your User ID. However, if you are already registered with Kfintech for e-voting, you can use your existing User ID and password for casting your votes.
- IV. After entering the details appropriately, click on LOGIN.
- V. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- VI. You need to login again with the new credentials.
- VII. On successful login, the system will prompt you to select the EVENT i.e. JBM Auto Limited and click on submit.
- VIII. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/ dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/ or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- IX. Click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.

- X. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat account.
- XI. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who is/are authorized to vote, to the Scrutinizer through email at [dshukla.fcs1@gmail.com](mailto:dshukla.fcs1@gmail.com) and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'Corporate Name **JBM Auto Limited**'.
- XII. In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and remote e-voting manual available at <https://evoting.kfintech.com> under help section or call at 1800 309 4001 (toll free).
- XIII. All grievances connected with the facility for voting by electronic means may be addressed to KFintech by sending an email to [evoting@kfintech.com](mailto:evoting@kfintech.com) or call 1800 309 4001 (Toll Free).
- XIV. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.

**C. Details of Options 3 are mentioned below:**

**Instructions for all the members for attending the AGM through VC/OAVM and e-voting during the AGM.**

- a. Members will be provided with a facility to attend the AGM through VC/ OAVM platform provided by KFintech.
- b. Members may access the same at <https://emeetings.kfintech.com> by using the e-voting login credentials provided in the email received from the Company/ KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned above.
- c. The Members can join the AGM 15 minutes before and 15 Minutes after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice.
- d. The VC/ OAVM would allow participation of 1,000 members on first-come-first serve basis.
- e. No restrictions on account of first-come-first-served basis entry into AGM will be applicable to large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of various board committees, Auditors etc.
- f. The attendance of the members (member's logins) attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- g. Members are encouraged to join the AGM through Laptop with Google Chrome for better experience.
- h. Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The members may click on the voting icon displayed on the screen to cast their votes.
- i. A member can opt for only single mode of voting i.e. remote e-voting or e-voting at the AGM. If a member casts votes by both modes, then voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- j. Institutional Members are encouraged to attend and vote at the AGM through VC/ OAVM.
- k. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker at <https://emeetings.kfintech.com/> and click on "Speaker Registration" by mentioning the demat account

number/ folio number, city, email id, mobile number and submit. The speaker registration shall commence from **Friday, 23rd September, 2022 (9:00 A.M. IST) to Saturday, 24th September, 2022 (5:00 P.M. IST)**. Those members who have registered themselves as speaker shall only be allowed to express their views/ask questions during the AGM.

- l. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Please note that, member's questions will be answered only if the members continues to hold shares of the Company as on cut-off date. Due to limitations of transmission and co-ordination during the Q&A session, the Company may dispense with the speaker registration during the AGM.
  - m. A video guide assisting the members attending the AGM either as a speaker or participant is available for quick reference at: <https://emeetings.kfintech.com/>
  - n. Members who wish to speak at the AGM will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  - o. While all efforts will be made to make the VC/ OAVM meeting smooth, Members and other Participants connecting from mobile devices or tablets or through laptops etc. connecting via mobile hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommend to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
17. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM is the same person mentioned for remote e-voting. Facility to cast vote through e-voting at AGM will be made available on the Video Conferencing screen and will be activated once the e-voting is announced at the Meeting.
  18. The result declared on the AGM resolutions along with the Consolidated Scrutinizer's Report shall be placed on the Company's website at [www.jbmggroup.com](http://www.jbmggroup.com) and shall also be communicated to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed, not later than two (2) working days of the conclusion of the AGM.
  19. The resolutions proposed shall be deemed to have been passed on the date of the AGM subject to receipt of the requisite number of votes in favour of the resolutions.
  20. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection during the meeting in electronic mode and same may be accessed upon log-in to <https://evoting.kfintech.com>.

21. The recorded transcript of the forthcoming AGM shall be maintained by the Company and also be made available on the website of the Company at [www.jbmgrou.com](http://www.jbmgrou.com) at the earliest soon after the conclusion of the Meeting.
22. Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a brief profile and other details of Director(s) eligible for re-appointment vide item no. 3 and item no. 7 are as follows:

Sr No.	Particulars	Details	Details
1.	Name	Mr. Surendra Kumar Arya	Mrs. Pravin Tripathi
2.	DIN	00004626	06913463
3.	Date of Birth	10.11.1957	23.12.1949
4.	Date of appointment	01.08.2000	04.09.2017
5.	Qualifications	Science Graduate	Indian Audit & Accounts Service (IA&AS), B.A. (Hons.) and Master in English Literature from Punjab University
6.	Experience in specific functional areas	Having experience of more than 38 years in Automobile and Engineering Industry and also has a dynamic business & leadership skills.	She is a former Indian Audit & Accounts Service (IA&AS) Officer of 1973 batch with more than 4 decades of experience in the field of Audit & Accounts. She has held various senior positions including that of Deputy Comptroller & Auditor General of India and Chairperson Audit Board, Member of the Competition Appellate Tribunal, Member of Airport Economic Regulatory Authority Appellate Tribunal and Chief Auditor, Municipal Corporation of Delhi amongst others.
7.	Directorship held in other listed entities	Jay Bharat Maruti Limited	- Jay Bharat Maruti Limited - Multi Commodity Exchange of India Limited - Minda Industries Limited - Kamdhenu Limited
8.	Membership_ Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholders' Relationship Committee)	<b>Audit Committee:</b> - JBM Auto Limited - Member <b>Stakeholder Relationship Committee:</b> - JBM Auto Limited - Chairman - Jay Bharat Maruti Limited -Member	<b>Audit Committee:</b> - Multi Commodity Exchange of India Limited - Minda Industries Limited - JBM Auto Limited <b>Stakeholders Relationship Committee:</b> - Multi Commodity Exchange of India Limited - JBM Auto Limited - Kamdhenu Limited
9.	Names of listed entities from which the Director has resigned in the past three years	Nil	Mrs. Pravin Tripathi has resigned from PTC India Financial Services Limited, a listed entity on 14th October, 2021.
10.	Number of Shares held in the Company	2,98,355 Equity Shares individually and 7,22,140 Equity Shares as Surendra Kumar Arya (HUF)	Nil
11.	In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	Please refer to the Board Qualifications, Expertise and Attributes Matrix in the Corporate Governance Report.
12.	Terms and conditions of re- appointment	Not Applicable	As may be decided by the Board of Directors

<b>Sr No.</b>	<b>Particulars</b>	<b>Details</b>	<b>Details</b>
13	Last Drawn Remuneration including Sitting Fees for Board & Committee(s) Meetings (2021-22)	Rs. 4,00,000	Rs. 3,25,000
14.	Number of Board Meetings attended during the year	5 out of 5	5 out of 5
15.	Relationship with any Director(s) of the Company	Father of Mr. Nishant Arya, Vice-Chairman and Managing Director	No Inter-se Relationship

**By Order of the Board of Directors  
For JBM Auto Limited**

**Sd/-  
Vivek Gupta  
Chief Financial Officer  
& Company Secretary  
M. No. F7918**

**Place: Gurugram (Haryana)  
Date: 1st September, 2022**

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

### ITEM NO. 4

#### **Appointment of M/s R N Marwah & Co. LLP Chartered Accountants, (Firm Registration No 001211N/ N500019) as Statutory Auditors and to fix their remuneration**

***(This explanatory statement is provided though strictly not required as per Section 102 of the Companies Act, 2013)***

As per Section 139 of the Companies Act, 2013, every Company shall, at the annual general meeting, appoint an individual or a firm as an auditor who shall hold office from the conclusion of that meeting till the conclusion of its sixth annual general meeting and thereafter till the conclusion of every sixth meeting.

M/s Sahani Natarajan & Bahl, Chartered Accountants was appointed as Statutory Auditors of the Company in the FY17 for a period of five consecutive years from the conclusion of 21st Annual General Meeting (AGM) until the conclusion of the 26th AGM of the Company to be held in the year 2022. Accordingly, their term was to expire at the 26th AGM of the Company to be held in the year 2022.

In view of above, the Board of Directors of the Company on recommendation of Audit Committee at their meeting held on 1st September, 2022 has approved the appointment of M/s R N Marwah & Co. LLP, Chartered Accountants (Firm Registration No. 001211N/ N500019) as Statutory Auditors of the Company for a term of five consecutive years, from the conclusion of this 26th Annual General Meeting till the conclusion of the 31st Annual General Meeting to be held in the year 2027.

M/s. R N Marwah & Co. LLP, have conveyed their consent to be appointed as Statutory Auditors of the Company along with necessary eligibility certificate / disclosure / confirmation in terms of the Companies Act, 2013 confirming the fact that they are not disqualified to be appointed as Statutory Auditors.

Disclosure as per Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as under:

Proposed statutory audit fees payable to the auditors	As may be decided by the Board of Directors in consultation with proposed Statutory Auditors.
Terms of appointments	M/s R N Marwah & Co. LLP, is recommended for appointment for a term of five consecutive years from the conclusion of 26th AGM till the conclusion of the 31st AGM to be held in the year 2027.
Material change in the fees payable to the new auditors	No material change in the fees for the proposed Statutory Auditors.
Basis of recommendation and auditor credentials	The recommendations are based on the fulfillment of the eligibility criteria prescribed under the Companies Act, 2013. M/s R N Marwah & Co. LLP is renowned Chartered Accountant firm having the experience of over 75 years as Statutory Auditors of various corporates all across India.

The Board of Directors of the Company recommend the Resolution as set out at Item No. 4 of the accompanying Notice for approval of the members by way of a Ordinary Resolution.

None of the Directors, Key Managerial Personnel and their relatives are, in anyway, concerned or interested in the said resolution, except to the extent of their shareholdings, if any, in the Company.

## ITEM NO. 5

### **Ratification of remuneration payable to Cost Auditors of the Company for the Financial Year 2022-23**

The Board of Directors of the Company, on the recommendation of the Audit Committee has approved the service of Cost Auditors on the terms and conditions including remuneration, to conduct the audit of the cost records of the Company for the Financial Year 2022-23 as per the following details:

<b>Sr. No.</b>	<b>Name of the Cost Auditors</b>	<b>Audit Fees</b>
1.	M/s. Jitender, Navneet & Co. (FRN 000119)	Rs. 2,50,000

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company.

The Board of Directors of the Company recommend the Resolution as set out at Item No. 5 of the accompanying Notice for approval of the members by way of a Ordinary Resolution.

None of the Directors, Key Managerial Personnel and their relatives are, in anyway, concerned or interested in the said resolution, except to the extent of their shareholdings, if any, in the Company.

## ITEM NO. 6

### **To approve and increase in managerial remuneration/commission payable to Mr. Nishant Arya (DIN: 00004954), Vice-Chairman and Managing Director of the Company**

The Members of the Company at the 25th Annual General Meeting held on 30th September, 2021 appointed Mr. Nishant Arya (DIN: 00004954) as a Managing Director (Key Managerial Personnel) designated as Vice-Chairman and Managing Director of the Company for a term of three (3) consecutive year with effect from 18th May, 2021 till 17th May, 2024.

Taking into consideration the increased business activities of the Company coupled with higher responsibilities cast on Mr. Nishant Arya, the Board of Directors, on recommendation of the Nomination & Remuneration Committee of the Company, at its meeting held on 2nd May, 2022, has approved the proposal to increase the commission paid to Mr. Nishant Arya, Vice-Chairman and Managing Director, subject to the approval of shareholders, as set out in the resolution being item no. 6 of the accompanying notice.

The proposed revision in remuneration above is well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act and hence, approval of Central Government is not required for the above revision in remuneration.

Except for the aforesaid revision in salary, all other terms and conditions of his appointment as Vice-Chairman and Managing Director of the Company as approved by the members at the 25th Annual General Meeting of the Company shall remain unchanged.

The Special Resolution relates to the approval of modification in remuneration of Mr. Nishant Arya (DIN: 00004954) as Vice-Chairman and Managing Director of the Company.

It is hereby confirmed that the Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor in the previous financial year and in the current financial year.

Since the remuneration proposed for Mr. Nishant Arya may be governed by the provisions of Section II of Part II of Schedule V to the Act, following information is given with abundant caution:

#### **I. General Information:**

##### **1. Nature of Industry:**

The Company is engaged in the automotive business that manufactures and sells sheet metal components, tools, dies & moulds and buses including sale of spare parts, accessories & maintenance contract of buses.

**2. Date of commencement of commercial production:** 05.11.1996

**3. In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable

**4. Standalone Financial Performance based on given Indicators:**

(Rs. in Crores)

Particulars	FY ended 31.03.2022	FY ended 31.03.2021
Total Income	3,192.39	1,978.61
Profit before Tax	187.58	82.05
Finance Cost	75.36	56.64
Depreciation	85.20	75.56
Tax Expense	30.65	29.13
Net Profit	156.93	52.92

**5. Foreign Investments and Collaborations:** The Company has entered into foreign collaborations with Solaris Bus & Coach SP. Z.O.O., Yorozu Corporation and Ogihara (Thailand) Co. Ltd. during the financial year ended 31st March, 2022.

## II. Information about the Appointee:

**1. Background Details:** Mr. Nishnat Arya is a Graduate in business administration from the Bradford University, UK and completed a course in Business Development & Strategy from London School of Economic. Also, Mr. Nishnat Arya has a vast experience in renewables including electric vehicles and have an expanded experience in Development of R&D and Innovation.

**2. Past Remuneration:** Rs. 20,00,000 (Rupees Twenty Lacs only) per month in the scale of 20,00,000 - 3,00,000 - 30,00,000 with authority to the Board (which expression shall include a committee thereof) to revise his salary from time to time and other terms and conditions as stated in Original resolution dated 30.09.2021.

**3. Recognition or awards:** Mr. Nishant Arya has won Entrepreneur of the year award in Product or Manufacturing Business - Automotive & Ancillary. Under his leadership, JBM Auto Limited has been recognized amongst the "Elite set of the 10 greatest value creators in the Fortune India 500 companies".

**4. Job profile Suitability:** Mr. Nishant Arya is Vice Chairman and Managing Director of the Company and has been associated with the Company since 2009 as a Director.

**5. Remuneration proposed:** As stated in Explanatory Statement above.

**6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):** Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities of Mr. Nishant Arya as a Vice Chairman and Managing Director, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.

**7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel:** Besides the remuneration proposed to be paid to Mr. Nishant Arya, he does not have any other pecuniary relationship with the Company.

**III. Other Information:** The Company does not envisage any loss during this tenure. However, the profits may remain inadequate for giving the proposed remuneration to Mr. Nishant Arya as the Company is in growing stage. Further, the Company is conscious about improvement in productivity and continually undertakes measures to improve its productivity and profitability. The Management is confident of achieving sustained revenue growth in the future years.

**IV. Disclosures:** The Complete information and disclosures of the remuneration package including commissions and other benefits to all managerial personnel of the Company have been mentioned in the Annual Report in the Corporate

Governance Report under the heading Remuneration paid or payable to Directors for the year ended 31st March, 2022.

The Board of Directors of the Company recommend the Resolution as set out at Item No. 6 of the accompanying Notice for approval of the members by way of a Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives are, in anyway, concerned or interested, financially or otherwise in the said resolution, except Mr. Nishant Arya and Mr. Surendra Kumar Arya.

#### **ITEM NO. 7**

##### **Re-appointment of Mrs. Pravin Tripathi (DIN: 06913463) as an Independent Director for a second term of five consecutive years**

Pursuant to the recommendation of the Nomination & Remuneration Committee, the Board of Directors has approved the re-appointment of Mrs. Pravin Tripathi (DIN: 06913463) as an Independent Non-Executive Director of the Company for a second term of five (5) consecutive years with effect from 04th September, 2022 to 03rd September, 2027 under Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and Articles of Association of the Company.

The Company has received a notice from a member proposing Mrs. Pravin Tripathi as a candidate for the office of Director of the Company and her appointment is subject to the approval of the members by special resolution.

Mrs. Pravin Tripathi is a former Indian Audit and Accounts Service (IA & AS) officer of 1973 batch with more than 4 decades of experience in the field of Audit & Accounts. She held various senior positions including that of Deputy Comptroller & Auditor General of India, Member of the Competition Appellate Tribunal, Member of Airport Economic Regulatory Authority Appellate Tribunal, Financial Advisor DDA and Chief Auditor Municipal Corporation of Delhi amongst others. She was appointed on the Board on 4th September, 2017 and her appointment was approved by the member at Annual General Meeting held on 4th September, 2018

Her continuation on the Board will support in broadening the overall expertise of the Board and her contribution in the strategic and business diversification areas will be immensely beneficial to the Company.

Mrs. Pravin Tripathi does not hold any shares in the Company. She is not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director.

A copy of draft letter of re-appointment of Mrs. Pravin Tripathi as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

The Board of Directors of the Company recommend the Resolution as set out at Item No. 7 of the accompanying Notice for approval of the members by way of a Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives are, in anyway, concerned or interested in the said resolution, except to the extent of their shareholdings, if any, in the Company.

#### **ITEM NO. 8**

##### **Issue of Securities in terms of Sections 42, 62 and 71 of the Companies Act, 2013**

The members of the Company are hereby informed that the Company had taken an approval of the members for issuing the Securities in terms of Sections 42, 62 and 71 of the Companies Act, 2013 by passing a special resolution in the 25th Annual General Meeting held on 30th September, 2021. Further, as per the provisions of Section 42 of the Companies Act, 2013 and the rules made thereunder, special resolution is valid for one year in case of offer or invitation for securities/ non-convertible debentures. Since, the Company has not issued any kind of securities including Non-Convertible debentures during the last one year, the validity of the special resolution will expire on 29th September, 2022.

In order to strengthen the financial position of the Company, meet the funding requirement in current and any future businesses and for general corporate purposes, including but not limited to debt reduction, it is proposed to create, offer, follow on offer, issue and allot securities as stated in the resolution at such price or prices, at a discount or premium to market price or prices in such manner and on such terms and conditions including security, rate of interest,

etc. as may be deemed appropriate by the Board/ Committee at its discretion including the discretion to determine the categories of allottees to whom the offer, issue and allotment shall be made at the time of such offer, issue and allotment considering the market conditions and other relevant factors and wherever necessary in consultation with lead managers, either in foreign currency or equivalent Indian Rupees inclusive of such premium as may be determined by the Board/ Committee, in any convertible foreign currency, as the Board/ Committee at its absolute discretion may deem fit and appropriate. The Company intends to issue securities for aggregate amount not more than Rs. 500 Crores.

Members may note that the above resolution was passed at 25th AGM held on 30th September, 2021, but due to non-suitable market conditions the said issue of securities in terms of Sections 42, 62 and 71 of the Companies Act, 2013 was not made. Hence, the above resolution is placed for your approval in this 26th AGM. It is proposed to create, offer, follow on offer, issue and allot securities as stated in the resolution at such price or prices, at a discount or premium to market price or prices in such manner and on such terms and conditions including security, rate of interest, etc. as may be deemed appropriate by the Board/ Committee at its discretion.

This Special Resolution enables the Board of Directors/ Committee to undertake a Private Placement as per SEBI (Issue of Capital and Disclosures Requirements) Regulations, 2018, amended from time to time ("ICDR Regulations"). The Board of Directors/ Committee may adopt this mechanism, as prescribed under Chapter VI of the ICDR Regulations in order to facilitate and meet capital expenditure needs of the existing/ future projects of the Company, its subsidiaries and to meet any exigencies etc. without the need for fresh approval from the shareholders. The pricing of the Securities shall be determined by the Board in accordance with the ICDR Regulations. The Special Resolution also enables the Board/ Committee to issue Securities in tranches, to such persons, at such times, at such prices as the Board/ Committee deem fit. The Company may, in accordance with applicable laws, offer a permitted under applicable law on the price determined pursuant to the ICDR Regulations. The detailed terms and conditions for the offer will be determined by the Board/ Committee considering the market conditions. The Equity Shares allotted or arising out of conversion of any Securities will be listed on recognized stock.

The Board of Directors of the Company recommend the Resolution as set out at Item No. 8 of the accompanying Notice for approval of the members by way of a Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives are, in anyway, concerned or interested in the said resolution, except to the extent of their shareholdings, if any, in the Company.

## **ITEM NO. 9**

### **To fix borrowing limits of the Board of Directors of the Company under Section 180(1)(c) of the Companies Act, 2013**

The Company requires to borrow funds from time to time to meet both its short term and long terms business objectives, from various external agencies like banks, financial institutions, bodies corporate, individuals or other kind of lenders.

As per Section 180(1)(c) of the Companies Act, 2013, the Company shall not, except with the approval of members by special resolution, borrow monies together with the monies already borrowed, if any, (apart from temporary loans obtained by Company's bankers in the ordinary course of business) exceeding the aggregate of paid-up capital and its free reserves.

Considering the future funding requirements of the Company, it is proposed to fix the borrowing powers of Board of Directors of the Company from various Banks and/ or Financial Institutions and/ or any other lending institutions and/ or Bodies Corporate and/ or such other persons as may be considered fit. The Proposed borrowing together with the monies already borrowed by the Company (apart from temporary loans) may exceed the aggregate of the paid-up capital, free reserves and securities premium of the Company. Hence, it is proposed to fix the maximum borrowing limits upto Rs. 2,000 Crores (Rupees Two Thousand Crore Only).

The resolution, if passed, will enable the Board of Directors (or any committee thereof) to borrow monies (apart from temporary loans obtained by Company's bankers in the ordinary course of business) which may exceed the aggregate of paid-up capital and its free reserves but not exceeding Rs. 2,000 Crores (Rupees Two Thousand Crore Only).

The Board of Directors of the Company recommend the Resolution as set out at Item No. 9 of the accompanying Notice for approval of the members by way of a Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives are, in anyway, concerned or interested in the said resolution, except to the extent of their shareholdings, if any, in the Company.

## ITEM NO. 10

### To approve the transactions with related parties pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Securities and Exchange Board of India ("SEBI") vide its notification dated 09th November, 2021, has notified SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 ("Amendments") introducing various amendments to the provisions pertaining to the Related Party Transactions under the Listing Regulations. The aforesaid amendments inter-alia included replacing of current threshold, i.e. 10% (ten per cent) of the listed entity's consolidated turnover, for determination of material Related Party Transactions requiring prior ' approval with the threshold of lower of Rs. 1,000 Crores (Rupees One thousand Crores) and 10% (ten percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity ("Revised Materiality Threshold").

Accordingly, the threshold for determination of material Related Party Transactions under Regulation 23(1) of the Listing Regulations has been reduced with effect from 01st April, 2022.

Additionally, SEBI vide its circular dated 08th April, 2022 also clarified that "In order to facilitate listed entities to align their processes to conduct AGMs and obtain omnibus shareholders' approval for material RPTs it has been decided to specify that the shareholders' approval of omnibus RPTs approved in an AGM shall be valid upto the date of the next AGM for a period not exceeding fifteen months and in case of omnibus approvals for material RPTs, obtained from shareholders in General Meetings other than AGMs, the validity of such omnibus approvals shall not exceed one year".

Given the nature of the industry, the Company works closely with its related parties (including subsidiaries and joint venture Companies) to achieve its business objectives and enters into various operational transactions with its related parties, from time to time, in the ordinary course of business and on arm's length basis.

Amongst the transactions that Company executes with its related parties, the estimated value of the contract(s)/ arrangement(s)/ transaction(s) with Neel Metal Products Limited and JBM Green Energy Systems Private Limited may exceed the revised Materiality Threshold in FY 2023 and hence the Company is approaching the members for approval of the Material RPTs Neel Metal Products Limited and JBM Green Energy Systems Private Limited respectively.

The relevant information(s) pertaining to Material Related Party Transactions as required under SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021 and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date are given below:

Sr. No.	Particulars	Detail(s) / Information(s) pertaining to transaction(s)	
a.	Name of the Related Party	Neel Metal Products Limited	JBM Green Energy Systems Private Limited
b.	Nature of relationship	Public Company in which a director of the Company is a Director and having more than 2% of Shareholding	Related Party as per Section 2(76) of the Companies Act, 2013
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	Purchase and sale of sheets, components, tools, dies and fixtures, equipment's including hiring of services and job work etc. on arm's length basis and in ordinary course of business.	Sale, purchase and supply of batteries for EV Buses and job work etc. or transaction of whatever nature are on arm's length basis and in ordinary course of business.
d.	Tenure of the proposed transaction	from the date of 26th Annual General Meeting to the conclusion of 27th Annual General Meeting	from the date of 26th Annual General Meeting to the conclusion of 27th Annual General Meeting
e.	Value of the proposed transaction	Upto 1000 Crores	Upto 500 Crores

f.	Any advance paid or received for the contract or arrangement, if any	None	None
g.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable	Not Applicable
h.	Percentage of the Company's annual consolidated turnover for the immediately preceding Financial Year 2021-22, that is represented by the value of the proposed RPT	31.32%	15.66%
i.	Justification for why the proposed transaction is in the interest of the listed entity	The Proposed RPTs will help the Company in achieving synergies and economies of scale the RPTs would help bring efficiency in operational parameters. Further, the proposed RPT's will be in the best interest of the members.	
j.	If the transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable	Not Applicable

The management has provided the Audit Committee with relevant details of proposed related party transactions including the material terms and conditions, pricing etc. The Audit Committee after reviewing all relevant information(s) has granted its approval for the proposed related party transactions set forth at item no. 10 of the notice. The Audit Committee has also noted that the proposed related party transactions will be at arm's length basis and will be in the ordinary course of business.

The members may note that in terms of the provisions of SEBI Listing Regulations, no related party shall vote to approve the ordinary resolution set forth at item no. 10 of the notice, whether the same is a related party to the particular transaction or not.

The Board of Directors recommend the Resolution set out at Item No. 10 of the accompanying notice for approval of shareholders of the Company, who are unrelated vis-à-vis the subject matter of the contract/ transaction by an Ordinary Resolution. None of the Directors except Mr. Nishant Arya and Mr. Surendra Kumar Arya or their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution.

**By Order of the Board of Directors  
For JBM Auto Limited**

**Sd/-  
Vivek Gupta  
Chief Financial Officer  
& Company Secretary  
M. No. F7918**

**Place: Gurugram (Haryana)  
Date: 1st September, 2022**

## NOTICE FOR SHAREHOLDERS/ INVESTORS FOR UNPAID/ UNCLAIMED DIVIDENDS

1. The Shareholders/ Investors of JBM Auto Limited are notified that in pursuance of the Section 124 of the Companies Act, 2013 and rules made there under, the Company is required to transfer amount of dividends that remain unclaimed/ unpaid for a period of seven (7) years from the date on which they were declared, to the Investor Education and Protection Fund (IEPF) established under Section 125 of the Companies Act, 2013 and rules made thereunder.
2. Dividend declared during the following Financial Years shall fall due for transfer to IEPF on completion of a period of seven years from the respective date of declaration of Dividend. A table containing the due dates for transfer to IEPF for various years is given below for the information of the Shareholders/ Investors:

Financial Year	Rate of Dividend	Proposed date for transfer to IEPF
2014-15	50%	26.10.2022
2015-16	35%	08.10.2023
2016-17	40%	23.09.2024
2017-18	40%	09.10.2025
2018-19	45%	19.10.2026
2019-20	35%	16.01.2028
2020-21	30%	03.11.2028

3. The shareholders/ investors of the Company are hereby informed that pursuant to the provisions of Section 124(6) of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 including any amendment and re-enactment thereof, the Company is required to transfer equity shares, in respect of which dividend has not been paid or claimed for seven consecutive years or more, in the name of Investor Education and Protection Fund. In compliance of the said rules, the Company has communicated through its letters dated 21st July, 2022 sent to the concerned shareholders as well the newspaper advertisement whose shares are liable to be transferred to IEPF Demat Account and also published a notice in the newspapers containing that the names of such shareholders and their folio number or DP ID - Client ID are available on the Company's website i.e. [www.jbmgroup.com](http://www.jbmgroup.com) to claim unclaimed dividend for the financial year 2014-15 and onwards immediately by making an application to the Company or MCS Share Transfer Agent Limited, RTA of the Company. The Company will transfer the equity shares for the year 2014-15 within a period of thirty (30) days of such equity shares becoming due to be transferred to the fund to comply with the provisions of Section 124 of the Companies Act, 2013.
4. Shareholders/ Investors who have not encashed their Dividend Warrants, if any, for any of the aforesaid Financial Years, are requested to lodge their claims by quoting their respective Folio No./ DP ID/ Client ID with Company at the following address:  
  
To  
**Chief Financial Officer & Company Secretary**  
**JBM Auto Limited**  
Plot No. 133, Sector - 24, Faridabad - 121005, Haryana  
Ph: 0124 - 4090200 | Email: [jbma.investor@jbmgroup.com](mailto:jbma.investor@jbmgroup.com)
5. Shareholders are advised to ensure that their claims for unpaid/ unclaimed dividend are lodged timely so as to reach the same on or before the date indicated against each year in the table at Sr. No. 2 above. The claims received after these dates shall not be entertained and the amount outstanding shall be transferred to IEPF.
6. Shareholders are requested to note that after the transfer of the amount to IEPF, the claim for payment shall lie with IEPF Authority as per Section 125 of the Companies Act, 2013.
7. Shareholders may note that Securities and Exchange Board of India vide their Circular No. SEBI/HO/MIRSD/ DOP1/CIR/2018/73 dated 20th April, 2018 has mandated all listed Companies to make payment of dividend to the shareholders through approved electronic mode and also directed that updated bank details and PAN of the Shareholders be obtained and maintained by the Companies. The shareholders are requested who's PAN and Bank Account details are not updated in their folio no/ DP ID Client ID may contact to the Company/ Registrar

and Transfer Agent (RTA) of the Company for obtaining format for furnishing the bank details, PAN and email id etc. at email id [jbma.investor@jbmgroupp.com](mailto:jbma.investor@jbmgroupp.com) or [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com). Shareholders are also requested to quote your Phone/ Mobile No. for faster communication while correspondence with the Company/ RTA.

8. Shareholders also please note that Securities and Exchange Board of India vide amendment in the Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, dated 8th June, 2018, has mandated that the transfer of securities would be carried out in dematerialized form only with effect from 1st April, 2019. Members holding shares physical form are advised to dematerialize their physical shareholding at the earliest. No request for transfer of shares in physical form can be processed by the Company/ RTA.

**By Order of the Board of Directors  
For JBM Auto Limited**

**Sd/-  
Vivek Gupta  
Chief Financial Officer  
& Company Secretary  
M. No. F7918**

**Place: Gurugram (Haryana)  
Date: 1st September, 2022**