

JBM Auto Limited
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NOTICE OF TWENTY FIFTH (25TH) ANNUAL GENERAL MEETING

NOTICE is hereby given that the 25th Annual General Meeting ("AGM") of the members of JBM Auto Limited will be held on Thursday, 30th September, 2021 at 11:30 A.M. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Audited IND AS Financial Statements (Standalone & Consolidated) of the Company for the financial year ended 31st March, 2021 together with the reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolutions as Ordinary Resolutions:

(a) "RESOLVED THAT the Audited IND AS Standalone Financial Statements of the Company for the financial year ended 31st March, 2021 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted".

(b) "RESOLVED THAT the Audited IND AS Consolidated Financial Statements of the Company for the financial year ended 31st March, 2021 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted".

2. To declare dividend on equity shares and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT a dividend @ 30% i.e. Rs. 1.50 per equity share (on fully paid-up equity share of Rs. 5 each) of the Company be and is hereby declared for the financial year ended 31st March, 2021 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended 31st March, 2021".

3. Appointment of a Director retiring by rotation and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Nishant Arya (DIN: 00004954) who retires by rotation at this meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation".

Special Business:

4. To appoint Mr. Jagdish Saksena Deepak, as an Independent Director of the Company for a period of five (5) years

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] read with Schedule IV of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Mr. Jagdish Saksena Deepak (DIN: 02194470), who was appointed as an Additional Director of the Company by the Board of Directors on the recommendation of Nomination and Remuneration Committee with effect from 23rd June, 2021 in terms of Section 161(1) of the Act and Articles of Association of the Company and whose term of office expires at this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of five (5) consecutive years with effect from 23rd June, 2021 to 22nd June, 2026.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution and to authorise any of the directors and/ or key managerial personnel and/ or officers of the Company to take necessary actions on behalf of the Company in that regard.”

5. To appoint Mr. Nishant Arya as Managing Director (Key Managerial Personnel) designated as Vice-Chairman and Managing Director of the Company for a period of three (3) years w.e.f. 18th May, 2021 and to fix his remuneration

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 (‘the Act’) and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Nishant Arya (DIN: 00004954) as Managing Director (Key Managerial Personnel) designated as Vice-Chairman and Managing Director of the Company, liable to retire by rotation, for a period of three (3) years w.e.f. 18th May, 2021 on the terms & conditions as set out below with liberty and authority to the Board of Directors (which expression shall include a committee thereof) to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Companies Act, 2013 or any amendments thereto or any re-enactment thereof as may be agreed to between the Board of Directors and Mr. Nishant Arya:

(a) Basic Salary: Rs. 20,00,000 (Rupees Twenty Lacs only) per month in the scale of 20,00,000 - 3,00,000 - 30,00,000 with authority to the Board (which expression shall include a committee thereof) to revise his salary from time to time. The annual increments will be on merit based and after taking into account the Company’s performance.

(b) Perquisites & Allowances: In addition to the basic salary, Mr. Nishant Arya shall be entitled to perquisites and allowances like furnished accommodation (including gas, water, electricity etc.), payment of House Rent Allowance, furnishing allowance, House maintenance allowance/ reimbursement, Living allowance, special allowance reimbursement/ allowance for domestic help/ servant(s), Child education allowance/ reimbursement, Medical allowance/ reimbursement (whether incurred in India or abroad) Accident/ Medical insurance, Leave travel expenses/ or allowance for self, spouse, dependent children and dependent parents, club fee, or any other allowance by whatever name called and any other permitted perquisite. However, the aggregate value of these allowances/ perquisites shall be restricted to an amount equivalent to 200% of the basic salary per month.

Apart from the above, he shall also be entitled to the followings, which shall not be included in the computation of perquisites for the purpose of calculating the said ceiling of perquisites:

- i. Company’s chauffeur driven car(s) for the business of the Company;
- ii. Telephone facility including mobile phones for the business of the Company;
- iii. One month’s leave with full salary for every 11 months of service;
- iv. Reimbursement of entertainment/ travelling/ hotel and other expenses actually and properly incurred for the business of the Company;
- v. Company’s contribution to Provident Fund, Superannuation Fund or Annuity Fund as per rules of the Company;
- vi. Gratuity payable at the rate not exceeding half a month’s salary for each completed year of service in the Company; and
- vii. Encashment of leave at the end of the tenure.

(c) Commission: In addition to basic salary and perquisites/ allowances as above, he shall be entitled to commission not exceeding @ 3% of the Net Profits of the Company calculated in accordance with Section 198 or any amendment thereto of the Companies Act, 2013 in a particular financial year as may be determined/ approved by the Board of Directors.

RESOLVED FURTHER THAT the overall remuneration payable to Mr. Nishant Arya shall not exceed the maximum permissible limits as prescribed under the Companies Act, 2013.

RESOLVED FURTHER THAT the perquisites and allowances shall be evaluated as per the provisions of the Income Tax Rules in force from time to time, wherever applicable. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

RESOLVED FURTHER THAT in case of inadequacy of profits or no profits in the Company in any financial year, Mr. Nishant Arya shall be paid the remuneration as aforesaid including such amount of commission, as may be decided by the Board of Directors as minimum remuneration and in addition thereto, he shall be entitled to the following perquisites (not to be included in the computation of the ceiling of the minimum remuneration):

- a. Company's contribution to Provident Fund, Superannuation Fund, Annuity Fund to the extent these singly or put together are not taxable under the Income Tax Act, 1961.
- b. Gratuity payable at the rate not exceeding half-month's salary for each completed year of service in the Company.
- c. Encashment of leave at the end of the tenure.

RESOLVED FURTHER THAT Mr. Nishant Arya shall not be entitled to any sitting fee for attending meetings of the Board and/ or Committee(s) thereof.

RESOLVED FURTHER THAT any one Director or Mr. Vivek Gupta, Chief Financial Officer & Company Secretary of the Company be and are hereby severally authorized to take such steps as may be necessary, desirable or expedient to give effect to this resolution including filing of e-form(s)/ return(s) etc. with the Registrar of Companies, NCT of Delhi & Haryana.

6. To re-appoint Mr. Sandip Sanyal as Whole-time Director and to be designated as "Executive Director" for a period of two (2) years

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

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 ('the Act') and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, [including any statutory modification(s) or re-enactment thereof, for the time being in force] and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Sandip Sanyal (DIN: 07186909) as a Whole-time Director and designated as the 'Executive Director' under the category of Key Managerial Personnel (KMP) of the Company for a further period of two (2) years w.e.f. 18th May, 2021 on the terms & conditions as set out below with liberty and authority to the Board of Directors (which expression shall include a committee thereof) to alter and vary the terms and conditions of the said re-appointment from time to time within the scope of Schedule V of the Companies Act, 2013 or any amendments thereto or any re-enactment thereof as may be agreed to between the Board of Directors and Mr. Sandip Sanyal:

- a. Basic Salary: Rs. 2,38,000 (Rupees Two Lacs and Thirty Eight Thousand Only) per month.
- b. Perquisites & Allowances: In addition to the basic salary, Mr. Sandip Sanyal shall be entitled to Perquisites like Furnished Accommodation (including gas, water, electricity etc.) or payment of House Rent Allowance, Allowance/ Reimbursement for hard furnishing, house maintenance allowance/ Reimbursement, Allowance/ Reimbursement of domestic help/ servant(s), Child Education Allowance/ Reimbursement, Medical Allowance/ Reimbursement, Accident/ Medical Insurance, Leave Travel Expenses/ Allowances for self, spouse, dependent children and dependent parents, club fees or any other permissible perquisites. The aggregate value of these perquisites shall be maximum to an amount equivalent to 250% of the basic salary per month.
- c. Apart from the above, Mr. Sandip Sanyal will also be entitled to Reimbursement of Entertainment/ Travelling/ Hotel/ other expenses incurred for the business of the Company on actual basis.

RESOLVED FURTHER THAT in case of inadequacy of profit or no profits in any financial year, the Company shall pay to Mr. Sandip Sanyal, in respect of such financial year, remuneration by way of salary, allowances, perquisites and other benefits as the Board of Directors/ Committee of the Board may deem fit, subject to the limits prescribed herein and in Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Sandip Sanyal shall not be entitled to any sitting fee for attending meetings of the Board and/ or Committee(s) thereof.

RESOLVED FURTHER THAT the appointment of Mr. Sandip Sanyal shall not be subject to retirement by rotation while holding the office of Whole-time Director.

RESOLVED FURTHER THAT any one Director or Mr. Vivek Gupta, Chief Financial Officer & Company Secretary of the Company be and are hereby severally authorized to take such steps as may be necessary, desirable or expedient to give effect to this resolution including filing of e-form(s)/ return(s) with the Registrar of Companies, NCT of Delhi & Haryana."

7. Ratification of remuneration of Cost Auditors for the Financial Year 2021-22

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

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 2,50,000 (Rupees Two Lacs Fifty Thousand only) plus applicable tax and out of pocket expenses payable to M/s. Jitender, Navneet & Co., (FRN 000119), who were appointed by the Board of Directors, as Cost Auditors of the Company to conduct cost audits relating to cost records of the Company for the Financial Year 2021-22.

RESOLVED FURTHER THAT any one Director or Mr. Vivek Gupta, Chief Financial Officer & Company Secretary of the Company, be and are hereby severally authorized to take such steps as may be necessary, desirable or expedient to give effect to this resolution including filing of e-form(s)/ return(s) etc. with the Registrar of Companies, NCT of Delhi & Haryana."

8. To consider and approve the issue of Securities

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

"RESOLVED THAT pursuant to the provisions of Sections 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 [including any statutory modification(s) or re-enactment thereof, for the time being in force] and other applicable rules there under ("the Companies Act") and subject to and in accordance with any other applicable law or regulation, in India or outside India, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital & Disclosures Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") [including any statutory modification(s) or re-enactment thereof, for the time being in force], Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the 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), the 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, 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. 500 Crore (Rupees Five Hundred 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 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 of the SEBI ICDR Regulations, provided that the Board may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on such price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations.

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

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

RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

(a) The Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and

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

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to the applicable laws, rules, regulations and guidelines and subject to the approvals, consents and permissions, if any, of any governmental body,

authority or regulatory institution including any conditions as may be prescribed in granting such approvals, consents or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed.

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

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

RESOLVED FURTHER THAT the Board or any Committee thereof be and is hereby authorized to engage/ appoint the lead managers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agent, trustees, bankers, advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, 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 or directors or any other officer or officers of the Company to give effect to the aforesaid resolutions”.

9. To fix the borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013

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

“RESOLVED THAT in supersession of the earlier resolution passed through postal ballot on 12th January, 2015 and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time [including any statutory modification(s) or re-enactment thereof, for the time being in force], consent of Company be and is hereby accorded to the Board of Directors (including any committee thereof) to borrow any sum or sums of monies from time to time or at any time from Company’s Bankers and/ or from any one or more other persons, firms, bodies corporates or financial institutions whether by way of discounting or otherwise and whether secured by charges, mortgages, hypothecations, lien, pledge, lease or any kind of charge(s) on the assets and properties of Company/ Subsidiary Company/ies/ Associate Company/ies, wheresoever situated, whether movable or stock-in-trade (including raw materials, stores, spare parts and components in stock or in transit) and work-in-progress and all or any of the undertakings of the Company/ Subsidiary Company/ies/ Associate Company/ies notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business may

exceed the aggregate of the paid-up share capital of the Company, free reserves and securities premium that is to say, reserves not set apart for any specific purpose but, so however, that the total amount up to which the monies may be borrowed by the Board of Directors (including any committee thereof) and outstanding at any time shall not exceed the sum of Rs. 1,300 Crores (Rupees One Thousand Three Hundred Crore only).

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors (including any committee thereof) be and are hereby further authorized to execute such agreements, undertakings and other documents and containing such conditions as the Board of Directors may think fit.

RESOLVED FURTHER THAT any one Director or Mr. Vivek Gupta, Chief Financial Officer & Company Secretary be and are hereby severally authorized to finalise, settle and execute all documents/ deeds/ agreements as may be required, and generally to take all other necessary steps and to do all acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient, proper or desirable including filing of e-form(s)/ return(s) with the Registrar of Companies, NCT of Delhi & Haryana."

10. To give authorization to the Board of Directors or any Committee thereof to create Mortgage and/ or Charge on all or any of the movable and/ or immovable properties of the Company both present and future under Section 180(1)(a) of the Companies Act, 2013

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

"RESOLVED THAT in supersession of the earlier resolution passed through postal ballot on 12th January, 2015 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent 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 thereof) to create such charges, pledge, mortgages, hypothecations, lien, pledge, lease or any other kind of charge(s) in addition to the existing charges, pledge, mortgages, hypothecations, lien, pledge, lease, etc., on such movable and immovable properties, wheresoever situated, both present and future, of the Company in such manner as the Board may deem fit, including to give any corporate guarantee in favour of the financial institutions, banks, lenders, Agents and other other persons/ body corporates to secure the borrowing(s) availed/ to be availed by the Company/ Subsidiary Company/ies/ Associate Company/ies/ Group Company/ies by way of loan(s)/ advance (in Indian Rupee and/ or in foreign currency) and/ or by way of securities (comprising partly/fully convertible debentures and/ or non-convertible debentures with or without detachable or non-detachable warrant, and/ or secured premium notes and/ or floating rate notes/ bonds or other debt instruments) issued/ to be issued by Company/ Subsidiary Company/ies/ Associate Company/ies/ Group Company/ies from time to time, provided that, the total borrowing(s) by Company/ Subsidiary Company/ies/ Associate Company/ies/ Group Company/ies together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges and all other monies payable in respect of the said borrowing(s) for which the charge to be created on the movable and/ on immovable properties of the Company or corporate guarantee is to be given etc. shall not, at any time exceed Rs. 2,000 Crores (Rupees Two Thousand Crore Only) or the aggregate of the paid-up capital, free reserves and security premium of the Company, that is to say, reserves not set apart for any specific purpose at the relevant time, whichever is higher.

RESOLVED FURTHER THAT any one Director or Mr. Vivek Gupta, Chief Financial Officer & Company Secretary of the Company be and are hereby severally authorized to finalise, settle and execute all documents/ deeds/ agreements as may be required, and generally to take all other necessary steps and to do all acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient, proper or desirable, and to settle any question, difficulty or doubt that may arise in regard to the creation of the aforesaid mortgages, charges, or otherwise considered by the Board of Directors to be in the best interest of Company and including filing of e-form(s)/ return(s) with the Registrar of Companies, NCT of Delhi & Haryana."

11. To approve the transactions with related parties pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

"RESOLVED THAT pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("Listing Regulations") and other applicable provisions, if any, of the Listing Regulations, the Companies Act, 2013 and rules made thereunder, [including statutory modification(s) or re-enactment thereof for the time being in force], such other approvals as may be required, consent of the members be and is hereby

accorded to enter into material related party transaction(s) relating to sale, purchase and supply of batteries for EV Buses and job work etc. or transaction of whatever nature at arm's length basis and in the ordinary course of business for a period of five (5) years with effect from 1st April, 2021 up to 31st March, 2026 with respective parties and maximum amount per annum, as mentioned herein below:

Rupees in crores				
S. No.	Name of related party	Relationship	Nature of transaction	Expected Annual Value of transaction during the period of 5 (Five) years
1.	JBM Green Energy Systems Private Limited	Related Party as per section 2(76) of Companies Act 2013	Sale, purchase and supply of batteries for EV Buses and job work etc. or transaction of whatever nature at arm's length basis and in the ordinary course of business.	2,000

RESOLVED FURTHER THAT the Board of Directors (the "Board") and/or any Committee thereof be and is hereby authorized to negotiate and finalize other terms & conditions and to do all such acts, things or deeds and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary and/or expedient to giving effect to the above resolution."

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

**Place: Gurugram (Haryana)
Date: 11th August, 2021**

**Sd/-
Vivek Gupta
Chief Financial Officer
& Company Secretary
M. No. F7918**

NOTES:

1. In view of the COVID-19 pandemic, social distancing norm to be followed and pursuant to the Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021 issued by the Ministry of Corporate Affairs and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 issued by the Securities and Exchange Board of India ("SEBI") (hereinafter collectively referred to as "the Circulars"), Companies are allowed to hold Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of Members at a common venue.
2. In compliance with applicable provisions of the Companies Act, 2013 read with aforesaid circulars, the 25th AGM of the Company being conducted through Video Conferencing (VC) hereinafter called as "e-AGM". Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. **e-AGM:** The Company has appointed KFin Technologies Private Limited, to provide Video Conferencing facility for the AGM and the attendant enablers for conducting of the e-AGM.
4. Corporate Members are required to access the link <http://evoting.kfintech.com> and upload a certified copy of the Board resolution authorizing their representative to attend the AGM through VC and vote on their behalf. Institutional investors are encouraged to attend and vote at the meeting through VC.
5. In line with Circulars, the Notice of 25th AGM and Annual Report for the Financial Year 2020-21 are being sent only by electronic mode to those Members whose email address was registered with the Company/ Depositories. Members may please note that this Notice and Annual Report will also available at the Company's website: www.jbmgroup.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Ltd. at www.bseindia.com and www.nseindia.com respectively and on the website of KFin Technologies Private Limited at <http://evoting.kfintech.com>.
6. Members who have still not registered their email IDs are requested to do so at the earliest. Members holding shares in electronic mode can get their email IDs registered by contacting their respective Depository Participant. Members holding shares in physical mode are requested to register their email IDs with the Company by sending an email to Compliance Officer of the Company at jbma.investor@jbmgroupp.com and/or by sending a request to MCS Share Transfer Agent Ltd, Registrar and Share Transfer Agent ('RTA') through email at helpdeskdelhi@mcsregistrars.com or contact at +91 11 41406149, for receiving the Notice and Annual Report.
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 jbma.investor@jbmgroupp.com at least a week in advance, so that relevant information may be made available, if the Company permits such information to be furnished.
8. An Explanatory Statement pursuant to Section 102(1) of the Act, in respect of special businesses to be transacted at the AGM, as set out under item nos. 4 to 11 above and the relevant details of the Director seeking appointment/ re-appointment under item nos. 3, 4, 5 and 6 above as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and as required under Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are given in note no. 27 to the notice.
9. (a) The Register of Members and Share Transfer Books will remain closed from **24th September, 2021 to 30th September, 2021**, (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the ensuing AGM.
(b) The dividend on Equity Shares, if declared at the Meeting, will be paid within a period of 30 days from the date of declaration, to those members, whose names appear in the Register of Members on close of business hours on **23rd September, 2021**. The dividend is Rs. 1.50 per equity share.

10. (a) As you may be aware that in terms of the provisions of the Income Tax Act, 1961 ("the IT Act") as amended by the Finance Act, 2020, dividend paid or distributed by a Company on or after 1st April, 2020 is taxable in the hands of the Members. The Company is, therefore, required to deduct tax at source at the time of payment of dividend to the Members. Please also note that the tax rate would vary depending on the residential status, category of the member, 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(s) of requisite declarations/ documents to the Company.
- (b) TDS would not apply if the aggregate of total dividend distributed to them by the Company during FY 2021-22 does not exceed Rs. 5,000/-. Further, Tax at source will not be deducted where a member provides Form 15G (applicable to Individual in case of dividend) / Form 15H (applicable to an individual above the age of 60 years), provided that the eligibility conditions are being met. You are requested to submit such document(s), if any, to the Company for your respective category on or before 14th September, 2021, in order to comply with the applicable TDS provisions.
- (c) 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.
- (d) Members holding shares under multiple accounts under different residential status/ member category and single PAN, may note that, higher of the tax rate as applicable to different residential status/ category, will be considered on their entire shareholding which is held under different accounts.
- (e) Determination of tax rate is subject to necessary verification by the Company of the details of the member as available with the Company / RTA as on the record date. In this respect, the Company reserves the right to independently verify the PAN number of the member from the utility of National Securities Depository Ltd. ('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.
- (f) 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 member(s), such member(s) will be responsible to indemnify the Company and also, provide the Company with all information/ documents and co-operation in any appellate proceedings.
- (g) 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.
- (h) 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/>
- (i) 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. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, MCS Share Transfer Agent Limited ("MCS") cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be informed only to the Depository Participant by the members.
12. Equity shareholders holding shares in physical form are requested to update their bank details with the Company/ Registrars and Share Transfer Agent. Shareholders who have not updated their bank account details, dividend warrants/ demand drafts/ cheques will be sent out to their registered addresses. To avoid delay in receiving the dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent (RTA) (where shares are held in physical mode) to receive the dividend directly into their bank account on the payout date.

13. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2012-13 to the Investor Education and Protection Fund established by the Central Government. Pursuant to the provisions of Section 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and amendments thereof, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 12th December, 2020 (date of last Annual General Meeting) on the website of the Company at www.jbmgroup.com.
14. **Update of PAN, email address and other details:** Members holding shares in dematerialized mode, are requested to update their records such as tax residential status, permanent account number (PAN), registered email addresses, mobile numbers and other details with their relevant Depositories through their Depository Participants. Members holding shares in physical mode are requested to furnish details to the Company's Registrar and Share Transfer Agent. The Company is obligated to deduct tax at source (TDS) based on the records available with RTA and no request will be entertained for revision of TDS return.
15. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in electronic/ demat form may file nomination in the prescribed Form SH-13 (in duplicate) with the respective Depository Participant and in respect of shares held in physical form, the nomination form may be filed with RTA.
16. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
17. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to MCS Share Transfer Agent Limited, for consolidation into a single folio.
18. Non-Resident Indian members are requested to inform MCS Share Transfer Agent Limited, immediately of:
 - a. Change in their residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
19. **Information and other instructions relating to remote 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 Obligations & Disclosure Requirements) Regulations, 2015 (as amended), 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 25th 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. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or e-voting at the Meeting.
 - 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. The e-voting portal will be open for voting from **Monday, 27th September, 2021 (9.00 a.m. IST) to Wednesday, 29th September, 2021 (5.00 p.m. IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on 23th September, 2021, may cast their vote electronically. The e-voting module shall be disabled by KFintech for voting thereafter.
 - iv. Only those shareholders, who are present in the e-AGM and have not casted 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.

NSDL	CDSL
<p>1. User already registered for IDeAS facility: 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.</p>	<p>1. Existing user who have opted for Easi / Easiest 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.</p>
<p>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.</p>	<p>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.</p>
<p>3. User not registered for IDeAS e-Services I. To register click on link : https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp II Proceed with completing the required fields.</p>	<p>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.</p>
<p>4. 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.</p>	

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 - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30	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.

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

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

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 Kfintech 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://evoting.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. JBM Auto 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. together with attested specimen signature of the duly authorised signatory (ies) who is/are authorised to vote, to the Scrutinizer through email at dshukla.fcs1@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'Corporate Name_EVENT No.

- XIII. In case you have any queries or issues regarding remote 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 or send an email to 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 KFintech. Members may access the same at <https://emeetings.kfintech.com> by using the evoting login credentials provided in the email received from the Company/ KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned above.
- 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 shareholders on first-come-first serve basis.
- d. No restrictions on account of first-come-first-served basis entry into AGM will be applicable to large Shareholders (Shareholders 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 from 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 e-voting at the AGM. If a member casts votes by both modes, then voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- j. Institutional Members are encouraged to attend and vote at the AGM through VC/ OAVM.
- k. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker at <https://emeetings.kfintech.com/> and click on "Speaker Registration" by mentioning the demat account number/ folio number, city, email id, mobile number and submit. The speaker registration shall commence from **27th September, 2021 (9:00 a.m. IST) to 28th September, 2021 (5:00 p.m. IST)**. Those Members who have registered themselves as a speaker will only 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 of 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.

- I. 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.
21. The facility for voting through electronic voting system will also be made available at the Meeting ("Vote") and members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM is the same person mentioned for remote e-voting. Facility to cast vote through e-voting at AGM will be made available on the Video Conferencing screen and will be activated once the e-voting is announced at the Meeting.
22. The result declared along with the Scrutinizer's Report 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 two (2) working days of the conclusion of the AGM.
23. The resolutions proposed 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.
24. 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>.
25. The recorded transcript of the forthcoming AGM shall be maintained by the Company and also be made available on the website of the Company. www.jbmgroup.com, at the earliest soon after the conclusion of the Meeting.
26. Since the AGM will be held through VC/ OAVM, the Route Map is not annexed to this Notice.
27. Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a brief profile and other details of Director eligible for appointment/ re-appointment vide item nos. 3, 4, 5 and 6 are as follows:

Sr No.	Particulars	Details		
1.	Name	Mr. Jagdish Saksena Deepak	Mr. Nishant Arya	Mr. Sandip Sanyal
2.	DIN	02194470	00004954	07186909
3.	Date of Birth	16.07.1958	01.11.1986	10.04.1951
4.	Date of appointment	23.06.2021	30.07.2009	18.05.2015
5.	Qualifications	IAS (Retired) and MBA from Indian Institute of Management (IIM), Ahmedabad	Graduate in business administration from the Bradford University, UK and completed a course in Business Development & Strategy from London School of Economic	B. Tech (IIT Kharagpur) and PGDBM Jamshedpur
6.	Experience in specific functional areas	Having vast and rich experience in the areas of commerce, international trade, telecommunication, electronics and information technology.	Having experience in renewables including electric vehicles and have an expanded experience in Development of R&D and Innovation.	Having vast and rich experience in developing business strategy and leading sustainable & profitable growth of various organizations he has been associated with. Amongst his previous stints, he has to his credit some of the biggest names in the Indian and global automotive industry like Ford, Maruti Suzuki, TATA Motors.
7.	Directorship held in other listed entities	Nil	Jay Bharat Maruti Limited	Nil

8.	Membership/ Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholders' Relationship Committee)	Nil	Audit Committee: 1. Jay Bharat Maruti Limited - Member Stakeholder Relationship Committee: 1. JBM Auto Limited – Member	Nil
9.	Names of listed entities from which the Director has resigned in the past three years	Nil	Nil	Nil
10.	Number of Shares held in the Company	Nil	3,39,400	Nil
11.	In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The necessary skills and capabilities required for the role is been possessed by the Director	Not Applicable	Not Applicable
12.	Terms and conditions of re- appointment	Appointed as Independent Director w.e.f. 23rd June, 2021. Not liable to retire by rotation	Appointed as Managing Director designated as Vice-Chairman and Managing Director w.e.f. 18th May, 2021 subject to liable to retire by rotation at every AGM	Re-appointed as Whole-time Director designated as Executive Director w.e.f. as 09th February, 2021, not liable to retire by rotation.
13.	Last Drawn Remuneration incl. Sitting Fees for Board & Committee(s) Meetings (2020-21)	Not Applicable	Rs. 1.40 lacs (Sitting Fees)	Rs. 71.71 lacs (Salary)
14.	Number of Board Meetings attended during the year	Not Applicable	4 out of 4	4 out of 4
15.	Relationship with any Director(s) of the Company	Not Applicable	Son of Mr. Surendra Kumar Arya	NA

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

**Sd/-
Vivek Gupta
Chief Financial Officer
& Company Secretary
M. No. F7918**

**Place: Gurugram (Haryana)
Date: 11th August, 2021**

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

The following statements sets out all material facts relating to the Special Businesses mentioned in Item Nos. 4 to 11 of the accompanying notice:

ITEM NO. 4

Appointment of Mr. Jagdish Saksena Deepak, as an Independent Director of the Company for a period of Five (5) years

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors has approved the appointment of Mr. Jagdish Saksena Deepak (DIN: 02194470) as an Additional Director (Independent Non-Executive Director) of the Company with effect from 23rd June, 2021 for a term of five (5) consecutive years with effect from 23rd June, 2021 to 22nd June, 2026 under Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and Articles of Association of the Company.

The appointment of Mr. Jagdish Saksena Deepak is subject to the approval of the members. The Company has received a notice from a member proposing Mr. Jagdish Saksena Deepak as a candidate for the office of Director of the Company and his appointment is subject to the approval of the members by special resolution.

Brief Profile:

Mr. Jagdish Saksena Deepak is a person of high standing, good repute and have long and rich experience of working with Government of India and State Government (Uttar Pradesh) in various capacities mainly in the areas of commerce, international trade, telecommunication, electronics and information technology.

He worked as Ambassador of India to the World Trade Organization (WTO) at Geneva for 3 years up to May 2020. He also articulated the Indian position on e-commerce and investment. He also worked as Secretary/ Joint Secretary, Telecom, Government of India for more than 3 years and designed and conducted the first 3G/ 4G spectrum auctions in 2010.

He has also served as Director General Trade Remedies (DGTR) and has been a member of the Governing Body of the Indian Institute of Foreign Trade (IIFT) and Central Governing Council of the Institute of Chartered Accountants of India (ICAI) for over 5 years.

He was also District Magistrate, Varanasi in 1996-97 and Commissioner Faizabad and Meerut.

His induction on the Board will support in broadening the overall expertise of the Board and his contribution in the strategic and business diversification areas will be immensely beneficial to the Company.

Mr. Jagdish Saksena Deepak does not hold any shares in the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

A copy of draft letter of appointment of Mr. Jagdish Saksena as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

The Board of Directors of the Company recommend the Resolution as set out at Item No. 4 of the accompanying notice for approval of the members by way of a special resolution.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise in the said resolution except Mr. Jagdish Saksena Deepak himself.

ITEM NO. 5

Appointment of Mr. Nishant Arya as a Managing Director (Key Managerial Personnel) designated as Vice-Chairman and Managing Director of the Company for a period of three (3) years w.e.f. 18th May, 2021 and to fix his remuneration

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors has appointed Mr. Nishant Arya (DIN: 00004954) as a Managing Director (Key Managerial Personnel) designated as Vice-Chairman and Managing Director of the Company under Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and Articles of Association of the Company for a term of three (3) consecutive year with effect from 18th May, 2021 till 17th May, 2024.

The appointment of Mr. Nishant Arya is subject to the approval of the members by special resolution.

Brief Profile:

The Nomination and Remuneration Committee of the Company in its meeting held on 18th May, 2021 has recommended the appointment of Mr. Nishant Arya as a Managing Director (Key Managerial Personnel) designated as Vice-Chairman and Managing Director of the Company for a period of three (3) consecutive years w.e.f. 18th May, 2021, subject to the approval of members in the Annual General Meeting. The Nomination and Remuneration Committee has also approved the terms and conditions of the appointment of Mr. Nishant Arya.

Mr. Nishant Arya is son of Mr. Surendra Kumar Arya. He Graduated in Business Administration from Bradford University, U.K. and completed a course in Business development and strategy from the London School of Economics. Mr. Nishant Arya spearheaded the JBM Group initiative of diversification into Bus manufacturing, Renewables including electric vehicles and have an expanded experience in Development of R&D and Innovation.

In compliance of the provisions of Sections 196, 197, 198, 203, Schedule V and all other applicable provisions of the Companies Act, 2013, the appointment of Mr. Nishant Arya as a Managing Director (Key Managerial Personnel) designated as Vice-Chairman and Managing Director of the Company on the terms and conditions as mentioned in item No. 5 of the accompanying notice is being placed for your approval by way of a Special Resolution.

The above may also be treated as an abstract of terms of appointment and memorandum of interest in compliance of Section 190 of the Companies Act, 2013.

Mr. Nishant Arya is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

A copy of draft letter of appointment of Mr. Nishant Arya as Managing Director (Key Managerial Personnel) designated as Vice-Chairman and Managing Director of the Company setting out the terms and conditions is available for inspection by members at the registered office of the Company.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise in the said resolution except Mr. Nishant Arya and Mr. Surendra Kumar Arya.

ITEM NO. 6

Re-appointment of Mr. Sandip Sanyal, as Whole-time Director and to be designated as an "Executive Director" for a period of two (2) years

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors has re-appointed Mr. Sandip Sanyal (DIN: 07186909) as a Whole-time Director designated as "Executive Director" in the category of Key Managerial Personnel of the Company under Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and Articles of Association of the Company for a term of two (2) consecutive year with effect from 18th May, 2021 and his appointment is subject to the approval of the members by special resolution.

Brief Profile:

The Nomination & Remuneration Committee of the Company in its meeting held on 09th February, 2021 has recommended the re-appointment of Mr. Sandip Sanyal as a Whole-time Director designated as "Executive Director" of the Company w.e.f. 18th May, 2021 subject to the approval of members in the Annual General Meeting. The Nomination & Remuneration Committee also approved the terms and conditions of the appointment of Mr. Sandip Sanyal.

Mr. Sandip Sanyal brings with him vast experience of over 36 years in developing business strategy and leading sustainable & profitable growth of various organizations he has been associated with. Amongst his previous stints, he has to his credit some of the biggest names in Indian and global automotive industry like Ford, Maruti Suzuki, TATA Motors, etc.

Mr. Sandip Sanyal pursued his Bachelors in Technology (B. Tech) from Indian Institute of Technology, Kharagpur followed by Post Graduation Diploma in Business Management (PGDBM) from XLRI, Jamshedpur.

As President, Strategic Growth at JBM Group, Mr. Sandip Sanyal's key responsibilities include spearheading the group's initiatives for inorganic & organic growth globally in the automotive sector as well as engineering services. He is also mentoring and supporting development of key strategies and policies as a member of the group supervisory board.

The above may also be treated as an abstract of terms of appointment and memorandum of interest in compliance of Section 190 of the Companies Act, 2013.

In compliance of the provisions of Sections 197, 203 and all other applicable provisions of the Companies Act, 2013, the re-appointment of Mr. Sandip Sanyal as Executive Director of the Company on the terms and conditions as mentioned in item No. 6 of the accompanying notice is being placed for your approval by way of a Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise in the said resolution except Mr. Sandip Sanyal himself.

ITEM NO. 7**Ratification of remuneration of Cost Auditors for the Financial Year 2021-22**

The Board, on the recommendation of the Audit Committee, has approved the service of Cost Auditor on the terms and conditions including remuneration, to conduct the audit of the cost records of the Company for the Financial Year 2021-22 as per the following details:

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

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

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at item no. 7 of the notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year 2021-22.

None of the Directors, Key Managerial Personnel (KMP) and relatives are concerned or interested in the Resolution set out at item no. 7 of the accompanying notice.

ITEM NO. 8**Issue of Securities in terms of Sections 42, 62 and 71 of the Companies Act, 2013.**

The members of the Company are hereby informed that the Company had taken an approval of the shareholders for issuing the Securities in terms of Sections 42, 62 and 71 of the Companies Act, 2013 by passing a special resolution in the 24th Annual General Meeting held on 12th December, 2020. Further, as per the provisions of Section 42 of the Companies Act, 2013 and the rules made thereunder, special resolution is valid for one year in case of offer or invitation for non-convertible debentures. Since, the Company has not issued the Non-Convertible debentures during the last one year, the validity of the special resolution will expire on 11th December, 2021.

In order to strengthen the financial position of the Company, meet the funding requirement in current and any future businesses and for general corporate purposes, including but not limited to debt reduction, it is proposed to create, offer, follow on offer, issue and allot securities as stated in the resolution at such price or prices, at a discount or premium to market price or prices in such manner and on such terms and conditions including security, rate of interest,

etc. as may be deemed appropriate by the Board/ Committee at its discretion including the discretion to determine the categories of allottees to whom the offer, issue and allotment shall be made at the time of such offer, issue and allotment considering the market conditions and other relevant factors and wherever necessary in consultation with lead managers, either in foreign currency or equivalent Indian Rupees inclusive of such premium as may be determined by the Board/ Committee, in any convertible foreign currency, as the Board/ Committee at its absolute discretion may deem fit and appropriate. The Company intends to issue securities for aggregate amount not more than Rs. 500 Crores or its equivalent in one or more foreign currencies.

Members may note that the above resolution was passed at 24th AGM held on 12th December, 2020, but due to non- suitable market conditions the said issue of securities in terms of Sections 42, 62 and 71 of the Companies Act, 2013 was not made. Hence, the above resolution is placed for your approval in this 25th AGM. It is proposed to create, offer, follow on offer, issue and allot securities as stated in the resolution at such price or prices, at a discount or premium to market price or prices in such manner and on such terms and conditions including security, rate of interest, etc. as may be deemed appropriate by the Board/ Committee at its discretion.

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

The Board of Directors of the Company recommend the Resolution as set out at Item No. 8 of the accompanying Notice for approval of the members by way of a Special Resolution.

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

ITEM NO. 9

To fix the borrowing limits of the Board of Directors of the Company under Section 180(1)(c) of the Companies Act, 2013

The Company requires to borrow funds from time to time to meet both its short term and long terms business objectives, from various external agencies like banks, financial institutions, bodies corporate, individuals or other kind of lenders. As per Section 180(1)(c) of the Companies Act, 2013, the Company shall not, except with the approval of members by special resolution, borrow monies together with the monies already borrowed, if any, (apart from temporary loans obtained by Company's bankers in the ordinary course of business) exceeding the aggregate of paid-up capital and its free reserves.

Considering the future funding requirements of the Company and pursuant to consolidation of the borrowings of JBM Auto Limited due to amalgamation of JBM Auto System Private Limited and JBM MA Automotive Private Limited with JBM Auto Limited, it is proposed to fix the borrowing powers of the Board of Directors of the Company from various Banks and/ or Financial Institutions and/ or any other lending institutions and/ or Bodies Corporate and/ or such other persons as may be considered fit. The Proposed borrowing together with the moneys already borrowed by the Company (apart from temporary loans) may exceed the aggregate of the paid-up capital, free reserves and securities premium of the Company. Hence, it is proposed to fix the maximum borrowing limits upto Rs. 1,300 Crores (Rupees One Thousand Three Hundred Crore Only).

The resolution, if passed, will enable the Board of Directors (or any committee thereof) to borrow monies (apart from temporary loans obtained by Company's bankers in the ordinary course of business) which may exceed the aggregate of paid-up capital and its free reserves but not exceeding Rs. 1,300 Crores (Rupees One Thousand Three Hundred Crore Only).

The Board of Directors of the Company recommend the Resolution as set out at Item No. 9 of the accompanying Notice for approval of the members by way of a Special Resolution.

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

ITEM NO. 10

To give authorization to the Board of Directors or a Committee thereof to create Mortgage and/ or Charge on all or any of the movable and/ or immovable properties of the Company both present and future

As per the provisions of Section 180(1)(a) of the Companies Act, 2013, a Company shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, unless approval of the members is obtained by way of a Special Resolution. Consequent to increase in the borrowing limits of the Company as per item no. 9 above, it would be necessary to revise the approval for creation of mortgage, charge etc. on properties of the Company.

Hence, keeping in view the enhancement of the borrowings powers in item no. 9 above, the proposed borrowings of the Company as well as proposed borrowings of Subsidiary Company/ies/ Associate Company/ies/ Group Company/ies of the Company may be secured by way of creating the charges, mortgages, hypothecations, lien, pledge, lease or any kind of corporate guarantee or any other kind of charge on the Company's assets in favour of the lenders/ holders of securities/ trustees for the holders of the said securities as mentioned in the above resolution. Thus, it is necessary to pass a resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of charges/ mortgages/ hypothecations for an amount not exceeding Rs. 2,000 Crores or the aggregate of the paid up capital, free reserves and securities premium of the Company, whichever is higher.

The Board of Directors of the Company recommend the Resolution as set out at Item No. 10 of the accompanying Notice for approval of the members by way of a Special Resolution.

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

ITEM NO. 11

To approve the transactions with related parties pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

JBM Green Energy Systems Private Limited is a related party to the Company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and relevant accounting standards. The transaction with this related party are material in nature, as it exceeds 10% of Turnover as per the last audited financial statement of the Company. However, the transaction(s) with the Related Parties are on arm's length basis and in the ordinary course of business. Under the said regulation, all Related Party Transactions shall require prior approval of Audit Committee and all material Related Party Transaction shall require approval of shareholders, who are unrelated, by an Ordinary Resolution.

The particulars of transactions are as under:

(a) Name of Related Parties:	JBM Green Energy Systems Private Limited
(b) Nature of relationship:	Related Party as per Section 2(76) of the Companies Act, 2013
(c) Material terms of contracts/ transactions:	Sale, purchase and supply of batteries for EV Buses and job work etc. or transaction of whatever nature are on arm's length basis and in ordinary course of business.
(d) Monetary Value:	Estimated value as mentioned in the Resolution
(e) Any other information relevant or important for the members to take a decision on proposed transaction	None

The Board of Directors recommend the Resolution set out at Item No. 11 of the accompanying notice for approval of shareholders of the Company, who are unrelated vis-à-vis the subject matter of the contract/ transaction by an Ordinary Resolution. None of the Directors except Mr. Nishant Arya and Mr. Surendra Kumar Arya or Key Managerial Personnel of the Company or their relatives are in, any way, concerned or interested, financially or otherwise, in the resolution.

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

**Place: Gurugram (Haryana)
Date: 11th August, 2021**

**Sd/-
Vivek Gupta
Chief Financial Officer
& Company Secretary
M. No. F7918**

NOTICE FOR SHAREHOLDERS/ INVESTORS FOR UNPAID DIVIDENDS

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

Financial Year	Rate of Dividend	Proposed date for transfer to IEPF
2013-14	30%	29.10.2021
2014-15	50%	27.10.2022
2015-16	35%	08.10.2023
2016-17	40%	23.09.2024
2017-18	40%	09.10.2025
2018-19	45%	19.10.2026
2019-20	35%	16.01.2028

3. The shareholders/ investors of the Company are hereby informed that pursuant to the provisions of Section 124(6) of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 including any amendment and re-enactment thereof, the Company is required to transfer equity shares, in respect of which dividend has not been paid or claimed for seven consecutive years or more, in the name of Investor Education and Protection Fund. In compliance of the said rules, the Company has communicated through its letters dated 10th July, 2021 sent to the concerned shareholders as well the newspaper advertisement whose shares are liable to be transferred to IEPF Demat Account and also published a notice in the newspapers containing that the names of such shareholders and their folio number or DP ID - Client ID are available on the Company's website i.e. www.jbmgroup.com to claim unclaimed dividend for the financial year 2013-14 and onwards immediately by making an application to the Company or MCS Share Transfer Agent Limited, RTA of the Company. The Company will transfer the equity shares for the year 2013-14 within a period of thirty (30) days of such equity shares becoming due to be transferred to the fund to comply with the provisions of Section 124 of the Companies Act, 2013.
4. Shareholders/ Investors who have not encashed their Dividend Warrants, if any, for any of the aforesaid Financial Years, are requested to lodge their claims by quoting their respective Folio No./ DP ID/ Client ID with Company at the following address:

Company Secretary
JBM Auto Limited
Plot No. 133, Sector - 24, Faridabad - 121005, Haryana
Ph: 0124 - 4090200 | Email: jbma.investor@jbmgroupp.com
5. Shareholders are advised to ensure that their claims for unpaid/ unclaimed dividend are lodged timely so as to reach the same on or before the date indicated against each year in the table at Sr. No. 2 above. The claims received after these dates shall not be entertained and the amount outstanding shall be transferred to IEPF.
6. Shareholders are requested to note that after the transfer of the amount to IEPF, the claim for payment shall lie with IEPF Authority as per Section 125 of the Companies Act, 2013.
7. Shareholders may note that Securities and Exchange Board of India (SEBI) vide their Circular No. SEBI/HO/MIRSD/DOP1/CIR/2018/73 dated 20th April, 2018 has mandated all listed Companies to make payment of dividend to the shareholders through approved electronic mode and also directed that updated bank details and PAN of the Shareholders be obtained and maintained by the Companies. The shareholders are requested who's PAN and Bank Account details are not updated in their folio no/ DP ID Client ID may contact to

the Company/ Registrar and Transfer Agent (RTA) of the Company for obtaining format for furnishing the bank details, PAN and email id etc. at email id jbma.investor@jbmggroup.com or admin@mcsregistrars.com. Shareholders are also requested to quote your Phone/ Mobile No. for faster communication while correspondence with the Company/ RTA.

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

Place: Gurugram (Haryana)

Date: 11th August, 2021