

JAY BHARAT MARUTI LIMITED

Registered Office: Pace City-II, Mohammadpur Jharsa
near Khandsa Village, Sector-36, Gurgaon – 122 001
CIN: L29130HR1987PLC130020
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NOTICE

NOTICE is hereby given that the **38th Annual General Meeting (AGM)** of the members of **Jay Bharat Maruti Limited** (Company) will be held on **Wednesday, September 3, 2025 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, 2025, together with the reports of Board of Directors and Auditors thereon by passing following Ordinary Resolutions:

- a) **"RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and the 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, 2025 and the report of the Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. To declare final dividend of Rs. 0.70 per equity share for the financial year 2024-25 and in this regard pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the recommendation of the Board of Directors of the Company, final dividend at the rate of 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 2024-25 to be paid to the members of the Company."

3. To appoint Director in place of Mr. Surendra Kumar Arya (DIN: 00004626), Chairman and Non-Executive Director 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 applicable provisions of Articles of Association of the Company read with Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Surendra Kumar Arya (DIN: 00004626), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Chairman and Non-Executive Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

4. To appoint Ms. Sunita Mathur (FCS No. 1743) as Secretarial Auditor of the Company for a term of five consecutive years beginning from the Financial year 2025-26

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

"RESOLVED THAT pursuant to Section 204 of the Companies Act, 2013 read with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and pursuant to recommendations of Audit Committee and the Board of Directors of the Company, Ms. Sunita Mathur (FCS: 1743), a Peer Reviewed Company Secretary in Practice be and is hereby appointed as Secretarial Auditor of the Company for a term of five consecutive years beginning from the Financial Year 2025-26 at a remuneration as may be decided with the Executive Director & CFO of the Company, from time to time.

RESOLVED FURTHER THAT Mr. Anand Swaroop - Executive Director & CFO of the Company and Ms. Shubha Singh - Company Secretary of the Company be and are hereby severally authorized to file necessary forms with the Registrar of Companies, NCT of Delhi & Haryana and to do all acts, deeds or things as may be required to give effect to the above resolution."

5. 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 (“Listing Regulations”), SEBI circular SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022 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 Listing Regulations for sale of goods 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 2024-25 till Annual General Meeting to be held for the Financial year 2025-26 for an aggregate value not exceeding Rs. 2,185 Crores (Rupees Two Thousand One Hundred and Eighty Five 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 representatives(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.”

6. To approve the Material Related Party Transactions with Suzuki Motor Gujarat Private 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 (“Listing Regulations”), SEBI circular SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022 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 Suzuki Motor Gujarat Private Limited (“SMGPL”) a “Related Party” within the meaning of the Act and the Listing Regulations for sale of goods 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 SMGPL for a period commencing from forthcoming Annual General Meeting for the Financial year 2024-25 till Annual General Meeting to be held for the Financial year 2025-26 for an aggregate value not exceeding Rs. 1,220 Crores (Rupees One Thousand Two Hundred and Twenty 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 representatives(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 ("Listing Regulations"), SEBI circular SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022 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 Listing Regulations for purchase of goods 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 2024-25 till Annual General Meeting to be held for the Financial year 2025-26 for an aggregate value not exceeding Rs. 1,920 Crores (Rupees One Thousand Nine Hundred and Twenty 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 representatives(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 Section 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 **Special Resolution**:

"RESOLVED THAT in supersession to earlier resolution passed by the shareholders in their Annual General Meeting held on September 12, 2024 and pursuant to the provisions of Section 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 or re-enactment thereof, for the time being in force) and other applicable rules made thereunder (the "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 (the "SEBI ICDR Regulations") (including any statutory modification or re-enactment thereof, for the time being in force), Securities and Exchange Board of India (Listing Obligations & Disclosures Requirements) Regulations, 2015 (the "SEBI LODR Regulations") (including any statutory modification or re-enactment thereof, for the time being in force), the Listing Agreements entered into with the respective stock exchanges where the shares of the Company are listed (the "Stock Exchanges"), the provisions of the Foreign Exchange Management Act, 1999, as amended, including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 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 (the "ROC"), the Stock Exchanges, and/ or any other competent authorities and subject to any required approvals, consents, permissions and/or sanctions of the Ministry of Finance (Department of Economic Affairs), the Ministry of Commerce & Industry (Foreign Investment Promotion Board / Secretariat for Industrial Assistance), Department of Industrial Policy and Promotion, the SEBI, the ROC, the RBI and any other appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and /or sanctions, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the "Board" which term shall be deemed to include any committee which the Board has constituted or may hereinafter constitute to exercise its powers including the power conferred by this Resolution) to create, issue, offer and allot (including with provisions for reservation on firm and /or competitive basis, of such part of issue and for such categories of persons including employees of the Company, as may be permitted), either in India or in the course of international offering(s) in one or more foreign markets, equity shares of the Company, Global Depository Receipts ("GDR"), American Depository Receipts ("ADR"), Foreign Currency Convertible Bonds ("FCCB") and/ or other financial instruments convertible into or exercisable for Equity Shares (including warrants, or otherwise, in registered or bearer form), 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 Institutions 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 Article of Association of the Company.

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

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

RESOLVED FURTHER THAT for the purpose of giving effect to the resolutions described above, the Board or Committee thereof be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s), determining the form and manner of the issue, including the class of investors to whom the securities are to be issued and allotted, number of securities to be allotted, issue price, face value, discounts permitted under applicable law (now or hereafter), premium amount on issue/conversion of the securities, if any, rate of interest, execution of various agreements, deeds, instruments and other documents, including the private placement offer letter, creation of mortgage/ charge in accordance with the provisions of the Companies Act, 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.

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

Shubha Singh
Company Secretary and Compliance Officer
ACS No. A16735

Place: Gurugram
Date: August 01, 2025

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

ITEM NO. 4

To appoint Ms. Sunita Mathur (FCS No. 1743) as Secretarial Auditor of the Company for a term of five consecutive years beginning from the Financial year 2025-26

In accordance with Section 204 of the Companies Act 2013, read with the rules framed thereunder, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("Listing Regulations"), every listed entity is required to undertake Secretarial Audit by a Peer Reviewed Secretarial Auditor who shall be appointed by the Members of the Company, on the recommendation of the Board of Directors, for a period of five consecutive years.

Based on the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on May 22, 2025, subject to approval of Members of the Company, approved the appointment of Ms. Sunita Mathur (FCS No. 1743) a peer reviewed Company Secretary in Practice vide Peer Review Certificate No. 1297/2021, as the Secretarial Auditor of the Company for a term of five consecutive years beginning from the Financial year 2025-26, at such remuneration, as may be mutually decided with Executive Director & CFO of the Company.

Ms. Sunita Mathur is a graduate in Commerce from Jesus & Mary College, University of Delhi and is a Fellow member of the Institute of Company Secretaries of India having experience of more than 41 years. She specializes in corporate compliances, strategic corporate and commercial issues, India investment, entry strategies, mergers & acquisitions, restructuring etc. and also engaged as a Secretarial Auditor of the Company.

The remuneration paid to Ms. Sunita Mathur, for the financial year 2023-24 was Rs. 1,75,000 (Rupees One Lakh and Seventy-Five Thousand only) excluding taxes and reimbursement of out of pocket expenses for carrying out Secretarial Audit and issue the Secretarial Audit Report for the financial year 2023-24.

Ms. Sunita Mathur has consented to her appointment as Secretarial Auditor and has confirmed that her appointment will be in accordance with Section 204 of Companies Act, 2013 read with Listing Regulations. The proposed remuneration to be paid to Ms. Mathur, for the financial year 2025-26 is Rs. 1,75,000 (Rupees One Lakh and Seventy-Five Thousand only) excluding taxes and reimbursement of out of pocket expenses. For the subsequent years, the Board of Directors will decide the remuneration based on recommendations of Audit Committee.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, in this Resolution.

ITEM NO. 5 to 7

All Material Related Party Transactions requires members' prior approval with the threshold of lower of Rs. 1000 crores (Rupees One thousand crores) or 10% (ten per cent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 dated November 09, 2021.

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.

The Management has provided to the Audit Committee all required and relevant details of the proposed transactions including rationale, material terms etc. 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 in the ordinary course of business and on arm's length basis.

Accordingly, it is in the above context that the resolutions as set out at Item Nos. 5 to 7 are proposed for the approval of the members under the SEBI Listing Regulations.

The relevant information(s) pertaining to Material Related Party Transactions as required under SEBI Listing Regulations along with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are as under:

DETAILS OF MATERIAL RELATED PARTY TRANSACTIONS WITH MARUTI SUZUKI INDIA LIMITED

S. NO.	PARTICULARS	DETAILS
1.	Name of the Related Party	Maruti Suzuki India Limited (MSIL)
2.	Nature of Relationship	Company is an Associate of MSIL since MSIL holds 29.28% equity shares of the Company.
3.	Type, material terms, and particulars of proposed transaction	Long Term Recurring Transactions for sale of auto components including sheet metal components, tools and dies, axles, spares, components, selling or otherwise disposing of, or buying/leasing plant & machinery or property of any kind, availing or rendering of any services at arm's length basis and in ordinary course of business.
4.	Tenure	From forthcoming Annual General Meeting for the Financial year 2024-25 till Annual General Meeting to be held for the Financial year 2025-26.
5.	Value of proposed Transaction	2,185 Crore
6.	Transactions related to providing loan(s) / advance(s) / guarantee(s) or security(ies), if any	Not Applicable
7.	Percentage of the Company's annual consolidated turnover, for the financial year 2024-25, that is represented by the value of the transaction	95.41
8.	Valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction	Not Applicable
9.	Rationale / benefits of the transaction and why it is in the interests of the Company	MSIL is only customer of the company and the proposed RPTs will enable the Company to achieve its sales target and enable synergies. The resulting economies of scale would help to bring efficiency in operational parameters. Further, the proposed RPT's will be in the best interest of the members.
10.	Any other information relevant or important for the Members to take an informed decision	All relevant information forms part of the Explanatory Statement setting out material facts pursuant to Sections 102(1) and 110 of the Companies Act, 2013.

DETAILS OF MATERIAL RELATED PARTY TRANSACTIONS WITH SUZUKI MOTOR GUJARAT PRIVATE LIMITED

S. NO.	PARTICULARS	DETAILS
1.	Name of the Related Party	Suzuki Motor Gujarat Private Limited (SMGPL)
2.	Nature of Relationship	Related party as per Indian Accounting Standard since SMGPL is WOS of MSIL.
3.	Type, material terms, and particulars of proposed transaction	Long Term Recurring Transactions for sale of auto components including sheet metal components, tools and dies, selling or otherwise disposing of, or buying/leasing plant & machinery or property of any kind, availing or rendering of any services at arm's length basis and in ordinary course of business.
4.	Tenure	From forthcoming Annual General Meeting for the Financial year 2024-25 till Annual General Meeting to be held for the Financial year 2025-26.
5.	Value of proposed Transaction	1,220 Crore.
6.	Transactions related to providing loan(s) / advance(s) / guarantee(s) or security(ies), if any	Not Applicable
7.	Percentage of the Company's annual consolidated turnover, for the financial year 2024-25, that is represented by the value of the transaction	53.27

8.	Valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction	Not Applicable
9.	Rationale / benefits of the transaction and why it is in the interests of the Company	The proposed RPTs will enable the Company to achieve its sales target and enable synergies. The resulting economies of scale would help to bring efficiency in operational parameters. Further, the proposed RPT's will be in the best interest of the members.
10.	Any other information relevant or important for the Members to take an informed decision	All relevant information forms part of the Explanatory Statement setting out material facts pursuant to Sections 102(1) and 110 of the Companies Act, 2013.

Note:

Hon'ble National Company Law Tribunal, Principal Bench (New Delhi) (NCLT) vide its order dated June 10, 2025, has approved first motion application of the scheme of amalgamation of Suzuki Motor Gujarat Private Limited, a wholly owned subsidiary (Transferor Company) into and with Maruti Suzuki India Limited (Transferee Company). Therefore, post amalgamation, if completed during the period of aforesaid approval (From forthcoming Annual General Meeting for the Financial year 2024-25 till Annual General Meeting to be held for the Financial year 2025-26), the remaining unutilized amount in the approved limit for this proposed related party transaction with Suzuki Motor Gujarat Private Limited will be clubbed with the approved value of proposed related party transaction with MSIL.

DETAILS OF MATERIAL RELATED PARTY TRANSACTIONS WITH NEEL METAL PRODUCTS LIMITED (NMPL)

S. NO.	PARTICULARS	DETAILS
1.	Name of the Related Party	Neel Metal Products Limited (NMPL)
2.	Nature of Relationship	Mr. Surendra Kumar Arya and Mr. Nishant Arya, directors of the Company, are also directors on the Board of NMPL. Further, Mr. Surendra Kumar Arya holds more than 2% Equity shares of NMPL
3.	Type, material terms, and particulars of proposed transaction	Long Term Recurring Transactions for purchase of metal coils, sheets, blanks, components, tools, spares and dies, selling or otherwise disposing of, or buying/leasing plant & machinery or property of any kind, availing or rendering of any services at arm's length basis and in ordinary course of business.
4.	Tenure	From forthcoming Annual General Meeting for the Financial year 2024-25 till Annual General Meeting to be held for the Financial year 2025-26.
5.	Value of proposed Transaction	1,920 Crore.
6.	Transactions related to providing loan(s) / advance(s) / guarantee(s) or security(ies), if any	Not Applicable
7.	Percentage of the Company's annual consolidated turnover, for the financial year 2024-25, that is represented by the value of the transaction	83.84
8.	Valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction	Not Applicable
9.	Rationale / benefits of the transaction and why it is in the interests of the Company	The proposed RPTs will help the Company in achieving its growth targets; enable synergies and economies of scale. Also, this would bring operational efficiencies. Further, the proposed RPT's will be in the best interest of the members.
10.	Any other information relevant or important for the Members to take an informed decision	All relevant information forms part of the Explanatory Statement setting out material facts pursuant to Sections 102(1) and 110 of the Companies Act, 2013

None of the Directors/Key Managerial Personnel (KMP) of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolutions from Item no. 5 to 7. Also, the Directors/KMPs and their relatives are not eligible to vote on

these items being related party transactions.

The members may note that in terms of the provisions of the Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution, whether the entity is a Related Party to the particular transaction or not.

The Board recommends the above resolution as **Ordinary Resolution** for approval by the Members.

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 Section 42, 62 and 71 of the Companies Act, 2013 by passing a Special Resolution at the 37th Annual General Meeting held on September 12, 2024. Further, as per the provisions of section 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 11, 2025. 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 August 01, 2025 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 Section 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, 2009, amended from time to time ("ICDR Regulations"). The Board of Directors/ Committee may adopt this mechanism, as prescribed under Chapter VIII of the ICDR Regulations in order to facilitate and meet capital expenditure needs of the existing / future projects of the Company, its subsidiaries and to meet any exigencies etc. without the need for fresh approval from the 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.

None of the Directors, Key Managerial Personnel and their relatives is, 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 the above resolution as Special Resolution for approval by the Members.

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

Date: August 01, 2025
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 No. 20/2020 dated 05/05/2020 read with Circular Nos. 02/2021 dated 13/01/2021; 19/2021 dated 08/12/2021; 21/2021 dated 14/12/2021; 02/2022 dated 05/05/2022; 10/2022 dated 28/12/2022; 09/2023 dated 25/09/2023 and subsequent Circular No. 09/2024 dated 19/09/2024 (collectively referred to as '**MCA Circulars**') has permitted the holding of the Annual General Meeting ('AGM') 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/2021/11, 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, 15/01/2021, 13/05/2022, 05/01/2023, 07/10/2023 and 03/10/2024 respectively ('**SEBI Circulars**'), have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

In compliance with the provisions of the Act, SEBI Listing Regulations and Secretarial Standards on General Meeting and MCA Circulars, the 38th Annual General Meeting of the Company is being held through VC/OAVM on **Wednesday, September 3, 2025 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, Gurgaon – 122 001.

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 Listing Regulations 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-A**.

3. In terms of the Circulars issued by the MCA and SEBI permitting the convening of the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue, the Company has appointed M/s KFin Technologies Private Limited to provide Video Conferencing facility for conducting the AGM. Since the Meeting to be held through Video Conferencing ("VC") or Other Audio Visual Means ("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. They are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at sunita.streamline@gmail.com with a copy marked to jbml.investor@jbmggroup.com

In terms of the aforesaid MCA Circulars, SEBI Circulars, the Company has sent the Annual Report and the Notice of AGM only in electronic form to the registered email addresses of the shareholders. Therefore, 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 RTA along with relevant documents at 179-180, Dsidc Shed, 3rd Floor Okhla Industrial Area, Phase-I, New Delhi-110020.

For any query/ clarification members may contact to Registrar and Transfer Agent at helpdeskdelhi@mcsregistrars.com

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

4. The Notice and Annual Report will also be available on the website of the Company www.jbmggroup.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 Kfintech (agency for providing the Remote e-Voting facility) at <https://evoting.kfintech.com>
5. 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.
6. 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.jbmggroup.com

7. 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@jbmgroupp.com at least a week in advance, so that relevant information may be made available on time.
8. SEBI, vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) 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 with effect from April 01, 2024, only upon furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.

9. Dividend

- a. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI Listing Regulations, the Register of Members and the Share Transfer books of the Company will remain closed from **Thursday, August 28, 2025 to Wednesday, September 3, 2025 (both days inclusive)** for the purpose of voting at 38th AGM of the Company and to determine the entitlement of the shareholders for final dividend for the financial year 2024-25, as may be approved by the Members at the meeting.
- b. Final Dividend for the financial year 2024-25, 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 27, 2025**. 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 bank details by submitting form ISR 1 along with requisite documents to RTA at 179-180, Dsidc Shed, 3rd Floor Okhla Industrial Area, Phase-I, New Delhi -110020.

10. Tax implication on Dividend

- a) Members be informed that in terms of the provisions of the Income Tax Act, 1961 ("the IT Act") as amended by the Finance Act, 2020, dividend paid or distributed by a Company on or after 1st April, 2020 is taxable in the hands of the Members. The Company is, therefore, required to deduct tax at source at the time of payment of dividend to the Members at the rates prescribed under the Income Tax Act, 1961 read with the Double Taxation Avoidance Agreements (wherever applicable). Please also note that the TDS would vary depending on the residential status, category of the Members, compliant / non-compliant status on the basis of filing of income tax return of the preceding two years, as per Section 206AB of the IT Act and is subject to provision of requisite declarations/ documents to the Company.
- b) For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid Permanent Account Number (PAN)	10%*
Members not having PAN / valid PAN	20%

*As per the Finance Act, 2021, Section 206AB has been inserted effective July 1, 2021, wherein higher rate of tax (twice the specified rate) would be applicable on payment made to a Members who is classified as 'Specified Person' as defined under the provisions of the aforesaid Section. Therefore, all Members should update/verify the PAN and the residential status as per IT Act, if not already done, with the depositories (in case of shares held in demat mode) and with the Company's Registrar and Transfer Agent (in case of shares held in physical mode).

'Specified Person' means a person who has not filed the income tax return for the previous year immediately prior to the financial year in which tax is required to be deducted, for which the time limit for filing the return of income under Section 139(1) of the Act has expired; and the aggregate of tax deducted at source ('TDS') and tax collected at source ('TCS') is Rs. 50,000 or more in that previous year. A Non-resident who does not have the permanent establishment in India is excluded from the scope of a Specified person.

Further as per Section 139AA of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid/inoperative and he shall be liable to all consequences under the Act and tax shall be deducted at higher rates as prescribed under the Act.

- c) However, no tax shall be deducted on the dividend payable to resident individual Members if the total dividend to be received by them during financial year 2025-26 does not exceed ₹ 10,000, and also in cases where Members provide Form 15G (applicable to resident individual below the age of 60 years) / Form 15H (Form 15H is applicable to resident individual Members aged 60 years or more) subject to conditions specified in the IT Act. Resident Members may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding of tax. PAN is mandatory for Members providing Form 15G / 15H or any other document as mentioned above. Please note that the Company is not obligated to consider the forms and the declarations submitted by Members while deducting tax at source. Deduction of tax at a rate lower than statutory rate or no deduction of tax shall depend upon the completeness of the documents and the satisfactory review of the forms and the documents, submitted by Members, by the Company.

- The following Resident Members will be eligible for NIL/lower rate of TDS upon providing the documents to the Corporation mentioned hereunder to the satisfaction of the Corporation.

Section	Category of Members	Applicable TDS rate	Documentation requirement
194	Insurance Companies	NIL	<ul style="list-style-type: none"> A self-declaration that they are covered by the second proviso to Section 194 of the Income-tax Act, 1961 and has full beneficial interest with respect to the shares owned by it; Self-attested copy of IRDAI registration certificate; and Self-attested copy of PAN
196	Mutual Funds specified under Section 10(23D)	NIL	<ul style="list-style-type: none"> A self-declaration that they are governed by the provisions of Section 10(23D) of the Income-tax Act, 1961; Self-attested copy of SEBI registration certificate; and Self-attested copy of PAN
196	Government, Reserve Bank of India (RBI), Specified Corporations established by or under Central Act whose income is exempt from tax	NIL	<ul style="list-style-type: none"> A self-declaration that they are governed by the provisions of Section 196 of the Income-tax Act, 1961 read with circular issued under Self-attested copy of relevant registry documents Self-attested copy of PAN
197(1F)	Alternative Investment Funds (AIF)	NIL	<ul style="list-style-type: none"> A self-declaration that the income of the AIF is exempt under Section 10(23FBA) of the Income-tax Act, 1961 and that they are governed as Category I or Category II AIF under the SEBI regulations; Self-attested copy of SEBI registration documents; and Self-attested copy of PAN
10 (44)	New Pension System (NPS) Trust	NIL	<ul style="list-style-type: none"> Self-declaration that it qualifies as NPS trust and income is eligible for exemption under Section 10(44) of the Act and being regulated by the provisions of the Indian Trusts Act, 1882 along with self-attested copy of the PAN card.

197	All resident members holding Lower Deduction Certificate or Nil Deduction Certificate	Rate specified in the lower deduction certificate issued by Income tax	<ul style="list-style-type: none"> Self-attested copy of certificate under section 197 of the Act Please note the TAN of the Corporation to be mentioned in the lower deduction certificate as MUMML13465E Self-attested copies of PAN
197A (1) and 197A(1A)	Resident individuals submitting Form 15G/ 15H	NIL	<ul style="list-style-type: none"> Declaration in Form No. 15G (applicable to any person other than a company or a firm) / Form 15H (applicable to an Individual who is 60 years and older), fulfilling certain conditions. Self-attested copy of PAN

Note: Application of NIL rate at the time of tax deduction / withholding on the dividend is subject to completeness and satisfactory review by the Corporation/RTA, of the documents submitted by such Member.

Transferring credit to the beneficial owner:

As per Rule 37BA, in cases where the dividend is received in the hands of one person but is assessable in the hands of other person, the tax may be deducted in the name of such other person if the first-mentioned person provides a declaration as prescribed in this regard. The aforesaid declaration shall contain (i) name, address, PAN, and residential status of the person to whom credit is to be given; (ii) payment in relation to which credit is to be given; and (iii) the reason for giving credit to such person. We request you to provide any such details well in advance.

- d) For non-resident members, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable.

However, as per Section 90 of the IT Act, non-resident members have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA), read with Multilateral Instrument (MLI) between India and the country of tax residence of the members, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident members will have to provide the following:

- Self-attested copy of the PAN card allotted by the Indian Income-tax authorities. In case, PAN is not available, the non-resident Member shall furnish (a) name, (b) email ID, (c) contact number, (d) address in residency country, (e) Tax Identification Number of the residency country
 - Self-attested copy of Tax Residency Certificate (TRC) (For F.Y. April 1, 2025 to March 31, 2026) obtained from the tax authorities of the country of which the Member is a resident
 - E-filed Form 10F (filed electronically on the Indian Income Tax web portal pursuant to Notification no. 03/2022 dated July 16, 2022) valid for the period April 2025 to March 2026
 - Self-declaration by Member of meeting treaty eligibility requirement and satisfying beneficial ownership requirement. (For F.Y. April 1, 2025 to March 31, 2026)
 - In case of Foreign Institutional Investors and Foreign Portfolio Investors copy of SEBI registration certificate
 - Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by the Members
- e) In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act at the rate of 20%** (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents, if applicable.
- f) Further, after receipt of any of the above declarations, if the Company on the basis of its independent assessment, finds any information that is contrary to the declarations received by it, the Company reserves right to rely on the results of its independent assessment and make a deduction of taxes at a higher rate as per applicable provisions of the IT Act.
- g) Members holding shares under multiple accounts under different residential status/ Members category and single PAN, may note that, higher of the tax rate as applicable to different residential status/ category, will be considered on their entire shareholding which is held under different accounts.
- h) Determination of tax rate is subject to necessary verification by the Company of the details of the Members as available with the Company / RTA as on the record date. In this respect, the Company reserves the right to independently verify the PAN number of the Members from the utility of National Securities Depository Ltd.

('NSDL') and if the same is found contrary to the PAN quoted/ provided, the Company will disregard the PAN and proceed as per the prevalent law.

- i) In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided/to be provided by the Members(s), such Members(s) will be responsible to indemnify the Company and also, provide the Company with all information/documents and cooperation in any appellate proceedings.
- j) In case tax on dividend is deducted at a higher rate in the absence of receipt of the aforementioned details / documents, you would still have the option of claiming refund of the excess tax paid at the time of filing your income tax return. No claim shall lie against the Company for such taxes deducted. Members will be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://www.incometax.gov.in/iec/foportal>. Members can also refer their AIS.

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.

11. During the Financial Year 2024-2025, the Company has transferred the unpaid or unclaimed dividends declared up to financial years 2016-17 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. 2017-18 and related Shares proposed to be transferred to IEPF by October 03, 2025.

Further, pursuant to the provisions of Section 124 of the Act read with the Rules, the Company had sent individually reminder notice to all concerned Members on June 30, 2025 reminding them to claim their shares and Notice is also published in the Newspapers on July 3, 2025.

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

12. **Updation of PAN, email address and other details:** SEBI, vide its Master Circular dated May 7, 2024 and subsequent 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.
13. In case of joint holders attending the meeting, only such joint holder who is first in order of names will be entitled to vote.
14. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to MCS Share Transfer Agent Limited, for consolidation into a single folio.
15. Non-Resident Indian Members are requested to inform MCS Share Transfer Agent Limited, immediately of:
- (a) Change in their residential status on return to India for permanent settlement.
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

16. 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 Listing Regulations (as amended), read with Circulars issued by the MCA and SEBI, from 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 38th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by KFin Technologies Private Limited (KFintech) 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, August 01, 2025**.

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 31, 2025 (09.00 a.m. IST) to Tuesday, September 02, 2025 (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 27, 2025** 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 purposed 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. 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 ("the Act")
- vii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual for Members available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact Mr. S. V. Raju, Deputy Vice President of KFin Technologies Private Limited or at einward.ris@kfintech.com and evoting@kfintech.com or call 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.
- viii. Ms. Sunita Mathur, Practicing Company Secretary, (Membership No. FCS 1743) has been appointed as the Scrutinizer for the e-voting process.

17. THE INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VIDEO CONFERENCE

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

Option1: Access to Depositories e-voting system in case of individual members holding shares in demat mode.

Option2: Access to KFIN e-voting system in case of members holding shares in physical and non-individual members in demat mode.

Option3: 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:

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. 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. URL: https://web.cdslindia.com/myeasi/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 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	2. User not registered for Easi/Easiest I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 I. URL: https://www.evoting.nsdl.com/ II. Click on the icon "Login" which is available under 'Shareholder/Member' section III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page V. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period	3. By visiting the e-Voting website of CDSL I. URL: 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 Shareholders 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 in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 or 1800 22 44 30 or 022- 4886 7000	Members facing any technical issue – CDSL Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43 or 1800-225-533
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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., KFINTECH 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:

- I. 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
- II. Initial Password is provided in the body of the email.
- III. Launch internet browser and type the URL: <https://emeetings.kfintech.com> in the address bar.
- IV. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No. /DP ID Client ID will be your User ID. However, if you are already registered with KFINTECH for e-voting, you can use your existing User ID and password for casting your votes.
- V. After entering the details appropriately, click on LOGIN.
- VI. 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.
- VII. You need to login again with the new credentials.

- VIII. On successful login, the system will prompt you to select the EVENT i.e. Jay Bharat Maruti Limited.
- IX. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- X. 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.
- XI. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- XII. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. 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 HYPERLINK "mailto: sunita.streamline@gmail.com" sunita.streamline@gmail.com with a copy marked to evoting@kfintech.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.
- XIII. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and evoting manual available at <https://evoting.kfintech.com> under help section or call on 1800 309 4001 (toll free).
- XIV. All grievances connected with the facility for voting by electronic means may be addressed to KFINTECH by emailing at evoting@kfintech.com or call 1800 309 4001 (Toll Free).
- XV. 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 1000 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 (members logins) attending the AGM 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 laptops 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 31, 2025 (09:00 A.M. IST)** to **Monday, September 1, 2025 (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 members continues to hold shares of the Company as on the cut-off date. Due to limitations of transmission and co-ordination during the Q&A session, the Company may dispense with the speaker registration during the AGM 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.
- 18. 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@jbmggroup.com or Registrar & Share Transfer Agent at admin@mcsregistrars.com or KFintech at evoting@kfintech.com
 - b) In case shares are held in demat mode, Members may obtain the login ID and password by sending scanned copy of:
 - i. a signed request letter mentioning name, DP ID-Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID).
 - ii. self-attested scanned copy of client master or consolidated demat account statement.
 - iii. self-attested scanned copy of the PAN card to the email address of RTA at admin@mcsregistrars.com or to KFintech at evoting@kfintech.com
19. The result declared along with the consolidated report of Scrutinizer shall be placed on the Company's website www.jbmggroup.com and also communicated to National Stock Exchange of India Limited, BSE Limited and Calcutta Stock Exchange where the shares of the Company are listed, not later than 2 working days from the conclusion of the AGM.
20. 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.
21. 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>
22. The recorded transcript of the forthcoming AGM to be held on **Wednesday, September 3, 2025**, shall be maintained by the Company and also be made available on the website of the Company www.jbmggroup.com at the earliest possibility after conclusion of the Meeting.
23. 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" <https://evoting.kfintech.com/common/passwordoptions.aspx> and enter Folio No. or DP ID Client ID and PAN to generate a password.
- c. In case of any query and/or grievance, in respect of voting by electronic means, members may refer to the Help & Frequently Asked Questions (FAQs) and e-Voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact Mr. SV Raju at evoting@kfintech.com or call KFin's toll free No. 1800 3094 001 for any further clarifications or may also write to KFin at inward.ris@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

Date: August 01, 2025
Place: Gurugram

By Order of the Board of Directors
For Jay Bharat Maruti Limited
Shubha Singh
Company Secretary and Compliance Officer
ACS No. A16735

INFORMATION IN TERMS OF REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 READ WITH REVISED SECRETARIAL STANDARD-2 ISSUED BY ICSI FOR THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT IS GIVEN BELOW:

Sl. No.	Particulars	Mr. Surendra Kumar Arya
1.	DIN	00004626
2.	Date of Birth	10.11.1957 / 67 years
3.	Date of first appointment on the Board	19.03.1987
4.	Qualifications	Graduated in Science from Bombay University
5.	Brief Resume/ Nature of Expertise/Skills and capabilities	Mr. Surendra Kumar Arya, Chairman and Non-Executive Director, is having experience of more than 39 years' in Automobile and Engineering industry and also has dynamic business & leadership skills. A visionary businessman, Mr. Arya has consistently emphasized on training, development and teamwork for cohesive work atmosphere resulting in overall excellence.
6.	Terms and Conditions of Re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Surendra Kumar Arya is a Non- Executive Director and liable to retire by rotation at forthcoming Annual General Meeting
7.	Remuneration paid/last drawn for financial year 2024-25	Please refer Corporate Governance Report
8.	Remuneration proposed to be paid	Mr. Surendra Kumar Arya will be paid remuneration by way of Sitting fee for attending the meeting
9.	Directorship held in other Listed Companies	JBM Auto Limited
10.	Membership / Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholders' Relationship Committee).	JBM Auto Limited Nomination and Remuneration Committee - Member Stakeholders' Relationship Committee – Chairman Jay Bharat Maruti Limited Stakeholders' Relationship Committee – Member
11.	Listed Companies from which Director has resigned in the past 3 years.	Not Applicable
12.	Number of Meetings of the Board attended during the financial year 2024-25.	4 of 4
13.	Number of Shares held in the Company including shareholding as a beneficial owner.	8,86,750 Equity Shares
14.	Relationship between Directors inter-se	Mr. Arya is father of Mr. Nishant Arya, Non-Executive Director

Mr. Surendra Kumar Arya is not debarred from holding the office of Director pursuant to any order issued by the Securities and Exchange Board of India (SEBI) or any other authority. The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval of the Members.

Date: August 01, 2025
Place: Gurugram

By Order of the Board of Directors
For Jay Bharat Maruti Limited
Shubha Singh
Company Secretary and Compliance Officer
ACS No. A16735