

JBM Auto Limited

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89, Nehru Place, New Delhi - 110019
CIN: L74899DL1996PLC083073
E-mail: jbma.investor@jbmgroupp.com
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Ph. 011-26427104; Fax: 011-26427100**



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 Sections 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”) 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 the latest being 09/2023 dated September 25, 2023 (collectively referred to as “MCA Circulars”) and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and pursuant to all other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) that 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, 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 along with explanatory statement is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories/ Depository Participants/ Registrar and Share Transfer Agent. Members whose e-mail address is not registered with the Company/ Depositories/ Depository Participants/ Registrar and Share Transfer Agent, may please follow the process provided in the notes to the postal ballot notice for registration of e-mail address as well as 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), Saturday, 30th March, 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 period. 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

Re-appointment of 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, 2024 and to fix his remuneration

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

“RESOLVED THAT pursuant to the provisions of Section 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 and Regulation 17 and applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the approval of the members be and is hereby accorded for the re-appointment of Mr. Nishant Arya (DIN:00004954) as a Managing Director (Key Managerial Personnel) designated as Vice-Chairman and Managing Director of the Company, liable to retire by rotation, for a period of 3 (three) years w.e.f. 18th May, 2024 on the terms and conditions as set out below with liberty and authority to the Board of Directors (hereinafter referred to as ‘the Board’ which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution or any person authorized by the Board or its committee for such purpose) 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. 40,00,000/- (Rupees Forty Lacs only) per month with authority to the Board of Directors (hereinafter referred to as ‘the Board’ which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution or any person authorized by the Board or its committee for such purpose) to revise his salary from time to time. The annual increments will be merit based and take 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.)/ or 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 following, 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 remuneration as commission @ 5% of the Net Profits of the Company or any other percentage or amount in any form/option as permissible under Companies Act, 2013 and calculated in accordance with Section 198 or any amendment thereto of the Companies Act, 2013 in a particular financial year on annual basis as may be determined by the Board of Directors.

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 to the Company.

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 the aforesaid remuneration shall be payable to Mr. Nishant Arya irrespective of the maximum permissible limits as prescribed under the Companies Act, 2013.

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 pursuant to Regulation 17(6)(e) of the SEBI Listing Regulations, the consent of the members of the Company be and is hereby accorded for payment of remuneration to Mr. Nishant Arya, even if the annual remuneration payable to Mr. Nishant Arya may exceed Rs. 5 crores or 2.5 per cent of the profits of the Company (whichever is higher) individually and / or the aggregate annual remuneration to all Executive Directors exceeds 5 per cent of the net profits of the Company in any financial year during the tenure of his re-appointment.

RESOLVED FURTHER THAT any one Director or Mr. Vivek Gupta, Chief Financial Officer or Mr. Sanjeev Kumar, Company Secretary of the Company be and is 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 of NCT of Delhi & Haryana."

Item No. 2

Material Related Party Transaction(s) with JBM 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 JBM Ecolife Mobility Private Limited (‘JBMEco’), a Subsidiary Company and 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/ payment of incentives & commission, other expenditure (warranty, sales promotion etc.) including Financial Assistance i.e. Guarantees/Investment/Securities etc. related to business of the Company for an aggregate value not exceeding Rs. 900 crore (Rupees Nine 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 one Director or Mr. Vivek Gupta, Chief Financial Officer or Mr. Sanjeev Kumar, Company Secretary of the Company be and is 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) between JBM Electric Vehicles Private Limited and JBM EV Industries 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 EV Industries Private Limited (‘JBMEVI’), 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 services for EV Buses and job work etc. and other transactions related to business of the Company for an aggregate value not exceeding Rs. 700 crore (Rupees Seven 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 of Directors of the respective subsidiaries 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 Directors/Audit Committee 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: 30th January, 2024
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 in the Register of Members/ List of Beneficial Owners as received by the Company from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on **Friday, 23rd February, 2024** (the 'cut-off date') and who have registered their e-mail addresses in respect of electronic holdings with the Company/ Depositories/ Depository Participants/ Registrar and Share Transfer Agent and in respect of physical holdings with the Company's Registrar and Share Transfer Agent i.e. MCS Share Transfer Agent Limited ("RTA"). As per the MCA Circulars, physical copies of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot.
3. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at 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, 23rd February, 2024**. 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.

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

5. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the applicable provisions of SEBI Listing Regulations, the Company can serve notices and other communication through electronic mode to those members who have registered their e-mail addresses either with the Company/ Depositories/ Depository Participants/ Registrar and Share Transfer Agent. 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. Further, those members who have already registered their e-mail addresses are requested to ensure that their e-mail ID is valid or in case of change, update the same with their DPs/RTA to enable service of notices/Annual Report and other communications electronically to their e-mail address in future.

6. The portal for remote e-voting will remain open for the Members for exercising their voting rights from **Friday, 1st March, 2024 (09:00 A.M. IST) till Saturday, 30th March, 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 with requisite majority, shall be deemed to have been duly passed on the last date of remote e-voting period i.e. **Saturday, 30th March, 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 Saturday & Sunday and other public holiday(s) between **09:00 A.M. (IST) to 05:00 P.M. (IST)** from the date of dispatch of notice till the last date of remote e-voting.
10. **General instructions for remote e-voting are as under:**

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
Individual members holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <ol 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 redirected 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> <ol 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> <ol 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.

	<ul style="list-style-type: none"> 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
Individual members holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi/ Easiest</p> <ul 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> <ul style="list-style-type: none"> i. Option to register is available on following link: 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> <ul 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>
Individual members login through their demat accounts/ Website of Depository Participant	<ul 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**.

11. Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 as prescribed by the Institute of Company Secretaries of India, a brief profile and other details of Director proposed to be re-appointed are follows:

S. No.	Particulars	Details
1.	Name	Mr. Nishant Arya
2.	DIN	00004954
3.	Age	37 years
4.	Date of Birth	01.11.1986
5.	Date of Appointment	30 th January, 2024
6.	Date of first appointment on the Board.	30.07.2009
7.	Qualification	MBA from the Bradford University, UK and Diploma Holder in Business Development & Strategy from London School of Economics, UK.
8.	Experience in specific functional areas	He has vast experience of development of new strategies, R&D and innovations.
9.	Directorship held in other listed entities	Jay Bharat Maruti Limited
10.	Membership / Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholders' Relationship Committee)	Jay Bharat Maruti Limited Audit Committee: Member JBM Auto Limited Stakeholder Relationship Committee: Member
11.	Number of meetings of the Board attended during the Financial Year 2023-24	During the Financial Year 2023-24, 4 (Four) Board Meetings were held and Mr. Nishant Arya attended all such board meetings.
12.	Number of Shares held in the Company	8,48,500 Equity Shares
13.	Relationship with any Director(s) of the Company	Mr. Nishant Arya is son of Mr. Surendra Kumar Arya (Non-Executive Chairperson)
14.	Remuneration last drawn for the financial year	Refer the Explanatory Statement
15.	Details of remuneration sought to be paid	As explained in the Resolution
16.	Terms and Conditions of appointment	Refer the Explanatory Statement
17.	Resignation from listed entities in the past three years	None

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

Item No. 1

Re-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, 2024 and to fix his remuneration

The existing tenure of Mr. Nishant Arya as Managing Director of the Company is expiring on **17th May, 2024** and therefore, the Nomination and Remuneration Committee and the Board of Directors of the Company in their meeting held on 30th January, 2024 respectively have recommended the re-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, 2024**, subject to the approval of members, considering the skills, rich experience, performance and invaluable contribution made during his tenure as Managing Director of the Company. The Nomination and Remuneration Committee and the Board of Directors also approved the terms and conditions of the appointment of Mr. Nishant Arya.

Mr. Nishant Arya is son of Mr. Surendra Kumar Arya, Non-Executive Chairperson of the Company. He is master in Business Administration from Bradford University, UK and diploma from the London School of Economics in Business development and strategy, UK.

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.

Mr. Nishant Arya has also consistently demonstrated a strong commitment to our Company's values and mission. He has been a driving force in promoting Company's culture of innovation, collaboration, and accountability. His clear vision for our Company's future and driving new business verticals such as Electric Vehicles & Buses, EV Charging Infra, EV Aggregates, Engineering & Design, Renewable Energy, Artificial Intelligence, etc. would be helpful in developing and executing strategies that have allowed us to stay ahead of peers.

In order to expedite the uptake of Electric Buses in India, JBM Auto Limited recently inaugurated the nation's most extensive bus manufacturing facility under guidance of Mr. Nishant Arya and have also introduced technological innovations and expanded support to 'Make in India' initiative as taken by our Hon'ble prime minister and PM-eBus Sewa Scheme.

In recent years, the automotive industry has witnessed a paradigm shift towards sustainable and eco-friendly solutions, driven by a global commitment to reduce carbon emissions. One company at the forefront of this transformation is JBM Auto Limited, a key player in the Indian automotive sector.

Under guidance of Mr. Nishant Arya, the Company is poised to play a significant role in the Electric Vehicle (EV) revolution, particularly in the public transportation sector and JBM Auto Limited has successfully diversified its client base moving beyond orders solely from the central government to include orders from various state governments and Fortune 500 companies. This diversification reflects a positive trend in the industry and positions the company for sustained growth.

In view of the rich experience and able leadership of Mr. Nishant Arya and his crucial role in steering ahead the Company, the Management believes that the re-appointment of Mr. Nishant Arya as the Vice Chairman & Managing Director is in the best interest of the Company.

Despite several challenges and opportunities over the years. He has also built strong relationships with our stakeholders and has been a key ambassador for our Company globally.

In compliance of the provisions of Sections 196, 197, 198, 203, Schedule V and all other applicable provisions of the Companies Act, 2013 and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is proposed to seek approval of members for the re-appointment of and for the remuneration payable to 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. 1** of the accompanying notice is being placed for your approval by way of a **Special Resolution**.

Mr. Nishant Arya satisfies all the conditions set out in Section 196(3) read with Part-I of Schedule V to the Act for being eligible for his re-appointment. Mr. Nishant Arya is not disqualified/ debarred from being re-appointed as a Managing Director in terms of Section 164 of the Act or by SEBI or any other authority and has given his consent to continue as a Managing Director of the Company.

A copy of draft letter of re-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 on any of the working days, except Saturday & Sunday and other public holiday(s) between **09:00 A.M. (IST) to 05:00 P.M. (IST)** from the date of dispatch of notice till the last date of remote e-voting.

It is hereby confirmed that the Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor in the previous financial year and in the current financial year.

Since the remuneration proposed for Mr. Nishant Arya may be governed by the provisions of Section II of Part II of Schedule V to the Act, following information(s) is given with abundant caution:

I. General Information

1. Nature of Industry:

The Company is engaged in the automotive business that manufactures and sells sheet metal components, tools, dies & moulds and buses including sale of spare parts, accessories & maintenance contract of buses.

2. Date of commencement of commercial production: 05.11.1996

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

4. Standalone Financial Performance based on given Indicators:

(Amount in Crores)

Particulars	FY ended 31.03.2023	FY ended 31.03.2022
Total Income	3,787.15	3,192.39
Profit before Tax	165.96	187.58
Finance Cost	109.36	75.36
Depreciation	100.40	85.20
Tax Expense	44.33	30.65

5. Foreign Investments and Collaborations: The Company has entered into foreign collaborations with Yorozu Corporation and Ogihara (Thailand) Co. Ltd.

II. Information about the Appointee:

1. Background Details: Mr. Nishant Arya is a Graduate in business administration from the Bradford University, UK and completed a course in Business Development & Strategy from London School of Economic. Also, Mr. Nishant Arya has a vast experience in renewables including electric vehicles and have an expanded experience in development of R&D and Innovation.

2. Past Remuneration: 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 and other terms and conditions as stated in earlier member resolutions dated 30.09.2021 and 26.09.2022.

3. **Recognition or awards:** Mr. Nishant Arya has won Entrepreneur of the year award in Product or Manufacturing Business - Automotive & Ancillary. Under his leadership, JBM Auto Limited has been recognized amongst the "Elite set of the 10 greatest value creators in the Fortune India 500 companies". Mr. Nishant Arya conferred with the much coveted 'The Economic Times 40 under 40 India's brightest young business leaders.
4. **Job profile Suitability:** Mr. Nishant Arya is Vice Chairman and Managing Director of the Company and has been associated with the Company since 2009 as a Director.
5. **Remuneration proposed:** As stated in Resolution above.
6. **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):** Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities of Mr. Nishant Arya as a Vice Chairman and Managing Director, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar senior level counterparts in other companies.
7. **Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel:** Besides the remuneration proposed to be paid to Mr. Nishant Arya, he does not have any other pecuniary relationship with the Company. Mr. Nishant Arya is son of Mr. Surendra Kumar Arya, Non-Executive Chairperson of the Company.

IV. Other Information: The Company does not envisage any loss during this tenure. However, the profits may remain inadequate for giving the proposed remuneration to Mr. Nishant Arya as the Company is in growing stage. Further, the Company is conscious about improvement in productivity and continually undertakes measures to improve its productivity and profitability. The Management is confident of achieving sustained revenue growth in the future years.

III. Disclosures: The Complete information and disclosures of the remuneration package including commissions and other benefits to all managerial personnel of the Company have been mentioned in the Annual Report in the Corporate Governance Report under the heading Remuneration paid or payable to Directors for the year ended 31st March, 2023.

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.

The Board of Directors recommends the passing of this Resolution by way of Special Resolution.

Item Nos. 2 and 3

Material Related Party Transactions

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 Crore 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 and the Company's Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions, all Related Party transactions, if material, requires prior approval of members, 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 business of the Company, 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 Management has provided to the Audit Committee all required and relevant details of the proposed transactions including rationale, material terms etc. and after the due deliberations at the meeting of Audit Committee, the Independent Directors who are members of the Audit Committee have approved the said material related party transactions and noted that these proposed transactions will be in the ordinary course of business and on arm's length basis.

Accordingly, it is in the above context that the resolutions set out at **Item Nos. 2 and 3** 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, whether or not a party to the proposed transactions, shall vote to approve the ordinary resolution set forth at **Item Nos. 2 and 3** 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. 2 and 3** of the accompanying notice for approval of members 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 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 as under:

S. No.	Particulars	Resolution at Item No. 2	Resolution at Item No. 3
1.	Details of summary of information provided by the management to the Audit Committee		
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	JBM Ecolife Mobility Private Limited is a Subsidiary of the Company and consequently, a related party of the Company as per Regulation 2(1)(zb) of SEBI Listing Regulation. JBM Auto Limited holds 83% of Equity Share capital in JBM Ecolife Mobility Private Limited	The material related party transaction is between the two subsidiaries of the Company i.e. JBM Electric Vehicles Private Limited (Subsidiary of the Company) and JBM EV Industries Private Limited (Step Down Subsidiary/Joint Venture of the Company) JBM Auto Limited holds 85% of Equity Share capital in JBM Electric Vehicles Private Limited and JBM Electric Vehicles Private Limited holds 51% of Equity Share capital in JBM EV Industries Private Limited

b.	Type, material terms, and particulars of proposed transaction	The transactions involves sale of vehicles/spares/reconditioned engines/services/ financial assistance /payment of incentives & commission, other expenditure (warranty, sales promotion etc.) including Financial Assistance i.e. Guarantees/Investment/Securities etc. at arm's length basis and in ordinary course of business.		The transactions involves sale, purchase, services etc. for Electric Buses and job work etc. at arm's length basis and in ordinary course of business.	
c.	Tenure of proposed transaction	One year		One year	
d.	Value of proposed transaction	Nature of transactions	Estimated Value	Nature of transactions	Estimated Value
		Sale/Purchase of Goods/Services	Upto 550 Crore	Sale/Purchase of Goods/Services	Upto 700 Crore
		Financial Assistance i.e. Guarantees/Investment/Securities etc.	Upto 350 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	23.33%		18.15%	
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 which would help to bring efficiency in operational parameters. Further, the proposed RPT's will be in the best interest of the Company.			
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	Applicable		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			

By Order of the Board
For JBM Auto Limited

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

Date: 30th January, 2024
Place: Gurugram