

JBM Auto Limited

Registered Office :

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NOTICE OF TWENTY – EIGHTH (28TH) ANNUAL GENERAL MEETING

NOTICE is hereby given that the 28th Annual General Meeting ("AGM") of the members of **JBM Auto Limited** (the "Company") will be held on **Thursday, 12th September, 2024** at **11:00 A.M.** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited IND AS Financial Statements (Standalone & Consolidated) of the Company for the financial year ended 31st March, 2024 together with the reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolutions as an Ordinary Resolution:

(a) "RESOLVED THAT the Audited IND AS Standalone Financial Statements of the Company for the financial year ended 31st March, 2024 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby received, considered and adopted."

(b) "RESOLVED THAT the Audited IND AS Consolidated Financial Statements of the Company for the financial year ended 31st March, 2024 and the report of Auditors thereon laid before this meeting, be and are hereby received, considered and adopted."

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

"RESOLVED THAT pursuant to the provisions of Section 123 of the Companies Act, 2013 read with Companies (Declaration and Payment of Dividend) Rules, 2014, a final dividend @75% i.e. ₹ 1.50 per Equity Share (on fully paid-up equity share of Rupees 2 /- each) of the Company be and is hereby declared for payment to those Members whose names appear on the Company's Register of Members as on 5th September, 2024, for the financial year ended 31st March, 2024 and the same be paid, as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended 31st March, 2024."

3. To re-appoint Mr. Surendra Kumar Arya (DIN: 00004626) who is retiring by rotation and being eligible, offers himself for re-appointment, as a Director and in this regard, pass the following resolution as an Ordinary Resolution:

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

SPECIAL BUSINESSES:

4. Ratification of remuneration payable to Cost Auditors of the Company for the Financial Year 2024-25

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

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Company hereby ratifies the remuneration of Rs. 2,50,000 (Rupees Two Lacs Fifty Thousand only) plus applicable tax and out-of-pocket expenses payable to M/s. Jitender, Navneet & Co., (FRN 000119), who were reappointed by the Board of Directors as Cost Auditors to conduct the audit of the applicable cost records of the Company for the Financial Year 2024-25."

5. To consider and approve the issue of Securities

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

"RESOLVED THAT pursuant to the provisions of Sections 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and other applicable rules there under ("the Companies Act") and subject to and in accordance with any other applicable law or regulation, in India or outside India, including without limitation, the all applicable provisions of the Securities and

Exchange Board of India (Issue of Capital & Disclosures Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") (including any statutory modification(s) or re-enactment thereof, for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the provisions of the Foreign Exchange Management Act, 1999, as amended, including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India ("GoI"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), the Registrar of Companies ("RoC"), the Stock Exchanges, and/ or any other competent authorities and subject to such other approvals, consents, permissions and/ or sanctions (if required) of the concerned Department (s) of the Central Government, the SEBI, the RoC, the RBI and any other appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and/ or sanctions, the consent of the members 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, follow on offer and allot (including with provisions for reservation on firm and/ or competitive basis, of such part of issue and for such categories of persons including employees of the Company, as may be permitted), either in India or in the course of international offering(s) in one or more foreign markets, equity shares of the Company, Global Depository Receipts ("GDR"), American Depository Receipts ("ADR"), Foreign Currency Convertible Bonds ("FCCB") and/ or other financial instruments convertible into or exercisable for Equity Shares (including warrants, or otherwise, in registered or bearer form), Non-convertible preference shares, compulsorily convertible preference shares, optionally convertible preference shares, fully convertible debentures, partly convertible debentures, non-convertible debentures with warrants and/any security convertible into Equity Shares with or without voting/ special rights and/ or securities linked to Equity Shares and/ or securities with or without detachable warrants with right exercisable by the warrant holder to convert or subscribe to Equity Shares pursuant to a green shoe option, if any (all of which are hereinafter collectively referred to as the "Securities") or any combination of Securities, in one or more tranches, whether rupee denominated or denominated in foreign currency, through public offerings and/ or private placement and/ or on preferential allotment basis or any combination thereof or by issue of prospectus and/ or placement document and/ or other permissible / requisite offer document to any eligible person(s), including but not limited to qualified institutional buyers in accordance with Chapter VI or any other applicable Chapters of the SEBI ICDR Regulations, or otherwise, foreign/ resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign institutional investors, foreign portfolio investors, Indian and/ or bilateral and/ or multilateral financial institutions, non-resident Indians, stabilizing agents, state industrial development corporations, insurance companies, provident funds, pension funds and/ or any other categories of investors whether or not such investors are members of the Company (collectively referred to as the "Investors"), as may be decided by the Board at its discretion and permitted under applicable laws and regulations for an aggregate amount not exceeding Rs. 1000 Crores (Rupees One Thousand Crores only) or equivalent thereof in any foreign currency, inclusive of such premium as may be fixed on such Securities at such a time or times, in such a manner and on such terms and conditions including security, rate of interest, (as permitted under applicable law) etc., as may be deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with the lead manager(s) and/ or the underwriter(s) and/ or other advisor(s) for such issue.

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

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

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

RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

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

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

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

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

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

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

6. Re-appointment of Mr. Praveen Kumar Tripathi (DIN : 02167497) as an Independent Director

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactments(s) thereof for the time being in force), Regulations 17, 25 and other

applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Praveen Kumar Tripathi (DIN: 02167497), who has given his consent and submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and being eligible, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation, to hold office for a second and final term commencing from 11th July, 2024 up to 10th July, 2029, (both days inclusive).

RESOLVED FURTHER THAT any one Director or Key Managerial Personnel, be and is hereby authorized severally to do all such acts, deeds and things and to sign all such documents and writings as may be necessary to give effect to this resolution and for the matters connected therewith or incidental thereto."

7. Continuation of directorship of Mrs. Pravin Tripathi (DIN: 06913463) as an Independent Director

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

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactments(s) thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, consent of the Members be and is hereby accorded for continuation of Mrs. Pravin Tripathi (DIN: 06913463) as an Independent Director of the Company from the day she attains the age of 75 years i.e. 23rd December, 2024 till the expiry of her current term i.e. 03rd September, 2027 and other terms & conditions will remain same as already approved by the Members.

RESOLVED FURTHER THAT any one Director or Key Managerial Personnel, be and is hereby authorized severally to do all such acts, deeds and things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto."

8. Material Related Party Transactions with Neel Metal Products Limited

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

"RESOLVED THAT pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time and other applicable provisions of the Listing Regulations, applicable provisions of the Companies Act, 2013 and rules made thereunder, including statutory modification(s) or re-enactment thereof for the time being in force and such other approvals as may be required, consent of the members be and are hereby accorded to enter into material related party transaction(s) at arm's length basis and in the ordinary course of business during the period from the date of 28th Annual General Meeting to the conclusion of 29th Annual General Meeting with the respective related party and amount and nature of transaction(s) as mentioned hereunder:"

Rupees in Crores

S. No.	Name of Related Party	Relationship	Nature of transaction	Expected Value of transaction(s)
1	Neel Metal Products Limited	Promoter Public Company in which a Director of the Company is a Director and having more than 2% of shareholding	Purchase and sale of sheets, components, tools, dies and fixtures, equipment's including hiring of services and job work etc. on arm's length basis and in ordinary course of business.	1,000

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

9. Material Related Party Transactions with JBM Ecolife Mobility Private Limited

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

"RESOLVED THAT pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time and other applicable provisions of the Listing Regulations, applicable provisions of the Companies Act, 2013 and rules made thereunder, including statutory modification(s) or re-enactment

thereof for the time being in force and such other approvals as may be required, consent of the members be and are hereby accorded to enter into material related party transaction(s) at arm's length basis and in the ordinary course of business during the period from the date of 28th Annual General Meeting to the conclusion of 29th Annual General Meeting with the respective related party and amount and nature of transaction(s) as mentioned hereunder:

Rupees in Crores

S. No.	Name of Related Party	Relationship	Nature of transaction	Expected Value of transaction(s)
1	JBM Ecolife Mobility Private Limited	Related Party as per Section 2(76) of Companies Act, 2013	Financial Services	900
			Sale, Purchase of Goods and Services	100

RESOLVED FURTHER THAT the aforesaid limit is in addition to the limit as approved by the shareholders on 30th March, 2024 through Postal Ballot notice dated 30th January, 2024.

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

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

Sanjeev Kumar

Company Secretary
& Compliance Officer

M. No. A18087

Date: 31st July, 2024

Place: Gurugram

NOTES:

1. In accordance with the provisions of the Companies Act, 2013 ("the Act"), read with the Rules made thereunder and General Circular No. 09/2023 dated 25th September 2023, other Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time, Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July 2023 and Circular No. SEBI/HO/CFD/CFD-PoD- 2/P/ CIR/2023/167 dated 7th October 2023 issued by SEBI ("the Circulars"), the Companies are allowed to hold AGM through video conference or other audio visual means ("VC/OAVM") up to 30th September 2024, without the physical presence of members at a common venue.

Hence, in compliance with the said circulars, the AGM of the Company is being held through VC/OAVM without the physical presence of the Members at a common venue on Thursday 12th September, 2024. Physical copy of the Notice of 28th AGM along with Annual Report for the financial year 2023-24 shall be sent to those Members who request for the same. The Deemed Venue for 28th AGM shall be the Registered office of the Company.

2. An Explanatory Statement pursuant to Section 102(1) of the Act, in respect of special businesses to be transacted at the 28th AGM, as set out under item nos. 4 to 9 above and the relevant details of the Director seeking re-appointment under Item nos. 3 & 6 above as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as required under Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are given in note no. 23 to the notice.
3. In terms of MCA circulars, since the AGM is being held through VC / OAVM, physical attendance of the members has been dispensed with. Accordingly, the facility for appointment of proxy (ies) by the Members under Section 105 of the Act will not be available and hence, the Proxy Form, Attendance Slip and Route Map of AGM are not annexed to this Notice.

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

4. Members please note that KFin Technologies Limited ("KFinTech") has been engaged to facilitate the participation of the Members in the AGM and to provide e-voting facility (remote e-voting prior to AGM and e-voting during the AGM) for casting the votes electronically on all resolutions set forth in this Notice in terms of the provisions of Section 108 of the Act and rules made thereunder, Regulation 44 of the SEBI Listing Regulations, Secretarial Standard-2 issued by the Institute of Company Secretaries of India and aforesaid MCA Circulars and SEBI Circulars.
5. Institutional investors are encouraged to attend and vote at the meeting through VC/ OAVM. Further, Corporate Members are required to access the link <http://evoting.kfintech.com> and upload a certified copy of the board resolution authorizing their representative to attend the AGM through VC and vote on their behalf.
6. Members who have still not registered their email IDs are requested to do so at the earliest. Members holding shares in electronic mode can get their email IDs registered by contacting their respective Depository Participant. Members holding shares in physical mode are requested to register their email IDs with the Company by sending an email to Compliance Officer of the Company at jbma.investor@jbmgroup.com and/or by sending a request to MCS Share Transfer Agent Limited, Registrar and Share Transfer Agent through email at helpdeskdelhi@mcsregistrars.com or contact at **+91 11 41406149**. The registered e-mail address will be used for sending future communications.
7. **ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT**

In compliance with aforesaid MCA Circulars and SEBI Circulars, the Notice of 28th AGM and Annual Report for the Financial Year 2023-24 along with login details for joining the AGM through VC/ OAVM facility including e-voting are being sent only through electronic mode to those members whose email address was registered with the Company or Depositories or Registrar and Transfer Agent. Members may please note that this Notice and Annual Report will also be available at the Company's website: www.jbmgroup.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Ltd. at www.bseindia.com and www.nseindia.com respectively and on the website of KFin Technologies Limited at <http://evoting.kfintech.com>.

Notice of AGM and Annual Report will be sent to those Members/ beneficial owners whose name appears in the Register of Members/ list of beneficiaries received from the Depositories as on **16th August, 2024** ("Cut-off date"). Any person who acquire shares of the Company and becomes Member of the Company after the dispatch of Notice and holding shares as on cut-off date may obtain the login ID and Password by sending a request at evoting@kfintech.com. However, if he/ she is already registered with Kfintech with remote e-voting, then he/ she can use his/ her existing user ID and password for casting the vote.

8. Members are requested to send their queries, if any, on the accounts and operations of the Company at its email id jbma.investor@jbmgroup.com from their registered email address mentioning their name, DPID Client ID/ Folio no. and mobile number at least one week in advance, so that relevant information may be made available, if the Company permits such information to be furnished.

9. PAYMENT OF DIVIDEND RELATED

- (a) The Register of Members and Share Transfer Books will remain closed from **Friday, 6th September, 2024 to Thursday, 12th September, 2024** (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the ensuing AGM.
- (b) The dividend on Equity Shares, if declared at the ensuing AGM, will be paid within a period of **30 days** from the date of declaration, to those members, whose names appear in the Register of Members on close of business hours on 5th September, 2024. The dividend is ₹ 1.50 per equity share on fully paid-up equity shares of ₹ 2/- each.
- (c) As you may be aware that in terms of the provisions of the Income Tax Act, 1961 ("the IT Act") as amended by the Finance Act, 2020, dividend paid or distributed by a Company on or after 1st April, 2020 is taxable in the hands of the members. The Company is, therefore, required to deduct tax at source at the time of payment of dividend to the members. Please also note that the tax rate would vary depending on the residential status, category, compliant/ non-compliant status of the member on the basis of filing of income tax return of the preceding two years, as per Section 206AB of the IT Act.
- (d) Members holding shares in demat form are hereby informed that bank particulars registered with their respective DPs, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate to their DPs only, as the Company or its Registrar cannot act on any request received directly on the same.
- (e) Members may please note that as per SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated 3rd November, 2021 as amended from time to time, the latest being SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated 17th November, 2023, Members, who hold shares in physical form and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature], shall be eligible to get dividend only in electronic mode with effect from 1st April, 2024. Accordingly, payment of dividend, subject to approval by the Members in the AGM, shall be paid to physical holders only after the above details are updated in their folios. Members may refer to FAQs issued by SEBI in this regard available on their website at https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf (FAQ Nos. 38 & 39). Communication in this regard has been sent to all physical holders whose folios are not KYC updated at the latest available address/email-id. Members are once again requested to update their KYC details by submitting the Investor Service Request (ISR) Forms, viz. ISR-1, ISR-2, ISR-3/SH-13, as applicable, duly complete and signed by the registered holder(s) so as to reach our RTA.
- (f) TDS would not apply if the aggregate of total dividend distributed to a member by the Company during FY25 does not exceed Rs. 5,000/-. Further, Tax at source will not be deducted where a member provides Form 15G (applicable to Individual in case of dividend) / Form 15H (applicable to an individual above the age of 60 years), provided that the eligibility conditions are being met. You are requested to submit such document(s), if any, to the RTA/ Company for your respective category on or before 10th September, 2024, in order to comply with the applicable TDS provisions.
- (g) Further, after receipt of any of the above declarations, if the Company on the basis of its independent assessment, finds any information that is contrary to the declarations received by it, the Company reserves right to rely on the results of its independent assessment and make a deduction of taxes at a higher rate as per applicable provisions of the IT Act.
- (h) Members holding shares under multiple accounts under different residential status / member category and single PAN may note that higher of the tax rate as applicable to different residential status / category, will be considered on their entire shareholding which is held under different accounts.
- (i) Determination of tax rate is subject to necessary verification by the Company of the details of the member as available with the Company / RTA as on the record date. In this respect, the Company reserves the right to independently verify the PAN number of the member from the utility of National Securities Depository Ltd. and if the same is found contrary to the PAN quoted/ provided, the Company will disregard the PAN and proceed as per the prevalent law.
- (j) In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided/to be provided by the members(s), such member(s) will be responsible to indemnify the Company and also, provide the Company with all information/ documents and co-operation in any appellate proceedings.
- (k) In case tax on dividend is deducted at a higher rate in the absence of receipt of the aforementioned details / documents, you would still have the option of claiming refund of the excess tax paid at the time of filing your income tax return. No claim shall lie against the Company for such taxes deducted.
- (l) Members will be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://www.incometax.gov.in/iec/foportal/>
- (m) Above communication on TDS sets out the provisions of law in a summary manner only and does not purport to be a complete analysis or listing of all potential tax consequences. This communication shall not be treated as an advice from the Company or its affiliates or its Registrar and Share Transfer Agent. Members should obtain the tax advice related to their tax matters from a tax professional.

10. Members holding shares in physical form are requested to update their bank details with the Company/ Registrars and Share Transfer Agent. Members who have not updated their bank account details, dividend warrants/ demand drafts/ cheques will be sent out to their registered addresses. To avoid delay in receiving the dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent (RTA) (where shares are held in physical mode) to receive the dividend directly into their bank account on the payout date.

11. INVESTOR EDUCATION AND PROTECTION FUND RELATED INFORMATION

The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2015-16 to the Investor Education and Protection Fund established by the Central Government. Pursuant to the provisions of Section 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and amendments thereof, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 31st March, 2024 on the website of the Company at www.jbmgroupp.com.

12. UPDATION OF PAN, EMAIL ADDRESS AND OTHER DETAILS OF THE MEMBERS

- a) Members holding shares in dematerialized mode, are requested to update their records such as tax residential status, permanent account number, registered email addresses, mobile numbers and other details with their relevant Depositories through their Depository Participants. Members holding shares in physical mode are requested to furnish details to the Company's Registrar and Share Transfer Agent. The Company is obligated to deduct tax at source (TDS) based on the records available with RTA and no request will be entertained for revision of TDS return.
- b) Pursuant to Section 72 of the Companies Act, 2013, members holding shares in electronic/ demat form may file nomination in the prescribed Form SH-13 (in duplicate) with the respective Depository Participant and in respect of shares held in physical form, the nomination form may be filed with RTA.
- c) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
- d) Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to MCS Share Transfer Agent Limited, for consolidation into a single folio.
- e) Non-Resident Indian members are requested to inform MCS Share Transfer Agent Limited, immediately of:
 - i) Change in their residential status on return to India for permanent settlement.
 - ii) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
- f) SEBI has mandated furnishing of PAN, KYC details (i.e. Postal Address with PIN Code, email address, mobile number, bank account details) and nomination details by holders of securities in physical form. Any service request or complaint received from the Member will not be processed until the aforesaid details/documents are provided to RTA. In case any of the above cited documents/ details are not available in the Folio(s) on or after 1st October, 2024, RTA shall be constrained to freeze such Folio(s). Relevant details and prescribed forms in this regard are available on website of the Company at Company's website: www.jbmgroupp.com.
- g) SEBI vide its gazette notification(s)/ circular(s) dated 8th June, 2018, 30th November, 2018 and SEBI/LAD-NRO/GN/2022/66 dated 24th January, 2022, mandated that securities of listed companies can be transferred only in dematerialized form. Accordingly, the Company has stopped accepting any fresh lodgment of transfer of shares in physical form including transmission and transposition requests. In view of the above and to avail various benefits of dematerialization, Members holding shares in physical form are requested to dematerialize the shares held by them in physical form.

13. INFORMATION AND OTHER INSTRUCTIONS RELATING TO REMOTE E-VOTING ARE AS UNDER:

- a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the Company is pleased to provide remote e-voting facility to all of its members of the Company to exercise their right to vote in respect of the resolutions to be passed at the 28th 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 ("remote e-voting") which will be provided by **KFin Technologies Limited (KFintech)** on all resolutions set forth in this Notice.
- b) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or e-voting at the Meeting.
- c) **Member may participate in the AGM even after exercising their right to vote through remote e-voting but shall not be allowed to vote again. The e-voting during the AGM is integrated with the VC platform. Members may click on the**

voting icon to cast their votes. The remote e-voting period commences on **Monday, 9th September 2024 (9.00 A.M. IST)** and will end on **Wednesday, 11th September, 2024 (5.00 P.M. IST)**. During this period, members of the Company, holding shares either in physical form or in dematerialized form as on cut-off date i.e. **Thursday, 5th September, 2024**, may cast their vote electronically. The e-voting module shall be disabled by KFinTech for voting thereafter.

- d) Only those members, who are attending the e-AGM and have not casted their vote on the resolutions through remote e-voting and who are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
- e) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual for members available at the download section of <https://evoting.kfintech.com> or contact evoting@kfintech.com or phone no. at **1800 309 4001 (toll free)** for any further clarifications. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- f) Mr. Dhananjay Shukla, Practicing Company Secretary, (Membership No. FCS 5886) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting during the AGM in a fair and transparent manner.

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

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

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

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

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

A. Details of Option 1 are mentioned below:

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

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

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

B. Details of Option 2 are mentioned below:

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

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

- I. Initial Password is provided in the body of the email.
 - II. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
 - III. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No. /DP ID Client ID will be your User ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting your votes.
 - IV. After entering the details appropriately, **click on LOGIN**.
 - V. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least **one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.)**. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - VI. You need to login again with the new credentials.
 - VII. On successful login, the system will prompt you to select the EVENT i.e. **JBM Auto Limited** and click on submit.
 - VIII. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/ dissenting to the resolution, enter all shares and click '**FOR**'/'**AGAINST**' as the case may be or partially in '**FOR**' and partially in '**AGAINST**', but the total number in '**FOR**' and/ or '**AGAINST**' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option '**ABSTAIN**' and the shares held will not be counted under either head.
 - IX. Click on '**SUBMIT**'. A confirmation box will be displayed. Click '**OK**' to confirm, else '**CANCEL**' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
 - X. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat account.
 - XI. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/ JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who is/are authorized to vote, to the Scrutinizer through email at dshukla.fcs1@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format '**Corporate Name JBM Auto Limited**'.
 - XII. In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and remote e-voting manual available at <https://evoting.kfintech.com> under help section or call at 1800 309 4001 (toll free).
 - XIII. All grievances connected with the facility for voting by electronic means may be addressed to KFinTech by sending an email to evoting@kfintech.com or call **1800 309 4001** (Toll Free).
 - XIV. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.
- 16. Instructions for all the members for attending the AGM through VC/OAVM and e-voting during the AGM.**
- a. Members will be provided with a facility to attend the AGM through VC/ OAVM platform provided by KFinTech.
 - b. Members may access the same at <https://emeetings.kfintech.com> by using the e-voting login credentials provided in the email received from the Company/ KFinTech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the

members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned above.

- c. The Members can join the **AGM 15 minutes** before and **15 Minutes** after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice.
- d. The VC/ OAVM would allow participation of **1,000** members on first-come-first serve basis.
- e. No restrictions on account of first-come-first-served basis entry into AGM will be applicable to large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of various board committees, Auditors etc.
- f. The attendance of the members (member's logins) attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- g. Members are encouraged to join the AGM through Laptop with Google Chrome for better experience.
- h. Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The members may click on the voting icon displayed on the screen to cast their votes.
- i. A member can opt for only single mode of voting i.e. remote e-voting or e-voting at the AGM. If a member casts votes by both modes, then voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- j. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker at <https://emeetings.kfintech.com/> and click on "Speaker Registration" by mentioning the demat account number/ folio number, city, email id, mobile number and submit. The speaker registration shall commence from **09th September, 2024 (9:00 A.M. IST) to 10th September, 2024 (5:00 P.M. IST)**. Those members who have registered themselves as speaker shall only be allowed to express their views/ask questions during the AGM.
- k. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Please note that, member's questions will be answered only if the members continues to hold shares of the Company as on cut-off date. Due to limitations of transmission and co-ordination during the Q&A session, the Company may dispense with the speaker registration during the AGM.
- l. A video guide assisting the members attending the AGM either as a speaker or participant is available for quick reference at: <https://emeetings.kfintech.com/>
- m. Members who wish to speak at the AGM will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- n. While all efforts will be made to make the VC/ OAVM meeting smooth, Members and other Participants connecting from mobile devices or tablets or through laptops etc. connecting via mobile hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommend to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- o. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM is the same person mentioned for remote e-voting.
18. The result declared on the AGM resolutions along with the Consolidated Scrutinizer's Report shall be placed on the Company's website at www.jbmgroup.com and shall also be communicated to National Stock Exchange of India Limited and BSE Limited, not later than two (2) working days of the conclusion of the AGM.
19. The resolutions proposed shall be deemed to have been passed on the date of the AGM subject to receipt of the requisite number of votes in favour of the resolutions.
20. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection during the AGM in electronic mode and same may be accessed upon log-in to <https://evoting.kfintech.com>.
21. All documents referred in the accompanying Notice and the Explanatory Statement are available for inspection by the Members at the Registered Office of the Company on all working days up to the date of AGM between 11:00 A.M. to 02:00 P.M. (IST) and also during the AGM and copies of Memorandum and Articles of the Association of the Company also be made available for inspection in physical and electronic mode at the Registered office of the Company.
22. The recorded transcript of the forthcoming AGM shall be maintained by the Company and also be made available on the

website of the Company at www.jbmgroupp.com at the earliest soon after the conclusion of the Meeting.

23. Pursuant to Secretarial Standard – 2 issued by the Institute of Company Secretaries of India and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a brief profile and other details of Director(s) seeking re-appointment at this AGM as follows:

Sr. No.	Particulars	Details	Details
1.	Name	Mr. Surendra Kumar Arya	Mr. Praveen Kumar Tripathi
2.	DIN	00004626	02167497
3.	Date of Birth	10.11.1957	15.12.1952
4.	Date of appointment	01.08.2000	11.07.2019
5.	Qualifications	Science Graduate	Post graduate in political science from Allahabad University and a gold medalist for securing highest marks in political science at under-graduate level in the University.
6.	Experience in specific functional areas	Having experience of more than 40 years in Automobile and Engineering Industry and also has a dynamic business & leadership skills.	He is a retired IAS officer. During his illustrious career, as an IAS officer, spanning over 40 years in public service 1977 to 2017 (including 5 years as Chairman - Public Grievances Commission & Police Complaints Authority), he held various key senior positions at state and center level such as Principal Secretary to Chief Minister, Govt of NCT Delhi; Chief Secretary - Govt of NCT Delhi; Joint Secretary - Ministry of Information & Broadcasting, Govt. of India; Director - Indian Institute of Mass Communication; CEO - Delhi Jal Board, NCT Delhi; Commissioner Sales Tax - NCT Delhi; Development Commissioner & Chief Electoral Officer - A&N Islands; Director Total Literacy Campaign (National Literacy Mission) - Department of Education, Ministry of HRD; Commissioner Land - Delhi Development Authority; Commissioner Excise & Entertainment Tax - NCT Delhi; Secretary - New Delhi Municipal Committee; Deputy Commissioner and Secretary to Lt. Governor in Arunachal Pradesh etc.
7.	Directorship held in other listed entities (Other than JBM Auto Limited)	1. Jay Bharat Maruti Limited	1. Equinox India Developments Limited (Formerly known as Indiabulls Real Estate Limited) 2. Yaari Digital Integrated Services Limited 3. Religare Enterprises Limited
8.	Membership_ Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholders' Relationship Committee)	Stakeholder Relationship Committee: 1. Jay Bharat Maruti Limited - Member	Audit Committee: 1. JBM Auto Limited – Member 2. Equinox India Developments Limited (Formerly Known as Indiabulls Real Estate Limited) - Chairman 3. Religare Enterprises Limited - Chairman 4. Religare Finvest Limited - Member 5. Religare Housing Development Finance Corporation Limited - Member 6. Care Health Insurance Limited - Member Stakeholder Relationship Committee: 1. JBM Auto Limited - Chairman 2. Care Health Insurance Limited - Member

Sr. No.	Particulars	Details	Details
9.	Names of listed entities from which the Director has resigned in the past three years	Nil	Nil
10	Number of Shares held in the Company	2,98,355 Equity Shares individually and 7,22,140 Equity Shares as Surendra Kumar Arya (HUF)	Nil
11	In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	Please refer to the Board Qualifications, Expertise and Attributes Matrix in the Corporate Governance Report.
12.	Terms and conditions of re-appointment	Not Applicable	As decided by the Board
13	Last Drawn Remuneration including Sitting Fees for Board & Committee(s) Meetings (2023-24)	Rs. 4,15,000	Rs. 2,65,000
14.	Number of Board Meetings attended during the year	4 out of 4	4 out of 4
15.	Relationship with any Director(s) of the Company	Father of Mr. Nishant Arya, Vice-Chairman and Managing Director	No Inter-se Relationship

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

Date: 31st July, 2024

Place: Gurugram

Sanjeev Kumar
Company Secretary
& Compliance Officer
M. No. A18087

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

ITEM NO. 4

Ratification of remuneration payable to Cost Auditors of the Company for the Financial Year 2024-25

The Board of Directors of the Company, on the recommendation of the Audit Committee has approved to avail service of Cost Auditors on the terms and conditions including remuneration, to conduct the audit of the cost records of the Company for the Financial Year 2024-25 as per the following details:

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

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

The Board commends ratification of remuneration of Cost Auditors, as set out in Item No. 4 of the Notice for approval by the Members as an Ordinary Resolution

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

ITEM NO. 5

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

The members of the Company are hereby informed that the Company had taken an approval of the members for issuing the Securities in terms of Sections 42, 62 and 71 of the Companies Act, 2013 by passing a special resolution in the 27th Annual General Meeting held on 16th September, 2023. Further, as per the provisions of Section 42 of the Companies Act, 2013 and the rules made thereunder, special resolution is valid for one year in case of offer or invitation for securities/ non-convertible debentures. Since, the Company has not issued any kind of securities during the last one year, the validity of the special resolution will expire on 15th September, 2024.

In order to strengthen the financial position of the Company, meet the funding requirement in current and any future businesses and for general corporate purposes, including but not limited to debt reduction, it is proposed to create, offer, follow on offer, issue and allot securities as stated in the resolution at such price or prices, at a premium to market price or prices in such manner and on such terms and conditions including security, rate of interest, etc. as may be deemed appropriate by the Board/ Committee at its discretion including the discretion to determine the categories of allottees to whom the offer, issue and allotment shall be made at the time of such offer, issue and allotment considering the market conditions and other relevant factors and wherever necessary in consultation with lead managers, either in foreign currency or equivalent Indian Rupees inclusive of such premium as may be determined by the Board/ Committee, in any convertible foreign currency, as the Board/ Committee at its absolute discretion may deem fit and appropriate. The Company intends to issue securities for aggregate amount not more than Rs. 1,000 Crores (Rupees One Thousand Crores only).

Members may note that the above resolution was passed at 27th AGM held on 16th September, 2023, however, due to some business constraint the said issue of securities in terms of Sections 42, 62 and 71 of the Companies Act, 2013 was not made. Hence, the above resolution is placed for your approval in this 28th 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 premium to market price or prices in such manner and on such terms and conditions including security, rate of interest, etc. as may be deemed appropriate by the Board/ Committee at its discretion.

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

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

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

ITEM No. 6

Re-appointment of Mr. Praveen Kumar Tripathi (DIN : 02167497) as an Independent Director

Mr. Praveen Kumar Tripathi (DIN: 02167497) was appointed as an Independent Director of the Company pursuant to Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, by the members at the Annual General Meeting of Company held on 14th September, 2019, for the first term of five (5) years to hold office from 11th July, 2019 up to 10th July, 2024.

Pursuant to the recommendation of the Nomination & Remuneration Committee after taking into account the performance evaluation of Mr. Praveen Kumar Tripathi (DIN: 02167497) during his first term and considering his knowledge, expertise and experience, the Board of Directors has approved the re-appointment of Mr. Praveen Kumar Tripathi (DIN: 02167497) as an Independent Director of the Company for a second and final term of five (5) consecutive years commencing from 11th July, 2024 to 10th July, 2029 under Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and his office shall not be liable to retire by rotation.

The Company has received a notice from a member proposing Mr. Praveen Kumar Tripathi (DIN: 02167497) as a candidate for the office of Director of the Company and his appointment is subject to the approval of the members by special resolution.

Mr. Praveen Kumar Tripathi (DIN: 02167497) is a retired IAS officer. During his illustrious career, as an IAS officer, spanning over 40 years in public service from 1977 to 2017 (including 5 years as Chairman - Public Grievances Commission & Police Complaints Authority), he held various key senior positions at state and center level such as Principal Secretary to Chief Minister, Govt of NCT Delhi; Chief Secretary – Govt of NCT Delhi; Joint Secretary - Ministry of Information & Broadcasting, Govt. of India; Director - Indian Institute of Mass Communication; CEO - Delhi Jal Board, NCT Delhi; Commissioner Sales Tax - NCT Delhi; Development Commissioner & Chief Electoral Officer - A&N Islands; Director Total Literacy Campaign (National Literacy Mission) - Department of Education, Ministry of HRD; Commissioner Land - Delhi Development Authority; Commissioner Excise & Entertainment Tax – NCT Delhi; Secretary - New Delhi Municipal Committee; Deputy Commissioner and Secretary to Lt. Governor in Arunachal Pradesh etc.

Dynamism and human approach are the hallmark of his persona. He is known as committed professional having rich and varied experience. He has successful leadership and governance abilities, expertise in management and administrative matters, project execution and operational matters. His firm and tactful handling of sensitive and tricky issues has seen the organization, with which he was associated, emerge a winner at all times.

Mr. Tripathi is a post graduate in political science from Allahabad University and a gold medalist for securing highest marks in political science at under-graduate level in the University.

He is neither disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013 nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given her consent to act as a Director.

A copy of letter of re-appointment of Mr. Praveen Kumar Tripathi as an Independent Director setting out the terms and conditions of re-appointment will be available for electronic inspection by members.

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

Save and except Mr. Praveen Kumar Tripathi and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the the resolution as set out at Item No. 6.

ITEM No. 7

Continuation of directorship of Mrs. Pravin Tripathi (DIN: 06913463) as an Independent Director

Mrs. Pravin Tripathi (DIN: 06913463) was appointed as an Independent Director on the Board of the Company for a period of five (5) years and the same was approved by the Members of the Company at the Annual General Meeting of the Company held on 16th September, 2023.

Securities and Exchange Board of India (SEBI) has amended the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 vide circular dated 9th May, 2018 thereby introducing Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") which inter-alia requires that no listed company shall continue the directorship of any person as Non-Executive Director who has attained the age of 75 (Seventy Five) years, unless a Special Resolution is passed to that effect and justification thereof is disclosed in the explanatory statement annexed to the Notice for such appointment.

Mrs. Pravin Tripathi would attain the age of 75 years on 23rd December, 2024 and her appointment as approved by the Members of the Company is valid up to 03rd September, 2027. Accordingly, in order to comply with the provisions of Regulations 17(1A) of the SEBI Listing Regulations, the Company is seeking prior approval of the Members through Special Resolution.

Mrs. Pravin Tripathi is a former Indian Audit and Accounts Service (IA & AS) officer of 1973 batch with more than 4 decades of experience in the field of Audit & Accounts. She held various senior positions including that of Deputy Comptroller & Auditor General of India, Member of the Competition Appellate Tribunal, Member of Airport Economic Regulatory Authority Appellate Tribunal, Financial Advisor DDA and Chief Auditor Municipal Corporation of Delhi amongst others.

The Board is of the opinion that the rich experience and expertise of Mrs. Pravin Tripathi help in broadening the overall expertise of the Board and her contribution in the strategic and business diversification areas is immensely beneficial to the Company.

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

Save and except Mrs. Pravin Tripathi and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 7.

ITEM No. 8 and 9

Approval of Material Related Party Transactions pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Securities and Exchange Board of India ("SEBI") has notified SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 ("Amendments"), effective 01st April, 2022, introducing various amendments to the provisions pertaining to the Related Party Transactions under the Listing Regulations. The aforesaid amendments inter-alia provides that a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) Rs. 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

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

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

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

Amongst the transactions that Company executes with its related parties, the estimated value of the contract(s)/ arrangement(s)/ transaction(s) with Neel Metal Products Limited and JBM Ecolife Mobility Private Limited, a related parties, may exceed the revised Materiality Threshold as mentioned above and hence, the Company is approaching the members for approval of such contract(s)/ arrangement(s)/ transaction(s) with Neel Metal Products Limited and JBM Ecolife Mobility Private Limited.

The relevant information(s) pertaining to Material Related Party Transactions as required under SEBI Master Circular No. SEBI/HO/CFD/POD2/CIR/P/2023/120 Dated 11th July, 2023 as amended till date are given below:

S. No	Particulars	Detail(s) / Information(s) pertaining to transaction(s)	
1.	Details of summary of information provided by the management to the Audit Committee		
a.	Name of the related party	Neel Metal Products Limited	JBM Ecolife Mobility Private Limited
b.	Relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Promoter Public Company in which a Director of the Company is a Director and having more than 2% of shareholding	Related Party as per Section 2(76) of Companies Act, 2013

S. No	Particulars	Detail(s) / Information(s) pertaining to transaction(s)			
c.	Type, material terms, and particulars of proposed transaction	Purchase and sale of sheets, components, tools, dies and fixtures, equipment's including hiring of services and job work etc. at arm's length basis and in ordinary course of business.		The transactions involves sale of vehicles/spares/reconditioned engines/ services/ financial assistance /payment of incentives & commission, other expenditure (warranty, sales promotion etc.) including Financial Assistance i.e. Loan/Guarantees/Investment/ Securities etc. at arm's length basis and in ordinary course of business.	
d.	Tenure of proposed transaction	From the date of 28th Annual General Meeting to the conclusion of 29th Annual General Meeting			
e.	Value of proposed transaction	Nature of transactions	Estimated Value	Nature of transactions	Estimated Value
		Sale/Purchase of Goods/Services	Upto Rs. 1,000 Crore	Sale/Purchase of Goods/Services	Upto Rs.100 Crore
				Financial Assistance i.e. Loan/ Guarantees/ Investment/ Securities etc	Upto Rs. 900 Crore
f.	Percentage of the Company's annual consolidated turnover for the immediately preceding Financial Year 23-24, that is represented by the value of the proposed RPT	19.96%		19.96%	
g.	Justification for why the proposed transaction is in the interest of the listed entity	The proposed RPTs will help the Company in achieving synergies and economies of scale which would help to bring efficiency in operational parameters. Further, the proposed RPT's will be in the best interest of the Company.			
h.	A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable			
2.	Whether the transaction relates to any loans, inter-corporate deposits, advance or investments made or given by the listed entity or its subsidiary	Not Applicable		Available*	
3.	Any other information that may be relevant	All relevant information forms part of the Explanatory Statement setting out material facts pursuant to Sections 102(1) of the Companies Act, 2013			

* Source of the funds are from internal approval and other resources as may be permissible under prevailing laws.

The management has provided the Audit Committee with relevant details of proposed related party transactions including the material terms and conditions, pricing etc. The Audit Committee after reviewing all relevant information(s) has granted its approval for the proposed related party transactions set forth at item no. 8 and 9 of the notice. The Audit Committee has also noted that the proposed related party transactions will be on arm's length basis and will be in the ordinary course of business.

The members may note that in terms of the provisions of SEBI Listing Regulations, no related party shall vote to approve the ordinary solution set forth at item no. 8 and 9 of the notice, whether the same is a related party to the particular transaction or not.

The Board of Directors recommend the Resolution set out at Item No. 8 and 9 of the accompanying notice for approval of shareholders of the Company, who are unrelated vis-à-vis the subject matter of the contract/ transaction by an Ordinary Resolution.

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

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

Date: 31st July, 2024

Place: Gurugram

Sanjeev Kumar
Company Secretary
& Compliance Officer
M. No. A18087

NOTICE FOR SHAREHOLDERS/ INVESTORS FOR UNPAID/ UNCLAIMED DIVIDENDS

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

Financial Year	Rate of Dividend	Proposed date for transfer to IEPF
2016-17	40%	23rd September, 2024
2017-18	40%	9th October, 2025
2018-19	45%	19th October, 2026
2019-20	35%	16th January, 2028
2020-21	30%	5th November, 2028
2021-22	50%	01st November, 2029
2022-23	65%	18th October, 2030

3. The shareholders/ investors of the Company are hereby informed that pursuant to the provisions of Section 124(6) of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 including any amendment and re-enactment thereof, the Company is required to transfer equity shares, in respect of which dividend has not been paid or claimed for seven consecutive years or more, in the name of Investor Education and Protection Fund. In compliance of the said rules, the Company has communicated through its letters dated 21st June, 2024 sent to the concerned shareholders as well the newspaper advertisement whose shares are liable to be transferred to IEPF Demat Account and also published a notice in the newspapers containing that the names of such shareholders and their folio number or DP ID - Client ID are available on the Company's website i.e. www.jbmgroup.com to claim unclaimed dividend for the financial year 2016-17 and onwards immediately by making an application to the Company or MCS Share Transfer Agent Limited, RTA of the Company. The Company will transfer the equity shares for the year 2016-17 within a period of thirty (30) days of such equity shares becoming due to be transferred to the fund to comply with the provisions of Section 124 of the Companies Act, 2013.
4. Shareholders / Investors who have not encashed their Dividend Warrants, if any, for any of the aforesaid Financial Years, are requested to lodge their claims by quoting their respective Folio No./ DP ID/ Client ID with Company at the following address:
To
Sanjeev Kumar
Company Secretary & Compliance Officer
JBM Auto Limited, Plot No. 133, Sector - 24, Faridabad - 121005, Haryana,
Ph: 0129 - 4090200 | Email: secretarial.jbma@jbmgroup.com
5. Shareholders are advised to ensure that their claims for unpaid/ unclaimed dividend are lodged timely so as to reach the same on or before the date indicated against each year in the table at Sr. No. 2 above. The claims received after these dates shall not be entertained and the amount outstanding shall be transferred to IEPF.
6. Shareholders are requested to note that after the transfer of the amount to IEPF, the claim for payment shall lie with IEPF Authority as per Section 125 of the Companies Act, 2013.

Shareholders may note that Securities and Exchange Board of India vide their Circular No. SEBI/HO/MIRSD/ DOP1/CIR/2018/73 dated 20th April, 2018 has mandated all listed Companies to make payment of dividend to the shareholders through approved electronic mode and also directed that updated bank details and PAN of the Shareholders be obtained and maintained by the Companies. The shareholders are requested who's PAN and Bank Account details are not updated in their folio no/ DP ID Client ID may contact to the Company/ Registrar and Transfer Agent (RTA) of the Company for obtaining format for furnishing the bank details, PAN and email id etc. at email id secretarial.jbma@jbmgroup.com or admin@mcsregistrars.com. Shareholders are also requested to quote your Phone/ Mobile No. for faster communication while correspondence with the Company/ RTA.

7. SEBI vide its gazette notification(s)/ circular(s) dated 8th June, 2018, 30th November, 2018 and SEBI/LAD-NRO/GN/2022/66 dated 24th January, 2022, mandated that securities of listed companies can be transferred only in dematerialized form Accordingly, the Company has stopped accepting any fresh lodgment of transfer of shares in physical form including transmission and transposition requests. Members holding shares in physical form are advised to dematerialize their physical shareholding at the earliest. No request for transfer of shares in physical form can be processed by the Company/ RTA.

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

Sanjeev Kumar

Company Secretary
& Compliance Officer
M. No. A18087

Date: 31st July, 2024

Place: Gurugram