

## 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 32nd Annual General Meeting of the members of Jay Bharat Maruti Limited will be held on Saturday, the 14th September, 2019 at 10:30 A.M. at Air Force Auditorium, Subroto Park, New Delhi-110010 to transact the following businesses:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company (including Consolidated Financial Statements) for the financial year ended 31st March, 2019, together with the reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint director in place of Ms. Esha Arya (DIN 00004836) who retires by rotation and, being eligible, offers herself for re-appointment.

#### SPECIAL BUSINESS:

##### 4. To appoint Mrs. Pravin Tripathi (DIN: 06913463) as Independent Director of the Company.

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 and 161 read with Schedule IV 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, Mrs. Pravin Tripathi (DIN: 06913463) Director be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years from 10th July, 2019 to 9th July, 2024, whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors (the "Board") and/or any Committee thereof be and is hereby 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."

##### 5. To re-appoint Mr. Dharmpal Agarwal (DIN: 00084105) as an Independent Director of the Company.

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

**"RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Dharmpal Agarwal (DIN 00084105) whose current period of office is expiring on 31st March, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations, as an Independent Non-Executive Director of the Company for the second term of 5 (Five) years and whose term shall not be subject to retirement by rotation, to hold office for 5 (Five) consecutive years on the Board of the Company for a term w.e.f. 1st April, 2019 upto 31st March, 2024.

**RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized 'Committee' thereof) be and is hereby authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

##### 6. To re-appoint Mr. Achintya Karati (DIN: 00024412) as an independent Director of the Company.

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

**"RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of

the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Achintya Karati (DIN 00024412) whose current period of office is expiring on 31st March, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 5 (Five) consecutive years on the Board of the Company for a term w.e.f. 1st April, 2019 upto 31st March, 2024.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("Amendment Regulations, 2018"), Mr. Achintya Karati on attaining the age of 75 (seventy five) years on 23rd March, 2021, during the above term of re-appointment, the continuation of such appointment as an Independent Non-Executive Director of the Company for 5 (Five) years on the same terms and conditions of such re-appointment even after attaining the age of 75 years, will be considered as requisite approval from shareholders as required in the Amendment Regulations, 2018.

**RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized 'Committee' thereof) be and is hereby authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

**7. 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 Special Resolution:

**"RESOLVED THAT** in supersession to earlier resolution passed in this regard and pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and such other approvals as may be required, consent of the members be and is hereby accorded to enter into material related party transaction(s) relating to purchase and sale of components, tools & dies, Equipments including hiring of services and job work, etc. for a period of five (5) years with effect from 1st October, 2019 up to 30th September, 2024 with respective parties and maximum amount per annum, as mentioned herein below:

₹ In Lakhs

S. No.	Name of related party	Relationship	Nature of transaction	Expected Annual Value of transaction during the period of 5 (Five) years
1.	Maruti Suzuki India Ltd.	Associate Company	Purchase and Sale of Components, tools & dies, Equipments, including hiring of services and job work, etc.	6,00,000
2.	Suzuki Motor Gujrat Pvt. Ltd.	Related Party as per IND AS 24 (Paragraph 9(b)(ii))	Sale of Components and other miscellaneous expenses.	3,00,000
3.	Neel Metal Products Ltd.	Public Company in which a Director of the Company is Director having more than 2% of shareholding.	Purchase and Sale of Components. Raw Materials, Equipments, hiring of services including job work.	5,00,000

**RESOLVED FURTHER THAT** the Board of Directors (the "Board") and/or any Committee thereof be and is hereby 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."

**8. To consider and approve Proposal for Issue of Securities in terms of Section 42, 62 and 71 of the Companies Act, 2013.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 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 or re-enactment thereof, for the time being in force) and other applicable rules there under (the "Companies Act"), and subject to and in accordance with any other applicable law or regulation, in India or outside India, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital & Disclosures Requirements) Regulations, 2009 (the "SEBI ICDR Regulations") (including any statutory modification or re-enactment thereof, for the time being in force), Securities and Exchange Board of India (Listing Obligations & Disclosures Requirements) Regulations, 2015 (the "SEBI LODR Regulations") (including any statutory modification 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, 2000, 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 (the "ROC"), the Stock Exchanges, and/ or any other competent authorities and subject to any required approvals, consents, permissions and/or sanctions of the Ministry of Finance (Department of Economic Affairs), the Ministry of Commerce & Industry (Foreign Investment Promotion Board / Secretariat for Industrial Assistance), Department of Industrial Policy and Promotion, the SEBI, the ROC, the RBI and any other appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and /or sanctions, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the "Board" which term shall be deemed to include any committee which the Board has constituted or may hereinafter constitute to exercise its powers including the power conferred by this Resolution) to create, issue, offer and allot (including with provisions for reservation on firm and /or competitive basis, of such part of issue and for such categories of persons including employees of the Company, as may be permitted), either in India or in the course of international offering(s) in one or more foreign markets, equity shares of the Company, Global Depository Receipts ("GDR"), American Depository Receipts ("ADR") Foreign Currency Convertible Bonds ("FCCB") and/or other financial instruments convertible into or exercisable for Equity Shares (including warrants, or otherwise, in registered or bearer form), Nonconvertible preference shares, compulsorily convertible preference shares, optionally convertible preference shares, fully convertible debentures, optionally convertible debentures, partly convertible debentures, non-convertible debentures with warrants and/or 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 VIII of the SEBI ICDR Regulations, or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign institutional investors, foreign portfolio investors, Indian and /or bilateral and/or multilateral financial institutions, non-resident Indians, stabilizing agents, state industrial development corporations, insurance companies, provident funds, pension funds and / or any other categories of investors whether or not such investors are members of the Company (collectively referred to as the "Investors"), as may be decided by the Board at its discretion and permitted under applicable laws and regulations for an aggregate amount not exceeding Rs. 150 Crore (Rupees One Hundred Fifty Crore 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 VIII 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 VIII 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 VIII of the SEBI ICDR Regulations.

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

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

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

**Place: Gurugram  
Date: 16th July, 2019**

**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. An Explanatory Statement pursuant to Section 102 (1) of the Act, in respect of business to be transacted at the AGM, as set out under item no. 4,5,6,7 & 8 above and the relevant details of the Directors seeking re appointment under item No. 3, 4, 5 & 6 above as required under Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and as required under Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India is annexed thereto.

3. 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. 24. The Company will also send communication relating to remote e-voting which inter alia would contain details of User ID and password.

4. 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.

5. Every member entitled to vote at the meeting or on any resolution to be moved there at AGM shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the Company, provided that not less than three days' notice in writing of the intention so to inspect is given to the Company.

6. In terms of Section 152 of the Companies Act, 2013, Ms. Esha Arya (DIN 00004836), Director, retire by rotation at the ensuing Annual General Meeting and being eligible, offers herself for reappointment. The Board of Directors of the Company recommended her re-appointment. A brief resume and other details as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given in note no. 25 to the notice.

7. Members are requested to:

- (a) Note that copies of the Annual Report will not be distributed at the AGM, Members are, therefore, requested to bring their copies of Annual Report to the AGM.
- (b) Deliver duly completed and signed attendance slip at the entrance of the meeting venue, as entry to the hall will be strictly against entry slips available at the counters of the venue in exchange of valid attendance slip. Members who hold shares in dematerialized form are requested to bring their Client ID and DPID numbers for identification.
- (c) Note that the attendance slip and proxy form should be signed as per specimen signature registered with M/s MCS Share Transfer Agent Ltd., Registrar and Transfer Agent (RTA)/Depository Participant.
- (d) Note that in case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.
- (e) Note that members who hold shares in dematerialized form are requested to write their folio/client ID & DPID Number(s) and those who hold shares(s) in physical form are requested to write their folio number(s) in the attendance slip for attending the meeting to facilitate identification of membership at the meeting.

8. Relevant documents referred to in the accompanying Notice and the explanatory statement are available for inspection at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

9. Members are requested to send their queries, if any, on the accounts and operations of the Company to the Company at least a week in advance, so that relevant information may be made available, if the Company permits such information to be furnished.

10. (a) The Register of Members and Share Transfer Books will remain closed from **Saturday, 7th September, 2019 to Saturday 14th September, 2019**, (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 **Friday, 6th September, 2019**. The dividend is Rs 2.50/- per equity share.



11. 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 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.

12. 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 Company/MCS.

13. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2010-11 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 **04th September, 2018** (date of last Annual General Meeting) on the website of the Company ([www.jbmgroupp.com](http://www.jbmgroupp.com)).

14. 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.

15. 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.

16. 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.

17. 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.

18. 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.

19. Green Initiative: Electronic copy of the Notice convening the 32nd AGM of the Company, Annual Report along with the Attendance Slip and Proxy Form are being sent to the members who have registered their email addresses with the Company/Depository Participant(s). For members who have not registered their email ids, physical copies of the aforementioned documents are being sent in the permitted means. Members who have not registered their email ids so far, are requested to register their email ids for receiving all communication including Annual Reports, Notices etc., from the Company electronically.

20. 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.

21. Members may kindly note that bags, eatables, laptops, arms, ammunitions or any other harmful/dangerous objects are not allowed inside the Venue of AGM.

22. Members may also note that the Notice of 32nd Annual General Meeting and Annual Report for the year 2018-19 are also available at the Company's website: [www.jbmgroupp.com](http://www.jbmgroupp.com)

23. A Route Map showing directions to reach the venue of the 32nd AGM is given along with this Notice. Proxy Form and Attendance Slip are annexed to this Notice.

**24. 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 32nd 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. Members are requested to carefully read the instructions for e-voting before casting their vote.
- V. The remote e-voting period will commence on **Wednesday, 11th September, 2019 (10:00 a.m.)** and ends on **Friday, 13th September, 2019 (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 **Friday, 6th September, 2019**, may cast their vote by remote e-voting. At the end of the the remote e-voting period, the facility shall forthwith be blocked. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
- VI. The process and manner for remote e-voting are as under:
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :**
- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.  
**Note: Shareholders already registered with NSDL for e-voting will not receive the PDF file "remote-voting.pdf."**
  - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
  - (iii) Click on Shareholder - Login
  - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- Note: a) In case shareholders are holding shares in demat form. USER ID is the combination of DP ID + Client ID.  
b) In case share holders are holding shares in physical mode, USER ID is the combination of Even No. + Folio No.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - (vii) Select "EVEN" of "Jay Bharat Maruti Limited".
  - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares will not be counted under either head for the particular resolution.
  - (x) Shareholders having multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
  - (xi) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
  - (xii) You may then click on "Submit" and also "Confirm" when prompted.
  - (xiii) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - (xiv) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xv) Corporate/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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [sunita.streamline@gmail.com](mailto:sunita.streamline@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- B. In case a member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:**
- (i) Initial password is provided as below for the AGM: EVEN (Remote e-voting Event Number)

USER ID	PASSWORD/PIN
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  - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xv) above, to cast vote.
- VII. 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 6th September, 2019.
- VIII. 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. 06th September, 2019, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/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?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the toll free no. 1800-222-990
- IX. In case of any query, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.:1800-222-990.

- X. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- XI. 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.
- XII. 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.
- XIII. Ms. Sunita Mathur (Membership No. FCS 1743), a Practicing Company Secretary 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.
- XIV. 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.
- XV. 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.
- XVI. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.jbmggroup.com](http://www.jbmggroup.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.

25. Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a brief profile and other details of Director eligible for appointment/re-appointment vide item no. 3, 4, 5, 6 is as follows:

SN.	Particulars	Ms. Esha Arya	Mrs. Pravin Tripathi	Mr. Dharpal Agarwal	Mr. Achintya Karati
1.	DIN	00004836	06913463	00084105	00024412
2.	Date of Birth	16.03.1982	23.12.1949	24.08.1950	23.03.1946
3.	Date of appointment	10.07.2014	10.07.2019	01.04.2014	01.04.2014
4.	Qualifications	Business Administration from Boston University, USA and MBA from INSEAD, France	B.A. (Hons.) and Master in English Literature from Punjab University.	Graduate	B.Com, L.L.B
5.	Experience in specific functional areas	Dissemination of knowledge to the customers to leverage the productivity and efficiency & incorporation of communication system & processes	She is a former Indian Audit & Accounts Service (IAAS) Officer of 1973 batch with more than 4 decades of experience in the field of Audit & Accounts. She held various senior positions including that of Deputy Comptroller & Auditor General of India and Chairperson Audit Board, Member of the Competition Appellate Tribunal, Member of Airport Economic Regulatory Authority Appellate Tribunal and Chief Auditor, Municipal Corporation of Delhi amongst others.	He is the Vice Chairman and Managing Director of Transport Corporation of India Limited. Mr. Agarwal has been associated with the transport industry for more than 51 years. He has been contributing in developing the unorganized logistics sector into an organized one. Mr. Agarwal is also associated with various Chambers of Commerce including CII, FICCI & PHDCCI. He also takes active participation in many social and philanthropic activities for the common good.	He has served as Senior Advisor to ICICI Securities Limited and also with ICICI Prudential Life Insurance Company Limited. He is having Vast experience in finance and legal affairs, spanning over three decades. He has Diverse expertise across commercial, legal and secretarial matters. He retired as Country Head, Government and Institutional Solutions Group, - ICICI Bank Limited in March 2004. He has served as Deputy Zonal Manager (North) and Head of Major Client Group (North) in ICICI Limited.



6.	Directorship held in other listed entities	Nil	1. PTC India Financial Services Ltd., 2. PTC Energy Ltd., 3. Minda Industries Ltd., 4. DSP Trustee Private Ltd. 5. JBM Auto Ltd. 6. Terracis Technologies Ltd.	1. Transport Corporation of India Limited 2. TCI Industries Limited 3. TCI Developers Limited 4. TCI Express Limited	1. J. K. Cement Ltd. 2. Shyam Telecom Ltd. 3. Sangam (india) Ltd. 4. Uflex Ltd. 5. Delton Cables Limited 6. Utech Developers Limited 7. Ultimate Flexipack Ltd.
7.	Membership / Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholders' Relationship Committee)	Nil	<b>Audit Committee:</b>		
			1. Minda Industries Ltd.- Member 2. JBM Auto Ltd.- Member 3. PTC India Financial Services Ltd.- Chairperson	1. Jay Bharat Maruti Ltd.- Member	1. Uflex Ltd.- Member 2. Sangam (India) Ltd.- Chairman 3. Shyam Telecom Ltd.- Chairman 4. J. K. Cement Ltd.- Member 5. Delton Cable Ltd.- Member 6. Ultimate Flexipack Ltd.- Member 7. Jay Bharat Maruti Ltd.- Chairman
			<b>Stakeholder Relationship Committee:</b>		
			1. PTC India Financial Services Ltd.- Chairperson 2. JBM Auto Ltd.- Member	a. Jay Bharat Maruti Ltd.- Chairman b. Transport Corporation of India Ltd.- Chairman c. TCI Developers Ltd.- Member	1. Uflex Ltd.- Chairman 2. Sangam (India) Ltd.- Chairman 3. Delton Cable Ltd.- Member
8.	Number of Shares held in the Company	Nil	Nil	Nil	NIL
9.	Relationship with any Director(s) of the Company	i. Mr. S. K. Arya, Chairman & Managing Director, Father ii. Mr. Nishant Arya, Director, Brother	NA	NA	NA

26. Register of contracts or arrangement and Register of Directors and Key Managerial Personnel shall also be kept open for inspection at the AGM and be accessible to the persons attending the meeting.

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

**Place: Gurugram  
Date: 16th July, 2019**

**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. 8 of the accompanying notice:

### **ITEM NO. 4**

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors vide their circular resolution dated 10th July, 2019 had appointed Mrs. Pravin Tripathi as an Additional Independent Director for a period of 5 (Five) years with effect from 10th July, 2019 to 09th July, 2024. As per the provisions of Section 161(1) of the Companies Act, 2013, Mrs. Pravin Tripathi holds office of Additional Director only upto the date of forthcoming Annual General Meeting of the Company and being eligible offers herself 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. Mrs. Pravin Tripathi is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has received a declaration from Mrs. Pravin Tripathi that she meets the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act and Regulation 16(b) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. In the opinion of the Board, Mrs. Pravin Tripathi fulfills the conditions for her appointment as an Independent Director as specified in the Act and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. Further pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company is required to appoint an Independent Woman Director to the Board, hence appointment of Mrs. Pravin Tripathi is placed for your approval. Mrs. Pravin Tripathi is independent of the management and possesses appropriate skills, experience and knowledge. Mrs. Pravin Tripathi is a former Indian Audit & Accounts Service (IAAS) Officer of 1973 batch with more than 4 decades of experience in the field of Audit & Accounts. She held various senior positions including that of Deputy Comptroller & Auditor General of India and Chairperson Audit Board, Member of the Competition Appellate Tribunal, Member of Airport Economic Regulatory Authority Appellate Tribunal and Chief Auditor, Municipal Corporation of Delhi amongst others. Keeping in view her vast expertise and knowledge, it will be in the best interest of the Company that Mrs. Pravin Tripathi is appointed as an Independent Director of the Company. A copy of draft letter of appointment of Mrs. Pravin Tripathi as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company. The Board 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 Mrs. Pravin Tripathi herself.

### **ITEM NO. 5**

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges, at the 27th Annual General Meeting held on 13th September, 2014, Mr. Dharmpal Agarwal was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years for a term upto 31st March, 2019. Since, Mr. Dharmpal Agarwal will complete his initial term as an Independent Director of the Company on 31st March, 2019, he is eligible for re-appointment for one more term. He is the Chairman of Stakeholders Relationship Committee and Corporate Social Responsibility Committee of the Company. He is also a member in Audit Committee, Nomination and Remuneration Committee of the Company. As on 31st March, 2019, he does not hold any shares of the Company.

As per the recommendation of the Nomination and Remuneration Committee in its meeting held on 20th March, 2019 and approval of the Board of Directors by circular resolution dated 31st March, 2019, subject to approval of Members at this Annual General Meeting and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by him during his tenure and outcome of performance evaluation of the Independent Directors, the approval of the Members of the Company is required for re-appointment of Mr. Dharmpal Agarwal (DIN 00084105) as an Independent Non-Executive Director of the Company, for the second term of 5 (Five) years w.e.f. 1st April, 2019 upto 31st March, 2024. Further Mr. Dharmpal Agarwal shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013. The Company has received a declaration from Mr. Dharmpal Agarwal, being eligible for re-appointment as Independent Director for the second term providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Mr. Dharmpal Agarwal confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under the Regulation 16(b) of the Listing Regulations, as amended from time to time. Mr. Dharmpal Agarwal is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management. In terms of Section 160 of the Companies Act, 2013. Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Mr. Dharmpal Agarwal as an Independent Director of the Company.

Except Mr. Dharmpal Agarwal, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

## ITEM NO. 6

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges, at the 27th Annual General Meeting held on 13th September, 2014, Mr. Achintya Karati was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years for a term upto 31st March, 2019. Since, Mr. Achintya Karati will complete his initial term as an Independent Director of the Company on 31st March, 2019, he is eligible for re-appointment for one more term. He is the Chairman of Audit Committee. He is also a member in Nomination and Remuneration Committee of the Company. As on 31st March, 2019, he does not hold any shares of the Company.

As per the recommendation of the Nomination and Remuneration Committee in its meeting held on 20th March, 2019 and approval of the Board of Directors by circular resolution dated 31st March, 2019, subject to approval of Members at this Annual General Meeting and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by him during his tenure and outcome of performance evaluation of the Independent Directors, the approval of the Members of the Company is required for re-appointment of Mr. Achintya Karati (DIN 00024412) as an Independent Non-Executive Director of the Company, for the second term of 5 (Five) years w.e.f. 1st April, 2019 upto 31st March, 2024. Further Mr. Achintya Karati shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013. The Company has received a declaration from Mr. Achintya Karati, being eligible for re-appointment as Independent Director for the second term providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Mr. Achintya Karati confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under the Regulation 16(b) of the Listing Regulations, as amended from time to time. Mr. Achintya Karati is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management. In terms of Section 160 of the Companies Act, 2013. Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

Pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("Amendment Regulations, 2018"), Mr. Achintya Karati will be attaining the age of 75 (seventy five) years on 23rd March, 2021, during the above term of re-appointment, the continuation of such appointment as an Independent Non-Executive Director of the Company for 5 (Five) years on the same terms and conditions of such re-appointment even after attaining the age of 75 years, will be considered as requisite approval from shareholders as required in the Amendment Regulations, 2018.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Mr. Achintya Karati as an Independent Director of the Company.

Except Mr. Achintya Karati, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

## ITEM NO. 7

Maruti Suzuki India Ltd., Neel Metal Products Ltd. and Suzuki Motor Gujrat Pvt. Ltd. are related parties of the Company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and relevant accounting standards. The transactions with these related parties are material in nature, as it exceeds 10% of Turnover as per the audited financial statement of the Company as at 31st March, 2019. However, the transaction(s) with the Related Parties are on arm's length basis and in the ordinary course of business. Under the said regulation, all Related Party Transactions shall require prior approval of Audit Committee and all material Related Party Transaction shall require approval of shareholders, who are unrelated, by a Special Resolution.

The particulars of transactions are as under:

(a) Name of Related Parties:	i. Maruti Suzuki India Ltd.
	ii. Neel Metal Products Ltd.
	iii. Suzuki Motor Gujrat Pvt. Ltd.
(b) Name of Directors or Key Managerial Personnel who is related, if any:	Mr. S. K. Arya, Chairman & Managing Director (Director & Shareholder of Neel Metal Products Ltd.)
(c) Nature of relationship:	i. Maruti Suzuki India Ltd. - Associate Company having more than 20% shareholding in the Company. ii. Neel Metal Products Ltd. - Public Company in which a Director of the Company is Director having more than 2% shareholding in the Company.

	iii. Suzuki Motor Gujrat Pvt. Ltd.: Fellow Subsidiary of Maruti Suzuki India Ltd., hence related party as per Indian Accounting Standard.
(d) Material terms of contracts/ transactions:	Purchase and Sale of Components, Raw Materials, tools & dies, Equipments, including hiring of services and job work, etc. are on arm's length basis and in ordinary course of business.
(e) Monetary Value:	Estimated value as mentioned in the Resolution
(f) Any other information relevant or important for the members to take a decision on proposed transaction	None

The Board of Directors recommend the Resolution set out at Item No. 7 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 a Special Resolution. 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.

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

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 in the 31st Annual General Meeting held on 04.09.2018. 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 will expire on 3rd September, 2019. 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. 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 Further Public Offering/Preference Issue/Preferential Issue/Unsecured/ Secured Non-Convertible Debentures ('NCDs')/ Bonds on private placement basis. The Board has at their meeting held on 16th July, 2019, 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 securities under Section 42, 62 and 71 of Companies Act, 2013, up to an amount of Rs. 150 Crores [Rupees One Hundred and Fifty Crores Only]. Members may note that the above resolution was passed at 31st AGM held on 04.09.2018, but due to non-suitable market conditions the said issue of Non-Convertible Debentures was not made. Hence, the above resolution is placed for your approval in this 32nd 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, 2009, amended from time to time ("ICDR Regulations"). The Board of Directors/ Committee may adopt this mechanism, as prescribed under Chapter VIII 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 as permitted under applicable law on the price determined pursuant to the ICDR Regulations. The detailed terms and conditions for the offer will be determined by the Board/ Committee considering the market conditions. The Equity Shares allotted or arising out of conversion of any Securities will be listed on recognized stock. The Board of Directors of the Company recommend the Resolution as set out at Item No. 8 of the accompanying Notice for approval of the members by way of a Special Resolution. None of the Directors, Manager and Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolutions, except to the extent of their shareholdings in the Company.

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

**Place: Gurugram  
Date: 16th July, 2019**

**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:

Financial Year	Rate of Dividend	Proposed date for transfer to IEPF
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
2017-18	50%	10th October, 2025

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 6th June, 2019 sent by ordinary post 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 2011-12 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 for the year 2011-12 within a period of thirty (30) days of such equity shares becoming due to be transferred to the fund to comply with the provisions of section 124 of the Companies Act, 2013.

4. Shareholders / Investors who have not encashed their Dividend Warrants, if any, for any of the aforesaid Financial Years, are requested to lodge their claims by quoting their respective Folio No./DP ID/Client ID with Company at the following address:

**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](mailto:ravi.arora@jbmgroup.com), [jbml.investor@jbmgroup.com](mailto: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.

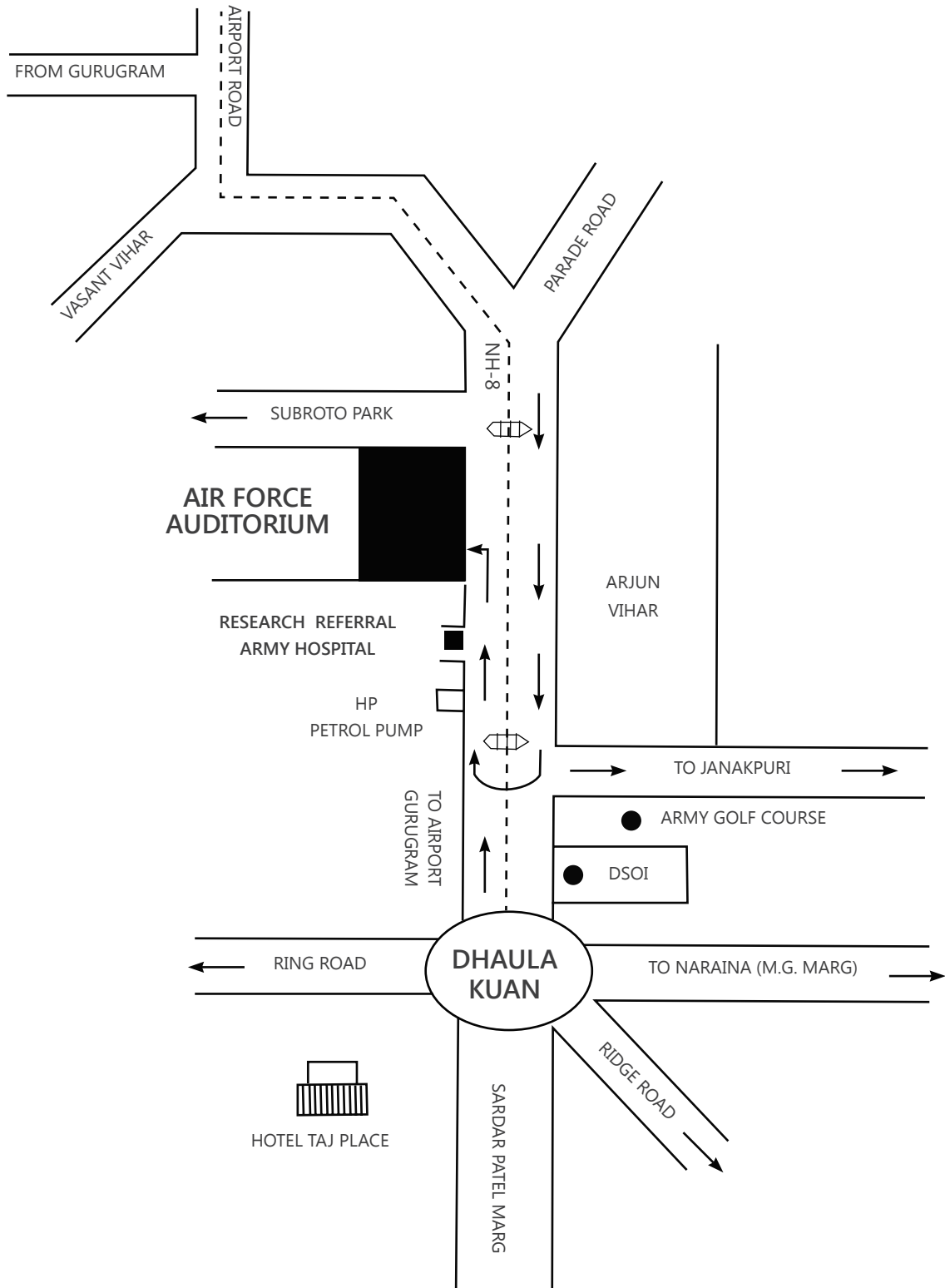
7. Shareholders may note that Securities and Exchange Board of India (SEBI) vide their Circular No. SEBI/HO/MIRSD/DOP1/CIR/2018/73 Dated 20th April, 2018 has mandated all listed Companies to make payment of dividend to the shareholders through approved electronic mode and also directed that updated bank details and PAN of the Shareholders be obtained and maintained by the Companies. The shareholders 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 [jbml.investor@jbmgroup.com](mailto:jbml.investor@jbmgroup.com) or [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com). Shareholders are also requested to quote your Phone / Mobile No. for faster communication while correspondence with the Company/RTA.

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

**Place: Gurugram**  
**Date: 16th July, 2019**



## Route map of the venue of 32nd Annual General Meeting of Jay Bharat Maruti Limited



**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 **32<sup>nd</sup> ANNUAL GENERAL MEETING** of the Company held on Saturday, the 14th day of September, 2019 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 **32<sup>nd</sup> Annual General Meeting** of the Company, to be held on Saturday, the 14th day of September, 2019 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 Audited financial statements of the Company (including consolidated financial statements) for the year ended 31st March, 2019, together with the reports of the Board of Directors and Auditors thereon.		
2.	To declare dividend on equity shares.		
3.	To appoint director in place of Ms. Esha Arya (DIN 00004836) who retires by rotation and, being eligible, offers herself for re-appointment.		
4.	To appoint Mrs. Pravin Tripathi (DIN: 06913463) as Independent Director of the Company		
5.	To re-appoint Mr. Dharpal Agarwal (DIN : 00084105) as an Independent Director of the Company		
6.	To re-appoint Mr. Achintya Karati (DIN: 00024412) as an Independent Director of the Company		
7.	To approve the transactions with related parties pursuant to SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015		
8.	To consider and approve Proposal for Issue of Securities in terms of Section 42, 62 and 71 of the Companies Act, 2013		

Affix Re.1/-  
Revenue  
Stamp

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

\_\_\_\_\_  
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 'V' 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.