

JBM Auto Limited

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NOTICE OF POSTAL BALLOT

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

Dear Member(s),

Notice is hereby given to the Members of JBM Auto Limited (“the Company”) pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (ICSI), read with General Circular nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, and other relevant circulars issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as “MCA Circulars”) and SEBI Circular No. SEBI/HO/CFDIPoD-Z/P/CIR/2023/4 dated January 5, 2023 and pursuant to all other applicable laws and regulations, the resolutions appended below are proposed to be passed by the Members of the Company through Postal Ballot only by way of voting through electronic means (“remote e-voting”). Communication of assent or dissent of the Members would take place only through the remote e-voting system.

An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolutions setting out the material facts and the reasons thereof, is appended with the Notice of Postal Ballot. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company through resolution by circulation, appointed Mr. Dhananjay Shukla (Membership No. FCS 5886; CP No. 8271), Proprietor of M/s Dhananjay Shukla & Associates, Practising Company Secretaries, as the Scrutinizer to conduct the Postal Ballot process in a fair and transparent manner.

The Company has engaged the services of KFin Technologies Limited (“KFinTech”) for providing remote e-voting facility to its all Members.

In compliance with the MCA and SEBI Circular(s), this Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depository Participants/ Registrar and Share Transfer Agent. A member whose e-mail address is not registered with the Company/Depository Participants/ Registrar and Share Transfer Agent, may please follow the process provided in the notes to the postal ballot hereto to receive this Notice and login ID and password for remote e-voting.

Members are requested to follow the procedure and read the instructions as stated in the Notes of the Postal Ballot Notice to cast their vote electronically not later than 05:00 P.M. (IST), Sunday, 7th January, 2024 i.e. the last day to cast vote electronically, to be eligible for being considered.

Upon completion of the scrutiny of the votes cast through remote e-voting in a fair and transparent manner, the Scrutinizer will submit his report to the Chairman or any person authorised by him after completion of remote e-voting. The results of the Postal Ballot will be announced within 2 working days from conclusion of the remote e-voting period. The results of the Postal Ballot along with the

Scrutinizer's Report shall be displayed at the Registered Office of the Company and shall also be communicated to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) where the shares of the Company are listed. Additionally, the results shall also be uploaded on the Company's website www.jbmgroupp.com and on the website of KFinTech at <https://evoting.kfintech.com>.

SPECIAL BUSINESS:

Item No. 1

Material Related Party Transaction(s) with JBM Electric Vehicles Private Limited

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

“RESOLVED THAT pursuant to Regulations 2(1)(zc), 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulation”), the applicable provisions of the Companies Act, 2013, if any (“Act”) read with the related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/ statutory provisions, if any, and as per the Company’s Policy on Related Party Transactions, the consent of the Members be and is hereby accorded for the material related party contract(s)/ arrangement(s)/transaction(s) (whether any way of an individual transaction or transactions taken together or series of transactions or otherwise) with JBM Electric Vehicles Private Limited (“JBMEV”), a related party under Regulation 2(1) (zb) of the SEBI Listing Regulations and subsidiary of the Company, and as detailed in the Explanatory Statement annexed to this Notice with respect to sale of vehicles/spares/reconditioned engines/ services/ financial assistance /payment of incentives & commission, other expenditure (warranty, sales promotion etc.) and other transactions related to business of the Company for an aggregate value not exceeding Rs. 4,500 crore (Rupees Four Thousand and Five Hundred Crore Only) during the one year from the date of passing of this resolution on such terms and conditions as may be decided by the Board of Directors/Audit Committee/Finance Committee from time to time provided that the said contract(s) / arrangement(s) / transaction(s) shall be carried out at arm’s length basis and in the ordinary course of business of the Company.

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

RESOLVED FURTHER THAT all actions taken by the Board of Directors/Audit Committee/Finance Committee in connection with matters referred to or contemplated in the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

Item No. 2

Material Related Party Transaction(s) with JBM Eco Tech Private Limited

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

“RESOLVED THAT pursuant to Regulations 2(1)(zc), 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulation”), the applicable provisions of the Companies Act, 2013, if any (“Act”) read with the related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/ statutory provisions, if any, and as per the Company’s Policy on Related Party Transactions, the consent of the Members be and is hereby accorded for the material related party contract(s)/ arrangement(s)/transaction(s)

(whether any way of an individual transaction or transactions taken together or series of transactions or otherwise), with JBM Eco Tech Private Limited (“JBMET”), (a related party under Regulation 2(1) (zb) of the SEBI Listing Regulations and step down subsidiary Company of the Company) and as detailed in the Explanatory Statement annexed to this Notice with respect to sale of vehicles/spares/reconditioned engines/ services/financial assistance /payment of incentives & commission, other expenditure (warranty, sales promotion etc.) and other transactions related to business of the Company for an aggregate value not exceeding Rs. 2,000 crore (Rupees Two Thousand crore only) during the one year from the date of passing of this resolution, on such terms and conditions as may be decided by the Board of Directors/ Audit Committee/Finance Committee from time to time provided that the said contract(s) / arrangement(s) / transaction(s) shall be carried out at arm’s length basis and in the ordinary course of business of the Company.

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

RESOLVED FURTHER THAT all actions taken by the Board of Directors/Audit Committee/Finance Committee in connection with matters referred to or contemplated in the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

Item No. 3

Material Related Party Transaction(s) with JBM Ecolife Mobility Surat Private Limited

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

“RESOLVED THAT pursuant to Regulations 2(1)(zc), 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulation”), the applicable provisions of the Companies Act, 2013, if any (“Act”) read with the related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/ statutory provisions, if any, and as per the Company’s Policy on Related Party Transactions, the consent of the Members be and is hereby accorded for the material related party contract(s)/ arrangement(s)/transaction(s) (whether any way of an individual transaction or transactions taken together or series of transactions or otherwise), with JBM Ecolife Mobility Surat Private Limited (“JBMSU”), a related party under Regulation 2(1) (zb) of the SEBI Listing Regulations and step down subsidiary Company of the Company) and as detailed in the Explanatory Statement annexed to this Notice with respect to sale of vehicles/spares/reconditioned engines/ services/ financial assistance/payment of incentives & commission, other expenditure (warranty, sales promotion etc.) and other transactions related to business of the Company for an aggregate value not exceeding Rs. 450 crore (Rupees Four Hundred and Fifty crore only) during the one year from the date of passing of this resolution, on such terms and conditions as may be decided by the Board of Directors/Audit Committee/ Finance Committee from time to time provided that the said contract(s) / arrangement(s) / transaction(s) shall be carried out at arm’s length basis and in the ordinary course of business of the Company.

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

RESOLVED FURTHER THAT all actions taken by the Board of Directors/Audit Committee/Finance Committee in connection with matters referred to or contemplated in the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

Item No. 4

Material Related Party Transaction(s) with JBM Ecolife Mobility Haryana Private Limited

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

“RESOLVED THAT pursuant to Regulations 2(1)(zc), 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulation’), the applicable provisions of the Companies Act, 2013, if any (‘Act’) read with the related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/ statutory provisions, if any, and as per the Company’s Policy on Related Party Transactions, the consent of the Members be and is hereby accorded for the material related party contract(s)/ arrangement(s)/transaction(s) (whether any way of an individual transaction or transactions taken together or series of transactions or otherwise), with JBM Ecolife Mobility Haryana Private Limited (“JBMHR”), (a related party under Regulation 2(1) (zb) of the SEBI Listing Regulations and step down subsidiary Company of the Company) and as detailed in the Explanatory Statement annexed to this Notice with respect to sale of vehicles/spares/reconditioned engines/services/financial assistance/payment of incentives & commission, other expenditure (warranty, sales promotion etc.), and other transactions related to business of the Company for an aggregate value not exceeding Rs. 750 crore (Rupees Seven Hundred and Fifty Crore only) during the one year from the date of passing of this resolution, on such terms and conditions as may be decided by the Board of Directors/Audit Committee / Finance Committee from time to time provided that the said contract(s) / arrangement(s) / transaction(s) shall be carried out at arm’s length basis and in the ordinary course of business of the Company.

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

RESOLVED FURTHER THAT all actions taken by the Board of Directors/Audit Committee/Finance Committee in connection with matters referred to or contemplated in the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

Item No. 5

Material Related Party Transaction(s) with TL Ecolife Mobility Private Limited

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

“RESOLVED THAT pursuant to Regulations 2(1)(zc), 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulation’), the applicable provisions of the Companies Act, 2013, if any (‘Act’) read with the related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/ statutory provisions, if any, and as per the Company’s Policy on Related Party Transactions, the consent of the Members be and is hereby accorded for the material related party contract(s)/ arrangement(s)/transaction(s) (whether any way of an individual transaction or transactions taken together or series of transactions or otherwise), with TL Ecolife Mobility Private Limited (“TLEM”), (a related party under Regulation 2(1) (zb) of the SEBI Listing Regulations and step down subsidiary of the Company) and as detailed in the Explanatory Statement annexed to this Notice with respect to sale of vehicles/spares/reconditioned engines/services/financial assistance/payment of incentives & commission, other expenditure (warranty, sales promotion etc.) and other transactions related to business of the Company for an

aggregate value not exceeding Rs. 1,500 crore (Rupees One Thousand and Five Hundred crore only) during the one year from the date of passing of this resolution, on such terms and conditions as may be decided by the Board of Directors/Audit Committee/ Finance Committee from time to time provided that the said contract(s) / arrangement(s) / transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.

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

RESOLVED FURTHER THAT all actions taken by the Board of Directors/Audit Committee/ Finance Committee in connection with matters referred to or contemplated in the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

Item No. 6

Material Related Party Transaction(s) between JBM Electric Vehicles Private Limited and JBM Green Energy Systems Private Limited

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

“RESOLVED THAT pursuant to Regulations 2(1)(zc), 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulation”), the applicable provisions of the Companies Act, 2013, if any (“Act”) read with the related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/ statutory provisions, if any, and as per the Company’s Policy on Related Party Transactions, the consent of the Members be and is hereby accorded for the material related party contract(s)/ arrangement(s)/transaction(s) (whether any way of an individual transaction or transactions taken together or series of transactions or otherwise), between JBM Electric Vehicles Private Limited (‘JBMEV’), a subsidiary of the Company and JBM Green Energy Systems Private Limited (‘JBMG’), a step down subsidiary/Joint Venture of the Company and related parties under Regulation 2(1) (zb) of the SEBI Listing Regulations as detailed in the Explanatory Statement annexed to this Notice with respect to sale, purchase and supply of batteries for EV Buses and job work etc. / services/ financial assistance/ payment of incentives & commission, other expenditure (warranty, sales promotion etc.) and other transactions related to business of the Company for an aggregate value not exceeding Rs. 1,250 crore (Rupees Twelve Hundred and Fifty Crore only) during the one year from the date of passing of this resolution, on such terms and conditions as may be decided by the Board of Directors/Audit Committee of the subsidiary Companies from time to time provided that the said contract(s) / arrangement(s) / transaction(s) shall be carried out at arm's length basis and in the ordinary course by the related parties of the Company.

RESOLVED FURTHER THAT the Board and/or the board of directors of the respective subsidiaries including their directors be and are 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.

RESOLVED FURTHER THAT all actions taken by the Board of the respective subsidiaries in connection with matters referred to or contemplated in the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

Item No. 7

Material Related Party Transaction(s) between JBM Electric Vehicles Private Limited and JBM Industries Limited

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

“RESOLVED THAT pursuant to Regulations 2(1)(zc), 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulation’), the applicable provisions of the Companies Act, 2013, if any (‘Act’) read with the related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/ statutory provisions, if any, and as per the Company’s Policy on Related Party Transactions, the consent of the Members be and is hereby accorded for the material related party contract(s)/ arrangement(s)/transaction(s) (whether any way of an individual transaction or transactions taken together or series of transactions or otherwise), between JBM Electric Vehicles Private Limited (‘JBMEV’), a subsidiary of the Company and JBM Industries Limited (‘JBMI’), one of the Promoters of the Company and related parties under Regulation 2(1) (zb) of the SEBI Listing Regulations and as detailed in the Explanatory Statement annexed to this Notice with respect to purchase and sale of vehicles’ chassis /spares/ reconditioned engines/ services/ financial assistance / payment of incentives & commission, other expenditure (warranty, sales promotion etc.) and other allied works of Bus / Vehicles’ Chassis building/ manufacturing for an aggregate value not exceeding Rs. 400 crore (Rupees Four Hundred crore only) during the one year from the date of passing of this resolution, on such terms and conditions as may be decided by the Board of Directors/Audit Committee of the subsidiary Companies from time to time provided that the said contract(s) / arrangement(s) / transaction(s) shall be carried out at arm’s length basis and in the ordinary course by the related parties of the Company.

RESOLVED FURTHER THAT the Board and/or the board of directors of the respective subsidiaries including their directors be and are 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.

RESOLVED FURTHER THAT all actions taken by the Board of the respective subsidiaries in connection with matters referred to or contemplated in the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

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

Sd/-
Sanjeev Kumar
Company Secretary
& Compliance Officer
M. No.: 18087

Date: 5th December, 2023
Place: Gurugram

Notes:

1. The explanatory statements pursuant to the provisions of Section 102 of the Companies Act, 2013 relating to the businesses specified in this Notice is annexed hereto and the same should be taken as part of this Notice.
2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent only by e-mail to all the members, whose names appear on the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on **Friday, 1st December, 2023** (the 'cut-off date') and who have registered their e-mail addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent i.e. MCS Share Transfer Agent Limited ("RTA"). As per the MCA Circulars, physical copies of the Notice, Postal Ballot Form and pre-paid business reply envelopes are not being sent to the members for this Postal Ballot.
3. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at www.jbmgroupp.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Notice is also being disseminated on the website of KFintech (agency for providing the remote e-voting facility) i.e. <https://evoting.kfintech.com>.
4. The voting rights of the members shall be reckoned in proportion to the equity shares held by them as on cut-off date i.e. **Friday, 1st December, 2023**. Only those members holding shares either in physical form or dematerialized form as on the cut-off date shall be entitled to cast their vote by remote e-voting. A person who is not a member as on cut-off date should treat this notice for information purpose only.
5. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the applicable provisions of SEBI Listing Regulations, the Company can serve notices and other communication through electronic mode to those members who have registered their e-mail addresses either with the Depository Participant(s) or the Company's Registrar and Share Transfer Agent. Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of demat holdings with the Depository through their concerned Depository Participant and members who hold shares in physical form are requested to register their e-mail addresses with the Company's Registrar and Share Transfer Agent i.e. MCS Share Transfer Agent Limited by sending an e-mail at admin@mcsregistrars.com or to the Company at jbma.investor@jbmgroupp.com.
6. The portal for remote e-voting will remain open for the Members for exercising their voting rights from **Saturday, 9th December, 2023 (09:00 A.M. IST) till Sunday, 7th January, 2024 (05:00 P.M. IST), both days inclusive**. Please note that remote e-voting module will be disabled for voting by KFintech after the said date and time. During this period, the Members of the Company holding shares either in physical form or dematerialised form, as on cut-off date, may cast their vote electronically. Once vote on the resolution is cast by the member, he/ she shall not be allowed to change it subsequently.
7. The resolutions, if approved by the members through Postal Ballot shall be deemed to have been duly passed on the last date of remote e-voting period i.e. **Sunday, 7th January, 2024** in terms of Secretarial Standard – 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India. Also, the resolutions passed by members with requisite majority shall be deemed to have been passed at a general meeting of members convened on that behalf.
8. A member cannot exercise his vote by proxy on Postal Ballot.

9. All the material documents referred to in the explanatory statement are available for inspection at the Registered Office of the Company on any of the working days, except Sunday and other public holiday(s) between 09:00 A.M. (IST) to 05:00 P.M. (IST) from the date of dispatch of notice till **7th January, 2024**.

10. **General instructions for remote e-voting are as under:**

Step 1:

Access to Depositories remote e-voting system in case of individual members holding shares in demat mode and non-individual shareholders in demat mode.

Step 2:

Access to KFin Technologies Limited's remote e-voting system in case of members holding shares in physical.

Details on Step 1 are mentioned below:

Login method for remote e-voting for Individual members holding securities in demat mode.

Type of shareholders	Login Method
<p>Individual members holding securities in demat mode with NSDL</p>	<p>1. User already registered for IDeAS facility:</p> <ul style="list-style-type: none"> i. Visit URL: https://eservices.nsdl.com. ii. Click on the "Beneficial Owner" icon under "Login" 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>2. User not registered for IDeAS e-Services</p> <ul style="list-style-type: none"> i. To register click on link: https://eservices.nsdl.com ii. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp iii. Proceed with completing the required fields. iv. Follow steps given in points 1 <p>3. Alternatively by directly accessing the remote e-voting website of NSDL</p> <ul style="list-style-type: none"> i. Open URL: https://www.evoting.nsdl.com/ i. Click on the icon "Login" which is available under 'Shareholder/ Member' section. ii. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen. iii. Post successful authentication, you will be requested to select the name of the Company and the name of the e-voting Service Provider (ESP) i.e. KFinTech. iv. On successful selection, you will be redirected to KFinTech e-voting page for casting your vote

<p>Individual members holding securities in demat mode with CDSL</p>	<p>1. Existing user who have opted for Easi/ Easiest</p> <ol style="list-style-type: none"> i. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com. ii. Click on New System Myeasi iii. Login with your registered user id and password. iv. The user will see the remote e-voting Menu. The Menu will have links of ESP i.e. KFintech remote e-voting portal. v. Click on remote e-voting service provider name to cast your vote. <p>2. User not registered for Easi/ Easiest</p> <ol style="list-style-type: none"> i. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration ii. Proceed with completing the required fields. iii. Follow the steps given in point 1 <p>3. Alternatively, by directly accessing the remote e-voting website of CDSL</p> <ol style="list-style-type: none"> i. Visit URL: www.cdslindia.com ii. Provide your demat Account Number and PAN No. iii. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the demat Account. <p>After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the remote e-voting is in progress.</p>
<p>Individual members login through their demat accounts/ Website of Depository Participant</p>	<ol style="list-style-type: none"> i. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for remote e-voting facility. ii. Once logged-in, you will be able to see e-Voting option. Once you click on remote e-voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see remote e-voting feature. iii. Click on options available against company name or remote e-voting service provider – KFintech and you will be redirected to remote e-voting website of KFintech for casting your vote during the remote e-voting period without any further authentication.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or contact at 1800 1020 990 or 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022- 23058542-43

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

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii. Enter the login credentials (i.e. user ID and password). In case of physical folio, user ID will be EVEN (E-Voting Event Number), followed by folio number. In case of Demat account, user ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing user ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach 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.,). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it.
It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVENT" i.e. **JBM Auto Limited**.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat account.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., authorising its representative(s) to cast their vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s) to the scrutinizer at e-mail id at dshukla.fcs1@gmail.com with a copy marked to evoting@kfintech.com and may also upload the same in the remote e-voting module in their login.

Details on Step 2 are mentioned below:

Access to KFin Technologies Limited's remote e-voting system in case of members holding shares in physical mode.

- i. Members may send a request to evoting@kfintech.com for procuring user ID and password for e-voting.
- ii. If shares are held in physical mode, please provide Folio Number, name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card)

To receive communication through electronic means, members are requested to kindly register/ update their respective e-mail address with their depository participant(s), where shares are held in electronic form. Whereas the shares are held in physical form, members are requested to register/ update their respective e-mail address with the Company by sending an email to the Company at jbma.investor@jbmgroup.com or by sending a request to MCS Share Transfer Agent Limited, Registrar and Share Transfer Agent of the Company through an e-mail at admin@mcsregistrars.com or contact at **+91 11 41406151**.

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013

Item Nos. 1 to 7

The Securities and Exchange Board of India (“SEBI”) vide its notification dated 9th November, 2021, notified SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 introducing various amendments to the provisions pertaining to the Related Party Transactions under the SEBI Listing Regulations.

The aforesaid amendments *inter-alia* includes replacing of old threshold, i.e. 10% (ten per cent) of the listed entity’s consolidated turnover, for determination of material Related Party Transactions in Regulation 23 of SEBI Listing Regulations requiring prior’ approval with the threshold of lower of Rs. 1,000 Crores or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

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

As per Regulation 23 of SEBI Listing Regulations, all Related Party transactions, if material, requires prior approval of shareholders, even if such transactions were in ordinary course of business and on arms’ length.

Further, in terms of Regulation 2(1)(zc) of SEBI Listing Regulations, ‘related party transaction’ for a listed company includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand

Given the nature of the industry, the Company works closely with its related parties (including subsidiaries and joint venture Companies) to achieve its business objectives and enters into various operational transactions with its related parties, from time to time, in the ordinary course of business and on arm’s length basis.

Arising from the above regulations, the estimated value of the contract(s)/ arrangement(s)/ transaction(s) entered/ to be entered with the related parties may exceed the materiality limits prescribed under Regulation 23 of SEBI Listing Regulations and the same would qualify as a material related party transaction under Regulation 23 of SEBI Listing Regulations.

The Independent Directors who are members of the Audit Committee have approved the said material related party transactions and noted that these transactions are in the ordinary course of business and on arm’s length basis, however proposed transactions qualify as material related party transactions under the SEBI Listing Regulations.

Accordingly, it is in the above context that the Resolutions Item Nos. 1 to 7 are proposed for the approval of the members under the SEBI Listing Regulations.

The members may note that in terms of the provisions of SEBI Listing Regulations, no related party shall vote to approve the ordinary solution set forth at Item Nos. 1 to 7 of the notice, whether the same is a related party to the particular transaction or not.

The Board of Directors recommend the Resolutions set out at Item Nos. 1 to 7 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 Ordinary Resolutions.

None of the Directors and KMPs except Mr. Nishant Arya, Mr. Surendra Kumar Arya, Mr. Vivek Gupta and/ or their respective relatives are in anyway, concerned or interested, financially or otherwise, in the proposed Ordinary Resolutions.

The relevant information(s) pertaining to Material Related Party Transactions as required under SEBI Listing Regulations along with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 are set forth as **"Annexure-I"**.

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

Sd/-
Sanjeev Kumar
Company Secretary
& Compliance Officer
M. No.: 18087

Date: 5th December, 2023
Place: Gurugram

DETAILS OF MATERIAL RELATED PARTY TRANSACTIONS IN TERMS OF THE SEBI MASTER CIRCULAR NO. SEBI/HO/CFD/POD2/CIR/P/2023/120 DATED JULY 11, 2023

S. No.	Particulars	Resolution at Item No. 1	Resolution at Item No. 2	Resolution at Item No. 3	Resolution at Item No. 4	Resolution at Item No. 5	Resolution at Item No. 6	Resolution at Item No. 7
1.	Details of Summary of information provided by the management to the Audit Committee							
a.	Name of the Related Party and Nature of Relationship	JBM Electric Vehicles Private Limited is a Subsidiary Company of and consequently, a related party of the Company as per Regulation 2(1)(zb) of SEBI Listing Regulation. The Company holds 85 % of equity shares in JBM Electric Vehicles Private Limited	JBM Eco Tech Private Limited is a Subsidiary Company of JBM Ecolife Mobility Private Limited which is a Subsidiary of the Company consequently, JBM Eco Tech Private Limited is a related party of the Company as per Regulation 2(1)(zb) of SEBI Listing Regulation. The Company holds 83 % of equity shares in JBM Ecolife Mobility Private Limited and JBM Ecolife Mobility Private Limited holds 100% in JBM Eco Tech Private Limited	JBM Ecolife Mobility Surat Limited is a Subsidiary Company of JBM Ecolife Mobility Private Limited which is a Subsidiary of the Company consequently, JBM Ecolife Mobility Surat Limited is a related party of the Company as per Regulation 2(1)(zb) of SEBI Listing Regulation. The Company holds 83% of equity shares in JBM Ecolife Mobility Private Limited and JBM Ecolife Mobility Private Limited holds 100% in JBM Ecolife Mobility Surat Limited	JBM Ecolife Mobility Haryana Limited is a Subsidiary Company of JBM Ecolife Mobility Private which is a Subsidiary of the Company consequently, JBM Ecolife Mobility Haryana Limited is a related party of the Company as per Regulation 2(1)(zb) of SEBI Listing Regulation. The Company holds 83% of equity shares in JBM Ecolife Mobility Private Limited and JBM Ecolife Mobility Private Limited holds 100% in JBM Ecolife Mobility Haryana Limited	TL Ecolife Mobility Private Limited is a Subsidiary f Company of JBM Ecolife Mobility Private Limited which is a Subsidiary of the Company, consequently, TL Ecolife Mobility Private Limited is a related party of the Company as per Regulation 2(1)(zb) of SEBI Listing Regulation. The Company holds 83% of equity shares in JBM Ecolife Mobility Private Limited and JBM Ecolife Mobility Private Limited holds 100% in TL Ecolife Mobility Private Limited	The material related party transaction is between the subsidiaries of the Company, viz., JBM Electric Vehicles Private Limited (Subsidiary of the Company) and JBM Green Energy Systems Private Limited (Step Down Subsidiary/Joint Venture of the Company)	The material related party transaction is between the subsidiary and one of promoters of the Company, viz., JBM Electric Vehicles Private Limited (Subsidiary of the Company) and JBM Industries Limited (Promoter of the Company)
b.	Type, material terms, and particulars of proposed transaction	Sale of vehicles/ spares/ reconditioned engines/ services/ financial assistance / payment of incentives & commission, other expenditure (warranty, sales promotion, etc.) and job work etc. or	Sale of vehicles/ spares/ reconditioned engines/ services/ financial assistance/ payment of incentives & commission, other expenditure (warranty, sales promotion, etc.) and job work etc. or transaction of whatever nature are on arm's length basis	Sale of vehicles/ spares/ reconditioned engines/ services/ financial assistance/ payment of incentives & commission, other expenditure (warranty, sales promotion, etc.) and job work etc. or transaction of whatever nature are on arm's length basis and in ordinary course of business.	Sale of vehicles/ spares/ reconditioned engines/ services/ financial assistance/ payment of incentives & commission, other expenditure (warranty, sales promotion, etc.) and job work etc. or transaction of whatever nature are on arm's length basis and in ordinary course of business.	Sale of vehicles/ spares/ reconditioned engines/ services/ financial assistance/ payment of incentives & commission, other expenditure (warranty, sales promotion, etc.) and job work etc. or transaction of whatever nature are on arm's length basis and in ordinary course of business.	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.	Purchase and sale of vehicles' chassis /spares/reconditioned engines / services/ financial assistance/ payment of incentives & commission, other expenditure (warranty, sales promotion etc.), and other allied works of Bus /Vehicles'

		transaction of whatever nature are on arm's length basis and in ordinary course of business.	and in ordinary course of business.			business and job work etc. or transaction of whatever nature are on arm's length basis and in ordinary course of business.		Chassis building / manufacturing and job work etc. or transaction of whatever nature are on arm's length basis and in ordinary course of business.
c.	Tenure of proposed transaction	One year	One year	One year	One year	One year	One year	One year
d.	Value of proposed transaction	Upto 4,500 Crore	Upto 2,000 Crore	Upto 450 Crore	Upto 750 Crore	Upto 1,500 Crore	Upto 1,250 Crore	Upto 400 Crore
e.	Percentage of the Company's annual consolidated turnover for the immediately preceding Financial Year 22-23, that is represented by the value of the proposed RPT	116.66%	51.85%	11.67%	19.44%	38.89%	32.41%	10.37%
f.	Justification for why the proposed transaction is in the interest of the listed entity	The proposed RPTs will help the Company in achieving synergies and economies of scale the RPTs would help bring efficiency in operational parameters. Further, the proposed RPT's will be in the best interest of the members.						
g.	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable						
2.	Whether the transaction relates to any loans, inter-corporate deposits, advance or investments made or given by the listed entity or its subsidiary	Not Applicable						
3.	Any other information that may be relevant	All relevant information forms part of the Explanatory Statement setting out material facts pursuant to Sections 102(1) and 110 of the Companies Act, 2013						