

Jay Bharat Maruti Limited

Registered Office: Pace City-II, Mohammadpur Jharsa
near Khandsa Village, Sector-36, Gurgaon (Hr.) – 122 001
CIN: L29130HR1987PLC130020
E-mail: jbml.investor@jbmggroup.com
Website: www.jbmggroup.com
Ph. +91 124 4767800;

NOTICE OF POSTAL BALLOT

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

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Sections 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 ('the **Act**'), read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (the '**Rules**') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**') and Secretarial Standards – 2 on General Meeting ('**SS-2**') issued by the Institute of Company Secretaries of India ('**ICSI**') and other applicable Regulations, if any, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024, 03/2025 dated September 22, 2025 ('**MCA Circulars**') and other relevant Circulars/ Notifications issued by the Ministry of Corporate Affairs ('**MCA**') and Securities and Exchange Board of India ('**SEBI**') from time to time, the Company is seeking consent / approval of the Members of Jay Bharat Maruti Limited ('**the Company**') for the following Resolutions by means of Postal Ballot through electronic means i.e. through remote e-voting system ('**E-voting**').

In compliance with the MCA and SEBI Circulars, this Postal Ballot Notice ('**Notice**') along with Explanatory Statement is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories/ Depository Participants/ Registrar and Share Transfer Agent. If your e-mail address is not registered with the Company/ Depositories/ Depository Participants/ Registrar and Share Transfer Agent, may please follow the process provided in the notes to the notice for registration of e-mail address as well as to receive this Notice and login ID and password for remote e-voting.

Pursuant to Section 102(1) read with Section 110 and other applicable provisions of the Act, the Explanatory Statement pertaining to the said Resolution setting out, inter-alia the information as required under the SEBI Listing Regulations, SEBI Master Circular HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, other material facts and the reasons/ rationale thereof ('Statement') is annexed to this Notice for your consideration and forms an integral part of this Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors (**‘Board’**) of the Company has, in their meeting held on **Friday, February 06, 2026** appointed Ms. Sunita Mathur, Practicing Company Secretary (FCS 1743), to act as **Scrutinizer**, for conducting the Postal Ballot through E-voting process in a fair and transparent manner. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is pleased to provide e-voting facility to all its members to cast their votes electronically. The manner of voting on the proposed Resolution is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. For this purpose, the Company has engaged the services of KFin Technologies Limited (**‘KFintech’**) for providing remote e-voting facility to its all Members. The Members are requested to carefully read the instructions and follow the procedure indicated in this Notice.

The remote e-voting shall commence on **Friday, February 13, 2026 at 9:00 A.M. (IST)** and end on **Saturday, March 14, 2026 at 5:00 P.M. (IST)**. The e-voting module shall be disabled by KFintech for voting thereafter. Upon completion of the scrutiny of the votes cast through e-voting, the Scrutinizer will submit her report to the Chairman of the Company or to any other person, as may be authorized by him.

The result of the Postal Ballot will be announced within 2 (two) working days from conclusion of the e-voting period. The said results will be displayed on the Notice Board at the Registered Office of the Company and will also be intimated to BSE Limited (**‘BSE’**) and National Stock Exchange of India Limited (**‘NSE’**), where the equity shares of the Company are listed. Additionally, the results will also be uploaded on the Company’s website at www.jbmgroup.com and also on the website of KFIN at <https://evoting.kfintech.com>

The proposed Resolution(s), if approved, will be taken as having been duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e. **Saturday, March 14, 2026**.

You are requested to peruse the proposed Resolutions along with the Explanatory Statement and thereafter accord your assent or dissent by means of e-voting facility as provided by the Company.

PROPOSED RESOLUTIONS

Item No. 1

To appoint Mr. Sunil Kumar Kakkar (DIN: 08041054), as Nominee Director in the category of Non-Executive, Non-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 Section 152, 161, 177, 178 and other applicable provisions, if any, of the Companies Act, 2013, the rules made thereunder and in terms of Articles of Association of the Company read with Regulation 17(1C) and 17(1D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and concurring with the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Sunil Kumar Kakkar (DIN: 08041054) who

was appointed as an Additional (Nominee) Director in the category of Non-Executive, Non-Independent, not liable to retire by rotation, on the Board of the Company w.e.f. February 06, 2026, pursuant to nomination received from Maruti Suzuki India Limited ('MSIL'), and who holds office up to the date of this Postal Ballot, be and is hereby regularized and appointed as Nominee Director of the Company in the category of Non-Executive, Non-Independent Director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT the sitting fees as determined by the Board of Directors from time to time in accordance with the provisions of the Companies Act, 2013 and rules made thereunder, payable for attending the meetings of the Board and/or Committees thereof by Mr. Kakkar, be paid directly to MSIL, being the nominating entity, instead of him personally.

RESOLVED FURTHER THAT Mr. Anand Swaroop - Executive Director & CFO and Ms. Shubha Singh - Company Secretary of the Company be and are hereby severally authorized to file necessary forms with the Registrar of Companies, make requisite intimations to the Stock Exchanges, and do all such acts, deeds, and things as may be necessary or incidental to give effect to this Resolution.”

Item No. 2

Payment of Remuneration to Mr. Surendra Kumar Arya (DIN: 00004626), Chairman in the capacity of Non-Executive Director of the Company for the Financial Year 2025-26, pursuant to Regulation 17(6)(ca) of the 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 a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder read with Schedule V of the Companies Act, 2013 (including any Statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17(6)(ca) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') or any other law for the time being in force read with the Articles of Association of the Company, and concurring with the recommendation(s) of the Nomination and Remuneration Committee and the Board of Directors (hereinafter referred to as the 'Board' which term shall be deemed to include Nomination and Remuneration Committee of the Board) and subject to such other approvals as may be required in this regard, the approval of the Shareholders of the Company be and are hereby accorded for the payment of remuneration to Mr. Surendra Kumar Arya (DIN: 00004626), Chairman in the capacity of Non-Executive Director, in the eventuality of it exceeding fifty percent of the total annual remuneration payable to all Non-Executive Directors, for the Financial Year 2025-26, on the same terms and remuneration as approved by Members of the Company through Postal Ballot on June 22, 2024.

RESOLVED FURTHER THAT the remuneration already paid, if any, during the Financial Year 2025-26 to Mr. Surendra Kumar Arya, within the remuneration ceiling as approved by Shareholders of the Company through Postal Ballot on June 22, 2024, shall be treated as remuneration duly approved by the Shareholders of the Company for the Financial Year 2025-26.

RESOLVED FURTHER THAT the aggregate amount of the above remuneration payable to him in a financial year shall be subject to the overall ceiling as laid down under Section 197, 198 read with part –II of Schedule V of the Act and rules made thereunder, as amended from time to time.

RESOLVED FURTHER THAT in case of no profit or inadequacy of profit the above remuneration be paid to Mr. Surendra Kumar Arya even if it exceeds one percent of the net profits of the Company in accordance with sections 197, 198 of the Act read with part –II of Schedule V of the Act, including any statutory modification(s) or re-enactment(s) thereof.

RESOLVED FURTHER THAT the above remuneration be paid to Mr. Surendra Kumar Arya notwithstanding the limits approved by the Members of the Company for payment of remuneration to Non-Executive Directors of the Company from time to time.

RESOLVED FURTHER THAT Mr. Anand Swaroop, Executive Director & CFO and Ms. Shubha Singh - Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute, file all necessary documents, applications, returns, intimations, declarations, disclosures, writings and e-forms as may be necessary, proper, desirable or expedient with the Registrar of Companies, Stock Exchanges and other statutory authorities as may be required.”

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

Sd/-

Shubha Singh
Company Secretary & Compliance officer
M. No. A16735

Date: 06.02.2026

Place: Gurgaon

Registered Office:

Pace City II, Mohammadpur Jharsa, near Khandsa Village,

Sector – 36, Gurgaon, Haryana – 122 001

Website: www.jbmgroup.com

Email ID: jbml.investor@jbmgroupp.com

CIN: L29130HR1987PLC130020

Notes:

1. The Explanatory Statements pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 relating to the business specified in this Notice is annexed hereto and the same should be taken as part of this Notice.
2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent only by e-mail to all the members, whose names appear in the Register of Members/ List of Beneficial Owners as received by the Company from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on **Friday, February 06, 2026** (the 'cut-off date') and who have registered their e-mail addresses in respect of electronic holdings with the Company/ Depositories/ Depository Participants/ Registrar and Share Transfer Agent and in respect of physical holdings with the Company's Registrar and Share Transfer Agent i.e. MCS Share Transfer Agent Limited ("RTA"). As per the MCA Circulars, physical copies of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot.
3. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at <https://www.jbmgroup.com/investors/jay-bharat-maruti-ltd/intimation-to-stock-exchanges/> The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Notice is also being disseminated on the website of KFintech (agency for providing the remote e-voting facility) i.e. <https://evoting.kfintech.com>.
4. The voting rights of the members shall be reckoned in proportion to the paid-up value of equity shares held by them as on close of business hours on cut-off date i.e. **Friday, February 06, 2026**. Only those members holding shares either in physical form or dematerialized form as on the cut-off date shall only be considered eligible for the purpose of remote e-Voting and those members shall be entitled to cast their vote by remote e-voting. Any person who is not a member as on cut-off date should treat this Notice for information purpose only.

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

5. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the applicable provisions of SEBI Listing Regulations, the Company can serve Notices and other communication through electronic mode to those members who have registered their e-mail addresses either with the Company/ Depositories/ Depository Participants/ Registrar and Share Transfer Agent. To support the 'Green Initiative', members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of demat holdings with the Depository through their concerned Depository Participant and members who hold shares in physical form are requested to register their e-mail addresses with the Company's Registrar and Share Transfer Agent i.e. MCS Share Transfer Agent Limited by sending an e-mail at admin@mcsregistrars.com or to the Company at

jbml.investor@jbmgroup.com

Further, those members who have already registered their e-mail addresses are requested to ensure that their e-mail ID is valid or in case of change, update the same with their DPs/RTA to enable service of Notices/Annual Report and other communications electronically to their e-mail address in future.

6. The portal for remote e-voting will remain open for the Members for exercising their voting rights from **Friday, February 13, 2026 (09:00 A.M. IST) till Saturday, March 14, 2026 (05:00 P.M. IST), both days inclusive**. Please note that remote e-voting module will be disabled for voting by KFintech after the said date and time. During this period, the Members of the Company holding shares either in physical form or dematerialised form, as on cut-off date, may cast their vote electronically. Once vote on the Resolution(s) is cast by the member, he/ she shall not be allowed to change it subsequently.
7. The Resolutions, if approved by the members through Postal Ballot with requisite majority, shall be deemed to have been duly passed on the last date of remote e-voting period i.e. **Saturday, March 14, 2026** in terms of Secretarial Standard-2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India. Also, the Resolutions passed by members with requisite majority shall be deemed to have been passed at a General Meeting of members convened on that behalf.
8. A member cannot exercise his/ her vote by proxy on Postal Ballot.
9. All the material documents referred to in the Explanatory Statement are available for inspection at the Registered Office of the Company on any of the working days, except Saturday & Sunday and other public holiday(s) between **09:00 A.M. (IST) to 05:00 P.M. (IST)** from the date of dispatch of Notice till the last date of remote e-voting.
10. **General instructions for remote e-voting are as under:**

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

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

A. Details of Option 1 are mentioned below:

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

NSDL	CDSL
1. User already registered for IDeAS facility: I. Visit URL: https://eservices.nsdl.com/ II. Click on the “Beneficial Owner” icon under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”. IV. Click on company name or e-voting service provider and you will be re-directed to e-voting service provider website for casting the vote during the remote e-voting period.	1. Existing user who have opted for Easi / Easiest I. Visit URL: https://web.cdslindia.com/myeasitoken/home/login or Visit URL: https://www.cdslindia.com/ II. Click on New System Myeasi III. Login with user id and password. IV. Option will be made available to reach e-voting page without any further authentication. V. Click on e-voting service provider name to cast your vote.
2. User not registered for IDeAS e-Services I. To register click on link : https://eservices.nsdl.com/ II. Select “Register Online for IDeAS” III. Proceed with completing the required fields.	2. User not registered for Easi/Easiest I. Option to register is available at https://web.cdslindia.com/myeasitoken/Home/EasiRegistration II. Proceed with completing the required fields.
3. By visiting the e-voting website of NSDL I. URL: https://www.evoting.nsdl.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. V. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.	3. By visiting the e-voting website of CDSL I. URL: https://www.cdslindia.com/ II. Provide demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP (E-voting Service Provider) where the e-voting is in progress.

IMPORTANT NOTE: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned websites.

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

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call at toll free no.:180021 09911

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

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Once login, you will be able to see e-voting option. Click on e-voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on company name or e-voting service provider name i.e., KFINTECH and you will be redirected to e-voting service provider website forecasting 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. Jay Bharat Maruti 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(s), 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(s).
- 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 sunita.streamline@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 Jay Bharat Maruti 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(s) you will not be allowed to modify it subsequently.

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

Item No. 1

The Members are informed that Maruti Suzuki India Limited ('MSIL'), a Joint Venture partner of the Company, vide its nomination letter dated January 30, 2026, has nominated its Director, Mr. Sunil Kumar Kakkar (DIN: 08041054), as Nominee Director in the category of Non-Executive, Non-Independent, not liable to retire by rotation on the Board of the Company in place of Mr. Rajiv Gandhi (DIN: 07231734), Nominee Director of the Company pursuant to the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the Articles of Association of the Company.

BRIEF PROFILE

Mr. Sunil Kumar Kakkar is a Graduate in Mechanical Engineering from Indian Institute of Technology, Kanpur and Post Graduate & Gold medalist - MBA from Asian Institute of Technology. He started his career more than 3 decades ago with MSIL and worked in Supply Chain as vertical head and handled over 10 Bn \$ and he has also headed the Production as Plant Head of Gurgaon Vehicle Plant.

He is first Indian Whole-time Director at MSIL nominated by SMC Japan and Member of MD's Executive Committee (ECM); Verticals: Supply Chain, HR (Safety, VGL), IT, DE, Corporate Planning, Corporate Affairs and Realty.

He was also involved in setting up of Joint Venture in India with Companies from Italy, France and Japan for introduction of Diesel ECU, new technology projects like the AMT, Plastic Fuel tanks and High tensile technology in Sheet metal.

In addition to his corporate responsibilities, Mr. Kakkar has played significant roles in industry and social development in various position, including as:

- Chairman of the SIAM Aatma Nirbhar Bharat-Sourcing Group -Driving the localization road map for the Indian Auto industry
- Chairman of the ASSOCHAM National Council on Auto & Auto Ancillaries.
- Member, CII Japan Council and former Honorary Chairman of INVEST Northern Zonal Council.

He has been honoured with several awards for his exemplary leadership & achievements, including:

- Best Purchase/Supply Chain Head in the PV Category by World Auto Forum.
- Awarded the Chief Supply Chain Officer of the Year 2018 – Automotive by Alden Global in collaboration with NASSCOM.

His professional strengths span leadership and restructuring, strategic business innovation, startup development and new ventures, and operations management.

He is also holding Directorship in the following Companies:

Maruti Suzuki India Limited (Whole-time Director); Mark Exhaust Systems Limited (Nominee Director); SKH Metals Limited (Director); Hanon Climate Systems India Private Limited (Nominee Director).

As per the provisions contained under Section 161 of the Act, the 'Additional Director' shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. However, pursuant to Regulation 17(1C) of Listing Regulations, every listed entity shall ensure that approval of Shareholders for appointment or re-appointment of a person on the Board of Directors is taken at next General Meeting or within a time period of three months from the date of appointment, whichever is earlier.

Further, in terms of Regulation 17(1D) of the SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023, with effect from April 1, 2024, the continuation of a Director serving on the Board of a Listed Company shall be subject to the approval of the Shareholders in a General Meeting at least once in every five years from the date of their appointment or reappointment, as the case may be.

Based on the recommendation of the Nomination and Remuneration Committee (the 'Committee'), the Board of Directors of the Company (the 'Board') in its meeting held on February 06, 2026, had approved the appointment of Mr. Sunil Kumar Kakkar (DIN: 08041054) as Additional (Nominee) Director in the category of Non-Executive, Non-Independent, not liable to retire by rotation, with effect from February 06, 2026 and also provided its consent for his regularization as Nominee Director of the Company, subject to approval of the Shareholders of the Company in compliance with Regulations 17 (1C) and 17 (1D) of the Listing Regulations.

The sitting fees payable for attending the meetings of the Board and/or Committees thereof by Mr. Kakkar be paid directly to MSIL, being the nominating entity, instead of to him personally. It is noted that the payment of sitting fees to MSIL, in lieu of the Nominee Director, is in compliance with Section 197(5) of the Companies Act, 2013, read with the applicable rules thereunder and does not involve any personal pecuniary benefit to the Nominee Director.

Accordingly, approval of the Shareholders is sought to comply with the Listing Regulations.

The Board is of the view that the Company will greatly benefit from his extensive experience, and his appointment as Director is considered to be in the best interest of the Company.

The Company has received requisite disclosures/declarations from Mr. Sunil Kumar Kakkar (DIN: 08041054) viz. (i) consent to act as Directors u/s 152 of the Act (Form DIR-2); (ii) disclosure of interest u/s 184(1) of the Act (Form MBP-1); (iii) declaration u/s 164 of the Act (Form DIR- 8) to the effect that he is not disqualified to become Director; (iv) declaration that he is not debarred or disqualified from holding office as a Director of the Company by any Order of Ministry of Corporate Affairs, Securities and Exchange Board of India or any other such authority; and all other necessary information/documents/ declarations as prescribed under the applicable statutes.

The details, in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Secretarial Standard-2 on General Meetings ("SS-2") are annexed as Annexure-I and forms part of the Notice.

Except Mr. Sunil Kumar Kakkar, none of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, whether financially or otherwise, concerned or interested, in the proposed Resolution, as set out in Item No. 1 of this Postal Ballot Notice.

The Board recommends Resolution set forth in Item No. 1 for approval of the members as Ordinary Resolution.

Item No. 2

It is for information of the Members that Mr. Surendra Kumar Arya (DIN:00004626) was re-appointed as Chairman in capacity of Non-Executive Director, liable to retirement by rotation w.e.f. April 01, 2024, in the meeting of Board of Directors ('Board') of the Company held on February 14, 2024 and the same was approved by the Shareholders by passing Special Resolution in this regard through Postal Ballot on June 22, 2024.

Further, it is informed that total remuneration paid to Mr. Arya from April 01, 2024 till date and to be paid, has been and will be in accordance with the approval accorded by the Shareholders through Postal Ballot on June 22, 2024.

Pursuant to the Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the approval of Shareholders by Special Resolution has to be obtained every financial year, in which the annual remuneration payable to a single Non-Executive Director exceeds fifty per cent of the total annual remuneration payable to all Non-Executive Directors of the Company.

The Board of Directors of the Company in its meeting held on February 06, 2026, at the recommendation of the Nomination and Remuneration Committee ('NRC'), approved the total remuneration payable to Mr. Surendra Kumar Arya, in the eventuality of it exceeding fifty percent of the total annual remuneration payable to all Non-Executive Directors, for the Financial Year 2025-26.

It is further informed that, being a Related Party Transaction, the Omnibus Approval from the Audit Committee had already been obtained in its meeting held on January 30, 2025 pursuant to Section 177 of the Companies Act, 2013 and rules made thereunder read with Regulation 23 of Listing Regulations. Since, the approval had been obtained before April 1, 2025 for Related Party Transaction for FY 2025-26, the Company need not to seek fresh approval from the Audit Committee with disclosures required as per the Industry Standards on Minimum information to be provided for review of the Audit Committee and Shareholders for Approval of Related Party Transaction (RPT) in terms of Frequently Asked Questions (FAQs) issued by Exchanges viz. BSE and NSE on applicability of these standards.

The remuneration already paid or payable, if any, during the Financial Year 2025-26 to Mr. Surendra Kumar Arya within the remuneration ceiling as approved by Shareholders of the Company through Postal Ballot as stated above, in the eventuality of it exceeding fifty percent of the total annual remuneration payable to all Non-Executive Directors, for the Financial Year 2025-26, pursuant to Regulation 17(6)(ca) of the SEBI Listing Regulations, shall be treated as remuneration duly approved by the Shareholders of the Company for the Financial Year 2025-26.

Further, all other conditions of remuneration payable will remain same as approved by Shareholders of the Company through Postal Ballot on June 22, 2024 in which re-appointment and remuneration payable to Mr. Arya, had been approved including:

1. Total Remuneration of Rs. 5,00,00,000 per annum to be paid as follows:

- a. Remuneration of Rs. 2,50,00,000 per annum by way of monthly/Annual payment; and
- b. Commission of Rs. 2,50,00,000 per annum by way of monthly/Annual/Quarterly payment.

- 2. Reimbursement of Actual Expenses and Benefits as follows:** Mr. Arya will be entitled for reimbursement of expenses actually and properly incurred in the course of business including travel, stay and entertainment, telephone and mobile, connectivity charges, driver with car, furnished accommodation, club fees and such other benefits and facilities in accordance with the Company's policy or otherwise not exceeding 100% of the total remuneration per annum. as mentioned in point 1 above.
- 3. Sitting Fees:** In addition to the above, Mr. Arya will be entitled to payment of sitting fees for attending the meetings of the Board of Directors or any Committee thereof, as approved by the Board of Directors for Non-Executive Directors of the Company.

The remuneration approved is commensurate with industry standards, aligned with peer benchmarking, and justified in view of the performance and sustained growth of the Company. The Board believes that the aforesaid approval is in the best interest of the Company and its Shareholders.

Except Mr. Nishant Arya, none of the Directors/Key Managerial Personnel of the Company/ their relatives is, in any way, whether financially or otherwise, concerned or interested, in the resolution set out at Special Business Item No. 2 of the Notice.

Brief resume of Mr. Surendra Kumar Arya (DIN:00004626), Chairman (Non-Executive Director) of the Company, nature of his expertise, disclosure of relationships between Directors inter-se, name of listed entities and other requisite details, as stipulated under Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are stated herein:

Profile:

Mr. Surendra Kumar Arya, is the Promoter of the Company and has been associated with the Company since incorporation. Mr. Arya collaborated with Maruti Suzuki India Limited (MSIL) as Joint Venture partner to set up Jay Bharat Maruti Limited (JBML), with a focus to escalate the business activities through diversification, in 1986. JBML is the largest Joint Venture of MSIL and is the promoter of the Company and has been associated with the Company since incorporation.

As Chairperson of the Company, he is charged with the responsibility of enhancing the value of the Company and evolving the Group to a more Brand driven organization. A visionary businessman, Mr. Arya has consistently emphasised on training, development and teamwork for cohesive work atmosphere resulting in overall excellence.

Mr. Arya is actively associated with the automobile industry and under his leadership, the Company has grown manifolds. Owing to his significant contribution to the auto component industry, He has been recognized by way various awards viz. National Unity Award in 1991, Gem of India Award in 1992, Udyog Ratan Award in 1993, Best Entrepreneur for the Year Award in 1994, FIE Foundation Award in 2001 for his tremendous contribution to the engineering industry, Udyog Ratan Award in 2005, Haryana Ratan Award in 2005.

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

concerted and untiring efforts of Mr. Arya, the Company got various accolades and recognitions.

He is also holding Directorship in the following Companies:

JBM Auto Limited, JBM International Limited, ANS Holding Private Limited, Neel Metal Products Limited, JBM Ogihara Automotive India Limited, Satish Buildwell Pvt. Ltd., Shreeaumji Infrastructure Pvt. Ltd., ArcelorMittal Neel Tailored Blanks Pvt. Ltd., Multivision Constructions Pvt. Ltd., FJM Cylinders Pvt. Ltd., Vichaar Nirmaan Foundation, Radhika Compusoft Pvt. Ltd., Shreeaumji Infrastructure & Projects Pvt. Ltd., Samman Properties Pvt. Ltd., JBM Projects & Infrastructure Pvt. Ltd., JBM Industries Pvt. Ltd. (formerly known as JBM Industries Ltd.), JBM Builders Pvt. Ltd., Shreeaumji Logistics LLP, Advitya Residency LLP, Visionary Growth LLP, Abhyudai Ventures LLP.

Other requisite information as follows:

Membership / Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholders' Relationship Committee)	JBM Auto Limited Nomination and Remuneration Committee- Member Stakeholders' Relationship Committee- Chairman Jay Bharat Maruti Limited Stakeholders' Relationship Committee – Member
Listed Companies from which he has resigned in the past 3 years	Not Applicable
Number of Board meetings attended during the year	4 of 4
Number of Equity Shares held in the Company	8,86,750 Equity Shares i.e. 0.82% of equity shares of the Company
Relationship between Directors inter-se	Mr. Arya is father of Mr. Nishant Arya, Non-Executive Director

Details of the Promoter(s)/ Director(s) / Key Managerial Personnel of the Company who have interest in the transaction, whether directly or indirectly:

S. No.	Name	Category	Shareholding (% approx.)
1.	Mr. Surendra Kumar Arya	Promoter and Director	0.82
2.	Surendra Kumar Arya (HUF)	Promoter	0.13
3.	Ms. Neelam Arya	Promoter	0.49
4.	Mr. Nishant Arya	Promoter and Director	0.01
5.	ANS Holding Pvt. Ltd.	Promoter Group	9.37
6.	JBM Industries Pvt. Ltd. (formerly known as JBM Industries Ltd.)	Promoter Group	2.84

The Board recommends the Resolution set forth in Item No. 2 as Special Resolution for approval of the Shareholders of the Company.

The statement contains additional information as required in terms of the provisions of Section II of Part II of Schedule V of the Act with respect to Item no.2

I. General Information:

a) Nature of Industry:

The Company is engaged in the business of manufacturer of key auto components and assemblies such as BIW parts, exhaust systems, fuel fillers (fuel pipe), and suspension parts for passenger cars.

b) Date of commencement of commercial production: 19/03/1987

c) In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

d) Financial Performance based on given Indicators:

(Rs. in Crores)

Particulars	Standalone		Consolidated	
	FY 2025	FY 2024	FY 2025	FY 2024
Total Income	2,292.95	2295.86	2,292.95	2295.86
Profit Before Tax	47.50	46.37	49.07	47.55
Finance Cost	35.86	39.56	35.86	39.56
Depreciation	84.13	84.33	84.13	84.33
Tax Expense	15.70	15.01	16.15	15.34
Profit after Tax	31.80	31.36	32.91	32.21

e) Foreign Investments and Collaborations, if any: The Company has not made any Foreign Investments and neither entered into any collaborations during the financial year ended March 31, 2025.

II. Information about the Appointees:

a) Background Details and Recognition or awards: As stated in Explanatory Statement above.

b) Past & Proposed Remuneration: As approved by Shareholders of the Company through Postal Ballot on June 22, 2024 and stated in Explanatory Statement above:

- F.Y. 2024-25: Rs.569.67 lakhs approx. (including sitting fees of Rs.2.65 lakhs and other re-imbursements)
- F.Y. 2025-26 (till date): Rs.414.46 lakhs approx. (including sitting fees of Rs.2.65 lakhs and other re-imbursements)

c) Job profile and his Suitability: Detailed profile is stated in Explanatory Statement above.

d) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Arya, the remuneration payable is commensurate with the remuneration packages paid to their similar counterparts in other Companies and in interest of the Company.

- e) **Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel:** Except the remuneration payable and dividend, if any, to Mr. Arya, he does not have any other pecuniary relationship with the Company.

None of the Managerial Personnel of the Company except Mr. Nishant Arya, son of Mr. S.K. Arya is related to Mr. S. K. Arya.

III. Other Information:

- (a) Reasons of loss or inadequate profits: NA
- (b) Steps taken or proposed to be taken for improvement: NA
- (c) Expected increase in productivity and profits in measurable terms: NA

IV. Disclosures: The Complete information and disclosures of the remuneration package including commissions and other benefits to all managerial personnel of the Company have been mentioned in the Annual Report in the Corporate Governance Report under the heading Remuneration paid to Directors for the year ended March 31, 2025.

The additional information as required in terms of SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 ("RPT Industry Standards") with respect to Item no.2 is enclosed as **Annexure-II**.

By Order of the Board of Directors

For **Jay Bharat Maruti Limited**

Sd/-

Shubha Singh

Company Secretary & Compliance officer

M. No. A16735

Date: February 06, 2026

Place: Gurgaon

PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS 2 ISSUED BY ICSI, INFORMATION ABOUT THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AND FIXATION OF REMUNERATION IS FURNISHED BELOW:

Sl. No.	Particulars	Mr. Sunil Kumar Kakkar
1.	DIN	DIN: 08041054
2.	Date of Birth/ Age / Occupation	04.11.1965 / 60 years / Service
3.	Date of first appointment on the Board	06.02.2026
4.	Qualifications	Graduate in Mechanical Engineering from Indian Institute of Technology, Kanpur and Post Graduate & Gold medalist - MBA from Asian Institute of Technology
5.	Brief Profile/ Nature of Expertise/ Skills and capabilities	As stated in Item No.1 to Explanatory Statement above
6.	Terms and Conditions of appointment	Appointed as Nominee Director in the category of Non-Executive, Non-Independent Director, not liable to retire by rotation pursuant to nomination received from Maruti Suzuki India Limited (MSIL), a Joint Venture partner of the Company.
7.	Remuneration paid/ last drawn (including sitting fees, if any) (FY 2024-25)	Not Applicable
8.	Remuneration proposed to be paid	No other remuneration except the sitting fees as determined by the Board of Directors from time to time in accordance with the provisions of the Companies Act, 2013 and rules made thereunder, payable for attending the meetings of the Board and/or Committees thereof by Mr. Kakkar, be paid directly to MSIL, being the nominating entity, <u>instead of him personally</u> .
9.	Directorship held in other listed entity(s)	Maruti Suzuki India Limited
10.	Directorship held in other entity(s)	a) Mark Exhaust Systems Limited b) SKH Metals Limited c) Hanon Climate Systems India Private Limited
11.	Membership / Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholders' Relationship Committee)	Not Applicable
12.	Listed Companies from which Director has resigned in the past 3 years	NA
13.	Number of Board meetings attended during the year	1 of 1
14.	Number of Equity Shares held in the Company & Number of Equity Shares held in the Company for any other person on a beneficial basis	NIL
15.	Relationship between Directors inter-se	Mr. Sunil Kumar Kakkar is not related to any of the Directors of the Company

INFORMATION PURSUANT TO SEBI MASTER CIRCULAR NO. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 DATED JANUARY 30, 2026 READ WITH SEBI CIRCULAR NO. SEBI/HO/CFD/CFD-POD-2/P/CIR/2025/93 DATED JUNE 26, 2025 ('RPT INDUSTRY STANDARDS'):

A(1). Basic details of the Related Party

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	Mr. Surendra Kumar Arya
2.	Country of incorporation of the related party	NA
3.	Nature of business of the related party	NA

A(2). Relationship and ownership of the Related Party

S. No.	Particulars of the information	Information provided by the management
1.	Relationship between the listed entity and the related party	Chairman in the capacity of Non-Executive Director and Promoter of the Company
2.	Nature of its concern (financial or otherwise)	Financial
3.	Shareholding/ Capital Contribution of the listed entity whether direct or indirect, in the related party	NA
4.	Shareholding of the related party, whether direct or indirect, in the listed entity (Indirect shareholding shall mean shareholding held through any person or with relatives over which the listed entity / related party has control)	13.67% (approx.)

A(3). Details of previous transactions with the Related Party

S. No.	Particulars of the information	Information provided by the management
1.	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year	For FY 2024-25: Rs.569.67 Lakhs approx. (including sitting fees of Rs.2.65 Lakhs and other re-imbursements)
2.	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought	For FY 2025-26 (till date): Rs.414.46 lakhs approx. (including sitting fees of Rs.2.65 lakhs and other re-imbursements)
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	NA

A(4). Amount of the proposed transaction(s)

S. No.	Particulars of the information	Information provided by the management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ Shareholders	12.10 Cr.
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	NO
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	0.53%

4.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	NA
5.	Financial performance of the related party for the immediately preceding financial year:	NA

A(5). Basic details of the proposed transaction

S. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction	Total Remuneration
2.	Details of each type of the proposed transaction	As stated in Explanatory Statement above
3.	Tenure of the proposed transaction	For Financial Year 2025-26
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year	For F.Y. 2025-26: Within the ceiling limit as approved by Shareholders of the Company through Postal Ballot on June 22, 2024
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	As stated in Explanatory Statement above
7.	Details of the Promoter(s)/ Director(s) / Key Managerial Personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	As stated in Explanatory Statement above
	a. Name of the Director / KMP	
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making	As stated in Explanatory Statement above
