

JBM Auto Limited

Registered Office: 601, Hemkunt Chambers,
89, Nehru Place, New Delhi - 110019

CIN: L74899DL1996PLC083073

E-mail: jbma.investor@jbmgroup.com

Website: www.jbmgroup.com

Ph. 011-26427104; Fax: 011-26427100



NOTICE OF TWENTY SEVENTH (27TH) ANNUAL GENERAL MEETING

NOTICE is hereby given that the 27th Annual General Meeting ("AGM") of the members of JBM Auto Limited (the "**Company**") will be held on Saturday, 16th September, 2023 at 11:00 A.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, 2023 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, 2023 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, 2023 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 @65% i.e. ₹ 1.30/- 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, 2023 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, 2023."

3. **To re- 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. Nishant Arya (DIN: 00004954) 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."

SPECIAL BUSINESS:

4. **Ratification of remuneration payable to Cost Auditors of the Company for the Financial Year 2023-24**

To consider and if thought fit, to pass with or without modifications, the following resolution 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 for the time being in force, the Company hereby ratifies the remuneration of ₹ 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 re-appointed by the Board of Directors as Cost Auditors to conduct the audit of the applicable cost records of the Company for the Financial Year 2023-24.

5. **Shifting of registered office of the Company**

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

"RESOLVED THAT pursuant to the provisions of Section 12, 13 and all other applicable provisions of the Companies Act, 2013 (the Act) read with Rule 30 of the Companies (Incorporation) Rules, 2014 (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and subject to the approval of the Central Government (power delegated to Regional Director, Northern Region at New Delhi) and such other approvals, permissions or sanctions as may be required under the provisions of the Act or under any other law for the time being in force, consent of the members of the Company be and is hereby accorded for shifting the Registered Office of the Company from the **NCT of Delhi** to the **State of Haryana**.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions of the Act read with Rule 30 of Companies (Incorporation) Rules, 2014 and subject to the confirmation of the Central Government (power delegated to Regional

Director, Northern Region at New Delhi), Clause II of the Memorandum of Association of the Company be and is hereby altered for shifting of the registered office of the Company from the "NCT of Delhi" to the "State of Haryana" and that, Clause II of the Memorandum of Association of the Company be read as follows:

II. the Registered Office of the Company will be situated in the State of Haryana.

RESOLVED FURTHER THAT any of the Directors, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to file a petition before the Central Government (power delegated to Regional Director, Northern Region at New Delhi) under Section 13 (4) and other applicable provisions of the Act read with Rule 30 of Companies (Incorporation) Rules, 2014, praying for confirmation of the alteration to the Clause II of the Memorandum of Association as stated hereinabove and do all such acts, deeds and things as may be necessary and expedient in relation to the filing of the petition and the issues that may be arising from time to time out of the filing of the petition and the matters as may be necessary and expedient for the shifting of the registered office of the Company if so confirmed/ approved by the Regional Director, Northern Region at New Delhi.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things as may be necessary and expedient for shifting of the Registered office of the Company as per the order that may be passed by the Regional Director, Northern Region at New Delhi.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to finalize the place & address of the Registered Office of the Company at State of Haryana, as they may deem consider appropriate.

RESOLVED FURTHER THAT the Board and/or any other person so authorized by the Board, be and is hereby authorized on behalf of the Company to take all necessary steps to give effect the above resolutions."

6. To consider and approve the issue of Securities

To consider and if thought fit, to pass with or without modifications, the following resolution 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 all applicable 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 such other approvals, consents, permissions and/ or sanctions (if required) of the concerned Department (s) of the Central Government 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 convert or 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 or any other applicable Chapters 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 ₹ 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 of directors of the issuer or the committee of directors duly authorised by the board of directors of the issuer decides to open the proposed issue 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 either the date of the meeting in which the board of directors of the issuer or the committee of directors duly authorised by the board of directors of the issuer decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares 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 GoI 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 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."

7. **To approve the advance any loan/give guarantee/ provide security u/s 185 of the Companies Act, 2013**
To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a

Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Directors of the Company is deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act (collectively referred to as the "Entities"), of an aggregate amount not exceeding ₹ 2,000 Crore (Rupees Two Thousand Crores Only) at any point in time, in its absolute discretion deem beneficial and in the best interest of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Board of Directors or Chief Financial Officer or Company Secretary of the Company be and is hereby severally authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

8. 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 resolution 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 of the Listing Regulations, applicable provisions of the Companies Act, 2013 and rules made thereunder, including statutory modification(s) or re-enactment thereof for the time being in force and 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 27th Annual General Meeting to the conclusion of 28th Annual General Meeting with the respective related parties and amount and nature of transaction(s) to be taken place during the period as mentioned hereunder:

S. No.	Name of Related Party	Relationship	Nature of transaction	Rupees in Crores
				Expected Value of transaction(s)
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. on arm's length basis and in ordinary course of business.	1,000
2.	JBM Electric Vehicles Private Limited	Related Party as per Section 2(76) of Companies Act, 2013	Sale, purchase and supply of Electric Buses and its accessories etc. or transaction of whatever nature at arm's length basis and in the ordinary course of business.	800

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/-

Sanjeev Kumar

Company Secretary
& Compliance Officer
M. No. A18087

Place: Gurugram (Haryana)
Date: 31st July, 2023

NOTES:

1. Pursuant to latest Circular No. 10/2022 dated 28th December, 2022 issued by Ministry of Corporate Affairs (“MCA”) read with previous circulars issued by the MCA in this regard being Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 02/2022, 10/2022 and 11/2022 issued by the MCA and pursuant to latest Circular No. SEBI/HO/ CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 issued by Securities and Exchange Board of India (“SEBI”) read together with previous circulars issued by SEBI in this regard being Circular Nos. SEBI/ HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 issued by SEBI (hereinafter collectively referred to as “MCA Circulars or SEBI Circulars or 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 30th September, 2023.

Hence, in compliance with the said circulars, the AGM of the Company is being held through VC/OAVM without the physical presence of the Members at a common venue on **Saturday, 16th September, 2023**. Physical copy of the Notice of 27th AGM along with Annual Report for the financial year 2022-23 shall be sent to those Members who request for the same. The Deemed Venue for 27th 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 27th AGM, as set out under item nos. 4 to 8 above.
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 proxy(ies) by the Members under Section 105 of the Act will not be available and hence, the Proxy Form, Attendance Slip and Route Map of AGM are not annexed to this Notice.

However, Corporate Members intending to authorize their representatives to attend & vote at the AGM through VC/ OAVM facility on its behalf are requested to send duly certified copy of the relevant Board resolution in the manner prescribed in the notes below.

4. Members please note that 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 prior to AGM and e-voting during the AGM) for casting the votes electronically on all resolutions set forth in this Notice in terms of the provisions of Section 108 of the Act and rules made thereunder, Regulation 44 of the SEBI

Listing Regulations, Secretarial Standard-2 issued by the Institute of Company Secretaries of India and aforesaid MCA Circulars and SEBI Circulars.

5. Institutional investors are encouraged to attend and vote at the meeting through VC/ OAVM. Further, 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.
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 secretarial.jbma@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 or contact at +91 11 41406149. The registered e-mail address will be used for sending future communications.

7. ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT

In compliance with aforesaid MCA Circulars and SEBI Circulars, the Notice of 27th AGM and Annual Report for the Financial Year 2022-23 along with login details for joining the AGM through VC/ OAVM facility including e-voting are being sent only through electronic mode to those members whose email address was registered with the Company or Depositories or Registrar and Transfer Agent. Members may please note that this Notice and Annual Report will also be available at the Company’s website: www.jbmgroup.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Ltd. at www.bseindia.com and www.nseindia.com respectively and on the website of KFin Technologies Limited at <http://evoting.kfintech.com>.

Notice of AGM and Annual Report will be sent to those Members/ beneficial owners whose name appears in the Register of Members/ list of beneficiaries received from the Depositories as on **18th August, 2023 (“Cut-off date”)**. 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 may obtain the login ID and Password by sending a request at 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 secretarial.jbma@jbmgrou.com from their registered email address mentioning their name, DPID Client ID/ Folio no. and mobile number 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 **Sunday, 10th September, 2023 to Saturday, 16th September, 2023** (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 **9th September, 2023. The dividend is ₹ 1.30 per equity share on fully paid-up equity shares of ₹ 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 2023- 24 does not exceed ₹ 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 **8th September, 2023**, 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 2014-15 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 31st March, 2023 on the website of the Company at 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.
- f) SEBI has mandated furnishing of PAN, KYC details (i.e. Postal Address with PIN Code, email address, mobile number, bank account details) and nomination details by holders of securities in physical form. Any service request or complaint received from the Member will not be processed until the aforesaid details/documents are provided to RTA. In case any of the above cited documents/details are not available in the Folio(s) on or after 1st October, 2023, RTA shall be constrained to freeze such Folio(s). Relevant details and prescribed forms in this regard are available on website of the Company i.e. www.jbmgroup.com.
- g) SEBI vide its notification(s)/ circular(s) dated 08th June, 2018, 30th November, 2018 and 24th January, 2022, mandated that securities of listed companies can be transferred only in dematerialized form. Accordingly, the Company has stopped accepting any fresh lodgment of transfer of shares in physical form including transmission and transposition requests. In view of the above and to avail various benefits of dematerialization, Members holding shares in physical form are requested to dematerialize the shares held by them in physical form.

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 27th 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 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 **Wednesday, 13th September, 2023 (9.00 A.M. IST) to Friday, 15th September, 2023 (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. **9th September, 2023**, may cast their vote electronically. The e-voting module shall be disabled by KFintech for voting thereafter.
- d) Only those members, who are attending 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 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 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 License, 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 secretarial.jbma@jbmgroup.com or Registrar & Share Transfer Agent at admin@mscregistrars.com or KFintech at 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 or to KFintech at 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.
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)

NSDL	CDSL
<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsd.com II. Click on the "Beneficial Owner" icon under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" 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>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasi/home/login or Visit URL: www.cdslindia.com II. Click on New System Myeasi III. Login with user id and password. IV. Option will be made available to reach e-voting page without any further authentication. V. Click on e-voting service provider name to cast your vote.
<p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsd.com II. Select "Register Online for IDeAS" III. Proceed with completing the required fields. 	<p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/easiRegistration II. Proceed with completing the required fields.
<p>3. By visiting the e-voting website of NSDL</p> <ol style="list-style-type: none"> I. URL: https://www.evoting.nsd.com II. Click on the icon "Login" which is available under 'Shareholder/Member' section. 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. IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. 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>3. By visiting the e-voting website of CDSL</p> <ol style="list-style-type: none"> I. URL: www.cdslindia.com II. Provide demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP (E-voting Service Provider) where the e-voting is in progress.

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

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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 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 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.

17. 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. 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 **Tuesday, 12th September, 2023 (9:00 A.M. IST) to Wednesday, 13th September, 2023 (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.
 - k. 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.
 - l. 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/>
 - m. 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.
 - n. 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.
 - o. 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.
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.jbmgroup.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 AGM in electronic mode and same may be accessed upon log-in to <https://evoting.kfintech.com>.
21. All documents referred in the accompanying Notice and the Explanatory Statement are available for inspection by the Members at the Registered Office of the Company on all working days up to the date of AGM between **11:00 A.M. to 02:00 P.M.** and also during the AGM.
22. 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.jbmgroup.com at the earliest soon after the conclusion of the Meeting.
23. Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a brief profile and other details of Director(s) seeking re-appointment at the AGM are as follows:

Sr No.	Particulars	Details
1.	Name	Mr. Nishant Arya
2.	DIN	00004954
3.	Date of Birth	01.11.1986
4.	Date of appointment	30.07.2009
5.	Qualifications	Graduate in business administration from the Bradford University, UK and completed a course in Business Development & Strategy from London School of Economic
6.	Experience in specific functional areas	Having experience in renewables including electric vehicles and have an expanded experience in Development of R&D and Innovation.
7.	Directorship held in other listed entities	Jay Bharat Maruti Limited
8.	Membership/ Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholders' Relationship Committee)	Audit Committee: - Jay Bharat Maruti Limited - Member Stakeholder Relationship Committee: - JBM Auto Limited - Member
9.	Names of listed entities from which the Director has resigned in the past three years	Nil
10.	Number of Shares held in the Company	8,48,500 Equity Shares
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
12.	Terms and conditions of re- appointment	Not Applicable
13.	Last Drawn Remuneration including Sitting Fees for Board & Committee(s) Meetings (2022-23)	₹ 1654.86 Lakhs
14.	Number of Board Meetings attended during the year	5 out of 5
15.	Relationship with any Director(s) of the Company	Son of Mr. Surendra Kumar Arya, Chairman & Director

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

Sd/-

Sanjeev Kumar

Company Secretary
& Compliance Officer
M. No. A18087

Place: Gurugram (Haryana)
Date: 31st July, 2023

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

ITEM NO. 4

Ratification of remuneration payable to Cost Auditors of the Company for the Financial Year 2023-24

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 applicable cost records of the Company for the Financial Year 2023-24 as per the following details:

Name of the Cost Auditors	Audit Fees
M/s. Jitender, Navneet & Co. (FRN 000119)	₹ 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. 4 of the accompanying Notice for approval of the members by way of an 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

Shifting of Registered Office from NCT of Delhi to State of Haryana

Presently, the Company's Registered Office is located at 601, Hemkunt Chambers 89, Nehru Place, New Delhi- 110019. The Board of Directors of your Company at their meeting held on 31st July, 2023 has decided to shift the Registered Office of the Company from the NCT of Delhi to State of Haryana to carry on the business of the Company more economically and efficiently and with better operational convenience.

Further, the said proposal shall not be detrimental to the interests of the stakeholders of the Company including but not limited to its shareholders, creditors or employees, and/or the public at large in any manner whatsoever.

As per provisions of Section 12 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, shifting of Registered Office of the Company from one state to another state requires approval of the Members by way of Special Resolution.

In terms of the provisions contained in Section 13 of the Companies Act, 2013 the alteration of Clause II of the Memorandum of Association (MOA) pertaining to situation of the registered office of the Company requires approval

of the members by Special Resolution and further requires confirmation by the Central Government (power delegated to Regional Director, Northern Region at New Delhi).

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 an Special Resolution.

None of the Directors, Key Managerial Personnel or their respective relatives are in any way concerned or interested in the resolution.

ITEM NO. 6

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 26th Annual General Meeting held on 26th September, 2022. 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 25th September, 2023.

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 ₹ 500 Crores.

Members may note that the above resolution was passed at 26th AGM held on 26th September, 2022, 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 27th 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 Exchange.

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 in the said resolution, except to the extent of their shareholdings, if any, in the Company.

ITEM NO. 7

To approve the advance any loan/give guarantee/ provide security u/s 185 of the Companies Act, 2013

Pursuant to Section 185 of the Companies Act, 2013 ("the Act"), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a Special Resolution in the general meeting.

It is proposed to make loan(s) including loan represented by way of Book Debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by the Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested as specified in the explanation to Section 185(2)(b) of the

Act (collectively referred to as the "Entities"), from time to time, for the purpose of capital expenditure of the projects and/or working capital requirements including purchase of fixed assets, etc. as may be required from time to time for its principal business activities and other matters connected and incidental thereto, within the limits as mentioned in the Item no. 7 of the notice.

The members may note that Board of Directors /Committee of the Board would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only.

The Board of Directors recommend the resolution set forth in Item no. 7 of the notice for your approval as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

ITEM NO. 8

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 ₹ 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 Electric Vehicles Private Limited may exceed the revised Materiality Threshold in FY 2024 and hence the Company is approaching the members for approval of the Material RPTs Neel Metal Products Limited and JBM Electric Vehicles 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.	Detail(s) / Information(s) pertaining to transaction(s)	
a. Name of the Related Party	Neel Metal Products Limited	JBM Electric Vehicles 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 transaction the proposed	From the date of 27th Annual General Meeting to the conclusion of 28th Annual General Meeting	From the date of 27th Annual General Meeting to the conclusion of 28th Annual General Meeting
e. Value of transaction the proposed	Upto 1000 Crores	Upto 800 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 22-23, that is represented by the value of the proposed RPT	25.92%	20.74%
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 8 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 solution set forth at Item No. 8 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 8 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**

Place: Gurugram (Haryana)
Date: 31st July, 2023

Sd/-
Sanjeev Kumar
Company Secretary &
Compliance Officer
M. No. A18087

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
2015-16	35%	04.10.2023
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%	05.11.2028
2021-22	50%	01.11.2029

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 28th June, 2023 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 to claim unclaimed dividend for the financial year 2015-16 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 2015-16 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 submit their claims on

or before 3rd October, 2023 by quoting their respective Folio No./ DP ID/ Client ID with Company at the following address:

To
Sanjeev Kumar
Company Secretary & Compliance Officer
JBM Auto Limited
Plot No. 133, Sector - 24, Faridabad - 121005, Haryana
Ph: 0124 - 4090200
Email: secretarial.jbma@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.

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 secretarial.jbma@jbmgroup.com or admin@mcsregistrars.com. Shareholders are also requested to quote your Phone/ Mobile No. for faster communication while correspondence with the Company/ RTA.

7. 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 in 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/-
Sanjeev Kumar
Company Secretary &
Compliance Officer
M. No. A18087

Place: Gurugram (Haryana)
Date: 31st July, 2023