JAY BHARAT MARUTI LIMITED
Registered Office: Pace City–II, Mohammadpur Jharsa
near Khandsa Village, Sector-36, Gurgaon – 122 001
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Our milestones are touchstones

NOTICE

NOTICE is hereby given that the **39th Annual General Meeting (AGM)** of the members of **Jay Bharat Maruti Limited** (Company) will be held on **Wednesday, August 26, 2026 at 12:30 p.m. (IST)** through Video Conferencing (VC) or Other Audio Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026, together with the reports of Board of Directors and Statutory Auditors thereon and in this regard pass the following resolutions as an Ordinary Resolution:**

   a) **"RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026 and the reports of the Board of Directors and the Statutory Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

   b) **"RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026 and the report of the Statutory Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. **To declare final dividend @35% i.e. Rs.0.70 per equity share for the Financial Year 2025-26 and in this regard pass the following resolution as an Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 123 and other applicable provisions, if any, of the Companies Act 2013 and concurring with the recommendation of the Board of Directors of the Company, final dividend @35% i.e. Rs.0.70 per equity share on 10,82,50,000 fully paid up equity shares having face value of Rs.2/- each, be and is hereby declared for the Financial Year 2025-26 to be paid to the members of the Company.

   RESOLVED FURTHER THAT the aforesaid dividend be paid to those shareholders whose names appeared in the register of members/record of Depository as on record date fixed for the aforesaid purpose."

3. **To appoint a Director in place of Mr. Anand Swaroop (DIN: 00004816), Executive Director and CFO of the Company, who retires by rotation and, being eligible, offers himself for re-appointment and in this regard pass the following resolution as an Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 152(6) and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and in accordance with the Articles of Association of the Company and concurring with the recommendation of Nomination and Remuneration Committee ('NRC') and Board of Directors of the Company, Mr. Anand Swaroop (DIN: 00004816), Executive Director and CFO of the Company, who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of the Company/ liable to retire by rotation.

   RESOLVED FURTHER THAT such re-appointment shall be treated as a continuation of his present tenure and shall not be construed as interval in service as Executive Director (Whole-time Director).

   RESOLVED FURTHER THAT Mr. S. K. Arya, Chairman and Ms. Shubha Singh, Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution and to ensure compliance with applicable statutory requirements."

SPECIAL BUSINESS:

4. **To consider and approve 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 2026-27, 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 **<u>Special Resolution:</u>**

   "RESOLVED THAT pursuant to the provisions of Sections 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 ('SEBI LODR') 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 of the Company 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 2026-27, on the same terms and remuneration as approved by Shareholders of the Company through Postal Ballot on June 22, 2024.

   RESOLVED FURTHER THAT the remuneration already paid, if any, during the Financial Year 2026-27 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 2026-27.

   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 Sections 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 shall 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 & Compliance Officer 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."

5. **To consider and approve the re-appointment of Mr. Madhusudan Prasad (DIN: 02665954) as an Independent Director of the Company for his second consecutive term of three (3) years**

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

   "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 ('the Act') and the rules framed thereunder, including the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR'), as amended from time to time including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and concurring to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members be and is hereby accorded for the re-appointment of Mr. Madhusudan Prasad (DIN: 02665954) as an Independent Director of the Company, not liable to retire by rotation, for a second consecutive term of three (3) consecutive years commencing from June 01, 2026 to May 31, 2029.

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.

RESOLVED FURTHER THAT Mr. Anand Swaroop - Executive Director & CFO and Ms. Shubha Singh - Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to settle any questions, difficulties or doubts that may arise in this regard and to execute all such documents, writings, filings, forms and intimations as may be considered necessary, proper, expedient or incidental for giving effect to this Resolution including making requisite filings with the Stock Exchanges, Registrar of Companies and other regulatory authorities, as may be required under applicable laws.

6. To approve the Material Related Party Transactions with Maruti Suzuki India 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 applicable provisions of the Companies Act, 2013 ('the Act') read with rules issued thereunder (as applicable), Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR'), SEBI circular SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022 read with SEBI Master Circular HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 and other applicable laws/statutory provisions, if any, including any amendment(s), modification(s), variation(s) or re-enactment(s) to any of the foregoing for the time being in force, the Company's Policy on Related Party Transactions and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from time to time and on the basis of the approval/ recommendation of the Audit Committee and Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to approve/ratify material related party transaction(s) / contract(s) / arrangement(s) / agreement(s) entered/ to be entered (whether by way of individual transaction or transactions taken together or series of transactions or otherwise) in the ordinary course of business and on an arm's length basis with Maruti Suzuki India Limited ('MSIL') a 'Related Party' within the meaning of the Act and the SEBI LODR for sale or purchase of goods and other transactions as more particularly enumerated in the explanatory statement to the Notice and on such terms and conditions as may be agreed between the Company and MSIL for a period commencing from forthcoming Annual General Meeting for the Financial year 2025-26 till Annual General Meeting to be held for the Financial year 2026-27 for an aggregate value not exceeding Rs. 3,200 Crores (Rupees Three Thousand Two Hundred Crores only).

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) to approve/ratify aforesaid material related party transaction(s) / contract(s) / arrangement(s) / agreement(s).

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required on an ongoing basis, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s), Committee(s), Executive(s), Officer(s) or Representative(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

7. To approve the 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 applicable provisions of the Companies Act, 2013 ("the Act") read with rules issued thereunder (as applicable), Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR'), SEBI circular SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022 read with SEBI Master Circular HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 and other applicable laws/statutory provisions, if any, including any amendment(s), modification(s), variation(s) or re-enactment(s) to any of the foregoing for the time being in force, the Company's Policy on Related Party Transactions and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from time to time and on the basis of the approval/ recommendation of the Audit Committee and Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to approve/ratify material related party transaction(s) / contract(s) / arrangement(s) / agreement(s) entered/ to be entered (whether by way of individual transaction or transactions taken together or series of transactions or otherwise) in the ordinary course of business and on an arm's length basis with Neel Metal Products Limited ('NMPL') a "Related Party" within the meaning of the Act and the SEBI LODR for purchase or sale of goods and other transactions as more particularly enumerated in the explanatory statement to the Notice and on such terms and conditions as may be agreed between the Company and NMPL for a period commencing from forthcoming Annual General Meeting for the Financial year 2025-26 till Annual General Meeting to be held for the Financial year 2026-27 for an aggregate value not exceeding Rs. 1,750 Crores (Rupees One Thousand Seven Hundred and Fifty Crores only).

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) to approve/ratify aforesaid material related party transaction(s) / contract(s) / arrangement(s) / agreement(s).

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required on an ongoing basis, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s), Committee(s), Executive(s), Officer(s) or Representative(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

8. Issue of Securities in terms of Sections 23, 42, 62 and 71 of the Companies Act, 2013

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

"RESOLVED THAT in supersession to earlier resolution passed by the shareholders in their Annual General Meeting held on September 03, 2025 and pursuant to the provisions of Sections 23, 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 made thereunder ('Companies Act, 2013'), and subject to and in accordance with any other applicable law or regulation, in India or outside India, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital & Disclosures Requirements) Regulations, 2018 ('SEBI ICDR Regulations') (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Securities and Exchange Board of India (Listing Obligations & Disclosures Requirements) Regulations, 2015 ('SEBI LODR') (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Listing Agreements entered into with the respective stock exchanges where the shares of the Company are listed ('Stock Exchanges'), the provisions of the Foreign Exchange Management Act, 1999, as amended, including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 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 any required approvals, consents, permissions and/or sanctions of the Ministry of Finance (Department of Economic Affairs), the Ministry of Commerce & Industry (Foreign Investment Promotion Board / Secretariat for Industrial Assistance), Department of Industrial Policy and Promotion, the SEBI, the ROC, the RBI and any other appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and /or sanctions, the consent of 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 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/or any security convertible into Equity Shares with or without voting / special rights and/ or securities linked to Equity Shares and/ or securities with or without detachable warrants with right exercisable by the warrant holder to convert or subscribe to Equity Shares pursuant to a green shoe option and/or Commercial Papers, 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 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.750 Crores (Rupees Seven Hundred and Fifty 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, discount (as permitted under applicable law) etc., as may be deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with the lead manager(s) and/ or the underwriter(s) and/or other advisor(s) for such issue.

RESOLVED FURTHER THAT if any issue of Securities is made by way of a Qualified Institutional Placement in terms of Chapter VI and other applicable Chapters of the SEBI ICDR Regulations (hereinafter referred to as 'Eligible Securities' within the meaning of the SEBI ICDR Regulations), the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall be completed within twelve months from the date of passing of the shareholders' resolution for approving the above said issue of Securities or such other time as may be allowed under the SEBI ICDR Regulations from time to time at such a price being not less than the price determined in accordance with the pricing formula provided under Chapter VI and other applicable Chapters 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 and other applicable Chapters of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT in the event that the Equity shares are issued to qualified institutional buyers under Chapter VI and other applicable Chapters 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 and other applicable Chapters 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 Articles 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 Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolutions described above, the Board or Committee thereof be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s), determining the form and manner of the issue, including the class of investors to whom the securities are to be issued and allotted, number of securities to be allotted, issue price, face value, discounts permitted under applicable law (now or hereafter), premium amount on issue/conversion of the securities, if any, rate of interest, execution of various agreements, deeds, instruments and other documents, including the private placement offer letter, creation of mortgage/ charge in accordance with the provisions of the Companies Act, 2013 in respect of any securities as may be required either on pari-passu basis or otherwise, as it may in its absolute discretion deem fit, necessary, proper or desirable, and to give instructions or directions and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of securities and utilization of the issue proceeds and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the ROC, the lead managers, or other authorities or agencies involved in or concerned with the issue of Securities and as the Board or Committee thereof may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise, and that all or any of the powers conferred on the Company and the Board vide this Resolution may be exercised by the Board or Committee thereof as the Board has constituted or may constitute in this behalf, to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution, and all actions taken by the Board or any Committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

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

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate (to the extent permitted by law) all or any of the powers herein conferred to any Committee of Directors or any Directors or any other Officer or Officers of the Company to give effect to the aforesaid resolution.

9. **To consider and approve the appointment of Mr. Krishan Kumar Jalan (DIN: 01767702) as an Independent Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and in terms of Articles of Association of the Company and concurring to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Krishan Kumar Jalan (DIN: 01767702) who was appointed as an Additional Director in the capacity of Non-Executive, Independent Director of the Company with effect from August 01, 2026 in terms of Section 161 of the Act and who meets the criteria for independence under Section 149(6) of the Act along with the rules made thereunder and Regulation 16(1)(b) of the SEBI LODR and in respect of whom the Company has received a notice in writing from a member under Section 160 of Act proposing his candidature for appointment as Independent Director of the Company, be and is hereby appointed as an Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five (5) consecutive years commencing from August 01, 2026 to July 31, 2031.

RESOLVED FURTHER THAT the sitting fees as determined by the Board from time to time in accordance with the applicable provisions of the Act and rules made thereunder, be paid to him for attending the meetings of the Board and/or its Committees.

RESOLVED FURTHER THAT Mr. Anand Swaroop, Executive Director & CFO and Ms. Shubha Singh, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds 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 intimations, declarations, disclosures and e-forms as may be necessary, proper, desirable or expedient with the Registrar of Companies, Stock Exchanges and any other regulatory authorities as may be required under applicable laws."

10. Creation of Charge/Mortgage on the Assets to secure borrowings of the Company

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

"RESOLVED THAT in supersession of the all earlier resolution(s) passed by the members and pursuant to Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 read with the Rules, if any, made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ('the Act'), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to mortgage and/or charge, in addition to the mortgages / charges created / to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may in its absolute discretion determine, on all or any of the moveable and/ or immovable properties of the Company (both tangible and intangible), both present and future and/or the whole or any part of the undertaking(s) of the Company, in favour of the Lender(s), Agent(s) and other bodies, to secure the borrowings of the Company, availed / to be availed by way of loan(s) (in Indian Rupee and/ or in foreign currency) and/or securities (comprising fully/ partly Convertible Debentures and/or Non-Convertible Debentures with or without detachable or non-detachable Warrants and/or secured premium notes and/or floating rates notes / bonds or other debt instruments), issued / to be issued from any Financial Institutions/Banks/Insurance Companies or person or persons by the Company or any of its Associates and/ or Joint Ventures or Subsidiaries or any other Body Corporate, and/or to secure any debentures issued and or that may be issued by the Company from time to time, subject to a maximum of Rs.2,000 Crores (Rupees Two Thousand Crores only) together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on pre-payment, remuneration of the Agent(s)/ Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company or its Associates and/or Joint Ventures or Subsidiaries or any other Body Corporate, in terms of the Loan Agreement(s)/ Deed(s) and Agreement(s) / Debenture Trust Deed(s) or any other document, entered into /to be entered into between the Company and the Lender(s) / Agent(s) and Trustee(s), in respect of the said loans / borrowings/ securities and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lender(s) / Agent(s) / Trustee(s) as the case may be.

RESOLVED FURTHER THAT Mr. Anand Swaroop, Executive Director & CFO and 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 intimations, declarations, disclosures and e-forms as may be necessary, proper, desirable or expedient with the Registrar of Companies, Stock Exchanges and any other regulatory authorities as may be required under applicable laws.”

11. To borrow money in excess of the aggregate of the paid up Share Capital, Free Reserves and Securities Premium.

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

“RESOLVED THAT in supersession of all the earlier resolution(s) passed by the members of the Company and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as ‘the Board’ which term shall include any committee constituted by the Board or any person(s) authorized by the Board) to borrow any sum or sums of money (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) for the purpose of the business of the Company, such sum or sums of money in Indian Rupees and/or in any foreign currency, from time to time, with or without security and on such terms and conditions as the Board of Directors may deem fit, notwithstanding that the money or monies to be borrowed by the Company together with the money already borrowed and remaining outstanding at any time may exceed the aggregate of the paid-up share capital, free reserves and securities premium (that is to say reserves not set apart for any specific purpose) of the Company, provided however that the money or monies to be borrowed by the Company together with the money already borrowed shall not, at any time, exceed Rs.2,000 Crores (Rupees Two Thousand Crores only).

RESOLVED FURTHER THAT Mr. Anand Swaroop, Executive Director & CFO and 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 intimations, declarations, disclosures and e-forms as may be necessary, proper, desirable or expedient with the Registrar of Companies, Stock Exchanges and any other regulatory authorities as may be required under applicable laws.”

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

Date: July 31, 2026
Place: Gurugram

Shubha Singh
Company Secretary and Compliance Officer
ACS No. A16735

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

ITEM NO. 4

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 ('the 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR'), 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 May 19, 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 2026-27.

It is further informed that, being a Related Party Transaction ('RPT'), the Omnibus Approval from the Audit Committee had already been obtained in its meeting held on February 06, 2026 pursuant to Sections 177 and 188 of the Companies Act, 2013 and rules made thereunder read with Regulation 23 of SEBI LODR and applicable Industry Standards on RPT thereon.

The remuneration already paid or payable, if any, during the Financial Year 2026-27 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 2026-27, pursuant to Regulation 17(6)(ca) of the SEBI LODR, shall be treated as remuneration duly approved by the Shareholders of the Company for the Financial Year 2026-27.

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 proposed to be paid to Mr. Surendra Kumar Arya is commensurate with industry standards, appropriately benchmarked against peer companies, and justified considering his vast experience, leadership, and the Company's sustained growth and performance. The Board is of the opinion that the proposed remuneration is fair, reasonable, and in the best interests of the Company and its shareholders.

Except Mr. Surendra Kumar Arya and Mr. Nishant Arya, and their respective relatives to the extent of their shareholding, if any, in the Company, none of the Directors, Key Managerial Personnel of the Company, or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice.

Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, the brief profile of Mr. Surendra Kumar Arya (DIN: 00004626), Chairman (Non-Executive Director), including his qualifications, experience, nature of expertise, directorships in other listed entities, disclosure of inter-se relationships among Directors, and other requisite particulars, is provided below.

Profile:

Mr. Surendra Kumar Arya is the Promoter and Chairman of the Company and has been leading the Company since its incorporation, providing strategic direction and guidance for its sustained growth and development. In 1986, he partnered with Maruti Suzuki India Limited (MSIL) to establish Jay Bharat Maruti Limited (JBML) as a Joint Venture, marking the Company's foray into the automotive sector and laying the foundation for its growth and diversification in automotive components.

As Chairman, Mr. Arya provides strategic leadership with a strong focus on enhancing shareholder value, strengthening the Company's market position, and transforming the Group into a brand-driven Organisation. A visionary entrepreneur, he has consistently championed a culture of excellence through continuous learning, people development, innovation, and teamwork.

Under his dynamic leadership, the Company has achieved significant growth and established itself as a leading player in the automotive components industry. In recognition of his outstanding contribution to industry and entrepreneurship, Mr. Arya has received countless prestigious recognitions, including the National Unity Award (1991), Gem of India Award (1992), Udyog Ratan Award (1993 and 2005), Best Entrepreneur of the Year Award (1994), FIE Foundation Award (2001) for his exceptional contribution to the engineering industry, and the Haryana Ratan Award (2005).

Mr. Arya has played an active role in promoting the growth and development of the Indian automotive industry through his leadership in several eminent industry bodies. He currently serves as Executive Member of the Automotive Component Manufacturers Association of India (ACMA), Northern Region. Over the years, he has held several distinguished positions, including Chairman of the Confederation of Indian Industry (CII), Haryana State Council; Chairman of the SME Sub-Committee, CII Northern Region; Chairman of the CII Haryana State Council; Member of the Management Committee of the PHD Chamber of Commerce and Industry (PHDCCI); Co-Chairman of the Haryana Committee of PHDCCI; and Chairman of the Sheet Metal and Chassis Parts Panel of ACMA.

Mr. Arya has been appointed as the Chancellor of Gurukul Kangri University - a role of great honour and responsibility. Established in 1902 by Swami Shraddhanandji to revive the ancient Indian Gurukul system, the university stands as a beacon of Vedic values and holistic education. Mr. Arya's appointment is a resounding tribute to his visionary leadership, illustrious contributions to social welfare and his lifelong commitment to the ideals of the Arya Samaj Foundation.

He played a pivotal role in organizing the International Arya Mahasammelan (IAMS) 2025, a landmark event inaugurated by Hon'ble Prime Minister Shri Narendra Modi in New Delhi. Mr. Arya welcomed and felicitated the Hon'ble Prime Minister during the inaugural ceremony.

In recognition of his leadership and contribution to the Arya Samaj movement, Mr. Arya was unanimously elected as the President of the Sarvdeshik Arya Pratinidhi Sabha, the apex international body of Arya Samaj. His unanimous election reflects the confidence reposed in his leadership by representatives of Arya Pratinidhi Sabhas from across the world. In this role, he continues to promote and uphold the Vedic ideals propounded by Maharshi Dayanand Saraswati.

His visionary leadership and unwavering commitment have enabled the Company to achieve numerous milestones and earn several prestigious recognitions for excellence in quality, manufacturing, corporate governance, and business performance.

He also holds directorships 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., 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.) and JBM Builders Pvt. Ltd.

The requisite information pursuant to the applicable provisions is set out below:

Membership / Chairmanship of Committees of Listed Entities (includes only Audit Committee and Stakeholders' Relationship Committee)	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. S. K. Arya is father of Mr. Nishant Arya, Non-Executive Director of the Company

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	0.02
5.	ANS Holding Pvt. Ltd.	Promoter Group	9.37
6.	JBM Industries Pvt. Ltd. (formerly known as JBM Industries Ltd.)	Promoter Group	2.85

The additional information as required in terms of the provision of Section II of Part II of Schedule V of the Companies Act, 2013 are provided below:

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 2026	FY 2025	FY 2026	FY 2025
Total Income	2553.91	2,292.95	2553.91	2,292.95
Profit Before Tax	147.17	47.50	149.58	49.07
Finance Cost	43.66	35.86	43.66	35.86
Depreciation	94.70	84.13	94.70	84.13
Tax Expense	9.31	15.70	9.91	16.15
Profit After Tax	137.86	31.80	139.67	32.91

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, 2026.

II. **Information about the Appointees:**

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

b) **Past & Proposed Remuneration:** As stated in Explanatory Statement above:

- F.Y. 2025-26: Rs.565.86 lakhs approx. (including sitting fees of Rs.3.85 lakhs and other reimbursements)
- F.Y. 2026-27 (till 30th June): Rs.68.56 lakhs approx. (including sitting fees of Rs.1.55 lakhs and other reimbursements)

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. S. K. 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. S. K. 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, 2026.

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/2025/135 dated October 13, 2025 i.e. Industry Standards on “Minimum information to be provided to Audit Committee and Shareholders for approval of Related Party Transactions (‘RPT Industry Standards’) with respect to this Item is enclosed as **Annexure-I**.

The Board recommends the Resolution set forth in Item No.4 as **Special Resolution** for approval of the Shareholders of the Company.

ITEM NO. 5

It is for information of the Members that Mr. Madhusudan Prasad (DIN: 02665954) aged about 70 years was appointed as an Independent Director of the Company for a first term of five consecutive years commencing from June 01, 2021 to May 31, 2026 which was subsequently approved by Shareholders of the Company in its Annual General Meeting held on September 27, 2021.

The Board, on the recommendation of Nomination and Remuneration Committee, by way of resolution passed through circulation on May 29, 2026, after taking into account the outcome of the performance evaluation and considering the rich experience, strategic guidance and valuable contribution to the deliberations of the Board by Mr. Madhusudan Prasad, along with his continued fulfilment of the criteria of independence, has re-appointed him as an Independent Director of the Company for a second consecutive term of three (3) years commencing from June 01, 2026 to May 31, 2029, subject to approval of the Shareholders of the Company.

Profile

Mr. Madhusudan Prasad has been a member of the RBI Advisory Board on Banking and Financial Frauds and possesses over 4 decades of rich experience with the Government of India and the Government of Haryana across the areas of finance, commerce, energy and urban development. He has held several senior positions, including Deputy Secretary and Joint Secretary in the Department of Economic Affairs, Ministry of Finance, Government of India, and has also served at the Embassy of India, Washington D.C., including in the IMF–World Bank Division. He superannuated as Secretary, Public Enterprises Selection Board (PESB), Ministry of Urban Development, Government of India.

Mr. Madhusudan Prasad is not holding Directorship in any other Company.

The Company has received his consent to act as Director for second term, declaration confirming the compliance with the criteria of independence under the Companies Act, 2013 and SEBI LODR; declaration confirming that he is not disqualified from being re-appointed as an Independent Director under the provisions of the Companies Act, 2013 and SEBI LODR along with a declaration that he has not been debarred or disqualified from holding office as a Director of the Company by any order of the Ministry of Corporate Affairs, the Securities and Exchange Board of India or any other statutory / regulatory authority, together with confirmation relating to registration in the Independent Directors' databank maintained by the Indian Institute of Corporate Affairs, wherever applicable.

Mr. Madhusudan Prasad fulfills the conditions specified under the Companies Act, 2013 and SEBI LODR for re-appointment as an Independent Director of the Company and is independent of the Company's management.

The Board, after evaluating the performance of Mr. Madhusudan Prasad during his tenure as an Independent Director and taking into consideration his integrity, qualifications, expertise, experience, knowledge, proficiency, valuable guidance and contribution to the deliberations of the Board, the Board has formed an opinion that his continued association as an Independent Director would be beneficial to the Company and is in the best interests of the Company and its stakeholders.

Accordingly, In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulations 17 and 25 of SEBI LODR and other applicable regulations, the re-appointment of Mr. Madhusudan Prasad as Non-Executive Independent Director is being placed before the members for their approval by way of Special Resolution.

The details, in terms of Regulation 36(3) of the SEBI LODR including Secretarial Standard-2 on General Meetings ('SS-2') are annexed as **Annexure-II** and forms part of the Notice.

Except Mr. Madhusudan Prasad, 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.5 of this Notice.

The Board recommends Resolution set forth in Item No.5 for approval of the members as **Special Resolution**.

ITEM NO. 6 to 7

It is for information of the Members that all Material Related Party Transactions (RPTs) and subsequent material modifications thereto require prior approval of the members through Ordinary Resolution. As per Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR'), a transaction with a Related Party shall be considered Material, if the transaction(s) to be entered into individually or taken together with previous transaction(s) during a Financial Year, exceeds the thresholds specified in Schedule XII of these Regulations i.e. 10% of the Annual Consolidated Turnover of the Listed Entity (determined based on the last Audited Financial Statements) where Consolidated Turnover of Listed Entity was up to Rs.20,000 Crores. Accordingly, the materiality threshold for seeking Shareholder's approval for material RPT's of the Company is Rs.229.01 Crores.

Maruti Suzuki India Limited (MSIL) and Neel Metal Products Limited (NMPL) are the 'Related Parties' within the meaning of Section 2(76) of the Companies Act, 2013 and applicable Accounting Standard and Regulation 23 and other applicable regulations of the SEBI LODR.

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

Further, SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 ('Industry Standards on RPT') has notified the Industry Standards on 'Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions' effective from September 01, 2025 which inter alia requires Listed Entity to provide minimum information, in specified format, relating to the proposed RPTs to the Audit Committee and to the Members, while seeking approval.

The Management has provided to the Audit Committee all required and relevant details of the proposed transactions including rationale, material terms etc. as required under Industry Standards on RPT read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 and after due deliberations at the meeting of Audit Committee, the Independent Directors who are members of the Audit Committee have approved the said material related party transactions and noted that these proposed transactions will be on arm's length basis and in the ordinary course of business.

The particulars and details of transactions carried out/ to be carried out with above stated related parties together with the necessary details in terms of Regulation 23 of SEBI LODR, Section 188 of the Companies Act, 2013 and rules made thereunder, read with and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 ('Industry Standards on RPT') and SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 is enclosed as **Annexure-III**.

The members may note that in terms of the provisions of the SEBI LODR, Related Parties as defined thereunder (whether the entity is a Related Party to the particular transaction or not) shall not vote to approve the resolution under item no.6 and 7.

Except Mr. S. K. Arya, Mr. Nishant Arya and Mr. Anand Swaroop and their relatives to the extent of their shareholding interest, if any in the Company, 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.6 and 7 of this Notice.

Basis the consideration and approval of the Audit Committee, the Board recommend the resolution(s) set forth in item no. 6 and 7 for approval of the Members as an **Ordinary Resolution**.

ITEM NO.8

The members of the Company are hereby informed that the Company had taken an approval of the Shareholders for issuing the Securities in terms of Sections 23, 42, 62 and 71 of the Companies Act, 2013 by passing a Special Resolution at the 38th Annual General Meeting held on September 03, 2025. Further, as per the provisions of Sections 23 and 42 of the Companies Act, 2013 and the rules made thereunder, Special Resolution is valid for one year in case of offer or invitation for non-convertible debentures. Company has not issued any Non-Convertible debentures during this period and the validity of the Special Resolution will expire on September 02, 2026. The Company is exploring options to raise funds in the form of Further Public Offering/Preference Issue/Preferential Issue/ Unsecured/ Secured Non-Convertible Debentures ('NCDs')/ Bonds on Private Placement basis/ Commercial Papers. The Board of Directors has, at its meeting held on May 19, 2026 recommended to the Members to accord their consent to the Board of Directors or any Committee of the Board to borrow and raise funds by issue of securities under Sections 23, 42, 62 and 71 of Companies Act, 2013, up to an amount of Rs.750 Crores (Rupees Seven Hundred and Fifty Crores only).

This Special Resolution enables the Board of Directors/ Committee to undertake a Public/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 VIII of the ICDR Regulations in order to facilitate and meet capital expenditure needs of the existing / future projects of the Company, its subsidiaries and to meet any exigencies etc. without the need for fresh approval from the Members. The pricing of the Securities shall be determined by the Board in accordance with the ICDR Regulations. The Special Resolution also enables the Board/ Committee to issue Securities in tranches, to such persons, at such times, at such prices as the Board/ Committee deem fit. The Company may, in accordance with applicable laws, offer as permitted under applicable law on the price determined pursuant to the ICDR Regulations. The detailed terms and conditions for the offer will be determined by the Board/ Committee considering the market conditions. The Equity Shares allotted or arising out of conversion of any Securities will be listed on recognized Stock Exchanges.

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

The Board recommends Resolution set forth in Item No.8 for approval of the members as a **Special Resolution**.

ITEM NO.9

It is for information of the Shareholders that the Board, on the recommendation of the Nomination and Remuneration Committee, by way of resolution passed through circulation on July 31, 2026 has approved the appointment of Mr. Krishan Kumar Jalan (DIN: 01767702) as an Additional Director of the Company in the capacity of Non-Executive, Independent Director of the Company, with effect from August 01, 2026, to hold office up to the date of the ensuing Annual General Meeting or the last date on which the Annual General Meeting is required to be held, whichever is earlier, and has further recommended his appointment as a Non-Executive, Independent Director, not liable to retire by rotation, for a term of five (5) consecutive years commencing from August 01, 2026 to July 31, 2031, subject to approval of the Shareholders of the Company pursuant to the provisions of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR').

BRIEF PROFILE

Mr. Krishan Kumar Jalan, aged about 69 years, is a retired IAS officer with over 35 years of distinguished administrative experience. During his career, he served in several senior positions in the Government of Haryana, including Additional Chief Secretary and Principal Secretary, and retired as Secretary to the Government of India, Ministry of MSME.

He holds a B.Sc. degree from Guru Nanak Dev University, M.Sc. in Mathematics, Masters in Development Administration, and M.Phil. in Mathematics and Public Administration.

He has extensive experience in public administration, governance, infrastructure, regulatory affairs and dispute resolution. During his distinguished career in the Indian Administrative Service, he held several key positions in the Government of Haryana and the Government of India. He has overseen numerous infrastructure and public administration projects while serving as Administrative Secretary of the Public Works (Buildings & Roads) and Irrigation Departments, Government of Haryana.

Mr. Jalan has significant quasi-judicial and adjudicatory experience, having decided more than 20,000 cases while serving as Chairperson/Member of the Appellate Authority in the Ministry of Textiles, Financial Commissioner, Haryana, Principal Secretary, Town and Country Planning (in appellate capacity), and earlier as a Revenue Court. He has also served as an Arbitrator in matters relating to the Union Government.

He is the recipient of several prestigious awards, including the National e-Governance Award (Gold Category) for implementation of the Universal Account Number (UAN) in EPFO, the NDTV/CISCO Award for introducing wide-ranging e-governance initiatives in EPFO, the Director's Special Award for outstanding contributions during his tenure at the Indian Institute of Public Administration (IIPA), and the Bhim Award for promotion of sports in Haryana.

Mr. Jalan regularly mentors civil services aspirants and delivers lectures at various public administration institutions. He is also associated with the spiritual trust Osho Fragrance. He is registered with the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs (IICA) under Registration No. IDDB-DI-202001-005855.

Presently, Mr. Jalan serves on the Boards of several Listed and Unlisted Companies and also holds the position of Chairperson/ Member of various Board Committees.

His directorships include Titagarh Rail Systems Limited, PNC Infratech Limited, Pantomath Capital Advisors Private Limited, Pipan Oils Limited (formerly known as Omansh Enterprises Ltd.), Asit C. Mehta Investment Intermediates Limited, Pantomath Trustee Private Limited, Panacea Biotec Limited, Asit C. Mehta Financial Services Limited and Panacea Biotec Pharma Limited.

The Company has received his consent to act as Director, declaration confirming the compliance with the criteria of independence under the Companies Act, 2013 and SEBI LODR; declaration confirming that he is not disqualified from being appointed as an Independent Director under the provisions of the Companies Act, 2013 and SEBI LODR along with a declaration that he has not been debarred or disqualified from holding office as a Director of the Company by any order of the Ministry of Corporate Affairs, the Securities and Exchange Board of India or any other statutory/ regulatory authority, together with confirmation relating to registration in the Independent Directors' databank maintained by the Indian Institute of Corporate Affairs.

Mr. Krishan Kumar Jalan fulfills the conditions specified in the Companies Act, 2013 and SEBI LODR for appointment as Independent Director of the Company and is independent of the Company's management. His extensive experience in governance and administration will strengthen the Company's decision-making processes and Corporate Governance.

The NRC and Board has formed an opinion that the Company will greatly benefit from his extensive experience, and his association as an Independent Director would be beneficial to the Company and is in the best interests of the Company and its stakeholders.

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 SEBI LODR, 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.

Accordingly, In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 and 25 of SEBI LODR and other applicable regulations, the appointment of Mr. Krishan Kumar Jalan as Non-Executive Independent Director is being placed before the Shareholders for their approval by way of Special Resolution.

The details, in terms of Regulation 36(3) of the SEBI LODR including Secretarial Standard-2 on General Meetings ('SS-2') are annexed as **Annexure-II** and forms part of the Notice.

Except Mr. Krishan Kumar Jalan, 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.9 of this Notice.

The Board recommends Resolution set forth in Item No.9 for approval of the members as **Special Resolution**.

ITEM NO. 10 & 11

The Shareholders of the Company at the Annual General Meeting held on September 16, 2023 has authorized the Board of Directors, by way of a Special Resolution under Section 180(1)(c) of the Companies Act, 2013, to borrow money over and above the aggregate of the paid-up share capital, free reserves and securities premium upto Rs.1500 Crores (Rupees Fifteen Hundred Crores only). In view of the investment requirement for ongoing working capital requirements of the Company, the said borrowing limit may be inadequate and needs to be increased to Rs.2,000 Crores (Rupees Two Thousand Crores only).

As per provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors shall not borrow money together with the money already borrowed (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) exceeding the aggregate of the paid up share capital, free reserves and Securities Premium (that is to say the reserves not set apart for any specific purpose), except with the consent of the members of the Company accorded by way of a Special Resolution.

Further, in terms of the Section 180(1)(a) of the Companies Act, 2013, the Board of Directors shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company for securing any loan without the consent of the members of the Company accorded by way of a Special Resolution.

Hence, the approval of members is being sought to borrow money upto Rs.2,000 Crores (Rupees Two Thousand Crores only) over and above the aggregate of the paid up share capital, free reserves and securities premium of the Company and to create securities/ charge on the assets/ properties of the Company for an amount upto Rs.2,000 Crores (Rupees Two Thousand Crores only).

Therefore, the Board of Directors recommends the Resolutions as set out at item no.10 and 11 of the accompanying notice for the approval of the Members by way of a Special Resolution.

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

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

Date: July 31, 2026
Place: Gurugram

Shubha Singh
Company Secretary and Compliance Officer
ACS No. A16735

NOTES:

1. The Ministry of Corporate Affairs ('**MCA**') has vide its General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2021 dated 13/01/2021, 21/2021 dated 14/12/2021, 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and subsequent Circular No. 03/2025 dated September 22, 2025 (collectively referred as '**MCA Circulars**') has permitted the holding of the Annual General Meeting ('**AGM/ Meeting**') through Video Conferencing ('**VC**') or through Other Audio-Visual Means ('**OAVM**'), without the physical presence of the Members at a common venue. Further, Securities and Exchange Board of India ('**SEBI**') vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2022/62, SEBI/HO/CFD/PoD-2/P/CIR/2023/4, SEBI/HO/ CFD/CFD-PoD-2/P/CIR/2023/167 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 12/05/2020, 13/05/2022, 05/01/2023, 07/10/2023 and 03/10/2024 respectively read with SEBI Master Circular bearing reference no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 (collectively referred to as '**SEBI Circulars**'), have provided relaxations from compliance with certain provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI LODR**').

   In compliance with the provisions of the Act, SEBI LODR and Secretarial Standards on General Meeting and MCA Circulars, the 39th Annual General Meeting of the Company is being held through VC/OAVM on **Wednesday, August 26, 2026 at 12:30 p.m. (IST)**. The proceedings of the AGM are deemed to be conducted at the Registered office of the Company situated at Pace City–II, Mohammadpur Jharsa near Khandsa Village, Sector-36, Gurugram – 122 001. Further, the Notice of AGM has been approved by the Board of Directors in its meeting held on May 19, 2026 and is dispatched in compliance with statutory timelines.

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 which sets out the requisite details relating to the special business to be transacted at the AGM, is annexed hereto. Further, the relevant details with respect to Item No. 3 in terms of Regulation 36(3) of the SEBI LODR and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is also attached as **Annexure-II**.

3. In terms of the Circulars issued by the MCA and SEBI permitting the convening of the AGM through VC/ OAVM, without physical presence of the members at a common venue, the Company has appointed M/s KFIN Technologies Limited (**KFIN**) to provide Video Conferencing facility for conducting the AGM. Since the Meeting to be held through VC/ OAVM, facility to appoint proxy to attend and cast vote on behalf of the members is not available for this AGM and the proxy form, attendance slip and route map of AGM are not annexed to this notice accordingly. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and cast their votes through e-voting.

   In terms of the aforesaid MCA Circulars and SEBI Circulars, the Company has sent the Annual Report and the Notice of AGM only in electronic form at the registered email addresses of the Shareholders. To support the 'Green Initiative', the members holding shares in electronic mode and have not updated their Email Addresses can get their email IDs registered by contacting their respective Depository Participant to receive the Annual Report and the Notice of AGM. Further, Members holding shares in physical form are requested to register/ update their email addresses by submitting Form ISR-1 to the Registrar and Transfer Agent (RTA) i.e. MCS Share Transfer Agent Limited along with relevant documents at 179-180, DSIDC Shed, 3rd Floor Okhla Industrial Area, Phase–I, New Delhi–110020.

   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.

   Further, In compliance with Regulation 36(1)(b) of the SEBI LODR, a letter providing the web-link, including the exact path, where Annual Report for the Financial Year 2025-26 is available, is being sent to those members whose e-mail address is not registered with the Company/ Registrar and Transfer Agent/ Depository Participants/ Depositories.

   Please note that registration of e-mail address and mobile number is now mandatory while voting electronically and joining virtual meetings.

   For any query/ clarification, members may contact to RTA at helpdeskdelhi@mcsregistrars.com

4. The Board of Directors of the Company, at its meeting held on Tuesday, May 19, 2026, has appointed **Ms. Sunita Mathur**, Practicing Company Secretary (Membership No. FCS1743), as the **Scrutinizer**, for conducting the E-voting process in a fair

and transparent manner. The Scrutinizer's decision on the validity of the votes and results shall be final.

5. The Notice and Annual Report will also be available on the website of the Company www.jbmgroup.com, 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, and on the website of KFIN (agency for providing the Remote e-Voting facility) at https://evoting.kfintech.com

6. SEBI vide its notification dated January 24, 2022 and other SEBI circulars issued from time to time has mandated that all requests for issue of Duplicate Share Certificates including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and to avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

7. SEBI vide Circular no. SEBI/HO/OIAE/ OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023 (updated as on August 4, 2023 and December 20, 2023) has specified that a Shareholder shall first take up his/her/their grievance with the Listed Entity by lodging a complaint directly with the concerned Listed Entity and if the grievance is not redressed satisfactorily, the Shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the Shareholder is not satisfied with the outcome, he/she/they can initiate dispute resolution through the Online Dispute Resolution ('ODR') Portal (https://smartodr.in/login). Shareholders are requested to take note of the same. The aforesaid SEBI Circular can be viewed on the following link: www.jbmgroup.com

8. Members are requested to send their queries, if any, on the accounts and operations of the Company to the Company at its email id jbml.investor@jbmgroup.com at least a week in advance, so that relevant information may be made available.

9. SEBI vide its Master Circular for Registrars to an Issue and Share Transfer Agents dated February 06, 2026 mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any dividend payment in respect of such folios, only through electronic mode, only upon furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature. Please refer to SEBI FAQ No. 47 & 48 by accessing the link: https://www.sebi.gov.in/sebi_data/faqfiles/jan-2026/1767611333081.pdf

10. **Dividend**

   a. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI LODR, the Register of Members and the Share Transfer books of the Company will remain closed from **Thursday, August 20, 2026 to Wednesday, August 26, 2026 (both days inclusive)** for the purpose of voting at 39th Annual General Meeting of the Company and to determine the entitlement of the Shareholders for final dividend for the financial year 2025-26, as may be approved by the Members at the meeting.

   b. Final Dividend for the Financial Year 2025-26, as recommended by the Board, if approved at the AGM, will be paid to the Members within 30 days from the date of approval to those Members/ Beneficial Owners whose names appear in the Register of Members/depository records as at close of business hours on **Wednesday, August 19, 2026**. The dividend is recommended by the Board of Directors of Rs.0.70 per equity shares having face value of Rs.2/- each.

   c. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants with whom they maintain their demat accounts will be used by the Company for payment of dividend. The Company cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars or bank mandates. Members holding shares in demat form are therefore, requested to intimate any change in their addresses and/or bank mandate immediately to their Depository Participants.

   d. Members holding shares in physical form are requested to update their KYC details by submitting form ISR 1, ISR 2, ISR 3 and SH-13 along with requisite documents to RTA at 179-180, DSIDC Shed, 3rd Floor Okhla Industrial Area, Phase-I, New Delhi –110020. (Please refer note no.9).

11. **Tax implication on Dividend**

The TDS/ withholding tax rate would vary depending on the residential status of the member and documents submitted by the member with the Company/ RTA/ Depository Participant. Members are therefore requested to update their residential status with Depository Participants or in case shares are held in physical mode, with Company/ RTA on or before Wednesday, August 19, 2026 to enable the Company to determine the appropriate TDS / withholding tax rate, as applicable. For the prescribed TDS rates for various categories, please refer to the Income Tax Act, 2025.

Tax Deductible at Source (TDS) / Withholding tax

Pursuant to the requirement of the Income Tax Act, 2025, the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its members.

A. Resident members:

A.1 Tax Deductible at Source for Resident members

S. No.	Particulars	Withholding tax rate	Documentation required (if any)/ Remarks
1.	Valid PAN updated in the Company's Register of Members	10%	No document required. In case of individual Member, if dividend does not exceed ₹ 10,000, no TDS / withholding tax will be deducted. Also, please refer note (v) below.
2.	No PAN / Valid PAN not updated in the Company's Register of Members/ PAN is not linked with AADHAR in case of an individual	20%	TDS will be deducted at 20% as provided under Section 397(2) of the Income Tax Act, 2025, regardless of dividend amount, if PAN of the member other than individual is not registered with the Company/ RTA/ Depository Participant. In case of individual member, if PAN is not registered with the Company/ RTA/ Depository Participant & cumulative dividend payment to an individual member is more than ₹ 10,000, TDS/ Withholding tax will be deducted at 20% under Section 397(2) of the Income Tax Act, 2025. All the members are requested to update, on or before August 19, 2026, their PAN with their Depository Participant (if shares are held in dematerialised mode) and Company / RTA (if shares are held in physical mode). Please quote all the folio numbers under which you hold your shares while updating the records. Please also refer note (v) below
3.	Availability of lower/ nil tax deduction certificate issued by Income Tax Department u/s 395(1) of the Income Tax Act, 2025	Rate specified in the certificate	Lower tax deduction certificate obtained from Income Tax Authority to be submitted on or before August 19, 2026.
4.	Benefits under Income Tax Rule 203	Rates based on applicability of the Income Tax Act, 2025 to the beneficial owner	If the member e.g. clearing member/ intermediaries/ stock brokers are not the beneficial Shareholders of the shares and if the declaration under Income Tax Rule 203(2) is provided regarding the beneficial owner, the TDS/ Withholding tax will be deducted at the rates applicable to the beneficial Shareholders.

A.2 No Tax Deductible at Source on dividend payment to resident members if the members submit following documents as mentioned in column no.(4) of the below table with the Company/ RTA/ Depository Participant on or before August 19, 2026.

S. No.	Particulars	Withholding tax rate	Documentation required (if any)/ Remarks
1.	Submission of form 121 with valid & operative PAN.	NIL	Declaration in Form No. 121 fulfilling certain conditions.
2.	Member to whom Section 393(1) [Table: Sl. No. 7] of the Income Tax Act, 2025 does not apply as per Section 393(4) [Table: Sl. No. 10] such as LIC, GIC. etc.	NIL	Valid documentary evidence for exemption u/s 393(4) [Table Sl. No. 10] of the Income Tax Act, 2025.
3.	Member covered u/s 393(5) of the Income Tax Act, 2025 such as Government, RBI, Corporations established by Central Act & Mutual Funds	NIL	Valid documentary evidence for coverage u/s 393(5) of the Income Tax Act, 2025.
4.	Category I and II Alternative Investment Fund	NIL	SEBI registration certificate to claim benefit under Section 400(1) of the Income Tax Act, 2025.
5.	• Recognised provident funds • Approved superannuation fund • Approved gratuity fund	NIL	Valid documentary evidence as per Circular No. 18/2017 issued by Central Board of Direct Taxes (CBDT).
6.	National Pension Scheme	NIL	No TDS as per Section 393(9) of the Income Tax Act, 2025. Valid documentary evidence (e.g., relevant copy of registration, notification, order, etc.) to be provided.
7.	Any resident member exempted from TDS deduction as per the provisions of the Income Tax Act, 2025 or by any other law or notification	NIL	Valid documentary evidence substantiating exemption from deduction of TDS.

B. Non - Resident members:

The table below shows the withholding tax on dividend payment to non-resident members. Members are requested to submit the document(s) as mentioned in column no.(4) of the below table on or before August 19, 2026, to the Company/ RTA to avail the beneficial rates, wherever applicable.

S. No.	Particulars	Withholding tax rate	Documentation required (if any)/ Remarks
1.	Foreign Institutional Investors (FIIs)/ Foreign Portfolio Investors (FPIs) / Other Non-Resident members	20% (plus applicable surcharge and cess) or tax treaty rate, whichever is beneficial	FPI registration certificate in case of FIIs / FPIs. To avail beneficial rate of tax treaty following tax documents would be required: 1. Tax Residency certificate issued by revenue authority of country of residence of member for the year in which dividend is received. 2. PAN or declaration as per Rule 217 of the Income Tax Rules, 2026 in a specified format. 3. E-filed Form 41 4. Self-declaration for non-existence of permanent establishment/ fixed base in India. (Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non-Resident member and review to the satisfaction of the Company).

2.	Indian Branch of a Foreign Bank	NIL	Lower tax deduction certificate u/s 395(1) of the Income Tax Act, 2025 obtained from Income Tax Authority. Self-declaration confirming that the income is received on its own account and not on behalf of the Foreign Bank and the same will be included in taxable income of the branch in India. In case above documents are not made available, then Withholding tax will be at 35% (plus applicable surcharge and cess).
3.	Availability of Lower/ NIL tax deduction certificate issued by Income Tax Authority	Rate specified in certificate	Lower tax deduction certificate obtained from Income Tax Authority.
4.	Any Non-Resident member exempted from WHT deduction as per the provisions of the Income Tax Act, 2025 or any other law	NIL	Necessary documentary evidence substantiating exemption from WHT deduction.
5.	Benefits under Income Tax Rule 203	Rates based on the applicability of the Income Tax Act, 2025 / DTAA (whichever is beneficial) to the beneficial owner	If the member e.g. clearing member/ intermediaries/ stock brokers are not the beneficial Shareholders of the shares and if the declaration under Income Tax Rule 203(2) is provided regarding the beneficial owner, the Withholding tax will be deducted at the rates applicable to the beneficial Shareholders. The documents as mentioned against Sr. No. 1 to 4 in column (4) will be required in addition to the above declaration.

Notes:

i. The aforesaid documents such as Form 121, documents under Sections 393(5) and 400(1) of the Income Tax Act, 2025, FPI / FII Registration Certificate, Tax Residency Certificate, Lower Tax certificate, Rule 203 declaration etc. can be submitted by the member with the Company/ RTA on or before August 19, 2026 to enable the Company to determine the appropriate TDS/ withholding tax rate applicable. Any documents/ communication on the tax determination / deduction received after August 19, 2026 shall not be considered.

NSDL has provided a facility for submission of tax documents for claiming nil/ low tax deduction from dividend whereby the Resident Non-Individual members i.e. Insurance Companies, Mutual Funds and Alternative Investment Funds (AIF) and other domestic financial institutions established in India and Non-Resident Non-Individual members i.e. Foreign Institutional Investors and Foreign Portfolio Investors may submit the relevant forms/ declarations/ documents through their respective custodian who is registered on NSDL platform on or before August 19, 2026.

ii. Application of TDS/ withholding tax rate is subject to necessary verification by the Company of the member details as available in register of members as on the Record Date, and other documents available with the Company/ RTA provided by the member by the specified date.

iii. In case TDS is deducted at a higher rate, an option is still available with the member to file the return of income and claim an appropriate refund.

iv. No TDS will be deducted in case of resident individual members whose dividend does not exceed ₹ 10,000. However, where the PAN is not updated in Company/ RTA/ Depository Participant records or in case of an invalid PAN and cumulative dividend payment to individual member is more than ₹ 10,000, the Company will deduct TDS/ Withholding tax u/s 393(1) [Table: Sl. No. 7] with reference to Section 397(2) of the Income Tax Act, 2025.

All the members are requested to update their PAN with their Depository Participant (if shares are held in dematerialised mode) and Company/ RTA (if shares are held in physical mode) against all their folio holdings on or before August 19, 2026.

v. In the event of any income tax demand (including interest, penalty etc.) on the Company arising due to any declaration, misrepresentation, inaccurate or omission of any information provided by the member, such member will be responsible to indemnify the Company and also, provide the Company with all information/ documents and co-operation in any appellate proceedings.

vi. This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Members should consult their tax advisors for requisite action to be taken by them.

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.

12. **IEPF related Information:** During the Financial Year 2025-26, the Company has transferred the unpaid or unclaimed dividends declared up to financial years 2017-18 and related Shares to the Investor Education and Protection Fund (the IEPF) established by the Central Government pursuant to the provisions of Section 124(5) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. The Members, whose unclaimed/dividends shares have been transferred to IEPF, may claim the same by making an application in Form no. IEPF-5 to the IEPF Authority after complying with the procedure prescribed under the IEPF Rules.

Further, Unpaid/Unclaimed Dividend lying in the Unpaid Dividend Account of the Company for the F.Y. 2018-19 and related Shares are proposed to be transferred to IEPF on or after October 13, 2026.

Further, pursuant to the provisions of Section 124 of the Act read with the rules made thereunder, the Company had sent individually reminder notice to all concerned Members on July 01, 2026 reminding them to claim their shares and Notice is also published in the Newspapers on July 03, 2026.

During the period under review, Investor Education and Protection Fund Authority ('IEPFA'), Ministry of Corporate Affairs had launched a 100 days campaign named '**Saksham Niveshak**', to reduce the amount of unclaimed dividend of the investors likely to be transferred to IEPF, guide and assist Shareholder to update KYC and assist Shareholders in filing of claims for dividend and shares which are lying with IEPFA without involving third parties. As a part of the above campaign, the Company has made necessary newspaper publications w.r.t. informing the process to claim unclaimed dividend and shares.

Accordingly, concerned Members are requested to kindly claim the Unpaid/unclaimed Dividend along with the underlying Shares.

13. **Updation of PAN, email address and other details:** SEBI vide its Master Circular for RTA dated dated February 06, 2026 and relevant notifications thereto, had made it mandatory for holders of physical securities to furnish details of PAN, KYC (Postal Address, Mobile Number, E-mail, Bank Details, Signature) and Nomination / Opt-out of Nomination. Further, they may kindly note that SEBI vide its various circulars has mandated that dividend shall be paid only through electronic mode. Hence, the Shareholders are requested to update their details with Company/ RTA by submitting ISR Forms, which are available on website of the Company viz. https://www.jbmgroup.com/investors/jay-bharat-maruti-ltd/forms-for-registering-updating-the-kyc-details/ to avoid any delay in receipt of dividend.

14. In case of joint holders attending the meeting, only such joint holder who is first in order of names will be entitled to vote.

15. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to RTA i.e. MCS Share Transfer Agent Limited, for consolidation into a single folio.

16. Non-Resident Indian Members are requested to inform to RTA i.e. MCS Share Transfer Agent Limited, immediately of:

(a) Change in their residential status on return to India for permanent settlement.
(b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

17. **Information and other instructions relating to e-voting are as under:**

i. 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 LODR (as amended), read with Circulars issued by the MCA and SEBI, time to time, the Company is pleased to provide remote e-voting facility to all the members of the Company to exercise their right to vote in respect of the resolutions to be passed at the 39th Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (remote e-voting) will be provided by KFIN on all resolutions set forth in this Notice.

ii. The Notice of AGM and Annual Report will be sent to those Members / beneficial owners whose name will appear in the Register of Members / list of beneficiaries received from the Depositories/RTA as on **Friday, July 31, 2026**.

A person who becomes a member of the Company after Notice of AGM has been sent and holds shares as on the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com or can reset the password through https://evoting.kfintech.com/common/passwordoptions.aspx. However, if such person is already registered with KFIN for e-Voting then existing User ID and password can be used for casting the vote and attending the AGM.

iii. Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again. 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 platform. Members may click on the voting icon to cast their votes.

iv. The e-voting portal will be open for voting from **Sunday, August 23, 2026 (09.00 a.m. IST) to Tuesday, August 25, 2026 (05.00 p.m. IST)**. The e-voting module shall be disabled by KFIN for voting thereafter. A Member of the Company, holding shares either in physical form or in dematerialised form, as on cut-off date i.e. **Wednesday, August 19, 2026** shall be entitled to cast vote electronically. Further, a person, who is not a member as on cut-off date should treat this notice for information purpose only.

v. Only those Members, who are present in the e-AGM and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the e-AGM and vice versa, if a member who has cast vote through remote e-voting can attend the meeting but shall not be entitled to cast vote again.

vi. In case of any query(s) and/ or grievance(s) in respect of voting by electronic means, members may refer to the Help & the Frequently Asked Questions (FAQs) and e-voting User Manual for Members available at the download section of https://evoting.kfintech.com (KFIN's Website) or contact Mr. S. V. Raju, Deputy Vice President of KFIN Technologies Limited at evoting@kfintech.com or may also write at einward.ris@kfintech.com or call at KFIN's toll free No. 1800 3094 001 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.

18. **THE INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VIDEO CONFERENCE**

The options for remote e-voting and voting during the 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 AGM and vote at the AGM.

Details of Option 1 are mentioned below:

Individual Members (holding securities in DEMAT mode) - Login through Depository

I) Login method for remote e-Voting for Individual members holding securities in demat mode is given below:

NSDL	CDSL
1. User already registered for IDeAS facility:	**1. Existing user who have opted for Easi / Easiest**
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	I. Visit URL: https://web.cdslindia.com/myeasitoken/home/login or URL: 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	**2. User not registered for Easi/Easiest**
I. To register click on link : https://eservices.nsdl.com II. Select "Register Online for IDeAS" III. Proceed with completing the required fields and follow steps given in point 1 above	I. To register: type in the browser / Click on the following link: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration or https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration II. Proceed with completing the required fields and follow the steps given in point 1 above
3. By visiting the e-Voting website of NSDL	**3. By visiting the e-Voting website of CDSL**
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	I. URL: 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.: 022-4886 7000	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.: 1800 210 9911

Individual Members (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. After logging in, 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., KFIN and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Details of Option 2 are mentioned below:

Individual Members (holding securities in PHYSICAL mode) & Non-Individual Members (holding securities in DEMAT mode)

Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFIN 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://emeetings.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 KFIN 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.

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.

X. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.

XI. Body Corporates/Institutional members (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG format) of certified true copy of relevant Board Resolution/Authority Letter etc. authorizing its representative to attend the AGM on its behalf and to cast its vote through remote e-voting, together with attested specimen signature of the duly authorised signatory (ies) who is/are authorised to vote, to the Scrutinizer through email at sunita.streamline@gmail.com with a copy marked to evoting@kfintech.com and jbml.investor@jbmgroup.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_EVENT No.

XII. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ('FAQs') and e-voting manual available at https://evoting.kfintech.com under help section or call on 1800 309 4001 (toll free).

XIII. All grievances connected with the facility for voting by electronic means may be addressed to KFIN by emailing at 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.

Details of Options 3 are mentioned below:

Instructions for all the members for attending the AGM of the Company through VC/OAVM and e-voting during the meeting.

a. Members will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFIN. Members may access the same https://emeetings.kfintech.com by using the e-voting login credentials provided in the email received from the Company/KFIN. 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.

b. The Members can join the AGM 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

c. The VC /OAVM would allow participation of at least 1,000 Members on first-come-first serve basis.

d. No restrictions on account of first come first serve basis entry into AGM will be applicable to large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.

e. The attendance of the Members (through member 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.

f. Members are encouraged to join the meeting through laptop with Google Chrome for better experience.

g. Please note that participants connecting through mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

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., through remote e-voting or 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. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

k. Members holding shares as on cut-off date, who would like to express their views or ask questions during the AGM may register themselves as a speaker by visiting 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 **Sunday, August 23, 2026 (09:00 A.M. IST)** to **Monday, August 24, 2026 (05:00 P.M. IST)**. Only those Members who have registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Please note that members' questions will be answered only if the Member continues to hold shares of the Company as on the cut-off date. Due to limitations of transmission and coordination during the Q&A session, the Company may dispense with the speaker registration during the AGM conference.

l. Members who wish to speak at the Meeting will be required to allow camera, and use internet with a good speed to avoid any disturbance during the meeting.

19. PROCESS TO BE FOLLOWED BY THOSE MEMBERS WHOSE EMAIL IDS ARE NOT REGISTERED FOR PROCURING USER ID & 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 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 jbml.investor@jbmgroup.com or Registrar & Share Transfer Agent at helpdeskdelhi@mcsregistrars.com or KFIN 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 RTA at admin@mcsregistrars.com or to KFIN at evoting@kfintech.com

20. The result declared along with the consolidated report of Scrutinizer shall be placed on the Company's website www.jbmgroup.com and also communicated to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed, not later than 2 working days from the conclusion of the AGM.

21. The proposed resolutions will 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.

22. 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 meeting in electronic mode and same may be accessed upon log-in to https://evoting.kfintech.com

23. The recorded transcript of the forthcoming AGM to be held on **Wednesday, August 26, 2026**, shall be maintained by the Company and also be made available on the website of the Company www.jbmgroup.com at the earliest possibility after conclusion of the Meeting.

24. Other Instructions:

a) In case a person has become a member of the Company after dispatch of AGM Notice but on or before the cut-off date for e-Voting, he/she may obtain the User ID and Password in the manner as mentioned below:

i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD<space> e-Voting Event Number+ Folio No. or DP ID Client ID to 9212993399

1. Example for NSDL:
MYEPWD <SPACE> IN12345612345678

2. Example for CDSL:
MYEPWD <SPACE> 1402345612345678

3. Example for Physical:
MYEPWD <SPACE> XXXX1234567890

b) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.kfintech.com/, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

c) Members who require any technical assistance or support before or during the AGM are requested to contact KFIN at toll free number 1800 309 4001 or write to them at evoting@kfintech.com

d) Members who require any technical assistance or support before or during the AGM are requested to contact KFin at toll free number 1800-309-4001 or write to them at evoting@kfintech.com

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

Date: July 31, 2026
Place: Gurugram

Shubha Singh
Company Secretary and Compliance Officer
ACS No. A16735

ANNEXURE – I

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/2025/135 DATED OCTOBER 13, 2025 ('RPT INDUSTRY STANDARDS'):

S. No.	Particulars of the information	Information provided by the management
1.	Name of the Related Party	Mr. Surendra Kumar Arya
2.	Relationship with listed entity	Chairman in the capacity of Non-Executive Director and Promoter of the Company
3.	Type of Transaction	Total Remuneration
4.	Material terms and particulars of the proposed transaction	As stated in Explanatory Statement above
5.	Nature of concern or interest (Financial or otherwise)	Financial
6.	Tenure of transaction (particular tenure)	For Financial Year 2026-27
7.	Value of the proposed transaction	For F.Y. 2026-27: Within the ceiling limit as approved by Shareholders of the Company through Postal Ballot on June 22, 2024
8.	Amount of the proposed transactions approved under omnibus approval in the meeting of the Audit Committee	Rs.10.00 Cr.
9.	% of LE's annual consolidated turnover (represented by value of proposed transaction)	0.39%
10.	If the transaction relates to any loans/ Inter-corporate deposits/ advances/ investments made or given by listed entity	Not Applicable
	a) Details of Source of funds	Not Applicable
	b) Where any Financial Indebtedness is incurred - Nature of Indebtedness - Cost of funds - Tenure	Not Applicable
	c) Applicable Terms of Transaction including conditions	Not Applicable
	d) Interest Rate and Repayment schedule	Not Applicable
	e) Secured / Unsecured & Nature of security (if secured)	Not Applicable
	f) Purpose of utilisation of funds by the ultimate beneficiary	Not Applicable
11.	Justification for RPT (why it is in interest of LE)	As stated in Explanatory Statement above
12.	Copy of Valuation / External report, if any such report has been relied upon	Not Applicable
13.	% of counter-party's annual consolidated T/o (represented by value of proposed transaction)	Not Applicable
14.	Other information relevant for decision making	As stated in Explanatory Statement above

ANNEXURE – II

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT

PURSUANT TO REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (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. Anand Swaroop	Mr. Madhusudan Prasad	Mr. Krishan Kumar Jalan
1.	DIN	00004816	DIN: 02665954	DIN: 01767702
2.	Date of Birth/ Age / Occupation	07.10.1960 / 65 years / Service	22.03.1956 / 70 years / Service	06.06.1957 / 69 years / Service
3.	Date of first appointment on the Board	01.06.2021	01.06.2021	06.06.1957
4.	Qualifications	Mr. Anand Swaroop is Commerce Graduate from Shri Ram College of Commerce, Delhi and a Fellow Member of the Institute of Chartered Accountants of India since 1984.	Mr. Madhusudan Prasad is IAS 1981 Haryana (Ret.); He is Graduated from St. Stephen's College, Delhi University and post graduated in MA (Economics) from Delhi University.	Mr. Krishan Kumar Jalan is a retired IAS officer; He holds a B.Sc. degree from Guru Nanak Dev University, M.Sc. in Mathematics, Masters in Development Administration, and M.Phil. in Mathematics and Public Administration.
5.	Brief Profile/ Nature of Expertise/ Skills and capabilities	He had rich and vast experience of more than 40 years and had been associated with JBM Group since 1987, instrumental in setting up JVs and involved in acquisitions and strategic decisions for the Group and had rendered invaluable services to the Company. He possesses vast experience in the field of Finance, Taxation both Domestic and International, Group Structuring, Drafting and Negotiation of JVs, Corporate Laws and Commercial Disciplines and he is a Board Member of all domestic and international Joint Venture Companies of the Group.	As stated in Item No.5 to Explanatory Statement above.	As stated in Item No.9 to Explanatory Statement above.
6.	Terms and Conditions of appointment /re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Anand Swaroop is liable to retire by rotation at forthcoming Annual General Meeting.	He is re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second consecutive term of three (3) years commencing from June 01, 2026 to May 31, 2029.	He is appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years commencing from August 01, 2026 to July 31, 2031.

7.	Remuneration paid/ last drawn (including sitting fees, if any) (FY 2025-26)	Refer Corporate Governance Report F.Y.2025-26 for remuneration details.		NA
8.	Remuneration proposed to be paid	Refer Corporate Governance Report F.Y.2025-26 for remuneration details.	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.	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.
9.	Directorship held in other Listed Entities	Nil	Nil	-Titagarh Rail Systems Ltd. -PNC Infratech Ltd. -Panacea Biotec Ltd. -Asit C Mehta Financial Services Ltd. -Pipan Oils Ltd. (formerly known as Omansh Enterprises Ltd.)
10.	Directorship held in other Entities	- JBM International Ltd. - JBM Ogihara Automotive India Ltd. - ANS Steel Tubes Ltd. - Neel Metal Products Ltd. - Satish Buildwell Pvt. Ltd. - JBM Cadmium Pvt. Ltd. - Yorozu JBM Automotive Tamil Nadu Pvt. Ltd. - JBMK Precision Components India Pvt. Ltd. - (Formerly known as 'JBM Kanemitsu Pulleys Pvt. Ltd.') - FJM Cylinders Pvt. Ltd. - Rose Engineered Products India Pvt. Ltd. - JBM Ogihara Die Tech Pvt. Ltd. - JBMI Agri Pvt. Ltd. - JBM Projects & Infrastructure Pvt. Ltd. - Shreeaumji Infrastructure and Projects Pvt. Ltd. - Shreeaumji Infrastructure Pvt. Ltd. - K R Chawla Consulting Pvt. Ltd. - JBM Sodecia Technologies Pvt. Ltd.	NA	- Pantomath Capital Advisors Pvt. Ltd. - Asit C Mehta Investment Interrmediates Ltd, - Pantomath Trustee Pvt. Ltd.; -Panacea Biotec Pharma Ltd.

11.	Membership (M) / Chairmanship (C) of Committees of Listed Entities (includes only Audit Committee and Stakeholders' Relationship Committee)	**Jay Bharat Maruti Ltd.** Audit Committee (M)	**Jay Bharat Maruti Ltd.** Stakeholders' Relationship Committee (M)	**Titagarh Rail Systems Ltd.** Audit Committee (M) Stakeholders' Relationship Committee (M) **PNC Infratech Ltd.** Audit Committee (M) Stakeholders' Relationship Committee (C) **Panacea Biotec Ltd.** Audit Committee (C) **Asit C Mehta Financial Services Ltd.** Audit Committee (C)
12.	Membership (M) / Chairmanship (C) of other Committees of Entities	**Jay Bharat Maruti Ltd.** Risk Management & Sustainability Committee (C) **ANS Steel Tubes Ltd.** Corporate Social Responsibility Committee (M) **Neel Metal Products Ltd.** Nomination & Remuneration Committee (C) Corporate Social Responsibility Committee (M)	**Jay Bharat Maruti Ltd.** Nomination & Remuneration Committee (M)	**Titagarh Rail Systems Ltd.** Nomination & Remuneration Committee (C) Corporate Social Responsibility Committee (M) **PNC Infratech Ltd.** Risk Management Committee (M) **Pipan Oils Ltd. (formerly known as Omansh Enterprises Ltd.)** Nomination & Remuneration Committee (C) **Panacea Biotec Ltd.** Nomination & Remuneration Committee (M) **Asit C Mehta Financial Services Ltd.** Nomination & Remuneration Committee (M) **Pantomath Capital Advisors Pvt. Ltd.** Corporate Social Responsibility Committee (M) **Asit C Mehta Investment Interrmediates Ltd.** Audit Committee (C) Nomination & Remuneration Committee (C) **Pantomath Trustee Pvt. Ltd.** Risk Management Committee (M) **Panacea Biotec Pharma Ltd.** Audit Committee (C)

13.	Listed Companies from which Director has resigned in the past 3 years	NA	NA	NA
14.	Number of Board meetings attended during the year	4 of 4	2 of 4	NA
15.	Number of Equity Shares held in the Company & Number of Equity Shares held in the Company for any other person on a beneficial basis	10,000	Nil	Nil
16.	Relationship between Directors inter-se	Mr. Anand Swaroop is not related to any of the other Directors of the Company.	Mr. Madhusudan Prasad is not related to any of the other Directors of the Company.	Mr. Krishan Kumar Jalan is not related to any of the other Directors of the Company.

ANNEXURE –III

Details of the proposed Transactions with Maruti Suzuki India Limited (MSIL) and Neel Metal Products Limited (NMPL) being a related party of the Company, including the information pursuant to Clause 4 of the Industry Standards on RPT read with applicable laws and as placed before the Audit Committee for consideration while seeking prior approval of the proposed RPT(s), are provided below:

S. No.	Particulars of the information	Information provided by the management	
A (1). Basic details of the Related Party			
1.	Name of the Related Party	Maruti Suzuki India Ltd. (MSIL)	Neel Metal Products Ltd. (NMPL)
2.	Country of incorporation of the related party	India	India
3.	Nature of business of the related party	Leading passenger vehicle manufacturer in India.	Specializing in manufacturing automotive components & CTL blanks like welded assemblies and sheet metal parts for major OEMs.
A (2). Relationship and ownership of the Related Party			
1.	Relationship between the listed entity and the related party	Company is an Associate of MSIL since MSIL holds 29.28% equity shares of the Company.	Entity over which promoters of JBML have direct/ indirect control or significant influence. Further, Mr. S. K. Arya, Mr. Nishant Arya and Mr. Anand Swaroop, Directors of the Company, are also Directors on the Board of NMPL.
	Nature of its concern (financial or otherwise)	Financial	Financial
	Shareholding of the listed entity whether direct or indirect, in the related party	0.003%	80.21%
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity	Not Applicable	Not Applicable
	Shareholding of the related party, whether direct or indirect, in the listed entity	29.28%	15.59%
	Explanation: Indirect shareholding shall mean shareholding held through any person or with relatives over which the listed entity/ subsidiary/ related party has control.		
A (3). Details of previous transactions with the Related Party			
1.	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year		
	Nature of Transactions	**FY 2025-26 (Rs. in Crores)**	**FY 2025-26 (Rs. in Crores)**
	i. Sale of Goods & Services	2072.99	63.56
	ii. Purchase of Goods & Services	31.34	1190.71
	iii. Other Expenses	14.52	3.03
	iv. Dividend Received	0.15	--
	v. Dividend Paid	2.22	--
	vi. Purchase of Capital Goods	--	13.68
	vii. Sale of Capital Goods	--	0.05
	Explanation: Details need to be disclosed separately for listed entity and its subsidiary.		
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		

	Nature of Transactions	Q1 - April-June 2026 (Rs. in Crores)	Q1 - April-June 2026 (Rs. in Crores)
	Sale of Goods & Services	519.60	10.97
	Purchase of Goods & Services	8.61	229.01
	Other Expenses	10.34	0.26
	Other Income	0.00	0.43
	Purchase of Capital Goods	0.00	3.10
	Sale of Capital Goods	0.00	0.00
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.	No	No
A (4). Amount of the proposed transaction(s)			
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ Shareholders		
	Nature of Transactions	**Rs. in Crores**	**Rs. in Crores**
	i. Sale of Goods or Services	3115.00	70.00
	ii. Purchase of Goods or Services	50.00	1600.00
	iii. Other Income	2.00	10.00
	iv. Other Expenses	30.00	10.00
	v. Purchase of Fixed Assets	1.00	50.00
	vi. Sale of Fixed Assets	1.00	10.00
	vii. Dividend Received	1.00	-
	Total	**3200.00**	**1750.00**
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?	Yes	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	125.44%	68.60%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not applicable	Not applicable
5.	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.	1.75%	25.28%

6.	Financial performance of the related party for the immediately preceding financial year (F.Y. 2025-26 - Standalone Basis)		
	Turnover (Rs. in crores)	1,83,266.10	6,921.94
	Profit After Tax (Rs. in crores)	14,445.40	428.55
	Net worth (Rs. in crores)	1,05,109.80	2,599.86
	Explanation: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.		
A (5). Basic details of the proposed transaction			
1.	Specific type of the proposed transaction (Sale of goods/services, purchase of goods/ services, giving loan, borrowing etc.)	Sale of Goods or Services, Purchase of Goods & Services, Other Income, Other Expenses, Purchase of Fixed Assets, Sale of Fixed Assets, Dividend Received	Sale of Goods or Services, Purchase of Goods or Services, Other Income, Other Expenses, Purchase of Fixed Assets, Sale of Fixed Assets
2.	Details of each type of the proposed transaction	These are the long-term recurring transactions involving the availing or rendering of any services at arm's length basis and in the ordinary course of business	
	i. Sale of Goods or Services	Sheet Metal Components, Axel, Fuel Neck, Tooling	Sheet Metal Components
	ii. Purchase of Goods or Services	BOP Components	Sheet Metal Components, Blanks, Tooling & Job work
	iii. Other Income	Interest Income, other etc.	Other Income
	iv. Other Expenses	Rent Expenses, Line Rejection, Warranty claims	Rent and Other Misc. Expenses
	v. Purchase of Fixed Assets	Purchase of fixed assets	Purchase of fixed assets
	vi. Sale of Fixed Assets	Sale of fixed assets	Sale of fixed assets
	vii. Dividend Received	Dividend Received on Investment in Related Party	--
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	From forthcoming Annual General Meeting for the Financial Year 2025-26 till Annual General Meeting to be held for the Financial Year 2026-27.	From forthcoming Annual General Meeting for the Financial Year 2025-26 till Annual General Meeting to be held for the Financial Year 2026-27.
4.	Whether omnibus approval is being sought?	Yes	Yes
5.	Value of the proposed transaction during a financial year (aggregate). If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise	Rs.3200.00 Crores	Rs.1750.00 Crores
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Transactions are on Arm's Length Basis and in the ordinary course of business	Transactions are on Arm's Length Basis and in the ordinary course of business

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. *(Explanation: Indirect interest shall mean interest held through any person over which an individual has control)*	Pursuant to provisions of the SEBI LODR, Related Parties as defined thereunder shall not vote on resolution as set out in Item No.6 and 7. Except Mr. S. K. Arya, Mr. Nishant Arya and Mr. Anand Swaroop and their relatives to the extent of their shareholding interest, if any in the Company, 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.6 and 7 of this Notice.	
	a. Name of the Director / KMP		
	b. Shareholding of the Director / KMP, whether direct or indirect, in the related party	Nil	Promoters and Promoter Group of the Company hold 80.21% shares in the NMPL
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable	Not applicable
9.	Other information relevant for decision making	All important information forms part of this disclosures	
B1. Additional Information to be provided in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances			
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	Transactions are to be on Arm's Length Basis and in the ordinary course of business, based on mutually agreed commercial terms.	Transactions are to be on Arm's Length Basis and in the ordinary course of business, based on mutually agreed commercial terms.
2	Basis of determination of price	Transactions are on Arm's Length Basis and in the ordinary course of business	Transactions are on Arm's Length Basis and in the ordinary course of business
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not Applicable	Not Applicable
	a. Amount of Trade advance		
	b. Tenure		
	c. Whether same is self-liquidating?		
Point B(2) to B(7) and C(1) to C(6) are not applicable.			

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

Date: July 31, 2026
Place: Gurugram

Shubha Singh
Company Secretary and Compliance Officer
ACS No. A16735