

**JBM Auto Limited**

Plot No. 133, Sector 24,  
Faridabad - 121 005 (Haryana)  
T : +91 - 129-4090200  
F : +91 - 129-2234230  
W : www.jbm-group.com



**JBMA/SEC/2021-22/57**  
**17<sup>th</sup> December, 2021**

**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: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).**

Dear Sir/ Madam,

Pursuant to Sections 110 and 108 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and the Regulation 30 of SEBI Listing Regulations, this is to inform that the Postal Ballot Notice, copy enclosed for reference, are being sent through e-mail to the Shareholders of the Company whose e-mail id's are registered with Depository and/ or Company's Registrar and Share Transfer Agent as on cut-off date i.e. 10<sup>th</sup> December, 2021 for seeking their approval by way of postal ballot through electronic means only, in the following matters:

Item No.	Description of Resolutions
1.	<b>Ordinary Resolution:</b> Approval for Sub-division of Equity Shares of the Company
2.	<b>Ordinary Resolution:</b> Approval for Alteration of the Capital Clause of the Memorandum of Association of the Company

Further, kindly note the schedule of events for Postal Ballot/ E-voting as under:

Sr. No.	Activity	Date
1.	Cut-off date for sending of Postal Ballot Notice to shareholders	Friday, 10 <sup>th</sup> December, 2021
2.	E-voting Commencement date and time	Saturday, 18 <sup>th</sup> December, 2021 (09:00 A.M. IST)
3.	E-voting end date and time	Sunday, 16 <sup>th</sup> January, 2022 (05:00 P.M. IST)
4.	Scrutinizer Report & Declaration of Results	On or before 18 <sup>th</sup> January, 2022

Soft copy of the Postal Ballot Notice can also be accessed at the Company's website at [www.jbmgroup.com](http://www.jbmgroup.com).

Kindly take the above information on your records.

Thanking you,

Yours faithfully,

For **JBM Auto Limited**

**Vivek Gupta**  
Digitally signed  
by Vivek Gupta  
Date: 2021.12.17  
17:38:59 +05'30'

**Vivek Gupta**  
**Chief Financial Officer**  
**& Company Secretary**

Encl.: As above

**JBM Auto Limited**  
**Registered Office: 601, Hemkunt Chambers,**  
**89, Nehru Place, New Delhi - 110019**  
**CIN: L74899DL1996PLC083073**  
**E-mail: [jbma.investor@jbmgroupp.com](mailto:jbma.investor@jbmgroupp.com)**  
**Website: [www.jbmgroupp.com](http://www.jbmgroupp.com)**  
**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, pursuant to the provisions of Sections 110 and 108 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”) (including any statutory modifications or re-enactment thereof, for the time being in force), read with General Circulars No. 14/2020 dated 08<sup>th</sup> April, 2020, No. 17/2020 dated 13<sup>th</sup> April, 2020, No. 22/2020 dated 15<sup>th</sup> June, 2020, No. 33/2020 dated 28<sup>th</sup> September, 2020, No. 39/2020 dated 31<sup>st</sup> December, 2020 and No. 10/2021 dated 23<sup>rd</sup> June, 2021, and other relevant circulars issued by the Ministry of Corporate Affairs (“MCA Circulars”), Secretarial Standard on General Meetings (“SS-2”), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable laws and regulations, that it is proposed to seek the consent of the members of **JBM Auto Limited** (the “Company”) for the resolutions appended below, through remote electronic voting process (“e-voting”) only.

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 at its meeting held on 08<sup>th</sup> December, 2021 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 through e-voting process in a fair and transparent manner.

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

In compliance with the MCA Circulars, 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. A member whose e-mail address is not registered with the Company/ Depository Participants, 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. The communication of the assent or dissent of the members would only take place through the e-voting system. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. 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, 16<sup>th</sup> January, 2022 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 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 e-voting. The results of the Postal Ballot will be announced on or before Tuesday, 18<sup>th</sup> January, 2022. The said results 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](http://www.jbmgroupp.com) and on the website of KFintech at <https://evoting.kfintech.com>.

## **SPECIAL BUSINESS:**

### **Item No. 1**

#### **Sub-Division of Equity Shares of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 61(1)(d), 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Rules, Regulations, Circulars, Notifications etc. issued thereunder and subject to such other approvals, consents, permissions and sanctions as may be required from the appropriate authorities, consent of the members of the Company be and is hereby accorded for the sub-division of each of the equity share of the Company having face value of Rs. 5/- each into such number of equity shares of face value of Rs. 2/- each with effect from the record date to be determined by the Company for the said purpose and consequently, existing Clause V of the Memorandum of Association of the Company be and is hereby deleted and replaced with the following new Clause 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 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.”***

**RESOLVED FURTHER THAT** pursuant to the sub-division of the equity shares of the Company, all the issued, subscribed and paid-up equity shares of the Company having face value of Rs. 5/- each fully paid existing on the record date shall stand sub-divided into equity shares of face value Rs. 2/- each fully paid up and such equity shares shall rank *pari-passu* in all respects with the existing equity shares with effect from the record date.

**RESOLVED FURTHER THAT** upon sub-division of equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares of the face value of Rs. 5/- each held in physical form shall be deemed to have been automatically cancelled with effect on and from the record date to be fixed by the Company and the Company may, without requiring the surrender of the existing share certificate(s), directly issue and dispatch the new share certificate(s) of the Company with equity shares of face value of Rs. 2/- in lieu of such existing share certificates subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and in case of members who hold the equity shares in dematerialized form, the sub-divided equity shares of face value of Rs. 2/- each shall be credited proportionately to the respective beneficiary account of the Members with their respective depository participants and the Company shall undertake such corporate action(s) as may be necessary in relation to the equity shares, whether in physical form or in dematerialized form.

**RESOLVED FURTHER THAT** fractional entitlements, if any, arising out of sub-division of face value of each equity share from Rs. 5/- to Rs. 2/- as resolved above, be vested in a special account held by a Trustee (as may be appointed by the Board of Directors of the Company) who be and is hereby authorized to act as “Trustee” for this purpose and these fractional entitlements shall be dealt with by the Trustee in the best interest of the members and the Trustee shall have the authority to dispose of such whole shares by selling them at the market price and to distribute the net proceeds thereof (less expenses, if any) proportionately, as far as practicable, to the members concerned.

**RESOLVED FURTHER THAT** any Director of the Company or Mr. Vivek Gupta, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to determine the record date and to take such steps as may be necessary for obtaining the necessary approvals whether statutory or contractual or otherwise, in relation to the sub-division of shares and to settle any/ all matters arising out of and/ or incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters, things etc., as may be necessary, proper, expedient or incidental for the purpose of giving effect to the resolution and to delegate all or any of the powers herein vested in the Board to any Officer(s) of the Company as may be required to give effect to the above resolution.”

## **Item No. 2**

### **Alteration of the Capital Clause of the Memorandum of Association of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modifications or re-enactments thereof, for the time being in force), the existing Clause V of the Memorandum of Association of the Company be substituted as follow:

***“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/- (Rupee Two only) each; and***
- (b) Preference Share Capital 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.”***

**RESOLVED FURTHER THAT** any Director of the Company or Mr. Vivek Gupta, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to take such steps as may be necessary for obtaining the necessary approvals whether statutory or contractual or otherwise and to settle any/ all matters arising out of and/ or incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters, things etc., as may be necessary, proper, expedient or incidental for the purpose of giving effect to the resolution and to delegate all or any of the powers herein vested in the Board to any Officer(s) of the Company as may be required to give effect to the above resolution.”

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

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

Date: 08<sup>th</sup> December, 2021  
Place: Gurugram

## Notes:

1. An explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 relating to the business 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, 10<sup>th</sup> December, 2021 (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.jbmgrou.com](http://www.jbmgrou.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](http://www.bseindia.com) and [www.nseindia.com](http://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, 10<sup>th</sup> December, 2021. 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](mailto:admin@mcsregistrars.com) or to the Company at [jbma.investor@jbmgrou.com](mailto:jbma.investor@jbmgrou.com).
6. The portal for remote e-voting will remain open for the Members for exercising their voting rights from **Saturday, 18<sup>th</sup> December, 2021 (09:00 A.M. IST) till Sunday, 16<sup>th</sup> January, 2022 (05:00 P.M. IST) both days inclusive**. Please note that 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 i.e. Sunday, 16<sup>th</sup> January, 2022 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 16<sup>th</sup> January, 2022.

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

**Step 1:**

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

**Step 2:**

Access to KFin Technologies Private Limited’s e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

**Details on Step 1 are mentioned below:**

**Login method for remote e-Voting for Individual shareholders holding securities in demat mode.**

Type of shareholders	Login Method
<p><b>Individual Shareholders holding securities in demat mode with NSDL</b></p>	<p><b>1. User already registered for IDeAS facility:</b></p> <ul style="list-style-type: none"> <li>i. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>ii. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>iii. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”.</li> <li>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.</li> </ul> <p><b>2. User not registered for IDeAS e-Services</b></p> <ul style="list-style-type: none"> <li>i. To register click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>ii. Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>iii. Proceed with completing the required fields.</li> <li>iv. Follow steps given in points 1</li> </ul> <p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b></p> <ul style="list-style-type: none"> <li>i. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>i. Click on the icon “Login” which is available under ‘Shareholder/ Member’ section.</li> <li>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.</li> <li>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.</li> <li>iv. On successful selection, you will be redirected to KFinTech e-Voting page for casting your vote</li> </ul>

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

**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 Shareholders 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738</b> or <b>022- 23058542-43</b>

Details on Step 2 are mentioned below:

Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

**(A) 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 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](mailto:dshukla.fcs1@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) and may also upload the same in the e-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format "JBMA\_6414".



**(B) Members whose e-mail IDs are not registered with the Company/ Depository Participant(s) and consequently, the Postal Ballot Notice and remote e-voting instructions can't be serviced, will have to follow the following process:**

- i. Members who have not yet registered their respective e-mail address are requested to get their e-mail address temporarily registered by visiting <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>.
- ii. Post successful registration of e-mail, the Members would get soft copy of the notice and the procedure for remote e-voting along with the User ID and Password to enable remote e-voting for this Postal Ballot. In case of any queries, members may write to [evoting@Kfintech.com](mailto:evoting@Kfintech.com) or call 1800 309 4001 (Toll Free).
- iii. Alternatively, members may send an e-mail request at the e-mail id [evoting@Kfintech.com](mailto:evoting@Kfintech.com) along with scanned copy of the signed copy of the request letter providing the e-mail address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for receiving the Postal Ballot Notice and the remote e-voting instructions.  
After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.
- iv. The scrutinizer will submit his report to the Chairman or any person authorised by him after completion of the remote e-voting and result of the Postal Ballot will be declared on or before Tuesday, 18<sup>th</sup> January, 2022 and the resolutions shall be taken as passed if the result of e-voting indicate that the requisite majority of the members have assented to the resolutions. The scrutinizer's decision on the validity of e-voting shall be final. As indicate earlier, the said results 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](http://www.jbmgroupp.com) and on the website of KFinTech at <https://evoting.kfintech.com>.

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@jbmgroupp.com](mailto:jbma.investor@jbmgroupp.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](mailto: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 & 2**

The members may note that at present, the paid-up equity share capital of the Company is Rs. 23,64,94,265 (Rupees Twenty Three Crore Sixty Four Lac Ninety Four Thousand Two Hundred Sixty Five only) consisting of 4,72,98,853 (Four Crore Seventy Two Lac Ninety Eight Thousand Eight Hundred Fifty Three) equity shares of Rs. 5/- (Rupee Five only) each and the equity shares of your Company are listed on the BSE Limited and National Stock Exchange of India Limited.

Owing to the Company's strong financial performance, the market price of the equity shares of the Company has grown steadily over the past few months. In order to improve the liquidity of Company's shares in the stock market and to make it more affordable for the small investors, it is proposed to sub-divide the existing equity shares having face value of Rs. 5/- (Rupee Five only) each into new equity shares having face value of Rs. 2/- (Rupee Two only) each. The record date for the said sub-division of equity shares shall be fixed after the approval of the members is obtained.

In the opinion of the Board, the proposed sub-division of the equity shares of the Company is in the best interest of the Company and its investors and therefore, the Board at its meeting held on 08<sup>th</sup> December, 2021 approved the sub-division and consequent, alteration to the existing Clause V of the Memorandum of Association of the Company subject to requisite approval of the members.

Pursuant to the provisions of Sections 13 and 61(1)(d) of the Companies Act, 2013, approval of the members is required for sub-division of shares and consequent, alteration to the existing Clause V of the Memorandum of Association of the Company.

In case of the fractional shares, the Company shall not issue any certificate or coupon in respect thereof and all fractions resulting from the sub-division shall be consolidated into whole equity shares and the Board/ Trustee shall have the authority to dispose of such whole shares by selling them at the market price and to distribute the net proceeds thereof (less expenses, if any) proportionately, as far as practicable, amongst the members who hold such fractional entitlements as on the record date.

Your Directors recommend the Resolutions at item nos. 1 and 2 of this Notice, for your approval through postal ballot process.

None of Directors or Key Managerial Personnel of the Company is concerned or interested in the resolutions whether financial or otherwise except to the extent of the equity shares, if any, held by them in the Company.