

JBM Auto Limited

Plot No. 133, Sector 24,
Faridabad - 121 005 (Haryana)

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JBMA/SEC/2024-25/14

28th May, 2024

Listing Department

BSE Limited

Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai – 400001

Script Code: 532605

The National Stock Exchange of India Ltd.

Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (E)
Mumbai – 400051

Symbol: JBMA

**Sub: Annual Secretarial Compliance Report for the financial year ended on
31st March, 2024.**

Dear Sir/ Madam,

Pursuant to the Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the Annual Secretarial Compliance Report of the Company for the financial year ended 31st March, 2024.

This is for your information and record please.

Thanking you,

Yours faithfully,

For **JBM Auto Limited**

Mk
Sanjeev Kumar
Company Secretary
& Compliance Officer
M No 18087

Encl. As above

House No.-23, Basement, Sector-30, Gurugram(Hr.), India-122001
Mobile: +91 9873347280, Tel: +91-124-2382323/3693773,
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Annual Secretarial compliance report of JBM Auto Limited
for the Financial year ended 31st March 2024

(In Compliance with Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015)

We have examined:-

- (a) all the documents and records made available to us and explanation provided by JBM Auto Limited ("the listed entity/company"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the Financial Year ended 31st March 2024 ("Review Period") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 (SCRA), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The Specific Regulations, whose Provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; ["SEBI (LODR) Regulations, 2015"]
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**No event took place under this Regulation during the review period**).
- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (**No event took place under this Regulation during the review period**).



- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(No event took place under this Regulation during the review period).**
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(No event took place under this Regulation during the review period).**
- (g) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

and circular/guidelines issued thereunder.

and based upon the above examination, we hereby report that, during the Review Period:

- a. The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
Not applicable										

We further report that:-

- 1) The National Stock Exchange of India Ltd. ("NSE") and BSE Limited ("BSE") had issued one clarification letter each dated 1st January 2024 to the Company with reference to News appeared in CNBCTV18 quoting JBM Auto aims to deliver 2000 e-buses in Financial Year 2024.



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The Company had replied to both the Stock Exchanges i.e. NSE and BSE on 2nd January 2024 stating that the Company has already informed to the Exchanges on 13th July 2023 vide letter no. JBMA/SEC/2023-24/25 about winning of orders for approx. 5000 electric buses for supplying to various STUs in the state of Gujarat, Haryana, Delhi, Telangana, Orissa and among others.

- 2) The National Stock Exchange of India Ltd. ("NSE") and BSE Limited ("BSE") had issued one clarification letter each dated 20th February 2024 to the Company on increase in volume.

The Company had replied to both the Stock Exchanges i.e. NSE and BSE on the same date i.e. 20th February 2024 stating that the Company has made all necessary disclosures pursuant to Regulation 30 of the SEBI (LODR) Regulations 2015 and it has not withheld any material/price sensitive information that in the opinion of the company would have any bearing on the volume behaviour of the scrip.

- b. The listed entity has taken the following actions to comply with the observations made in previous reports: **No such observations in the previous report**

Sr. No.	Observations / Remarks of the Practicing Company Secretary in previous reports (PCS)	Observations made in the Secretarial Compliance Report for the year ended 31 st March 2023	Compliance Requirement (Regulations / circulars / guide-lines including specific clause)	Details of violation/deviations and actions taken/penalty imposed, if any on listed entity	Remedial actions, if any, taken by the listed entity	Comment of the PCS on the actions
Not Applicable						



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I. We hereby report that, during the review period the compliance status of the listed entity with the following requirements:-

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	None
2.	Adoption and timely updating of the Policies: <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities	Yes	None
	<ul style="list-style-type: none">All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes	None
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none">The Listed entity is maintaining a functional website.	Yes	None
	<ul style="list-style-type: none">Timely dissemination of the documents/ information under a separate section on the website	Yes	None
	<ul style="list-style-type: none">Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website	Yes	None



4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	None of director is disqualified
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: a. Identification of material subsidiary companies	Yes	None
	b. Disclosure requirement of material as well as other subsidiaries	Yes	None
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	None
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	None
8.	Related Party Transactions: a. The listed entity has obtained prior approval of Audit Committee for all related party transactions; or	Yes	None
	b. In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved /ratified /rejected by the Audit Committee.	N.A	None



9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or) The action taken against the listed entity/its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	N.A N.A	None None
12.	Resignation of the Statutory Auditors from the listed entity or its material subsidiaries In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	N.A	None




dhananjay shukla & associates
company secretaries

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13.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. except as reported above.	N.A	None
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For Dhananjay Shukla & Associates
Company Secretaries


Dhananjay Shukla

Proprietor

FCS-5886, CP No. 8271

Peer Review No.2057/2022

UDIN: F005886F000454818




Date: 28th May 2024
Place: Gurugram

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Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For Dhananjay Shukla & Associates
Company Secretaries


Dhananjay Shukla
Proprietor
FCS-5886, CP No. 8271
Peer Review No.2057/2022
UDIN: F005886F000454818



Date: 28th May 2024
Place: Gurugram