

JAY BHARAT MARUTI LIMITED

Corporate Office : ° Plot No. 9, Institutional Area,
Sector 44, Gurgaon-122 003 (Hr.)
T : +91 124 4674500, 4674550
F : +91 124 4674599
W : www.jbmgroup.com

JBML/REG 30/PB/2024-25

Date: May 22, 2024

Asst. Vice President, Listing Deptt.,
National Stock Exchange of India Ltd.
Exchange Plaza, Plot C-1, Block G
Bandra Kurla Complex,
Bandra (E),
Mumbai - 400 051

The Secretary,
BSE Limited
25th Floor
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Scrip Code: **JAYBARMARU**

Scrip Code: **520066**

Sub: Submission of Notice of Postal Ballot

Dear Sir/Ma'am,

Pursuant to the provisions of Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of Postal Ballot along with Explanatory Statement, seeking consent/approval of the Members of the Company for the Resolution as mentioned in the aforesaid Postal Ballot Notice by means of electronic voting ("e-voting").

The Notice of Postal Ballot has been sent only by email to the Shareholders **Today i.e. Wednesday, May 22, 2024**, whose names appeared in the Register of Members/List of Beneficial Owners as on cut-off date i.e. **Friday, May 17, 2024** and who have registered their e-mail addresses with the Company/Registrar and Transfer Agent of the Company/Depositories.

The schedule of events for Postal Ballot (E-voting) is as mentioned hereunder:

Sr. No.	Particulars	Date
1	Cut- off date	Friday, May 17, 2024
2	Commencement of e-voting	Friday, May 24, 2024 at 09:00 A.M. (IST)
3	End of e-voting	Saturday, June 22, 2024 at 05:00 P.M. (IST).
4	Declaration of voting Results	On or before 05:00 P.M. (IST) on Tuesday, June 25, 2024.

Works :

Plant I : 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 : Village & Post - Mohammadpur Narsinghpur, Sector 36, Gurgaon - 122 001 (Haryana) T: +91 124 4935300, F: +91 124 4935332
Regd. Office : 601, Hemkunt Chambers, 89, Nehra Place, New Delhi - 110 019 T : +91 11 26427104-06. F : +91 11 26427100
CIN : L29130DL1987PLC027342 **Email Id:** ravi.arora@jbmgroup.com

JAY BHARAT MARUTI LIMITED

Corporate Office : ° Plot No. 9, Institutional Area,
Sector 44, Gurgaon-122 003 (Hr.)
T : +91 124 4674500, 4674550
F : +91 124 4674599
W : www.jbmgroupp.com

The Postal Ballot Notice along with explanatory statement is also being made available on the website of the Company at www.jbmgroupp.com

Thanking you,
For **Jay Bharat Maruti Limited**

Ravi Arora
Company Secretary & Compliance Officer
M. No. A37075

Encl: As stated above

Works :

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CIN : L29130DL1987PLC027342 **Email Id:** ravi.arora@jbmgroupp.com

JAY BHARAT MARUTI LIMITED

(CIN: L29130DL1987PLC027342)

Registered Office: 601, Hemkunt Chambers, 89 Nehru Place, New Delhi- 110019

Ph.: 011-26427104, Fax: 011-26427100

Email id: jbml.investor@jbmgrou.com; Website: www.jbmgrou.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Sections 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 ("the **Act**"), read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, as amended ("the **Rules**"), General Circular No. 09/2023 dated 25th September 2023 and other relevant Circulars issued by the Ministry of Corporate Affairs (**'MCA'**) from time to time (**'MCA Circulars'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") including any statutory modification(s) or re-enactment(s) thereof for the time being in force read with SEBI Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and other Circular issued by Securities and Exchange Board of India (**'SEBI'**) from time to time (**'SEBI Circular'**), Secretarial Standards – 2 on General Meeting ("**SS-2**") issued by the Institute of Company Secretaries of India ("**ICSI**"), approval of members and other applicable laws and regulations, if any, the Company is seeking consent / approval of the Member(s) of the Company for the below appended resolutions by means of postal Ballot through electronic means i.e. through remote e-voting system ("**E-voting**").

In compliance with the MCA Circulars, this Postal Ballot Notice ("**Notice**") is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent/Depositories viz. National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") and the communication of assent/ dissent of the Members will only take place through E-voting. Hard copy of Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and Members are required to accord their assent or dissent through the E-voting only. If your e-mail address is not registered with the Company/Registrar and Share Transfer Agent/ Depositories, please follow the process provided in the notes mentioned herein below to receive this Notice, login ID and password for e-voting.

An explanatory statement pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Notice.

The Board of Directors (the "**Board**") of the Company has, in their meeting held on **Wednesday, February 14, 2024**, Pursuant to Rule 22(5) of the Rules, appointed Ms. Sunita Mathur, Practicing Company Secretary (FCS 1743), to act as the Scrutinizer (the "**Scrutinizer**"), for conducting the Postal Ballot through E-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is pleased to provide e-voting facility to all its members to cast their votes electronically. The Company has engaged the services of KFin Technologies Limited ("KFIN") to provide E-voting facility to its members. The Members are requested to carefully read the instructions indicated in this notice. The e-voting period shall commence on **Friday, May 24, 2024 at 09:00 A.M. (IST)** and end on **Saturday, June 22, 2024 at 05:00 P.M. (IST)**. The e-voting module shall be disabled by KFIN for voting thereafter and no member may cast their vote beyond this period. Upon completion of the scrutiny of the votes cast through e-voting, the Scrutinizer will submit his report to the Chairman of the Company or to any other person, as may be authorized by him.

The result of the Postal Ballot will be announced on or before **05:00 P.M. (IST) on Tuesday, June 25, 2024**. The said results will be displayed on the notice board at the Registered Office of the Company and will also be intimated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website at www.jbmgroup.com and also on the website of KFIN at <https://evoting.kfintech.com>

You are requested to peruse the proposed resolutions along with the Explanatory Statement and thereafter accord your assent or dissent by means of e-voting facility as provided by the Company.

PROPOSED RESOLUTIONS

Item No. 1

Approval for Re-Appointment of Mr. Surendra Kumar Arya (DIN: 00004626), as Chairman in the capacity of Non-Executive Director of the Company and Remuneration Payable.

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

"RESOLVED THAT in supersession of the earlier resolution passed by the Board of Directors in its meeting held on April 29, 2021, and pursuant to the provisions of section 152, 197 and 198 read with Schedule V of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 ("The Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in terms of Articles of Association of the Company, the approval of the shareholders be and is hereby accorded for re-appointment of Mr. Surendra Kumar Arya (DIN: 00004626) as Chairman in the capacity of Non-Executive Director (or such other designation as may be decided by the Board and /or Nomination and Remuneration Committee (NRC) from time to time) with effect from April 01, 2024, liable to retire by rotation on such conditions and remuneration as mentioned herein below:

1. Total Remuneration of Rs. 5,00,00,000 per annum to be paid as follows:

- a. Remuneration of Rs. 2,50,00,000 per annum by way of monthly/Annually payment and

- b. Commission of Rs. 2,50,00,000 per annum by way of monthly/Annually/Quarterly payment.

2. Reimbursement of Actual Expenses and Benefits as follows:

Mr. Surendra Kumar Arya will be entitled for Reimbursement of expenses actually and properly incurred in the course of business including travel, stay and entertainment, telephone and mobile, connectivity charges, driver with car, furnished accommodation, club fees and such other benefits and facilities in accordance with the Company's policy or otherwise not exceeding 100% of the total remuneration per annum. as mentioned at point 1 above.

3. Sitting Fees:

In addition to the above, Mr. Surendra Kumar Arya will be entitled to payment of sitting fees for attending the meetings of the Board of Directors or any Committee thereof, as approved by the Board of Directors for Non-Executive Directors of the Company.

RESOLVED FURTHER THAT the aggregate amount of the above remuneration payable to him in a financial year shall be subject to the overall ceiling as laid down under Section 197, 198 read with part –II of Schedule V of the Act and rules made thereunder, as amended from time to time.

RESOLVED FURTHER THAT in case of no profit or inadequacy of profit the above remuneration be paid to Mr. Surendra Kumar Arya even if it exceeds one percent of the net profits of the Company in accordance with sections 197, 198 of the Act read with part –II of Schedule V of the Act, including any statutory modification(s) or re-enactment(s) thereof.

RESOLVED FURTHER THAT the above remuneration be paid to Mr. Surendra Kumar Arya notwithstanding the limits approved by the Members of the Company for payment of remuneration to Non-Executive Directors of the Company from time to time.

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(ca) of the Listing Regulations, approval of the Company be accorded for payment of above remuneration to Mr. Surendra Kumar Arya, Chairman in the capacity of Non-Executive Director of the Company, in the eventuality of it exceeding fifty percent of the total annual remuneration payable to all Non-Executive Directors, for the Financial Year 2024-25.

RESOLVED FURTHER THAT approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.

RESOLVED FURTHER THAT Mr. Anand Swaroop, Executive Director & CFO and Company Secretary of the Company be and is hereby severally authorized to file necessary forms with the Registrar of Companies, NCT of Delhi & Haryana and to do all such acts, things or deeds, as may be required to give effect to the above resolution."

Item No. 2

Approval for re-appointment of Mr. Anand Swaroop (DIN: 00004816) as Whole-Time Director designated as Executive Director of the Company for a further period of 3 years and remuneration payable.

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

“RESOLVED THAT in supersession of the earlier resolution(s) passed by the Board of Directors in its meeting held on April 29, 2021, and pursuant to Sections 152, 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in terms of Articles of Association of the Company, the approval of shareholders of the Company be and is hereby accorded for re-appointment of Mr. Anand Swaroop (DIN: 00004816) as Whole Time Director designated as Executive Director for a further period of 3 (three) years with effect from April 01, 2024 till March 31, 2027

RESOLVED FURTHER THAT Mr. Anand Swaroop will be paid remuneration (Basic pay) of Rs. 6,49,000/-per month with an annual increment of upto 10% as decided by the Board of Directors from time to time and **that Board is authorized** to alter, amend, vary and modify the terms and conditions of the said appointment and remuneration within the applicable limit as per Section 197 read with Schedule V of the Act and rules made thereunder, as amended from time to time, in such manner as may be mutually agreed between the Board of Directors and Mr. Anand Swaroop without being required to seek further consent/approval of the shareholders of the Company.

RESOLVED FURTHER THAT except as otherwise provided in this resolution, other terms and conditions for appointment and remuneration payable to Mr. Anand Swaroop will remain same as approved by the Shareholders in Annual General Meeting held on 27, 2021.

RESOLVED FURTHER THAT the aggregate amount of remuneration payable to him in a financial year shall be subject to the overall ceiling as laid down under Section 197, 198 read with part –II of Schedule V of the Act and rules made thereunder, as amended from time to time and/or such other approvals as may be required from various authorities.

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 the appointment of Mr. Anand Swaroop as Whole Time Director designated as Executive Director shall be subject to retire by rotation in terms of the provisions of the Act and Articles of Association of the Company and reappointment of Mr. Anand Swaroop on retirement by rotation during this period shall not be deemed to constitute a break in his appointment as Executive Director.

RESOLVED FURTHER THAT in case of inadequacy of profits/or no profits in the Company in any financial year during the currency of his tenure, the Company will subject to the overall ceiling as laid down under Section 197, 198 read with part –II of Schedule V of the Act and

rules made thereunder, pay remuneration by way of salary, perquisites and allowances as more particularly specified in explanatory statement, forming part of this notice, or as per subsequent revisions therein, to Mr. Anand Swaroop, as may be decided by the Board of Directors as minimum remuneration and in addition thereto, Mr. Anand Swaroop 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 as per the policy of the Company.

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

- (a) Nature of appointment: Contractual
- (b) Period of appointment: 3 Years
- (d) Other terms and conditions: The Whole Time Director designated Executive Director shall work under the overall guidance of the Chairman/ Board of Directors.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT Mr. Anand Swaroop, Executive Director & CFO and Company Secretary of the Company be and is hereby severally authorized to file necessary forms with the Registrar of Companies, NCT of Delhi & Haryana and to do all such acts, things or deeds, as may be required to give effect to the above resolution."

Item No. 3

Approval for re-appointment of Ms. Pravin Tripathi (DIN: 06913463) as an Independent Director for a further period of 5 years.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, regulation 17(1A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in terms of Articles of Association of the Company, Ms. Pravin Tripathi (DIN: 06913463), who was appointed as an Independent Director of the Company at the 32nd Annual General Meeting of the Company held on September 14, 2019 to hold office of Independent Director upto July 09, 2024 and being eligible offer herself for re-appointment as an Independent Director, in respect of whom the Company has received a Notice in writing

from a Member under section 160 of the Act, proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from July 10, 2024 to July 09, 2029.

RESOLVED FURTHER THAT Mr. Anand Swaroop, Executive Director & CFO and Company Secretary of the Company be and is hereby severally authorized to file necessary forms with the Registrar of Companies, NCT of Delhi & Haryana and to do all such acts, things or deeds, as may be required to give effect to the above resolution.”

Item No. 4

Approval for continuation of Mr. Rajiv Gandhi (DIN:07231734) as Non – Executive Director, not liable to retire by rotation.

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

“**RESOLVED THAT** pursuant to Sections 152(6) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 (1D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in terms of Articles of Association of the Company consent of the shareholders of the Company be and is hereby accorded for continuation of Mr. Rajiv Gandhi (DIN:07231734) as Nominee Director (Non-Executive Director), not liable to retire by rotation, on the Board of the Company”

RESOLVED FURTHER THAT Mr. Anand Swaroop, Executive Director & CFO and Company Secretary of the Company be and is hereby severally authorized to file necessary forms with the Registrar of Companies, NCT of Delhi & Haryana and to do all such acts, things or deeds, as may be required to give effect to the above resolution.”

Item No. 5

Appointment of Mr. Shekar Vishwanathan (DIN: 01202587) as an Additional Director to be designated as Independent Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and Companies (Appointment and Qualification of Directors) Rules, 2014, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in terms of Articles of Association of the Company, Mr. Shekar Vishwanathan (DIN: 01202587) who was appointed as an Additional Director to be designated as Independent Director of the Company with effect from April 01, 2024 under section 161 of the Act and who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1)

of Act proposing his candidature for appointment as Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from April 01, 2024 to March 31, 2024.

RESOLVED FURTHER THAT Mr. Anand Swaroop, Executive Director & CFO and Company Secretary of the Company be and is hereby severally authorized to file necessary forms with the Registrar of Companies, NCT of Delhi & Haryana and to do all such acts, things or deeds, as may be required to give effect to the above resolution.”

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

**Sd/-
Ravi Arora
Company Secretary & Compliance officer
Membership No. A37075**

Date: February 14, 2024

Place: Gurugram

Registered Office:

601, Hemkunt Chambers, 89 Nehru Place, New Delhi- 110019

Website: www.jbmgroup.com

Email id: jbml.investor@jbm.co.in

CIN: L29130DL1987PLC027342

Notes:

1. An Explanatory Statement pursuant to Section 102(1) and other applicable provisions, if any, of the Act setting out all material facts and reasons relating to the proposed resolutions is annexed hereto and forms the part of this Notice.
2. The Notice is being sent to the members of the Company only through electronic mode whose names appear in the Register of Members/List of Beneficial Owners and who have registered their e-mail addresses with the Company /Registrar and Share Transfer Agent of the Company/Depositories as on **Friday, May 17, 2024** ("the **cut-off date**"). The notice is also available on the website of the Company at www.jbmgroup.com, M/s. KFin Technologies Limited at <https://evoting.kfintech.com> and on the website of BSE at www.bseindia.com and NSE at www.nseindia.com.
3. If your e-mail address is not registered with the Company/Registrar and Share Transfer Agent of the Company/Depositories, please follow the following procedure for registration of email address and for receipt of login ID and password for e-voting:
 - a) Members holding shares in physical mode are requested to register / update their e-mail address by writing to the Registrar & Share Transfer Agent (RTA), MCS Share Transfer Agent Ltd at helpdeskdelhi@mcsregistrars.com
 - b) Members holding shares in dematerialized mode are requested to register / update their email addresses with their respective Depository Participant.

After successful registration of the e-mail address, a copy of this Notice along with the e-voting user ID and password will be sent to the registered e-mail address, upon request received from the member. In case of any queries, Members may write to jbml.investor@jbmgroup.com
4. Pursuant to the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of Listing Regulations and the MCA Circulars, the Company is providing facility of E-voting to all Members in respect of the business to be transacted through Postal Ballot. The Company has engaged the services of KFIN to provide E-voting facility to Members. Instructions for E-voting are provided herein below at point no. 18.
5. Voting rights of the Members for E-Voting shall be reckoned based on the proportion of the Equity shares held by them in the Paid-up Equity Share Capital of the Company as on the close of the business hours on cut-off date.
6. During the E-voting period, Members can login to <https://evoting.kfintech.com> any number of times till they have not voted on the resolutions. Once the vote on the resolutions is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
7. The E-voting period shall commence on **Friday, May 24, 2024 at 09:00 A.M. (IST)** and end on **Saturday, June 22, 2024 at 05:00 P.M. (IST)**. During this period, Members of the Company, holding shares either in physical or dematerialized form, as on the cut-off date, may cast their vote electronically. The E-voting module shall be disabled by KFIN thereafter. A person who is not a shareholder on the cut-off date should treat this notice for information purpose only.

8. The details of voting by E-voting shall be under safe custody of the scrutinizer till the Chairman or any other person authorized by the Chairman consider, approve and sign the results of the voting.
9. The Scrutinizer will, after the conclusion of voting through e-voting, unlock the votes cast through E-voting in the presence of at least two witnesses not in the employment of the Company and make a scrutinizer's report of the total votes cast in favour or against, if any. The Scrutinizer shall submit his report to the Chairman of the Company or in his absence, to the person authorised by him in writing, who shall countersign the same and declare the results of the voting forthwith. The results of the Postal ballot would be announced by the Chairman or any other Director / authorized person of the Company on or before **Tuesday, June 25, 2024** and shall be displayed on the notice board of the Company at its Registered office besides being communicated to Stock Exchanges. The results will also be displayed on the website of the Company at www.jbmgroupp.com and on the website of the E-Voting agency at <https://evoting.kfintech.com> for the information of the member(s) and on the website of BSE at www.bseindia.com and NSE at www.nseindia.com.
10. Relevant documents referred to in this Notice and the Explanatory Statement will be available for inspection by the Members in the Electronic mode up to the date of declaration of results of Postal Ballot from 03:00 p.m. (IST) to 05:00 p.m. (IST) on all working days. Members seeking to inspect such documents can send an email to jbml.investor@jbmgroupp.com
11. A Member cannot exercise his vote by proxy on postal ballot.
12. In terms of SEBI circular dated December 9, 2020 on E-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depository Participants. Shareholders are requested to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
13. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ RTA.
14. As required by Rule 20 and Rule 22 of the Rules read with the MCA Circulars and the Listing Regulations, the details pertaining to this Notice will be published in one English national daily newspaper circulating throughout India (in English language) and one Hindi daily newspaper circulating in New Delhi (in vernacular language, i.e. Hindi).
15. Members may download the Notice from the Company's website at www.jbmgroupp.com or from E-Voting agency's website at <https://evoting.kfintech.com>. A Copy of the Notice is also available on the website of BSE at www.bseindia.com and NSE at www.nseindia.com.
16. Resolutions passed by the Members through e-voting shall be deemed to have been passed as if it has been passed at a General Meeting of the Members. The Resolutions, once passed by requisite majority, will be deemed to be passed on the last date of E-voting i.e., **Saturday, June 22, 2024**.

17. Relevant Information for the shareholders regarding furnishing of PAN, KYC and Nomination Details by the Holders of Physical Securities in Terms of SEBI Circular SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 has been provided in **Annexure-II** attached to this Notice.

18. Voting Through Electronic Means (E-Voting):

The 'Step by Step' procedure, Instructions and other information for casting your vote electronically through e-voting are as under:

- i. In compliance with the provisions of Section 108 and 110 of the Act, read with Rule 20 of the of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFIN, on the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. Pursuant to SEBI circular referred above, the e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of members participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. Any person holding shares in physical form as on the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com However, if he / she is already registered with KFIN for E-Voting then he /she can use his / her existing User ID and password for casting the vote.
- v. In case of Individual Shareholders, holding securities in demat mode, as on the cut-off date may follow steps mentioned below under "Login method for remote e-Voting" (Step 1).
- vi. In case of Individual Shareholders, holding securities in physical mode, as on the cut-off date may follow steps mentioned below under "Login method for remote e-Voting" (Step 2).
- vii. The details of the process and manner for remote e-Voting are explained herein below:
 - Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.
 - Step 2: Access to KFIN 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:

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. Existing Internet-based Demat Account Statement ('IDeAS') facility Users:</p> <ol style="list-style-type: none"> I. Visit the e-services of NSDL https://eservices.nsdl.com either on a personal computer website or on a mobile. II. On the e-services home page click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section. Thereafter enter the existing user ID and password. III. After successful authentication, Members will be able to see e-voting services under 'Value Added Services'. Please click on 'Access to e-voting' under e-voting services, after which the e-voting page will be displayed. IV. Click on company name i.e. 'Jay Bharat Maruti Limited' or KFIN. V. Members will be re-directed to KFIN's website for casting their vote during the remote e-voting period. <p>2. Those not registered under IDeAS:</p> <ol style="list-style-type: none"> I. Visit https://eservices.nsdl.com for registering. II. Select 'Register Online Ideas for IDeAS Portal' or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Visit the e-voting website of NSDL https://www.evoting.nsdl.com. IV. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder / Member' section. A new screen will open. V. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen. VI. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page. VII. Click on Company name i.e., 'Jay Bharat Maruti Limited' or KFIN after which the Member will be redirected to KFIN website for casting their vote during the remote e-voting period. <p>3. Alternatively, by directly accessing the remote e-voting website of NSDL</p> <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon "Login" which is available under 'Shareholder/ Member' section. III. 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.

	<p>IV. 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.</p> <p>V. On successful selection, you will be redirected to KFintech e-voting page for casting your vote</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Existing user who have opted for Easi / Easiest</p> <p>I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com</p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of KFIN E-voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1.</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e., KFIN where the E-voting is in progress.</p>
<p>Individual Shareholder login through their demat accounts / Website of Depository Participant</p>	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>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.</p> <p>III. Click on options available against company name or e-Voting service provider – KFIN and you will be redirected to e-Voting website of KFIN for casting your vote during the remote e-Voting period without any further authentication.</p>

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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

II) 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 email IDs are registered with the Company/ Depository Participants will receive an email from KFIN 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: xxxx, 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 KFIN 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, email 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 "EVEN" i.e., **'JAY BHARAT MARUTI LIMITED - Postal Ballot'** and click on "Submit"
- 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 accounts.
 - ix. Voting must 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 resolutions, 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 Resolutions.
 - 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., authorizing its representative to cast its vote through E-voting, together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email ID sunita.streamline@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Even No."
- (B) Members whose email IDs are not registered with the Company/Depository Participants and consequently the Postal Ballot Notice and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members who have not registered their email address and in consequence the Postal Ballot Notice and e-voting instructions cannot be serviced, may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email 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 sending the Postal Ballot Notice and the e-voting instructions. In case of any queries, member may write to einward.ris@kfintech.com.
 - ii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.
 - iii. 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 jbml.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 or contact at +91 11 41406151.

EXPLANATORY STATEMENT

(Pursuant to the Provisions of Section 102 (1) of the Companies Act, 2013)

Item No. 1

The Board of Directors of the Company in its meeting held on April 29, 2021, had reappointed Mr. Surendra Kumar Arya as Chairman & Managing Director of the Company for a period of 3 (Three) years with effect from 10th June, 2021, and such appointment was duly approved by the shareholders in the General Meeting held on May 31, 2021. Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at its meeting held on February 14, 2024, has re-appointed Mr. Surendra Kumar Arya (DIN: 00004626) as the Chairman in capacity of Non-Executive Director (or such other designation as may be decided by the Board and/ or NRC from time to time), liable to retire by rotation with effect from April 01, 2024.

Mr. Arya collaborated with Maruti Suzuki India Limited as joint venture partner to set up Jay Bharat Maruti Limited (JBML), with a focus to escalate the business activities through diversification, in 1986, JBML is 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.

Requisite information in terms of the provisions of Section II of Part II of Schedule V to the Act is as follows:

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. Standalone Financial Performance based on given Indicators:

(Rs. in Crores)

Particulars	FY ended 31.03.2023	FY ended 31.03.2022
Total Income	2345.48	2078.82
Profit before Tax	57.67	42.15
Finance Cost	36.83	32.73
Depreciation	80.07	75.48
Tax Expense	20.31	14.68
Net Profit	37.36	27.47

5. Foreign Investments and Collaborations: The Company has not made any Foreign Investments and neither entered into any collaborations during the financial year ended March 31, 2023.

II. Information about the Appointees:

1. Background Details: As stated in Explanatory Statement above

2. Past Remuneration: Shareholders of the Company has approved the remuneration of Mr. S.K. Arya as Basic Salary of Rs. 17,00,000/- per month in the pay scale of 17,00,000- 1,50,000- 20,00,000 and on such other terms & conditions as more particularly specified in explanatory statement forming part of resolution approved by the shareholders dated May 21, 2021.

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.

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 resolution 1 above.

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities 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: Except the remuneration proposed to be paid to Mr. Arya, he does not has 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 is related to Mr. S. K. Arya.

III. Other Information: During quarter ended December 31, 2023, Volume of production was less as compared to the previous quarter due to block shutdown in Maruti Suzuki India Limited (MSIL), a Prime customer of the Company. He further informed that the Turnover of the Company was low as compared to previous quarter because of Shutdown, however, there was a notional increase in the EBITDA margin of the Company.

Your Company will be setting up 2 plants – at Kharkhoda, Sonipat- Haryana and an assembly shop at SMG Suppliers' Park in Gujarat. The new facilities will start production in line with MSIL on or after January, 2025 and March 2025 respectively and this will help in enhancing the top line and bottom line of the Company.

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, 2023.

Mr. Arya has provided requisite consents and declarations as stipulated under the provisions of Companies Act, 2013 and The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), for his re-appointment.

Mr. Arya has confirmed that he is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor debarred from holding office as a Director of the company, by virtue of any SEBI Order or any other such authority.

The details, in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Secretarial Standard-2 on General Meetings ("SS-2") are given in the notice in Annexure-I.

Except Mr. Surendra Kumar Arya and Mr. Nishant Arya, none of the Directors and Key Managerial Personnel of the Company or their relatives, other than to the extent of their shareholding are concerned or interested, financial or otherwise, in the resolution as set out at Item No. 1 of the Notice.

The Board recommends the resolution set forth in Item No. 1 for approval of the members as Special Resolution.

Item No. 2

The Board Members had appointed Mr. Anand Swaroop (DIN: 00004816) as Whole Time Director in the meeting of the Board of Directors held on April 29, 2021 with effect from June 01, 2021 till May 31, 2024 and such appointment was duly approved by the shareholders in the Annual General Meeting held on September 27, 2021. Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at its meeting held on February 14, 2024, has re-appointed Mr. Anand Swaroop (DIN: 00004816) as Whole-time Director designated as Executive Director (or such other designation as may be decided

by the Board and/ or NRC from time to time), liable to retire by rotation with effect from April 01, 2024.

Mr. Anand Swaroop is Commerce Graduate from Shri Ram College of Commerce, Delhi and is a Fellow Member of the Institute of Chartered Accountants of India since 1984. He has experience of more than 40 years and has been associated with JBM Group since 1988. He has been instrumental in setting up various Joint Ventures and handled foreign acquisitions and is involved in the strategic decisions for the Group. He possesses rich experience in the field of finance, Taxation, corporate laws and commercial disciplines.

Mr. Anand Swaroop will paid Basic Salary of Rs. 6,49,000/- per month w.e.f. April 1, 2024 with an annual increment of upto 10% as decided by the Board of Directors from time to time. Other terms and conditions for appointment and remuneration of Mr. Anand Swaroop will remain same as approved by the Shareholders in Annual General Meeting held on 27, 2021.

Requisite information in terms of the provisions of Section II of Part II of Schedule V to the Act is as follows:

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. Standalone Financial Performance based on given Indicators:

(Rs. in Crores)

Particulars	FY ended 31.03.2023	FY ended 31.03.2022
Total Income	2345.48	2078.82
Profit before Tax	57.67	42.15
Finance Cost	36.83	32.73
Depreciation	80.07	75.48
Tax Expense	20.31	14.68
Net Profit	37.36	27.47

5. Foreign Investments and Collaborations: The Company has not made any Foreign Investments and neither entered into any collaborations during the financial year ended March 31, 2023.

II. Information about the Appointees:

1. Background Details: As stated in Explanatory Statement above

2. Past Remuneration: Shareholders of the Company has approved the remuneration of Mr. Anand Swaroop Basic Salary- Rs. 5,90,000/- per month with an annual

increment of upto 10% as decided by the Board of Directors from time to time. Other terms and conditions as per resolution passed by Shareholders dated 27.09.2021 shall remain the same.

- 3. Recognition or awards:** As stated in Explanatory Statement above
- 4. Job profile Suitability:** Mr. Anand Swaroop, is Whole Time Director designated as Executive Director & CFO of the Company with rich experience of more than 40 years and has been associated with the Company since 1987. He has been instrumental in setting up various Joint Ventures and handled foreign acquisitions and is involved in the strategic decisions for the Group. He possesses rich experience in the field of finance, Taxation, corporate laws and commercial disciplines
- 5. Remuneration proposed:** As stated in Explanatory Statement above.
- 6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):** Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Anand Swaroop, 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:** Except the remuneration proposed to be paid to Mr. Anand Swaroop, he does not has any other pecuniary relationship with the Company.

III. Other Information: During quarter ended December 31, 2023, Volume of production was less as compared to the previous quarter due to block shutdown in Maruti Suzuki India Limited (MSIL), a Prime customer of the Company. He further informed that the Turnover of the Company was low as compared to previous quarter because of Shutdown, however, there was a notional increase in the EBITDA margin of the Company.

Your Company will be setting up 2 plants – at Kharkhoda, Sonipat- Haryana and an assembly shop at SMG Suppliers' Park in Gujarat. The new facilities will start production in line with MSIL on or after January, 2025 and March 2025 respectively and this will help in enhancing the top line and bottom line of the Company.

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, 2023.

Mr. Anand Swaroop has provided requisite consents and declarations as stipulated under the provisions of Companies Act, 2013 and The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), for his re-appointment as Director.

Mr. Anand Swaroop has confirmed that he is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor debarred from holding office as a Director of the company, by virtue of any SEBI Order or any other such authority.

The details, in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Secretarial Standard-2 on General Meetings (“SS-2”) are given in the notice in Annexure-I.

Except Mr. Anand Swaroop, none of the Directors and Key Managerial Personnel of the Company or their relatives are in any way, whether financially or otherwise, concerned or interested, in the resolution set out at Special Business Item No. 2 of the Notice.

The Board recommends the resolution set forth in Item No. 2 for approval of the members as Special Resolution.

Item No. 3

Ms. Pravin Tripathi (DIN: 06913463) was appointed by the shareholders of the Company at the 32nd Annual General Meeting held on September 14, 2019, as an Independent Director of the Company for a period of 5 (five) consecutive years with effect from July 10, 2019 and her term is due to expire on July 09, 2024.

Ms. Pravin Tripathi is a former Indian Audit & Accounts Service (IA&AS) Officer of 1973 batch with more than 4 decades of experience in the field of Audit & Accounts. She has held various senior positions including that of Deputy Comptroller & Auditor General of India and Chairperson Audit Board, Member of the Competition Appellate Tribunal, Member of Airport Economic Regulatory Authority Appellate Tribunal and Chief Auditor, Municipal Corporation of Delhi amongst others.

The Nomination and Remuneration Committee (NRC) evaluated the skills, knowledge and experience and professional qualifications and found that Ms. Pravin Tripathi possess relevant expertise and capabilities required of an Independent Director. Based on the skills, knowledge and experience and report of performance evaluation of Ms. Pravin Tripathi and on the recommendation of NRC, the Board of Directors of the Company at its meeting held on February 14, 2024 has approved the re-appointment of Ms. Pravin Tripathi for a second term of 5 (five) consecutive years, with effect from July 10, 2024 to July 09, 2029, not being liable to retire by rotation.

Further, as per Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) no listed company shall appoint or continue the directorship of a Non-Executive Director who has attained the age of 75 (Seventy-Five) years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

In view of above, since Ms. Pravin Tripathi has attained the age of 74 years, approval of the shareholders by way of special resolution is required to continue the office of Ms. Pravin Tripathi on the Board of the Company.

Ms. Pravin Tripathi possess relevant expertise, knowledge and capabilities which will be most beneficial for the company and will help to ensure the sound decision making at level of the Board as a whole.

The Company has received a declaration from Ms. Pravin Tripathi that she meets the criteria of independence as prescribed under Section 149(6) of the Act and SEBI LODR and notice under Section 160 of the Companies Act, 2013 from a member proposing her candidature for re-appointment as an Independent Director of the Company

Ms. Pravin Tripathi (DIN: 06913463) has provided requisite consents and declarations as stipulated under the provisions of Companies Act, 2013 and The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), for her re-appointment as Director.

Further, Ms. Pravin Tripathi (DIN: 06913463) has confirmed that she is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor debarred from holding office as a Director of the company, by virtue of any SEBI Order or any other such authority.

In the opinion of the Board, Ms. Pravin Tripathi (DIN: 06913463) proposed to be appointed as independent director fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.

The details, in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Secretarial Standard-2 on General Meetings ("SS-2") are given in the notice in Annexure-I.

Except Ms. Pravin Tripathi (DIN: 06913463), none of the Directors and Key Managerial Personnel of the Company or their relatives are in any way, whether financially or otherwise, concerned or interested, in the resolution set out at Special Business Item No. 3 of the Notice.

The Board recommends the resolution set forth in Item No. 3 for approval of the members as Special Resolution.

Item No. 4

The Members are informed that Mr. Rajiv Gandhi was appointed as Nominee Director (as Non – Executive Director), not liable to retire by rotation, on July 13, 2015 by Maruti Suzuki India Limited, a joint venture partner of the Company.

In terms of Regulation 17(1D) of the SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023, with effect from April 1, 2024, the continuation of a director serving on the Board of a listed Company shall be subject to the approval of the shareholders in a general meeting at least once in every five years from the date of their appointment or reappointment, as the case may be.

In view of above provision of Regulation 17(1D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, for continuation of directorship of Mr. Rajiv Gandhi on the Board of the Company, approval of shareholders is required.

Mr. Gandhi has 40 years of experience of Auto Industry and has worked in various domain including supply chain, Purchase, Production, Planning & Control, Plant Maintenance & Vehicle Manufacturing, etc. The Board is of opinion that the Company will be immensely benefitted from his enriched & long experience and his appointment as Director would be in the best interest of the Company.

Mr. Rajiv Gandhi (DIN: 07231734) has provided requisite consents and declarations as stipulated under the provisions of Companies Act, 2013 and The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), for his continuation as Director on the Board of the Company.

Mr. Rajiv Gandhi (DIN: 07231734) has confirmed that he is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor debarred from holding office as a Director of the company, by virtue of any SEBI Order or any other such authority.

The details, in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Secretarial Standard-2 on General Meetings ("SS-2") are given in the notice in Annexure-I.

Except Mr. Rajiv Gandhi, none of the Directors and Key Managerial Personnel of the Company or their relatives are in any way, whether financially or otherwise, concerned or interested, in the resolution set out at Special Business Item No. 4 of the Notice.

The Board recommends resolution set forth in Item No. 4 for approval of the members as Ordinary Resolution.

Item No. 5

The Board of Directors based on the recommendation of Nomination and Remuneration Committee and subject to approval of the shareholders, has appointed Mr. Shekar Viswanathan (DIN: 01202587) as an Additional and Independent Director of the Company with effect from April 01, 2024, for a term of five (5) years, not liable to retire by rotation.

Mr. Viswanathan holds a Bachelor of Arts in Economics, from the University of Madras and he is a member of The Institute of Chartered Accountants of India.

Mr. Shekar Viswanathan is having vast experience of more than four decades in automobile, financial services and project finance sectors and is on the Board of many reputed Companies including some of the Kirloskar.

Mr. Shekar Viswanathan is a member of many leading industrial associations in India and Mr. Shekar has also held positions such as President of the Bangalore Chamber of Commerce & Industry (2009-2010), and Chairman of SIAM MUV Committee 2010. He was also an elected member of CII Southern Regional Council 2009-2011 and was also the Chairman of CII Karnataka and FICCI Karnataka. He was also an Executive Committee member of FICCI at the national level.

The Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing her candidature as a Director in the capacity of an Independent Director of the Company.

The Nomination and Remuneration Committee (NRC) evaluated the skills, knowledge and experience and found that Mr. Viswanathan possess relevant expertise and capabilities required of an Independent Director. Based on the skills, knowledge and experience of Mr. Viswanathan and on the recommendation of NRC, the Board of Directors of the Company at its meeting held on February 14, 2024 has approved the appointment of Mr. Viswanathan for a term of 5 (five) consecutive years, subject to approval of shareholders, with effect from April 01, 2024, not being liable to retire by rotation.

The Company has received requisite consent and declarations from Mr. Shekar Viswanathan including confirmation that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 ('Act') and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

He is neither disqualified from being appointed as Director in terms of provisions of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any such other authority.

In the opinion of the Board, Mr. Shekar Viswanathan (DIN: 01202587) proposed to be appointed as independent director fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.

The details, in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Secretarial Standard-2 on General Meetings ("SS-2") are given in the notice in Annexure-I.

Except Mr. Shekar Viswanatha, none of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, whether financially or otherwise, concerned or interested, in the resolution set out at Special Business Item No. 5 of the Notice.

The Board recommends the Special Resolution as set out at item no. 5 for approval by the Members.

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

Ravi Arora
Company Secretary & Compliance officer
Membership No. 37075

Date: February 14, 2024

Place: Gurugram

Registered Office:

601, Hemkunt Chambers, 89 Nehru Place, New Delhi- 110019

Website: www.jbmgroup.com

Email id: jbml.investor@jbm.co.in

CIN: L29130DL1987PLC027342

ANNEXURE-I

PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS 2 ISSUED BY ICSI, INFORMATION ABOUT THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AND FIXATION OF REMUNERATION IS FURNISHED BELOW:

Particulars	Mr. S.K. Arya	Mr. Anand Swaroop	Mrs. Pravin Tripathi	Mr. Shekar Viswanathan
DIN	00004626	00004816	06913463	01202587
Date of Birth	10.11.1957	07.10.1960	23.12.1949	16.11.1956
Date of appointment	19.03.1987	01.06.2021	10.07.2019	01.04.2024
Qualifications	He is graduated in Science from Bombay University.	Commerce Graduate from Shri Ram College of Commerce, Delhi and is a Fellow Member of the Institute of Chartered Accountants of India since 1984	Indian Audit & Accounts Service (IA&AS), B.A. (Hons.) and Master in English Literature from Punjab University	Bachelor of Arts in Economics, from the University of Madras and is a member of The Institute of Chartered Accountants of India
Brief Resume/ Nature of Expertise/Skills and capabilities	Having experience of more than 38 years in Automobile and Engineering Industry and also has a dynamic business & leadership skills.	He has experience of more than 40 years and has been associated with JBM Group since 1987. He has been instrumental in setting up various Joint Ventures and handled foreign acquisitions and is involved in the strategic decisions for the Group. He possesses rich experience in the field of finance, Taxation, corporate laws and commercial disciplines	She is a former Indian Audit & Accounts Service (IA&AS) Officer of 1973 batch with more than 4 decades of experience in the field of Audit & Accounts. She has held various senior positions including that of Deputy Comptroller & Auditor General of India and Chairperson Audit Board, Member of the Competition Appellate Tribunal, Member of Airport Economic Regulatory Authority Appellate Tribunal and Chief Auditor, Municipal Corporation of Delhi amongst others.	He has over four decades of rich and varied experience across the automobile, financial services and project finance sectors. He is a member of many leading industrial associations in India, and has held positions such as President of the Bangalore Chamber of Commerce & Industry (2009-2010), and Chairman of SIAM MUV Committee 2010. He was also an elected member of CII Southern Regional Council 2009-2011 and was also the Chairman of CII

				Karnataka and FICCI Karnataka. He was also an Executive Committee member of FICCI at the national level.
Terms and Conditions of Re-appointment	He is being re-appointed as Chairman cum Non-Executive Director with effect from April 01, 2024, liable to retire by rotation.	He is being re-appointed as Whole Time Director designated as Executive Director with effect from April 01, 2024, liable to retire by rotation.	She is being re-appointed as an Independent Director with effect from July 10, 2024 for a term of five(5) years, not liable to retire by rotation.	He is being appointed as an Independent Director with effect from April 01, 2024 for a term of five (5) years, not liable to retire by rotation.
Remuneration paid/last drawn for financial year 2022-23	Rs. 814.04 Lakhs	Rs. 127.18 Lakhs	Rs. 1.65 Lakhs	Not Applicable
Directorship held in other listed entity.	JBM Auto Limited	Nil	1. Kamdhenu Limited 2. JBM Auto Limited	1. ASM Technologies Limited 2. Nucleus Software Exports Limited
Membership / Chairmanship of Committees of the listed Companies	JBM Auto Limited a) Audit Committee-Member b) Stakeholders Relationship Committee-Chairperson c) CSR Committee-Chairperson d) Risk Management Committee-Chairperson	Nil	JBM Auto Limited a) Audit Committee-Chairperson (w.e.f.01.04.2024) b) Nomination and Remuneration Committee-Chairperson (w.e.f. 1.04.2024) c) Risk Management and Sustainability Committee-Member d) Stakeholder Relationship Committee-Member (upto 31.03.2024) Kamdhenu Limited a) Audit Committee-Member (w.e.f. 01.04.2024)	ASM Technologies Limited a) Audit Committee-Member b) Nomination and Remuneration Committee-Chairperson c) Stakeholder Relationship Committee-Chairperson

			<p>b) NRC Committee-Member</p> <p>c) Stakeholders Relationship Committee-Member</p> <p>d) CSR Committee-Member</p>	
Listed Companies from which Director has resigned in the past 3 years	Nil	Nil	Mrs. Pravin Tripathi has resigned from PTC india Financial Services Limited on October 14, 2021.	Nil
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	Not Applicable	Ms. Pravin Tripathi former Indian Audit & Accounts Service (IA&AS) Officer and having experience for a period more than 10 decades in the field of Audit & Accounts. Ms. Ms. Pravin Tripathi also having experience of the industry in which company operates and associated with Board of number of renowned Companies.	Mr. Shekar Viswanathan has rich and varied experience of the industry in which the Company Operates. He is a member of many leading industrial associations in India. He is standing as a leader in the corporate world.
Number of Meetings of the Board attended during the financial year 2022-23	4 (Four)	4 (Four)	4 (Four)	NA
Number of Shares held in the Company including shareholding as a beneficial owner	8,86,750 Equity Shares	4,000 Equity Shares	Nil	Nil
Relationship with other Director(s) Manager and other Key Managerial Personnel of the Company.	Mr. S.K Arya is father of Mr. Nishant Arya	None of the Directors or Key Managerial Personnel is related to Mr. Anand Swaroop	None of the Directors or Key Managerial Personnel is related to Ms. Pravin Tripathi.	None of the Directors or Key Managerial Personnel is related to Mr. Shekar Viswanathan.

Remuneration proposed to be paid	As per explanatory Statement	As per explanatory Statement	Ms Pravin Tripathi shall be paid sitting Fee.	Mr. Shekar Viswanathan shall be paid sitting Fee.
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Notes:

1. The Directorships and Chairmanships/Memberships of Listed Companies is considered for aforesaid purpose.

ANNEXURE-II

INFORMATION FOR THE SHAREHOLDERS FURNISHING OF PAN, KYC AND NOMINATION DETAILS BY HOLDERS OF PHYSICAL SECURITIES IN TERMS OF SEBI CIRCULAR SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 DATED NOVEMEBR 17, 2023.

This is to bring to your kind notice that Securities and Exchange Board of India (SEBI) vide its Circular Number SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023 in supersession of earlier SEBI Circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 Dated 3rd November, 2021 and SEBI Circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated 14th December, 2021 has mandated to shareholders holding securities in physical mode for furnishing of the following documents to the Registrar and Share Transfer Agent (RTA) of the Company as an on-going measure to enhance the ease of doing business for investors in the securities market pertaining to Common and simplified norms for processing any service request from the shareholder/investors

- furnishing of PAN, email address, mobile number, bank account details and nomination by holders of physical securities;
- entertaining any service request from shareholder(s) only upon registration of the PAN, Bank details and the nomination; and
- Linking your PAN to Aadhaar by June 30, 2023 or any other future date as may be specified by the Central Board of Direct Taxes to avoid freezing of folio(s).

Since the aforesaid details with respect to the physical share(s) held by you in the Company are not present in the database of the Company's Registrar and Share Transfer Agents (RTA) MCS Share Transfer Agent Limited hence we request you to kindly furnish the same to the RTA through the Form ISR-1, along with the necessary attachments / documents as stated in the form itself. A copy of the said Form can be downloaded from the website of the Company at <https://www.jbmgroup.com/wp-content/uploads/jay-bharat-marutiltd/shareholderresources/Bank-Details.pdf> or from the website of our Registrars at www.mcsregistrars.com. While filling up the form please strike out the portion which is not applicable to you.

For appointing a Nominee, you are requested to furnish the Form SH-13. The said form can be downloaded from the website of the Company at <https://www.jbmgroup.com/wp-content/uploads/jay-bharat-marutiltd/shareholderresources/Nominee-Details.pdf> or from the website of our Registrars at www.mcsregistrars.com. While filling up the form please strike out the portion which is not applicable to you.

In case you do not wish to nominate any person with respect to the physical share(s) held by you then, please furnish the Form ISR-3. The said Form can be downloaded from the website of the Company at <https://www.jbmgroup.com/wpcontent/uploads/2023/05/Nominee-Details.pdf> or from the website of our Registrars at www.mcsregistrars.com

In case you wish to cancel / change nomination at a later date with respect to the physical share(s) held by you then, please furnish the Form SH-14. The said Form can be downloaded from the website of the Company at <https://www.jbmgroup.com/wp-content/uploads/2023/05/Nominee-Details.pdf> or from the website of our Registrars at www.mcsregistrars.com

Freezing of Folios without PAN, KYC details and Nomination:

1. Folios wherein any one of the above mentioned document / details are not updated on or after October 01, 2023, shall be frozen and you will not be eligible to lodge grievance or avail service request from the RTA
2. Further effective April 01, 2024, you will be eligible to receive the dividend in electronic mode only
3. After December 31, 2025, the frozen folios will be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002.

SEBI has vide circular dated SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 decided to do away the above provisions which was mandating the freezing/ frozen of folios effective from October 01, 2023 by the RTA/listed company.

You are requested to forward the duly filled in documents along with the related proofs as mentioned in the respective forms to the following address:

MCS Share Transfer Agent Limited
F-65, 1st Floor, Okhla Industrial Area,
phase-1, New Delhi - 110020.
Email Id: admin@mcsregistrars.com