

JBM Auto Limited

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

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JBMA/SEC/2024-25/24

11th July, 2024

Listing Department

BSE Limited

Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai – 400001

Script Code: 532605

National Stock Exchange of India Ltd.

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

Symbol: JBMA

Sub: Compliance under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Ref: Intimation regarding the change of Registered Office of the Company

Dear Sir/ Madam,

Pursuant to Regulation 30 of the SEBI Listing Regulations and in continuation to our earlier letters dated 3rd July, 2024 and 6th July, 2024, kindly be informed that the shifting of the Registered Office of the Company from the NCT of Delhi to the State of Haryana at "**Plot No 133, Sector – 24, Faridabad – 121005**" has been approved by the Registrar of Companies, NCT of Delhi & Haryana (ROC).

The Company has received "Certificate of Registration of Regional Director order for Change of State" dated 10th July, 2024 from ROC and in this respect, Corporate Identification Number (CIN) of the Company has been changed to **L74899HR1996PLC123264**.

A copy of the above-mentioned certificate dated 10th July, 2024, along with the amended Memorandum of Association are enclosed.

This is for your information and record.

Thanking you,
Yours faithfully,

For **JBM Auto Limited**

Sanjeev Kumar
Company Secretary
& Compliance Officer
M No. 18087

Place: Faridabad

Encl. As above.



**GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS**

Registrar of Companies

4, New Delhi, 4th Floor IFCI Tower, 61, Delhi, 110019, India

Corporate Identity Number: **L74899HR1996PLC123264**

SECTION 13(5) OF THE COMPANIES ACT, 2013

Certificate of Registration of Regional Director order for Change of State

M/s JBM AUTO LIMITED having by special resolution altered the provisions of its Memorandum of Association with respect to the place of the Registered Office by changing it from the state of Delhi to the Haryana and such alteration having been confirmed by an order of Regional Director bearing the date 19/06/2024

I hereby certify that a certified copy of the said order has this day been registered.

Given under my hand at New Delhi this TENTH day of JULY TWO THOUSAND TWENTY FOUR

Signature Not Verified

Digitally signed by
DS DS MINISTRY OF CORPORATE
AFFAIRS (GOVT OF INDIA) 1
Date: 2024.07.10 17:15:01 IST

Banwari Sharma

Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies Registrar of Companies

Registrar of Companies

ROC Delhi

Mailing Address as per record available in Registrar of Companies office:

JBM AUTO LIMITED

Plot No. 133, Sector - 24, Faridabad - 121005, Jawahar Colony Faridabad, Faridabad, Faridabad- 121005, Haryana, India



MEMORANDUM OF ASSOCIATION

OF

JBM AUTO LIMITED

(THE COMPANIES ACT, 2013)

(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION

OF

JBM AUTO LIMITED

I. The Name of the Company is : JBM AUTO LIMITED

II. The Registered Office of the Company will be situated in the state of Haryana*.

III. The objects for which the Company is established are:

(A) MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-

1. To carry on in India or else where the business of manufacturing; designing, developing, fabricating, assembling, improving, processing; melting, refining, cleaning, normalizing, buying, selling, importing exporting; and dealing in all kinds of tools, including pneumatic tools, hand tools, machine tools, cutting tools, dies, moulds, master models, gauges templates, jigs, fixtures, tool holders, boring bars, test instruments, accessories and components thereof.
2. To carry on the business of designing, manufacturing, developing, fabricating; assembling, improving, buying, selling, importing, exporting, and dealing in all kinds of pressings, forgings, stampings, rolling, castings, laminations, fabrications, extrusions, automatic machines, electrical, electronic, mechanical, component & and auto parts.
3. To carry on the business of iron masters, iron founders; mechanical and electrical engineers, steel makers, steel converters, tin plate makers, brass founders, metal workers, boiler makers, metal lurgi standwood workers.
4. To develop and commercialize technologies in the field of automation including tools, dies, moulds, jig &, fixtures and allied business,
5. To carry on the Trade and Business of manufacturer of or Dealers in public transport type motor vehicles, motor buses, lorries, ambulances, automobiles, and similar vehicle designed for the transport and allied products.”
6. To carry on the Trade and Business of manufacturing of Trucks, Special Purpose Vehicle (SPV), motor-cycle, motor, scooters, three-wheelers, four-wheeler, SUV’s, E-rickshaw, Tractors and similar vehicle designed for the transport and allied products”.
7. To buy, sell, import, export and deal in raw materials, plants and machinery used or required for the business referred to in sub-clause (1) to (6) above.”

** As amended vide Special Resolution passed at the Annual General Meeting of the Company held on 16th September, 2023 and subsequent approval of the Regional Director, Northern Region on 10th July, 2024 (effective from 5th July, 2024)*

8. To carry on the business of importers, exporters, general, merchants, traders, commission agents, distributors, concessionaires and consultants, in respect of the business referred to in sub-clauses (1) to (7) above.

(Clause 5 to 8 inserted vide Special resolution passed through postal ballot dated 16/02/2017)

9. To carry on the business of manufacturing, designing, developing, fabricating, assembling, improving, and processing of chassis and suspension components, Body in White parts for automobiles.
10. To carry on the business of designing, manufacturing, developing, fabricating, assembling, improving, buying, selling, importing, exporting and dealing in all kinds of sheet metal components, auto components or any other components of similar nature.
11. To develop and commercialize technologies in the field of autos and automation, their component, accessories and allied things.
12. To carry on the business of manufacturing and selling of pressed welded parts or sub system of four wheeler OEM's including skin panels, body and under body.
13. To develop and commercialize technologies in the field of pressed and/or welded parts or subsystem of four wheeler.
14. To manufacture, produce, process, design, fabricate, assembly, buy, sell, trade, import, export and deal in products or products, commodities, raw material, blanks, hardware, stores, tools, dies, jigs, fixture, moulds, gauges, plant and machinery used in manufacturing of items stated above whether in India or abroad and to offer technical consultancy services and training to manufacture commodities, machinery or equipment's of the type manufactured by the Company.
15. To carry on all or any of the aforesaid activities directly or indirectly or through the joint venture company promoted for the purpose.

[Clause 9 to 15 inserted pursuant to the scheme of merger of JBM Auto System Private Limited (Transferor Company No. 1) as passed by Hon'ble National Company Law Tribunal, New Delhi Bench (Court-III) vide its order no- CAA-133/ND/2018 dated 14th June, 2019 and JBM MA Automotive Private Limited (Transferor Company No. 2) as passed by Hon'ble National Company Law Tribunal, Mumbai Bench (Court- IV) vide its order no- C.P.(C.A.A.)/4660/MB/2019 dated 25th October, 2019 read with corrigendum order dated 17th December, 2019 with the JBM Auto Limited ("Transferee Company")]

B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:

(Clause III (B) amended to be in line with the provisions of Table A to Schedule I of Companies Act, 2013 vide Special resolution passed through postal ballot dated 18/02/2017)

1. To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or Company carrying on or proposing to carry on any business which this Company is authorized to carry on and as part of the consideration for such acquisition, to undertake all or any of the liabilities of such person, firm or Company or to acquire an interest in, amalgamate with or enter into any arrangements for sharing profits or for cooperation or for mutual assistance with any such person; firm or Company and to give or accept by way of

consideration for any of the acts or things aforesaid or property acquired by any shares, debentures, debenture, stock or securities, that may be agreed upon and to hold, and to retain or sell, mortgage and deal with any shares, debenture-stock or securities so received..

2. To acquire, build, construct, alter, maintain, enlarge, pull down, remove or replace and to work, manage and control any. buildings, offices, factories, mills, shops, machinery, engine, roadways; tramways, railways, branches or sidings,• bridges, reservoirs, water courses, wharves, electric works and such other works and conveniences which may seem necessary to advance the interests of the Company and to join with any such other person or company in doing any of these things.
3. To expend money in experimenting on and testing and improving or seeking to improve any patents, rights, inventions, discoveries, processes or information of the Company or which the Company may acquire or propose to acquire.
- 4.. To enter into arrangements with any Government or Authorities, Municipal local or otherwise, that may appear to the Company conducive to the Company's main objects or any of them and to obtain from any such Government or Authorities, any rights, privileges and concessions which the Company may think desirable to obtain and to carry out; exercise and comply with any such arrangements, rights, privileges and concessions.
5. To purchase, take on lease, in exchange, hire or otherwise acquire any movable or immovable property such as land, buildings, basements, stock-in-trade, plant and machinery of every kind and any right or privileges which the Company may think necessary or convenient for the purpose of its business.
6. Subject to section 73, 74, 179 and 180, 181 of the Companies Act, 2013, and regulations made there under and the directions issued by Reserve Bank of India, to borrow, raise or secure the payment of money or to receive money on deposit at interest, for any of the purposes of the Company and at such time or times as may be thought fit by promissory notes, by taking credits in or opening current accounts with any person, firm, bank, Company or financial institutions and Whether with or without any security or by such other means as the directors may in their absolute discretion deem expedient and in particular by the issue of debentures or debenture stock perpetual or otherwise and as security for any such money so borrowed, raised, received and if any such debentures or debenture stock so issued, to mortgage, pledge or charge the whole or any part of the property and the assets of the Company both present and future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities, provided that the Company shall not carry on banking business as defined in Banking Regulation Act, 1949.
7. To acquire and dispose of copyrights , rights or representation, licenses and any other rights or interest in any book, paper, pamphlet, drama, play, poem, song composition (musical or otherwise), picture, drawing, work of art or photograph, and to print, publish or cause to be printed or published anything of which the Company has a copyright or right to print or publish and to sell, distribute and deal with any matter so printed or published in such manner as the Company may think fit and to grant licenses or rights in respect of any property of the Company to any other such person, firm or Company related thereto.
8. To establish for any of the purposes of the Company any branches or to establish any firm or firms or promote any Company or Companies or divisions thereof at places in or outside India as the Company may think fit.
9. To promote or assist in the promotion of any Company or Companies or division or divisions for the purpose of acquiring all or any of the properties, rights and Liabilities of the Company.

10. To invest in other than investment in Company's own shares and deal with the money of the Company not immediately required in any manner as may, from time to time, be determined by the Board.
11. To lend and advance money or give credit to such persons or Companies and on such terms as may be expedient and in particular to customers of and others having dealings with the Company and to guarantee the performance of any contract or obligation and the payment of money by any such persons or Companies provided that the Company shall not do any banking business, as defined in Banking Regulation Act, 1949.
12. To remunerate any person or Company for services rendered or to be rendered in or about the formation or promotion of the Company or the conduct of its business.
13. To open account with any banks or financial institutions and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, letters of credit, hundies, bills of lading, railway receipts, warrants, debentures and such other negotiable or transferable instruments of all descriptions and to buy, sell and deal in the same.
14. To procure the Company to be registered or recognized in any part of the world outside India.
15. To sell, lease, mortgage or otherwise dispose-off the property, assets or any undertaking of the Company or any part thereof for such consideration as the Company may think fit.
16. To distribute among the members in specie or in kinds any property of the Company in the event of winding up of the Company or any proceeds of sales or disposal of any property of the Company, subject to the provisions of the Companies Act, 2013.
17. To give publicity to the business and production of the Company by means of advertisement in the press, pamphlets, handbills, circulars, cinema slides or by publication of books, pamphlets; catalogues, instructions book, technical articles, periodicals and exhibition of works of art by granting rewards, prizes and donations or by participating in technical conference, symposia or in any other such suitable manner of all kinds.
18. To establish or support or aid in establishment or support of associations, institutions, funds, trusts and conveniences calculated to benefit the employees or ex-employees of the Company or the dependents of such persons and to grant pensions and allowances and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.
19. To pay all costs, charges, expenses incurred in connection with incorporation of the Company, including preliminary expenses of any kind and incidental to the formation and incorporation of the Company, costs, charges and expenses of negotiating contracts and arrangements made prior to and in anticipation of the formation and incorporation of the Company.
20. To do all or any of the above things and all such other things as are incidental or may be thought conducive. To the attainment of the above objects or any of them in any part of the world and either as principals, agents, consultants, contractors, trustees or otherwise and by or through trustees, agents, consultants or otherwise and either alone or in conjunction with others.
21. To form, incorporate, promote any Company or Companies whether in India or elsewhere, having amongst its or their objects the acquisition of all or any of the assets or control, management or development of the Company or any other object or objects which in the opinion of the Company could or might assist the Company in the management of its business

or the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or Company in any manner it shall think fit for services rendered or to be rendered, in obtaining subscription of or placing or assisting to place or to obtain subscription for or for guaranteeing the subscription of or the placing of any shares in the capital of the Company or any bonds, debentures, obligations or securities of any other such Company held owned by the Company or in which the Company has any interest in or about the formation or promotion of the Company or the conduct of its business or in or about the promotion of any other such Company in which the Company may have an interest.

22. To undertake and execute any trust, the undertaking of which may seem to the Company desirable and either gratuitously or otherwise and vest any real or personal property, rights or interests acquired by or belonging to the Company in any person or Company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
23. Subject to the provisions of Section 182 of the Companies Act, 2013, to subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition.
24. To establish and maintain or procure the establishment and maintenance of any contributory or non- contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment at service of the Company or its allied to or associated with the Company or with any, such subsidiary Company or who are or were at any time Directors or officers of the Company as aforesaid and the wives, widows, families and dependents of any such persons and also establish and subsidies and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interest and well-being of the Company or of any such other Company as aforesaid and make payments to or towards the insurance of any such persons as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other Company as aforesaid.
25. To undertake financial and commercial obligations, transactions and operations of all kinds, in connection with the business of the Company.
26. To guarantee the payment of money unsecured or secured or payable under or In respect of promissory notes, bonds, debentures, debenture-stock, contracts, mortgages, charges, obligations, instruments and securities of any Company or of any authority, supreme, municipal, local or otherwise or of any persons whomsoever, whether incorporated or not incorporated and to guarantee or become sureties for the performance of any contracts or obligations as may be necessary for the purpose of the Company.
27. To apply for, purchase or otherwise acquire and protect, prolong and renew in any part of the world, any patent, patent rights, brevets' inventions, trademarks, designs, licenses, protections, concessions and the like conferring any exclusive or non- exclusive or limited right to their use or of any secret or such other information as to any invention, process or privilege which may seem necessary use for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop or grant licenses or privilege in respect of or otherwise turn to account the property, rights and information so acquired.
28. To act as manufacture and/or dealer of automobile parts, spare parts and components of machineries and to act as agents for manufactures of various parts and components.
29. To act as manufactures, stockiest, exporters and importers of and dealers in bolts, nuts, nails, rivets, hinges, hooks, and all other such hardware items of all types and description.

30. To act as manufacturer, stockiest, importers, exporters, repairers of and dealers in dynamos, motors, armatures, magnets, batteries, conductors, insulators, transformers, converters, switch boards, cookers engines, guns, presses, insulating material and electrical plant, appliances and supplies of every description.
31. To deals in railways automobile or such other wagon or coach builders, carriage, car, cart and wagon or other vehicle builders, iron founders, mechanical engineers and manufacturer of implements and machinery, iron and brass founders, metal workers, boiler makers, millwrights, machinist, smiths, wood worker, builders, painters, engineers and gas maker.
32. To own and deals in garage proprieties and service station for motor vehicle of all kinds.
33. To obtain the necessary approval from the prescribes authority under the Income Tax Act, 1961, or any other such law for the time being in force in India or abroad and also to accept donation, grant aid and or contribution in cash or in kind from any person, association, institution, co-operative society, companies and Central or State Governments towards such programs.
34. To enter into trade and/or technical and other similar collaboration with any person, firm, company, corporate body, government or other bodies either foreign, local or otherwise to carry out all any of the objects of the Company on such terms and conditions as the Company thinks fit and proper.
35. To appoint, transfer, remove, contract, promoter, train any person as the Company deems fit in attaining the object mentioned above.

(Clause 28 to 35 inserted vide Special resolution passed through postal ballot dated 18/02/2017)

- IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

(Clause IV amended vide Special resolution passed through postal ballot dated 18/02/2017)

- V. The Authorized Share Capital of the Company is Rs. 1,36,00,00,000/- (Rupees One Hundred Thirty-Six Crore only) Divided into:
- a) Equity Share Capital of Rs. 1,26,00,00,000/- (Rupees One Hundred Twenty-Six Crore Only) consisting of 63,00,00,000 (Sixty-Three Crore) Equity Shares of Rs. 2/- (Rupees Two Only) each; and
 - b) Preference Share Capital of Rs. 10,00,00,000/- (Rupees Ten Crore only) consisting of 1,00,00,000 (One Crore) Preference Shares of Rs. 10/- (Rupees Ten only) each.”

(Clause V amended vide Ordinary Resolution passed through postal ballot dated 16/01/2022)

We, the several persons whose name and addresses are subscribed below are desirous of being formed into a Company in pursuance of this Memorandum and Association and respectively agree to take the number of shares in the Capital of the Company, set opposite our respective names:-

Sl. No.	Name, description, occupation and address of the Subscribers	No. of Equity shares taken by each subscriber	Signature of Subscribers	Signature of witness with address, description and occupation
1.	MRS. PUSHPA MITTAL W/o Late Shri Om Prakash Mittal G-124, Saket New Delhi – 110017 (House wife)	10 (Ten)	Sd/-	I, witness the signatures of both the subscribers, who have signed in my presence. for Rajiv Rustgi & Associates Chartered Accountants Sd/- (RAJIV RUSTGI) Partner 110/10, Gautam Nagar, New Delhi – 49.
2	MR. ANIL MITTAL S/o Late Shri Om Prakash Mittal G-124, Saket New Delhi – 110017 (Business)	10 (Ten)	Sd/-	
TOTAL		20 (Twenty)		

Dated: 29.10.1996

Place: New Delhi