

JBM Auto Limited

Plot No. 133, Sector 24,
Faridabad - 121 005 (Haryana)
T : +91 - 129-4090200
F : +91 - 129-2234230
W : www.jbmgroup.com
E : secretarial.jbma@jbmgroup.com

**JBMA/SEC/2025-26/50****10th November, 2025****Listing Department****BSE Limited**

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

National Stock Exchange of India Ltd.

Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (E)
Mumbai – 400051
Symbol: JBMA

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Dear Sir/ Madam,

Pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached a copy of Postal Ballot Notice dated October 30th, 2025 along with explanatory statement seeking approval of Members of the Company by way of Ordinary resolution regarding Material Related Party Transaction (s) with JBM Ecolife Mobility Private Limited.

The Company has engaged services of KFin Technologies Limited for the purpose of e-voting facility to all its members. The schedule of events for Postal Ballot (remote e-voting) to be conducted are mentioned hereunder:

Sr. No.	Event Details	Date
1.	Cut-off date for determining the list of members eligible for remote e-voting and for sending of Postal Ballot Notice to members*	Friday, 31 st October, 2025
2.	E-voting Commencement date and time	Tuesday, 11 th November, 2025 (09:00 A.M. IST)
3.	E-voting End date and time	Wednesday, 10 th December, 2025 (05:00 P.M. IST)
4.	Declaration of Results of Postal Ballot	On or before i.e. Friday, 12 th December, 2025

**The said Notice is being sent today i.e. 10th November 2025, only through electronic mode to those members whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent/Depositories and whose names appear in the Register of Members as on Friday, 31st October 2025 ("Cut-off date").*

A Soft copy of the Postal Ballot Notice can also be accessed at the Company's website at <https://jbmbuses.com/jbm-auto-ltd/agm-notice-to-shareholders/> and on the website of the KFin Technologies Limited at <https://evoting.kfintech.com/>.

Kindly take the above information on your records.

Thanking you,
Yours faithfully,
For **JBM Auto Limited**

Digitally signed
by Sanjeev
Kumar
Date: 2025.11.10
18:55:16 +05'30'

Sanjeev Kumar
Company Secretary
& Compliance Officer
M No. A18087

Place: Gurugram
Encl.: As above

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

Regd. Office : Plot No. 133, Sector – 24, Faridabad - 121005 (Hr.) T: +91 0129-4090200

CIN : L74899HR1996PLC123264

JBM Auto Limited

Registered Office: Plot No. 133,
Sector – 24, Faridabad – 121005, Haryana
CIN: L74899HR1996PLC123264
E-mail: secretarial.jbma@jbmgroupp.com
Website: www.jbmgroupp.com
Ph. +91 0129-4090200



NOTICE OF POSTAL BALLOT

[Pursuant to Sections 110 and 108 of the Companies Act, 2013 read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given to the Members of JBM Auto Limited ("the Company") pursuant to the provisions of Sections 110, 108 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India (ICSI) read with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and subsequent circulars issued in this regard, the latest being 3/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs ('MCA') (hereinafter collectively referred to as 'MCA Circulars'), and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India (hereinafter collectively referred to as 'SEBI Circulars') and other applicable laws and regulations, if any (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof, for the time being in force) that the resolution appended below is proposed to be passed by the Members of the Company through Postal Ballot only by way of voting through electronic means ("remote e-voting"). Members may note that the communication of assent or dissent of the Members on the proposed resolution would take place only through the remote e-voting system.

Pursuant to Section 102(1) read with Section 110 and other applicable provisions of the Act, the Explanatory Statement pertaining to the said Resolution setting out *inter-alia* the information as required under the SEBI Listing Regulations, SEBI Master Circular dated November 11, 2024 read with the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 along with the Industry Standards on "Minimum information to be provided for review of the Audit Committee and Shareholders for approval of Related Party Transaction (RPT)", other material facts and the reasons/rationale thereof ('Statement') is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms an integral part of this Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company, appointed Mr. Dhananjay Shukla (Membership No. FCS 5886; CP No. 8271), Proprietor of M/s Dhananjay Shukla & Associates, Practising Company Secretaries, as the Scrutinizer to conduct the Postal Ballot process through remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

The Company has engaged the services of KFin Technologies Limited ("KFinTech") for providing remote e-voting facility to its all Members for this postal ballot process. Please refer instructions for remote e-voting given after the proposed resolution for the process and manner in which remote e-voting is to be carried out.

In compliance with the MCA and SEBI Circular(s), this Postal Ballot Notice along with explanatory statement is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories/ Depository Participants/ Registrar and Share Transfer Agent. Members whose e-mail

address is not registered with the Company/ Depositories/ Depository Participants/ Registrar and Share Transfer Agent, may please follow the process provided in the notes to the postal ballot notice for registration of e-mail address as well as to receive this Notice and login ID and password for remote e-voting.

Members are requested to follow the procedure and carefully read the instructions as stated in the Notes of the Postal Ballot Notice to cast their vote electronically not later than at **05:00 P.M. (IST) on Wednesday, 10th day of December, 2025** i.e. the last day to cast vote electronically, to be eligible for being considered.

Upon completion of the scrutiny of the votes cast through remote e-voting, the Scrutinizer will submit his report to the Chairman of the Company or any person authorised by him after completion of remote e-voting period who shall countersign the same. The results of the Postal Ballot will be announced within 2 working days from conclusion of the remote e-voting period. The results of the Postal Ballot along with the Scrutinizer's Report shall be displayed at the Registered Office of the Company and shall also be communicated to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) where the equity shares of the Company are listed. Additionally, the results shall be uploaded on the Company's website at <https://jbmbuses.com/jbm-auto-ltd/scrutinizer-report-e-voting-results/> and on the website of Kfintech at <https://evoting.kfintech.com>.

SPECIAL BUSINESSES:

Item No. 1

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

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

"RESOLVED THAT pursuant to Regulations 2(1)(zb), 2(1)(zc), 23 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulation') and Section 188, 186 and other applicable provisions of the Companies Act, 2013 ('the Act') read with the related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/ statutory provisions, if any, and as per the Company's Policy on Related Party Transactions and based on the prior approval of the Audit Committee and Board of Directors of the Company, the consent 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 be deemed to include any Committee constituted/empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to continue with the existing contract(s)/ arrangement(s)/ transaction(s) and/ or to enter into the material related party contract(s)/ arrangement(s)/ transaction(s) (whether any way of an individual transaction or series of transactions taken together or otherwise) with JBM Ecolife Mobility Private Limited ("JBM Eco") (a related party under Regulation 2(1) (zb) of the SEBI Listing Regulations and subsidiary Company of the Company) and as detailed in the Explanatory Statement annexed to this Notice with respect to financial support/ financial assistance i.e. undertakings, sponsor support, Comfort letter, indemnity or any other financial support in legally permissible mode or any other related transactions to business of the Company for an aggregate value of not exceeding Rs. 1,450 Crores (Indian Rupees One Thousand Four Hundred Fifty Crore only) during the period of one year from the date of approval of the shareholders, on such terms and conditions as may be decided by the Board from time to time, subject to such contract(s)/ arrangement(s)/ transaction(s) shall be carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT any one Director, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to negotiate and finalize the terms & conditions of the transaction(s) in order to execute the same and to do all such acts, things or deeds and to authorise 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.

RESOLVED FURTHER THAT all actions taken by the Board of Directors or Audit Committee or Finance Committee or any person so authorised by the Board of Directors or the Committee(s) in connection with matters referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

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

Sd/-
Sanjeev Kumar
Company Secretary
& Compliance Officer
M. No.: 18087

Date: 30.10.2025
Place: Gurugram

Notes:

1. The explanatory statements pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 relating to the business specified in this Notice is annexed hereto and the same should be taken as part of this Notice.
2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent only by e-mail to all the members, whose names appear in the Register of Members/ List of Beneficial Owners as received by the Company from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on **Friday, 31st day of October, 2025** (the 'cut-off date') and who have registered their e-mail addresses in respect of electronic holdings with the Company/ Depositories/ Depository Participants/ Registrar and Share Transfer Agent and in respect of physical holdings with the Company's Registrar and Share Transfer Agent i.e. MCS Share Transfer Agent Limited ("RTA"). As per the MCA Circulars, physical copies of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot.
3. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at <https://jbmbuses.com/jbm-auto-ltd/agm-notice-to-shareholders/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Notice is also being disseminated on the website of KFinTech (agency for providing the remote e-voting facility) i.e. <https://evoting.kfintech.com>.
4. The voting rights of the members shall be reckoned in proportion to the paid-up value of equity shares held by them as on close of business hours on cut-off date i.e. **Friday, 31st day of October, 2025**. Only those members holding shares either in physical form or dematerialized form as on the cut-off date shall only be considered eligible for the purpose of remote e-Voting and those members shall be entitled to cast their vote by remote e-voting. Any person who is not a member as on cut-off date should treat this notice for information purpose only.

It is clarified herein that, all members of the Company as on cut-off date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ Depositories/ Depository Participants/ Registrar and Share Transfer Agent) shall be entitled to vote on the aforementioned Resolution.

5. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the applicable provisions of SEBI Listing Regulations, the Company can serve notices and other communication through electronic mode to those members who have registered their e-mail addresses either with the Company/ Depositories/ Depository Participants/ Registrar and Share Transfer Agent. To support the 'Green Initiative', members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of demat holdings with the Depository through their concerned Depository Participant and members who hold shares in physical form are requested to register their e-mail addresses with the Company's Registrar and Share Transfer Agent i.e. MCS Share Transfer Agent Limited by sending an e-mail at admin@mcsregistrars.com or to the Company at jbma.investor@jbmgroupp.com. Further, those members who have already registered their e-mail addresses are requested to ensure that their e-mail ID is valid or in case of change, update the same with their DPs/RTA to enable service of notices/Annual Report and other communications electronically to their e-mail address in future.
6. The portal for remote e-voting will remain open for the Members for exercising their voting rights from **Tuesday, 11th day of November, 2025 (09:00 A.M. IST) till Wednesday, 10th day of December, 2025 (05:00 P.M. IST), both days inclusive**. Please note that remote e-voting module will be disabled for voting by KFinTech after the said date and time. During this period, the Members of the Company holding shares

either in physical form or dematerialised form, as on cut-off date, may cast their vote electronically. Once vote on the resolution is cast by the member, he/ she shall not be allowed to change it subsequently.

7. The resolution, if approved by the members through Postal Ballot with requisite majority, shall be deemed to have been duly passed on the last date of remote e-voting period i.e. **Wednesday, 10th day of December, 2025** in terms of Secretarial Standard – 2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India. Also, the resolution passed by members with requisite majority shall be deemed to have been passed at a general meeting of members convened on that behalf.
8. A member cannot exercise his/ her vote by proxy on Postal Ballot.
9. All the material documents referred to in the explanatory statement are available for inspection at the Registered Office of the Company on any of the working days, except Saturday & Sunday and other public holiday(s) between **09:00 A.M. (IST) to 05:00 P.M. (IST)** from the date of dispatch of notice till the last date of remote e-voting.
10. **General instructions for remote e-voting are as under:**

The options for remote e-voting are explained herein below:

Option 1	Access to Depositories remote e-voting system in case of individual members holding shares in demat mode.
Option 2	Access to KFIN remote e-voting system in case of members holding shares in physical and non-individual members in demat mode.

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
1. User already registered for IDeAS facility: I. Visit URL: https://eservices.nsdl.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.	1. Existing user who have opted for Easi / Easiest I. Visit URL: https://web.cdslindia.com/myeasitoken/home/login or Visit URL: https://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.

2. User not registered for IDeAS e-Services I. To register click on link : https://eservices.nsdl.com/ II. Select “Register Online for IDeAS” III. Proceed with completing the required fields.	2. User not registered for Easi/Easiest I. Option to register is available at https://web.cdslindia.com/myeasitoken/Home/EasiRegistration II. Proceed with completing the required fields.
3. By visiting the e-voting website of NSDL I. URL: https://www.evoting.nsdl.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.	3. By visiting the e-voting website of CDSL I. URL: https://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 dematAccount. 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	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call at toll free no.: 180021 09911

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.fcs@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.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013

Item No. 1

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') as amended, any transaction with a related party shall be considered material, if the transaction(s) entered into/ to be entered into individually or taken together with the previous transaction(s) during a financial year, exceeds Rs. 1,000 Crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and shall require prior approval of Members by means of an Ordinary Resolution. The said limits are applicable even if the transaction(s) are in the ordinary course of business and at an arm's length basis.

Further, as per Regulation 2(1)(zc) of the SEBI Listing Regulations, the definition of Related Party Transaction ('RPT') includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

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 members 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 members in General Meetings other than AGMs, the validity of such omnibus approvals shall not exceed one year".

Accordingly, a Resolution is placed before the Members of the Company for approval.

As per Regulation 23 of SEBI Listing Regulations, all Related Party transactions, if material, requires prior approval of shareholders, even if such transactions were in ordinary course of business and on arms' length basis. 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. These transactions are undertaken to ensure operational efficiency, optimal resource utilization and synergetic growth across the group entities, while being in compliance with the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Arising from the above regulations, the estimated value of the contract(s)/ arrangement(s)/ transaction(s) entered/ to be entered with the related parties may exceed the materiality limits prescribed under Regulation 23 of SEBI Listing Regulations and the same would qualify as a material related party transaction under Regulation 23 of SEBI Listing Regulations.

The management has provided the Audit Committee with all the relevant details of the proposed RPTs including material terms and basis and other details as required under applicable laws. The proposed related party transactions are duly approved by the audit committee and also recommended by the Board of directors. While approving the related party transactions the audit committee has reviewed the certificated provided by Whole-time Director and CFO as required under the provision of LODR.

Further, the approved transaction(s) shall be carried out in the ordinary course of Business and at arm length basis. However, in the event any transaction(s), though forming part of the approved transactions, does not strictly meet the criteria of ordinary course of business or on arm's length basis, such transaction(s) shall be considered as valid transaction(s). Further, the board or directors or Audit Committee/Finance Committee shall also have the liberty to decide or allocate the specific limit for each transactions within the overall limit as may be approved by the members.

Accordingly, it is in the above context that the resolution at item no. 1 is proposed for the approval of the members under the SEBI Listing Regulations.

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. 1 of the notice, whether the same is a related party to the particular transaction or not.

The relevant information(s) pertaining to Material Related Party Transactions as required under SEBI Listing Regulations along with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 ("RPT Industry Standards") are set forth as **"Annexure-I"**.

"Annexure-I"

Basic details of the related party	
Name of the Related Party	JBM Ecolife Mobility Private Limited
Country of incorporation of the related party	India
Nature of business of the related party	Engaged in business of electric bus operations and the broader EV ecosystem, including supplying, operating, and maintaining electric buses and their related infrastructure directly or through its subsidiaries incorporated as SPVs.
Relationship and ownership of the related party	
Relationship between the listed entity and the related party – including nature of its concern (financial or otherwise)	JBM Ecolife Mobility Private Limited is a subsidiary and joint venture of JBM Auto Limited and qualifies as a related party under Section 2(76) of the Companies Act, 2013. JBM Auto Limited is holding 83% of shares in JBM Ecolife Mobility Private Limited. Nature of concern – Financial. As the subsidiary is currently in its business expansion phase, JBM Auto Limited may, if required, extend financial assistance or support to JBM Ecolife Mobility in accordance with applicable laws and internal governance policies.
Details of previous transactions with the related party	
Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	• Inter Corporate loan given by JBM EV Venture (a subsidiary of the Company) Rs. 336 Crore • Inter Corporate loan given – Rs. 30.09 Crore • Bank Guarantee - Rs. 38 Crore • Sale of Goods and Services- Rs. 195 Crore

Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	● Sale of Goods and Services- Rs. 50.37 Crore		
Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No related party defaults occurred during the last financial year.		
Amount of the proposed transaction(s)			
Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Not exceeding Rs. 1,450 Crores		
Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT	Yes		
Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	An enabling resolution has been sought to provide financial support/ assistance to JBM Ecolife Mobility Private Limited, if required in the future. As of now, the quantum of such support cannot be determined or quantified in actual numbers." However we are seeking approval upto Rs. 1450 Crores which constitutes approx. 26 percent of consolidated turnover		
Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not applicable, as the listed entity is directly involved.		
Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	The exact amount of financial support if, required for the successful execution of the project can not be determined at this stage. Accordingly, the Finance Committee will assess and decide on the matter when the need for financial support arises. However we are seeking approval upto Rs. 1450 Crores which constitutes approx. 26 percent of consolidated turnover.		
Financial performance of the related party for the immediately preceding financial year.	Particulars	FY 2024-2025 (Rs. In Crore) (On standalone basis)	
	Turnover	19.19	
	Profit/ (Loss) After Tax	(16.63)	
	Net worth	(17.16)	

Basic details of the proposed transaction	
Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Financial Support/Assistance
Details of each type of the proposed transaction	Financial Support/Assistance in any form as may be necessary i.e. in the form of undertakings, sponsor support, Comfort letter, indemnity or any other financial support in legally permissible mode or any other related transactions to business of the Company.
Tenure of the proposed transaction (tenure in number of years or months to be specified)	One year from the date of approval of members.
Whether omnibus approval is being sought?	Yes
Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Not applicable as we are seeking approval for one year.
Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	JBM Ecolife Mobility, being a subsidiary company, is currently in the process of expanding its business operations. In view of this, financial support (including undertaking/comfort letter) may be required in the future. Furthermore, these transactions help to increase the consolidated turnover and profit of the listed entity and the ultimate beneficiary of such support will be the parent company.
Details of the promoter(s)/ director(s)/ key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	None of the Directors, Key Managerial Personnel of the Company, or their respective relatives are, in any manner, financially or otherwise concerned or interested in the proposed resolution, except the promoters. The promoters, being related parties, are deemed to be interested in the transaction and shall abstain from voting on the resolution at Item No. 1 for its approval.
A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
Other information relevant for decision making.	The aforementioned disclosures comprehensively covers all the required information. Additional Information as per RPT industry Standard also detailed below.
Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.	

Rationale for giving guarantee, surety, indemnity or comfort letter	JBM Ecolife Mobility Private Limited, being a subsidiary company, is currently in the process of expanding its business operations. In view of this, financial support (including undertaking/comfort letter) may be required in the future. Furthermore, the ultimate beneficiary of such support will be the parent company. Further, banker at the time of giving loan to subsidiary company also seek undertaking, surety, indemnity or comfort letter from its Holding Company.
Whether it will create a legally binding obligation on listed entity?	Once financial support will be given in any form, it may create Legal Liability.
Material covenants of the proposed transaction including:	
Commission, if any to be received by the listed entity or its subsidiary;	The exact amount of financial support if, required for the successful execution of the project can not be determined at this stage. Accordingly, the Finance Committee will assess and decide on the matter when the need for financial support arises.
Contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	As stated above, the exact amount of financial support required for the operation of the project cannot be determined at this stage. However, in the event that such support is needed in the future, the amount extended shall be recovered from the subsidiary company through its revenue, if required.
The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The total financial support to be provided for the operation of the project is currently indeterminable. However, any future financial support, if required, shall not exceed Rs. 1,450 crores. Such amount will be recovered from the subsidiary company through its revenue streams.

The Board of Directors recommend the Resolution set out at Item No. 1 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 Ordinary Resolution.

None of the Directors except Mr. Nishant Arya, Mr. Surendra Kumar Arya and/ or their respective relatives and other promoters of the Company, are in anyway, concerned or interested, financially or otherwise, in the proposed Ordinary Resolution.

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

Sd/-
Sanjeev Kumar
Company Secretary
& Compliance Officer
M. No.: 18087

Date: 30.10.2025
Place: Gurugram