

JAY BHARAT MARUTI LIMITED

Corporate Office : ° Plot No. 9, Institutional Area,
Sector 44, Gurgaon-122 003 (Hr.)
T : +91 124 4674500, 4674550
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W : www.jbmgroup.com

Ref. No. JBML/SE/Q1/21-22

BSE Limited

Phiroz Jeejeebhoy Towers

Dalal Street,

Mumbai – 400001

Scrip Code: 520066

Date: 08th May, 2021

ie National Stock Exchange of India Ltd.

Exchange Plaza, 5th Floor,

Plot No. C/1, G- Block,

Andhra Kurla Complex, Bandra (E)

Mumbai – 400051.

Scrip Code: JAYBARMARU

Sub: Submission of Notice of the Extra Ordinary General Meeting scheduled to be held on Monday, 31st May, 2021- Compliance under Regulation 30 of SEBI (LODR) Regulations, 2015.

Dear Sir/Madam,

In continuation of our earlier letter dated 29th April, 2021, wherein we had inter-alia informed that the Board of Directors of the Company had, at its Meeting held on 29th April, 2021, recommended the Bonus Issue of Equity Shares of the Company and considered the re-appointment of Mr. Surendra Kumar Arya, as Chairman and Managing Director of the Company, in Pursuance to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015, we are enclosing herewith the Notice of the Extra Ordinary General Meeting (“EGM”) along with explanatory statement which is being disseminated to the members of the Company, seeking approval by way of an Ordinary Resolution for issue of Bonus Equity Shares and Special resolution for Re-appointment of Mr. Surendra Kumar Arya, as Chairman and Managing Director of the Company is attached.

In compliance with circulars issued by Ministry of Corporate Affairs and SEBI, the EGM is scheduled to be held through VC/OAVM and the Notice will be sent only in electronic mode to all those members who have registered their e-mail addresses with the Company.

You are requested to please take the same on record.

Thanking you,

Yours faithfully

For Jay Bharat Maruti Limited

(Ravi Arora)

Company Secretary

Encl.: As above.

Works :

Plant 1: Plot No. 5, MSIL, Joint Venture Complex, Gurgaon-122 015 (Haryana) T: +91 124 4887200, F: +91 124 4887300 Our milestones are touchstones

Plant II : Village & Post - Mohammadpur Narsinghpur, Sector 36, Gurgaon - 122 001 (Haryana) T: +91 124 4935300, F: +91 124 4935332

Plant III : Plot No. 15-16 & 21-22, Sector 3A, Maruti Supplier Park, IMT Manesar, Gurgaon -122 051 (Haryana) T: +91 9999190423, 9899079952

Plant IV : Plot No. 322, Sector - 3, Phase-II, GWC, Bawal - 123 501 (Haryana) T +91 8221004201, 8221004203

Regd. Office : 601, Hemkunt Chambers, 89, Nehra Place, New Delhi - 110 019 T : +91 11 26427104-06. F : +91 11 26427100

CIN : L29130DL1987PLC027342

JAY BHARAT MARUTI LIMITED

Registered Office: 601, Hemkunt Chambers,
89, Nehru Place, New Delhi - 110 019
CIN: L29130DL1987PLC027342
E-mail: jbml.investor@jbmgroup.com
Website: www.jbmgroup.com
Ph. 011-26427104; Fax: 011-2642710001

NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting (EGM) of the members of Jay Bharat Maruti Limited will be held on Monday, 31st May 2021 at 04.00 PM. through Video Conferencing (VC) or Other Audio Visual Means (OAVM) to transact the following business:

SPECIAL BUSINESS:

1. Issue of Bonus Shares

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

“RESOLVED THAT in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India (“RBI”) from time to time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (‘the Board’, which term shall include any Committee authorized by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalization of a sum not exceeding Rs. 10,82,50,000- (Rupees Ten Crores Eighty Two Lacs Fifty Thousand only) from and out of the Free Reserves of the Company for the purpose of issue of bonus equity shares of Rs. 5/- (Rupees Five) each, credited as fully paid to the eligible members of the Company holding equity shares of Rs. 5/- (Rupees Five) each of the Company whose names appear in the Register of Members on a ‘Record Date’ to be determined by the Board for this purpose, in the proportion of 1 (One) new fully paid-up equity share of Rs. 5/- (Rupees Five) each for every 1 (One) existing fully paid-up equity shares of Rs. 5/- (Rupees Five) each held

by them and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such Member.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT in the case of Members who hold shares or opt to receive the shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the share certificate(s) in respect of the bonus equity shares shall be dispatched, within such time as prescribed by law and the relevant authorities or else shall be dealt with as per provisions of the applicable law.

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to the extent they relate to Non- Resident Indians (NRIs), Foreign Institutional Investors (FIIs) and other Foreign Investors, be subject to the approval of RBI or any other regulatory authority, as may be necessary.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the shares of the Company are presently listed as per the provisions of the SEBI LODR Regulations and other applicable regulations, rules and guidelines.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt whatsoever that may arise with regard to issue, allotment, distribution and listing of shares as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

2. Re-appointment of Mr. Surendra Kumar Arya (DIN : 00004626) as Chairman and Managing Director

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 and 203 read with Schedule V of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 (“The Act”) (including any statutory modification or re-enactments thereof for the time being in force) and subject to the approval of the Central Government, if any required, the re-appointment of Mr. Surendra Kumar Arya as Chairman and Managing Director of the Company be and is hereby approved by the members of the company for a further period of

Three (3) years with effect from 10th June, 2021 on the terms and conditions and remuneration as set out below:

a) Basic salary:

17,00,000/- (Rupees Seventeen Lacs Only) per month in the pay scale of 17,00,000 – 1,50,000 – 20,00,000/-

B) Perquisites & allowances:

In addition to the basic salary, Mr. Arya shall be entitled to perquisites like furnished accommodation (including gas, water, electricity etc.) or payment of House Rent Allowance (HRA); House maintenance allowance/ reimbursement; Allowance/ reimbursement for domestic help/ servant(s); Child education allowance/reimbursement; Medical allowance/ reimbursement of actual medical expenses including insurance premium for medical and hospitalization for self and family; Accident/Medical insurance; Leave travel expenses/ or allowance for self, spouse, dependent children and dependent parents; Club fee or any other permissible perquisite. The aggregate value of these 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 at residence to be used for the business of the Company;
- iii. One month's leave with full salary for every eleven (11) months of service;
- iv. Reimbursement of entertainment/traveling/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;
- vi. Gratuity payable at the rate not exceeding half a month's salary for each completed year of service in the company;
- vii. Encashment of leave at the end of the tenure.

C) Commission:

Mr. Arya shall be entitled to such remuneration as commission not exceeding 3% of Net Profit computed in accordance with the provisions of Section 198 of the Companies Act, 2013 in addition to the above salary and perquisites, at the end of each financial year.

RESOLVED FURTHER THAT the overall remuneration payable to Mr. Arya shall not exceed the maximum permissible limits as prescribed under the Companies Act, 2013, except with the previous approval of the Central Government, if any.

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 allowance shall be evaluated at actual cost.

RESOLVED FURTHER THAT Mr. Arya shall not be liable to retirement by rotation and shall not be entitled to any sitting fee for attending meetings of the Board and/or Committee(s) thereof.

RESOLVED FURTHER THAT in case of inadequacy of profits /or no profits in the Company in any financial year, Mr. Arya shall be paid the remuneration as aforesaid including such amount of commission, as minimum remuneration with the previous approval of the Central Government or such other approvals, if any required and in addition thereto, he shall also be entitled to the following perquisites (not to be included in the computation of the ceiling of the minimum remuneration):

- I. 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.
- II. Gratuity payable at the rate not exceeding half-month's salary for each completed year of service in the Company.
- III. Encashment of leave at the end of the tenure.

RESOLVED FURTHER THAT the appointment of Mr. Arya shall be governed by the following additional terms and conditions:

(a) Nature of appointment: Contractual

(b) Period of appointment: 3 Years

(c) Notice Period for separation: Three months

(d) Other terms and conditions: The Chairman and Managing Director shall have substantial powers of management, subject to the overall superintendence, control and direction of the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors or Nomination & Remuneration Committee of the Company be and are hereby authorized to alter/ vary the terms & conditions from time to time as it may deem fit subject to necessary approvals, if any, in accordance with the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors or Nomination & Remuneration Committee of the Company be and are hereby authorized to do all such acts, deeds or things, as may be required or considered necessary or incidental thereto."

**By Order of the Board of Directors
For Jay Bharat Maruti Limited**

**Ravi Arora
Company Secretary
M. No. A37075**

**Place: Gurugram
Date: April 29, 2021**

NOTES:

1. Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) setting out all material facts relating to the proposed resolution is annexed hereto.
2. **In view of the prevailing COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the relaxations given by Ministry of Corporate Affairs for inter-alia conducting EGM through VC/OAVM vide General Circulars Nos. 14/2020, 17/2020, 22/2020, 33/2020 and 39/2020 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020 and December 31, 2020 respectively (“MCA Circulars”) read with SEBI Circulars dated May 12, 2020 and January 15, 2021, hence physical attendance of the Members to the EGM venue is not required and Extra Ordinary General Meeting (EGM) can be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM).**
3. In compliance with applicable provisions of the Companies Act, 2013 read with aforesaid MCA circulars the Extra Ordinary General Meeting of the company being conducted through Video Conferencing (VC) herein after called as “e-EGM”.
4. **e-EGM:** Company has appointed M/s KFin Technologies Private Limited, to provide Video Conferencing facility for the Extra Ordinary General Meeting and the attendant enablers for conducting of the e-EGM.
5. Pursuant to the MCA Circulars, the facility to appoint proxy to attend and cast vote on behalf of the members is not available for this EGM. Corporate Members are required to access the link <https://evoting.kfintech.com> and upload a certified copy of the Board resolution authorizing their representative to attend the EGM through VC and vote on their behalf. Institutional investors are encouraged to attend and vote at the meeting through VC.
6. In line with MCA Circulars, the Notice of Extra Ordinary General Meeting is being sent only by electronic mode to those Members whose email address was registered with the Company/Depositories. Members may please note that this Notice will also be available at the Company’s website: www.jbmggroup.com, websites of the Stock Exchanges i.e. BSE Ltd. and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of KFin Technologies Private Limited at <https://evoting.kfintech.com>
7. Members are requested to send their queries, if any, to the Company at its email id jbml.investor@jbmggroup.com at least a week in advance, so that relevant information may be made available, if the Company permits such information to be furnished.
8. Members also please note that Securities and Exchange Board of India vide amendment in the Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, dated June 8, 2018, has mandated that the transfer of securities would be carried out in dematerialized form only. Members holding shares physical form are advised to dematerialize their physical shareholding to demat at the earliest to avoid the delay in getting the benefit of Bonus Issue and also to keep their shareholding safely.
9.
 - a. Voting rights of Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on 21st May, 2021 (“Cut-off date”).

A person, whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date shall only be entitled to cast their vote through remote e-voting. A person who ceases to be a Member as on Cut-off date will not be entitled to vote and should treat this Notice for information purposes only.

- b. To comply with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI LODR Regulations, SS-2 and MCA Circulars, the Members are provided with the facility to cast their vote electronically through remote e-voting services provided by KFin Technologies Private Limited.

10. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in electronic/demat form may file nomination in the prescribed Form SH-13 (in duplicate) with the respective Depository Participant and in respect of shares held in Physical form, the nomination form may be filed with RTA.

11. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

12. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to MCS Share Transfer Agent Limited, for consolidation into a single folio.

13. Non-Resident Indian Members are requested to inform MCS Share Transfer Agent Limited, immediately of:

- (a) Change in their residential status on return to India for permanent settlement.

14. Information and other instructions relating to e-voting are as under:

- i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars, the Company is pleased to provide remote e-voting facility to all the members of the Company to exercise their right to vote in respect of the resolutions to be passed at the Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by KFin Technologies Private Limited (KFin) on all resolutions set forth in this Notice.
- ii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or e-voting at the Meeting.
- iii. Member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again. Members who

have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the EGM. E-voting during the EGM is integrated with the VC platform. Members may click on the voting icon to cast their votes.

- iv. The process and manner for remote e-voting are as under:
 - I. Open web browser (Google Chrome (preferred browser), by typing the following URL: <https://evoting.kfintech.com> either on a Personal Computer or on a mobile. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
 - II. Enter the login credentials i.e., user id and password mentioned below:

User – ID

 - For Members holding shares in Demat Form:-
 - a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID
 - b) For CDSL :- 16 digits beneficiary ID
 - For Members holding shares in Physical Form:-

Event no. followed by Folio Number registered with the Company

Password: If you are already registered for e-Voting, then you can use your existing password to login and cast your vote. If you are using Kfin's e-Voting system for the first time, you will need to retrieve the 'initial password' communicated to you by e-mail. Shareholders who have not registered their email addresses can follow the steps provided at serial no xiii below to obtain the User ID and password.

Captcha: Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.
 - III. After entering the details appropriately, click on LOGIN.
 - IV. In case you are retrieving and using your 'initial password', you need to enter the 'initial password' and the system will force you to change your password. Once you reach the Password change menu you will be 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. The system will prompt you to change your password and update any contact details like mobile, e-mail etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. You need to login again with the new credentials.
 - V. On successful login, the system will prompt you to select the EVENT i.e., JAY BHARAT MARUTI LIMITED.
 - VI. On the voting page, the number of shares as held by the shareholder as on the Cut-off Date will appear. If you desire to cast all the votes assenting/ dissenting to the Resolution, then enter all shares and click "FOR"/" AGAINST" as the case may be. You are not required to cast all your votes in the same manner. You

may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/ AGAINST” taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option “ABSTAIN” in case you wish to abstain from voting. If you do not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.

- VII. Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
- VIII. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote.
- IX. During the voting period, shareholders can login any number of times till they have voted on the resolution.
- X. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.
- XI. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e., 21st May, 2021.
- XII. The e-voting portal will be open for voting from 28th May, 2021 (09.00 a.m.) to 30th May, 2021 (05.00 p.m.). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on 21st May, 2021, may cast their vote electronically. The e-voting module shall be disabled by Kfin for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- XIII. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 21st May, 2021, may obtain the User ID and password in the manner as mentioned below:
 - a. On the home page of <https://evoting.kfintech.com> , click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
- XIV. **E-Voting during EGM:** The e-Voting “Thumb sign” on the left hand corner of the video screen shall be activated upon instructions of the Chairman during the e-EGM proceedings. Shareholders shall click on the same to take them to the “instapoll” page.

- XV. Members to click on the “Instapoll” icon to reach the resolution page and follow the instructions to vote on the resolutions.
- XVI. Only those shareholders, who are present in the e-EGM and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the e-EGM.
- XVII. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.kfintech.com> or contact evoting@kfintech.com or at 1800 345 4001 or at 1800 309 4001 (toll free) for any further clarifications. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- XVIII. Ms. Sunita Mathur, Practicing Company Secretary, (Membership No. FCS 1743) has been appointed as the Scrutinizer to scrutinize the e-voting process.
- XIX. The results declared along with the Scrutinizer’s Report would be displayed at the Registered and Corporate Office of the Company, communicated to National Stock Exchange of India Limited and BSE Limited where the shares of the Company are presently listed. Additionally, the results will also be uploaded on the Company’s website viz. www.ibmgroupp.com.

15. THE INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VIDEO CONFERENCE:-

- a. Attending e-EGM Video conference: Member will be provided with a facility to attend the e-EGM through video conferencing platform provided by M/s KFin Technologies Private Limited. Members may access the same at <https://emeetings.kfintech.com> and click on the “video conference” and access the shareholders/members login by using the remote e-voting credentials. The link for e-EGM will be available in shareholder/members login where the EVENT and the name of the company can be selected.
- b. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice.
- c. The Members can join the EGM 15 minutes before and 15 Minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
- d. The VC / AVM would allow participation of at least 1000 shareholders on first-come-first serve basis.

- e. No restrictions on account of First come first served basis entry into EGM will be applicable to large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
- f. The attendance of the Members (members logins) attending the EGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- g. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
- h. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
16. The facility for voting through electronic voting system will also be made available at the Meeting (“Insta Poll”) and members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through Insta Poll. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM is the same person mentioned for Remote e-voting. Facility to cast vote through Insta Poll will be made available on the Video Conferencing screen and will be activated once the Insta Poll is announced at the Meeting.
17. The resolutions proposed will be deemed to have been passed on the date of the EGM subject to receipt of the requisite number of votes in favour of the resolutions.
18. The recorded transcript of the forthcoming EGM on 31st May 2021 shall be maintained by the Company.
19. Since the EGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

Item No. 1

In appreciation of continuing support from shareholders of the Company, as recommended by the Board of Directors at its meeting held on April 29, 2021, subject to consent of the Members of the Company, approved and recommended issue of bonus equity shares of Rs. 5/- (Rupees Five) each credited as fully paid-up to eligible members of the Company in the proportion of 1 (One) new fully paid-up equity share of Rs. 5/- (Rupees Five) each for every 1 (One) existing fully paid-up equity shares of Rs. 5/- (Rupees Five) each held by them, by capitalizing a sum not exceeding Rs. 10,82,50,000 (Rupees Ten Crores Eighty Two Lacs Fifty Thousand only) out of Free Reserves of the Company

Article 133 & 134 of the Articles of Association of the Company permits capitalization of any part of the amount for the time being standing to the credit of any of the Company’s reserve accounts (including securities premium account and capital redemption reserve account), or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the Members as fully paid bonus shares.

Pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and subject to applicable statutory and regulatory approvals, the issue of bonus shares of the Company requires the approval of the Members of the Company. None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice except to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends the resolution set out at Item No. 1 of this Notice for approval of the Members as an Ordinary Resolution.

Item No. 2

It is informed that Mr. Surendra Kumar Arya was re-appointed as Chairman & Managing Director with effect from 10th June, 2018 as per the approval of the shareholders in the 31st Annual General Meeting held on 04th September, 2018. The said re-appointment was originally approved for the period of five (5) years from 10th June, 2018 to 9th June, 2023.

It is further informed that the Board of Directors for the compliance of Section II of Schedule V of Companies Act, 2013, on the recommendation of Nomination of Remuneration Committee, has revised the tenure of appointment of Mr. Arya for the period of 3 (Three) years from original period of 5(Five) years and the same was also approved by the Shareholders in the 33rd Annual General Meeting held on 10th September, 2020.

The revised period of appointment of Mr. Arya is effective from 10th June, 2018 to 9th June, 2021 and will get expired on 9th June, 2021. Hence, re-appointment of Mr. S. K. Arya, is placed for the approval of members.

The Board of Directors of the Company, in its meeting held on 29th April, 2021, has re-appointed Mr. Arya as Chairman & Managing Director of the Company for a period of 3 (Three) years w.e.f. 10th June, 2021, on the terms and conditions as approved by the Nomination & Remuneration Committee of the Company, subject to the approval of the members at the Annual General Meeting.

With a focus to escalate the business activities through diversification, in 1986, Mr. Arya collaborated with Maruti Suzuki India Limited as joint venture partner to set up Jay Bharat Maruti Limited (JBML), the largest Joint Venture of MSIL and is the promoter of the Company and has been associated with the Company since incorporation.

A visionary businessman, Mr. Arya has consistently emphasised on training, development and teamwork for cohesive work atmosphere resulting in overall excellence.

Mr. Arya is actively associated with the automobile industry and under his leadership, the Company has grown manifolds. Owing to his significant contribution to the auto component industry, Mr. Arya has been recognised by way various awards viz: National Unity Award in 1991, Gem of India Award in 1992, Udyog Ratan Award in 1993, Best Entrepreneur for the Year Award in 1994, FIE Foundation Award in 2001 for his tremendous contribution to the engineering industry, Udyog Ratan Award in 2005, Haryana Ratan Award in 2005.

Mr. Arya is also the Executive Member – ACMA Northern Region, Chairman, has also been the Chairman of Haryana State Council of CII. He has also held Chairmanship of SME Sub-Committee of CII – Northern Region, CII - Haryana State Council in the past and was a Member of PHDCCI Management Committee, Co-Chairman of Haryana Committee of PHDCCI and Chairman of Sheet Metal and Chassis parts panel of ACMA. With the concerted and untiring efforts of Mr. Arya, the Company got various accolades and recognitions.

Mr. S. K. Arya holds Directorship of other Companies as detailed hereunder:

S. No.	Name of the Company	S. No.	Name of the Company
1	JBM Industries Limited	9	Shreeaumji Infrastructure & Projects Private Limited
2	JBM Builders Private Limited.	10	ArcelorMittal Neel Tailored Blanks Private Limited
3	JBM International Limited	11	Shreeaumji Real Estate SEZ Private Limited
4	ANS Holding Private Limited	12	Multivision Constructions Private Limited.
5	JBM Auto Limited	13	JBM Ogihara Automotive India Limited
6	Neel Metal Products Limited	14	FJM Cylinders Private Limited
7	Satish Buildwell Private Limited	15	Vichaar Nirmaan Foundation
8	Shreeaumji Infrastructure Private Limited	16	Radhika Compusoft Private Limited

Details of Membership/ Chairmanship of various committees held by Mr. Arya is as below:

S. No.	Name of Company	Position held
1	Jay Bharat Maruti Limited	Member of Stakeholder Relationship Committee
2	JBM Auto Limited	Member of Audit Committee and Nomination & Remuneration Committee Chairman of Stakeholder Relationship Committee and Corporate Social Responsibility Committee
3	JBM Industries Limited	Member of Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee
4	Neel Metal Products Limited	Member of Nomination and remuneration committee

Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a brief profile and other details of Mr. Arya eligible for re-appointment vide item no. 2 is as follows:

S. No.	Particulars	Mr. Surendra Kumar Arya
1	DIN	00004626
2	Date of Birth	10.11.1957
3	Date of Appointment	19.03.1987
4	Qualification	B.Sc (Hons.)
5	Experience in specific area	Having experience of more than 35 years in Automobile and Engineering industry and also has a dynamic business & leadership skills.
6	Directorship held in other listed entities	JBM Auto Limited
7	Membership/Chairmanship of Listed entities (cover only Audit Committee and Stakeholder Relationship Committee)	Member, Audit Committee, Chairman-Stakeholders' Relationship Committee – JBM Auto Limited
8	No. of Shares held in the Company	1,77,350 Equity Shares
9	Relationship with any Director(s) of the Company	i. Mr. Nishant Arya, Director, Son ii. Ms. Esha Arya, Director, Daughter

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

I. General Information:

1. Nature of Industry

The Company is engaged in the business of manufacturer of key auto components and assemblies such as BIW parts, exhaust systems, fuel fillers (fuel pipe), and suspension parts for passenger cars.

2. Date of commencement of commercial production: 19.03.1987

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. Financial Performance based on given Indicators:

(₹ in Crores)

Particulars	FY ended 31.03.2021	FY ended 31.03.2020
Total Income	1503.60	1659.41
Profit before Tax	41.54	42.14
Finance Cost	32.95	38.08
Depreciation	65.94	62.52
Tax Expense	15.48	14.12
Net Profit	26.06	28.02

5. Foreign Investments and Collaborations:

The Company has not made any Foreign Investments and neither entered into any collaborations during the financial year ended 31st March, 2021.

II. Information about the Appointees:

1. Background Details: As stated in Explanatory Statement above
2. Past Remuneration: As stated in Resolution passed at 31st Annual General Meeting held on 4th September, 2018.
3. Recognition or awards: As stated in Explanatory Statement above
4. Job profile Suitability: Mr. Arya, is the promoter of the Company and has been associated with the Company since incorporation. Mr. Arya is actively associated with the automobile industry and under his leadership, the Company has grown manifolds.

Mr. Arya is a Member of CII-Northern Region Council and Member of the Executive Committee of ACMA. He has also held Chairmanship of SME Sub-Committee of CII – Northern Region, CII - Haryana State Council in the past and was a Member of PHDCCI Management Committee, Co-Chairman of Haryana Committee of PHDCCI and Chairman of Sheet Metal and Chassis parts panel of ACMA.

As Managing Director & Chairperson of the Company, he is charged with the responsibility of enhancing the value of the Company and evolving the Group to a more Brand driven organization.

5. Remuneration proposed: As stated in the resolution above in Item No. 2.
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 shouldered by Mr. Arya, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar 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. Arya, he does not have any other pecuniary relationship with the Company. None of the Managerial Personnel of the Company except Mr. Nishant Arya, son of Mr. S.K. Arya and Ms. Esha Arya, Daughter of Mr. S.K. Arya is related to Mr. Arya.

III. Other Information:

Company has faced drastic decrease in its sales due to recession and slow down in Auto Market. Further due to pandemic spread of Covid-19, there was loss of sales w.e.f. 19th March, 2020, and delay in launch of model, produced at plant at Gujarat, sales for the period ended 31st March, 2020 were affected. However, The Company has implemented various strategies like cost cutting with launch of E-cube, upgradation of its products/systems/ services and expansion of business which shall have a further positive impact and such efforts will continue in the years to come. With the above steps Company's turnover expects to achieve the increase in its gross revenue.

IV. 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 March 31, 2020.

In compliance with the provisions of Section 196, 197, 198 and 203 and other applicable provisions of the Act, the re-appointment and remuneration of Mr. S. K. Arya as mentioned in item No. 2 of the Notice convening the Meeting is now being placed before the members in General Meeting for their approval by passing of a special resolution. The Board recommends the resolution for your approval. None of the Directors of the Company except Mr. S. K. Arya, Mr. Nishant Arya, son of Mr. S.K. Arya and Ms. Esha Arya, Daughter of Mr. S.K. Arya shall be treated as concerned or interested in this resolution except and to the extent they are members in the Company.

**By Order of the Board of Directors
For Jay Bharat Maruti Limited**

**Ravi Arora
Company Secretary
M. No. A37075**

**Place: Gurugram
Date: April 29, 2021**