

## JAY BHARAT MARUTI LIMITED

Registered Office: 601, Hemkunt Chambers,  
89, Nehru Place, New Delhi - 110 019  
CIN: L29130DL1987PLC027342  
E-Mail: Corp@Jbmgroupp.com; Website: www.jbmgroupp.com  
Ph. 011-26427104; Fax: 011-26427100



### NOTICE

*NOTICE* is hereby given that the 31st Annual General Meeting of the members of Jay Bharat Maruti Limited will be held on Tuesday, the 4th September, 2018 at 10:30 A.M. at Air Force Auditorium, Subroto Park, New Delhi-110010 to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements of the Company for the year ended 31st March, 2018 including the audited Balance Sheet as at 31st March, 2018, the statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint director in place of Mr. Nishant Arya (DIN 00004954) who retires by rotation and being eligible offers himself for re-appointment.

#### SPECIAL BUSINESS:

##### 4. APPOINTMENT OF MR. DHANENDRA KUMAR (DIN: 05019411) AS INDEPENDENT DIRECTOR

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Dhanendra Kumar (DIN: 05019411) who was appointed as an additional Director with effect from 16th July, 2018 and who holds office up to the date of this Annual General Meeting be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years from 16th July, 2018 to 15th July, 2023, whose office shall not be liable to retire by rotation.”

##### 5. RE-APPOINTMENT OF MR. S.K. ARYA (DIN : 00004626) AS CHAIRMAN & MANAGING DIRECTOR

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 196, 197, 198 and 203 and any other applicable provisions of the Companies Act, 2013 (“The Act”) (including any statutory modification or re-enactments thereof for the time being in force) and subject to the approval of the Central Government, if any required, the re-appointment of Mr. S.K. Arya as Chairman and Managing Director of the Company be and is hereby approved by the Board of Directors for a further period of five (5) years with effect from 10th June, 2018 on the terms and conditions and remuneration as set out below:

#### A) Basic Salary:

12,50,000/- (Rupees Twelve Lakh Fifty Thousand Only) per month in the pay scale of 12,50,000 – 1,50,000 – 18,50,000

**B) Perquisites & Allowances:**

In addition to the basic salary, Mr. S.K. Arya shall be entitled to perquisites like furnished accommodation (including gas, water, electricity etc.) or payment of House Rent Allowance (HRA); House maintenance allowance/ reimbursement; Allowance/ reimbursement for domestic help/ servant(s); Child education allowance/reimbursement; Medical allowance/ reimbursement of actual medical expenses including insurance premium for medical and hospitalization for self and family; Accident/Medical insurance; Leave travel expenses/ or allowance for self, spouse, dependent children and dependent parents; Club fee or any other permissible perquisite.

Apart from the above, he shall also be entitled to the following, which shall not be included in the computation of perquisites for the purpose of calculating the said ceiling of perquisites:

- i. Company's chauffeur driven car(s) for the business of the Company;
- ii. Telephone facility at residence to be used for the business of the Company;
- iii. One month's leave with full salary for every eleven (11) months of service;
- iv. Reimbursement of entertainment/traveling/hotel and other expenses actually and properly incurred for the business of the Company;
- v. Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund;
- vi. Gratuity payable at the rate not exceeding half a month's salary for each completed year of service in the company;
- vii. Encashment of leave at the end of the tenure.

**C) Commission:**

Mr. S.K. Arya shall be entitled to such remuneration as commission not exceeding 2% of Net Profit computed in accordance with the provisions of section 198 of the Companies Act, 2013 in addition to the above salary and perquisites, as may be determined by the Board of Directors of the Company or any Committee thereof at the end of each financial year.

**RESOLVED FURTHER THAT** the overall remuneration payable to Mr. S.K. Arya shall not exceed the maximum permissible limits as prescribed under the Companies Act, 2013, except with the previous approval of the Central Government.

**RESOLVED FURTHER THAT** the perquisites and allowances shall be evaluated as per the provisions of the Income Tax Rules in force from time to time, wherever applicable. In the absence of any such rules, perquisites and allowance shall be evaluated at actual cost.

**RESOLVED FURTHER THAT** Mr. S.K. Arya shall not be liable to retirement by rotation and shall not be entitled to any sitting fee for attending meetings of the Board and/or Committee(s) thereof.

**RESOLVED FURTHER THAT** in case of inadequacy of profits /or no profits in the Company in any financial year, Mr. S.K. Arya shall be paid the remuneration as aforesaid including such amount of commission, as may be decided by the Board of Directors as minimum remuneration with the previous approval of the Central Government, if required and in addition thereto, he shall also be entitled to the following perquisites (not to be included in the computation of the ceiling of the minimum remuneration):

- I. Company's contribution to Provident Fund, Superannuation Fund, Annuity Fund to the extent these singly or put together are not taxable under the Income Tax Act, 1961.
- II. Gratuity payable at the rate not exceeding half-month's salary for each completed year of service in the Company.
- III. Encashment of leave at the end of the tenure.

**RESOLVED FURTHER THAT** the appointment of Mr. S.K. Arya shall be governed by the following additional terms and conditions:

- (a) Nature of appointment: Contractual
- (b) Period of appointment: 5 Years
- (c) Notice Period for separation: Three months
- (d) Other terms and conditions:

The Chairman & Managing Director shall have substantial powers of management, subject to the overall superintendence, control and direction of the Board of Directors

**RESOLVED FURTHER THAT** the Board of Directors or Nomination & Remuneration Committee of the Company be and are hereby authorized to alter/ vary the terms & conditions from time to time as it may deem fit subject to necessary approvals, if any, in accordance with the applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors or Nomination & Remuneration Committee of the Company be and are hereby authorized to do all such acts, deeds or things, as may be required or considered necessary or incidental thereto."

**6. Issue of Non –Convertible Debentures on private placement basis**

To consider and, if thought fit, to pass the following Resolution as **Special Resolution**:

**"RESOLVED THAT** pursuant to provisions of Section 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or reenactment thereof, for the time being in force) and any other applicable laws including the SEBI (Issue and Listing of Debt Securities) Regulations, 2008 as amended from time to time and other applicable SEBI regulations and guidelines, if required, the provisions of the Memorandum and Articles of Association of the Company, subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned Statutory Authority(ies), the approval of the Members of the Company be and is hereby accorded for borrowing/raising funds not exceeding Rs. 150 Crores (Rupees One Hundred and Fifty Crores only), within the overall borrowing limits of the company as approved by the members from time to time, by issue of unsecured/secured Non –Convertible Debentures through Private Placement in one or more tranches of Non -Convertible Debentures to the eligible investors, on such terms and conditions as may be finalized by the Board or any duly constituted committee or any other authority/officials of the Company authorized by the Board.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby severally authorize Mr. Anand Swaroop, President & CFO and Mr. Ravi Arora, Company Secretary of the Company to determine the terms of the issue, including the class of investors to whom the debentures are to be allotted, the number of the debentures to be allotted in each tranche, issue price, tenor, interest rate premium/discount to the then prevailing market price, appointment of debenture trustees, amount of issue, discount to issue price to a class of debenture holders, listing, issuing any declaration/undertaking etc. which are required to be included in the Private Placement Offer Letter and to also sign the Debenture trust deed, pledge agreement and any other security documents in connection with issue of Non-Convertible Debentures and to do all such acts, things as may be necessary or ancillary or incidental thereto and to execute all such documents as may be necessary for giving effect to the above resolution."

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**By Order of the Board of Directors  
For Jay Bharat Maruti Limited**

**Place: New Delhi  
Date: 16th July, 2018**

**Ravi Arora  
Company Secretary  
M. No. A37075**

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**  
**A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
2. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 21. The Company will also send communication relating to remote e-voting which inter alia would contain details of User ID and password.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. A brief resume and other details as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment/reappointment of a director are given in note no. 22 to the notice
5. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
6. 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.
7. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
8. (a) The Register of Members and Share Transfer Books will remain closed from **Wednesday, the 29th August, 2018 to Tuesday, 4th September, 2018** (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting and for the ensuing Annual General Meeting.  
(b) The dividend on Equity Shares, if declared at the Meeting, 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 **Monday, 27th August, 2018**. The dividend is Rs 2.50/- per equity share.
9. 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 Registrar and Transfer Agent, MCS Share Transfer Agent Ltd. ("MCS") cannot 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.
10. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat account(s). Members holding shares in physical form are requested to advise any change in their address or bank mandate immediately to the the Company/MCS.
11. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2009-10 to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of section 125 of the Companies Act 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 **18th August, 2017** (date of last Annual General Meeting) on the website of the Company ([www.jbmgroup.com](http://www.jbmgroup.com)).

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN to the Company/MCS.
13. Members seeking further information about the accounts are requested to write to the Company at least 7 days before the date of the meeting so that it may be convenient to get the information ready at the meeting.
14. Pursuant to Section 72 of the Companies Act, 2013, shareholders 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 MCS Share Transfer Agent Limited.
15. 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.
16. Non-Resident Indian Members are requested to inform MCS Share Transfer Agent Limited, immediately of:
  - (a) Change in their residential status on return to India for permanent settlement.
  - (b) 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.
17. Members are requested to furnish or update their e-mail IDs with the Registrar for sending the soft copy of the Notice, Annual Report, remote e-voting ID & Password and all other communications from the Company electronically vide circular no. 17/2011 dated April 21, 2011 and circular no. 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs.
18. Pursuant to the prohibition imposed vide Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) and the MCA circular, no gifts/coupons shall be distributed at the Meeting.
19. Members may kindly note that bags, eatables, laptops, arms, ammunitions or any other harmful/dangerous objects are not allowed inside the Venue of AGM.
20. Members may also note that the Notice of 31st Annual General Meeting and Annual Report for the year 2017-18 are also available at the Company's website: [www.jbmgroup.com](http://www.jbmgroup.com)
21. **Information and other instructions relating to e-voting are as under:**
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide remote e-voting facility to the members of the Company to exercise their right to vote in respect of the resolutions to be passed at the 31st 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 National Securities Depository Limited (NSDL).
  - II. The facility for voting through ballot paper shall be made available at the venue of the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper.
  - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

IV. The remote e-voting period will commence on **Saturday, 1st September, 2018** (9:00 a.m.) and ends on **Monday, 3rd September, 2018** (5:00 p.m.) During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Tuesday, 28th August, 2018**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are categorised into two steps which are as under:

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [dshukla.fcs@gmail.com](mailto:dshukla.fcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

- VI. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the company as on the cut off date of Tuesday, 28th August, 2018.
- VII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Tuesday, 28th August, 2018 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or the Company/RTA.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the toll free no.:1800-222-990.
- VIII. A 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 at the AGM.
- IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- X. Mr. Dhananjay Shukla (Membership No. FCS 5886) of M/s Dhananjay Shukla & Associates, Company Secretaries has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XI. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be done, allow voting with the assistance of scrutinizer by using "Ballot Paper" for those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XIII. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.jbmgroup.com](http://www.jbmgroup.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Ltd., Mumbai and the National Stock Exchange of India Ltd., Mumbai.



22. Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a brief profile and other details of Directors eligible for appointment/re-appointment vide item no. 3, 4 & 5 is as follows:

<b>Sl.No.</b>	<b>Particulars</b>	<b>Mr. S.K. Arya</b>	<b>Mr. Nishant Arya</b>	<b>Mr. Dhanendra Kumar</b>
1.	DIN	00004626	00004954	05019411
2.	Date of Birth	10.11.1957	01.11.1986	06.06.1946
3.	Date of appointment	19.03.1987	09.10.2007	16.07.2018
4.	Qualifications	B.Sc(Hons.)	MBA and diploma in Business Development & Strategy	M. Sc(Hons.) B. Sc(Hons.)
5.	Experience in specific functional areas	Having experience of more than 35 years in Automobile and Engineering Industry and also has a dynamic business & leadership skills.	Development of R&D and innovation, Diversification Projects in Renewable energy, Bus Manufacturing, Electric vehicles.	Mr. Dhanendra Kumar has held important positions in the various Ministries of the Government of India and International Institutions.  He was elected as first Chairperson of Competition Commission of India. He has served as an Executive Director at World Bank and as Secretary to Government of India – Ministry of Defence, Ministry of Road Transport and Highways, Ministry of Agriculture.  Presently, providing Consultancy in Anti-Trust matters, M&A, regulatory matters in various fields and policy advice on procedures etc. in investment in various sectors in India.
6.	Directorship held in other listed entities	JBM Auto Limited	JBM Auto Limited	Nil
7.	Membership / Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholders' Relationship Committee)	Member, Audit Committee, Chairman- Stakeholders' Relationship Committee – JBM Auto Limited	Member, Stakeholders' Relationship Committee – JBM Auto Limited	Nil
8.	Number of Shares held in the Company	1,77,350 Equity Shares	4,000 Equity Shares	Nil
9.	Relationship with any Director(s) of the Company	i. Mr. Nishant Arya, Director, Son ii. Ms. Esha Arya, Director, Daughter	i. Mr. S.K. Arya, Chairman & Managing Director, Father ii. Ms. Esha Arya, Director, Sister	No relationship with any Director(s) of the Company

**By Order of the Board of Directors  
For Jay Bharat Maruti Limited**

**Place: New Delhi  
Date: 16th July, 2018**

**Ravi Arora  
Company Secretary  
M. No. A37075**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")**

**The following statement sets out all material facts relating to the Special Business mentioned in Item No. 4 to No. 6 of the accompanying notice:**

**TEM NO. 4**

The Board of Directors of the Company had in its meeting held on 16th July, 2018 had appointed Mr. Dhanendra Kumar as an Additional Director with effect from 16th July, 2018 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013.

As per the provisions of Section 161(1) of the Companies Act, 2013, Mr. Dhanendra Kumar holds office of Additional Director only upto the date of forthcoming Annual General Meeting of the Company and being eligible offers himself for re-appointment.

Further, In accordance with the provisions of Section 149, 152 of the Companies Act, 2013, appointment of an Independent Director requires approval of members.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed the appointment of Mr. Dhanendra Kumar as an Independent Director of the Company.

Mr. Dhanendra Kumar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Mr. Dhanendra Kumar that he meets the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act and Clause 16 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. In the opinion of the Board, Mr. Dhanendra Kumar fulfills the conditions for his appointment as an Independent Director as specified in the Act and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. Mr. Dhanendra Kumar is independent of the management and possesses appropriate skills, experience and knowledge.

Mr. Dhanendra Kumar is an IAS Retd. officer and former executive Director at World Bank. Mr. Dhanendra Kumar had been appointed as first Chairman of Competition Commission of India. Mr. Dhanendra Kumar has more than 50 years of rich experience in the economic and development infrastructure sectors and served at the various positions in the Ministry of Government.

Keeping in view his vast expertise and knowledge, it will be in the best interest of the Company that Mr. Dhanendra Kumar is appointed as an Independent Director of the Company.

A copy of draft letter of appointment of Mr. Dhanendra Kumar as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

The Board recommend the Resolution set out at Item No. 4 of the accompanying Notice for approval of the shareholders of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except Mr. Dhanendra Kumar himself.

**ITEM NO. 5**

Mr. S. K. Arya was re-appointed as the Chairman and Managing Director by the Board of Directors of the Company for a period of 5 years w.e.f 10th June, 2013. The said re-appointment and remuneration was approved by the members at the 26th Annual General Meeting held on 19th August, 2013.

The Board of Directors of the Company, in its meeting held on 16th April, 2018, has re-appointed Mr. S.K. Arya as Chairman & Managing Director of the Company for a period of 5 (five) years w.e.f. 10th June, 2018, on the terms and conditions as approved by the Nomination & Remuneration Committee of the Company, subject to the approval of the members at the Annual General Meeting.

Mr. S. K. Arya, aged 60 years, is the promoter of the Company and has been associated with the Company since incorporation. Mr. Arya is actively associated with the automobile industry and under his leadership, the Company has grown manifolds.

Mr. Arya has been awarded with various awards for his immense contribution to the Automotive and Engineering Industry viz: National Unity Award in 1991, Gem of India Award in 1992, Udyog Ratan Award in 1993, Best Entrepreneur for the Year Award in

1994, FIE Foundation Award in 2001 for his tremendous contribution to the engineering industry, Udyog Ratan Award in 2005, Haryana Ratan Award in 2005.

Mr. S. K. Arya is a Member of CII-Northern Region Council and Member of the Executive Committee of ACMA. He has also held Chairmanship of SME Sub-Committee of CII – Northern Region, CII - Haryana State Council in the past and was a Member of PHDCCI Management Committee, Co-Chairman of Haryana Committee of PHDCCI and Chairman of Sheet Metal and Chassis parts panel of ACMA.

With the concerted and untiring efforts of Mr. Arya, the Company got various accolades and recognitions. Mr. S.K. Arya has attended all 4 Board Meetings held during the year 2017-2018.

Mr. S. K. Arya holds Directorship / Chairmanship of other Companies as detailed hereunder:

1	JBM AUTO LIMITED	10	VICHAAR TELEVISION NETWORK LIMITED
2	NEEL METAL PRODUCTS LIMITED	11	ANS HOLDING PRIVATE LIMITED
3	JBM AUTO SYSTEM PRIVATE LIMITED	12	JBM BUILDERS PRIVATE LIMITED
4	JBM INDUSTRIES LIMITED	13	MULTIVISION CONSTRUCTIONS PRIVATE LIMITED.
5	JBM OGIHARA AUTOMOTIVE INDIA LIMITED	14	JBM INTERNATIONAL LIMITED
6	NEEL AUTO PRIVATE LIMITED	15	SATISH BUILDWELL PRIVATE LIMITED
7	AUTOMOTIVE COMPONENT MANUFACTURERS ASSOCIATION OF INDIA	16	SHREEAUMJI REAL ESTATE SEZ PRIVATE LIMITED
8	ARCELOR NEEL TAILORED BLANK PRIVATE LIMITED	17	SHREEAUMJI INFRASTRUCTURE & PROJECTS PRIVATE LIMITED
9	FJM CYLINDERS PRIVATE LIMITED	18	SHREEAUMJI INFRASTRUCTURE PRIVATE LIMITED

He is also Member / Chairman of various committees of the Board in other Companies as detailed hereunder:

POSITION	JBM AUTO LIMITED
Chairman	Stakeholders' Relationship Committee
Member	Audit Committee
Member	Nomination & Remuneration Committee

In compliance with the provisions of Section 196, 197, 198 and 203 and other applicable provisions of the Act, the re-appointment and remuneration of Mr. S. K. Arya as mentioned in Item No. 5 of the Notice convening the Meeting is now being placed before the members in General Meeting for their approval by passing of a special resolution. The Board recommends the resolution for your approval.

None of the Directors of the Company except Mr. S. K. Arya, Mr. Nishant Arya, son of Mr. S.K. Arya and Ms. Esha Arya, Daughter of Mr. S.K. Arya shall be treated as concerned or interested in this resolution except and to the extent they are members in the Company.

#### **ITEM NO. 6**

The members of the Company are hereby informed that the Company had taken an approval of the shareholders for issuing the non-convertible debentures through private placement basis by passing a special resolution through Postal ballot process in the previous year.

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 non-convertible debentures. Since, the Company has not issued the Non-Convertible debentures during the last one year, the validity of the special resolution has expired.

The Company is in the continued process of expansion of its manufacturing capacity of the plant at Vithalapur, Gujarat to cater the requirements of M/s Suzuki Motor Gujarat Private Limited & Maruti Suzuki India Ltd.. The investment for expansion of said Project is being funded through Loans/debts and Internal accruals. In order to meet the additional funds requirements, the Company is exploring options to raise the funds in the form of Unsecured/ Secured Non-Convertible Debentures ('NCDs')/ Bonds on private placement basis.

The Board has at their meeting held on 16th July, 2018, recommended to the shareholders to give their consent to the Board of Directors or any Committee of the Board to borrow and raise funds by issue of NCDs on private placement basis, up to an amount of Rs. 150 Crores [Rupees One Hundred and Fifty Crores Only] under section 42 and 71 read with section 179 of the Companies Act, 2013.

Such issue shall be subject to overall borrowing limits of the Company as approved by the shareholders and will be issued in terms of the provisions of the Act, Articles of Association of the Company and Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and other applicable laws, if required.

Pursuant to sections 42 and 71 of the Act read with rule 14 of the Companies [Prospectus and Allotment of Securities] Rules, 2014, a Company offering or making an invitation to subscribe to NCDs on a private placement basis is required to obtain prior approval of the shareholders by way of a Special Resolution.

For NCDs, it shall be sufficient if the company passes a previous Special Resolution only once in a year for all the offers or invitation for such NCDs during the year. Thus such approval by way of Special Resolution shall be valid for a year for all offers and invitations for such NCDs to be made during the year.

Accordingly, it is proposed to raise funds through Private Placement of NCDs in one or more tranches during a year starting from the date of approval of the Special Resolution by the shareholders of the Company. Such NCDs shall be issued to such person or persons, who may or may not be the members of the Company, as the Board or any duly constituted Committee of the Board or such other authority as may be approved by the Board, may think fit and proper.

The resolution contained in Item No. 6 of the accompanying Notice, accordingly, seek members' approval for raising funds through Private Placement of NCDs in one or more tranches during a year starting from the date of approval of Special Resolution by the members of the Company and authorizing the Board of Directors or any duly constituted Committee of the Board or such other authority as approved or as may be approved by the Board of the Company to complete all the formalities in connection with the issue of NCDs.

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

The Board recommends the resolution as set out in the Notice for your approval as Special Resolution.

**By Order of the Board of Directors  
For Jay Bharat Maruti Limited**

**Place: New Delhi  
Date: 16th July, 2018**

**Ravi Arora  
Company Secretary  
M. No. A37075**

**NOTICE FOR SHAREHOLDERS/INVESTORS FOR UNPAID DIVIDENDS**

1. The Shareholders / Investors of Jay Bharat Maruti Limited are notified that in pursuance of the section 124 of the Companies Act, 2013 (the Act) and rules made there under, the Company is required to transfer amount of Dividends that remain unclaimed / unpaid for a period of 7 (seven) 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 there under.
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:

<b>Financial Year</b>	<b>Rate of Dividend</b>	<b>Proposed date for transfer to IEPF</b>
2010-11	40%	17th September, 2018
2011-12	30%	20th September, 2019
2012-13	30%	18th September, 2020
2013-14	25%	18th September, 2021
2014-15	40%	23rd September, 2022
2015-16	40%	02nd October, 2023
2016-17	50%	23rd September, 2024

3. The shareholders and members 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 letters dated 05th June, 2018 sent by courier to the concerned shareholders at their address registered with the Company/Registrar and Share Transfer Agent Limited (RTA) records, whose shares are liable to be transferred to IEPF Demat Account and also published a notice in the newspapers containing that the names of such shareholders and their folio number or DP ID - Client ID are available on the Company's website i.e., [www.jbmgroup.com](http://www.jbmgroup.com) to claim unclaimed dividend for the Financial year 2010-11 and onwards immediately by making an application to the Company or M/s MCS Share Transfer Agent Limited, RTA of the Company. The Company will transfer the equity shares of the year 2010-11 as per the provisions of section 124 of the Companies Act, 2013.
4. Shareholders / Investors who have not encashed their Dividend Warrants, if any, for any of the aforesaid Financial Years, are requested to lodge their claims by quoting their respective Folio No./DP ID/Client ID with Company at the following address:

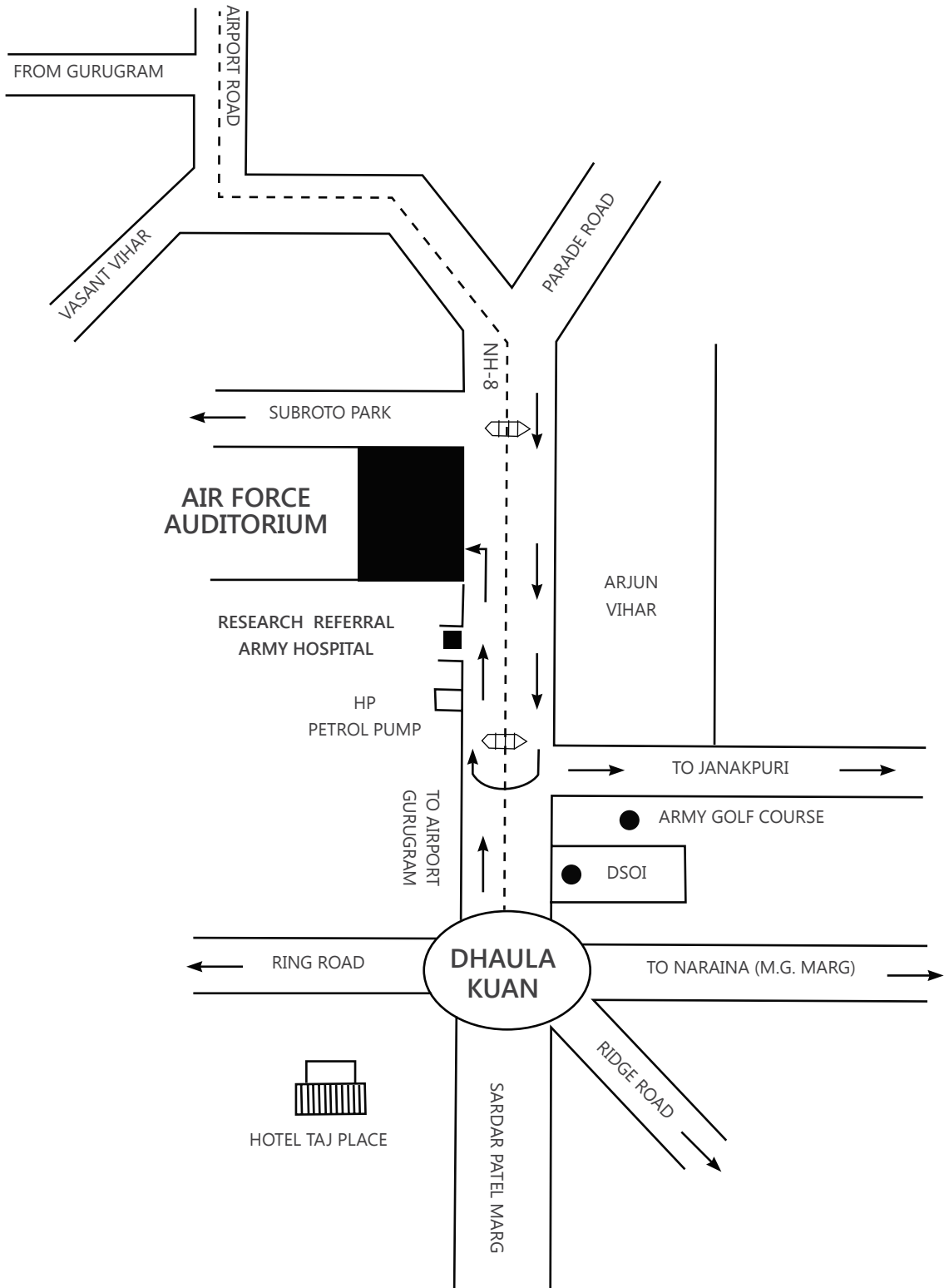
**Company Secretary**  
**Jay Bharat Maruti Limited**  
**Plot No. 9, Institutional Area**  
**Sector -44, Gurgaon -122003**  
**Haryana**  
**Ph: 0124- 4674500 - 550**  
**Email: ravi.arora@jbmgroup.com, jbml.investor@jbmgroup.com**
5. Shareholders are advised to ensure that their claims for unpaid / unclaimed dividend are lodged timely so as to reach the same on or before the date indicated against each year in the table at Sr. No. 2 above. The claims received after these dates shall not be entertained and the amount outstanding shall be transferred to IEPF.
6. Shareholders are requested to note that after the transfer of the amount to IEPF, the claim for payment shall lie with IEPF Authority as per section 125 of the Companies Act, 2013.

- 7 Shareholders may note that Securities and Exchange Board of India (SEBI) 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 whose PAN and Bank Account details are not updated, in their folio no./DP ID Client ID are requested to 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 : jbml.investor@jbmggroup.com or admin@mcsregistrars.com. Shareholders are also requested to quote their Phone/Mobile No. for faster communication while correspondence with the Company/RTA.
- 8 Shareholders also may note that Securities and Exchange Board of India vide amendment in the Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, dated June 8, 2018, has mandated that the transfer of securities would be carried out in dematerialized form only w.e.f. December 5, 2018. Therefore, shareholders holding shares in physical mode are advised to dematerialize their physical shareholding at the earliest. As per the said amendment, after December 5, 2018, no request for transfer of shares in physical form can be processed by the Company/RTA.

**Place: New Delhi**

**Date: 16th July, 2018**

# Route map of the venue of 31st Annual General Meeting of Jay Bharat Maruti Limited



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**JAY BHARAT MARUTI LIMITED**  
 CIN: L29130DL1987PLC027342  
*Registered Office:* 601, Hemkunt Chambers, 89, Nehru Place, New Delhi 110 019

DP ID\* Folio No.  
 Client ID\* No. of Shares

NAME AND ADDRESS OF SHAREHOLDER

I hereby record my presence at the 31st **ANNUAL GENERAL MEETING** of the Company held on Tuesday, the 4th day of September, 2018 at 10:30 A.M. at Air Force Auditorium, Subroto Park, New Delhi-110010

\_\_\_\_\_  
\*Applicable for investors holding shares in electronic form

Signature of Shareholder/Proxy



**JAY BHARAT MARUTI LIMITED**  
 CIN: L29130DL1987PLC027342  
*Registered Office:* 601, Hemkunt Chambers, 89, Nehru Place, New Delhi 110 019

**PROXY FORM**  
 [Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration ) Rules, 2014]

Name of the Member(s): E-mail ID:

Registered Address: Folio No./\*Client ID:  
\*DP ID:

I/We, being the member (s) holding \_\_\_\_\_ shares of Jay Bharat Maruti Limited, hereby appoint:

- 1) \_\_\_\_\_ of \_\_\_\_\_ having e-mail ID \_\_\_\_\_ or failing him
- 2) \_\_\_\_\_ of \_\_\_\_\_ having e-mail ID \_\_\_\_\_ or failing him
- 3) \_\_\_\_\_ of \_\_\_\_\_ having e-mail ID \_\_\_\_\_

and whose signature(s) are appended below as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the **31st Annual General Meeting** of the Company, to be held on Tuesday, the 4th day of September, 2018 at 10:30 A.M. at Air Force Auditorium, Subroto Park, New Delhi-110010 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	For	Against
1.	To receive, consider and adopt the financial statements of the Company for the year ended 31st March, 2018 including the audited Balance Sheet as at 31st March, 2018, the statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.		
2.	To declare dividend on equity shares.		
3.	To appoint director in place of Mr. Nishant Arya (DIN: 00004954) who retires by rotation and being eligible offers himself for re-appointment.		
4.	Appointment of Mr. Dhanendra Kumar(DIN:05019411) as Independent Director		
5.	Re-appointment of Mr. S.K. Arya(DIN : 00004626) as Chairman & Managing Director		
6	Issue of Non-Convertible Debentures on Private Placement Basis		

Affix Re. 1/- Revenue Stamp
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Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

\_\_\_\_\_  
 Signature of Shareholder

\_\_\_\_\_  
 Signature of first proxy holder

\_\_\_\_\_  
 Signature of second proxy holder

\_\_\_\_\_  
 Signature of third proxy holder

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- (2) A Proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- (4) Please put a '√' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated

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